

**American College of Health Care Administrators**

**Board and Committee**

**Handbook**

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# Overview

The American College of Health Care Administrators (ACHCA) is a professional membership organization whose business is facilitated through a volunteer committee structure. In addition to Board Standing Committees and Board Standing Advisory Committees, as established in the Bylaws, other working committees, subcommittees, and temporary and initiative focused task forces can be appointed by the Chair of the Board. Informal work groups may be created by Committee Chairs for specified projects of short duration.

### Committees

### Purpose: Volunteer committees are an integral part of ACHCA’s structure as they support the work of the association. Committee members assist ACHCA in the development of strategies and tactics that support the mission and strategic plan. Committees are a means to succession planning through fostering leadership growth and development and preparing members for advanced leadership roles. Committee members provide input and make recommendations regarding environmental trends, educational needs, and other important issues facing the association. The value of the committees stems from the diversity of perspectives and talents of its members and the discussion and work that occurs to move ACHCA forward. We believe that volunteers are motivated to make a difference. Committee participation must have meaning and value to our volunteers so that members will place their committee's commitments as a high priority. If committee participation is not meaningful and it does not make a difference, then perhaps it is not worth doing.

In 2013 The Race for Relevance Task Force recommended:

* An increase in the number and diversity of members involved in committee work to include seasoned and emerging leaders, geographic diversity, etc.
* That committee members must contribute to, and be engaged with, the committee.
* That staff take lead of the committees, including coordinating volunteer members, committee activities, and alignment with ACHCA’s strategic plan.
* That committees plan for leadership succession to ensure their sustainability.

These principals now guide planning and decision making around committee membership.

**Governance:** ACHCA operates under Policy Governance so there are two distinct types of committees established in the bylaws: These are the Board Standing Committees and the Board Standing Advisory Committees. The standing committee chairs and members are appointed by the ACHCA Chair, with the approval of the Board, to help them do their work in governing the organization. All committees operate under a committee charter detailed in the ACHCA Committee Handbook.

This governance based organizational structure is one in which Board members can focus on governance work from a national and global organizational perspective rather than having greater loyalty to geographic, personal interest, or specific committee initiatives. This governance model streamlines communications, minimizes pet initiatives, and fosters planning with multi-year strategic planning goals.

Board Committees: The Board acts on recommendations coming from Board Standing Committees and Board Standing Advisory Committees, and delegates operational management of the association to the President/CEO. When recommendations are brought forward to the Board from one of the Board standing committees, the Board can take the following actions:

* Adopt the recommendation
* Amend the recommendation
* Ratify the recommendation
* Reconsider the recommendation and return it to the committee
* Defeat the recommendation

Standing committee recommendations do not require a second for consideration by the Board. Once the recommendation is stated, discussion and board action follow.

The committee year commences upon the conclusion of the annual Convocation (1) and extends through the following Convocation. It is recommended that each committee, and task force hold an organizational meeting within 60 days after Convocation.

Operational committees: All operational committees are advisory to staff, but some are delegated specific decision-making authority. These operational committees report to, and are managed by, the President/CEO who is accountable for the work that they do. The committee chair is appointed by the ACHCA Chair, in collaboration with the CEO. The committee chair, in collaboration with staff, appoints committee members. The committee coordinates organizational activities such as evaluating educational proposals and reviewing award applications.

Subcommittees and Task Forces: At the discretion of the ACHCA Board, other focused subcommittees, and time limited task forces are established. The chairs of these subcommittees or task forces are appointed by the Board Chair with approval of the Board of Directors. The subcommittee or task force chair, in collaboration with the committee chair, appoints their members.

When recommendations are brought forward to the Board from an operational committee, the Board hears the recommendation and a member of the board, such as the board liaison to the committee, can make the recommendation for approval. If moved, the motion does not require a second and is followed by discussion and board action.

Work Groups: Committee chairs can appoint temporary and initiative focused workgroups. These work groups can be created to accomplish a focused and time limited objective, to gather information, or complete a project such as planning or coordination of a fundraising activity, or social event.

Board Liaisons: The board liaison role facilitates communication between the Board, standing committees, operational committees, subcommittees, and task forces and the ACHCA Board of Directors, and vice versa. (Appendix1)

**Structure:**

Standing committees of the Board of Directors recognized in the Bylaws include:

* Board Committees and include:
* Executive
* Finance
* Board Advisory Committees (consist of Board member liaisons and other elected or appointed individuals)
	+ The Academy of Long-Term Care Leadership and Development (Academy)
	+ Bylaws
	+ Nominating
	+ Professional Advancement (PA)
	+ Awards Committee
	+ Hall of Fame Committee

At the discretion of the ACHCA Board other operational committees and subcommittees are established that are advisory to staff and report to the CEO. Committee appointments are made for a renewable one-year term.

At the discretion of the ACHCA Board, task forces may be established by the Board for no more than one-year term, but the operation of the task force may be extended for an additional year with Board approval.

Operational (multi-year) Committees (not defined in the Bylaws)

The Board Chair, utilizing committee succession planning recommendations, and in collaboration with the CEO, identifies eligible candidates for operational committee chair and member appointment.

* Education Committee
* Mentoring Committee
* Policy and Advocacy Committee
* National Conference Planning Committee (NCPC)

**Annual Board Committee Resolution**

The Board Chair, utilizing committee succession planning recommendations, committee eligibility requirements specified in the Committee Handbook, and in collaboration with staff, identifies eligible candidates for Board Standing and Board Advisory committee chair and member appointment.  The President/CEO shall be a voting ex officio member of all Board Advisory committees and subcommittees, operational committees, task forces, and work groups.

(Appendix 2)

**Board Committees**

|  |  |  |
| --- | --- | --- |
| **Board Committee Type** | **Committee Chair** | **Committee Member** |
| Board Standing Committees (Executive, Finance) | The stated elected officer as specified in the Bylaws  |  The stated elected officers, appointed Directors and members as specified in the Bylaws  |
| Board Standing Advisory Committee (Academy, Bylaws, Nominating, Professional Advancement) | Appointed by the ACHCA Chair with Board of Director approval | Appointed by the ACHCA Chair with Board of Director approval.Members of the Nominating Committee are elected by ACHCA membership. |
| Task Force established by the Chair with approval of the Board of Directors. | Appointed by the ACHCA Chair with Board of Director approval | Appointed by the task force chair/leader with approval of the ACHCA Chair |

Succession Planning: In order to support effective succession planning for national leadership roles, preference for national level committee membership appointments is given to individuals who have previously served at the chapter or district level. It is suggested that prospective committee members provide a short biographical statement (application) for review and selection. This application will include information about pertinent experience and qualifications, as well as identify a potential conflict of interest for serving on a specific committee.

Chapter and committee service are a pre-requisite to national leadership succession. In order to provide committee membership opportunities that engage a diverse group of volunteers, introduce innovative ideas, and expand the network of resources, it is recommended that committee membership be limited to four consecutive years of service, exclusive of the role of chair.

# Committee Structure

### Committee Member Eligibility

* All ACHCA members in good standing are eligible to serve on national committees, provided that other eligibility criteria established for each committee is met.
* A call for volunteers is made regularly through national and chapter communications and through solicitation at national conferences.
* Committee candidates may express interest via email to the board chair or committee chair and complete the Disclosure Statement (Appendix 6) to indicate interest and qualifications to serve on a committee. Applications are reviewed by ACHCA leadership and tracked to the chart contained in the Board Resolution (Appendix 2)
* Committee members are recommended and selected based on qualifications, experience, and expressed interest in serving and to ensure that diversity and skill mix meet the needs of the ACHCA committee; the Committee chair must ensure committee size, composition, and attendance is sufficient to accomplish committee goals.
* Committee attendance is monitored to ensure presence of a quorum and to support the work of the committee. Two (2) consecutive absences by a committee, subcommittee, task force, or work group member may result in the replacement of that member on the committee at the discretion of the Committee Chair within 30 days.
* ACHCA actively seeks the nomination of candidates who are diverse with respect to race, gender, and ethnicity.

### Committee Responsibilities

* Meet at regular intervals but no less than quarterly via conference call to conduct the business of association functions. Committees may meet at national ACHCA events. The committee meeting schedule is announced in advance and every attempt is made to standardize to a designated week/day of the month to coordinate office resources.
* The meeting schedule that has been mutually established will be adhered to and not modified to accommodate a member’s personal needs. The meeting will continue with members and leadership present.
* Assist in the identification of member needs and offer suggestions concerning the development or improvement of programs, communications, articles (or other media), and other member services as needed.
* Provide information regarding developments in the field which may have practice implications.
* Serve as a resource for association activities.
* Generate recommendations to the ACHCA Board of Directors for action and/or approval.

**Committee Chair Responsibilities**

* Facilitate and attend all committee meetings, set the schedule of standing committee meetings, maintain rules of order, oversee voting on action items. If a committee chair is absent at any two (2) sessions, may be replaced at the discretion of the ACHCA Chair within 30 days.
* Coordinate and maintain timely exchange of information and communication with the staff liaison to generate committee agendas, approve meeting minutes, and confirm next meeting dates.
* Work with the staff liaison to identify a committee plan that is based on ACHCA’s mission and strategic plan; actively work to implement strategies and tactics of the plan.
* Evaluate and communicate the committee’s progress and accomplishments through a quarterly report to the Board of Directors, or as requested.
* Communicate directly with other committee chairs having any strategic committee overlap.
* Exercise leadership by stimulating thinking and committee member participation; Monitor participation and include all committee members in the deliberation and discussions; Keep discussions on track by continually restating the issue under consideration; Clarify issues by obtaining consensus.
* Troubleshoot and remove barriers that inhibit progress toward achievement of committee goals. For example, when a committee member is negative or monopolizing committee discussions, the chair will help that member to understand their role as one of many working toward a common goal.
* Brings committee recommendations/motions forward to the oversight committee or the ACHCA Board.
* Are invited to attend segments of ACHCA Board meetings either in person or via conference call connection to provide subject expertise.
* Work with staff liaisons to fill committee member vacancies as needed within 30 days of their occurrence.
* Coordinate and confer with the staff liaison on activities and issues as necessary to maintain communication and workflow.
	+ Monitor member participation and attendance and note patterns of attendance.
	+ Identify an action/communication plan to deal with those members who are not fulfilling attendance/participation expectations to ensure: 1) establishment of a quorum; 2) sustainability of committee progress and deliverables; and 3) documentation of individual member engagement to track to the ACHCA leadership ascension/eligibility queue. Options include:
		- Visual tracking of individual attendance/participation at each meeting to reinforce the ongoing importance of committee participation.
		- Verbal counseling to secure member engagement when participation falters.
		- Provision of the Committee Participation Letter that documents member response to their desires about continued committee service and/or self- removal from the committee for personal cause (appendix 16).
		- For continued member committee disengagement, displacement from the committee via verbal or written communication to allow for member replacement (sample Determination message for written or verbal discussion is found at appendix 17).
* Represents Committee/ACHCA as needed with internal and external stakeholders (e.g., company, state associations, other providers, related professional organizations).
* Works with external and internal stakeholders, and personal network, to further committee goals.
* Ensures that committee goals and work products effectively address member needs in the committee’s area of focus.
* Attends the ACHCA Annual Meeting and encourages participation of others.
* Respects confidentiality.
* Committee chairs may be removed by the ACHCA Board Chair for failure to carry out stated responsibilities.

