



# Alliance for Pharmacy Compounding

Formerly IACP

## BOARD GOVERNING POLICIES

LAST REVISED BY THE BOARD OF DIRECTORS: 9 December 2022

# Policy Type: Ends

## POLICY 1.0 PURPOSE OF APC

The Alliance for Pharmacy Compounding (the Alliance or APC) is a non-profit organization established under section 501 (c)(6) to **promote, elevate, defend, and safeguard** the common professional and economic interests of the members of the Alliance.

## POLICY 1.1 CURRENT STRATEGIC ENDS

### APC STRATEGIC ENDS / DECEMBER 2019

**1.0 APC exists so that members enjoy an environment necessary for success as pharmacy compounding professionals.** *(with results optimizing return on available resources)*

### PRIORITY RESULTS (not reflecting any order of priority)

- 1.1 **(ACCESS)** Timely, affordable, quality-assured customized medication is available to and accessible by patients.
  - 1.1.1 Federal and state legislation and regulation are promulgated with patient safety *and* access in mind.
  - 1.1.2 The supply chain and regulatory framework for compounded medications is configured so that the immediate and ongoing needs of physicians and patients for compounded medications are met.
  - 1.1.3 Increasingly, prescription insurance programs support affordable and accessible customized medication.
- 1.2 **(ADVOCACY)** Public policy, legislation and regulation (state and federal) supports the needs of pharmacy compounding professionals and patients who use compounded medications.
  - 1.2.1 APC is seen as the leading organization representing the

advocacy interests of pharmacy compounders and is viewed as an essential organization to engage on compounding issues.

- 1.2.2 Policy makers, legislators and regulators seek out APC's perspective prior to enacting pharmacy compounding related public policies, legislation or regulations.
- 1.2.3 Members and stakeholders are aware of relevant pending and enacted legislation and regulations and of APC's legislative and regulatory positions and how those impact their compounding practice.
- 1.2.4 The public is aware of the positive value pharmacy compounding professionals provide to the health-care system
- 1.2.5 APC generates, collects, distills and leverages data and research related to the work of its members to advance its advocacy agenda.

- 1.3 **(KNOWLEDGE)** Members have the knowledge and resources to excel in the pharmacy compounding profession.
  - 1.3.1 Knowledge and resources provided by APC – including best practices, regulatory compliance and state-of-the-art patient care – encourage compounding excellence.
  - 1.3.2 Members are recognized and valued for their knowledge and expertise.
  - 1.3.3 Members (and non-members) see APC as a primary resource for sharing of knowledge and resources related to pharmacy compounding excellence.
- 1.4 **(ETHICS)** Members adhere to the highest standards of ethical practice.
  - 1.4.1 Members subscribe to and honor the APC Code of Ethics and demonstrate compliance with it.

1.4.2 The public recognizes and values APC members for their professional ethics.

1.5 **(PROFESSIONAL COMMUNITY)** Members engage in a robust, multi-disciplinary community of compounding pharmacy professionals.

1.5.1 Members actively engage in exchange of ideas among pharmacy compounding professionals.

1.5.2 Practitioners, technicians and students are empowered to be leaders in compounding pharmacy professions.

# Policy Type: Governance Process

## POLICY 2.0 GOVERNANCE COMMITMENT

The role of the Board of Directors, on behalf of the APC membership and its community, is to see to it that APC:

1. Achieves appropriate results for appropriate members at an appropriate cost, and
2. Avoids unacceptable actions and situations.

## POLICY 2.1 GOVERNING STYLE & VALUES

*The Board will govern lawfully, observing Policy Governance principles, with an emphasis on:*

- *integrity and honesty in all methods and practices;*
- *outward vision rather than an internal preoccupation;*
- *encouragement of diverse viewpoints;*
- *strategic leadership more than administrative detail;*
- *clear distinction of Board and staff roles;*
- *collective rather than individual decisions;*
- *future rather than past or present; and*
- *proactivity rather than reactivity.*

Accordingly:

1. The organization, in its hiring and other activities, will not discriminate on the basis of race, creed, national origin, religion, age, handicap, political affiliation, sex, sexual orientation, or marital, parental or military status.
2. The organization's activities, with the exception of personnel matters, shall be open and accessible to reasonable scrutiny by its members.
3. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the primary initiator of policy, not merely a reactor to staff initiatives.
4. The Board may use the expertise of individual

- members to enhance the Board's understanding of issues, but will not substitute such expertise for the judgment of the Board.
5. The Board will allow no officer, individual or committee of the Board to prevent or be an excuse for not fulfilling Board commitments.
  6. The Board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives about ends to be achieved and means to be avoided. The Board's major policy focus will be on the intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.
  7. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles and ensuring the continuance of governance capability.
  8. For reference to maintain order, *Robert's Rules of Order* will apply to meetings, either formally or informally, at the Board's discretion.
  9. The Board, along with the Chief Executive Officer, may monitor and discuss the Board's process and performance on a timely basis but at least once a year. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board/Staff Linkage categories.
  10. Although the Board can change its governing policies at any time, it will conscientiously observe those currently in effect.
  11. All governing policies of the Board are contained in this document, and they remain in effect, unless amended or deleted by Board action.

## **POLICY 2.2**

### **BOARD JOB DESCRIPTION**

*The job of the Board is to represent the APC membership and its community in determining and demanding appropriate organizational performance. As stated in the bylaws, “the Board shall lead the organization and be accountable to and for it. Its primary role shall be strategic, focused on the future and determining the ends the organization is to achieve.”*

Accordingly:

1. The Board will produce the link between the organization and its membership and the pharmacy community. The Board must identify with and represent the whole membership.
2. The Board will establish districts and make recommended changes to the Bylaws to assure the diverse needs of the membership are represented, and monitor on a regular basis, at least every five years.
3. The Board will produce written governing policies that, at the broadest levels, address each category of organizational decision:
  - 1) **ENDS:** Organizational products, effects, benefits, outcomes, recipients and their relative worth (what is good for which recipients at what cost).
  - 2) **GOVERNANCE PROCESS:** Specification of how the Board conceives, carries out and monitors its own task.
  - 3) **BOARD/STAFF LINKAGE:** How power is delegated and its proper use monitored, the Chief Executive Officer role, authority and accountability.
  - 4) **EXECUTIVE LIMITATIONS:** Constraints on executive authority, which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
4. The Board will assure successful Chief Executive Officer performance on Ends and Executive Limitations.
5. The Board shall make expeditious and final determinations about prioritizing legislative or regulatory issues presented to the Board by

staff, Board members, committees, lobbyists or any other person or organization that raises an issue to the Board’s attention.

