

General Assembly Governance Manual

This manual is owned by the Members' Nominated Representatives of the General Assembly

Date: 20191030

Version: Second Edition - 2.2.1

Status: Final

GA Governance Manual

Version: Second Edition - 2.2.1

Amendment History to the Second Edition

Version	Date	Editor	Comments
2.1.01	01 October 2017	DMC	Initial draft
2.1.1	17 October 2017	DMC	Final draft after extensive discussions with GA members in Bratislava
2.1.2	10 th November 2017	DMC	Minor reordering - no textual changes
2.2.1	29 August 2019	DMC	Very minor changes post MB manual revision

Approvals

Version	Date	Approver	Comments
2.2	9 th April 2018	General Assembly	Approved by an electronic vote of the General Assembly (see “Record of Decision” on next page).
2.2.1	30 th October 2019	General Assembly	Approved during the Closed GA meeting in Kuala Lumpur

This manual is owned by the Members’ Nominated Representatives.

© International Health Terminology Standards Development Organisation 2019. All rights reserved. SNOMED CT® was originally created by the College of American Pathologists.

General Assembly

Record of Decision - Electronic Vote on General Assembly Manual

Version 2.2

London, 9 April 2018

On 13 November 2017, Yohani Daruis sent the GA an email with the following text:

Dear Members of the General Assembly,

Kindly find attached a final version of the GA manual which was agreed in Bratislava, for your vote of approval.

Please remember that this is your "guidebook". It is not a legal document and can, with your general agreement, be changed at any time.

To vote your approval, a simple 'yes' in direct response to this email by Friday 17th November would be much appreciated.

Many thanks in advance.
Yohani

23 out of 29 represented GA members voted, so the vote reached quorum level. All 23 respondents approved the final version of the GA Manual.

I hereby confirm that this record of decision is an accurate reflection of the GA electronic vote and has been approved as such by the General Assembly.

Marcin Węgrzyniak
Chair, General Assembly

General Assembly

Record of Decision - Vote on General Assembly Manual

Version 2.2.1

On 30 October 2019, during the Closed meeting of the General Assembly in Kuala Lumpur, Malaysia, the Company Secretary presented to the General Assembly (GA) the changes to the General Assembly Manual as reflected in version 2.2.1 regarding the membership of GA Executive and the MB Appointment & Review Committee as being the same individuals.

28 of 28 represented Members presented during this meeting voted in favour of the changes to the General Assembly Manual version 2.2.1.

I hereby confirm that this record of decision is an accurate reflection of the GA vote and has been approved as such by the General Assembly.

Alex Elias
Chair, General Assembly

Table of Contents

1 Introduction	9
1.1 Background	9
1.2 Intended audience	9
1.3 Scope	9
2 Overview	9
2.1 Corporate Governance.....	9
2.2 SI purpose and history	9
2.3 What SI stands for	10
2.4 SI governance	11
2.5 SI Members (Member countries).....	12
2.6 The meaning of “General Assembly” (“GA”).....	12
2.7 Nominating a representative to the GA.....	12
2.8 Role of GA members	13
2.9 GA Executive Committee (“GA Exec”)	13
2.10 Election to the GA Executive.....	13
2.10.1 Election Process	13
2.10.2 Election - Chair	14
2.10.2.1 Attributes for joining slate - Chair	14
2.10.2.2 Term of Office - Chair	14
2.10.3 Term of Office - Chair Emeritus.....	14
2.10.4 Election - Vice-Chair	14
2.10.4.1 Attributes for joining slate - Vice-Chair	14
2.10.4.2 Term of Office - Vice-Chair.....	14
2.10.5 Ratification	15
2.10.6 Non-performance	15
2.10.7 Inability to continue in office	15
2.11 The GA Executive Committee’s responsibilities.....	15
Include:	15

2.12 GA committees 16

3 General Assembly meetings..... 16

3.1 Ordinary General Assembly Meetings..... 16

3.2 Informal GA and GA/MB meetings (when do GA members need to be present?) 17

3.3 Extraordinary General Assembly Meetings and Electronic Voting..... 17

3.4 Meeting packs 17

3.5 Quorum 17

3.6 Proxies 18

3.7 Voting 18

- any amendment to the Articles of Association; 18
- a proposal to raise fees by more than 3% or a proposal to raise any special fees; 18
- the cancellation of a Member’s membership; 18
- the dissolution of the organisation. 18

3.8 Minutes..... 18

3.9 Disclosure of Conflicts of Interest 18

4 GA powers and responsibilities 19

4.1 Key GA responsibilities 19

4.1.1 Approve the strategy and the corresponding budget and work plan..... 19

4.1.2 Approve the proposed Aggregate Annual Fee 19

4.1.3 Approve the annual report 19

4.1.4 Approve the financial report and external audit..... 19

4.1.5 Approve the financial auditor 19

4.1.6 Elect the Management Board 19

4.1.7 Evaluate the Management Board 20

4.1.8 Approve collaborations..... 20

4.1.9 Encourage an active Community of Practice 20

5 Additional GA responsibilities 21

5.1 Select award recipients 21

5.2 Volunteer to co-host an October business meeting and Expo 21

5.3 Approve the locations of the October business meeting and Expo 21

5.4 Approve the dates of the April and October business meetings 21

GA Governance Manual

Version: Second Edition - 2.2.1

5.5 Coordinate with Member Forum representatives and others 21

5.6 Provide assistance when fee payments are delayed 22

5.7 Coordinate with other GA members on Electronic Health Records policies, interoperability, SI business, etc 22

5.8 Represent SI’s interests in the GA member’s country 22

5.9 Participate actively 22

Appendix A Table of GA and MB Roles 23

Appendix B Table of GA and MF Roles 26

Appendix C GA Executive Committee Terms of Reference..... 28

Appendix D MB Appointment & Review Committee Terms of Reference 30

Appendix E Indicative Annual GA Event Timeline..... 32

1 Introduction

1.1 Background

The International Health Terminology Standards Development Organisation (“IHTSDO”) is committed to adhering to the highest level of corporate governance practices. The establishment of the General Assembly (GA) and appropriate GA governance policies and procedures is paramount to the success of the organization. The IHTSDO trades as “SNOMED International” (“SI”); “SI” will be used throughout this document.

