



# Veterinary Hospital Managers Association

## *Committee Guidelines*



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## INTRODUCTION

Volunteers play an important role in achieving an effective and progressive association. Volunteers, whether a Board Member or Committee Member, represent the interests of the members, the “owners” of the organization. Volunteers are a source of values, objectives, information, energy and new ideas.

Within VHMA, “committee” may refer to one of the following group types:

- Standing committee (addressing ongoing industry or association issues)
- Steering committee (addresses issues of a particular constituency within VHMA)
- Ad hoc or sub committee (addressing a temporary issue)
- Planning committee (plans conferences)
- Task Force (addresses a specific issue, disbanded upon completion of task)

There are basic purposes and advantages to be gained from a volunteer committee. An effective committee structure can generate qualified group judgment, provide continuity of thinking and facilitate bringing together a cross section of member knowledge and experience. For the VHMA staff, it provides constructive guidance for program planning or action.

These *Guidelines* should be reviewed generally by the full committee at its first meeting each year. This review provides an orientation to new members and a review for all members of where the committee’s purpose fits within the work of the association and how it should function to be most efficient.

## ANTITRUST COMPLIANCE

In general, professional and trade association activities often involve competitors meeting and acting together to promote legitimate, common business interests. However, because they do involve joint meetings and other joint activities of competitors, some professional and trade association programs have been scrutinized by the Justice Department, by the Federal Trade Commission and by state agencies for possible anticompetitive behavior.

The antitrust laws may be enforced against an association and its members and staff by federal and state officials, and also by private parties through treble damage suits. If members or staff of an association participate in an association activity that violates the antitrust laws, the association, the members and the individuals involved may be sued in a civil or criminal proceeding. Penalties for antitrust violations may be severe. However, antitrust problems can be prevented if individuals who participate in association programs are sensitive to the need to avoid conduct that might raise such problems for the association, for their companies or for themselves. Some of the legal considerations relevant to associations, and some areas to avoid in association activities, are summarized below.

In general, the federal antitrust laws prohibit agreements, conspiracies or combinations that illegally restrain competition. The requirement of an agreement or combination often may be met easily in cases involving associations, since they are situations where competitors meet or act together.

The antitrust laws do not require that, for a violation, there must be evidence that an explicit agreement to restrict competition was entered into. Instead, antitrust violations have been found where there has been no evidence of express oral or written agreements to engage in an anticompetitive activity. The existence of an agreement or conspiracy may be inferred from circumstantial evidence. For example, evidence that competitors discussed prices at an association meeting and afterwards increased their prices by similar amounts may be sufficient to prove that an agreement existed, even though the competitors did not explicitly enter into a specific agreement at the meeting. In this respect, antitrust enforcement officials are suspicious of direct communications between competitors about prices or costs. They believe that communications about increased costs, for example, often lead to a tacit understanding to raise prices.

Some of the areas to be avoided in VHMA activities and meetings, whether as a part of the formal program or in informal discussions, are:

- price fixing or other agreements, which tend to control or establish prices.
- arrangements to limit supply or to restrict the products or services that companies may provide.
- agreements to divide or assign markets or territories in which companies may lease or otherwise do business.
- plans to allocate customers to whom companies may lease, or with whom companies may otherwise do business.
- boycotts or group refusals to deal with competitors, suppliers or customers.
- arrangements that restrict truthful advertising or other methods of competing for business.

In sum, in order to help prevent the potential for antitrust problems and unnecessary litigation, we recommend that members do not discuss, at VHMA meetings or in VHMA programs, matters that could involve price fixing; boycotts of suppliers, customers or competitors; division of markets; allocation of customers; restrictions on advertising or other competitive practices; or other potentially sensitive competitive subjects. At the same time, it is important to recognize that there is a broad spectrum of association activities which, when properly conducted, do not involve significant potential for antitrust problems for the association or for its members (i.e., VHMA benchmarking surveys). VHMA has been successfully engaging in such legitimate activities for more than twenty-five years in order to promote the common business interests of its members.

## COMMITTEE CHARTERS – MISSION STATEMENTS

### **Ethics Committee**

The Ethics Committee's mission is to review alleged violations by members of the Code of Ethics and recommend necessary action to the VHMA Board of Directors.

### **Industry Liaison Committee**

The Industry Liaison Committee's mission is to develop an understanding of and communications with the various individuals and companies that provide management or other specific services to veterinary hospitals. The Industry Liaison Committee shall explore opportunities for cooperative efforts between the association and industry to promote the profession, awareness of the association and seek funding for association activities.