## **POLICY 2.3**

### **ANNUAL BOARD WORK PLAN**

*To fulfill its role, the Board will follow an annual work plan that:*

- *completes a review of Ends policies annually and,*
- *develops objectives and goals to advance the Ends policies.*

Accordingly:

1. The cycle will conclude each year after the end of the Fall Meeting so that administrative planning and budgeting can be based on accomplishing a one year segment of the Board's most recent statement of long term Ends.
2. The cycle will start with the Board’s development of its work plan for the next year.
3. Methods of gaining membership input, governance education and education related to Ends determination, (e.g. presentations by futurists, advocacy groups, demographers, staff, etc.) will be determined at the Board’s first meeting after the end of the previous cycle. These methods will be implemented during the balance of the cycle year.
4. The Chair-elect, in collaboration with the Chair will, at the commencement of the Board’s annual planning cycle, prepare and present for the Board’s consideration a tentative work plan for the following year’s meetings at the Fall meeting.
5. At any meeting prior to which monitoring reports have been received, the Board will determine by vote whether a majority of members judge each report to have demonstrated fulfillment of a reasonable interpretation of the applicable policy
6. No later than the last day of November of each year, the Executive Committee shall conduct a review of Executive’s performance. Adjustments to Chief Executive Officer remuneration will be effective January 1st of the following year, based on a summary/review of the Board’s judgments of

monitoring reports received during the last year and overall performance. Remuneration may include an adjustment to the annual salary pursuant to the terms of an employment contract, if any, as well as additional compensation which may include a bonus or other negotiated benefits.

#### **POLICY 2.4 BOARD MEETING AGENDAS**

1. The Chairman of the Board, in consultation with the Chair-elect and the Chief Executive Officer, will determine the agenda for any particular meeting, although Board members are encouraged to recommend any relative matters for Board consideration. Any Board member desiring to recommend any matter for Board discussion will advise the Chair of such matter at least fifteen (15) days prior to the scheduled Board meeting.
2. The meeting agenda and supporting materials are to be sent to Board members at least seven (7) days prior to the scheduled Board meeting.
3. By a majority vote of those present at a meeting, additional matters may be added to the agenda of any regular Board meeting.
4. Throughout the year, the Board will attend to those items required by law or contract to be Board-approved as expeditiously as possible. Although not a comprehensive list, these include the timely filing of the organization's Form 990 and other tax documents, lobbying reports to the Federal Elections Commission, execution of conflict of interest and disclosure and anti-trust compliance statements.

#### **POLICY 2.5 RESPONSIBILITIES OF THE CHAIRMAN OF THE BOARD AND THE PRESIDENT**

The Chairman of the Board, serving as the Association's chief governance officer, assures the integrity of the Board's process and represents the Board of Directors and the Alliance to outside parties.

Accordingly:

1. The job result of the Chairman of the Board is that the Board behaves consistently with the APC bylaws, the Governance Policies, its own rules that are

adopted by the Board to enhance its function, and those requirements legitimately imposed upon it from outside the organization.

2. The Chairman of the Board is responsible for assuring that Board discussion content will be only those issues that, according to Board policy, clearly belong to the Board to decide, consider or to monitor.
3. The Chairman of the Board will assure that all deliberation will be fair, open and thorough, but also timely, orderly and kept to the point.
4. The Chairman of the Board is authorized to make decisions consistent with the Board's policies on Governance Process and Board/Staff Linkage, with the exception of:
  - a. employment/termination of the Chief Executive Officer, or
  - b. instances where the Board specifically delegates portions of this authority to others.
5. The Chairman of the Board is authorized to use any reasonable interpretation of the provisions in these policies.
6. The Chairman of the Board is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing). Neither the President nor the Chairman of the Board have any authority to make changes to policies created by the Board nor do they have any authority to direct the Chief Executive Officer to undertake projects or tasks which are not consistent with Board policy or direction.
7. The Chair-elect is empowered to chair the Executive Committee meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
8. The Chair-elect represents the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him. The Chair-elect may delegate this authority but remains accountable for its use.
9. The Chair-elect may appoint, as per Board Committee Principles, members and a chairperson to each Board committee, unless specified otherwise by Board policy or in the bylaws.

**POLICY 2.6**  
**BOARD MEMBERS' CODE OF CONDUCT**

The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum at all times, recognizing that they are seen as representatives of the association and role models for the profession.

Accordingly:

1. Board Members must represent unconflicted loyalty to the interests of the membership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.
2. Board Members must avoid conflict of interest with respect to their fiduciary responsibility.
3. 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, competitive opportunity and equal access to inside information.
4. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that Board member shall recuse himself or herself without comment from not only the vote but also from the deliberation.
5. Board members must avoid any behavior that would bring reproach upon or undermine the mission and effectiveness of APC or the Board itself.
6. Board Members must not use their positions to obtain employment within APC for themselves, family members or close associates. Should a Board member desire staff employment, he or she must first resign.
7. Upon election, and annually thereafter, and any time a personal change occurs, all Board members will complete a form disclosing their involvements and interests that could give rise to a conflict of interest, including but not limited to roles as directors or officers of other organizations, substantial business/investment holdings, or other transactions or affiliations with businesses and other organizations or those of family members.
8. In recognition of their role as representatives of APC, Board members must be thoughtful in all communication and dealings with others, not only in live and virtual meetings but also in other settings, including email and social media.
9. Board Members may not attempt to exercise individual authority over the organization.
10. Board Members' interaction with the Chief Executive Officer or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
11. Board Members' interaction with the public, media or other entities must recognize that they do not speak on behalf of the Alliance except to repeat explicitly stated Board positions.
12. Except for participation in Board deliberation about whether the Chief Executive Officer has achieved any reasonable interpretation of governance policies, Board members will not publicly express individual judgments of performance of employees or the Chief Executive Officer.
13. Board Members will respect the confidentiality appropriate to issues of a sensitive nature.
14. A Board member aware of credible information that suggests that a Board policy has been violated by either the Board or the Chief Executive Officer has an affirmative obligation to bring the concern to the Board's agenda for monitoring.
15. Board members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.
16. Board members shall not use the Chief Executive Officer or the Alliance staff for the execution of their personal business or professional activities.

