



The Application, Selection and Election of PA Directors-at-Large

Application Deadline:

August 8, 2016

OVERVIEW

NCCPA appreciates your interest in serving as a PA director-at-large on NCCPA's Board of Directors. This packet has been developed to guide you in completing your application. **Please read the enclosed materials carefully and submit only the required documents to NCCPA by the August 8, 2016 deadline.**

In 2014, NCCPA adopted a new governance structure and is now transitioning to a smaller Board that includes more at-large members and fewer nominees from other organizations. By the end of 2018, the NCCPA Board will be reduced to 16 voting members – a group that will include six PA directors-at-large.

Board members are elected for a four-year term and are eligible for re-election for a second four-year term.

The NCCPA Board meets in person four times a year and provides strategic direction and oversight for the organization in fulfillment of directors' fiduciary obligations to NCCPA, working closely with the president/CEO. Board members typically also serve on two or three committees or task forces in any given year, which generally conduct their work via conference call, email and/or at committee meetings scheduled during weekends when the Board is already convened.

While members of our volunteer Board of Directors do not receive any remuneration for their service, NCCPA does cover all travel expenses, lodging and meals for meetings of the Board and committees.

UPCOMING BOARD MEETING DATES

Dates are inclusive of travel days; the Board usually meets Friday morning through midday Sunday.

February 2-5, 2017

May 4-7, 2017

August 3-6, 2017

November 2-5, 2017

Orientation: New directors will also be asked to attend a day-long orientation meeting in January 2017, with the date to be determined based on the availability of participants.

QUALIFICATIONS

Requirements

During their term of service on the NCCPA Board, directors should be able to demonstrate their ability to effectively fulfill the *NCCPA Board Job Description*, the *Board Members Code of Conduct*, and the *Participation Agreement* (provided beginning on p. 4).

Directors shall **not** be:

- 1) members of the board of directors or other managing body of an NCCPA Participating Organization -- those organizations for whom we have designated seats on the Board (the American Academy of Physician Assistants, Physician Assistant Education Association, American Medical Association, American Osteopathic Organization and the Federation of State Medical Boards);
- 2) employees of an NCCPA Participating Organization;
- 3) employees of a PA membership, certifying, accrediting or otherwise-related organization;
or
- 4) immediate family members of NCCPA staff, Board, or test committee members. (For the purposes of this policy, immediate family member is defined as a spouse, life partner, child, parent, or sibling.)

In addition to the qualifications required of all directors, all PAs serving on the Board, unless retired, shall maintain NCCPA certification throughout their tenure on the Board.

Additional Preferred Characteristics

NCCPA is committed to diversity and inclusion in all aspects of our work and endeavors to foster diversity within the PA profession and our Board. Diversity includes not only ethnicity, gender and geography but also the areas of expertise of the individuals serving on the Board. To balance the current composition of the Board and broaden the range of perspectives represented there, the ideal candidate will be:

- Clinically practicing, preferably full time
- A resident of the Midwestern United States
- A relatively recent entrant to the PA profession who is in the early stage of the PA career
- Someone with prior board experience

Those qualities are not requirements, and all who are qualified, interested and willing to make the necessary commitments and fulfill the responsibilities documented in NCCPA's

Board Member Job Description (p. 4), Code of Conduct (p. 6) and the Participation Agreement (p. 7) are encouraged to apply.

APPLICATION REQUIREMENTS

Candidates who wish to be considered for a PA director-at-large position should submit the following materials as part of their application:

- Completed and signed *NCCPA PA Director-at-large Application*
- Curriculum vitae or résumé
- Two letters of recommendation

All materials should be submitted together to NCCPA no later than Monday, August 8, 2016.

Incomplete application packages or those received after the deadline will not be considered.

Submit materials by email to raganc@nccpa.net or mail to:

NCCPA
12000 Findley Road, Suite 100
Johns Creek, GA 30097
Attn: Ragan Cohn

SELECTION

All eligible candidates will be considered. The NCCPA Nominating Committee will review all properly submitted applications. Top candidates will be interviewed by phone in September. The committee will then recommend four candidates to the NCCPA Board, who will elect two of them as at a meeting in early November.

NOTIFICATION OF RESULTS

Candidates will be notified of the election results by mid-November, and the results of the election will be published in *NCCPA News*.

