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General Assembly Governance Manual

Members' Nominated Representatives of the General
Assembly

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Approvals

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This manual is owned by the Members' Nominated Representatives.

Reviewers

Review date	Responsible owner	Comments
2015-08-25	Dennis Giokas	

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1 Introduction

1.1 Background

The International Health Terminology Standards Development Organisation (IHTSDO) is an Association established in 2007 for the purpose of:

- [enhancing] the health of humankind by facilitating better health information management;
- [contributing] to the improved delivery of care by clinical and social care professions;
- [facilitating] the accurate sharing of clinical and related health information, and the semantic interoperability of health records;
- [encouraging] global collaboration and cooperation with respect to the ongoing improvement of the Terminology Products; and
- [providing] the foregoing on a globally coordinated basis, thereby enabling the Members and the related organizations within their Territories to pool resources and share benefits relating to the development and maintenance of, and their utilization and reliance upon, the Terminology Products.

(Articles of Association (AoA) version 16, article 2.2.1).

A Member of IHTSDO usually 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 (see AoA 4.2.1 for further detail). To become a Member, an applicant must apply for membership, be accepted by the Management Board, and pay the Joining Fee and Annual Fee (AoA 4.2.2).

Each Member has rights (as well as obligations) (AoA 5.2-5.3), 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 these Articles. 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.

A Member attends a General Assembly by providing advanced written notice to the Management Board of its selected Nominated Representative and then by that Nominated Representative's attendance at the General Assembly.

Through the Articles of Association, Members have assigned overall responsibility for the management and direction of the organization to the IHTSDO Management Board (article 9.1.1). The Management Board developed a governance manual for itself in 2014-15. In order to clarify the position of the Nominated Representatives in relation to the Management Board, the Nominated Representatives felt it would be useful to develop a governance manual for the Nominated Representatives as well. The two manuals, in combination with the AoA, clarify the governance structure of IHTSDO.

1.2 Intended Audience

New Nominated Representatives come into the organization when new Members join IHTSDO and when Nominated Representatives are replaced. This manual is intended to assist those new Nominated Representatives to understand their role and responsibilities.

More broadly, this governance manual is intended for (1) existing and new Nominated Representatives; (2) the Management Board; and (3) the IHTSDO community, to clarify the role and responsibilities of the Nominated Representatives in the organization and how this relates to the Management Team, the Management Board (MB) and the Member Forum (MF).

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 the financial viability of the business. The process and structure define the division of responsibilities and establish mechanisms for achieving accountability among the Nominated Representatives, the Management Board and the Management Team. The direction and management of the organization should take into account the impact on other stakeholders such as employees, Members and vendors.