## **POLICY 2.7**

### **DIRECTORS' INDIVIDUAL RESPONSIBILITIES**

The leadership success of the Board is a direct result of the individual and collective participation of its members. A Board member should anticipate contributing a sufficient amount of time each month to these responsibilities:

3. **Preparation and Participation.** Board members will prepare for Board and committee meetings and will participate productively in discussions, always within the boundaries of discipline established by the Board. Each member will contribute his or her own knowledge, values, skills and expertise to the Board's efforts to fulfill its responsibilities.
3. **Members as Individuals.** The Chief Executive Officer is accountable only to the Board as an organization, and not to individual Board members. Accordingly, the relationship between the Chief Executive Officer and individual members of the Board, including the Board chair, is collegial, not hierarchical.
3. **Voluntarism.** As the functioning and success of the organization depend largely on the involvement and dedication of volunteers, all Board members are required to serve as volunteers on committees.
3. **Members in Good Standing.** As Board members are trustees representing the organization within its professional community, members are expected to remain in good standing within the pharmacy community.
3. **Meeting Attendance.** Each Board Member is expected to attend and to fully participate in regularly scheduled meetings of the Board, as well as meetings of the membership as defined in the Bylaws.
3. **Director's Exit Planning Responsibilities.** Each Director is responsible for the following when their term is finishing:
  - a. Encouraging and mentoring the future director to succeed them.
  - b. Ensuring the familiarization of the new director with the APC website and how to navigate the Board Portal.
  - c. Emphasizing the new director is responsible for familiarizing his/her self with all the documents in the group pages of the Board portal, particularly the Bylaws and Governance Policies of APC.

- d. Conveying personal perspectives on the mission and vision of APC, as well as historical perspectives and the continual need for new and innovative thinking.
  - e. Ensuring the new director has all the information he/she needs from staff, including dates of Board training and Board meetings and roles and responsibilities of Board Directors and committee members.
3. **Removal.** As Board contemplation, deliberation and decision-making are processes that require wholeness, collaboration and participation, any Board members that do not attend and participate in a majority of all Board meetings may be removed from the Board as described within the APC Bylaws.

## **POLICY 2.8**

### **BOARD COMMITTEE STRUCTURE**

A committee is a Board Committee only if its existence and charge come from the Board. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. A minimum of one member of the Board shall serve on each Board Committee as a voting member pursuant to the APC Bylaws requirement. The Chief Executive Officer or his/her designate will serve as a non-voting member of each committee.

1. The structure and function of Board Committees shall be established in accordance with APC Bylaws.
2. Subcommittee formation is at the discretion of the committee chair. The purpose of the subcommittee is to help the committee to meet strategic objectives identified in the APC Strategic Plan. The subcommittee reports recommendations to the full committee. The Committee chair presents any motions to the Board.
3. Appropriate additional committees will be formed and defined as far as structure and function by Board vote. The President shall present to the Board recommendations for the formation of additional committees to achieve the objectives of the Alliance.
4. The Chair-Elect shall issue a request for interested APC members to serve on Committees for the upcoming year. This request shall be issued no later than November of each year. The Chair-Elect will finalize his or her committee appointments no later than January 1 prior to taking office as Chair. At the beginning of the Chair's term of office, the names of



each Board Committee, the appointed chairperson(s), and the participating committee members shall be made available to the APC membership.

Committee	Chaired By	Members Appointed By	Minimum Number of Members
<b><i>Bylaws Committees - Defined in Article IV, Section 18 of the APC Bylaws</i></b>			
Executive Committee	Chairman of the Board	Elected officers per Bylaws	5
Nominations	Chairman of the Board	Chairman of the Board	4
<b><i>Board Committees</i></b>			
Membership	Individual selected by the President	Chair-elect	9
Federal Legislative & Regulatory	Individual selected by the President	Chair-elect	9
Education Advisory	Individual selected by the President	Chair-elect	9
Communications	Individual selected by the President	Chair-elect	5
Finance and Audit Committee	Treasurer	Treasurer in consultation with Chair-elect	5
State Legislative & Regulatory	Individual selected by the President	Chair-elect	9
Technician Services	Individual selected by the President	Chair-elect	5

## **POLICY 2.9 BOARD COMMITTEE PRINCIPLES**

Board committees, when used, have one essential role—to strengthen and support the work of the Board as a whole. Board committees are not to interfere with delegation from the Board to Chief Executive Officer, or from the Chief Executive Officer to other staff.

Accordingly:

1. Board committees may be established to help the Board do its job, not to help, advise or exercise authority over staff.
2. Board committees most commonly assist the Board by undertaking activities not delegated to staff, preparing policy alternatives and implications for Board deliberation, or by performing specific monitoring functions.
3. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated, (in the “Board Committee Structure” policy) in order not to conflict with authority delegated to the Chief Executive Officer.
4. Board committee members may consist of Board members, APC members, the APC community or any individual qualified to serve on the specific committee.
5. Because the Chief Executive Officer works for the full Board, he or she will not be expected to obtain approval of a Board committee before an executive action.
6. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members.

## **POLICY 2.10 EXECUTIVE COMMITTEE – STRUCTURE AND PRINCIPAL RESPONSIBILITIES**

Pursuant to the APC Bylaws, the principal officers of the Alliance shall form a standing Executive Committee. These officers are the Immediate Past Board Chair, Chairman of the Board, the Chair-elect, Vice President and the Treasurer, each of whom shall

be elected by the members; and the Chief Executive Officer.

1. The Executive Committee shall meet regularly to assure that the directives and objectives of the Board of Directors are being executed in a timely manner.
2. The Executive Committee shall review operational and administrative status of the Alliance to include but not be limited to financial reports, membership reports, and other such information as deemed necessary to meet the objectives of the Board.
3. As provided within section 3.4 of these policies, the Executive Committee shall also be responsible for leading the annual performance review process of the Chief Executive Officer.