***If you have questions concerning the application process,
please contact Ragan Cohn at raganc@nccpa.net or 678-417-8685.***

NCCPA Board Member Job Description

The primary responsibility of the NCCPA Board of Directors is to set the vision, mission and strategic direction of NCCPA; make certain contributions that lead the organization toward the desired performance; and monitor progress towards agreed upon performance measures to assure the organization is and remains successful. The Board's specific contributions are *unique* to its trusteeship role and *necessary* for proper governance and management. Board members should have:

- commitment to NCCPA and its mission;
- fundamental understanding of the role of PAs;
- knowledge about the programs and goals of the organization;
- understanding of external drivers of success for the organization;
- commitment to using data to inform decisions when possible;
- capacity to use that knowledge, understanding and data in decision making that benefits the organization as a whole;
- ability and eagerness to deal with values, vision and the long-term future of the organization; and
- ability to participate assertively and collegially in deliberation.

Governing is the primary work of the NCCPA Board of Directors, which essentially means assuming the leading role, in partnership with the president/CEO, in continuously answering three preeminent questions:

- Where should NCCPA be headed – and how should it be positioned to best serve the needs of the public, PAs, and healthcare?
- What should NCCPA be doing now and in the near term about programs/requirements, market penetration and reputation, resources, and expenditure targets?
- How is NCCPA performing in terms of realizing its vision and mission and carrying out its strategic and operational plans?

Consequently, the "products" or job contributions of the Board shall be:

1. The link between the organization and its stakeholders. The Board is accountable as trustees to the public. This includes a role as guardian of the vision and values of the organization, both currently and in the future. As individuals, Board members are also accountable for ensuring that the views, beliefs, values and interests of the stakeholder groups they know (including PAs and others) are considered in the Board's deliberations whenever relevant. The interest of the public is the priority when there is a conflict between the public interest and that of other stakeholders.
2. Written governing policies which, at the broadest levels, address:

- A. *Strategic Outcomes*: Development of a strategic plan that articulates NCCPA vision, mission and core purpose, core values, goals, objectives, strategies and key measures.
 - B. *Governance Process*: Specification of how the Board conceives, carries out and monitors its own work.
 - C. *Board-President/CEO Relationship*: How authority is delegated and its proper use monitored.
 - D. *Executive Exceptions and Limitations*: Constraints on president/CEO authority which establish standards of prudence and ethics to which all executive activity and decisions must adhere.
 - E. *Board Policy Statements*: A written expression of the Board's wisdom on a topic following dialogue and deliberation. These policies articulate values that must not be violated and that shape staff and committee work.
3. The assurance of president/CEO performance (against policies referenced in 2A and 2D above).
 4. Protection of the financial position of the organization through thoughtful consideration of the fiscal implications of decisions, the selection and oversight of professional investment managers and external auditors, and periodic review of financial statements and reports.

NCCPA Board Member Code of Conduct

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.

1. Board members must represent unconflicted loyalty to the interests of the organization. This accountability supersedes any conflicting loyalty such as that to professional or interest groups and membership on other Boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the organization's services. Board members must assure that the organization continues to place the best interests of the public first in all policies and programs, recognizing that the organization is a “quasi-public” one, engaged in credentialing activity that both serves the interests of the public and is important to the careers of individual PAs, and must always assure that credentialing uses reasonable criteria and fair procedures.
2. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness and competitive opportunity. To be considered for employment, s/he must temporarily withdraw from Board deliberation, voting and access to applicable Board information. (See *Participation Agreement*.)
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - A. Board members' interaction with the president/CEO or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
 - B. Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member or Board members to speak for the Board other than the chair of the Board.
 - C. Board members will make no judgments of the president/CEO or staff performance except as that performance is assessed against explicit Board policies by the official process.
4. Subjects for possible Board action should be sent to the chair of the Board, with copies to the president/ CEO and chair elect. Administrative concerns should be sent to the president/CEO, with copies to the chair of the Board and chair elect.

NCCPA Participation Agreement

Terms of Participation for NCCPA Directors

1. Duty of Care

An NCCPA director must discharge his or her duties as a director, including his or her duties as an officer and a committee member:

- a) in a manner the director believes in good faith to be in the best interests of NCCPA and its mission, and
- b) with the care, including reasonable inquiry, a prudent person would exercise in similar circumstances.

An NCCPA director may rely upon information provided by NCCPA officers, employees, experts, consultants, and committees in determining what action is in the best interests of NCCPA and its mission.

A director may receive and consider information from his or her participating organization concerning the opinions and pertinent policies of that organization regarding a particular matter before NCCPA. However, each NCCPA director must vote in a manner that reflects his or her good faith determination that the vote is in the best interests of NCCPA and its mission. Allowing outside interests, including those of a participating organization, to influence a director's vote violates the director's fiduciary obligations to NCCPA.

