

A message to members about changes in our Wisconsin Medical Society

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We can do better! We have a wonderful, strong organization of physicians here in Wisconsin. In many ways, we are the model for other medical societies throughout the nation. But, as so often happens even in successful organizations, times change, people change and issues change, and without a major effort to keep up with the changes, the organizations fall behind.

After a careful and challenging examination, our Governance Task Force (GTF) found that that is the case with our Society. I respect the Society and hold it in esteem and reverence. I revel its traditions and celebrations. I have enjoyed my relationship with our Society since I served on a preventive medicine committee some 30 years ago. I am reluctant to give up any aspect of our traditions, but I believe we must. There are better ways to run the railroad. I want to give you a preview of the changes advanced by the GTF, so you can analyze them in the report that follows. In the end it will be up to you, perhaps through your elected delegates and directors of the board, to decide whether to move ahead.

Our most urgent problem is that our “democracy” is limited to 24 hours per year. The proposed changes will provide a simple method for any member to submit ideas, complaints and suggestions via computer year-round. A system of Strategic Panels will replace our current councils and reference committees to provide year-round, representative democracy on your behalf.

Our current districts are far out of balance. The smallest has 69 members and the largest has over 3000. Many counties are not even represented at our annual meeting. We recommend some method of reapportionment to make voter equality a reality. The GTF has made its recommendations and a special working group of the Board is reviewing this and other reapportionment strategies.

The Annual Meetings themselves will be expanded to include features to attract delegates and non-delegate members alike. The business meetings will be reformatted to eliminate some of the cumbersome and time-wasting aspects that have caused sluggishness in our meeting process. A “Town Meeting” system will replace the reference committee system and will enliven debates and increase understanding of the issues.

The size of our Board has become unwieldy over the years as the number of members and constituencies has grown. We recommend a new formula to calculate how our Board members will be chosen. This will reduce the size of our Board, facilitate our meetings and (with our reapportionment) be more representative of each member.

We will also foster new technology and jump into the computer age with both feet! The computer will help us process ideas from members, permit meetings on-line, encourage dialogue between meetings via bulletin boards and chat rooms. You will be hearing more about how every member can

participate year-round without ever leaving home.

I am not naïve enough to tell you that improving our institutional structure and democratic process will save our Society. We must soon address changing attitudes of the Boomer Generation, Gen-X, and the Hip-Hop Nation. We must address inclusiveness, diversity, liberalism and coalition building. We must be ready to serve patients and physicians whether we practice in a private office, a corporate system or a government-run single payor system. It's not your father's Wisconsin Medical Society anymore!

Even before we tackle these very real issues, it is prerequisite that we make these changes as recommended by the Governance Task Force. As GTF Chair, I ask every member to review this proposal and to support its recommendations.

Editor's Note: The Society's Board of Directors thoroughly reviewed the following report at its October 14 meeting and acted to endorse nearly all of its recommendations for consideration by the 2007 House of Delegates. A special Board panel is exploring possible alternate wording for sub-regional representation and the addition of a Board-member attendance requirement. Any resultant modifications will be shared with the House as a companion to the GTF Final Report.

Governance Task Force Report to the Board of Directors, October 14, 2006

EXECUTIVE SUMMARY

The Governance Task Force (GTF) believes this governance reform proposal will enable the Wisconsin Medical Society (Society), its elected volunteer leaders, CEO and staff, to more effectively and responsibly:

- Fulfill their respective promises and obligations.
- Create a more meaningful present and future.
- Help the Society to do things right (manage) and do the right things (lead).
- Serve the interests of Society members and their patients.
- Deal with the fiscal challenges in the years ahead.

Keeping these objectives in mind, the GTF reviewed nine (9) specific areas:

Districts

The size of the Society's existing districts is not equitable. Currently, District 8 has 69 members while District 1 has 3076. The GTF felt equity is important so that no one district is able to exert more influence than another. It recommends combining and more closely equalizing the existing districts into five (5) "Regions." Membership in each would average approximately 1675, with 1308 in "Region 2" and 1932 in "Region 3." The allocation of counties for these regions is based on the balanced membership territories assigned to the Society's field directors; students, residents and fellows are excluded from these totals.

These proposed "regions" provide the new electoral and representation base for subsequent GTF recommendations to restructure and reduce the size of the current Board of Directors (Board) and the House of Delegates (HOD).

Board of Directors

The GTF felt it appropriate to explore, compare and consider the possibility that the Board might function better and more effectively if it was reduced in size. It considered substantial evidence indicating that: small boards are likely to foster openness and participation, while large boards can easily lose focus, it is more difficult for their members to intimately understand the organization's business function, and they are more costly. The GTF also considered feedback from a survey of the current Board. The GTF concluded the Board should be reduced from 41 members to 28, providing for regional, specialty section, special section and ex officio representation.

House of Delegates

As with the Board, the GTF concluded the HOD should be reduced, going from 318 to 154 members. In 2006, just 43 percent (138) of the eligible delegates participated in the HOD. The proposed HOD composition includes all Board members and provides for representation for each region, specialty and special section.