## **POLICY 2.11 MEMBERSHIP OVERSIGHT**

The reputation of the Alliance as a whole is dependent in part on the reputation of the individuals who comprise it. The Board is empowered to establish processes for the recruitment and retention of members. Additionally, the Board is also empowered to request removal of a member if it believes that the individual’s continued participation in the Alliance would be detrimental to the organization.

In the event it becomes necessary to consider removal of a member, the Board shall:

1. Convene a confidential, closed meeting to discuss the circumstances associated with the individual member.
2. If determined by a majority of the Board members that it is appropriate to remove the member:
  - a. The President and the Chief Executive Officer shall, after consultation with APC counsel, contact the member via telephone
  - b. Express the concerns raised by the Board of Directors.
  - c. Request the member to voluntarily resign.
  - d. Provide a confidential report to the Board on the outcome of the request at the Board’s next scheduled meeting.
3. Upon receipt of the member’s agreement to voluntarily resign from the Alliance, APC will provide a full refund of the member’s annual dues for the current year

## **POLICY 2.12**

### **COST OF GOVERNANCE**

Because poor governance costs more than learning to govern well, the Board will invest in increasing Board skills.

Accordingly:

1. Board skills, methods and supports will be sufficient to assure governing with excellence.
2. Board development will include:
  - a. Orientation of new Board members to the governing documents of the organization within 30 days of their taking office. These documents will include, at a minimum:
    - i. Antitrust Policy Statement
    - ii. Conflict of Interest Policy
    - iii. Confidentiality Policy
    - iv. APC Bylaws
    - v. APC Governance Policies
    - vi. Strategic ENDS
    - vii. Staff Directory
    - viii. Staff Job Descriptions
    - ix. Contact Info for all Directors
    - x. Roberts Rules of Order (summary)
    - xi. Financial Reports (past six months plus year-end for previous three years)
    - xii. Membership Report for previous three years year-end
    - xiii. Officers and Directors Liability policy (current year)
    - xiv. APC Personnel Manual
    - xv. Minutes for previous year of BOD meetings
  - b. Prior to the first live Board meeting of the year, new Board members will be provided with an orientation session organized by the Chief Executive Officer in consultation with the Executive Committee.
  - c. Training and retraining of Board members whenever needed to maintain and increase existing Board member skills and understandings. Board members must participate in the annual training session provided to newly elected members.
3. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal review.
4. Outreach mechanisms will be used as needed to

ensure the Board's ability to listen to member viewpoints and values. The Board may elect to conduct stakeholder interviews, surveys, focus groups and opinion analyses to gather information necessary to achieve its responsibilities.

5. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of board skills. The following expense items must be included in each budget, and will be adequately funded:
  - a. Communications support including but not limited to teleconference, internet conferencing and other means to facilitate discussions and input amongst the Board of Directors.
  - b. Access to timely information sufficient to provide Board members with the necessary data to make fully informed decisions. This may include electronic or written/printed resources.
  - c. External facilitators or moderators to provide training or meeting management designed to achieve the Board's goals. This may include meetings of the Board to develop strategic business plans for the Alliance.
  - d. The periodic conduct of a financial review or audit by a certified public accountant no less than every third fiscal year.

## **POLICY 2.13**

### **CONFIDENTIALITY POLICY**

Respecting the privacy of our clients, donors, members, staff, volunteers and the Alliance for Pharmacy Compounding itself is a basic value of APC. Personnel and financial information is confidential and should not be disclosed or discussed with anyone without permission or authorization from the Chief Executive Officer. Care shall also be taken to ensure that unauthorized individuals do not overhear any discussion of confidential information and that documents containing confidential information are not left in the open or inadvertently shared.

Employees, volunteers and board members of APC may be exposed to information which is confidential and / or privileged and proprietary in nature. It is the policy of APC that such information must be kept confidential both during and after employment or expiration of service. Staff and volunteers, including board members, are expected to return materials containing privileged or confidential information at the time of separation from

employment or expiration of service.

Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and will subject the person(s) who made the unauthorized disclosure to appropriate discipline, including removal/dismissal.

## **Policy Type: Board/Staff Linkage**

### **POLICY 3.0**

#### **GOVERNANCE: MANAGEMENT CONNECTION**

The Board's primary connection to the operational organization, its achievements, and conduct will be through a Chief Executive Officer.

### **POLICY 3.1**

#### **UNITY OF CONTROL**

Only officially passed motions of the Board in absence of Board established policy or procedure are binding on the Chief Executive Officer.

Accordingly:

- i. Decisions or instructions of individual Board members, officers or committees are not binding on the Chief Executive Officer except in rare instances when the Board has specifically authorized such exercise of authority.
- ii. In the case of Board members or committees requesting information or assistance without Board authorization, the Chief Executive Officer can refuse such requests that require, in the Chief Executive Officer's opinion, a material amount of staff time or funds or are disruptive. In the event of such a refusal, the Chief Executive Officer will provide a written explanation or equivalent to the requesting Board member or committee. The committee or Board member may then refer such requests to the full Board for consideration.

### **POLICY 3.2**

#### **ACCOUNTABILITY OF THE CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer is the Board's primary link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Chief Executive Officer.

Accordingly, in absence of Board established policy or procedure:

1. The Board will not give instructions to persons who report directly or indirectly to the Chief Executive Officer.
2. The Board will not evaluate, either formally or informally, any staff other than the Chief Executive Officer.
3. The Chief Executive Officer should be included in or updated on all communications between APC Board members with staff and between Board members and contract employees of APC when APC matters are discussed.

### **POLICY 3.3**

#### **DELEGATION TO THE CHIEF EXECUTIVE OFFICER**

The Board will direct the Chief Executive Officer through written policies that prescribe the organizational Ends to be achieved, and Executive Limitations to be adhered to in achieving such Ends, thus allowing the Chief Executive Officer to use any reasonable interpretation of these policies.