**Committee member responsibilities**

* Attend and participate in committee meetings at no expense to ACHCA
* Contribute expertise, energy, and experience to accomplish designated committee goals by:
* Debating issues constructively and seeking agreement on best strategies for committee to pursue.
* Participating in committee activities/discussions in a respectful way that allows participation by all members.
* Communicating with staff liaison promptly about meeting attendance.
* Reviewing all meeting materials in advance and arriving prepared for discussions.
* Study the agenda and relevant materials prior to the meeting date; decide in advance how and what to contribute to the meeting based on the materials; remain focused on the agenda and bring up new business at the appropriate time; deliver remarks that are brief and focused on the issue at hand.
* Approaching committee work in a manner that will help to achieve the mission of ACHCA.
* Actively participating in one or more work groups. Workgroups focus on a specific topic/goal and provide recommendations related to that topic to the full committee for further discussion and approval.
* Sharing one’s own expertise and experience as well as identifying and accessing other outside experts to support the development of resources/tools/projects/events.
* Researching and exploring best practices that enhance the spread of worthwhile ideas related to the designated goals.
* Contributing to the completion of committee deliverables in a timely manner.
* Providing feedback on issues related to the committee’s area of focus as requested by ACHCA.
* Informing members/board of their state chapters about committee activity as appropriate.
* Serving as an “ambassador” of the committee and ACHCA by communicating with internal and external stakeholders (company, other providers, professional organizations, and state chapters) about key activities and engaging these groups in support of committee goals as appropriate.
* Respect confidentiality.
* Attend all meetings and communicate unavoidable absences to the staff liaison as far in advance as possible.

**Communication Hierarchy**

* The Board Chair of ACHCA, in collaboration with the CEO, coordinates all communications between the Board and the ACHCA Committees through the Committee Chairs and Board Liaisons. The Board has access to all committee minutes, receives reports and recommendations from the committees and reviews issues brought before them.
* Board members are expected to by abide by the [Code of Conduct](#boardcodeofconduct). (Appendix 4)
* Committee members are expected to abide by the policy on speaking on behalf of ACHCA. The portion of this policy that is applicable to Committee members is as follows:
	+ Committee chairs and members must have authorization to speak officially on behalf of ACHCA---whether through speeches, oral statements, or printed/electronic materials and must review with the designated staff liaison the content of their communications if their comments are to be construed as representing ACHCA. The CEO/President in coordination with the designated staff liaison reviews speeches and statements relating to ACHCA and identifies issues for committee members, as appropriate and upon request. The staff Liaison will aid in developing presentation tools.
	+ ACHCA recognizes that committee members, by virtue of their professional expertise, are often present at public and/or professional forums and may be asked to speak extemporaneously about ACHCA issues. Individuals who do speak extemporaneously are to state at the outset that their comments are offered as personal opinions or interpretations and are not to be construed as representing ACHCA policy. Once a committee has made a recommendation/achieved consensus, the individual committee member must support the group’s direction and not speak out in opposition.

**Disclosure/Confidentiality**

* Members of ACHCA Board and committees are expected to exercise unbiased and balanced judgments on the subjects addressed by the Board/committee. It is essential that members adhere to this policy to protect the reputation and integrity of the Board/committee, the work that is being performed and ACHCA. A conflict of interest or the appearance of a conflict of interest could arise if a member has a significant financial or other interest in any entity that offers products or services related directly or indirectly to the topic under consideration by the Board/committee. Not all conflicts or potential conflicts would disqualify the member from the committee. For these reasons, ACHCA needs to assure appropriate consideration and disclosure of any potential conflicts of interest or any possible appearance of conflicts of interest.
	+ The executive committee, or the board, will review all potential or actual conflicts identified by the Nominating committee for candidates for election or appointment. A determination will then be made whether such conflict will impede the candidate from running for election or stand appointment. A candidate notified of a COI that deters advancement in ACHCA elected or appointed positions will have the opportunity to appeal that decision within 10 days by putting their appeal in writing to either the Board chair or the ACHCA CEO. Appeals will be reviewed by the Board of Directors in a timely fashion”. (2/20/15)
* A significant financial interest is defined as any financial interest of the member or his/her family, including but not limited to employment, ownership of stock or other investment interest, service on the board of directors, receiving honoraria, consulting fees, or grants or funds or any other public association with another national long term care association or any other entity offering related products or services.
* Members are asked to agree to the following:
	+ To consider the subject matter that the member has been invited to address in the Board/committee considering any potential relationships, as delineated above that could pose a conflict of interest or the appearance of a conflict of interest.
	+ To disclose such conflicts in the disclosure statement (Appendix 6) and at the beginning of Board/committee meetings where relevant subject matter may be discussed. Members should understand the ACHCA may find it necessary and appropriate to disclose the existence of any identified potential conflict or possible appearance of conflict of interest in connection with any subject addressed by the Board/committee.
	+ To complete, sign, and return a Disclosure and Confidentiality Statement and abide by the Antitrust, Disclosure and Whistleblower Policies. (See Appendices 5, 6 and 7); In addition, the Disclosure statement must be updated if any new relevant information arises.
	+ To recuse him or herself from voting on that issue should a significant financial or other interest impact and decision to be made on a subject matter pending consideration.
	+ To withdraw from receipt of such information and/or attendance at such discussion, to the extent any such actual or potential conflict or competing interest places in question the ability of the member to honor any request by ACHCA staff for a reasonable and appropriate timing of the release of information or of the nature of the discussion by or advice of the Board/committee on any subject.
* All Board/Committee members must respect the proprietary rights of ACHCA and be sensitive to appropriate uses of ACHCA information including the specifics of the Association’s Strategic Plan.
* Conflicts of interest are reviewed and if a conflict exists, the appropriate Board/committee considers three possible outcomes: Recognize it and take no action, be recused from discussion or voting on specific matters; and removal from the committee.
* Any disclosure and any other action concerning a matter by any Board/committee member in accordance with this policy shall be recorded in the minutes of the meeting at which the matter is considered. (See Appendix 6, Disclosure Statement).
* ACHCA Bylaws state: No contract or transaction which may result in a direct or indirect financial or personal benefit to one of more the Corporation’s Directors, Officers, members, or employees shall be void or voidable solely for this reason, if:
	+ The material facts of the individual’s or individuals’ relationship or interest in the contract or transaction are disclosed or are known to the Board of Directors, and the Board of Directors explicitly reviews the matter with the concerned individual or individuals absent while that matter is being discussed; and
	+ The Board of Directors in good faith authorizes the contract or transaction in advance by the affirmative vote of a majority of the disinterested Directors or members, even though the disinterested Directors or members may constitute less than a quorum; or
	+ The contract or transaction is fair to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors or the members.
	+ Interested Directors, Officers or other interested individuals shall recuse themselves from Board of Directors meetings during both discussion and voting in connection with potential or actual conflict of interest situations. An interested individual may, however, answer questions if he or she otherwise recuses himself or herself.
	+ Interested Directors and Officers may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which the Board authorizes the contract or transaction at issue.
	+ Failure of a Director or Officer to fully disclose circumstances or relationships as required by this Article and any policy guidelines adopted by the Board of Directors is cause for removal of the Director or Officer as provided for in these Bylaws.

**Anti-Trust**

ACHCA’s officers, directors, and staff management exercise oversight of committees by implementing the following basic steps:

* Adopt a formal antitrust policy in which ACHCA affirms its commitment to abide by the spirit and the letter of federal and state antitrust laws.  The policy is distributed to ACHCA officers, directors, employees, and representatives at the inaugural committee meetings each year.  ACHCA refrains from enforcing “unwritten” policies that restrict membership or program participation.
* All restrictions are reviewed for full compliance with ACHCA’s governing documents.
* All ACHCA committee meetings have an agenda circulated in advance, and minutes of all meetings properly reflect the actions taken at the meeting.  ACHCA will intervene when any meeting (formal or informal) reflects that improper subjects are being or will be discussed.
* Any proposed board, committee, or staff recommendations or decisions with potential antitrust implications are reviewed in advance by in-house or outside counsel.

ACHCA is cognizant from both the antitrust and corporate perspectives that it should operate in a transparent manner subject to written policies and procedures. ACHCA acknowledges that anything said or written by a member or employee, including e-mails, text messages, and the like, may end up before a jury in the event of litigation.  All ACHCA statements, actions, and writings will be as clear and unambiguous as possible to avoid misinterpretation or misconstruction after the fact.  This rule carries through to statements made and actions taken at or in connection with association-sponsored conferences, trade shows, cocktail parties, dinners, and social events, and on association-sponsored electronic communication services such as list serves and other similar forums.

ACHCA, aware of potential antitrust risk of membership and program restrictions, minimizes risk by reviewing membership and program eligibility and participation rules carefully to ensure that they are appropriate for the market and legitimate procompetitive purpose of the association. (See Appendix 5)

**Whistleblower and Non-Retaliation Policy** (See Appendix 7)

**Strategic Plans**

Committee strategic plans are tied to the Association strategic objectives. (Appendix 10); The Association Organization chart is included at Appendix 12.

**Committee Management Tools**

The Appendix contains committee management tools including:

* Agenda/Minutes Template (Appendix 13)
* Attendance Tracker (Appendix 14)
* Sample committee appointment letters (Appendix 15)
* Sample Committee Participation letters (appendix 15-17)
* Sample committee thank you letters (Appendix 18)

**ACHCA Board**

**Governance:** Defined in the ACHCA Bylaws.

**Purpose:** The ACHCA Board of Directors meets at least five times per year, in person or via electronic means such as conference calls or video calls, to conduct the governance business of ACHCA. Board meetings are open to members upon request made to the Board Chair in advance of the meeting.

**Executive Committee**

**Governance:** The Executive Committee is a Board Standing committee in the ACHCA Bylaws that consists of the officers appointed by Board Resolution. The Chair of the Board of Directors shall serve as Chair of the Executive Committee. Executive Committee appointments are for one (1) renewable one (1) year term.

**Purpose:** The Executive Committee is authorized to exercise the authority of the Board of Directors in the management of the Corporation between meetings of the Board as defined in the ACHCA Bylaws. The Executive Committee oversees board level human resource functions including the recruitment and performance evaluation of the President/CEO, board member performance, and adherence to ethical business and performance practices and the ACHCA Code of Ethics. The Executive Committee meets as needed between regularly scheduled meetings of the Board to conduct business and address urgent issues.

###

### Finance Committee

**Governance:** The Finance Committee is a Board Standing committee in the ACHCA Bylaws that consists of one or more Directors and members appointed by Board Resolution. The Secretary/Treasurer of the Board of Directors shall serve as Chair of the Finance Committee and is an appointed member to the ACHCA Academy Committee. Finance Committee appointments are for one renewable one- year term.