House of Delegates protocol, practice and processes

The GTF suggests that the operational practices of the House of Delegates be modified to make the business meeting run efficiently and effectively. Several recommendations were tested at the 2006 Annual Meeting. Replacement of the Reference Committee mechanism is recommended.

New program components at Annual Meeting

The GTF suggests that to attract and engage more Society members and delegates, and to create a more vibrant Annual Meeting, program components should be incorporated in addition to the business meeting, e.g. national speakers on issues related to the Society's strategic plan. The program portion of the Annual Meeting would be open to all Society members. Also, because the adoption of the "Member Communication Form" would allow members to submit ideas electronically for year-round consideration (see recommendation below), reference committees would be eliminated and replaced with an "open forum." The open forum would afford members the opportunity to present new ideas and participate in a dialogue about those items being considered at the HOD.

Nominations

During its review, the GTF determined that much of the general membership is unfamiliar with the process used to develop a slate of candidates for Society offices. The GTF suggests that the Society increase efforts to make the work of the Nominating Committee more transparent. Additionally, it suggests that the Committee not be discouraged from nominating more than one qualified candidate for an office and that the Society support multiple channels for members to state their candidacy: self nomination by application, nomination by region, nomination by non-geographic section, and nomination on the HOD floor.

Restructure the Councils

The Society needs to better define the role of its physician-led Councils as strong, visible leadership and singular credibility in Wisconsin's health and health care policy arena. To accomplish this goal, the GTF feels it is necessary to alter the existing broad-scope Council structure to allow for a more fluid overall structure. 1) Strategic Panels would replace existing broad-based Councils and would focus their efforts on strategic plan issues. They would help conceptualize policy and also review and recommend proposed House resolutions on a year-round basis. 2) A Legislative Cabinet would help craft and promote new legislation and would monitor other proposed legislation. 3) A Policy Panel would be responsible for reviewing existing policy and developing new policy based on referrals from the Board, HOD and recommendations from the Strategic Panels. A Policy Liaison Coordinator would oversee all groups and coordinate their work.

Utilize technology in governance activities

To allow the Society to operate more efficiently and cost effectively, the GTF recommends the Society utilize technology to encourage, promote and improve communications for governance. These technologies include, but are not limited to, statewide electronic voting, Web-based survey tools and communications vehicles such as "Web-casting." The GTF recommends that the CEO direct staff to assess and make available appropriate mediums.

Member Communication Form

GTF members felt that the existing process by which members can present ideas, proposals and resolutions for action by the Society is not "member-friendly," does not allow for timely action, and is disenfranchising to many. The proposed year-round Member Communication Form would permit all members to submit ideas electronically for year-round consideration. These forms would be processed by staff and referred to the appropriate entity, i.e. Board, HOD, Strategic Panel, etc. for action.

Introduction

As directed by the HOD after its 2005 Annual Meeting, the Society convened a task force for the purpose of reviewing the present content, process, structure, function and outcomes of the HOD, which serves as the primary body of governance. At the August 2005 meeting, the Board approved the expansion of the task force's charge to include in its scope the Board and its Councils. The task force's recommendations should streamline and enhance the efficiency, effectiveness, productivity and usefulness of Society governance.

The Board appointed members with diverse back-

grounds and knowledge of the Society's governance to take on this endeavor. The Governance Task Force consisted of:

District 1: Thomas Luetzow, MD – Family Medicine, Lake Mills Medical Center, Lake Mills ■; Mark Timm, MD – General Surgery, Medical Associates, Menomonee Falls; Sarah "Sally" Pratt, MD – Pediatrician, Children's Hospital, Milwaukee; David Olson, MD – Family Medicine, ProHealth Care Medical Center, Brookfield ▲

District 2: Glenn Loomis, MD – Family Medicine, Mercy Clinic, Janesville; Michael Miller, MD – Addiction Psychiatry, New Start, Madison ■; Alan Schwartzstein, MD – Family Medicine, Dean Clinic, Oregon (non-voting)

District 3: Erik Gundersen, MD, MA – Family Medicine, Gundersen Lutheran, Onalaska ■; Mark Andrew, MD – General Surgery, Vernon Memorial, Viroqua

District 4: Joseph Boero, MD – Internal Medicine, Ministry-Rice, Stevens Point

District 5: Terry Hankey, MD (Chair) – Internal Medicine, Aurora, Red Granite

District 6: Russel Kuzel, MD – Family Medicine, Aurora, Green Bay

District 7: Tom Sandager, MD – Family Medicine, Marshfield Clinic Riverview Center, Eau Claire

District 8: Elizabeth Raduege, MD – Family Medicine, Duluth Clinic, Hayward ●

- ▲ Indicates participation from September 2005–June 2006
- Indicates participation from June 2006–Present
- Unable to participate due to practice obligations

The task force was active from September 2005 through September 2006. At the March 2006 Board Meeting, the GTF provided a progress report with initial findings and recommendations for Society governance. At the Board's suggestion, the GTF refined its proposal to take into account Board members' reactions and presented an informational briefing and open forum on its then-current proposal at the April 2006 HOD. The Board also advised the Speaker and Vice Speaker to implement appropriate business meeting process recommendations not requiring bylaw changes. Delegate feedback was helpful and used during the GTF's May-August 2006 refinement of this governance reform proposal.