As a corollary, an NCCPA director may not act at the direction of any third party including his or her participating organization. The director should report to NCCPA any attempts to unduly influence his or her actions as a director of NCCPA or his or her vote on any matter before NCCPA.

2. Duty of Loyalty

An NCCPA director owes a duty of loyalty to NCCPA. In accordance with that duty, an NCCPA director may not:

- a) disclose confidential information of NCCPA;
- b) compete with NCCPA;
- c) act on behalf of a person or entity that competes with NCCPA;
- d) usurp a business opportunity of NCCPA;
- e) assist another person or entity to usurp a business opportunity of NCCPA;
- f) obtain secret or unfair profits through a transaction with NCCPA; or
- g) take actions as a director that place personal interests (including those of family members or employers) before the director's obligations to NCCPA; or
- h) publicly take positions against or disagree with statements, policies, or positions of NCCPA.

3. Disclosures of Potential Conflicts of Interest

An NCCPA director must have undivided allegiance to the NCCPA and its mission¹. Therefore, an NCCPA director must disclose any business, professional, or personal interest in a matter before the NCCPA director participates in any decision-making or takes any action on behalf of NCCPA regarding that matter.

(a) Potential Financial, Business, or Personal Conflicts

1. An NCCPA director who has or may have a financial, business, or personal interest in any matter before the NCCPA or a committee of NCCPA must disclose the actual or potential conflict in accordance with the process set forth later in this Agreement. Examples of relationships which raise potential conflicts of interest and must therefore be disclosed include the following:
 - a. The NCCPA director owns stock or has any other financial interest in an entity which could be affected by a decision or action of NCCPA – or a direct competitor of such entity.
 - b. The NCCPA director is an officer, director, committee member, or employee of, serves as a consultant to, or has a close personal relationship with, any PA organization or other entity or person that could be affected by a decision or action of NCCPA – or a direct competitor of such entity.
 - c. The NCCPA director receives a payment, gift, or anything else of value greater than \$250 per year from an entity or person that could be affected by a decision or action of NCCPA – or a direct competitor of such entity.
 - d. The outcome of a Board action could result in a financial benefit or harm to the NCCPA director or to a member of the director’s immediate family.
2. An NCCPA director anticipating entering into any relationship of the sort described above within one year after NCCPA has made a decision or taken an action which might be deemed to bear on that relationship must disclose the anticipated new relationship to the Board.
3. An NCCPA director may not directly or indirectly conduct or assist or participate in conducting a review program designed to prepare PAs for any NCCPA examination during, and for two years following, the undersigned’s tenure of NCCPA service. This prohibition does not bar directors from teaching at accredited schools offering a PA degree, but it does prohibit serving as a paid or unpaid consultant, employee, director, officer or owner for any program designed to prepare PAs who have completed their PA school coursework for PANCE, PANRE, or CAQ examinations.

(b) Potential Conflicts Relating to Participating Organizations

¹ NCCPA directors serving on the board of a NCCPA supporting organization has a unique opportunity and obligation to balance the missions and priorities of *both* organizations.

1. An NCCPA director may not concurrently serve as an employee or a member of the Board of Directors or similar governing body of any participating organization, or any other national or international PA-related organization that the NCCPA Board of Directors deems to present a potential conflict with the director's service to NCCPA.
2. An NCCPA director must vote in the best interests of NCCPA – not the participating organization.
3. An NCCPA director who is aware that a proposed NCCPA action would be in direct conflict with clearly articulated policy of the participating organization must disclose the existence of the conflicting interest, and all facts of which the director is aware regarding the matter at issue, when the matter is first raised before NCCPA or an NCCPA committee.