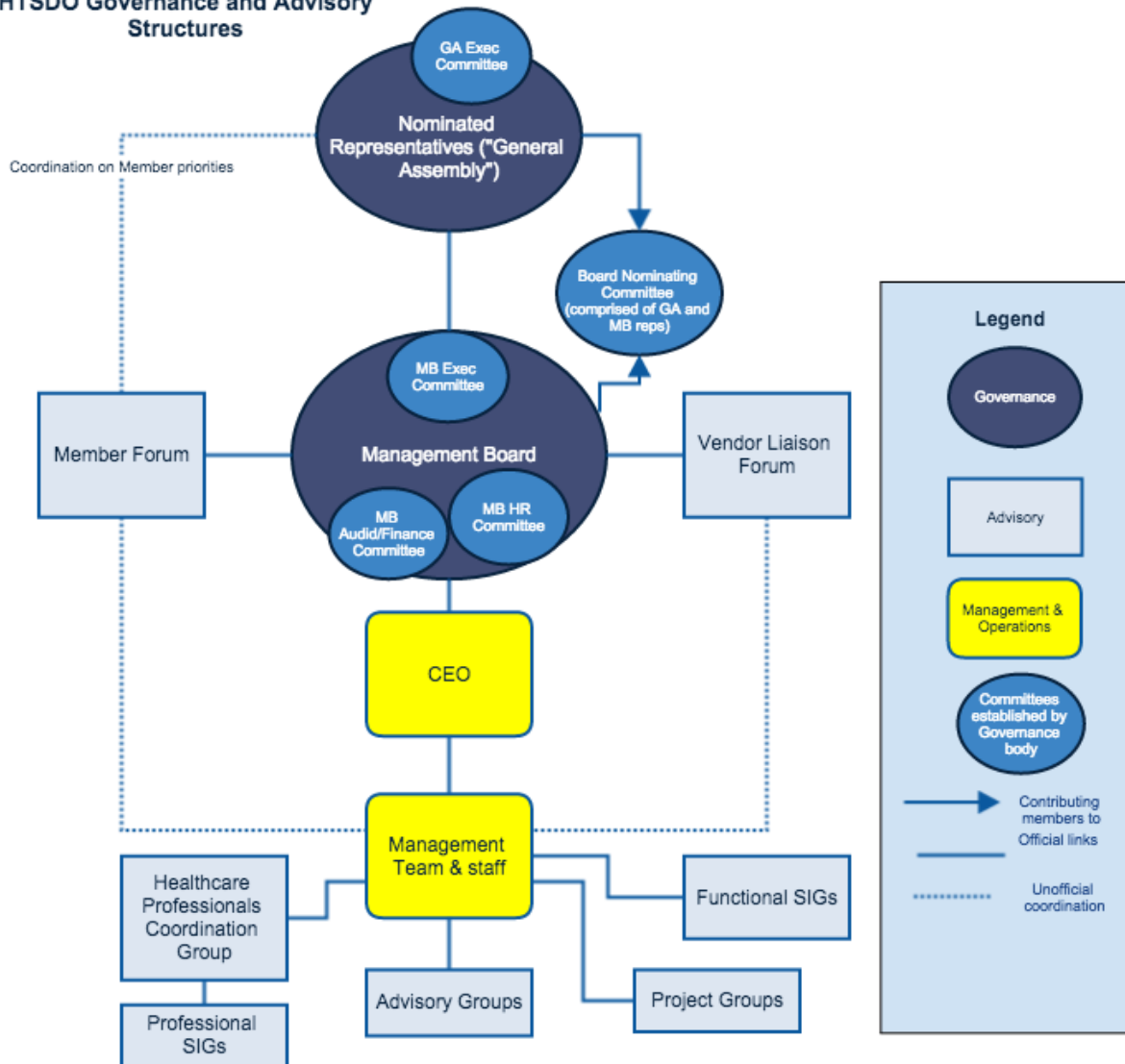
2.2 IHTSDO

Owned and governed by its international Members, IHTSDO is a charitable organization that works on behalf of the healthcare system and provides full support to its global Members and licensees, ensuring that their combined resources achieve significant shared benefits that resonate around the world.

The purpose of the organization is, for the benefit of the Members, to: “acquire, own and administer the rights to SNOMED CT, other health terminologies and/or related standards, and other relevant assets (collectively, the ‘Terminology Products’); develop, maintain, promote and enable the uptake and correct use of its Terminology Products in health systems, services and products around the world; and undertake any or all activities incidental and conducive to achieving the Purpose of the Association” (AoA 2.1.1).

The governance and advisory structure is pictured below:

IHTSDO Governance and Advisory Structures



3 General Assembly Structure, Roles and Responsibilities

3.1 Role of the Nominated Representatives

The Members’ Nominated Representatives of the General Assembly (also known as “Nominated Representatives” or “GA members”) represent collectively the interests of IHTSDO Members and have together the highest authority of the organization and can make binding decisions regarding all matters related to the organization, subject to and in accordance with the provisions of the Articles of Association. They have the ultimate responsibility to ensure that IHTSDO is achieving its purposes. The General Assembly owns IHTSDO and its products, including SNOMED CT. Any major changes to the organization or its products must be approved by the GA.