The governance manual is designed to provide an overview of the organization’s governing bodies and governance framework with specific focus on the GA. More information on SI is available in the SI Governance and Advisory Documentation. General information about SI and SNOMED CT is available on the snomed.org website.

1.2 Intended audience

New GA representatives join the Assembly when a new Member joins SI and chooses to take a seat at the Assembly or when a GA representative is replaced. This manual is intended to help those new GA members to understand their role and responsibilities. In addition all GA members are expected to have read the Articles of Association (“AoA”), available on the organisation’s website.

Secondary audiences of this governance manual include members of other SI governance and advisory bodies, the SI community, collaboration partners, and staff.

1.3 Scope

This document serves as a governance, orientation and policy/procedural manual for GA members. It may be viewed in the context of the larger SI Governance and Advisory Documentation.

2 Overview

2.1 Corporate Governance

Corporate Governance is the process and structure used to direct and manage the business affairs of an organization with the objective of enhancing value to the organization and ensuring its financial viability. At SI, the process and structure define the division of responsibilities and establish mechanisms for achieving accountability amongst the GA, the Management Board (MB) and the Management Team (MT).

2.2 SI purpose and history

SI is a UK-headquartered, not-for-profit organization registered under the UK Companies Act 2006 that owns, administers and develops SNOMED CT.

SNOMED CT is a clinical terminology created by a range of healthcare specialists to support clinical decision-making and analytics in software programs.

For more information about SNOMED CT, please visit the snomed.org website.

2.3 What SI stands for

SI works for the public good of all people around the world. The safe, accurate and effective exchange of health information is an essential foundation to improve healthcare around the world. SI strives to determine the best global standards for health terminology and to engage with the global healthcare community to improve SNOMED CT and patient safety.

SI works to ensure that SNOMED CT can be routinely integrated into healthcare information systems so that users can record patient data more accurately, consistently and comprehensively allowing tools and analytics to provide better patient care and health management.

The Objects of the Association are the advancement of the health of humankind, in particular by facilitating better health information management and by that means and otherwise contributing to the improved delivery of care by clinical and social care professions, including through:

- facilitating the accurate sharing of clinical and related health information with the goal that there can be no doubt about the meaning of the content of a health record when it is exchanged between systems;
- encouraging global collaboration and cooperation with respect to the on-going improvement of the consistent use of health terminologies and standards; and
- providing the foregoing on a globally coordinated basis and taking account of public benefit and commercial considerations of concern to each Member and in each Member Territory.

The Principles of SI are to:

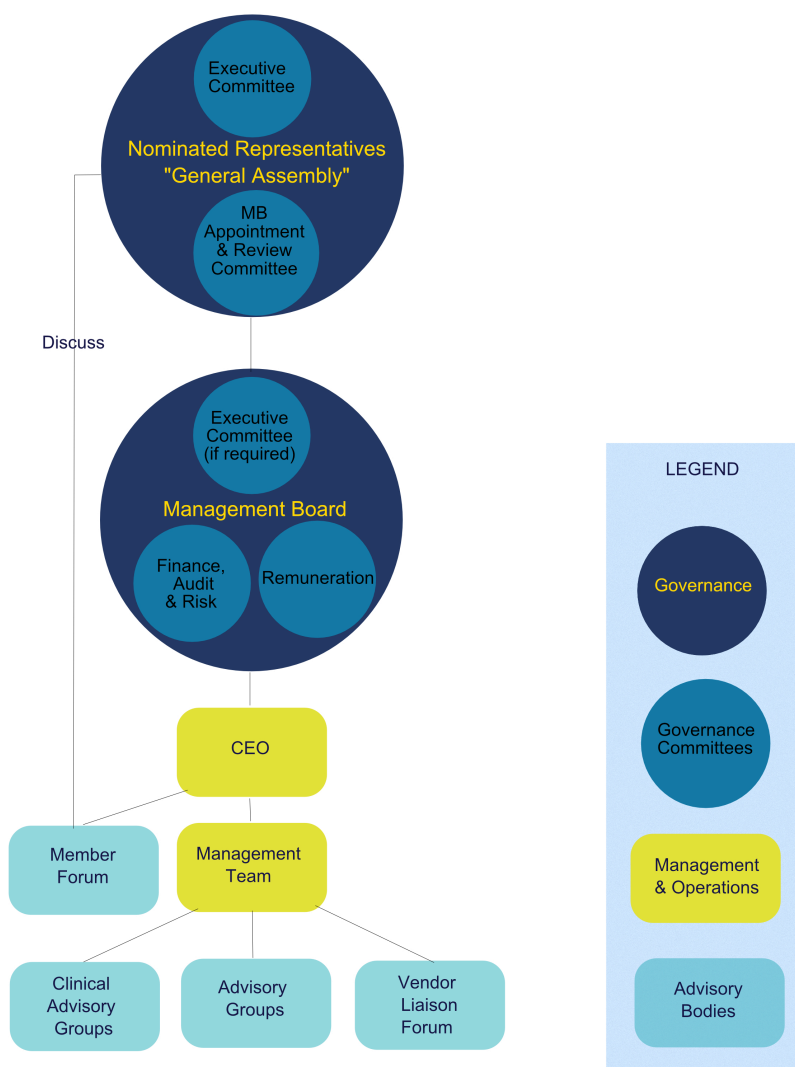
- govern itself and conduct all of its activities in accordance with principles of openness, fairness, transparency and accountability to its Members;
- conduct all of its activities in a prudent, responsible and ethical manner that is conducive to ensuring its long-term viability, and the overall value and utility of its activities;
- work with other parties relevant to achieving its Objects in a spirit of collaboration and will, as appropriate, seek to facilitate interoperability of its Terminology Products with other relevant standards and products;
- encourage intellectual contributions to the Terminology Products from other entities upon terms that permit such other entities to use and distribute their own work for any purpose that is consistent with the Association's Objects;
- engage with its Members collaboratively, consistently and transparently.