**Purpose:** The Finance committee shall have and exercise the authority as defined in the ACHCA Bylaws. It is charged with assuring fiscal responsibility, review of financial information, oversight of investments, and assisting staff with budget preparation for ACHCA. The Finance committee meets monthly.

###

### Academy of Long-Term Care Leadership and Development Committee

The Academy was established as an oversight committee in 2007 to solicit and monitor fundraising efforts on behalf of ACHCA. The Academy replaced the Foundation of ACHCA which was discontinued in the early 2000’s.

**Mission:** The Academy of Long-Term Care Leadership and Development Committee (Academy), in support of the mission of the American College of Health Care Administrators (ACHCA), advances long term care leadership excellence through generating resources to support education, research, and development.

**Vision:** The Academy strives to be the premiere fundraising arm for ACHCA to solicit and receive grants, donations, bequests, and sponsorships that support leadership and leadership development to enhance the competence and capacity of health services administration.

**Voice:** The Academy is a component of the American College of Health Care Administrators which is a thought leader, advocate, and voice for evidence-based practices and cutting-edge developments that position leaders to proactively lead a dynamic, challenging, and socially significant field.

**Governance**

The Academy of Long-Term Care Leadership and Development Committee (Academy) is a Board Standing Advisory Committee established in the Bylaws.

Membership of the Academy is comprised of no greater than 14 people of whom 12 are voting committee members and two (2) are non-voting committee members.

Three (3) annual appointments can be made by the ACHCA Board Chair:

* Academy chair
* ACHCA treasurer
* Board Liaison

The ACHCA President and Chair are ex officio voting members of the Academy.

The Academy may be comprised of up to six (6) other members.  One member must be an ACHCA member who is an academic teaching in an LTC program.  Up to three (3) of the members of the Academy need not be members of ACHCA.

The Academy may also include two (2) non-voting committee members of which one (1) is the annual, non-voting designated NY Chapter Seat (representing the Sister Joan/Michael Cuseo Diversity Fund) and one (1) non-voting seat reserved for a designee associated with a sizable funder.

**Purpose:**

The Academy has the responsibility to build recognition, generate resources, and provide support for the following leadership enhancement activities:

* Education: The Academy assesses need, supports development, and collaborates with internal and external entities on the advancement of leadership education programs.
* Leadership Development: The Academy partners with synergistic organizations in support of leadership development initiatives.
* Research: The Academy identifies and supports opportunities for research activities.

The Academy is dedicated to advancing leadership development, sponsoring leadership programs, and supporting research. The Academy strives to enable long term care leaders to create environments that best serve the individual needs of residents/clients and staff. The Academy committee is comprised of Board, business and academic representatives, and active members of ACHCA. The Academy is charged with identifying and pursuing financial sponsors, grants, and supportive donors for ACHCA leadership development activities.

The Academy Committee researches and recommends to the ACHCA Board of Directors, support for, and use of, ACHCA restricted fund and grant resources (McConnell Fund, Thorpe Fund, Sr. Joan and Michael Cuseo Diversity Fund, and David B. Oliver Legacy Society, etc.).

The Academy Committee:

* Supports and seeks funding for specified LTC leadership development initiatives such as the mentoring initiative, the student poster exhibition, student Scholar support, etc.
* Receives and evaluates requests, and makes recommendation for funding for third party requests such as the Advancing Excellence in Long Term Care Collaborative, the National Emerging Leadership Summit (NELS), Vision 2025, etc.
* Assists the ACHCA Board in the planning and coordination of fundraising initiatives conducted for/by ACHCA. This includes:
	+ Activities that benefit the ACHCA initiatives, such as the year end fund drive, Board donation initiatives, memorials and tributes, and third-party compensation/honoraria that support administrative work of third-party organizations.
	+ Activities that benefit the Academy initiatives such as the Fellow Promise, Mentor Covenant, and dedicated Academy fundraisers at Convocation.

ACHCA initiatives may be coordinated across various committees including the National Conference Planning committee, Professional Advancement committee, Education committee, Membership committee, etc.

**Fundraising and Financial Support**

All donations are made to, and received by, ACHCA as a 501c3 (from donors, grants, estates, fundraisers, etc.).

* The Academy Committee operational finances and temporarily restricted revenue are housed within the ACHCA bank account as any other ACHCA committee.
* The Academy may receive restricted or unrestricted donations. Permanently restricted accounts are accounted separately on the balance sheet and include the Sr. Joan and Michael Cuseo Diversity Fund, Thorpe Fellowship, McConnell fund, Georgia Chapter fund, and the David B. Oliver Legacy Society fund.
* The Academy account receives, at the discretion of the ACHCA Board, an annual transfer from the ACHCA equal to the net of Academy designated fundraising activities at Convocation or 10% of the Convocation net, whichever is greater. These dollars are designated to support Academy non-restricted initiatives.

Donations made to benefit the Academy by individuals and/or groups are recognized in writing either by email or letter as appropriate to the size of the donation. Life donors (members) to the former Foundation were subsumed into the Academy in 2007 as Academy Life members. Individuals who previously were recognized as Life members of either the ACHCA Foundation or the Academy (Original donation of $500) are grandfathered to receive recognition as Academy Life Members. A lifetime donation category is no longer available to new donors; however, donations are cumulative year over year and can earn a higher level of recognition with successive contributions. In order to honor past chapter leaders or members who have been recognized as outstanding members of ACHCA, Chapters may donate $500 to recognize the member as an Honored Benefactor.

On September 25, 2019, the ACHCA Board approved the Mentor Covenant. Mentor Covenant revenue is designated for the Mentor Program.

###

### Bylaws Committee

**Governance:** The Bylaws Committee Chair and members are appointed by the Chair of the Board with Board Approval for two-year, staggered, one-time renewable terms.

**Purpose:** The Bylaws Committee is a standing advisory committee that:

* Ensures that the Bylaws and Articles of Incorporation for ACHCA and the chapters are current, follow legal and regulatory requirements, and reflect sound organizational and board governance principles. These documents provide guidance and assure fair and equitable membership practices and services.
* Reviews chapter affiliation status and makes recommendations back to the chapters and/or to the Board for further action.
* Provides guidance in the development of organizational documents that support legal, financial, and regulatory compliance.
* Clarifies and interprets ACHCA documents upon request to assure continuity of compliance and adherence to governance principles and the organization’s mission and goals.
* Utilizes consultant resources, such as the service of a parliamentarian, legal or compliance representatives, or accounting and tax advisors, to carry out the work of the committees.

### Nominating Committee

**Governance:** The Nominating Committee is a standing committee in the ACHCA bylaws and consists of the Immediate Past Chair, who shall serve as chairperson for the duration of the position of Immediate Past Chair, and six (6) members to be elected by the membership. The terms of office of the six (6) members shall be two-year staggered terms with three (3) new members elected each year. Terms shall commence at the close of Annual Convocation following their election.

In the event of a National Emergency, Disaster, Pandemic or Act of God and the Annual Membership Meeting- Convocation is not held, all existing timelines and actions noted above and throughout this document will continue to occur consistent with the timing of the Annual Membership Meeting/Convocation.

Members of the Committee shall not be eligible for a successive term nor serve on any other national committee or ACHCA Board of Directors during their term, with the exception of the Immediate Past Chair. Members eligible for this Committee shall be voting members in good standing, who are ACHCA Fellows (at the time of nomination). Members must have demonstrated service and commitment on a national and/or chapter level and represent a wide geographic distribution, specialty expertise and business diversity.

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| --- | --- | --- | --- |
| **Composition** | **Number** | **Composition** | **Term** |
| Appointed by the ACHCA Board Chair with approval of the Board. | 1 | Nominating Committee Chair | Duration of current term served as ACHCA immediate past Chair |
| Elected by membership | 6 | Elected members | Elected, two-year staggered terms, with three elected annually. |

**Purpose:** The Nominating Committee:

* Serves as a search committee year-round and releases a Call for Nominations with clearly prescribed and broadly circulated criteria set forth by the Board of Directors.
* Vets all candidates for all elected positions on the ACHCA Board, the Nominating Committee, the Academy of Long-Term Care Leadership and Development.
* Solicits and vets all candidates for appointment by the ACHCA Chair for the ACHCA Board, Nominating, Academy and Professional Advancement Committees.
	+ The appointment vetting process can be accomplished at any time in the Board year. If candidates have previous applications on file, these can be reviewed and updated, along with the COI form which captures the necessary information.  Once the information is received/updated, the Nominating committee can conduct Email vetting/COI review within 24-48 hours if necessary. The Nominating committee vetting provides consistency to the appointment process.  Once the application is vetted, the Board chair seeks Board approval before the appointment is conferred. Staff will prepare the appointment letter on behalf of the Chair.
* Vets candidates who are identified by the nominating committee or are self- nominated so as to determine their eligibility prior to election or appointment.
	+ Candidates with identified potential or actual conflicts are presented to the Executive committee and/or the Board for full consideration of the identified conflicts of interest before a determination of such COI is made which may affect candidacy for an ACHCA elected or appointed position.
	+ In the event the candidate who is informed of a COI that prevents ACHCA board or committee participation, he/she may appeal that decision within 14 days of that notice, directly to the ACHCA Board Chair and/or the President and CEO for further consideration.
* Warrants that the candidate search process considers the overall composition of the board to ensure the widest mix of individuals across the membership. The committee shall seek candidates to serve on the board and board standing committees who have prior ACHCA leadership experience at the chapter/national level, and represent diverse backgrounds including geographic distribution, gender, age, practice setting, and specialty/professional expertise.
	+ Candidate consideration includes chapter and committee participation, track record of attendance, and engagement activities to ensure candidates are positioned to be successful to advance the mission of ACHCA
* Strives to have a multiple slate, of more than one nominee for each elected office or position, to ensure choice. (Per the Bylaws parliamentary authority which is based on: The American Institute of Parliamentarians Standard Code of Parliamentary Procedure).
* Oversees the election process and timelines in accordance with the ACHCA Bylaws and the rules established by the Board of Directors. (Appendix 3).
* Ensures committee leadership succession planning with the goal of identifying and mentoring future leaders, in addition to nominating a slate for our board.
* The Nominating committee will ensure:
	+ Board Standing Committee candidates: Eligibility requirements are noted in each Board Standing Committee Charter.
	+ Board of Director candidates: Eligibility requirements are stated in the ACHCA Bylaws and include:
		- A designated number of the Directors are elected by the members at large and the remaining Directors are elected by members from a specific designated areas or groups.
		- Candidates must have a demonstrated track record of leadership in ACHCA to include having unique knowledge, experience, skills, or talent that will enhance the effectiveness and performance of the board.
		- Candidates must be a voting member in good standing at least the immediately preceding two years, and a Fellow of ACHCA.
		- Each Director shall be elected for a three-year, one-time renewable term; terms are staggered with one-third of directors being elected each year, in addition to unfilled positions that exist.
	+ Officer candidates: Officer Candidate eligibility requirements and terms are stated in the ACHCA Bylaws. Considerations include:
		- A designated number of the officers are elected by the Board of Directors as specified in the ACHCA Bylaws.
		- Officer candidates must:
			* Be a voting member in good standing for at least the immediately preceding two years.
			* Be qualified as an ACHCA Fellow.
			* Be vetted by the Nominating committee for disclosures and active conflicts of interest.
			* Have served at least two contiguous years on the Board, at the time of vetting, which may, or may not, be the current term.
			* Have a demonstrated track record of leadership in ACHCA to include having unique knowledge, experience, skills, or talent that will enhance the effectiveness and performance of the board.
			* Have had a three-year hiatus from the ACHCA Board if the individual has held a prior board office or as noted below, except for the Secretary/Treasurer who can advance to other office or as a director, without a three-year hiatus.
		- Officer candidates are elected by the existing ACHCA Board at their first Board meeting.
			* In the even years, the Chair-Elect advances to Chair for a two-year, nonrenewable term\*.
			* In the even years, a Vice-Chair is elected from a slate of candidates for a single one-year, nonrenewable term; (This position does not automatically advance to the position of Chair-Elect).
			* In the odd years, a Chair-Elect is elected from a slate of candidates for a single one-year, nonrenewable term; This chair-elect automatically advances to the Chair position in the following (even) year.
			* Annually, a Secretary/Treasurer is elected from a slate of candidates for a one-year, one-time renewable term.