A majority of the GTF's 12-month efforts focused on the Society's governance and included examination of other state medical organizations, with particular attention to those who had modified their governance

structures in recent years. It is important to note that during its tenure, the GTF surveyed the Society's current elected and appointed leaders in all its governance structures including the 2005 HOD, Board and its Councils, as well as the 2006 House Delegates attending the GTF's informational briefing. The volume and breadth of information, insights, opinions, ideas and data assembled and studied in this process was unprecedented. They formed our knowledge base and influenced our judgments as the GTF faced the challenge of its charge and its transcendent governance improvement opportunity.

A Note To Board Members

I began our March Board report with a reference to "a rare celestial event." I compared the likelihood of an organization, such as the Society, to evaluate its operations with the intention to make improvements to such an unexpected event. Perhaps it will serve my purpose to continue the celestial metaphor to describe the three phases of the life of the GTF.

The GTF began with a resolution passed by the 2005 HOD, authorizing a task force to evaluate and make recommendations regarding its structure and operations. We were born a "new star" in October 2005. Soon thereafter, the Executive Committee and the Board expanded our charge to include the Board and its Councils. We had become a "super nova." Then, we became aware of several financial demands upon the Society, requiring that we not only had to come up with ideas that were better, but less costly. We tackled that objective and became a "neutron star"—as dense and pure as matter can be! Our report before you reflects a scaled down, purified version of all our ideas.

We realize a previous "governance task force" presented the Board with recommendations less than a decade ago. Those recommendations were filed away and never acted upon. It is our hope that this report will spur us all to action and make necessary changes. This report can be accepted in its entirety, or debated item by item, but please do not ignore these recommendations—the GTF has no desire to become another "black hole."

The recommendations of the GTF are summarized in the Executive Summary, so I will not list the recommendations. I will point out a few that I feel are absolutely critical to the Society. The first of these is included in the Councils and electronic communications sections. We must offer members several parallel methods to communicate with the Society and put forth ideas; the proposed Strategic Panels (Councils) will process those ideas throughout the year. The second essential recommendation is a reduction in the size of the Board. It costs

money to support the travel and housing of Board members for events each year. Reducing this number is a fiscal necessity. The last two, which I feel are financially necessary, are reducing the number of Districts (Regions) and to hold more meetings electronically to reduce associated meeting costs. The whole plan fits together very nicely and accomplishes our original and revised goals.

I began this task believing that we could either change or continue as is. To remain the same is no longer an option. The circumstances have changed; it is necessary for the Society to survive and continue to serve the members and their patients. I believe the GTF was fortuitously created at this time, as an agent of change, to enable the Society to react to these unforeseen, external pressures. Our recommendations have taken into account the reduced revenue stream resulting from the merger of ProAssurance and PIC Wisconsin, the loss of endorsement fees and the increased expenditures of fully funding the pension plan. The Governance Task Force as a whole believes that we can respond by restructuring and finding more efficient ways of doing business. In the process, we have retained our original goals of improving member, continued member growth and a more democratic decision-making process.

The GTF members are listed individually on the next few pages. As a whole, they were a hard-working group and we developed a great working relationship with one another over the months. I personally thank each and every one. I also thank the Society staff and especially Hillary Conley who took on the responsibilities of the GTF and performed them marvelously. The thank yous are not complete without giving Don Percy a lion's share of the credit for whipping the GTF into shape and forming this report into a final product worthy of our efforts. Thank you Don, Hillary, staff and GTF members.

Respectfully Submitted,
Terry Hankey, MD
GTF Chair

I. Reconfigure Current Eight (8) Districts into Five (5) Regions

Preface/Background

Member representation and participation have been key components throughout the GTF's deliberations. In the course of discussions, it became clear the Society's existing districts do not have equity in member size. This initial GTF recommendation to combine and more closely equalize these districts into regions provides the new electoral and representation base for subsequent task force recommendations to restructure and reduce the size of the current Board and the HOD. This and related recommendations do not modify the

current county medical society system.

Presently, there are eight (8) districts, which vary in size from 69 members (District 8) to 3076 members (District 1).

Summary Recommendation

This proposal aligns the districts more evenly and reduces the number from eight to five. Although the geographic distribution is even more varied, these new regions have far less discrepancy regarding the numbers of members. For example, proposed Region 1 (NW) has 1902 members, while proposed Region 5 (SE) has 1591 members.

The allocation of counties for these proposed regions is based on the territories assigned to the Society's field directors. Established in 2004, these territories were created to ensure that each field director has approximately the same number of physicians in his or her district.