2.4 SI governance

Each SI Member is entitled to name a “Nominated Representative,” commonly referred to as a “General Assembly member” or “GA member,” to exercise its powers, represent its interests and opinions, and vote on SI business matters.

While the GA represents Members, the MB represents the interests of the organization itself and has the responsibility of overseeing the CEO and the MT to make sure the organization does what it was set up to do. The governance and advisory structure is shown [here](#) and pictured below for ease of reference; the lines indicate both discussion paths and hierarchy.

SNOMED INTERNATIONAL GOVERNANCE AND ADVISORY STRUCTURE



2.5 SI Members (Member countries)

A SI Member (informally called a “Member country”) represents a single Territory (country, nation, state) and is (1) either an agency of the national government or a corporation or other duly constituted body, and (2) endorsed by the national government. To become a Member, an applicant must apply for membership, must accept the goals of the organisation, must be accepted by the MB, and pay the Joining Fee and Annual Fee.

A list of Members is available on the SI website.

2.6 The meaning of “General Assembly” (“GA”)

Each Member country has rights as well as obligations including the right to be represented at, to participate fully in, and to vote at General Assemblies. A General Assembly is

“a forum in which or through which Members may, individually or jointly, through their Nominated Representatives, choose to exercise the various powers granted within and by the AoA; General Assemblies will serve as an opportunity for the Members to discuss and debate fully any aspect of the business and affairs of the Association”

The GA is supported as shown in the diagram above.

The Management Board (“MB”) reports directly to, and is accountable to, the GA. The MB has a Chair, a Vice Chair and an Executive Committee who provide leadership and coordination with the GA and Management. The MB members are the directors of the organisation and have a fiduciary duty to the GA members. Please see the MB Governance manual for further detail.

MB recruitment is the responsibility of the MB Appointment & Review Committee. The MB Appointment & Review Committee is chaired by the Chair of the GA and its standing members are the GA Executive Committee. For more information, see the Terms of Reference at Appendix D.

The CEO reports to the MB and the Management Team to the CEO, there are various advisory bodies with reporting lines as shown.

Significant for GA members is the Member Forum (“MF”), the MF is an advisory body reporting to the CEO and brings together key National Release Centre (“NRC”) decision makers who can outline the issues they are facing and work with senior MT members to provide information and advice to allow SI to make informed decisions on issues that may impact Members and NRCs. The MF meets face-to-face at every biannual business meeting and holds teleconferences during other times of the year.

Each Member country can appoint, through its GA member, a voting member of the MF plus, if space and numbers permit, an additional representative to serve as a non-voting observer.

GA members are encouraged to consult with their MF member as often as possible and always in advance of the face-to-face meetings.

2.7 Nominating a representative to the GA

A Member country attends a General Assembly meeting by providing advanced written notice to the Management Board of its selected Nominated Representative (GA member) and then by that

Nominated Representative's attendance at the General Assembly meeting. In practice, the Member contacts SI about the identity of the GA member so that records, including the list of GA members can be kept up to date.

Each Member should choose its Nominated Representative from among persons most qualified by their leadership skills, knowledge and experience of health informatics, and understanding of their country's health system to fully represent the Member's interests at the General Assembly.

It is expected that the Nominated Representative has the power to ensure the adoption of SNOMED in the Member country.

The Nominated Representative may not be a current member of the Management Board. A Member's Nominated Representative may be changed or replaced by the Member at any time, by written notice from the Member's official body to the Management Board, without any requirement for advanced notice.

2.8 Role of GA members

Collectively, GA representatives represent the interests of SI Members, they represent the highest authority of the organization, and are empowered to make binding decisions regarding all matters related to the organization. Any major changes to the organization or its products must be approved by the GA.

The Members have assigned overall responsibility for the management and direction of the organization to the SI Management Board.

2.9 GA Executive Committee ("GA Exec")

The Chair, the Vice-Chair and the Chair Emeritus are members of the Executive Committee.

The Committee may invite other members of the GA to join them subject to a maximum of 20% of the number of Members at any time. If possible the three regions (AsiaPac, EMEA and the Americas) should be represented on the Executive committee. Additionally, the GA Exec may co-opt other members to the committee with specific subject matter or domain expertise.

2.10 Election to the GA Executive

From time to time the GA will need to elect members to executive positions in accordance with the following process.

