



Affiliate Forum Terms of Reference

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Amendment History

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Purpose

This document details the Terms of Reference of the International Health Terminology Standards Development Organisation (IHTSDO) Affiliate Forum, established in accordance with clause 9.11 of the IHTSDO Articles, which provides that:

“The Management Board will [...] establish a mechanism or procedure, subject to the approval of the General Assembly, for the creation and maintenance of a body comprised of diverse and appropriate representatives of the Affiliates (the "Affiliate Forum"), which can act as an advisory body to the Association and the General Assembly and can serve as a means for the sharing of views and information between the Affiliates and the Association.”

Within this context, the Affiliate Forum is a representative body that enables IHTSDO Affiliates and the IHTSDO to collaborate on the development and evolution of Terminology Products.

Changes to these Terms of Reference are subject to the approval of the Management Board, as well as the General Assembly should any changes require consideration of updates to the IHTSDO Articles of Association.

Audience

This document should be read by all participants in IHTSDO Committees, Forums and Working Groups as well as Affiliates and their representatives.

Charter

The Affiliate Forum has been created to facilitate communication and collaboration among Affiliates and between the IHTSDO and its Affiliates. To progress the achievement of this broad goal, the Affiliate Forum:

- (a) receives from IHTSDO Committees, Groups and other Forums all proposals that may impact on Affiliates;
- (b) establishes and operates processes whereby Affiliates can review, consider the impact of and respond to these proposals as well as items referred from time to time by the IHTSDO Management Board, General Assembly, CEO and other IHTSDO executives;
- (c) pursuant and subject to clause 9.11.1 of the Articles, selects and arranges for representatives of or from the Affiliate Forum to be in attendance and, where appropriate to speak, at meetings of the General Assembly (or portions thereof);



- (d) pursuant to clause 9.11.1 of the Articles, selects and arranges with the General Assembly for the appointment of one member of the Affiliate Forum to each of the Standing Committees;
- (e) provides the Management Board and the General Assembly with an avenue to ensure that Affiliates:
 - are, to the extent possible, not adversely affected by changes or proposals,
 - can maximize opportunities from changes and collaboration, and
 - can actively contribute to the development and maintenance of IHTSDO deliverables;
- (f) considers any issues of concern to Affiliates related to Terminology Products and derivative offerings managed by the IHTSDO and specifically, without limitation, issues relating to licensing, terminology content and modelling, change management, distribution formats, and associated policies and procedures; and
- (g) brings to the attention of the IHTSDO CEO, Management Board and, where warranted, the General Assembly any issues or information of relevance to the effective management of the IHTSDO and the products it maintains.

Membership of the Affiliate Forum

An Affiliate is defined in clause 6.1.1 of the Articles:

One of the principal functions and roles of the Association is to license the Terminology Products to persons having any need or interest in utilising the terminology products, and to support and facilitate the use of the Terminology products by such persons. The Association may provide in any such license that the licensee shall be an Affiliate of the Association (an “Affiliate”), and any licensee so identified shall be an Affiliate for as long as its license remains in effect.

In this document, a natural person, partnership, body corporate, association, governmental or local authority or agency or other entity holding a current IHTSDO Affiliate License is referred to as an ‘Affiliate’.

Each Affiliate participating in a meeting or ballot of the Affiliate Forum is entitled to one and only one vote. If for any reason, a single Affiliate holds more than one IHTSDO Affiliate License, then that Affiliate will not be entitled to more than one vote at a meeting or in a ballot of the Affiliate Forum.

Each Affiliate shall nominate a single natural person (Affiliate Voter) to act on its behalf in attending, representing, speaking and voting at meetings and ballots of the Affiliate Forum.

Each Affiliate shall be responsible for advising IHTSDO of its nominated Affiliate Voter, any changes in the person nominated as Affiliate Voter and any changes in their contact details.



IHTSDO and any person convening or conducting a meeting of the Affiliates Forum on behalf of IHTSDO may accept in good faith as the Affiliate Voter acting for an Affiliate the person that provides what appears to be the most reasonable credential entitling them to so act.

A decision of the Affiliate Forum may not be retrospectively challenged or overturned because a person accepted as the Affiliate Voter for an Affiliate is later found to have not been properly authorised by the Affiliate to act as its Affiliate Voter.

