

# VETERINARY SPECIALTY PRACTICE ALLIANCE, INC

## *Glossary of terms for By-laws, Rules and Antitrust*

***Administrative Director*** – an individual engaged by VSPA to handle the day to day operation of VSPA.

***Administrative Probation*** – refers to the time between the member being notified by the Executive Board that they are out of compliance with Membership Standards and the time that the member returns to compliance, withdraws or forfeits membership.

***Agent(s)*** – the Sherman Antitrust Act of 1890 refers to an individual engaged to provide services as an independent contract for the VSPA. Such agents are not employees of VSPA.

***Antitrust*** – refers to government policy to regulate or break up monopolies in order to promote free competition attain the benefits that such competition can provide to the economy and society as a whole.

***Monopoly*** – refers to the situation where there is a single provider of a product where there is no close substitute.

***Free Competition*** – refers to a situation where multiple companies offer identical or similar products and compete solely on the basis of price and quality, including the quality of any services that are associated.

***Board Certified*** – for our purposes boarded refers to a clinician certified as a Diplomat of ACVIM, ACVS, ACVR, IVECCS, ECVR, ECVS, or ECVIM.

***Campus*** – Building or buildings on a single piece of property or adjoining properties

***Compliance Officer*** – a designated member of the Executive Board charged with being the resource for information and guidance regarding issues or concerns related to antitrust matters.

***Confidentiality Agreement*** – refers to an agreement not to disclose any details related to confidential VSPA materials or data such as survey results or VSPA programs. This document is also referred to as a Non Disclosure Agreement (NDA).

***Designated Representative*** – individuals from member hospitals that may attend meetings and participate in list serve discussions, surveys etc.

***Designated Voting Representative*** – a single individual from each member hospital that casts votes in VSPA official matters.

***Emergency Service*** – refers to 24/7 patient receiving or intake. A hospital that provides after hours care to inpatients but does not receive new patients after hours is not considered to have emergency services.

**Study Elements** – term used to describe VSPA groups of 20 in preparation for eventual possibility of more than one.

**Member Hospital** – describes one single hospital or “campus” in the event of more than one building on a property.

**Net 15** – refers to an invoice being due and payable within 15 days of the date on the invoice.

**Notice of Delinquency** – refers to a member being notified by the Administrative Director or the Executive Board that they are out of compliance with dues payment or a VSPA rule or regulation.

**On Site Management** – refers to having management on site (campus) versus a remote location for administrative services and management

**Operational Management Education** – refers to the committee handling all official VSPA surveys and acting as the liaison to the outside CPA who receives and compiles the data.

**Primary Care** – wellness care such as vaccinations, dental cleanings, spay/neuter, surveillance diagnostics or boarding.

**Publicly Traded** – refers to an entity that has shares available for public purchase and is traded on the stock market.

**Quorum** – required number of members required to conduct VSPA official business.

**Real Time Voting** – refers to the ability to hold electronic votes and that a lack of response within the specified time frame is equal to an affirmative (YAY) vote.

**Reinstatement Fee** – a fee required to be paid to reinstate membership when membership was forfeited according to VSPA Rules and Regulations.

**Simple Majority** – 51% of voting members.

**Study Element Director (SED)** – refers to an individual from another set of 20 VSPA members (an Element) that represents their element in matters related to the Executive Board. A SED may or may not attend board meetings based on need and does not have voting rights on the Executive Board

**Super Majority** – 66% of voting members.