3.2 Ordinary and Extraordinary General Assembly Meetings

The Nominated Representatives meet twice a year in October and April in Ordinary General Assemblies to fulfill their responsibilities (AoA 8.2.5). Extraordinary teleconferences and electronic votes (AoA 8.2.6 and 8.3) may be called as required.

3.3 Chair, Vice Chair and Executive Committee

The Nominated Representatives nominate amongst themselves a chair (article 8.1.5), referred to hereafter as the “GA Chair.” They may also elect a Vice Chair for a period that may not be longer than the election period of the Chair. Typically the Vice Chair is the previous GA Chair, although according to the Articles of Association he or she need not be.

The GA Chair, the Vice Chair, and next GA Chair (as selected by the Nominated Representatives) form the Executive Committee of the GA. In practice, the Executive Committee of the GA tends to be the past chair, the current chair, and the future chair.

Between the Ordinary General Assemblies in April and October, the GA Executive Committee and the Management Board Executive Committee hold periodic teleconferences. The Management Board Executive informs the GA Executive of important and significant occurrences, and the GA Executive may ask questions or provide advice. If the GA Chair feels it is appropriate, the GA Executive informs the other Nominated Representatives of the special or noteworthy occurrences prior to next scheduled General Assembly. Examples of these occurrences are:

- Changes to the conditions surrounding the intellectual property owned by IHTSDO. This includes, but is not limited to, major harmonization or collaboration that involves legal agreements that the Nominated Representatives have not been briefed on or that have been flagged by the Nominated Representatives as requiring special communication;
- Changes to IHTSDO standards that do not follow the agreed process or which have been flagged by the Nominated Representatives 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;
- Significant Work Plan development or delivery 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 IHTSDO.

3.4 Responsibilities of the Nominated Representatives

At the October General Assembly (per AoA 8.2.17), Nominated Representatives must consider and vote on resolutions concerning:

- The Management Board’s annual strategic, business and operational plans for the next financial year;
- The Management Board’s proposed Aggregate Annual Fee for the next financial year;
- Any general or special business referred by the Management Board or by any Member.

At the April General Assembly (per AoA 8.2.18), Nominated Representatives must consider and vote on resolutions concerning:

- The Management Board's annual report for the prior financial year;
- IHTSDO'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;
- Any general or special business referred by the Management Board or by any Member.

In order to elect Management Board members (per AoA 9.1.4):

- The Nominated Representatives establish a timetable for Board annual elections (note: this is done by the joint GA/MB Board Nominating Committee);
- Nominated Representatives may (and are encouraged to) nominate candidates and, during the election, vote on the Management Board nominees;
- A committee of Nominated Representatives (the GA/MB Board Nominating Committee) may recommend a slate of candidates for the Nominated Representative to vote for;
- If voting for individuals instead of a slate, each Nominated Representative may vote for up to 12 separate nominees;
- Votes must be in writing, including by electronic form;
- The results of the election are sent to the Members prior to the October meeting.

Although not laid out in the Articles of Association, by tradition the Nominated Representatives as a group also:

- Vote on Award for Excellence and Lifetime Achievement Award winners;
- Vote to approve the location of October General Assembly meetings, which are combined with the SNOMED CT Expo;

Individually, Nominated Representatives are strongly encouraged to:

- Coordinate with their Member Forum counterpart(s) to most effectively represent the Members' priorities and challenges, particularly during the IHTSDO work plan and budget development process and prior to Ordinary General Assembly meetings;
- Get individuals from their Member countries involved in IHTSDO voluntary groups, for example by nominating appropriate people to join IHTSDO Advisory Groups or encouraging such individuals to participate in Special Interest Groups;
- Respond by the deadline to IHTSDO electronic votes or requests for input;
- Encourage individuals from their Member countries to take IHTSDO educational offerings;
- Coordinate with other Nominated Representatives on Electronic Health Records policies, interoperability, IHTSDO business, etc.
- Make every effort to attend General Assemblies in person or, if that is not possible, then to call in and participate by teleconference;
- Encourage Member funding of other individuals (such as Advisory Group members and Member Forum representatives) to General Assembly or other face-to-face meetings;
- Volunteer to host an October General Assembly;