(c) Disclosure Process

1. Disclosure of any actual or potential conflict of interest must be made as soon as the actual or potential conflict becomes known by the NCCPA director.
 - a. Directors shall annually complete the *NCCPA Disclosure Questionnaire*, on which all actual or potential known conflicts must be disclosed. Such disclosures will be summarized on a Disclosures Report delivered to the Board Chair who shall identify – in consultation with the involved Board member and others, as needed – the recommended approach to management of any potential conflicts. The Board will be asked to review and approve or amend that Disclosures Report annually, thereby taking overt action that acknowledges awareness of all disclosures and satisfaction with the means through which all potential conflicts of interest will be addressed.
 - b. If new or previously unrecognized conflict arises *during* a meeting, the disclosure must be made to the participants in that meeting. By majority vote, the voting members of the group convened (be it the Board or a committee) shall determine whether the director must recuse himself or herself from discussion and/or from voting on the matter. The disclosure and the decision regarding its resolution shall be recorded in the minutes of that meeting, which shall be shared with the Board Chair and president/CEO. If the matter was addressed in a committee meeting and has any bearing on ongoing or future action or decision-making, the issue shall then be addressed in the same manner as disclosures of matters between meetings.
 - c. If a new or previously unrecognized conflict arises *between* meetings, the disclosure must be made to the Board Chair and to the president/CEO who shall document for the Board's review the disclosure and the Chair's recommended means for managing that conflict. The Board shall be asked to approve or amend the recommendation of the Chair prior to or in conjunction with its next meeting.

2. **Disclosure of a possible conflict of interest does not necessarily disqualify the NCCPA director from participation in a decision or action.** Rather, it enables the Board to determine the appropriate response. In some instances, it will turn out that there is no conflict at all. In others, disclosure of the relationship may suffice. In still others, the NCCPA director may be asked not to vote on an issue or not to play any role whatsoever in the discussion, decision or action. The specific response will be determined based on the nature of the relationship, its potential for affecting the NCCPA director's undivided loyalty to NCCPA, the significance of the NCCPA decision or action, and any other relevant factors. The final authority on all matters involving potential conflicts of interest is the Board.
3. For purposes of this policy, if the Board Chair has a potential conflict of interest, any disclosures or recommendations that would otherwise be made to or by the Board Chair shall be made to or by the Immediate Past Chair.

(d) Obligations Following Board Action

1. Once approved by the NCCPA Board of Directors, a transaction or other Board act must be accepted and supported by all directors, including those who may have had a conflict of interest regarding the matter at issue.
2. All directors, including those who may have had a conflict of interest, must maintain the confidentiality of NCCPA deliberations unless the Board of Directors expressly determines deliberations to be non-confidential.

Confidentiality

In connection with a director's service to NCCPA, the NCCPA director will be exposed to highly confidential information regarding NCCPA and its activities, which may include but is not limited to test materials, information related to test materials, data collected from examinations and surveys, and other candidate and/or certificant information, data regarding pass/fail percentages on examinations, audit results, internal memoranda, financial reports, personnel information, confidential information of third parties provided to NCCPA under an obligation for NCCPA to maintain its confidentiality, and other materials, records, minutes, or data of a confidential nature (collectively, the "Confidential Information").

NCCPA directors also have an obligation not to breach attorney-client privilege by disclosing to others (including NCCPA staff without a business need to know) any privileged communications that the directors have with NCCPA's legal counsel or any legal advice that the directors receive from the NCCPA's legal counsel in their capacity as Board members.

To protect the Confidential Information, the NCCPA director must promise not to make copies of, discuss, disclose, remove from a review or testing site or the NCCPA offices, or otherwise disseminate, or assist or permit others to copy, discuss, disclose, remove from a review or

testing site, or otherwise disseminate, any Confidential Information and must promise not to use the Confidential Information for any purpose whatsoever except directly in connection with his or her service to NCCPA. Further, this promise of confidentiality shall be in effect during the tenure of the NCCPA director's service to NCCPA and at all times thereafter.

AGREEMENT

The undersigned, having read and understood the above Terms of Participation, hereby agrees to such Terms, as well as to the following:

1. Breach of Confidentiality

The undersigned acknowledges that a breach of any of the above promises of confidentiality could result in irreparable damage to NCCPA and its mission, as well as to the PA profession and the public, for which a remedy at law will be inadequate, and the undersigned agrees that this promise may be enforced by an injunction. I agree that any dispute under this Agreement shall be submitted at the initiative of either party to mandatory arbitration before a single arbitrator conducted pursuant to the Arbitration Rules of the American Arbitration Association, or its successor, then in effect. The arbitration shall be held within forty (40) miles of NCCPA's headquarters in Johns Creek, Georgia. The arbitrator is empowered to grant damages or injunctive relief, and the decision of the arbitrator shall be final and may be entered as a judgment in any court of the State of Georgia.