Accordingly:

1. The Board will develop and maintain Ends policies instructing the Chief Executive Officer to achieve certain results, for certain recipients at a specified worth or priority. These policies will be developed systematically from the broadest, most general level to more defined levels. All issues that are not Ends issues as defined here are Means issues.
2. The Board will develop and maintain Executive Limitations policies that limit the latitude the Chief Executive Officer may exercise in choosing the organizational means. These limiting policies will describe those actions, practices, decisions and circumstances that would be unacceptable to the Board, even if effective in producing the desired results. These policies will be developed systematically from the broadest, most general level to more defined levels. The Board will not prescribe operational means delegated to the Chief Executive Officer.
3. An Ends or Executive Limitations policy at a given level does not limit the scope of any preceding level.
4. As long as the Chief Executive Officer uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Chief Executive Officer is authorized to establish all further policies,

make all decisions, take all actions, establish all practices and develop all activities.

5. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Chief Executive Officer domains. By doing so, the Board changes the latitude of choice given to the Chief Executive Officer. However, as long as any particular delegation is in place, the Board will respect and support decisions made by the Chief Executive Officer that are compliant with Board policy, as reasonably interpreted.

### **POLICY 3.4 MONITORING CHIEF EXECUTIVE OFFICER PERFORMANCE**

Systematic and rigorous monitoring of Chief Executive Officer job performance will be assessed utilizing a schedule of performance criteria set forth herein, with an emphasis on organizational accomplishment of governance policies on Ends and organizational operation within the boundaries established in governance policies on Executive Limitations.

Accordingly:

Monitoring is simply to determine the degree to which Governance policies are being met. Information that does not address policy compliance will not be considered in the evaluation of Chief Executive Officer performance.

1. Monitoring shall be accomplished by voting members of the Executive Committee.
2. In every case, the standard for compliance shall be any reasonable Chief Executive Officer interpretation of the Board policy being monitored. The Board is the final judge of reasonableness, and will always judge with a “reasonable person” test (whether what the Chief Executive Officer did was what a reasonably prudent executive would do in that context), even if those choices may not be the choices the Board or its members may have made.
3. Actions determined to be not compliant with a reasonable interpretation of Governance policies will be subject to a remedial process agreed to by the Board
4. All policies instructing the Chief Executive Officer will be monitored at a frequency and by a method chosen by the Board, and conducted by

voting members of the Executive Committee. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule as specified below:

- a. Monthly:
    - i. Financial statements to be submitted in advance of regularly scheduled monthly Board meetings,
    - ii. Communication/Support to the Board,
    - iii. Membership reports, and
  - b. Quarterly: Financial Condition including investment performance and other activities
  - c. Semi-Annually: Treatment of Staff
  - d. Annually:
    - i. Ends,
    - ii. General Executive Limitations,
    - iii. Financial Planning/Budgeting,
    - iv. Asset Protection, and
    - v. Emergency Succession Planning
5. Process for Chief Executive Officer Performance Review and Bonus Consideration
    - a. The APC Chief Executive Officer’s monitoring reports on Strategic Ends shall serve as documentation of organization progress under his/her leadership for the previous 12 months.
    - b. The Board of Directors shall meet no later than the last day of November to conduct a CEO evaluation, with primary focus given to achievement of or progress toward Board-approved strategic ends.
    - c. The APC Executive Committee shall prepare a compensation adjustment or bonus recommendation.
    - d. The CEO performance review shall be conducted before the final Board meeting of each year.
    - e. The Chairman of the Board shall call for an executive session at the final Board meeting of the year to discuss the CEO performance and bonus recommendations from the Executive Committee.

# Policy Type: Executive Limitations

## **POLICY 4.0 GENERAL EXECUTIVE CONSTRAINT**

The Chief Executive Officer shall not cause nor allow any practice, activity, decision or organizational circumstance that is either unlawful, imprudent or in violation of commonly accepted business and professional ethics and practices, or governance policies approved by the Board of Directors.

This Policy Type of “limitations” is based on the key principle that the board does not tell the Chief Executive Officer how to do his/her job, but what limits must be observed as the Chief Executive Officer determines the best way to get the job done.

These limits on means can be stated very briefly. Commonly, the limits imposed describe what would be unacceptable in areas such as treatment and compensation of staff, in handling finances, in protecting property, and even in budgeting.

Although producing a "don't do it" list such as that found in this policy sounds negative, the effect is to free the competence, creativity, and inspiration of the CEO and staff within bounds. This key method of “means constraint” enables a board to govern with fewer pages of pronouncements, less dabbling in details of implementation, and greater accountability.

## **POLICY 4.1 TREATMENT OF CUSTOMERS / MEMBERS**

With respect to interactions with customers/members or those applying to be customers/members, the Chief Executive Officer shall not cause or allow conditions, procedures or decisions which are unsafe, undignified, unresponsive, untimely, or unnecessarily intrusive.

Accordingly, the Chief Executive Officer shall not:

1. Use methods of collecting, reviewing, transmitting or storing customer/member
2. Operate without communicating to customers/members a clear understanding of what may be expected from the services offered.
3. Operate without informing members/customers of this policy, and without providing a complaint/response process to address concerns of those who believe they have not been accorded a reasonable interpretation of their protections under this policy, and without notifying the Board when warranted.
4. Disclose any confidential information obtained while acting as the Chief Executive Officer, including, but not limited to, information related to APC members.
5. Allow staff to be unprepared to deal with reasonably foreseeable emergency situations.

1. information that fail to protect against improper access to that information.
2. Operate without ensuring employees are provided with written personnel policies, approved by legal counsel, that clarify personnel rules for staff, provide for effective handling of grievances and protect against wrongful conditions.
3. Retaliate or allow retaliation against an employee for non-disruptive, internal expression of dissent, or for reporting to management or to the Board of Directors (per the process for handling of grievances in the personnel policies) acts or omissions by APC personnel, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitutes a violation of local, state or federal law or a governing policy of the Board.
4. Prevent staff from grieving to the Board when internal grievance procedures have been exhausted and, the employee alleges that a Board policy has been violated, and shall not fail to abide by all pertinent Whistleblower laws and regulations.
5. Fail to acquaint staff with this policy.

## **POLICY 4.2 TREATMENT OF STAFF**

With respect to the treatment of paid and volunteer staff, the Chief Executive Officer may not cause or allow conditions that are unfair, unsafe or undignified.

Accordingly, pertaining to paid staff, Chief Executive Officer shall not:



6. Fail to develop, adhere to, and enforce staff policies as approved by the Board.
7. Fail to notify the Executive Committee of any changes in staff policies within a reasonable timeframe.