2.10.1 Election Process

- The SI office will conduct an electronic vote on behalf of the GA;
- Members shall only vote for one candidate;
- The ballot shall be secret;
- The ballot will be closed as soon as the last member or proxy casts his/her vote or the given time has elapsed, whichever is the sooner;
- A candidate with more votes than each of the other candidates shall be declared the winner;

GA Governance Manual

Version: Second Edition - 2.2.1

- In the event of a tie voting will be repeated among only the tied candidates, in the event of another tie the current GA Executive (subject to conflict) will interview the tied candidates and decide on the outcome.

2.10.2 Election - Chair

Unless there are exceptional circumstances, this post will be subject to only one election (2018).

2.10.2.1 Attributes for joining slate - Chair

Mandatory

Current membership of the GA;

Sufficient time (see GA/MB and GA/MF appendices).

Desirable

Previous experience of chairing a national board;

A good knowledge of the SI Community.

2.10.2.2 Term of Office - Chair

Two years, thereafter two years as Chair Emeritus.

2.10.3 Term of Office - Chair Emeritus

Two years.

2.10.4 Election - Vice-Chair

Unless there are exceptional circumstances, this post will be subject to an election every two years.

2.10.4.1 Attributes for joining slate - Vice-Chair

Mandatory

Current membership of the GA;

Sufficient time (see GA/MB and GA/MF appendices).

Desirable

Previous experience of chairing a national board;

A good knowledge of the SI Community.

2.10.4.2 Term of Office - Vice-Chair

Two years, moving to Chair subject to the Ratification process.

2.10.5 Ratification

Should any position need to be ratified, a member of the GA Executive Committee will ask the SI office to conduct the ratification process. This will be an electronic vote on a motion to ratify that the individual in question be confirmed in the position in question. Each member will have a single vote; a simple majority (>50%) of votes cast by the time voting closes will decide the issue. If the motion is carried the individual will be confirmed in the position, if the motion is defeated the GA Executive Committee will ask the SI office to conduct any appropriate election process. In the event of a tie the non-conflicted members of the GA Executive will decide if the position is ratified.

2.10.6 Non-performance

In the event that a majority of Members feel that either the Chair or the Vice Chair is not performing in accordance with the GA manual, they should approach the Company Secretary and ask for a Motion of no Confidence to be brought against the individual concerned. The SI office will organise an electronic vote on the motion.

If the motion is carried, the SI office will arrange for an election or ratification process as appropriate.

2.10.7 Inability to continue in office

In the event that the Chair is unable to continue in office, the Vice-Chair will become the Chair subject to ratification by the GA.

In the event that the Vice-Chair is unable to continue in office, the SI office will conduct an election on behalf of the GA in accordance with due process.

2.11 The GA Executive Committee's responsibilities

Include:

- leading the GA;
- attending the MB meeting as non-voting liaisons to provide a member perspective on its agenda papers and strategy;
- participating in face-to-face meetings with the MB Executive Committee;
- deciding the final agenda of the face-to-face GA and GA/MB meetings;
- communicating with members of the GA on the outcomes of the MB and MB Executive Committee as appropriate taking into account the commercial sensitivity of some issues discussed by the MB;
- working with the MT to ensure that the internal communication channel between the MB, MT and GA is fully utilised and up to date; and
- to form the MB Appointment & Review Committee ("ARC"), see 4.1.6, 4.1.7 and Appendix D.

The GA Executive may wish to communicate to the full GA between biannual meetings, such communications do not replace the formal communications channels, rather they enhance those channels by highlighting significant information earlier than might otherwise have been the case

thus allowing more thinking and discussion time prior to any vote that may become necessary, examples might be:

- changes to the conditions surrounding the intellectual property owned by SI. This includes, but is not limited to, major harmonization or collaboration that involves legal agreements that the GA has not been briefed on or that have been flagged by the GA as requiring special communication;
- changes to SI standards that do not follow the agreed process or which have been flagged by the GA as requiring special communication;
- launching of a legal action;
- an event that would likely have significant changes to the financial status of the organization, e.g. if a Member does not pay or a major contractor goes bankrupt;
- Issues that require major changes to project plans or could damage the reputation or credibility of the organization or place it at financial risk;
- creation of a new Advisory Group;
- changes to licensing or other legal texts that impact Members;
- changes to the legal structure or governance of SI.

The decision on whether to inform the rest of the GA of an event between biannual meetings is ultimately the decision of the GA Chair.

For more information on the GA Executive Committee please see the GA Executive Committee Terms of Reference at Appendix C.

2.12 GA committees

Under the terms of the Articles the GA is allowed to establish permanent or ad hoc committees of the General Assembly and each committee must have a Terms of Reference, approved by the GA.

3 General Assembly meetings

3.1 Ordinary General Assembly Meetings

The GA meets twice a year in April and October in Ordinary General Assemblies (informally called “Open GA meetings”) to fulfil their responsibilities.

The meeting in April takes place in London and the GA must consider and vote on resolutions concerning:

- the Management Board's annual report for the prior financial year;
- the Association's financial accounts, including the External Financial Auditor's Report for the prior financial year;
- the appointment of (or ratification of the appointment of) an External Financial Auditor for the current financial year.

The meeting in October takes place in any Member country and is co-hosted by that Member. The GA must consider and vote on resolutions concerning:

GA Governance Manual

Version: Second Edition - 2.2.1

- the presentation and adoption of:
 - the Management Board's annual strategic, business and operational plans for the next financial year; and
 - the Management Board's proposed Aggregate Annual Fee for the next financial year.