- Represent IHTSDO's interests in the Member country's structure and bureaucracy, in so far as that roll does not conflict with other professional responsibilities;
- Work with other stakeholders to further the goals of IHTSDO, increasing health record interoperability and quality of care.

4 Management Board

The Management Board (or "MB") reports directly to the Nominated Representatives. It has two roles. First, it provides the strategic leadership necessary to establish and review the strategic plan of the organization. Second, it recruits, oversees, and evaluates the performance of the CEO and may participate in these activities for other senior executives of the organization.

The MB Governance Manual describes roles and responsibilities of the Management Board.

A chart reflecting the division of duties between the Nominated Representatives and the Management Board is in the Appendix.

4.1 MB Nominating Committee

The Management Board Nominating Committee is a group made up of Nominated Representatives and Management Board members. It is responsible for recruiting potential MB members and supplying a full list and recommended short list of candidates to all Nominated Representatives for election. Once the Nominated Representatives elect the MB members, the Board Nominating Committee provides orientation for the new members as well as continuing education for the rest of the Board.

The Nominating Committee is composed three Nominated Representatives (the GA Chair, the GA Vice Chair and one other), two Management Board members (the MB Chair and Vice Chair), plus the CEO (ex officio). It is chaired by a Nominated Representative selected by the three Nominated Representatives on the Board.

Roles and Responsibilities

- Identify and recommend prospective candidates for appointment to the Management Board;
- Review and update of skills matrix for Board members;
- Maintain and update the Board Profile Matrix and Evergreen List;
- Work with the IHTSDO Office to advertise the positions and collect applications;
- Interview selected candidates;
- Develop and implement orientation and continuing education programs for Board Directors.

5 Advisory Bodies

5.1 Member Forum

The Member Forum is an advisory body to the organization whose role is to facilitate collaboration and cooperation between the organization's Members, provide Member priorities for all new and proposed IHTSDO projects and products, and promote learning from shared experiences. The Member Forum supports the objectives of the organization by promoting consultation and communication at an operational level between the organization and Members. Member Forum representatives will ideally be knowledgeable about all operational and business aspects of their respective Member's national release center and have open communications channels with their GA member. It is co-chaired by a member of the MB and a Member Forum representative elected by the Member Forum members.

5.2 Vendor Liaison Forum

The Vendor Liaison Forum is comprised of diverse and appropriate representatives of the vendor community. It acts as an advisory body to the organization and the MB and can serve as a means for the sharing of views and information between the vendors and the organization. It is chaired by one or more MB members.

5.3 Healthcare Professionals Coordination Group and Professional Special Interest Groups

The Healthcare Professionals Coordination Group (HPCG) coordinates amongst the professional Special Interest Groups (SIGs), which are: Nursing, International Family Practice/General Practice, Dental, Anesthesia, International Pathology and Laboratory Medicine, and Pharmacy.

The SIGs are open, transparent, and ongoing bodies that advise the MB and Management Team on specific topics that are relevant to IHTSDO and its Members.

5.4 Functional Special Interest Groups

The Functional SIGs provide expertise and feedback to the MB and Management Team on core functional areas and are not specific to any particular clinical specialties. Like the Professional SIGs, they are also open, transparent and ongoing bodies. The Functional SIGs consist of: Implementation and Mapping.

5.5 Project Groups

Project Groups are composed of members of the Community of Practice, supported by IHTSDO staff. They are focused on completing a specific task within a particular period of time and typically have fixed membership.