**POLICY 4.3  
FINANCIAL PLANNING/BUDGETING**

Financial planning for any fiscal year or the remaining portion of any fiscal year may not deviate materially from the Board’s Ends priorities or risk fiscal jeopardy.

Accordingly, the Chief Executive Officer shall not allow budgeting that:

1. Risks incurring those situations or conditions described as unacceptable in the “Financial Conditions and Activities” Board policy (4.4).
2. Includes unreasonable assumption of increase or expense not in line with historical data.
3. Omits credible projection of revenues and expenses, and disclosure of planning assumptions.
4. Plans the expenditure in any fiscal year of more funds than are projected to be received.
5. Fails to maintain an emergency reserve account of operating expenses of at least six months without specific Board approval.
6. Fails to provide for Board activities as set forth in the Cost of Governance policy.
7. Fails to present an annual budget to the Board for their approval based upon input from the Treasurer and the Finance Committee consistent with the organization’s operational and financial objectives.

**POLICY 4.4  
FINANCIAL CONDITION AND ACTIVITIES**

With respect to financial condition and activities, the Chief Executive Officer shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Accordingly, the Chief Executive Officer shall not:

1. Expend more funds than have been received in the fiscal year to date unless specifically approved by the Board of Directors.

2. Borrow funds (with exception of credit cards used for normal business purposes not in excess amounts, and paid in full each month).
3. Use company credit cards or resources for personal gain.
4. Fail to incorporate internal policies for monthly audit of credit card statements by the Treasurer and Director of Accounting.
5. Allow overdue payroll.
6. Fail to pay debts in a timely manner.
7. Fail to report expenses for reimbursement in a timely manner. At a minimum, expense reports and receipts must be submitted to accounting no later than 30 days after the expense was incurred.
8. Allow tax payments or other ordered payments or filings to be overdue or inaccurately filed.
9. Amend or deviate from board-approved investment policies or instruct the organization’s investment adviser to take action not permissible under those policies without prior board approval.
10. Fail to inform Board of investment status and recommendation on a quarterly basis.
11. Execute a check or purchase commitment of greater than \$10,000.00 unless such purchase was explicitly itemized in budget monitoring data previously disclosed to the Board. Any “one-off” non-recurring expense of greater than \$10,000 must be signed by the President or Treasurer of the Board of Directors and the Chief Executive Officer. Any expense greater than \$10,000 which is linked directly to a contract approved by the Board of Directors may be solely signed by the Chief Executive Officer. Splitting orders to avoid this limit is not acceptable.
12. Pledge any of the assets or future assets of the association as security within any contracts unless approved by the Board of Directors.
13. Enter into any contracts on behalf of APC in amounts in excess of \$10,000 and up to \$50,000 without express approval from the Executive Committee and any contracts exceeding \$50,000, or exceeding one year, without express Board Approval by official Board vote when a quorum is present.
14. Fail to execute contracts in amounts in excess of \$10,000 without a cancellation clause.
15. Acquire, encumber or dispose of real property.
16. Fail to aggressively pursue receivables or other debt owed the association.
17. Obtain revenues that are not, in fact or

appearance, legal and consistent with the mission and values of the association.

18. Use restricted contributions for purposes other than stated by the contributor.
19. Allow the association to have secret funds or any unaudited transactions or loans.
20. Operate without adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.
21. Fails to implement, maintain, or adhere to internal financial controls as established by the Board of Directors.
22. At any time list his or her self as the guarantor (or similar position) on any APC bank accounts, including but not limited to, APC depository accounts, APC credit card business accounts, and APC ComPAC accounts, and shall not serve as single signatory on these accounts, and shall not interfere with the Board's access to these accounts, electronic monitoring of these accounts, and ability to oversee all of APC financial accounts.
23. Upon departure, fail to deactivate all accounts within the Chief Executive Officer's possession, including but not limited to, all APC credit cards.

#### **POLICY 4.5 ASSET PROTECTION**

The Chief Executive Officer shall not allow the Association's assets to be unprotected, inadequately maintained or unnecessarily risked.

Accordingly, the Chief Executive Officer may not:

1. Allow the organization to be uninsured:
  - a. Against theft and casualty losses to at least replacement value; and
  - b. Against liability losses to Board members, staff and the organization itself in an amount equal to or greater than the average for comparable organizations.; and
  - c. Against employee theft and dishonesty.
  - d. Against liability losses to the Alliance occurring in conjunction with any meeting or event.
2. Operate without employing risk management practices to minimize exposure of the organization, its Board or staff to claims of liability.

3. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
4. Allow any purchase wherein normally prudent protection has not been given against conflict of interest and, if over \$1,000, without having obtained comparative prices and quality.
5. Allow intellectual property, information and files to be exposed to loss, improper access or significant damage, or operate without maintaining documents and records in accordance with a Records Retention Schedule approved by legal counsel.
6. Receive, process or disburse funds under controls insufficient to meet the Board-appointed standard accounting practices.
7. Invest or hold operating capital in insecure instruments, or in non interest-bearing accounts except where necessary to facilitate ease in operational transactions.
8. Upon departure, fail to return all APC company property, including but not limited to, APC keys, codes, access fobs, laptop and all work product, including but not limited to, Board of Directors minutes and notes, electronic and paper files, documents, anything bearing the APC logo or identifying factors thereof, and all other forms of work product that is solely owned by APC.
9. Fail to preserve all electronic documents on the APC shared drive to be easily accessible to all APC staff.
10. Endanger the organization's public image or credibility, or its ability to accomplish its Ends.
11. Compromise the independence of the Board's auditor or other external monitors or advisors.
12. Engage, on a personal basis, parties already chosen by the Board as consultants or advisors.
13. Change the Association's name or substantially alter its identity.

#### **POLICY 4.6 EMERGENCY EXECUTIVE SUCCESSION**

In order to protect the Board from sudden loss of chief executive services, the Chief Executive Officer will have no less than one (1) other member of the executive/management team sufficiently familiar with Board and chief executive issues and processes to assure continued operations of the Alliance until such time as a successor has been identified by the Board of Directors.

#### **POLICY 4.7 COMPENSATION AND BENEFITS**

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the Chief Executive Officer shall not cause or allow jeopardy to the Association's fiscal integrity or public image.