In both the April and October meetings, the MB and Members can add items to the Open GA agenda. GA members may also request information about SI finances and legal matters.

Under the Articles it is the MB that convenes all General Assembly meetings. The MB also announces these meetings to the Members not less than six weeks prior to the meeting and sends the Members an agenda not less than three weeks prior to the meeting. In practice, these tasks are delegated to Management and communicated by email.

With the prior permission of the Chair, a Nominated Representative may bring an adviser to a General Assembly.

3.2 Informal GA and GA/MB meetings (when do GA members need to be present?)

In addition to the Ordinary GA Meetings, the April and October business meetings also present an excellent opportunity for the GA and the MB to work together in general session early in the proceedings.

Before proceedings close there will be an Open GA meeting where most official votes take place, the general public may attend this meeting.

In preparation for the April and October meetings, the MB Chair, CEO and GA Executive determine the schedule of meetings for the conference and the GA Executive also agree the proposed agenda for the GA-MB meetings.

The October business meeting is followed by a two-day SNOMED CT Expo, featuring educational sessions, panel discussions, keynote speeches, posters, vendor booths, etc., this is optional for GA members.

3.3 Extraordinary General Assembly Meetings and Electronic Voting

The constitution permits extraordinary teleconferences and electronic voting as required.

3.4 Meeting packs

At least fifteen working days before the start of the GA meetings, SI sends GA members the documents required for the proceedings.

3.5 Quorum

Under the Articles, a quorum for a GA meeting is when more than 50% of all GA members are present at a GA meeting, whether in person, by proxy or by teleconference. Some Members may not have Nominated Representatives, those Members are not counted when calculating quorum.

3.6 Proxies

Under the terms of the Articles, GA members may attend meetings by proxy. Proxies may not be MB directors. Prior to each business meeting, SI staff provides non-attending Members with the opportunity to name a proxy, requiring submission of a signed and witnessed power of attorney document. The document should be signed by the Nominated Representative or a representative of the same body that appointed the Nominated Representative.

3.7 Voting

Normal GA votes are decided by a simple majority of votes cast by Nominated Representatives of Members voting on a resolution. If a vote is tied, the resolution will not be passed.

Some matters may require a larger majority and this will be both noted clearly in the documentation and made clear prior to any vote. There are some matters that will always fall into this category:

- any amendment to the Articles of Association;
- a proposal to raise fees by more than 3% or a proposal to raise any special fees;
- the cancellation of a Member's membership;
- the dissolution of the organisation.

SI also uses electronic voting for GA matters between biannual meetings.

3.8 Minutes

Open GA meetings are always minuted. Closed GA and closed GA/MB meetings are also minuted, unless the Chair requests otherwise.

3.9 Disclosure of Conflicts of Interest

The SI Conflict of Interest and Code of Ethics Policy (available as a .pdf download from the somed.org website) describes the principles and guidelines that the organization uses to govern the administration of this area. According to that policy, General Assembly members shall submit a declaration of interests when they initially join the General Assembly and provide updates annually thereafter.

Prior to any General Assembly, each Nominated Representative shall fully and fairly disclose to the Chair or to the General Assembly any material conflict of interest the Member or the Nominated Representative has with respect to any matter being discussed or voted at such General Assembly (above and beyond the interest the Member will have as a Member of the Association in common with all other Members). The further disclosure of such information to the General Assembly shall be within the discretion of the Chair.

The Association's Conflict of Interest Policy may prohibit a Member's Nominated Representative from voting on a matter as to which such Member or Nominated Representative has a conflict of interest.

4 GA powers and responsibilities

4.1 Key GA responsibilities

For the items below, the GA receives documentation about these items in the meeting pack before the biannual business meeting. GA members have the opportunity to discuss the documents and ask questions of the MB and MT in the closed informal GA meetings and in the closed GA/MB meetings. Most votes to approve items take place in the Open GA meeting.

4.1.1 Approve the strategy and the corresponding budget and work plan

At the October General Assembly meeting, the GA must consider and vote on resolutions concerning the MB's annual strategic, business and operational plans for the next financial year. In practice, this typically comes in two parts: the five-year strategy and the next financial year's budget and work plan, which aligns with the strategy.

The MB is responsible for developing the strategy with the CEO and the MT; the GA subsequently reviews and ultimately approves the strategy, the budget and the work plan.

4.1.2 Approve the proposed Aggregate Annual Fee

At the October General Assembly meeting, the GA must consider and vote on resolutions concerning the MB's proposed Aggregate Annual Fee for the next financial year.

4.1.3 Approve the annual report

At the April General Assembly meeting the GA must consider and vote on resolutions concerning the MB's annual report for the prior financial year. The report includes an MB review of the year, an income statement, a balance sheet, and a cash flow statement.

4.1.4 Approve the financial report and external audit

At the April General Assembly meeting, the GA must consider and vote on resolutions concerning SI's financial accounts, including the External Financial Auditor's Report for the prior financial year.

4.1.5 Approve the financial auditor

At the April General Assembly meeting, the GA must consider and vote on resolutions concerning the appointment of (or ratification of the appointment of) an External Financial Auditor for the current financial year.