### **Marketing/Public Relations Committee**

The Marketing/Public Relations Committee's mission is to develop strategies for promoting the association and benefits to increase membership and sustain existing members, as well as introduce the association to new markets and venues.

### **Membership Committee**

The Membership Committee's mission is to identify target groups for potential VHMA membership, help develop membership recruitment and retention programs, develop and recommend membership policies, periodically review membership trends and studies of why members join or terminate membership.

### **Nominating Committee**

The Nominating Committee's mission is to maintain a profile of officers and directors, which reflects the VHMA membership and nominates individuals for officer and director vacancies to complement that profile. It may from time-to-time make other recommendations regarding the makeup of the VHMA Board of Directors.

*Per the association bylaws, the Nominating Committee shall consist of five (5) members appointed by the Board of Directors. The Immediate Past President shall be one of these members and shall serve as Chairman of the Nominating Committee. The Vice President shall appoint a representative to serve on the Nominating Committee.*

### **Program Planning Committee**

The Program Planning Committee's mission is to fulfill the needs of the members by making quality and diverse educational opportunities available to members of the association.

## **COMMITTEE ORGANIZATION**

The VHMA Board of Directors establishes committees within the strategic plan of the association. The strategic plan is approved annually by the Board of Directors. The scope of work, responsibility and authority are spelled out in the strategic plan and in the policies and guidelines adopted by the Board. The establishment of new committees or change in the charter of a committee is subject to approval of the Board of Directors.

At least once each year, VHMA will initiate a call for volunteers to serve on committees. The intent is to encourage volunteerism in areas of association work where the volunteer has an interest and ability. The President, subject to the approval of the Board of Directors, makes the final committee appointments.

With some exceptions, the VHMA President, subject to approval of the Board of Directors, appoints all committee chairpersons. The President solicits recommendations from the other officers, directors and committee chairpersons in filling vacancies. Individuals are appointed for one year and may be reappointed several times, depending on the committee. The size of most committees is four (4) to eight (8) members, depending on the work required of the specific committee.

All committees are responsible to the Board of Directors. The committee chairperson and official staff contact have the responsibility for communicating reports and recommendations of the Committee to the Board of Directors for inclusion on their agendas. The Board of Directors receives all recommendations for the adoption of action, policies or procedures. The Board of Directors has the primary responsibility of maintaining continuity and consistency in the operations of the association and makes all final decisions relating to Committee recommendations.

## **VOLUNTEER SELECTION**

The selection of volunteers to serve as chairpersons and members of committees is based on several criteria.

- ⇒ Demonstrated interest in the industry and association.
- ⇒ Willingness to serve — commitment.
- ⇒ Ability to serve — time, company support.
- ⇒ Something of value to contribute — knowledge and skill.
- ⇒ Professional reputation — ethical and cooperative.
- ⇒ Reliability — will assume necessary responsibilities.
- ⇒ Leadership and communication skills.

## **COMMITTEE RESPONSIBILITIES**

Each committee has a charter. This charter states the mission of the group, including its responsibilities.

Each committee should fully understand the policies of the association, be familiar with the strategic plan, and the scope of authority and limitations for action.

A committee might be empowered to act or be responsible only to draft recommendations. If it can both recommend and act, the committee should know if an expenditure of funds is authorized and, if so, the limitations established.

Traditionally, a committee member participates at the expense of his or her own company. If participation would be prohibited because the company cannot pay for the member to attend meetings, the problem will be reviewed for an exception. If reimbursement is made to anyone, it is limited to coach airfare and hotel room only. This condition must be established before accepting a position on any committee or task force.

Any member of an VHMA committee, including the Chairman of such a Committee, shall automatically be removed from the Committee if the member has more than one unexcused or more than two excused absences from scheduled Committee meetings. However, in the event of unusual circumstances, the Chairman of the Committee and the President of the Association may agree that the Committee member may continue to serve on the Committee. Only the Chairman of a Committee or the President of the Association can excuse an absence. A Committee member shall be responsible for notifying the Chairman of the Committee or the President of the Association in advance of any absence.

### **The Committee Chairperson**

The key to a successful committee—even with able committee members and solid objectives—is the chairperson. The smooth management and creative achievements of a committee are in direct relation to the chairperson's ability to lead and direct the committee's functions. An effective committee needs a chairperson who will accept responsibility while encouraging others to offer thoughts and recommendations on the committee's activities.

The chairperson's responsibilities and duties can be placed in four general categories.