|  |  |  |  |
| --- | --- | --- | --- |
| **Position** | **Term** | **Even Year** | **Alternate Years** |
| Chair | Two-year nonrenewable term  | Advanced from Chair Elect\*  |  |
| Chair Elect | One-year, nonrenewable term |  | Elected |
| Vice Chair | One-year, nonrenewable term | Elected  |  |
| Secretary/Treasurer | One-year, one-time renewable term | Elected | Elected |
| Immediate Past Chair | Two-year nonrenewable term | Advanced from Chair |  |

* Officer Election Process:
	+ The First meeting of the old board is convened by the outgoing Board Chair who conducts officer elections utilizing the officer election process:
		- The Nomination Committee Chair/the outgoing, Immediate Past Chair presents the officer candidate report whose credentials have been reviewed and found eligible to stand election.
	+ The Chair of the outgoing nominating committee asks:
		- “Are there any nominations from the floor for any of these positions from any Voting member present today?” (Repeat three times)
			* Candidates for election to Officer Positions must be who have completed at least two contiguous years of service on the ACHCA Board (annual meeting to annual meeting), which may or may not be the current term; and are vetted for disclosure and conflict of interest criteria.
	+ Candidates from the Floor:
		- Individuals may nominate themselves.
		- A nomination does not require a second. It is acceptable to do so but not required.
		- Any voting member can nominate.
			* If there are nominations from the floor, the Nominating committee chair will vet the nominee from the floor prior to the vote including: tenure, ACHCA Fellow status, and potential conflicts at the time of the call from the floor.
			* If there are no nominations from the floor, then the elections process shall proceed.
			* Candidates for officers of the National Board of Directors shall respond to a prepared list of questions which have been developed by the outgoing Board of Directors. (Time for Q&A; limit response to 2 minutes per question).
	+ Ballots will be distributed, and a secret count will be taken:
		- If an election is uncontested, without nominations from the floor, a verbal vote can be taken with majority rule.
* Per ACHCA Bylaws **Section 3 Duties:** The Chair of the Board shall have the right to vote on all secret ballots, and on open votes, the chair will not vote. If there is a tie, there will be a revote. Individuals on a phone do have a vote for a secret ballot if they have full access to be engaged in the meeting discussion.
	+ - * If there are more than two candidates for any office, a vote will be taken and the candidates receiving the fewest votes will be dropped. A second election will be held for the remaining two candidates.
			* Votes will be counted by the outgoing Nominating Committee Chair in concert with the president/CEO; once the count has been conducted, the elections result is announced.
	+ The outgoing Board Chair installs the new officers, and then passes the gavel to the newly elected Chair.
	+ Officers take office immediately upon election/installation by the incoming board.
		- The new board officers are elected and installed no later than the end of the day immediately following the Annual Membership meeting.
		- In the event of a National Emergency, Disaster, Pandemic or Act of God and the Annual Membership Meeting- Convocation is not held, all existing timelines and actions noted above and throughout this document will continue to occur consistent with the timing of the Annual Membership Meeting/Convocation.
		- Works with committees, board liaisons, and staff to ensure committee member candidates are proposed for Board Resolution annually at the initial Board meeting of the incoming board.

### See Appendix 3 for the Election Timeline

### Professional Advancement Committee

**Governance:**

The Professional Advancement Committee consists of at least ten members identified from a slate of eligible candidates vetted by the Nominating Committee prior to approval by the board and appointment by the ACHCA Chair. Appointments are made for one renewable, two-year term in alternate years.

|  |  |  |
| --- | --- | --- |
| **Position/Stakeholder Groups** | **Number** | **Qualifications** |
| PA Committee Chair | 1 | ACHCA member in good standing and a Fellow |
| Professional members | 7 | ACHCA members in good standing, at least two of whom must be an ACHCA Fellow. The Board Liaison may serve as one of these four individuals. |
| Committee members representing employer interests | 1 | Does not need ACHCA membership but is accorded full voting privileges on the PA committee.  |
| Academic Representative | 1 | ACHCA member in good standing who serves as a faculty member at an academic institution engaged in long term care administration instruction.    |

Committee members wishing to serve again must take a two-year absence from the committee after completing their second term. Both CNHA and CALA designations must be represented on the committee.

The PA committee shall actively conduct succession planning for subsequent committee members to be vetted by the Nominating Committee.

**Alignment:** The Professional Advancement Committee is a component of ACHCA which is the incorporated entity.

**Mission/Purpose:** The Professional Advancement (PA) Committee ensures the credibility and validity of the Fellow and recognition programs.

**PA Committee Responsibilities:**

General:

* Advances ACHCA recognitions and awards.
* Facilitates all aspects of the Certified Renewal and Fellows recognition activity at the Convocation.
* Audits a minimum of 10% of both Certified Renewal and Fellow submissions.
* Maintains current professional Certification Renewal and advancement policies.
* Reviews and approves promotional materials, flyers, etc.
* Makes recommendations to the ACHCA Board of Directors as appropriate.
* Ensures PA Committee succession planning
* Oversees the Award committee.
* Evaluates eligibility for honorary national recognition applications such as Fellow Emeritus and Certified Emeritus and may make recommendations to the ACHCA board for Honorary Fellowship recognition.

Professional Certification Renewal:

* Reviews current professional Certification renewal content and resources.
* Determines eligibility for professional Certification renewal applicants.
* Makes determination on the decertification of candidates.
* Maintains a current Professional Certification Handbook.

Fellow Status:

* Promotes the virtues of professional development through advancement to Fellow.
* Determines eligibility for Fellow applicants.
* Oversees the Fellow program.
* Maintains a current Fellow application.

### Awards Committee

**Governance:** The Awards committee is comprised of a Chair, appointed for a two-year renewable term by the Board Chair, with the approval of the Board of Directors. Members of the committee are appointed by the committee Chair. Past Awards recipients are eligible to serve on this committee.

**Purpose:** The Awards committee:

* + - * Ensures that all ACHCA awards and scholarships have objective eligibility criteria and have a fair and credible selection process.
	+ Since the Board of Directors bestows awards, it is recommended that no awards be bestowed on sitting Board of Directors members except by exception.
		- * Works collaboratively with the National Conference Planning Committee and ACHCA staff to ensure the ceremonial aspects of conferring awards, recognitions, and scholarships are meaningful and provide recognition and esteem.
* Works with membership, the chapters, and districts to identify (or ensures the identification of) multiple qualified candidates for each category of awards, recognitions, and scholarships.
* The slate of candidates is presented to the ACHCA Board of Directors, on behalf of the PA committee, for approval so that they may be recognized and celebrated.
* The awards program may be sponsored by external parties per the exhibitor and sponsor prospectus.
* ACHCA awards include:

Individual Awards

* + Distinguished Service to ACHCA Award
	+ Distinguished Nursing Home Administrator Award
	+ Distinguished Assisted Living Administrator Award
	+ New Nursing Home Administrator Award
	+ New Assisted Living Administrator Award
	+ Education Award
	+ Journalism Award
	+ Public Service Award
	+ ACHCA Outstanding Member Award
	+ Mentor Award

External Entity Awards

* + Business Partner Award
	+ ACHCA Champion Award
* Ensures the promotion, solicitation, qualification, and review of Chapter/District Achievement Award applications.
* Coordinates the Eli Pick Facility Leadership Award initiative from application through promotion and recognition.
* Ensures the management of the Chair’s award with the ACHCA Board Chair.
* Assists in the Identification of candidates/initiatives for the Sister Joan Cassidy and Michael Cuseo Diversity Fund Scholarship, the Richard L. Thorpe Fellowship, and the W. Philip McConnell Scholarship (in collaboration with the Ohio Chapter) and the Hollander Scholarship for review by the ACHCA Academy and approval by the ACHCA Board.
* Ensures the identification and celebration of ACHCA members eligible to be honored for years of membership and/or past service to ACHCA.
* Works collaboratively with the Professional Advancement Committee to vet candidates for the Honorary Fellowship for presentation to the ACHCA Board.

**ACHCA Hall of Fame Committee**

**Purpose**

The ACHCA Hall of Fame is created to recognize individuals that have made significant contributions to the American College of Health Care Administrators over an extended period, or for a very unique and lasting contribution to the College.

**Criteria**

To be eligible for membership in the ACHCA Hall of Fame, Individuals must have been a member of the College for 15 years. There may be some early members (1960’s) that did not meet the tenure requirement and may be considered without meeting this requirement. All candidates must have attained the status of Fellow to be considered. The individual must have served the organization in leadership roles and contributed to the success of the College in a variety of ways.

**Process of Selection**

During the first three years of existence, the Board Chair will appoint a committee of Board members and other Fellows of the College to select members. During this initial period, all members of the Hall of Fame will also vote on nominees. Nominations will be taken from all members of the College on an appropriate form with signatures of five Fellows. The members of the committee shall vote on membership with a requirement of at least 75% of the vote in favor of the nominee to be elected. Elections to the Hall of Fame will occur during the same cycle as national elections for officers and board members occur. Successful nominees will be submitted to the current board of directors for ratification.

After the initial three-year period, the chair will select a Hall of Fame committee chair from the board, and the committee will be selected from the members of the Hall of Fame. The committee will accept nominations and verify credentials and submit candidates to the Hall of Fame membership for election. All living members of the Hall of Fame are eligible to vote. Candidates must receive 75% of the vote to become a member.

No more than four candidates can be elected to the Hall of Fame each year.

**Recognition**

Members of the Hall of Fame will be recognized on election at the awards event at the annual Convocation. Members will receive a plaque and a blazer at that time in recognition of the honor. A permanent online recognition will be maintained on the College website and a permanent plaque with members of the Hall of Fame will be maintained and exhibited at the annual Convocation. Should the College ever develop an office, the permanent plaque will be maintained there.

**Operational Committees**

At the discretion of the ACHCA board other operational committees and subcommittees may be established that are advisory to staff and report to the CEO.