4.1.6 Elect the Management Board

Through the MB Appointment & Review Committee, GA members elect the MB directors between the April and October business meetings. The procedure is outlined here:

GA Governance Manual

Version: Second Edition - 2.2.1

- (a) The Members will establish a timetable for the steps in each election cycle no later than at the Ordinary Meeting in October. The timetable shall decide the deadlines for each of the steps (b) to (d) below;
- (b) each Nominated Representative will be entitled to nominate candidates;
- (c) the SI also uses an open application process, such that anyone can be nominated or apply directly;
- (d) the MB Appointment & Review Committee will review the qualifications of nominated candidates and prepare a recommended slate of candidates with an appropriate mix of skills, knowledge and experience, and with attention to gender and geographic balance, for consideration by all the Members of the Association;
- (e) each Nominated Representative will be entitled to vote for up to twelve nominees, provided that in no event will a Nominated Representative be entitled to cast more than one vote for any nominee;
- (f) a Nominated Representative's vote shall be given electronically;
- (g) the results of the election will be made public to the Members prior to, and to the general public during, the following April meeting;
- (h) in the event that any Director resigns from the Management Board or otherwise ceases to be a Director before the end of her term as a Director, the vacancy will only be filled during the next scheduled Management Board election.

4.1.7 Evaluate the Management Board

In order to ensure that the organisation remains effective, it is the responsibility of the GA, through the MB Appointment & Review Committee to evaluate the performance of the MB both collectively and individually and take any appropriate action. This could result in a resolution to remove a director or the entire MB.

The formal responsibility for this evaluation lies with the MB Appointment & Review Committee who would both take advice from the CEO and also call upon any other external expertise as may be deemed necessary. The process is to be agreed by the GA in the April meeting and would run annually, but its depth may vary from year to year and would be completed in advance of the October conference.

4.1.8 Approve collaborations

The MB selects with which International Standards Development Organizations (ISDOs) SI will form a collaborative relationship, the GA reviews and approves these choices.

4.1.9 Encourage an active Community of Practice

GA members are encouraged to help strengthen the organization and its products and services by promoting a healthy, active community of practice within their nations.

GA members have the right to nominate people to serve on various committees and it is an obligation of Members to encourage experts and other appropriate persons to contribute to the work of the organisation and to collaborate with other Members in ensuring that sufficient numbers of appropriate persons are nominated, supported and funded.

5 Additional GA responsibilities

These tasks are assigned to the GA by tradition or policy.

5.1 Select award recipients

The GA selects winners of the Award for Excellence and Lifetime Achievement Awards. This process, takes place between the April and October business meetings and involves an open nomination process culminating in the MB making recommendations to the GA. Award winners are honoured at the gala awards dinner during the October business meeting.

5.2 Volunteer to co-host an October business meeting and Expo

SI selects the location of the October business meeting and Expo between October and January just under two years ahead of the event. SI generally prefers to select Member countries where such an October event has never happened, and it prefers to rotate between different regions of the world.

Co-hosting an October event allows a Member country to highlight its national e-health strategies and progress to an international audience, focus national attention on SNOMED CT and the importance of quality e-health solutions, attract international vendors to the country, and inform a large international audience about the culture, history, language and attractions of the country or region. In some cases, national tourist bureaus have taken an interest in helping with the event.

5.3 Approve the locations of the October business meeting and Expo

The GA also approves the location of the October business meeting and Expo, based upon Member applications to co-host and subsequent recommendations from a planning committee and the MB.

5.4 Approve the dates of the April and October business meetings

The Management Board makes the recommendations based on such factors as other international health informatics meetings and hotel/meeting space availability.

5.5 Coordinate with Member Forum representatives and others

GA members are encouraged to communicate with their respective Member Forum (MF) representatives and other National Release Centre (NCR) representatives, particularly before the April and October business meetings, so that Member representatives can be fully informed of their respective priorities and issues.

Between the April and October business meetings, the MF provides SI with Member priorities for the next year's budget and work plan in order that GA members are able to discuss priorities with MF representatives and thus have some influence on the SI budget.

5.6 Provide assistance when fee payments are delayed

At times, SI Management has called on GA members to help when national governments have not paid the invoices for annual fee payments.

5.7 Coordinate with other GA members on Electronic Health Records policies, interoperability, SI business, etc

As the senior representative of SI at the national level, GA members have a key role in coordinating interoperability and the increase in implementation at the national and international level. They can also encourage NRC staff to share case studies.

5.8 Represent SI's interests in the GA member's country

As the senior representative of SI at the national level, GA members have a responsibility to represent SI's interests in the Member country's structure and bureaucracy, in so far as that role does not conflict with other professional responsibilities.

GA members should also be prepared to work with other stakeholders to further the broader goals of SI, increasing health record interoperability and quality of care.

5.9 Participate actively

Ideally GA members should make every effort to attend General Assemblies in person or, if that is not possible, then to call in and participate by teleconference. GA members should also respond by the deadline to SI electronic votes or requests for input so that the organization can continue pushing forward in its mission and goals with the active support of its Members.

Appendix A Table of GA and MB Roles

Role of the Nominated Representatives	Role of the Management Board
Articles of Association	
Is responsible for approving the AoA and any changes to them.	Ensures that the activities of SI are carried out under the terms of the Articles of Association.
Strategy and Management	
Reviews and approves strategic plans, budget, annual report.	Oversees the stewardship of the organization and has responsibility for strategic planning and monitoring of financial management and business performance.
Focus on strategic direction of the organization, and does not become involved in day-to-day governance issues, which are delegated to the MB.	Does not become involved in day-to-day management, but delegates and entrusts operational decisions to senior management, holding senior management accountable for the organization's performance, its long-term viability and the achievement of its objectives.
Advises in the strategic planning process from its own national strategic perspective as well as on the communications strategy.	Oversees the strategic planning process, including the communications strategy.
The GA ensures that the MB is performing effectively.	The MB is accountable to the GA.
Risk	
Holds the MB accountable for ensuring that systems are in place to identify the principal risks and appropriate systems to manage these risks.	Ensures that management has systems in place to identify the principal risks and appropriate systems to manage these risks.