Subject to any other provisions of this document and the notice for a particular meeting, in addition to its Affiliate Voter, other representatives of an Affiliate may attend meetings of the Affiliate Forum as observers. However, the Affiliate is responsible for ensuring that, where several people attend a meeting on its behalf, the person authorised to vote on behalf of the Affiliate is clearly identified.

Subject to any other provisions of this document and the notice for a particular meeting, observers from other organisations will be permitted to attend open sessions of the Affiliate Forum, however the Affiliate Forum may resolve to hold part of a meeting in closed session to enable potentially sensitive issues to be discussed in confidence by the Affiliates present.

The Affiliate Forum is advisory to IHTSDO and does not have the power to bind the Association.

Affiliate Forum Organisation

A Chair, Vice-Chair and Secretariat (Affiliate Forum Officers) will be nominated by the Affiliates and selected by a vote of Affiliates in accordance with the voting rules in clause 7 below. Each of these positions will be held for a maximum term of two years whereupon new nominations will be sought and a further election will take place. It is not a requirement that the Affiliate Forum Officers be Affiliate Voters as defined in section 4.

The Affiliate Forum will select representatives for nomination to each of the IHTSDO Standing Committees as described in the IHTSDO Articles clause 9.11.2.

The IHTSDO Management Board is to appoint a person as the liaison between the Management Board and the Affiliate Forum and this person will ordinarily be expected to attend all in-person meetings.

The CEO of the IHTSDO is to appoint a member of the IHTSDO staff team as the liaison between the operational executive of the IHTSDO and the Affiliate Forum and this person will ordinarily be expected to attend all in-person meetings.

The IHTSDO will, in the future as resources permit, provide administrative resources to assist the Affiliate Forum Secretariat in maintaining communication with Affiliates, management of Affiliate Forum meetings ballots and documenting outcomes from activities of the Affiliate Forum.



Operating Principles

The Affiliate Forum:

- (a) will enable consideration of issues of importance to IHTSDO Affiliates;
- (b) will address tactical and strategic issues of the day, responding on behalf of Affiliates to queries from the Management Board, IHTSDO Committees and Officers and other relevant groups within the IHTSDO;
- (c) will provide feedback on changes and proposals from the IHTSDO that may affect Affiliates;
- (d) will provide a channel for establishing and sharing recommendations on good practice in relation to use of IHTSDO Terminology Products;
- (e) will foster an open environment to enable all Affiliates to contribute and collaborate equally and effectively and recognising that there will be differences of views and opinions and enabling them to be voiced; and
- (f) will set realistic deadlines for any request for consultation circulated to Affiliates to allow Affiliates sufficient time for effective internal consideration and consultation within their own organizations and the preparation of a meaningful response.

The IHTSDO:

- (g) will ordinarily refer to the Affiliate Forum all proposals from IHTSDO Committees, Groups and other Forums that may impact on Affiliates;
- (h) will ordinarily use the Affiliate Forum as a sounding board to enable changes to be introduced or policies to be developed that are workable in the environments in which the Affiliates work; and
- (i) will facilitate the establishment and operation of a collaborative web space for the Affiliate Forum to enable effective communication between Affiliate Forum Members and between the Affiliate Forum and other parts of the IHTSDO organisation;
- (k) will establish a system (separate to the collaborative workspace) for: capturing an Affiliate's identity and contact details and updates to them and providing the ability for each Affiliate to elect to be advised of Affiliate Forum activities, to participate in them and to nominate an Affiliate Voter and to vary these elections and nominations from time to time.

The representative of the Affiliate Forum appointed to each Standing Committee:

- (l) will bring issues or formal consultations arising from the Standing Committee to the Affiliate Forum;



- (m) will be responsible for preparing any supporting information and for ensuring feedback is provided to the Standing Committee in a timely fashion and in a format that is useful to the Standing Committee.

The Management Board liaison:

- (n) should prepare any items for consideration by the Affiliate Forum arising from the Management Board or the IHTSDO itself.
- (o) will also be the formal recipients of any feedback and provide information on the outcome of any further deliberations, which should take place in a timely fashion and be in a form suitable for the particular audience.

