

CHARTER
OF THE
SPECIALTY PHARMACY CERTIFICATION BOARD

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

Effective as of June 22, 2016

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:

1. Purpose
2. Structure
3. Certification Policies and Procedures
4. Certification Board Members
5. Additional Requirements for Certification Board Members
6. Election and Term of Office
7. Meetings and Action of the Certification Board
8. Removal and Vacancies
9. Compensation
10. Officers
11. Officer Duties
12. Committees
13. Rules
14. Financials
15. Indemnification
16. Amendments

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:

- (a) Eligibility requirements for certification and recertification and for application processing;
- (b) Examination content, development and administration;
- (c) Examination cut score(s);
- (d) Grievance and disciplinary processes;
- (e) Certification-related committees, meeting rules, agendas, and frequency of meetings;
- (f) Certification-related committee appointments and work assignments;
- (g) Publications about certification and recertification;
- (h) Setting of fees for application, certification, recertification, and related services that are part of certification and recertification;
- (i) Funding, spending, and budgeting, subject to the provisions of this Charter and approval by the NASP Board of Directors;
- (j) Ability to enter into contracts and grant arrangements for certification and recertification activities; and
- (k) Ability to approve the selection of, evaluation of, and dismissal of a NASP staff executive assigned to assist the Certification Board and with the approval of the NASP Board of Directors.

4. Certification Board Members. The Certification Board has a governing body consisting of fifteen (15) "Certification Board Members":

- (a) Nine (9) 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"). Specialty Pharmacy providers shall be representative of practice settings including but not limited to Retail, Hospital, Mail Order, PBM, Infusion Center, Pharmacy Associations, or other specialty pharmacy practice as deemed acceptable by the Certification Board.
- (b) One (1) individual appointed by the NASP Board of Directors who is not an officer of the NASP.
- (c) One (1) Physician Certification Board Member defined as a Physician Medical Director.
- (d) 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.

- (e) One (1) Corporate Certification Board Member defined as an employee of a manufacturer of specialty pharmaceuticals.
- (f) One (1) Education Certification Board Member defined as an employee of an academic, educational, or pharmaceutical research oriented institution.
- (g) One (1) Nurse Certification Board Member defined as a currently practicing Registered Nurse.

5. Additional Requirements for Certification Board Members.

- (a) As additional credentials are developed and offered by the Certification Board, those credentials will be represented within the nine (9) Certified Board Member positions. At least five (5) of the nine (9) Certified Board Member positions will be filled by Certified Specialty Pharmacists. 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.
- (b) No Public, Nurse, Physician, Corporate, or Educational Certification Board Member shall practice as a certified specialty pharmacist, or be employed by a specialty pharmacy as his or her primary means of employment.
- (c) 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, except the one Certification Board Member appointed by the NASP Board of Directors. In addition, the NASP Board of Directors may nominate other individuals for the Certification Board; these nominees, if any, shall be given due consideration for election by the Certification Board.
- (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 years. Certification Board Members may serve no more than two 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 whatever time and place it selects. Meetings may be held by telephone or other electronic means if each Certification Board Member can hear the others. A majority of 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, except the Board Member appointed by NASP (who may be removed only by the NASP Board of Directors). 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 are a President, a President-Elect, an Immediate Past President, and a Secretary-Treasurer. An individual may not hold more than one elected office at the same time. The President-Elect and Secretary-Treasurer are elected by the Certification Board from among the Certification Board Members each year at the annual meeting; each serves for a term of one year, with a maximum of two terms; the President-Elect automatically succeeds to the office of President when the President position is vacated, and then to the office of Immediate Past President.

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 President chairs meetings of the Certification Board, the President-Elect assists when requested by the President or in the President's absence and chairs the Certification Board Nominating Committee, and the Secretary-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, chaired by the President-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 year's estimated budget, based on an average of the past three 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.