Implementation Details

The current eight (8) geographic/electoral districts, which range in size from 69 members to 3076 members, should be consolidated into five (5) regions of more comparable member size:

Region 1 (North-West) would represent 30 counties and 1902* members

Region 2 (South-Central) would represent 12 counties and 1308* members

Region 3 (North-East) would represent 21 counties and 1932* members

Region 4 (South-East) would represent eight (8) counties and 1650* members

Region 5 (Milwaukee County) would represent one (1) county and 1591* members

* All numbers exclude students, residents and fellows who are represented via special sections.

The current districts and proposed region maps are shown in Appendix A. (All appendices are available at www.wisconsinmedicalsociety.org/member_resources/gov/taskforce.)

II. Reduce the Size of the Board of Directors from 41 to 28 Seats

Preface/Background

In 1999, a previous Society task force's in-depth review of "governance" proposed reducing the Board to 22 and the HOD to 100, but no changes resulted.

The GTF spent a majority of its time and effort examining the need and means to reverse the trend of declining practicing physician participation in Society governance. The declining-participation trend appeared to be due in significant part to the Society's historical and

continued reliance on an electoral and representational model built almost exclusively on geographic-collegial allegiance as the primary base and best touchstone to reflect physician interests and influence their electoral and governance preferences.

It is significant that 32 of Wisconsin's 72 counties do not have an active County Medical Society (CMS) and many of the active 40 CMS's attract marginal attendance and participation.

Summary Recommendation

Mindful of these negative trends and a desire to improve the Board's operations, the GTF considered two possible structural remedies:

1. Add new Board (and HOD) election channels to represent other (non-county) allegiances, affiliations and affinities of practicing physician members.

Staff prepared various models and one was advanced at the March 2006 Board meeting. That model was refined and reprised at the informational briefing at the Annual Meeting. While there was an understandable sentiment among directors and delegates that the CMS representation model not be written-off as moribund, the declining-participation evidence seemed to suggest that the historical and nearly exclusive county-based channel should be augmented in some fashion. The GTF considered adding new electoral and representation channels for affinity groups, medical specialties and practice style/size.

In the final analysis, only one additional channel for medical specialties channel gained consensus support, and Recommendation II provides for three Directors to be elected by the Society's 28 Medical Specialty Sections' delegates to the House. It should be noted, however, that existing bylaws allow for affinity groups to establish sections and achieve House of Delegates representation under the "Other Special Sections" category where five (5) such sections are already in place.

2. Reduce the Board size from 41 to 28 while retaining a majority of seats representing the five (5) new geographical Regions, adding three (3) seats to represent the Medical Specialties Sections, and including- without any change- the current ex officio and Special Sections representation.

The GTF felt it appropriate to explore, compare and consider the possibility that both the Board and the HOD might function better and more effectively if they were reduced in size. An extensive study and examination of other state organizations' governance structures and literature led the GTF to conclude that a more optimal size for both entities should be recommended.

A GTF report relative to board size and effectiveness (Appendix B) and extensive examination of board sizes of other states' medical societies led the task force to advance this recommendation for the Board, and to apply new Board apportionment design principles in additional recommendations.

Implementation Details

Reduce the Size of the Board of Directors from 41 to 28 Seats

Region Directors (15): Three (3) per Region (currently 31 District seats)

Young Physicians (1): No change from current structure

Medical Students (2): No change from current structure

Residents (1): No change from current structure

Medical Schools (1): No change from current structure, except term/term-limit changes to be same as other Directors (3 years/3 terms)

Medical Specialty Sections (3): Elected by 28 HOD Medical Specialty Sections Currently no Board representation. (3 years/3 terms)

President, Speaker, Vice Speaker: No change from current ex officio status with vote

President-Elect & Past-President (5): (Treasurer elected from Board ranks)

The current and proposed composition of the Board is provided in Appendix C.

III. Reduce the Size of the House of Delegates from 318 to 154

Preface/Background

As noted previously, representation for the Board was central to the GTF's discussions. This was also true with representation for the HOD. It was clear that physician member participation based extensively on county-based allegiances has been declining. The task force was concerned that 43 percent of the delegates elected to represent counties did not attend nor participate in the 2006 HOD (138 out of an authorized total of 318).

Summary Recommendation

After much discussion and debate, the GTF agreed that the number of delegates to the HOD should be reduced from 318 to 154, and the method of representation apportionment should be modified as well.