5.6 Advisory Groups

Advisory Groups are established to conduct specific activities that contribute to the fulfillment of the Management Team's responsibilities or the organization's mandate. They

are agile in nature, given the changing needs and direction of the organization, and therefore each group operates under a sunset clause that facilitates a review of the applicable Advisory Group on an annual basis to determine if the group is still required or if changes in the Terms of Reference are required. Generally the Advisory Groups will have specific skills and abilities related to that particular group.

6 Management

6.1 CEO

The CEO is appointed by the MB and is accountable for implementing the strategic policy decisions of the MB. The CEO accomplishes his or her duties by hiring and directing senior staff in the planning, organizing and controlling activities of the organization.

The CEO is accountable to the entire MB. All authority delegated to staff flows through the CEO so that all authority and accountability of IHTSDO staff rests with the CEO. The individual performance of the IHTSDO staff remains the prerogative of the CEO and his or her subordinates.

The CEO will not perform, allow, or cause to be performed any act that is unlawful or not in keeping with accepted business and professional ethics, as judged by the prudent person standard.

6.2 Heads of Section and Management Team

The CEO manages various heads of section, each of whom manages a Line of Business. Some but not all Lines of Business have other IHTSDO employees. Collectively the CEO and Heads of Section make up the Management Team.

7 Nominated Representative Ways of Working

7.1 Meetings

Nominated Representatives normally have three days of meetings scheduled for each General Assembly (every April and October). The meetings take place on a Monday, Tuesday and Wednesday. The structure has evolved, but it might be structured something like the following:

- Monday: closed joint Nominated Representative/Management Board meeting to discuss large strategic issues or Member challenges;
- Tuesday: closed Nominated Representative meeting in the morning, and another joint Nominated Representative/Management Board meeting in the afternoon to discuss more specific issues;
- Wednesday: morning General Assembly meeting, open to the public.

Sample agendas are in Appendix B.

Add model agenda's for the April and October meetings (what is when on the agenda)

Description of the process (how the agenda is prepared)

7.2 Timeline of GA Responsibilities

A timeline is available on the IHTSDO Quality Management System at the following link:

http://qms.ihtsdo.org#General_Information/Governance_and_Advisory/General_Assembly.htm

8 For Further Information

If Nominated Representatives would like further information, they are encouraged to reach out to any of the individuals suggested below (contact information is available by writing to info@ihtsdo.org):

- The GA Chair;
- The GA Vice Chair;
- [Nominated Representative counterparts from other countries](#);
- The [Member Forum](#) counterpart from the Member country;
- The IHTSDO [Customer Relations Representatives](#);

Additional sources of reading material about IHTSDO and SNOMED CT:

- IHTSDO's website: <http://www.ihtsdo.org/>
- IHTSDO's Quality Management System: <http://qms.ihtsdo.org/>
- IHTSDO's Frequently Asked Questions: <https://ihtsdo.freshdesk.com/support/home>

9 Before you go...

...please let us know how we can make this manual better! Please write to the GA Chair with your recommendations (contact information is available through info@ihtsdo.org).

Thanks!

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 IHTSDO 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. MB is accountable to the Nominated Representatives.	Does not become involved in day-to-day management, but delegates and entrusts operational decisions to senior management, holding senior management accountable for the company's performance, its long-term viability and the achievement of its objectives.
Advises in the IHTSDO 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.
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.
Holds the MB accountable for that systems are in place to identify the principal risks and appropriate systems to manage these	Ensures that procedures and practices are in place to protect IHTSDO's assets and reputation.

Role of the Nominated Representatives	Role of the Management Board
risks.	
Monitoring Performance	
Holds the MB accountable for 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	
Holds the MB accountable for processes for selecting and evaluating CEO and senior management.	Selects the CEO. Assesses the individual performance and effectiveness of the CEO. Reviews succession planning for the CEO. Ensures that a plan for appointing, training and monitoring senior management exists.
Evaluates the MB and MB members on an annual basis, based on the self-assessment carried out by the MB.	Assesses the performance of the Board, reports metrics to the Nominated Representatives for annual review.
External Representation	
Acts as ambassadors for IHTSDO.	Acts as ambassadors for IHTSDO.