Accordingly, unless specifically directed by the Board of Directors, the Chief Executive Officer may not:

1. Change his/her own compensation and benefits.
2. Promise or imply anything other than "at-will" employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Pertaining to consultants and contract workers, create obligations over a longer term than revenues can be safely projected, in no event longer than one year, without an option to terminate for no cause.
5. Establish or change retirement benefits so as to cause situations that are unpredictable for the Association, or inequitable for employees.

#### **POLICY 4.8 COMMUNICATION AND SUPPORT TO THE BOARD**

The Chief Executive Officer shall not cause or allow the Board to be uninformed, misinformed, or unsupported in its work.

Accordingly, Chief Executive Officer may not:

1. Neglect to submit monitoring reports (including Chief Executive Officer interpretations of Governance policies being monitored, as well as relevant data) required by the Board (see policy on Monitoring Chief Executive Officer Performance in Board/Staff Linkage) in a timely, accurate and understandable fashion, directly addressing provisions of Governance policies being monitored.
2. Let the Board be without decision information it periodically requests, or unaware of relevant trends or incidental information, including but not limited to anticipated adverse media coverage, threatened or pending lawsuits, or material external and internal changes.  
Notification of planned internal changes is to be

provided in advance, when feasible.

3. Fail to inform the Board if, in the Chief Executive Officer's opinion, the Board is not in compliance with its own policies on Governance Process and Board/Staff Linkage, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the Chief Executive Officer.
4. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation and incidental.
5. Allow the Board to be without logistical and clerical assistance, including mechanisms for official Board, officer or committee communications.
6. Fail to deal with the Board as a whole except when:
  - a. Fulfilling individual requests for information, or
  - b. Responding to officers or committees duly charged by the Board, or
  - c. Meeting regularly with the Executive Committee for subsequent notification to the Board of matters requiring action.
7. Fail to report in a timely manner an actual or anticipated noncompliance with any Ends or Executive Limitations policy of the Board.
8. Fail to supply for an agenda all items delegated to the Chief Executive Officer yet required by law or contract to be Board approved, along with the monitoring assurance pertaining thereto.
9. Fail to continually improve Board performance through Board education, enriched input and deliberation.

#### **POLICY 4.9 EVENT/SERVICES LOGISTICS**

With respect to the events produced and services provided by the organization, the Chief Executive Officer shall not fail to ensure that these events / services meet or exceed industry standards for excellence in programming, safety, participant / audience amenities, and promotion of attendance.

## Policy Type: Policy Review

### POLICY 5.0 GOVERNANCE POLICY REVIEW

These APC Governance Policies will be reviewed on an annual basis by the Board of Directors. The Chair may appoint a committee consisting of Board members to conduct the review and make recommendations to the Board or the Board may function as committee of the whole.

## Policy Type: Investment Policy

### POLICY 6.0 INVESTMENT POLICY

*Alliance for Pharmacy Compounding (APC)* - Long Term Investment Account

#### POLICY 6.1 INTRODUCTION

This Investment Policy Statement is designed to establish an understanding between *APC* and *Builder Investment Group (BIG)*, as to the investment goals and objectives, tolerance for risk, and management policies applicable to the *APC's* investment portfolio. This Investment Policy Statement shall remain in place until terminated, or the parties agree to amend or revise its terms as considered appropriate by *APC* or *BIG*.

#### POLICY 6.2 PURPOSE

A successful investment experience is the consequence of adhering to a specific investment policy rather than through superior security selection and/or market timing. This is a long-term strategic

investment plan. It will establish an allocation of assets and a discipline for all future investment decisions. It will:

- Establish expectations of risk and return objectives.
- Establish a targeted allocation of assets.
- Consider a reasonable rate of return over a long-term period of time.

#### POLICY 6.3 BACKGROUND

*BIG* will manage a portfolio for *APC* that is custodied at *Charles Schwab & Company (Schwab)*. The establishment of this account at *BIG* occurred on October 3, 2020 with a value of \$375,606. The *Schwab* account number is 5064-7736. *BIG* is taking over management of this portfolio from another investment advisor and there may be a stark change in composition of the portfolio early on.

## **POLICY 6.4**

### **OBJECTIVES**

*BIG* will manage the portfolio in an attempt to achieve the following objectives:

- Achieve a long-term, after-fee, return that exceeds inflation by utilizing equities ("owned" assets) in the portfolio, but limiting the downside risk of severe volatility by incorporating bonds and other fixed-income investments ("owed" assets).
- It is *BIG's* understanding that the alternative to this program is a 100% fixed and secure return. In other words, *BIG* will take on more risk than a totally fixed program that has little chance of exceeding inflation. *APC* understands that it is accepting some volatility in performance in order for this to succeed.

## **POLICY 6.5**

### **RISK TOLERANCE**

*BIG* understands that on a scale of 1 - 10

*APC* is acknowledging that it roughly stands as a 6 in terms of risk level.

Therefore, *BIG's* asset allocation model will begin at a balance of 60/40 equities to fixed income. This should lower annualized standard deviation in the portfolio noticeably year over year compared to a portfolio that is composed of 100% equities.

## **POLICY 6.6**

### **ASSET ALLOCATION**

Below is the representative asset allocation model that *BIG* will follow in respect to the assets in the *APC* portfolio:

<u>Asset Class</u>	<u>Target</u>	<u>Minimum</u>	<u>Maximum</u>
<b><u>U.S. Equities</u></b>			
Large Cap	25%	19%	31%
Large Cap Value	3%	1%	5%
Large Cap Momentum	3%	1%	5%
Small Cap	8%	5%	11%
Small Cap Value	2%	0%	4%
Small Cap Momentum	2%	0%	4%
<b><u>Real Assets</u></b>			
Real Estate Securities	3%	1%	5%
Infrastructure	2%	0%	4%
<b><u>International Equities</u></b>			
Developed Country	9%	6%	12%
Emerging Market	3%	1%	5%
<b><u>Fixed Income</u></b>			
Interm. - Long Term	25%	15%	35%
Short Term	15%	10%	20%
<b><u>Cash and Equivalents</u></b>			
Taxable	0%	0%	41%
<b>TOTAL</b>	<b>100%</b>		

## INVESTMENT SELECTION

*BIG* fundamentally believes that prices are established by market forces as the totality of information is absorbed into the investment universe. Equilibrium in prices is achieved as that information is received. In other words, *BIG* does not believe they (or anyone else) has unique insight into what is under- and over- valued to include the overall market universes themselves. Therefore, *BIG* will attempt to maintain a portfolio keeping full market exposure to each asset class. Since value cannot necessarily be added by security selection and/or market timing, *BIG* will choose securities that are fully invested in their category with a secondary goal of keeping embedded expense ratios of the

funds they choose very low. On the equity side you are likely to see more index and/or passively managed funds and less actively managed funds in the portfolio. These types of funds also tend to be far more tax efficient. On the fixed income side, *APC* will see *BIG* use some funds but more likely own individual securities that will be purchased with the goal of owning until maturity. These fixed income securities will also be laddered over a multi- year period of time.