Delegates would come from the same larger representational units reflected in the restructured Board including Region Directors and Medical Specialty Sections, Designated Special Sections, Other Special

Sections, and current voting ex officio members as follows:

- Each of 15 Board Region Directors will be a House delegate with vote. (15 Seats)
- The five (5) Regions will be allotted 15 additional delegates each; all members from those regions would be able to vote for those delegates. (75 Seats)
- Medical Student Section representation will be determined by treating each school as a region-equivalent for HOD representation purposes. Each medical school would get six (6) seats in the HOD. (12 Seats, including two Board Directors)
- Residents have 1598 members, but only one (1) delegate seat currently. Treating their section as a region-equivalent entity, they would have six (6) seats under this recommendation. (6 Seats, including one Board Director)
- Young Physicians currently have one (1) House of Delegates seat. While their membership (800) falls short of region-equivalent size, they have been continuously under-represented in the House and equity should be applied to give them six (6) seats. (6 Seats, including one Board Director)
- One (1) delegate will be elected from each of the 28 recognized Medical Specialty Sections and each of the five (5) "Other" Special Sections (Examples: Long-term Care, Organized Medical Staff International Medical Graduates, Medical Faculties and Group Practices). (33 Seats)
- Among the current five ex officio members, only the Speaker and Vice Speaker have voting privileges; under this recommendation the Society President, President-Elect and Immediate Past President will also be granted voting privileges. (5)
- Alternate delegates would be eliminated.

Implementation Details

Reduce the Size of the House of Delegates from 318 to 154

Region Directors (15): Add voting privileges (currently cannot vote)

Region Delegates (75): Currently 209 delegates; Actual Attendance 2006 =103

Medical Students Section: MCW (6) Currently 1407 students, authorized 34 seats

Medical Students Section: UW (6)

Residents Section (6): Currently 1584 Residents, authorized 1 seat

Young Physicians Section (6): Currently 800 Young Physicians, authorized 1 seat

Medical Schools Section (2): Currently 1 delegate authorized

Medical Specialty Sections (28): No change; Numbers of these sections can vary annually

Other Special Sections (5): No change. Number of these sections can vary annually (Long-term Care, Organized Med. Staff, International Med. Graduates, Group Practices, Medical Faculties)

President, Speaker, Vice Speaker, Permits President, President-Elect and Immediate Past President to have voting rights

President-Elect & Past President (5)

The current and proposed composition of the House of Delegates is provided in Appendix D.

IV. Improve House of Delegates Protocol, Practice and Processes

Preface/Background

The GTF surveyed the HOD, once in late 2005 and again in April 2006, to ensure it had the benefit of the physicians' experience and ideas. Of the 132 attendees in 2005, 40 percent responded to the task force's inquiry. Eighty percent of the respondents supported continuation of the HOD, only if various operational and process improvements were made. The 2006 delegate survey responses reflected a more focused, extensive set of insights and opinions deriving from the GTF's presentation and related documents.

As evidenced in responses from the two surveys, HOD current business-meeting practices are of significant concern and there is a strong feeling that improvements are essential. Democratic proceedings are, by their nature, not the most efficient way of doing business. This does not release the Society from its obligation to make these proceedings as efficient, effective, open and meaningful as possible.

Many comments focused on the time-compressed schedule of the HOD's 24-36 hour existence, which makes it very difficult to produce the latest information and distribute it to all delegates in sufficient time to make informed decisions. HOD officers and staff members literally work through the night to have reports ready for the next morning. The survey expressed support for opening up the processes to permit submission of member ideas on a year-round basis, to share them widely in advance, and deal with them more efficiently at the House business meeting.

The GTF is mindful that the Annual Meeting deliberations must strike a balance between efficiency improvements and deference to delegates' desire to be heard. The GTF's recommendations for the HOD seek to improve that balance, but also address the need for additional types of activities in which all Society members can participate, apart from the HOD business meeting.

Following the GTF's report in March 2006, the Board advised the HOD Speaker and Vice Speaker to institute a number of the GTF-recommended changes at the 2006 HOD. A copy of the revised standing rules for that meeting appears in Appendix E.

Summary Recommendation

The GTF feels operational practices and program content of the HOD and Annual Meeting should be modified to assure agenda item germaneness, provide for more reasonable-yet-fair limits on redundant debate, meaningful consensus on public policy resolutions, along with additional standing rule revisions.

Implementation Details – Operational Processes

Nota Bene: Several of these recommendations, not requiring bylaws changes, were implemented by revising the standing rules on a trial basis at the 2006 Annual Meeting. Those recommendations are indicated by the symbol: *

1. General Declaration: Only those items that require attention at the HOD should be debated on the floor of the House.

2. Public Policy Resolutions: A public policy resolution is a main motion that would result in the Society stating a particular position as the official policy of the organization for the purpose of influencing the public, the legislature or other groups. This is to be distinguished from a resolution, which would result in an action or activity on behalf of the Society. *

To establish a meaningful consensus on public policy statements, a two-thirds vote should be required for adoption. If a majority vote is less than two-thirds, the issue will be referred to the appropriate entity for further consideration.