2. Work for Hire/Assignment

The undersigned, who currently provides or shall provide services to NCCPA as an officer, director, committee member, consultant, or agent in which capacity the undersigned will prepare and contribute certain materials for use by NCCPA and receives compensation in return, hereby agrees that any and all original material contributed by the undersigned shall be deemed to be a work made for hire for NCCPA. To the extent that such contribution is not deemed to be a work made for hire under the United States copyright laws, or is not similarly treated under the copyright laws of any other country, the undersigned hereby assigns to NCCPA all right, title, and interest in such contribution, including the right to sue for infringement, and agrees to execute and deliver such documents and perform such other acts as NCCPA may need in applying for, perfecting, or evidencing, its intellectual rights in such materials.

3. Hold Harmless

The undersigned acknowledges and agrees that the decision to participate in NCCPA activities, including, but not limited to, attending meetings or traveling to any destination in support of those activities, is completely voluntary. The undersigned hereby agrees to hold NCCPA, and its

officers, directors, members, employees and agents, harmless from any complaint, claim or damage arising out of or in connection with any attendance at, travel to, or participation in, any and all NCCPA activities and assumes the risk of engaging in such activities. This hold-harmless agreement does not constitute a waiver of any rights of indemnification or insurance provided in the NCCPA Bylaws.

IN ACCORDANCE WITH MY OBLIGATIONS AS AN NCCPA DIRECTOR, I HAVE READ AND UNDERSTOOD THE ABOVE TERMS OF PARTICIPATION, AND I HEREBY AGREE TO BE LEGALLY BOUND BY THEM.

Provided here for information only. To be signed only after election to the Board.



PA Director-at-Large Application

Section 1. Identification and Contact Information

Name & Credentials: _____ NCCPA ID #: _____

Address: _____

Office Phone: _____ Home Phone: _____

Cell Phone: _____ Email Address: _____

Section 2. Professional History

Number of Years in Clinical Practice: _____ Number of Years in Academia (if any): _____

States in Which You Are or Have Been Licensed to Practice as a PA & the License No.: _____

Employer: _____

Supervisor/Supervising Physician: _____

My current clinical practice is: Full-time Part-time Not practicing My current practice setting is (check all that apply): outpatient inpatient an FQHC

Current Specialty Practice Area: _____

Past Specialty Practice Area(s): _____

Section 3. Personal Statements

Please submit typed responses to the following questions. If necessary you may type your answers in a Word document and submit them along with the application.

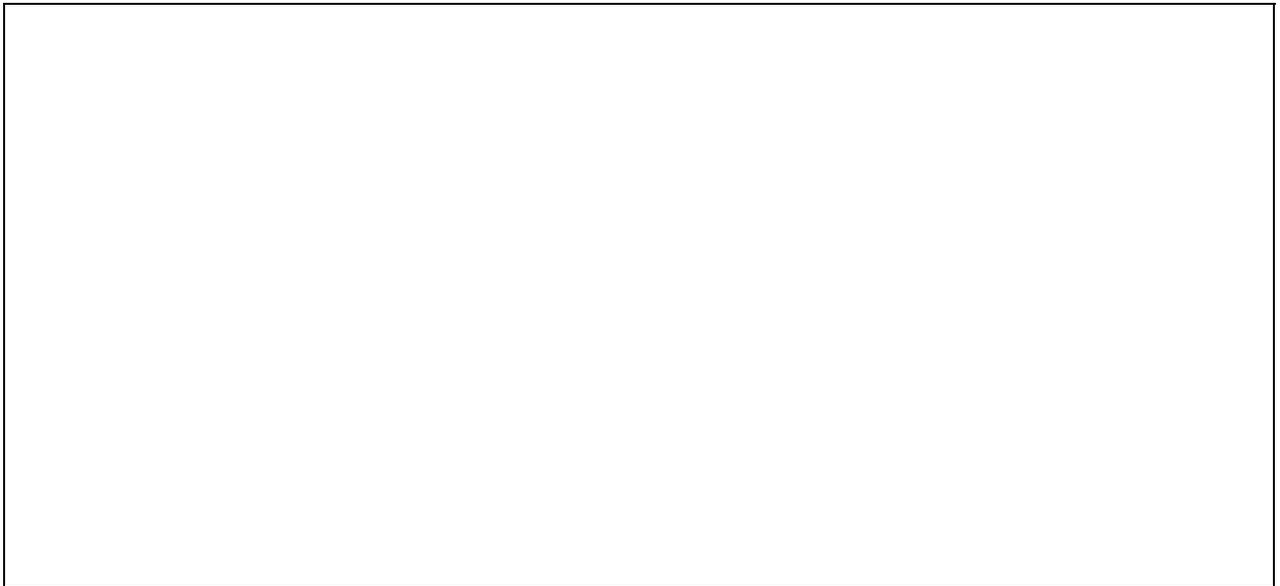
Describe your current practice and/or position (i.e., description of practice setting or academic position, area of focus, etc.). (Limit response to 400 words or less.)