Affiliates that have elected to participate in Forum Activities:

- (p) should send a response to each request from the Affiliate Forum seeking consultation on an issue (where an acceptable response may be “No comment”).

Voting

Voting shall take place either during a ‘properly convened’ meeting of the Affiliate Forum or using an ‘approved remote balloting process’.

A meeting of the Affiliate Forum is ‘**properly convened**’ if all the following conditions are met:

1. Notice of the meeting is given at least 28 days before the day of the meeting and in accordance with the requirements of clause 8.4 below.
2. The meeting announcement offers facilities for effective remote participation using telephone facilities which must be provided if any Affiliate requests this facility at least one week before the meeting. Desktop sharing facilities may be provided at the discretion of the Chair or Vice-Chair.
3. Attendance, which may be in person or by remote participation, meets the following minimum conditions at the time of any vote:
 - a. The Chair or Vice-Chair of the Affiliate Forum is present or, in the event that neither the Chair nor the Vice-Chair is present, a person nominated by the Chair to deputise for the Chair and Vice-Chair is present at the time;
 - b. At least ten Affiliate Voters are present; and
 - c. The Affiliate Voters present at the time also represent Affiliates from at least two different IHTSDO Geographic Constituencies.



Note: If for any reason the Affiliate Forum does not have a Chair or Vice-Chair in post, then a meeting may be 'properly convened' for the purpose of electing people to these posts without meeting condition (a) above.

An '**approved remote balloting process**' shall allow each Affiliate Voter to cast a vote on a specified issue using an electronic process previously approved for that purpose at an 'properly convened' meeting of the Affiliate Forum. The approved process must specify a period of notice and a minimum number of votes that must be submitted to render the result of the vote valid. Usually the period of notice shall be no less than 28 days and the participation in the voting should meet or exceed the attendance requirement for a properly convened meeting.

All resolutions considered at any meeting of the Affiliate Forum meeting will be decided by a simple majority of votes cast by Affiliate Voters on the resolution. If a vote is tied, the resolution will not be passed. A resolution that results in a tied vote may be revised in an attempt to reach agreement or may be reconsidered at a subsequent meeting.

The Chair, Vice-Chair and Secretariat need not be Affiliate Voters in order to be elected to or continue holding these positions; however, if any of these office-bearers is an Affiliate Voter, they may participate in voting and ballots of the Affiliate Forum.

The Affiliate Forum is advisory to IHTSDO and no vote of the Affiliate Forum has the power to bind the Association.

Convening and Conducting Meetings

Scheduling of meetings

An in-person meeting of the Affiliate Forum is to be held during, immediately before or after each of the regular twice-yearly IHTSDO meetings and at a time considered convenient for attendance by Affiliates.

The Affiliate Forum may hold additional meetings or teleconferences as required at the discretion of the Chair in consultation with Affiliates.

Meeting Format

In-person meetings and teleconferences will in general be open to any individual. As may be necessary for confidentiality considerations, a closed session may be called by the Chair.

Communication, Agenda and Minutes

Preparation of Affiliate Forum minutes will be the responsibility of the Secretariat and following approval by the Chair. The minutes will be made available on the collaborative work space within two weeks of the meeting.



Proposed items for the agenda must be submitted with supporting papers no less than two weeks prior to the meeting.

The agenda for meetings of the Affiliate Forum will include as standing items:

- Review and approval of posted minutes of the previous meeting
- Affiliates update and review of formal consultation since last meeting
- Status on outstanding action items and proposals

Last minute presentations can be made to meetings of the Affiliate Forum although these will be kept to a limited time to facilitate scheduling requirements.

The agenda for each meeting of the Affiliate Forum will be finalised by the Chair no less than two weeks prior to the meeting at which time it will be circulated to Affiliates.

Notices

Notice of Affiliate Forum meetings, ballots and other Affiliate Forum business is effective if provided by email and/or through the Collaborative Space to Affiliates who elect to be advised of Affiliate Forum activities or to participate in them. Each Affiliate is to provide a current email address as part of its contact details for the purpose of receiving notices and where an Affiliate has nominated a person as an Affiliate Voter, should normally also specify that person to receive and distribute Affiliate Forum notices.