3. Debate Limits and Other Changes

- a. Individual speakers will be limited to three (3) minutes and three (3) opportunities to speak from the floor on each issue. *
- b. Public policy issue debates will be limited to 30 minutes. If left unresolved, the issue will be referred to the Board or appropriate entity for consideration. *
- c. New items introduced during the open forum portion of the agenda will be limited to a five (5) minute debate. If left unresolved, the issue will be referred for further consideration to the Board or other entity. *
- d. A designated "repeat speaker" microphone, from which the presiding officer can recognize and allow a previous speaker on a given topic to speak again but only after all first-time speakers have had an their opportunity, will be established. *

- e. District/region seating will be rotated either session-to-session or year-to-year so large districts/regions share “front and center” location with smaller districts/regions. *
- f. All Caucuses at the Annual Meeting will be encouraged to discuss items of general interest and not just the resolutions.
- g. During the HOD meeting, a method for an open forum will be implemented to encourage members to introduce new ideas and for “town hall meeting” features in the proposed program element to give members an opportunity to learn about and discuss any selected topic.

4. Agenda Determination and Modification Processes:

The processes by which HOD agendas are determined requires clarification and selected changes in order to accommodate the effects of the GTF’s recommendations in other sections and to improve the orderly functioning of the business meeting. The following implementation detail includes and clarifies existing practices for conduct of business at the HOD meeting, along with a few recommended innovations and changes including replacement of the reference committees.

- a. The agenda shall be determined by the Speaker and Vice Speaker or appointed designee. *
- b. A Dissent (a.k.a. non-recommended resolutions) Calendar should be created as a companion to the Consent Calendar for use by the Speaker to list resolutions that have been considered and failed to gain any significant delegate support at previous Annual Meetings. Dissent Calendar items represent a “no-further-consideration” recommendation by the Speaker. Items may be removed from this list by majority action of the HOD as described below. *
- c. The agenda will include items and resolutions submitted via the following routes:
 1. Strategic Panels.
 2. Board of Directors.
 3. Referrals from districts/regions and Special Caucuses.
 4. Recommendation of Society President or Board Chair.
- d. The following agenda changes can receive separate consideration before the HOD, with majority consent from the floor: *
 1. Removal from Consent Calendar.
 2. Removal from the Dissent Calendar.
 3. Removal from Restatement of Existing Policy Calendar.
 4. Open forum portion of the agenda for introduction of new ideas.

5. Accept nominations for Society office from Nominating Committee or from floor.

- e. The Consent and Dissent Calendars should be published and distributed prior to the HOD Annual Meeting with instructions as to how a delegate can request an item’s removal from either calendar.

5. House of Delegates Ribbons: Ribbons should be distributed for all HOD officers– President, Speaker, Vice Speaker, President-Elect and Immediate Past President. Ribbons for Foundation, PAC and new delegates will be distributed at management’s discretion.*

6. Annual Meeting Reference Committee Function Shifted to Strategic Panels:

Over the course of GTF deliberations, and particularly in elected representatives’ responses to surveys about the HOD processes, no topic elicited more comments and consternation than the functions and practices of the Reference Committees. There were almost as many concerns and complaints about the reference committee mechanism as there were survey respondents.

The time-compressed processes by which resolutions must emerge, be distributed, digested and debated are a source of anguish for elected representatives who must ultimately act on them and for the broader membership, which has little understanding of how it works or how they can advance ideas for consideration. Further, the now-staggered Friday afternoon “hearings” of the three reference committees, followed by late hour determination and overnight crafting of their reports, while a testimony to the grit of committee members and staff alike, is hardly conducive to careful deliberation nor delegate understanding.

To this end, the functions of the new “Strategic Panels” created under the GTF’s Councils-restructuring plan (Recommendation VII), together with the new member idea communication process (Recommendation IX), will provide a year-round developmental process for potential resolutions from any source. These changes will allow more careful processing, better preparation, more timely consideration and disclosure (and even earlier alternative disposition in many cases) and ultimately will result in more efficient and effective use of delegate’s time and energies.

Strategic Panel recommendations on resolutions would be prepared and distributed in advance of the Annual Meeting and the Friday afternoon hearings would afford delegates a chance to present more carefully considered comments on those recommendations.

V. Institute a New Annual Meeting Program Component Open to All Members of the Society

Preface/Background

As previously indicated, the GTF discussed the level of participation at Annual Meeting. It affirmed the Annual Meeting and HOD are central to Society governance, but felt it was as important to make the meeting more inviting to both the general membership and delegates alike. The GTF members agreed that the social component of the Society should not be overlooked as activities are a source of lifelong friendships and collegial relationships—something of great value and that should be expanded. Thus, in addition to proposed changes in reference committees and the HOD itself, the GTF discussed adding more CME opportunities and new components to increase interest in the Annual Meeting and garner more participation.

Summary Recommendation/Implementation Details

Re-characterize and reconfigure the Annual Meeting to be much more than a business meeting, and open attendance to the new “program” (i.e., non-business meeting portion) to the general membership.

1. Institute plenary sessions with presentations of substance from knowledgeable, interesting speakers; state government official updates, etc.; and perhaps a few discussion sessions of key issues relevant to all members.
2. Survey to determine possible member interest in CME tandem sessions open to all members, and plan and offer programs accordingly.
3. Management should assure that field representatives facilitate caucuses for districts/regions and sections and staff are involved in program development for the Annual Meeting.