GA Governance Manual

Version: Second Edition - 2.2.1

Role of the Nominated Representatives	Role of the Management Board
Holds the MB accountable for ensuring that systems are in place to identify the principal risks and appropriate systems to manage these risks.	Ensures that procedures and practices are in place to protect SI's assets and reputation.
Monitoring Performance	
Holds the MB accountable for ensuring that systems are in place for monitoring performance and addressing problems identified.	Ensures the performance of the organization is monitored. Ensures that any performance problems that are identified by monitoring activities are addressed by the Management Team.
Relationship to Management	
The GA is responsible for forming and chairing the Appointment & Review Committee that ultimately elects the MB.	Members of the MB who are not conflicted may be asked to serve on the Appointment & Review Committee.
Holds the MB accountable for processes for selecting and evaluating CEO and senior management.	<p>Selects the CEO.</p> <p>Assesses the individual performance and effectiveness of the CEO.</p> <p>Reviews succession planning for the CEO.</p> <p>Ensures that a plan for appointing, training and monitoring senior management exists.</p>
Evaluates the MB and MB members on an annual basis, based on the self-assessment carried out by the MB and possibly an external evaluation.	Assesses the performance of the Board, reports metrics to the GA for annual review.
Typical time commitment	
Attendance at the biannual meetings is covered in the next table (GA/MF). However, members of the GA Executive will also need a further six to eight days a year to prepare for and attend the MB meetings.	At least two to three days a month.

GA Governance Manual

Version: Second Edition - 2.2.1

Role of the Nominated Representatives	Role of the Management Board
External Representation	
Acts as ambassadors for SI.	Acts as ambassadors for SI.

Appendix B Table of GA and MF Roles

Role of the Nominated Representatives	Role of the Member Forum (“MF”)
<p style="text-align: center;">Role in SI</p> <p style="text-align: center;">(although the MF is accountable to the CEO it is expected that a GA member also understands his or her territory’s tactical priorities)</p>	
Governance	Advisory
Represents the Members at the highest level, overseeing strategy, performance and finances.	Represents the Members at the operational level, providing Member priorities for SI projects and products; brings to the attention of SI any issues or information of relevance to the effective management of the organization and its products.
Principally represents the Member but also shares broad information about Member strategies and challenges in e-health systems and interoperability.	Tasked with promoting collaboration and shared learning between Members and communication/consultation at an operational level between SI and Members.
<p style="text-align: center;">Typical time commitment</p>	
Attendance at the biannual meetings requires about a week for each meeting and there is an on-going commitment of a few hours each month. From time to time there may be additional discussion and voting between the meetings.	Two days each month
<p style="text-align: center;">Role in development of the SI work plan and budget</p>	
Approves the final document.	Approves final priorities to be submitted to the CEO for inclusion in the work plan.
<p style="text-align: center;">Ideal candidate</p>	
High-level person in the national government; knowledgeable about national (and ideally multinational or international) e-health strategies and implementation; knowledgeable about financial	Knowledgeable about all operational and business aspects of the Member’s national release centre; proactive and enthusiastic about sharing national experiences with

GA Governance Manual

Version: Second Edition - 2.2.1

Role of the Nominated Representatives	Role of the Member Forum (“MF”)
<p>management of an organization; able to serve as a policy and strategy bridge between SI and the national government; able to work within the national government's budgetary structures in relation to SI's annual fee payment; open to regular cooperation with the MF representative.</p>	<p>other Members; open to regular cooperation with the GA representative.</p>

Appendix C **GA Executive Committee Terms of Reference**

Purpose

The General Assembly (GA) Executive Committee assists the GA by providing leadership and serving as a liaison with the Management Board (MB) whilst offering high-level guidance on what may or may not be acceptable to the full GA before any proposals are made.

Scope

The scope of the committee is as follows:

- Exercise all or some of the powers of the GA as delegated by the GA between regularly scheduled meetings;
- Attend MB meetings as non-voting liaisons, representing Member interests;
- Coordinate with the MB Executive Committee on governance matters;
- Provide a mechanism for closer GA/MB cooperation;
- Serve as a Member sounding board for possible MB and Management decisions;
- In cooperation with the MB Executive Committee and Management, develop and decide GA and GA/MB agendas;
- Decide on what information needs to be communicated back to the full GA between biannual GA meetings and then communicate it;
- Poll GA members, when necessary, on matters the Committee, MB or Management decide require Member input.
- Chair of the GA chairs the combined GA-MB face-to-face meetings in April and October.

Membership

The GA Executive Committee is made up of three GA members: the GA Chair (who also serves as the Chair of the Executive Committee), the GA Vice Chair (usually the Chair elect), and the past Chair, Chair Emeritus.

Members will ideally have:

- Sufficient time (see GA/MB and GA/MF appendices);
- Previous experience of chairing a national board;
- A good knowledge of the SI Community.

Meeting Frequency

The Executive Committee meets as required but no less than twice a year, either by teleconference or face to face.

Time Commitment

Each member of the Executive Committee must expect to spend about 3 hours per month on activities related to the committee, including participation in the MB meetings.