### Education Committee

**Governance:** The chair of the Education committee is appointed by the Board chair in collaboration with the CEO for renewable one-year terms. Committee and subcommittee members are appointed by the committee chair in collaboration with ACHCA staff for renewable one-year terms. The education committee consists of a board member liaison and other appointed individuals and reports to the CEO.

**Purpose:** The Education Committee:

* Assists the national office to identify areas of leadership interest for programming.
* Reviews proposals to develop educational offerings including Annual Convocation and other such conferences as may be planned by the organization.
* Ensures educational program eligibility and credibility for the continuing education approval by accreditation bodies such as NAB, and others as needed.
* Participates in the design, implementation, and review of ACHCA provided distance learning programs including webinars, journal self-studies, and partnership offerings.
* Ensures programmatic relevance by reviewing learner needs assessments, program evaluations, and speaker effectiveness.
* Oversees the activities of and periodic work groups, such as the poster session exhibition.
* Reviews and approves requests for networking communities and monitors their relevance for continuation.

### Mentoring Committee

**Governance:** The chair of the committee is appointed by the Board chair in collaboration with the CEO for renewable one-year terms. The mentoring committee consists of individuals appointed by the committee chair in collaboration with staff for renewable one-year terms, and reports to the CEO.

**Purpose:** The mentoring committee:

* Provides professional leadership development opportunities to health care administrators by connecting mentors and protégés across the country.
* Promotes excellence in leadership among long-term care administrators.
* Develops and promotes natural leadership skill, which is paramount to enhancing future leadership capacity to serve the long-term care service field.
* Utilizes education, resources, and tools to help mentors and protégés to form successful partnerships using an evidence-based approach to development and support.
* Develops products and deliverables including:
	+ A mentoring curriculum
	+ Protégé selection process
	+ Mentor education
	+ Mentoring Tools
	+ A Mentoring credentials
	+ Annual evidence-based evaluation
* Monitors the utilization of grant resources for the achievement of desired goals and outcomes.
* Secures additional funding and revenue in collaboration with the ACHCA Academy to insure long term sustainability of the program.

### National Conference Planning Committee

**Governance:** The Chair of the National Conference Planning committee (NCPC) is appointed by the Board Chair in collaboration with the CEO for a renewable one-year term. The NCPC chair is an ACHCA member in good standing with Fellow status and has a record of attendance at prior Convocations. In addition, the NCPC Chair has demonstrated an overall involvement with ACHCA and ACHCA committees.  To ensure sustainability and succession of NCPC leadership, a Chair/Co-chair structure was introduced in 2014. Annually a co-chair is appointed for a renewable one-year term with the second-year appointment advancing to NCPC chair.

The NCPC reports to the CEO and is comprised of key committee any NCPC subcommittee chairs and other committee chairs as needed, a board liaison, and staff liaisons with responsibilities related to the conduct of successful educational conferences. It is advisory to ACHCA staff and the contracted meeting planner.

Work Groups may be appointed as necessary by the NCPC Chair to address specific conference planning activities.

**Purpose**: In conjunction with the meeting planner, the NCPC is charged with:

* The coordination and communication of all education conferences to ensure the integration and coordination of education, logistics, exhibits and sponsorship, and business meeting activities.
* Utilize the conference dashboard to:
	+ Track major conference milestones.
	+ Ensure timelines are met.
	+ Monitor adherence to the budget; and
	+ Ensure the achievement of conference goals.
* Coordinating with the Education Committee, the Awards Committee, a local work group (if applicable), contracted meeting planning services, and ACHCA staff to make sure all aspects of the conference create an environment conducive to learning, networking, recognition, and conference profitability.
* Providing input to assist staff in evaluating conference results and identifying ways to improve educational content, conference attendance, and balancing member value against conference profitability.

**APPENDICES**

**Appendix 1**

**Board Liaisons Responsibilities**

The Board Liaison is a member of the Board of Directors who is assigned to a specific committee to act as a liaison between the Board and Committee.   The Board Liaison represents the Board at their Committee meetings and represents the Committee at Board meetings.  They are ex-officio voting members of the committee. The following are the main areas of responsibility for a board liaison’s interactions with his/her assigned groups:

* Communicate regularly with committee chair to stay up to date on committee projects and activities. Contact the chair before each board meeting to become fully informed about relevant agenda items.
	+ Advise concerning appropriate process regarding any governance issues
	+ Serve as a resource person to facilitate consistency with ACHCA’s mission, vision, and strategic plan.
* Represent the Committee at BOD meetings:
	+ Present committee agenda items to the board. Advocate issues of concern to the Board of Directors.
	+ Promptly notify the chair of pertinent board discussion or action:
	+ Report to the Committee on decisions of the Board and Leadership that affect the Committee's work; advise the Committee Chairs on key decisions.
	+ Handle committee matters as they arise.
* Identify potential leaders:
	+ Mentor committee members in development of leadership skills to anticipate committee succession planning.
	+ Recommend appointments and renewals of committee members.
	+ Provide suggestions to the Board chair to serve as committee chair
* Participate in committee conference calls
* Monitor webpage portals periodically to assess that material meets the needs of members.

## Appendix 2

**Committee Organization**

**Annual Resolution**

On annual basis, the Board chair, in collaboration with committee succession planning recommendations, and the assistance of staff, evaluates open committee positions and identifies eligible candidates to serve as:

* Chairs of:
	+ Board Standing committees
	+ Board Standing Advisory committees
	+ Subcommittee
	+ Task Forces
	+ Operational committees

The Chair’s appointments will be approved by the ACHCA Board of Directors.

* The Board Resolution will be populated annually:
	+ based on the committee composition and eligibility requirements stated in the Bylaws and Committee Handbook.
	+ Chairs and members are vetted by the Nominating committee as specified:
		- Members of standing and advisory committees, who are not elected, are appointed by the Board Chair with approval of the Board.
		- Members of operational committees, subcommittees, and task forces are vetted and appointed by the chair of those operational committees, subcommittees, and work groups, in collaboration with staff. Committee member eligibility requirements are specified in the Committee Handbook.

At the discretion of the ACHCA board annually, additional operational committees, subcommittees, and task forces, not noted in the Bylaws, may be established by the Board. Chairs of these groups are appointed by the Board Chair with approval of the Board of Directors (consist of board member liaisons and other appointed individuals).

In 2013 the Race for Relevance Task Force recommended: 1) an increase in the number and diversity of members involved in committee work - seasoned and emerging leaders, geographic, etc.; 2) Committee members must contribute to and be engaged with the committee; 3)Staff to take more control of the committees, including managing members and committee strategic focus and coordinate the alignment to the organization’s strategic focus (deliberate action); 4) Create committee sustainability and committee succession planning. These principals continue to guide the organization as it recruits and selects committee members.

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| **Board Standing Committees**(consist entirely of Board members) | **Board Liaison** | **Chair** | **Members** | **Staff Liaison** | **Notes** |
| Executive | Board Chair | Board Chair | Appointed members include all duly elected officers | CEO | Duly Elected Officers for the duration of their terms |
| Finance | Treasurer | Treasurer | Appointed members include one or more directors, ~~or~~ members and officers | CEO | Appointed renewable one-year term; Contracted accountant attends Finance committee meetings |
| **Board Advisory Committees** (consist of Board member liaisons and other elected or appointed individuals) |  | Committees are composed of 3 or more individuals at least 1 of whom may be elected by the membership and the remainder appointed by the Chair subject to the approval of the board | Include approval of members for advisory committees |  | The BOD shall establish the composition, terms, eligibility, and qualifications, and duties of each standing advisory committee unless otherwise stated in the Board and Committee Handbook or Bylaws |
| The Academy for Long Term Care Leadership and Development (Academy) |  |  | Appointed members include:the Academy chair, ACHCA treasurer, and Board Liaison, leaving three open appointments alternating years, including a non-voting seat for the NY Chapter (SJCMCDF) |  | 6 elected; 6 appointed 2 yr. renewable terms (unless appointment is associated with an elected board term: Chair, treasurer, board liaison. Two non-voting appointments per life of designated fund (incl. NYC).The ACHCA chair and CEO are voting ad hoc members. See Academy Succession Plan |
| Bylaws |  |  | Two-year, one-time, renewable terms |  | Bylaws committee has geographic representation;  |
| Nominating  |  | Immediate Past ACHCA Chair | All 6 members are elected and may not serve on any other committee or serve on the Board or national office except for the immediate past Chair. (excludes Task Forces or Work Groups) |  | Two-year staggered non- renewable terms |
| Professional Advancement (PA) | Qualified Board member | Vetted by the Nominating committee |  |  | Reference PA Succession Plan; Two-year renewable terms; alternate years.Chair must be a Fellow who can serve one renewable two-year term |
| Awards committee |  |  |  |  | Members to be appointed by the committee chair after chair is appointed and prior to initial meeting; vetting of members takes place at the committee level; Renewable one-year terms |
| Task Forces |  |  |  |  | Must be ratified by the ACHCA Board and are established for a one-year term but may be extended for an additional year with board approval  |

**1. Standing Committees of the Board of Directors**

**2. Operational Committees** (not defined in the bylaws, accountable to the CEO)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Operational Committees** | **Board Liaison** | **Chair** | **Members** | **Staff Liaison** | **Notes** |
| Education Committee |  |  |  |  | Members must include BSN prepared nurses to review nursing CE; renewable one-year terms |
| Mentoring committee  |  |  |  |  | Members to be appointed by the committee chair after chair is appointed and prior to initial meeting; Member vetting takes place at the committee level; Renewable one-year terms. |
| National Conference Planning Committee (NCPC) |  |  | Designated committee chairs | Committee is advisory to our conference planning vendor and staff | Convocation this is an esteemed position for experienced ACHCA pillars, preferably with Board experience; Renewable one-year terms for Chair and vice-chair, alternating years. |

 **\* Committee responsibilities are noted in the ACHCA Board and Committee Handbook**

1. **External Relations (variable review and appointment times)**

**Advancing Excellence** (<https://aeltcc.org/>) This is usually a monthly phone call.  ACHCA is founding member of AELTCC and pays $1000 per year supporting dues.

**The Center for Excellence in Assisted Living (CEAL)** (<https://www.theceal.org/>) monthly phone call.

**National Emerging Leadership Summit (NELS**) (<https://www.nelssummit.org/>)  This is usually a monthly phone call to plan the annual summit held in Washington, DC each June.  CEO attends the summit and participate in panels.  ACHCA, through the Academy, supports NELS each year with $7500 as a supporting organization.

**Vision 2025** (<https://www.chaase.org/vision-2025>) This is an outgrowth of Doug Olson’s sabbatical work which was supported by ACHCA.  The goal of Vision 2025 is to ensure the health and continuity of our profession through the development of at least 25 robust university and college programs that train our future leaders, create 1,000 paid internships, develop 15 strong university, provider and association partnerships, and do this all by the year 2025.  ACHCA is a founding / supporting organization and has contributed, through the academy, $5000 to the initial symposium held in Chicago in 2019.  CEO involvement includes a monthly phone call, presenting at the symposium and co-chairing a workgroup (another monthly phone call).