VI. Encourage the Nomination of Multiple Candidates by Nominating Committee, Institute Four Nominating Channels and Encourage Contested Elections in the House of Delegates

Preface/Background

The GTF examined the nomination and election process for Society officers—President, Speaker, Vice Speaker and President-Elect. The Nominating Committee convenes six (6) months prior to the Annual Meeting to prepare a slate of candidates for these positions. During the first HOD session at the Annual Meeting, the Nominating Committee reports candidate names to the delegates for election.

Summary Recommendation

Although the bylaws permit the nomination of multiple

candidates, it is seldom practiced. The Society needs to increase awareness of the Nominating Committee and its procedures, ensuring that all members have an equal opportunity to run for an office. Moreover, the Society and Nominating Committee should support multiple channels for members to state their candidacy for a selected office and should not be discouraged from nominating more than one qualified candidate for an office.

Implementation Details

The Society should further promote the Nominating Committee, its procedures, candidacy requirements and deadlines prior to the fall committee meeting. Additionally, the Society and Nominating Committee should support multiple channels for members to state their candidacy for a selected office:

- Self-nomination by application.
- Nomination by region.
- Nomination by non-geographic section.
- Nominations on the House floor.

The Nominating Committee will support all nomination channels and report selected candidates to the HOD. In the event of a contested election, the candidate’s curriculum vitae will be provided to delegates for consideration and subsequent voting.

VII. Restructure Councils

Preface/Background

Following its consideration of an “alternative structure” paper, the GTF acted to support the concept of restructuring current Councils and utilizing electronic means for most meetings and communications.

There was less support for flexible appointments to replace the existing 3-year/3-term structure that exists today. It is clear that many members feel strongly that the terms are beneficial because orientation to the group takes time and having a consistent group helps establish a sense of purpose and vision but current Council Chairs emphasized that a natural turnover needs to happen to keep the process dynamic.

Summary Recommendation

The Society needs to better define the role of its physician-led Councils as strong, visible leadership and singular credibility in Wisconsin’s health and health care policy arena. To accomplish this goal, the GTF feels it is necessary to alter the existing broad-scope Councils to allow for a more fluid overall structure. 1) Strategic Panels would replace existing broad-based Councils and would focus their efforts on strategic plan initiatives. They would help conceptualize policy and also review and recommend proposed House resolutions on a year-round basis. 2) A Legislative Cabinet would help craft and promote new legislation, which may re-

sult in policy recommendations, and would monitor other proposed legislation. 3) A Policy Panel would be responsible for reviewing existing policy and developing new policy based on referrals from the Board, HOD and recommendations from the Strategic Panels. A Policy Liaison Coordinator would oversee activities of all groups and coordinate their work.

Implementation Details

1. Strategic Panels: “Strategic Panels” would be formed to replace existing broad-based Councils. Their efforts would be concentrated on topics that fall under the umbrella of the strategic plan, including health care access, quality, ethics and population health. Their charge would be to help conceptualize policy given the advocacy environment in Wisconsin and nationally.

A core group of members would comprise the Strategic Panel. Initially, these members would likely be current members of Health of the Public (HOP), Health Care Access and Financing (HCAF) and Ethics and Judicial Affairs (CEJA), and their terms would coincide with the Council terms they are already serving. Additionally, participants could join a particular Strategic Panel as an ad hoc member, which would NOT require a specific time commitment.

The GTF hopes this would allow increased participation and greater exchange of ideas because those members reluctant to make a three-year commitment could instead participate on a topic-by-topic basis. For those reluctant to commit initially, a positive experience might make a longer commitment more likely. Non-physician topic experts could also be invited to participate on a topical basis, as issues need broader perspective and support.

Strategic Panels could meet in person as they do now, but to reduce expenses and to allow for more frequent dialogue, they would utilize electronic means such as electronic mailing lists or bulletin boards for ongoing communications. Society staff would provide technical and administrative guidance, but a chair serving as the moderator would still be appointed to help facilitate this dialogue.

Regular meetings could be conducted via Webcast and members could simultaneously view any presentations being made at Society headquarters via the Internet. Technologies exist to do so and the Society’s technology department is currently researching which would be the most viable and fiscally responsible alternative for our needs.

This more frequent interaction would allow the Strategic Panels to be both more proactive and reactive, i.e. they would have the ability to address key legislative issues that arise in a timely way— something they are unable to do now.

2. Legislative Cabinet: This group would take Strategic Panel ideas requiring legislation and work with the Society’s Government Relations staff to help craft and promote such legislation. Potentially, the Strategic Panels could generate the legislative ideas, and the Legislative Cabinet would then work to fine-tune those ideas and move them forward legislatively. They would also monitor proposed legislation affecting Society interests, which may result in policy.

The Legislative Cabinet would be an evolution of the Council on Legislation (COL), and it would have a similar structure to the Strategic Panels in that there would be a core group of members serving 3-year terms. However, ad hoc participation would be encouraged for those Society members with a keen interest in a specific legislative issue.