1. **Planning.** The chairperson consults with the association staff contact and other key members of the committee in planning the committee's agenda within the framework of the committee's responsibilities. The entire program of committee work responsibilities should be thoroughly reviewed so that individual committee assignments can be made effectively.
2. **Conducting Meetings.** The chairperson consults with the staff contact to develop an agenda and directs the committee's work. He/she maintains the group's focus, stimulates group thinking, encourages and channels discussions, weighs the value of expressed ideas and suggestions, summarizes constructive suggestions and seeks out decisions.

3. **Maintaining Records and Information.** He/she ensures that accurate minutes are kept, motions recorded, necessary reports prepared, and a record of committee work maintained. In addition, the chairperson remains constantly informed regarding the progress of individual committee members' assignments.
4. **Getting Action.** The chairperson must motivate members toward active participation and involvement in committee activities. With overall objectives in mind, he/she must channel the interests and talents of individual committee members into productive efforts and ensure the necessary follow-up action.

### **Committee Members**

The role committee member's play is an important one. The success of the committee depends on the contributions made by each of its members. Members should consider the following suggestions as they approach committee participation.

- Attend the meeting.
- Review the agenda and accompanying materials *prior* to attending the meeting. Seek clarification of any items that are not clear.
- Stick to the agenda during the meeting.
- Determine what the exact purpose of the meeting is and decide in advance how and what to contribute.
- Keep replies short and to the point.
- Do not hesitate to comment, criticize constructively or disagree.
- Keep in mind that the volunteer group has authority to decide and act, not individual members.

### **Professional Staff Management**

The professional staff management of the association implements the programs and services of VHMA within an adopted strategic plan. The staff also provides the logistical support for the committees to do their work and manages implementation of decisions.

### **Committee Meetings**

The Chairperson consults with the association staff contact and other key members of the committee in planning the committee's meeting schedule for the year. The frequency of meetings during the year is dependent upon the Committees needs and workload. Meetings may be held in person, by conference call or by Web conferencing. A majority of the voting members of any such committee shall constitute a quorum at any meeting thereof.

The Chairman and staff contact will consult to plan a meeting agenda related to the charter and mission of the committee. Each meeting agenda will include at minimum a clearly stated list of agenda items, time and location of meeting.

Prior to the meeting (at least one week), an announcement of the meeting and the agenda will be provided to the Committee Members.

Within two weeks of the conclusion of the meeting, meeting minutes will be prepared and distributed to the Committee members along with any reports, requests or recommendation for the Board of Directors.

### **Committee Reports**

Formal committee reports, recommending a course of action or conveying information to the Board of Directors, are to be presented in written form. Committee reports can be one of several basic types.

- Recommendations for organizational changes.
- Recommendations for association programs or services.
- Request for approval of a new policy, or for a change in existing policy.
- Request for emergency action to adopt policy.
- Request for allocation of association funds.
- Request for information.

## **GUIDE FOR EFFECTIVE DECISION-MAKING**

The primary purpose for a committee, and therefore each person on the committee, is to arrive at effective decisions about policies, programs, strategies, or other issues facing the industry or association. Because the quality of the association will be a direct reflection of the quality of decisions made, each committee is urged to focus on the following four steps to effective decision-making.

There are four steps to effective decision-making.

### Step 1: Framing the Issue

- Define exactly what is to be decided.
- Focus the question by narrowing or expanding the issue(s) to fully frame what must be decided.
- Select the decision criteria.
- What would a good decision look like?

### Step 2: Gathering Information

- What do we need to know to make an effective decision?
- Make and analyze assumptions that are reasonable and supportable based on what we know.
- Construct several *what if* scenarios.
- What are our knowledge gaps?

### Step 3: Coming to Conclusions

- Agree on the definition and analysis of the problem.
- Divergent thinking, search for alternatives.
- Select the method of narrowing the options and/or building consensus around a solution, then incorporate the strongest points and answers to the problem.

- Commit to action necessary to implement the decision.

#### Step 4: Learn from Experience

- Interpret the evidence from past decisions.
- Keep track of assumptions, analysis, decisions, and results.
- Identify which stages of the decision process were most problematic.
- What changes in the decision-making process might enhance the quality or consistency of the decisions.

It is the responsibility of the committee chairman and the VHMA staff member assigned to work with the committee to make sure that the decision-making process is a good one, that all members of the committee test the decision and the process at every step of the way and that good records are kept.

#### **Traps to Avoid When Making Decisions**

1. Plunging In before thinking through the issue or problem
2. Setting out to solve the wrong problem.
3. Failing to consciously define the problem in more ways than one.
4. Over confidence in your judgement.
5. Relying inappropriately on “rules of thumb.”
6. “Shooting from the hip.”
7. Illusions of group unanimity without adequate testing.
8. Failing to interpret the evidence from past decisions for what it says.