**NAB** Two face to face meetings per year; ACHCA has a comped associate membership for the CEO. Optimally, CEO attends these meetings; (operational implications).

**Appendix 3**

# ACHCA NOMINATIONS AND ELECTIONS PROCESS (1)

 **Timeline**

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| --- | --- | --- | --- |
| **When** | **What** | **Who** | **Completed** |
| Annually no later than 180 days before the annual membership meeting (1) | Nominating Committee Conference Call to review and prepare:* Elections timeline.
* Open positions for national office and designated board standing committees that are scheduled for election or appointment.
* Position descriptions, Candidate Biography and Application, COI forms; antitrust policy.
 | Nominating Committee and Staff |  |
| No later than 150 days before the annual membership meeting | Nominating Committee Call to:* Prepare and approve the Call for Nominations for all open positions for posting on website and promotion in ACHCA publications.
* Prepare and approve the Call for Nominations post card for mailing to all voting members without an email address.
 | Staff |  |
| No later than 120 days before the annual membership meeting | The Nominating Committee chair will remind chapter leadership in those districts whose directors’ terms are expiring, that:* Director candidates from their district must be identified through the Call for Nominations process; and
* Each candidate from a designated district must submit the Candidate Biography and Application including COI form, within 30 days for vetting by the National Nominations Committee.
 | Nominating Committee ChairDirectors |  |
| No later than 120 days before the annual membership meeting | The Call for Nominations information is:* emailed/postcard mailed to all voting members.
* Announced on the ACHCA web site, via E-news, social media platforms, chapter newsletters, and committee announcements.
 | Staff |  |
| No later than 90 days before the annual membership meeting | All candidates, including self-announced, shall:* Prepare the Candidate Biography and Application which is a comprehensive biography, developed by the Nominating Committee. This form addresses the candidate’s experience, educational background, community activities, conflicts of interest, and other pertinent data and a short exposition describing his/her candidacy.
* Submit a digital photo for posting on the web site.
* Submit the completed application, COI form, and digital photo to the nominating committee electronically as noted on the application.
 | Candidates |  |
| No later than 90 days before the annual membership meeting | Nominating Committee Conference Call to: * Review applications and vet candidates for all elected and appointed positions, including: 1) validation of requisite ACHCA membership and credentials; 2) validation of declared and/or identified COIs; and 3) validation of candidate skills to serve, such as:
* Board identified need for specialty discipline competency.
* Leadership and or Board experience.
* Participation in chapter, district, or national leadership positions and/or committees; Progressive advancement in the ACHCA leadership queue.
* Active participation, including attendance, at ACHCA Committees, events, etc. (approved language 4/11/15)

 (Source documents include Candidate Biography and Application, Committee Application, committee participation/attendance documentation; candidate interview as appropriate).* The Nominating Committee will document rationale for candidates deemed ineligible to run for election.
* The Nominating Committee chair may, at his/her discretion, interview the candidate deemed ineligible to run for election to give the candidate the opportunity to respond.
* Review applications, COIs, and vet candidates for election to national officer positions.
* The executive committee, or the board, will review all potential or actual conflicts identified by the Nominating committee for candidates for election or appointment. A determination will then be made whether such conflict will impede the candidate from running for election or stand appointment. A candidate notified of a COI that deters advancement in ACHCA elected or appointed positions will have the opportunity to appeal that decision within 10 days by putting their appeal in writing to either the Board chair or the ACHCA CEO. Appeals will be reviewed by the Board of Directors in a timely fashion”. (2/20/15)
* Prepare a multi-candidate slate of qualified candidates.
* Ensure that the minimum number of qualified candidates have been submitted/vetted to facilitate voter choice through a multi-slate election.
* Initiate a search process for any positions lacking candidates.
* Report the results of the vetting of candidates to the districts that are holding elections.
* Notify candidates who do not meet position qualifications, who have conflicts of interest to address, and/or who are ineligible to run for election.
 | Nominating Committee and Staff |  |
| No later than 75 days before the annual membership meeting | Nominating Committee meets to:* Review and approve the ballot for presentation to voting members.
* Disseminates the Application for Committee Appointment to standing committee chairs (committee-initiated succession planning), eNews, social media and ACHCA and chapter communications to secure candidates for standing committee appointment.
 | Nominating Committee and Staff |  |
| No later than 61 days before the annual membership meeting | Staff will:* Post the election process and candidate information on the website and promote its availability through ACHCA publications/communications.
* Mail (postal and E-mail) election information postcards to all voting members indicating the time frame elections are open, candidate information, and voting instructions, including the option for requesting a paper ballot. Consider first class mailing rate to shorten timeline and ensure delivery.
* Activate electronic voting system (secure online token system); (Bylaws: When used, ballots will be collected and tabulated by an outside agency appointed by the President unless directed otherwise by the Board of Directors).

Notes:* Districts will use the national, secure, online token-based voting process to conduct their elections as noted in the Bylaws.
* Any Director position not filled by the designated district will be appointed by the Chair within 30 days of the vacancy.
 | StaffDistricts |  |
| No later than 61 days before the annual membership meeting | Elections begin and are held open for 21 days | Staff |  |
| No later than 40 days before the annual membership meeting | Elections are concluded and votes are counted. Bylaws: Voting on the election of Directors and members of standing committees shall be by plurality vote of those casting ballots. For Directors to be elected by specific district or membership group, the Director shall be elected by a plurality of the votes cast in that specific designated area or by the membership group.Candidate applications for standing committee appointment are reviewed and vetted for inclusion in the Annual Board Resolution for approval. | Nominating Committee, third party election contractor, and Staff |  |
| No later than 35 days before the annual membership meeting | Nominating Committee Conference Call is held to: * Accept the election results.
* Vet candidates for appointment as non-elected Board standing committee chairs and members.

The Nominating committee chair notifies the Board of the election results for Board of Directors and Board standing committees. | Nominating Committee, Chair, and Staff |  |
| No later than 30 days before the annual membership meeting | Nominating Committee Chair will:* Notify candidates for all positions immediately after tabulation of the election results.
* Those candidates elected shall be presented to the Board of Directors by the Nominating Committee not less than thirty (30) days prior to the annual membership meeting.

Election results are communicated to all members through written or electronic means.The Nominating Committee will:* Prepare the Board Resolution prepared for approval at the inaugural Board meeting at Convocation
 | Nominating Committee and Staff |  |
| No later than the end of the day immediately following the annual membership meeting at convocation  | Election of Officers is held at the inaugural Board meeting according to the process identified in the Bylaws and Committee Handbook | Nominating Committee Chair and BOD |  |
| Annual Membership Meeting at Convocation | * Official election results for all open positions will be announced at the annual membership meeting and then communicated to all members through written or electronic means.
* Election results for Directors and those elected to Board standing committees are announced
* Directors are installed
* Officers are elected at the inaugural Board meeting with officer installation taking place before any board action is taken.
 | Nominating Committee ChairACHCA Chair |  |
| No later than 30 days following the close of convocation | Plaques or Recognition of Appreciation are issued to outgoing Board; Certificates or Letters of Appreciation are issued to outgoing National Committee Chairs; Thank you letters are emailed to outgoing Committee members. | Committee Chairs and Staff |  |
| No later than 30 days following the close of convocation  | Update all Committee lists, letter head, distribution lists, etc. | Staff |  |
| No later than 30 days following the close of convocation | Ensure each newly elected candidate receives a welcome letter from the chair noting the conditions of their term. | Board Chair/CEO |  |

* Each voting member as defined in the ACHCA Bylaws is entitled to vote. Those members who are affiliated with chapters assigned to a designated area or group are entitled to vote for the Director elected from that designated area or group.
* The Nominating Committee shall oversee the election process prior to convocation. The Chair of the Nominating Committee shall oversee the election of the Board Officers for the coming organizational year. This election is held at the inaugural Board meeting at the close of convocation. Each candidate may appoint someone to oversee the counting of ballots.
* The Chair selects the committee chairs and presents the roster board for ratification and the committee chairs populate their committees.

 (1) In the event of a National Emergency, Disaster, Pandemic or Act of God and the Annual Membership Meeting- Convocation is not held, all existing timelines and actions noted above and throughout this document will continue to occur consistent with the timing of the Annual Membership Meeting- Convocation

Appendix 4

**BOARD OF DIRECTORS**

**CODE OF CONDUCT**

**Preamble:** The preservation of the highest standards of integrity and ethical principles is vital to the successful discharge of governance activities. This Code of Conduct has been adopted by the Board of Directors of the American College of Health Care Administrators (ACHCA) to stress fundamental rules essential to its basic purpose. It is incumbent on each Board member to avoid both conduct specifically proscribed by the Code and conduct that is inconsistent with its spirit and purpose. Failure to specify any particular responsibility or practice in this Code of Conduct should not be construed as denial of the existence of other responsibilities or practices.

**EXPECTATION I**

**A Board member shall abide by all applicable rules.**

PRESCRIPTIONS: A Board member shall:

* obey all laws governing the conduct of the business of ACHCA and its Board of Directors.
* comply with the Articles of Incorporation, Bylaws and Standing Rules of ACHCA, and the Oath of Office.
* conduct himself/herself in accordance with The American Institute of Parliamentarians Standard Code of Parliamentary Procedure in all deliberations and proceedings of the Board.
* PROSCRIPTION: A Board member shall not:
* defend, ignore, or support conduct by another Board member that is inconsistent with this expectation.

**EXPECTATION II**

**A Board member shall exercise the duty of care in the discharge of his/her governing duties.**

PRESCRIPTIONS: A Board member shall:

* regularly attend scheduled meetings.
* review and evaluate all materials and information made available to him/her in order to make an informed decision regarding matters that require discussion or action by the Board.
* communicate concerns about or knowledge of the unreliability of reports or other information to the Board.
* assure that all reports and other communications he/she transmits to the Board or to individual members of the Board are accurate and reliable to the best of his/her knowledge.
* exercise informed and independent judgment in making decisions as a member of the Board.
* PROSCRIPTION: A Board member shall not:
* conceal knowledge of or concerns about the unreliability of reports, other communications, or information from the other members of the Board.

**EXPECTATION III**

**A Board member shall be loyal by exercising his/her powers to promote the interests of the organization.**

PRESCRIPTIONS: A Board member shall:

* exercise his/her powers in the interest of the organization without respect to his/her own interests or the interests of another person(s).
* be sensitive to potential conflicts of interest and act with candor and care in dealing with any such conflicts.
* respect the sensitive nature of confidential information.
* PROSCRIPTIONS: A Board member shall not:
* divulge confidential information.
* violate the secrecy of any executive session.
* engage in conduct injurious to the organization or its purposes.

**EXPECTATION IV**

* A Board member shall be respectful of other Board members and staff.
* PRESCRIPTIONS: The Board member shall:
* respect the legitimate authority of the Board Chair/President.
* respect the integrity and opinions of each Board member.
* respect the reporting structure of the organization.
* exercise oversight of the organization only through the Board and not individually.
* PROSCRIPTIONS: A Board member shall not:
* make or publish judgments of the President & CEO or staff performance except as outlined in explicit Board policies.
* coerce, promise favors, or threaten in order to unduly influence another Board member’s vote or opinion.