3. Policy Panel: This group would be responsible for reviewing existing policy and crafting new policy based on referrals by the Society’s Board, HOD, and recommendations from the Strategic Panels.

Continuity and history among its members will be critical, so there would be no ad hoc members. Terms would be limited to the existing 3-year/3-term structure. However, like the Strategic Panels and Legislative Cabinet, this group would also utilize electronic communications, i.e. discussing and reviewing policy revisions via e-mail or electronic mailing lists, and meeting as needed via Webcast. It could meet in person occasionally as well.

4. Policy Liaison Coordinator: The Policy Liaison Coordinator would oversee all groups and would coordinate with the Government Relations department and the CEO to move work between groups at the appropriate time. For example, when a Strategic Panel develops a concrete plan that should be developed into policy, the policy liaison would move that plan to the Policy Panel. He or she would work closely with the chair or moderator of these groups help determine agenda topics to assure alignment with the Society’s Strategic Plan.

VIII. Optimize Technology Use in Support of all Governance Activities

Preface/Background

The Society relies upon volunteer governance leaders supported by finite staff and operating resources. The GTF determined it is crucial to make effective, efficient and productive use of the donated time of its governance volunteers and resources of its support staff and systems. Wise and imaginative use of existing and emerging technologies to achieve these ends is imperative and prudent.

Summary Recommendation

The Society should utilize new technology for communications, member/region voting and conducting meetings of selected governance entities. Based in significant part on ideas and suggestions from our volunteer leadership surveys and Society staff, the GTF developed a list of potential technology improvements and referred them to the CEO and staff to determine their feasibility and affordability. The CEO's findings and recommendations will be submitted to the Board for consideration. In the interim, a summary listing of potential improvements appears below.

Implementation Details

The CEO and staff members will explore the following options:

1. Electronic Innovations for the Wisconsin Medical Society and the Annual Meeting
 - a. Use on-line televideo/computer broadcasting for Society meetings.
 - b. Support an interactive Web site.
 - c. Generate electronic mailing lists, message boards and chat rooms for continued discussion and involvement.
 - d. Use electronic means to elect officers, change bylaws and vote.
 - e. Implement an electronic "rapid response" system for urgent or "lightening-rod" issues requiring input from governance volunteer leaders.
 - f. Use the Electronic Member Communication Form to facilitate member idea contributions for consideration by Board, House of Delegates or other governance entity. (Coincides with Recommendation IX. The Member Communication Form is shown in Appendix F.)
 - g. Solicit members for ideas prior to each Annual Meeting.
 - h. Provide for wireless Internet, on-line message boards and electronic voting at the Annual Meeting.

IX. Enable Members to Submit Ideas and Request Assistance Year-round Via Electronic Member Communication Form

Background

The Society has no clearly articulated idea submission and review process for the Board, which "governs" for the 363 days the HOD is not in session. Further, delegates and members characterize the established Reference Committee process as too time-compressed, too rushed and confusing, too formalistic at the creation stages, not member-friendly nor member-understood, and not adequately publicized in advance.

Summary Recommendation

Establish a new process and review mechanism to enable members, individually and collectively, to develop and convey ideas, proposals and resolutions on a year-round basis to the Board or the HOD for their respective consideration during their respective time-period jurisdictions as the Society's two principal governing agencies.

Implementation Details

The Electronic Member Communication Form proposed under this recommendation should be the principal medium by which members can submit ideas or request assistance. The CEO should assign initial receipt, review, and routing (3R) responsibility to a staff member and include the Policy Liaison Coordinator as part of this initial 3R process.

The form will enable the disposition and timely consideration of member ideas including emergent proposals or resolutions, and including referral to the Board, Strategic Panels, Society management or the HOD, as appropriate. Through this process, formal verbiage (i.e. "Whereas" and "Resolved") for resolutions will no longer be required of idea originators; if needed for another organization, formal language will be drafted by a designated entity. Members will also be informed of the outcome of the ideas and other requests submitted.

Additionally, this process should accept member ideas and proposals for policy or resolution action and provide member-colleague-collaborative staff assistance in their refinement or exploration of alternative means accomplishment. Those members are encouraged to solicit further advice and collaboration from other members through a Society Web site chat room or preliminary discussion at submitter's CMS, District/Region or Special Section caucus.

The Member Communication Form is shown in Appendix F.

All appendices are available at www.wisconsinmedicalsociety.org/member_resources/gov/taskforce. They include the following:

- *Appendix A: Current and Proposed District Maps*
- *Appendix B: Creating An Appropriate Board Size*
- *Appendix C: Current and Proposed Composition of the Board of Directors*
- *Appendix D: Current and Proposed Composition of the Board of Directors*
- *Appendix E: 2006 House of Delegates Standing Rules*
- *Appendix F: Member Communication Form*
- *Appendix G: Governance Task Force Final Report Voting Record*

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