List and describe relevant professional leadership positions you have held. (Limit response to 400 words or less.)

Why are you interested in serving as a PA director-at-large? (Limit response to 400 words or less.)

A large, empty rectangular box with a thin black border, intended for the applicant to write their response to the question above. It occupies the upper half of the page.

Describe your qualifications to serve as a PA director-at-large. (Limit response to 400 words or less.)

A large, empty rectangular box with a thin black border, intended for the applicant to write their response to the question above. It occupies the lower half of the page.

NCCPA's Board of Directors meets four times per year and may also convene by conference call or schedule additional meetings as needed. Serving on the Board requires time to prepare for, attend, and actively participate in meetings. Please briefly indicate if you have the time to commit to serving on the Board and if you also have the support of your employer for this endeavor.

Please indicate the areas in which you have past work experience (if any). Select all that apply.

- | | |
|---|---|
| <input type="checkbox"/> Education | <input type="checkbox"/> Human Resources |
| <input type="checkbox"/> Entrepreneurship | <input type="checkbox"/> Leadership/Management |
| <input type="checkbox"/> Finance/Investment/Auditing | <input type="checkbox"/> Legal |
| <input type="checkbox"/> State Licensing Board Experience | <input type="checkbox"/> PR/Communications |
| <input type="checkbox"/> Healthcare | <input type="checkbox"/> Testing/Assessment/Credentialing |
| <input type="checkbox"/> Healthcare Administration | <input type="checkbox"/> Other (please specify) |
-

Section 4. Statement of Affirmation and Signature

I affirm that the information provided on this application and in the accompanying curriculum vitae or résumé is accurate to the best of my knowledge. I also affirm that I am not a member of the Board of Directors or other managing body of an NCCPA participating organization (AAPA, PAEA, AMA, AOA or FSMB); not an employee of any of those NCCPA participating organizations; not an employee of a PA membership, certifying, accrediting, or otherwise related organization; and not a spouse or immediate family member of an NCCPA staff, Board, or test committee member.

I further affirm that I have received, read and understand the NCCPA Board Member Job Description and expect to be able to fulfill the responsibilities described therein if elected to serve on the NCCPA Board of Directors.

Signature: _____ Date: _____

Section 5. Optional Information

Completion of the remainder of this application is **optional**. NCCPA recognizes the importance of diversity among Board members. The following information will help ensure our organization is well represented by ethnicity, age, geographic location, and practice setting.

Please indicate your race/ethnicity and age.

- | | |
|---|----------------------------------|
| <input type="checkbox"/> American Indian/Alaskan Native | <input type="checkbox"/> 25 – 30 |
| <input type="checkbox"/> Asian American | <input type="checkbox"/> 31 – 40 |
| <input type="checkbox"/> Black or African American | <input type="checkbox"/> 41 – 50 |
| <input type="checkbox"/> Hispanic or Latino | <input type="checkbox"/> 51 – 60 |
| <input type="checkbox"/> Native Hawaiian/Other Pacific Islander | <input type="checkbox"/> 61 – 70 |
| <input type="checkbox"/> Multiracial | <input type="checkbox"/> 70+ |
| <input type="checkbox"/> White | |

Please indicate your geographic location.

- | | |
|---|---|
| <input type="checkbox"/> Northeast (New England, Middle Atlantic) | <input type="checkbox"/> Midwest (West North Central, East North Central) |
| <input type="checkbox"/> South (South Atlantic, East South Central, West South Central) | <input type="checkbox"/> West (Pacific, Mountain) |

Please select the type of community in which you live.

- | | |
|-------------------------------------|--------------------------------|
| <input type="checkbox"/> Inner City | <input type="checkbox"/> Rural |
| <input type="checkbox"/> Suburban | <input type="checkbox"/> Other |

Please select the type of community in which you work.

- | | |
|-------------------------------------|--------------------------------|
| <input type="checkbox"/> Inner City | <input type="checkbox"/> Rural |
| <input type="checkbox"/> Suburban | <input type="checkbox"/> Other |

Submit this completed application with your CV/résumé and letters of recommendation by email to raganc@nccpa.net or mail to:

NCCPA
12000 Findley Road, Suite 100
Johns Creek, GA 30097
Attn: Ragan Cohn

To be considered, completed applications must be received or postmarked by Monday, August 8, 2016.