## PORTFOLIO CHANGES

*BIG* will periodically rebalance the portfolio as some asset classes change more than others in value over time. *BIG* will take into account tax exposure if/when these changes are made.

# Policy Type: Legal Action Fund

## POLICY 7.0 LEGAL ACTION FUND

### POLICY 7.1 AUTHORITY

In accordance with Article IX of the Bylaws of the Alliance for Pharmacy Compounding, authority is established for a Legal Action Fund, to be administered through this Policy Statement.

### POLICY 7.2 PURPOSES AND GOALS

The purposes and goals of the Legal Action Fund are to:

1. Promote among the members of the Alliance an understanding of their rights and duties under state and federal law.
2. Provide legal assistance or funding to initiate litigation to promote or defend the rights of members, the public, or others concerned with the protection of pharmacy compounding, where such litigation would have industry-wide significance.
3. Defray all or a portion of the costs and legal fees incurred by the Alliance for Pharmacy Compounding or any of their affiliated or subordinate entities or foundations, in suits in which they may be named as defendants, or in their defense in relation to litigation under provisions of any state or federal legislation.
2. Defray all or a portion of the costs and legal fees incurred by members in suits in which they may be named as defendants, and which are deemed to involve legal issues affecting the entire membership through matters of industry-wide significance, and to provide assistance to their counsel in such suits.
3. Defray the administrative costs and fees of the Alliance for Pharmacy Compounding in its involvement and pursuit of the purposes and goals of the Legal Action Fund enumerated above.

### POLICY 7.3 FUNDING

The Legal Action Fund shall be financed by funds contributed by the membership and others, as determined by and at the discretion of the Board of Directors, in any or all of the following ways:

1. Direct appropriation from the reserves of the Alliance, or from its annual budget, as authorized by the Board of Directors.
2. Annual or special dues assessments, or allocations from the dues, of the membership, to support or replenish the Legal Action Fund.
3. Revenues derived from other sources or activities in a manner and at such times as deemed necessary and appropriate by the Board of Directors.

### POLICY 7.4 ADMINISTRATION

The Legal Action Fund shall be administered by the Executive Committee. The Treasurer of the Alliance shall account for, and maintain all fund monies, and shall disburse monies from the fund as approved by the Executive Committee.

#### 7.4.a Procedures

1. Legal matters involving the Alliance directly, as in II(D) above, may create demands on the Legal Action Fund through legal fees and costs, related administrative costs, and judgements, fines, damages, or liabilities related to lawsuit. Withdrawals from the fund for any or all of these purposes may be made at the discretion of the Executive Committee. The Executive Committee will, however, make use to the fullest possible extent the protection afforded the Alliance by liability insurance coverage, and will only use the Legal Action Fund to supplement such coverage, if and as necessary, and/or will only use the Legal Action Fund for such costs that will not be covered by liability insurance.
2. Legal matters related to actual or potential

private or public lawsuits having issues affecting the entire membership through matters of industry-wide significance; or, legal state or federal legislation containing provisions directed at pharmacy compounders or the profession as a whole; and in either case, directed against or involving a member; will be handled in the following manner:

- a. Requests for support from the Legal Action Fund must be either initiated by, or supported by, a member, and made in writing, directed to the Chief Executive Officer of the Alliance. The CEO will concurrently notify the president and board chair, and all other members of the Executive Committee and the Alliance counsel, of the request.
  - b. The president shall determine if the matter may be considered in a timely way for presentation to the next regularly scheduled meeting of the Executive Committee, or if the matter warrants a special called meeting.
  - c. The President shall appoint a special Investigative panel from within the membership of the Executive Committee, to investigate each request for support, and to prepare a report and recommendation on the matter for presentation at a designated meeting of the Executive Committee.
  - d. In all cases, the granting of support will be contingent upon the Alliance being given a timely opportunity to investigate the matter, and to present the views of the Alliance in the role deemed most appropriate by the Executive Committee, either as or through associate counsel, amicus curiae, or otherwise.
  - e. All requests for support from the Legal Action Fund must relate to litigation, actual or potential, which is deemed by the Executive Committee to be likely to result in the determination of relevant issues in a manner which will have important precedential significance to the Alliance membership or the real estate profession generally, or the industry as a whole.
  - f. Any disbursement from the fund in response to a request for support of a member or members shall be for legal costs and fees, and may not in any case be used to pay judgments for damages or fines, or to pay any liability resulting from settlement before or after trial of any lawsuit, or to pay any costs or fees of opposing counsel.
  - g. Any request for support must indicate whether or not support from other parties has been sought and granted.
  - h. The Executive Committee may direct the requesting party and/or his/her attorney(s) to appear to personally support the request and answer any questions posed.
  - i. The Executive Committee may condition its support on retention of counsel deemed most experienced in the issues presented.
  - j. If the Executive Committee rejects a request for support, made in accordance with these procedures, the requesting party may appeal the denial directly to the Board of Directors at its next regularly scheduled meeting; provided that a request for such appeal is made within 10 days after the applicant has been notified in writing of the decision of the Executive Committee. However, if the Executive Committee determines the matter to be of sufficient import to the general welfare of the Alliance, and time is of the essence, it may call a special meeting of the Board of Directors to hear the appeal. In any event, the decision of the Board of Directors, on an appeal, shall be final.
3. The Legal Action Fund may not be used in substitute for liability insurance or other protective programs covering the Alliance or members.