

CHARTER OF THE SPECIALTY PHARMACY CERTIFICATION BOARD

A Division of the National Association of Specialty Pharmacy, Inc.

Effective as of March 4, 2024

Introduction: The National Association of Specialty Pharmacy, Inc. ("NASP") is a Florida not-for-profit corporation exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code. NASP is a national trade association dedicated to education, national policy advocacy and engagement of all stakeholders in the specialty pharmacy industry. The Specialty Pharmacy Certification Board, Inc. ("SPCB") was previously a separately incorporated Section 501(c)(6) Florida not-for-profit corporation, affiliated with NASP, and offering a non-governmental professional certification program for specialty pharmacists, called the Certified Specialty Pharmacist (CSP) Credential. In 2016, SPCB combined with NASP, and it is now a division of NASP. SPCB continues to govern, oversee, and be responsible for the CSP Program. This is the NASP Board-approved Charter for the SPCB Division. This Charter addresses:

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1. **Purpose.** The purpose of the Specialty Pharmacy Certification Board ("Certification Board") is the development and operation of one or more certification programs for individuals who are specialty pharmacy professionals.
2. **Structure.** The Certification Board is an unincorporated division within the National Association of Specialty Pharmacy, Inc. ("NASP"), and is subject to governance by the NASP Board of Directors; the NASP Board of Directors, however, has permanently delegated to the Certification Board sole and exclusive authority with respect to the Certification Board's "Certification Policies and Procedures" as defined in this Charter.

- 3. Certification Policies and Procedures.** The Certification Board has autonomous and independent authority in all "Certification Policies and Procedures" which address:
- Eligibility requirements for certification and recertification and for application processing.
 - Examination content, development, and administration.
 - Examination cut score(s).
 - Grievance and disciplinary processes.
 - Certification-related committees, meeting rules, agendas, and frequency of meetings.
 - Certification-related committee appointments and work assignments.
 - Publications about certification and recertification.
 - Setting of fees for application, certification, recertification, and related services that are part of certification and recertification.
 - Funding, spending, and budgeting subjective to the provisions of this Charter and approval by the NASP Board of Directors.
 - Ability to enter contracts and grant arrangements for certification and recertification activities with NASP President & CEO and NASP legal counsel approval.
 - Ability to provide evaluation of NASP staff member(s) assigned to assist the Certification Board.
- 4. Certification Board Members.** The Certification Board has a governing body comprised at a minimum of fourteen (14) and may be up to twenty-five (25) Directors from the following stakeholder groups.
- Nine to fourteen (9-19) Specialty Pharmacists and related Specialty Pharmacy Professional Members who are Subject Matter Experts representing each Specialty Pharmacy credential offered by the Certification Board ("Certified Members"). The Board will endeavor to ensure that the overall composition of the certified seats represent as many segments and perspectives of the specialty pharmacy industry as possible.
 - One (1) Public Certification Board Member defined as a public representative with no stakeholder or related stakeholder interests to any specialty pharmacy or healthcare organization.
 - Four to five (4-5) Stakeholder Directors defined as an employee of a stakeholder or who has related stakeholder interests in any area of the specialty pharmacy industry. Preferred positions may be changed based upon the needs of the Board, the credentials offered, and the industry at the time of election. Board will endeavor to ensure that one stakeholder seat is held by a clinician.
- 5. Additional Requirements for Certification Board Members.**
- As additional credentials are developed and offered by the Certification Board, those credentials will be represented within the Certified Board Member positions. If the number of credentials offered by the Certification Board exceeds five (5), a rotating system will be established in the policies and procedures of the Certification Board to ensure all credentials are represented on a rotating basis.
 - No Public Board Member shall practice as a Certified Specialty Pharmacist or be employed by a specialty pharmacy as his or her primary means of employment.
 - No Certification Board Member shall have any familial or supervisory relationship with any other Certification Board Member.

6. Election and Term of Office.

- a. All Certification Board Members shall be nominated by the Certification Board Nominating Committee and elected by the Certification Board itself.
- b. The terms of office of the Certification Board Members shall be staggered so that one-third of the Certification Board is elected each year. The term for a Certification Board Member shall be three (3) years. Certification Board Members may be re-elected for additional terms but may not serve more than two (2) consecutive full terms. Despite the expiration of any Certification Board Member's term, the Certification Board Member shall continue to serve until a successor has been elected.

7. Meetings and Action of the Certification Board. The Certification Board meets at least annually at wherever time and place it selects. Meeting may be held by telephone or other electronic means if each Certification Board Member can hear the others. A majority of the Certification Board Members forms a quorum, and a majority of votes is required to carry a matter where a quorum is present, unless otherwise provided by this Charter or the Florida Not-For-Profit Corporation Act. Proxy voting is not permitted. Voting by U.S. Mail, overnight delivery, or electronic transmission is permitted where all Certification Board Members vote unanimously in favor of a matter.**8. Removal and Vacancies.** Any Certification Board Member may be removed by a two-thirds vote of the Certification Board. If a vacancy occurs on the Certification Board for any reason, the position is filled for the unexpired portion of the term in the same manner as specified for initial selection.**9. Compensation.** Certification Board Members are not compensated for their services as Certification Board Members, but may be compensated at reasonable, fair-market, arms-length rates for specialty services performed where a Certification Board Member has specialty expertise, and pursuant to an established Conflicts of Interest Policy. All Certification Board Members may be reimbursed for reasonable expenses pursuant to NASP policy.**10. Officers.** The elected officers of the Certification Board Chair of the Board ("Chair"), Chair-Elect, Immediate Past Chair, and Treasurer. An individual may not hold more than one elected office at the same time. The term of any director elected to an officer position shall be extended to coincide with his or her term as an officer. The Chair-Elect and Treasurer are elected by the Certification Board from among the Certification Board Members; the Chair-Elect automatically succeeds to the office of Chair when the Chair position is vacated, and then to the office of Immediate Past Chair once their term as Chair is complete. No individual shall serve as Chair-Elect immediately following a term at Chair or Immediate Past Chair. The Certification Manager shall be an ex officio non-voting member of the Board of Directors.**11. Officer Duties.** The officers perform those duties that are usual to their positions and that are assigned to them by the Certification Board. In addition, the Chair presides over meetings of the Certification Board, the Chair-Elect assists when requested by the Chair or in the Chair's absence and presides over the Certification Board Nominating Committee, and the Treasurer is the administrative and financial officer of the Certification Board responsible for overseeing maintenance of the governance and financial records of the Certification Board.

- 12. Committees.** The Certification Board appoints whatever committees it deems necessary. In addition, a Certification Board Nominating Committee, presided over by the Chair-Elect of the Certification Board, makes nominations for Certification Board Member nominees.
- 13. Rules.** The Certification Board may establish rules that are consistent with this Charter for the Certification Policies and Procedures of the Certification Board.
- 14. Financials.** The Certification Board shall not maintain reserves in excess of one (1) year's estimated budget, based on an average of the past three (3) years' budgets, and instead shall maintain certification fees and other charges at reasonable levels and reinvest any other reserves in professional certification programs benefiting specialty pharmacy. The Certification Board must annually report to the Board of Directors of NASP on the Certification Board's financial condition.
- 15. Indemnification.** Certification Board Members are indemnified by NASP against claims arising from their Program-related and Certification Board-related activities to the extent permitted of NASP by the law, however in no circumstances shall Certification Board Members be indemnified for activities that are fraudulent, grossly negligent, or beyond the Certification Board Members' authority under this Charter or otherwise.
- 16. Amendments.** This Charter may be amended by the Certification Board, subject to the approval of the NASP Board of Directors.