Alleged violations of this Code of Conduct shall be referred to the Board of Directors which may act as it deems appropriate pursuant to Article V, Section 5 of the ACHCA Bylaws.

[Approved by the Board of Governors on April 26, 1996; citations updated 1/7/2014]

**Appendix 5**

**STATEMENT OF ACHCA ANTITRUST POLICY**

 It is the established policy of the ACHCA to comply with all laws, including the antitrust and conflict of interest laws. Because College members and committee participants may be competitors, it is important that we confine our discussions, both formal and informal, to the topics described on our Agenda. In order to comply with our policy, we will not address, in the group or separately, any issues related to our respective companies' current or future pricing, terms of sale or costs, strategic plans or initiatives, bidding situations, sales to specific customers or in specific geographic areas. If you have any questions or concerns about these matters as we proceed, please raise them immediately.

**Appendix 6**

### BOARD/COMMITTEE DISCLOSURE STATEMENT

I have been selected to serve on the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Board/Committee/Task Force of the American College of Health Care Administrators (ACHCA).

As a member of the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Board/Committee/Task Force, I hereby attest that, as of the date below, I do not have any business or professional interests that could form the basis for a conflict with regard to my position on this ACHCA assignment or the basis for a consanguine relationship with a third party who has a potential contract being considered by this ACHCA assignment.

I understand that in the course of my duties on the Board/committee, I may have access to confidential information about ACHCA's operations. I agree that during and after my service on this ACHCA assignment, I will not disclose any such information to any person or entity, other than the officers, agents, and employees of ACHCA, except as the ACHCA specifically authorizes or directs me in writing. I agree to abide by the above disclosure statement during any current or future service as a board or committee member of any other association. I will observe any requirements or procedures that ACHCA may require for the protection of the confidentially of such information. I understand that any questions as to what information is confidential will be referred to, and resolved by, the Chair of the Board of ACHCA.

I further understand that the information that I provide in this statement and/or in supplements to this statement may be provided to the chair of the committee, members of the Board and/or officers of ACHCA.

Should a conflict or potential conflict arise, I shall report it immediately to the then-current chair of the committee and staff liaison for the appropriate action.

Here is a list of associations, organizations, and health care institutions with which I have professional or business interests that may be considered a potential conflict. (Please include being an officer or a member of the Board of Directors of any national or state long-term health care related association.)

|  |  |  |
| --- | --- | --- |
| Name of association, organization, and health care institution (spelled out plus acronym) | State or National Entity | Your Role (member, Board member, officer, committee participant, committee chair, etc.) |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (Print name) (Sign name)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (Date)

**Appendix 7**

**WHISTLEBLOWER AND NON-RETALIATION POLICY**

ACHCA requires Board members, Officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of ACHCA must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

1. Reporting Responsibility

It is the responsibility of all Board members, Officers, employees, and volunteers to comply with and to report violations or suspected violations of state and federal laws, clearly mandated public policy, and ACHCA policy, in accordance with this Whistleblower and Non-Retaliation Policy.

1. No Retaliation

No Board member, Officer, employee, volunteer, or contractor who in good faith reports a violation of state or federal laws, clearly mandated public policy, or ACHCA policy shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within ACHCA prior to seeking resolution outside ACHCA.

1. Reporting Violations

Board members, Officers, employees, and volunteers should share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, employees and volunteers should report to ACHCA’s CEO. However, if an employee or volunteer is not comfortable speaking with the CEO or is not satisfied with the response, that employee or volunteer is encouraged to report to any officer of the Board.

1. Acting in Good Faith

Any good faith report, concern or complaint is fully protected by this Policy, even if the report, question, or concern is, after investigation, not substantiated. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of state or federal laws, clearly mandated public policy, or ACHCA policy. Any allegations that prove to be unsubstantiated and to have been made maliciously or with the knowledge that they were false will be treated as a serious disciplinary offense.

1. Confidentiality

Upon the request of the complainant, ACHCA will use its best efforts to protect the confidentiality of the complainant for any good faith report. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

1. Handling of Reported Violations

All reports will be investigated promptly, and appropriate corrective action will be taken if warranted by the investigation. The complainant will be informed that follow up has or is occurring within two (2) weeks of receipt of the complaint or report by the CEO or Officer. The Board of Directors shall be informed of all such complaints or reports.

Appendix 8

Procedural Document for Disciplinary Action

**on Violation of the ACHCA**

**Code of Ethics**

**I. INITIATION OF DISCIPLINARY PROCEDURE**

A complaint alleging a violation of the ACHCA Code of Ethics may originate from a member(s) within the ACHCA membership. All complaints must be in writing, signed by the Complainant(s), and submitted to the ACHCA President. In the event the President is the subject of the alleged violation (hereinafter called Respondent) or the Complainant, the written complaint must be submitted to the Chairman of the Board of Directors. All complaints must be filed within six months of the date of the alleged Ethics, or six months of the discovery of the alleged Ethics. All complaints shall identify the member(s) against whom the complaint is directed, the action which occasioned the complaint and the specific expectation and proscription which the Complainant(s) believes has been violated. The Respondent(s) remains anonymous except for the individuals conducting the investigations.

Proof supporting the alleged violation must accompany the complaint. Examples of appropriate proof include copies of written correspondence and summaries of verbal conversations (signed by the Complainant).

Within ten (10) days of receipt of the complaint and documentation, the President or the Board Chair shall acknowledge in writing to the Complainant receipt of the complaint and shall enclose in such acknowledgment a copy of this Procedural Document.

**II. PRELIMINARY ASSESSMENT**

Within thirty (30) calendar days of receipt of the complaint, the BOD (excluding the Complainant and the Respondent) shall make a preliminary assessment of the complaint and shall either decide, by a two-thirds vote of the participants present to 1) recommend a formal investigation be conducted or, absent such two-thirds vote, 2) dismiss the complaint.

**A. UNWARRANTED COMPLAINT**. If the BOD determines that the complaint is unwarranted on its face, or if the allegation does not involve violations of the Code of Ethics, the BOD shall dismiss the complaint and advise the Complainant by letter. In such case, the ACHCA National Office shall keep a copy of the complaint and letter for a period of one year after which the complaint and letter shall be destroyed.

**B. INITIATE A FORMAL INVESTIGATION.** If the decision is to institute a formal investigation, the Respondent will be notified by certified letter, within five (5) working days, of the nature of the charges. A copy of this Procedural Document will be sent to the Respondent. Specific credible documentation of any violation of specific rules, governing duties, loyalty expectation or respectfulness expectation shall be deemed conclusive evidence of a violation of the Code of Ethics.

**III. FORMAL INVESTIGATION**

The President shall appoint a case investigator from the BOD within five (5) working days of a decision to pursue a formal investigation unless the President is the Complainant or Respondent in which case the Board Chair shall make the appointment. If the Board Chair is the Complainant or Respondent, involving the President, the Secretary/Treasurer shall make the appointment. The case investigator must:

A. Have never had a substantial professional relationship, through employment or otherwise, with either the Complainant or the Respondent, and

B. Affirm that no conflict of interest exists with either the Complainant or the Respondent.

The case investigator may not participate in the proceedings in any role other than as investigator and shall not vote on any BOD decision concerning the complaint.

The investigator shall make a fair and adequate review of the circumstances under which the alleged Ethics violation took place. The case investigator shall prepare an investigative file which contains material, information and documents acquired during the investigation. As a part of the investigation, the Complainant and the Respondent will be offered an opportunity to submit a statement of position or evidence with respect to the allegations. The investigator shall not make any recommendations concerning the complaint but will only collect and organize information. The investigator shall transmit the investigative file to the BOD within thirty (30) calendar days of appointment, unless special circumstances warrant an additional period for the investigation or report and be available to clarify the contents of the investigative file. Utmost precautions will be maintained to assure confidentiality. At completion of the investigation, copies of the investigative file will be sent to members of the BOD for review at which time the Respondent will be advised of his/her right to a copy of the investigative file and to a hearing.

**IV. HEARING**

**Timelines:**

The Respondent will notify the BOD within thirty (30) calendar days of the date of notification if he/she wishes to have a hearing and to request a copy of the investigative file. If the Respondent declines the opportunity to have a hearing or if he/she fails to respond within thirty (30) days, the BOD will make its decision based on the investigative file.

The procedures and time limits of this Procedural Document may be modified by vote of the BOD if the incident that gave rise to the proceeding is the subject of investigation or action by federal, state, or local authorities or is the subject of pending civil litigation.

If a hearing is requested by the Respondent, the BOD shall set the date, time, and place within at least forty-five (45) calendar days, for the hearing of the case. At least thirty (30) calendar days’ notice in writing by certified mail shall be given to the Respondent.

**Process:**

The BOD shall conduct a hearing to review the pertinent facts, call witnesses (including the case investigator) if desirable and review any documentation pertinent to the case. Except for the purpose of offering testimony, attendance at the hearing is limited to members of the BOD, ACHCA staff liaison, the Respondent, and Respondent’s legal counsel (if applicable), the BOD’s legal counsel (if applicable), and a transcriber (if applicable). Additional persons may be allowed to attend only with the mutual agreement of the BOD and the Respondent. Witnesses may attend the hearing, unless the BOD determines that for good cause they should be excluded. The Respondent shall have the right to appear before the BOD in person, to present witnesses, to examine evidence and to cross-examine witnesses. Formal evidentiary rules need not be applied by the BOD, and the chairperson (President/Board Chair/Secretary/Treasurer) may conduct the hearing in a manner which in his/her sole discretion efficiently elicits evidence, consistent with fundamental fairness. The chairperson may limit the length of the hearing or the manner of presenting evidence or the scope of subjects addressed, or set any other rules needed to Ethics the hearing in a reasonable manner. An oral affirmation of truthfulness will be requested from each witness. The hearing shall be recorded either by audiotape or by stenographic record, and in either case, the Complainant and the Respondent shall each be entitled, at his/her own expense, to a copy thereof. All documents accepted by the BOD, including the investigation file, shall be made part of the hearing.

The Respondent shall be responsible for his/her expenses and the expenses of any witnesses or legal counsel the Respondent calls for the hearing.

**V. DECISION OF THE BOARD OF DIRECTORS**

The BOD shall make findings as to all questions of fact and all questions of interpretation of the Code of Ethics. Its decision shall be based on evidence contained in the investigative file and obtained at a hearing if held. The actions of the BOD shall be limited to:

* dismissal of the complaint; or
* imposition of one of the following disciplinary actions.

 - Reprimand

 - Censure

 - Suspension or Expulsion of Membership

The decision of the BOD shall be final. The BOD shall mail a copy of its decision to dismiss or its imposition/recommendation for disciplinary action to the Respondent by certified mail within fifteen (15) working days of the hearing or if no hearing is held within ten (10) working days of the BOD decision. Copies of the decision shall be forwarded to the Complainant.

The original investigative file, hearing report and other appropriate documentation will be kept by the National Office at all times. Any photocopies will be destroyed after the BOD decision. Confidentiality Statements, signed by all participating in the proceedings, will be part of the documentation.