Responsibilities/Deliverables

- Leadership of the GA;
- In cooperation with the MB Executive Committee and Management, develop and decide on GA and GA/MB agendas;

GA Governance Manual

Version: Second Edition - 2.2.1

- Participation at MB meetings and representation of Member interests;
- Regular communication with the MB Executive Committee and Management;
- Communication to the GA between biannual meetings about issues the Committee determines as beneficial to Members to receive prior to the biannual meetings;
- Polling of GA members when necessary to get specific Member input between semiannual meetings.

Critical Success Factors

The success of the committee will be measured every two years by one or more people selected by the GA against the following criteria:

- Satisfaction of Members with the Committee, its representation of Member interests, and the communication to GA members;
- Level of cooperation and harmony between the GA/MB and between the GA/MT.

Appendix D **MB Appointment & Review Committee Terms of Reference**

Purpose

The Management Board (MB) Appointment & Review Committee (MB “ARC”) recruits potential MB directors, recommends a slate to the General Assembly (GA) for approval, works to improve the process of MB director selection, provides orientation for new directors, and organizes continuing education for the MB. The GA Executive form the standing Committee and, depending on the task, are joined by the Chair of the MB and/or the Company Secretary.

Scope

The MB Appointment & Review Committee is the responsibility of the GA.

The scope of the committee is as follows:

- Review and update the MB Profile (skills) Matrix to ensure that it aligns with the organization’s strategic plan;
- Review each director’s skills in relation to the MB Profile Matrix to identify any imbalances;
- Conduct a needs assessment for new directors;
- Maintain and update an MB director Evergreen List;
- Update the MB position profile;
- Actively seek out directors whose profiles match the needs of the MB;
- Create a shortlist of candidates;
- Interview potential candidates;
- Perform reference checks on potential candidates;
- Propose a slate for GA approval;
- Work to improved the process of MB director selection;
- Provide orientation for new directors;
- Annually conduct a review of the current MB to whatever depth is deemed necessary;
- Recommend any changes to the membership of the MB;
- Organize continuing education to the MB as necessary.

Membership

The MB Appointment & Review Committee is made up of the GA Executive and selected others, any meeting considering board appointments will always include the Chair of the Management Board and the Company Secretary. The CEO may act as an ex officio member.

The Chair of the GA chairs the committee.

Terms are according to service on the GA Executive Committee.

Meeting Frequency

The MB Appointment & Review Committee meets as required either by teleconference or face to face and at least annually to both conduct the MB review process and to consider MB appointments

Time Commitment

As for the GA Executive Committee.

Responsibilities/Deliverables

- Updated Profile Matrix;
- Updated position description;
- Production of a shortlist and final list;
- Maintenance of an Evergreen List;
- Proposal of a slate of candidates;
- Provision of written description for the GA of why the decision was made;
- Orientation discussions with new directors;
- Annual review of the MB;
- Recommendations for any changes to the MB;
- Planning and presentation of continuing educational offerings for the MB at each face-to-face meeting.

Critical Success Factors

The success of the committee will be evaluated in the GA after each nominating cycle (hence annually) against the following criteria:

- Quality of the Profile Matrix and position description;
- Quality of the candidates;
- Evidence that the process was followed accurately;
- Quality of the orientation for new directors;
- Quality of the annual MB review process;
- Quality of the on-going performance of the MB;
- Quantity of and quality of the educational offerings for MB directors.

Following any part of the process, recommendations for improvement may be made for the following year.

Appendix E Indicative Annual GA Event Timeline

February

- Receive Q4 financial report;
- Register for April meeting;
- 15 February: deadline for submission of Member fees.

March

- Decide who will attend (and whom should be funded to attend) the April meeting

April business meeting

- GA considers and votes on the:
 - MB's annual report for the prior financial year;
 - Association's financial accounts including the audit of the prior year;
 - the appointment of an external auditor for the current year;
 - the proposed timeline for next year's meetings;
 - the proposed timeline for the election of awards recipients.
- GA Chair announces the number of MB places available for election that year and whether any current MB members have completed the maximum allowable terms of office;
- GA Chair formally announces the call for nominations to the MB;
- GA receives Q1 financial report;
- GA and Community of Practice are informed of Oct. business meeting/Expo host 18 months hence.

May

- Consider nominating individuals for the Award for Excellence and Lifetime Achievement Award;
- Review minutes from April meeting.

June

- Deadline for nominations for the Award for Excellence and Lifetime Achievement Award.

July

- MB election
 - Deadline for nominations to serve on the MB;
 - MB Appointment & Review Committee recommends slate of candidates;
 - GA votes.
- Receive Q2 financial report;
- Online registration opens for October business meeting and Showcase.

August

- Deadline for GA to vote on award winners;
- Recruit nominees for Advisory Groups (deadline for nominations around 1 September)

GA Governance Manual

Version: Second Edition - 2.2.1

- MB Appointment & Review Committee begins the processes of both MB review and MB elections.

September

- MB Appointment & Review Committee completes the processes of both MB review and MB elections.

October

- October business meeting and Expo take place:
 - GA considers and votes on presentation and adoption of MB's annual strategic, business and operational plans for the next financial year;
 - GA considers and votes on the MB's proposed Aggregate Annual Fee for the next financial year;
 - Official announcement of the MB election results;
 - Timeline and location of next year's April and October business meetings approved and announced formally;
 - Awards ceremony takes place.
- Receive Q3 financial report;
- Expression of interest invitation to GA members to host October meeting/Expo 2 years hence, deadline: beginning of Dec.

November

- Review GA minutes from October.

December

- Deadline for Members to submit Expressions of Interest for hosting the October business meeting/Expo 22 months hence.