Appendix B Table of GA and MF Roles

Role of the Nominated Representatives	Role of the Member Forum
Role in IHTSDO	
Governance	Advisory
Represent the Members at the highest level, overseeing strategy, performance and finances.	Represents the Members at the operational level, providing Member priorities for IHTSDO projects and products; brings to the attention of IHTSDO 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 ehealth systems and interoperability.	Tasked with promoting collaboration and shared learning between Members and communication/consultation at an operational level between IHTSDO and Members.
Typical meeting frequency	
Twice a year	Once a month
Role in development of the IHTSDO work plan and budget	
Approves the final document.	Approves final priorities to be submitted to IHTSDO for inclusion in the work plan.
Ideal candidate	
High-level person in the national government; knowledgeable about national (and ideally multinational or international) ehealth strategies and implementation; knowledgeable about financial management of an organization; able to serve as a policy and strategy bridge between IHTSDO and the national government; able to work within the	Knowledgeable about all operational and business aspects of the Member's national release center; proactive and enthusiastic about sharing national experiences with other Members; open to regular cooperation with the GA representative.

Role of the Nominated Representatives	Role of the Member Forum
national government's budgetary structures in relation to IHTSDO's annual fee payment; open to regular cooperation with the MF representative.	

Appendix C Sample Agendas

C.1 Agenda from Nominated Representative/MB Closed Meeting in April 2015, Monday meeting

1. Welcome & Apologies - Chair
2. Conflicts of Interest - Chair
3. Address by the General Assembly Chair - Chair
4. Discussion of IHTSDO strategy, 2015-2020
 - a. SNOMED CT Strategic Considerations
 - b. Reference and Comparison Guide to IHTSDO Strategies and Tactical Directions
5. Discussion of issues facing Member countries with E-health and SNOMED CT adoption
6. Adjournment until Tuesday

C.2 Agenda from Nominated Representative/MB Closed Meeting in April 2015, Tuesday meeting

1. Welcome & Apologies
2. Conflicts of Interest
3. Approval of minutes from the October 2014 meeting
4. Actions from the October 2014 meeting
5. List of GA/MB Agreements
6. Opening Remarks by the Chair
7. Opening Remarks by the MB Chair
8. CEO Report
9. Consideration and vote on yearly financial reports
 - a. MB's annual report for the prior financial year
 - b. Financial report, including external auditor's report
10. Finance
 - a. 2015 March finance reports
 - b. 3-year budget
 - c. 2014 end-of-year finance report
11. Corporate Structure - Articles of Association and Relocation
12. KPIs and Management Report, Q1 2015
13. Management Board Manual and Elections
14. Standing Committee/Advisory Group Discussion
15. Vendor Engagement Strategy
16. Content Roadmap
17. Tooling Monthly Report
18. Any Other Business
19. Adjournment

C.3 Agenda from Public General Assembly Meeting in April 2015, Wednesday morning

1. Welcome & Apologies, confirmation of attendees and alternates with designated power of attorney
2. Selection of a minute-taker
3. Declaration of any conflicts of interest
4. Review and approval of the minutes of the last General Assembly meeting, held 29 October 2014 in Amsterdam
5. Opening remarks by Chair
6. Opening Remarks by MB Chair
7. Strategy 2015-20
8. Management Report and KPIs
9. Vote to accept 2014 Annual Report and 2014 External Audit
10. Vote on relocation to the UK
11. Proposal on the 2015 External Financial Auditor
12. Vote on the Standing Committees and Advisory Groups
13. Vote on the Management Board Elections Process
14. Tooling Presentation
15. Awards
16. New Zealand proposal for October 2016
17. Uruguay - October 2015
18. Any Other Business
19. Adjournment