**VI. SPECIAL CONSIDERATIONS**

A. Strict confidentiality shall be maintained by all who are involved in the reporting, monitoring, and enforcing of alleged infractions of the Code of Ethics. Special care must be exercised at the preliminary review and investigative stages. The maintenance of confidentiality, however, shall not interfere with the provision of proper notice to all parties with an interest in the disciplinary proceedings.

B. If a Respondent resigns from ACHCA membership during the pendency of a proceeding, the BOD may in its discretion continue or terminate the proceeding.

** Appendix 9**

**Code of Ethics**

**Appendix 10**

# Committee Strategic Plans

**Focus and Execute**

**Guidelines**

**Purpose:**

To ensure a standardized tool (Focus and Execute) is utilized by all committees, to track progress of committee performance and to communicate committee accomplishments toward goals, to the Committee and the Board of Directors.

**Guidelines**:

1. The committee strategic plan is part of the overarching consolidated ACHCA Strategic Plan.
2. The Staff Liaison will be the scribe who will be responsible for maintaining and completing the committee’s strategic plan in collaboration with the Committee Chair.
3. The strategic plans will be updated with the committees quarterly.

**Strategic Plan Elements**:

1. Goal: The overarching ACHCA goals are set by the ACHCA Board of Directors.
2. ACHCA uses the Focus and Execute Model to track the Board approved plan through its committee structure. Committee strategies/tactics and time frames are incorporated into the overarching strategic plan.
3. On a quarterly basis, the committees can track their progress on achieving its goals: Categories include deferred, in process, or complete
4. Comments: Describes where the committee is on that specific strategy/approach. To be completed during each committee communication, conference call or meeting.

**Appendix 11**

#  Staff Liaison Responsibilities

Staff, in collaboration with Board Committee Liaison and Committee Chairs, provides the committee management function to ensure overall association goal achievement. Each committee is assigned a Staff Liaison who has responsibility to assist the Committee Chair in the generation of an agenda, tracking results to the strategic plan, and making sure meeting minutes are generated and filed. The staff liaison ensures that the committee has regularly scheduled meetings so that meetings of various committees are productive and spaced throughout the month to facilitate efficiency and effective staff utilization.

Committee management and coordination of activities facilitate goal achievement and contribute to the success of the ACHCA Strategic Plan. The Staff Liaison is responsible for the following activities:

* Provide staff support. Utilize committee member volunteers to perform routine committee activities such as taking meeting notes (assign a secretary and alternate or assign on a rotational basis); Encourage members to be actively involved and assign accountability for committee generated activities.
* Communicate with the Committee Chair and Board Liaison directly on issues related to the work of the committee.
* Coordinate meeting and preparatory materials.
* Organize and schedule standardized committee meeting times. Note, if meeting minutes are digitally recorded, they are retained until minutes are finalized, and then promptly destroyed. Digitally recoded minutes will not be distributed electronically or retained in the files.
* Perform other duties as assigned.

|  |  |
| --- | --- |
| **Activity** | **Responsible/Timeframe** |
| Track committee member applications with committee succession planning efforts. Present a summary report of relevant committee applications to the Chair-Elect for review and consideration for appointment for the coming year in advance of the Annual Convocation (see Board Resolution). Work with the CEO to draft the official Annual Committee Board Resolution for annual appointment by the incoming Chair and approval by the incoming Board. | Prior to the Annual Convocation; Committee Chair, Board Liaison, staff liaison, Chair Elect and CEO prior to Annual Convocation |
| Initiate communication with the new committee chair to:* Orient him/her to the committee, charter, and meeting process.
* Review the approved Annual Board Resolution and the committee strategic plan (Focus and Execute) and
* Notify the committee members by issuing letters of appointment.
 | Immediately after the conclusion of Convocation |
| Schedule, in conjunction with the Committee Chair, a projected recurring monthly (or bimonthly/quarterly for some committees) schedule dates for the duration of the year (May-April). * Note projected schedule on public calendar.
* Assign consistent committee call-in number for conference calls. Do not schedule at the same time as other committee meetings.
* accommodate members living in the Pacific time zone (best to schedule meetings after noon time)
 | By May 1 of each year |
| Create, in cooperation with the Committee Chair, the projected standing meeting agenda to include:* The committee plans
* Subcommittee reports
* Strategic business initiatives for the association.
 | Annually, prior to the first committee meeting |
| At the first committee meeting: * Confirm the standing meeting schedule
* Review the committee charter with the committee
* Review components of the Committee Handbook that address committee member responsibilities (attendance, confidentiality, and consensus).
* Secure required committee member documents such as the Conflict-of-Interest forms
* Review and update the committee strategic plan
 | Annually at the first committee meeting |
| Draft meeting minutes in real time; secure committee chair review prior to the next meeting, secure committee approval at the next meeting. File minutes on ACHCA server and/or ACHCA Connect committee site as appropriate. | Agenda, meeting minutes, and resource documents are sent to committee members no less than 3 days prior to the next committee meeting |
| Provide quarterly committee progress reports based on goal completion using the committee plan/progress report template. | July, October, January, April for Board review |
| Maintain all final committee documents in committee specific folder on shared drive. * Designated Committee folders are found in the function folders.
* The Committee folders will contain all agendas, minutes, progress reports, and committee specific documents.
* These documents belong to ACHCA and may not be housed on personal drives.
* Designated committee documents are shared on the ACHCA eServices committee portal.
 | In real time |
| The committee roster is a document housed in the ACHCA Lists folder and the distribution list is maintained in the ACHCA Outlook contact directory. * Changes to the committee directory must be communicated to and are made by designated ACHCA staff.
 | Ongoing |

**Appendix 12**

**ACHCA Organizational Chart**

****

**Appendix 13**

**American College of Health Care Administrators**

**XX Committee**

**Conference Call**

**Agenda/Minutes Template**

**(date, Time ET)**

1.  Please join my meeting.

GoToMeeting®
Online Meetings Made Easy®

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Item** | **Time** | **Issue**  | **Action****(\*indicates action item)** | **Responsible** | **Resource Documents** |
| A |  | Welcome and Roll Call. COI documentation Ensure note taker | Track Attendance | Committee Chair | A.1 Attendance TrackerA2. COIA3. Antitrust Policy |
| B |  | Review and approve meeting minutes of (date)\* | Approval | Committee Chair | B.1 Minutes |
| C |  | Standing Reports |  |  |  |
|  |  |  |  |  |  |
| D |  | Periodic Reports |  |  |  |
|  |  |  |  |  |  |
| E |  | Unfinished Business  |  |  |  |
|  |  |  |  |  |  |
| F |  | New Business  |  |  |  |
|  |  |  |  |  |  |
| G |  | Parking Lot  |  |  |  |
|  |  | Next Meeting |  |  |  |

**Appendix 14**

**Committee Attendance Tracker**



**Appendix 15**

**Sample Committee Appointment Letter**

Date

Name

Organization

Street Address

City, State Zip

Dear Name,

Thank you for volunteering to serve on an American College of Health Care Administrators (ACHCA) committee for the XX committee year.  Please accept this appointment to the XX Committee for the term commencing XX and ending XX. The committee meets specify routine meeting day and time. Please mark your calendar for the remainder of the year, as you will be receiving calendar reminders monthly.

Please take a few moments to review the attached antitrust statement and draft of the Committee Handbook. If you have not already done so, please complete and sign the attached disclosure statement. Scan the statement and email it to liaison name at email address.

ACHCA depends on volunteers such as you to accomplish the work of our association. In order for the Name of Committee to accomplish its tasks, it is critically importing that each member of the committee actively participate in the meetings. If, on occasion, you are unable to attend a meeting, please email staff liaison name at the above address. Please note, if a committee member has more than two consecutive unexcused absences from the committee meetings, he/she will lose the committee appointment.

Thank you once again for your time and commitment to the American College of Health Care Administrators. Your dedication and continued support of ACHCA are highly valued.

Sincerely,

Signature of Committee Chair

Chair, Name of Committee

Name of Committee Chair

Phone # of Chair

Email of Chair

**Appendix 16**

**Committee Participation Letter**

Date

Name

Organization

Street Address

City, State Zip

Dear xxx,

As you know, ACHCA is a member driven organization. As such, member participation is vital to achieving the mission of the organization. The ACHCA Board and Committee Handbook states “Committee attendance is monitored to ensure presence of a quorum and to support the work of the committee. Two (2) consecutive absences by a committee, task force, or work group member may result in the replacement of that member on the committee at the discretion of the Committee Chair within 30 days”.

In light of your committee attendance record, please advise us of your intentions and your ability to continue to participate on the xxxx committee. We hope that you will opt to participate fully as a committee member.

If you are unable to continue your participation, ACHCA will seek another member to be your replacement for this position. Further, because we value your expertise, we might from time to time call upon you to provide your perspective on a given subject should that be acceptable to you.

\_\_\_\_\_\_\_\_ I plan to fully participate as a member of this committee

\_\_\_\_\_\_\_\_ Unfortunately, my schedule does not allow me to participate fully as a member of this committee and I respectfully request to be relieved of my position at this time.

ACHCA appreciates your membership and your continued support. If this is a temporary issue, please speak with xxx (chairman’s name). If you have opted to relinquish your committee seat, thank you for your honesty, and we hope you will participate again at a later date.

Please return your response to (who) by (date)

Sincerely,

Xxx

(Chair, xxx Committee)

**Appendix 17**

**Committee Determination Letter or Verbal Script**

Date

Dear xxx,

As you know, ACHCA is a member driven organization. As such, member participation is vital to achieving the mission of the organization. The ACHCA Board and Committee Handbook states “Committee attendance is monitored to ensure presence of a quorum and to support the work of the committee. Two (2) consecutive absences by a committee, task force, or work group member may result in the replacement of that member on the committee at the discretion of the Committee Chair within 30 days”.

In light of your committee attendance record and our ongoing communications about the importance of committee member participation, we must advise you that you will be excused from this committee effective immediately so that a replacement can be found. If you have questions about this determination, please contact (committee chair) for further consideration. Of course, it is our wish that you could have participated fully as a committee member and hope that you will again participate at a later date.

ACHCA appreciates your membership and your continued support.

Sincerely,

Xxx

(Chair, xxx Committee

(credentials)

## Appendix 18

## Sample Thank You Letters

Date

Dear xxxx

On behalf of the leadership and staff of the American College of Health Care Administrators, we would like to thank you for participating on the (XX committee) during the xx-membership year.  As a voluntary membership organization, ACHCA depends on volunteers such as you to accomplish the work of our Association. Our committee has worked hard this year and it has done much to advance both ACHCA’s mission and strategic plan.

Your dedication and continued support of ACHCA are highly valued. To that end, if you would like to volunteer to serve on this (or another) committee in the upcoming membership year, please contact (staff liaison) at (email address). In the next few weeks, incoming committee chairs will review the list of volunteers and identify the skill mix and diversity needed to accomplish the work of their committees. Appointments will be made accordingly.

Again, thank you for your contributions to ACHCA. We look forward to your continued participation and support.

Sincerely,

Chair Name

XX Committee Chair

Board Member Name

XX Board Liaison

Staff Name

Staff Liaison