



Regulation for Managing Management Board membership up until and immediately after the General Assembly meeting of October 2012

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1 Introduction

This Regulation completely conforms to the Articles of Association of the IHTSDO which describes how the IHTSDO Management Board (MB) membership will be managed and in particular how that process will change in 2012 when the preferential holding of posts by Charter Members will disappear, and all MB slots will be filled by election by the IHTSDO General Assembly (GA).

2 Purpose

The purpose of this Regulation is to set down the detailed process rules by which the Articles of Association will be enacted.

3 Principles

The decisions in this Regulation have been based on a number of principles which are described below:

3.1 Primary

This regulation must conform to the Articles of Association.

3.2 Secondary

- (a) There should be openness, transparency and clarity of future MB membership
- (b) There should be, to the extent possible, at least nine MB members in office at all times
- (c) Elections to the MB should take place in October of each year (as per the Articles of Association)
- (d) The first meeting after the initial elections for a fully GA elected MB (i.e. after the Charter Member appointment privileges expire) should be face-to-face. Members need sufficient notice to be able to participate in a face-to-face meeting
- (e) The GA has a governance duty to ensure MB membership has sufficient continuity for effective strategic and operational management

4 Management Board Membership up until October 2012

Until October 2012, the formal policy position is that new Ordinary Members who join before the nomination cut-off for October elections will be able to nominate MB members until 12 members have been obtained or when there is a vacancy resulting from the end of term/resignation of one or more MB members elected from among countries other than Charter Members.

That new members elected to the MB are elected to a term of up to two years in length, with all terms expiring in October 2012 as per section 9.1.6 of the Articles.

Section 9.1.3 of the Articles of Association which states the duration of special MB membership rights for Charter Members has been interpreted in light of sections 8.2.18 and 9.1.4 to indicate that these special MB membership rights extend up until but not beyond the GA meeting of October 2012.

The nomination and election of MB members up until October 2012 will follow the same rules as that set out for 'Management Board membership after October 2012' as set out below, but this only applies to the three Ordinary Member potential vacancies [not the full 12 members] and the GA can vote to support up to three nominees. Until the October 2012 elections this will be on a 'first past the post' or simple highest positive votes acquired principle. This means that the geographical constituency rules do not apply until the October 2012 GA meeting.

5 Management Board Membership after October 2012

The end to end process required for supporting the creation of a MB at and after the GA meeting of October 2012 is described below:

5.1 Nomination

- (a) In full conformance with the Articles of Association all Members [Ordinary and Charter] can nominate a potential Management Board member
- (b) A sitting GA Representative of a Member may be nominated as a potential MB member, but, if and when elected to the MB, the Member must appoint a new GA Representative
- (c) The number of places available for election in the October meeting will be formally announced by the Chair of the GA at the preceding April meeting
- (d) If current MB post-holders have completed their maximum allowable terms of office and are not eligible for immediate re-election, this will also be formally announced

- (e) A formal call for nominations according to Geographical Constituency [see section 2] will be issued at the meeting
- (f) All nominations should be submitted using the standard IHTSDO MB Nominee Template set out in Appendix A. Failure to use the standard IHTSDO MB Nominee Template may impair the chances that a given nominee is elected
- (g) Nominations MUST be complete by 1st July in any given year and have been submitted to the IHTSDO Chief Executive Officer. Nominations received after 12 midnight {Copenhagen Time} on 1st September will not be accepted
- (h) All nominations will be sent by email to the General Assembly Representatives by 5th July in any given year

5.2 Geographical representation

- (a) Both nominations and elections must conform to the geographical constituencies as described in the Articles of Association [section 9.1.4]

'From and after the meeting of the General Assembly in October 2012, the Association will have a Management Board of up to twelve Directors (but no less than three Directors), elected by the General Assembly and which will be intended to be comprised of a maximum of three Directors from each of the following four geographical areas:

- (a) Africa;
- (b) The Americas;
- (c) Europe; and
- (d) Asia and Oceania [(a), (b), (c) and (d) together being the "**Geographical Constituencies**"]

5.3 Other considerations

- (a) Continuity: In the election process the General Assembly will endeavour to ensure continuity in the Management Board membership [unless specifically decided to the contrary by the General Assembly]. As a general guide the General Assembly will endeavour not to change the Management Board membership by more than 30% in any given year
- (b) Large and Small Countries: In the election process, the General Assembly will endeavour to ensure that the Management Board membership encompasses people from large and small countries, which may have different perspectives on the desirable scope of IHTSDO operations and services, the duties of Members, etc.

5.4 Election

- (a) The election and any 'in term' replacement process should follow exactly the method specified in section 9.1.5 of the Articles of Association
- (b) The GA will either complete the full election process including the counting of votes at the October GA Meeting or complete the voting prior to the GA meeting with the formal announcement at the GA meeting at which any GA representative can speak against the virtual process and demand a new physical election process at the meeting. The pre-meeting voting process would be completed by email and produce a voting spreadsheet [rows: MB Nominees and their geographical constituency and columns: GA representative votes]. This voting spreadsheet will not be made public
- (c) The total votes for each nominee [and their associated geographical constituency] will be recorded as part of the formal GA minutes
- (d) The nominees who are elected on the basis of the votes they received will be announced at the GA meeting and will be recorded as part of the formal GA Minutes

5.5 Terms

- (a) The terms for each MB member will conform exactly to those set out in section 9.1.6 of the Articles of Association
- (b) Formal notification of those individuals who have completed their maximum number of terms will be made public at the preceding April GA meeting as set out in section 1b

5.6 October Management Board Meeting

- (a) The October Management Board meeting will always be a face-to-face meeting to enable the new MB to meet and get to know each other
- (b) In order for the October Management Board meeting to be face-to-face Members need adequate time to plan. In order for efficient use of people's time and Member resources, all Member MB nominees are asked to place the October IHTSDO Meeting in their diaries
- (c) The election process as described in section 3 above will generally take place virtually prior to the October meeting and confirmed and announced at the October GA meeting. The GA representatives of those nominees who were unsuccessful will unofficially let the nominee know so they could change their plans if so minded

(d) MB members who have been replaced would usually be asked to attend the October face-to-face MB meeting as observers so that there is a smooth handover of portfolios and responsibilities to the new Board

6 Appendices

6.1 Appendix A: IHTSDO Management Board Nominee Template

PLEASE COMPLETE ALL SECTIONS AS FULLY AS POSSIBLE

Section 1: Personal details {Applicant to complete}

Title	
First Given Name	
Second Name	
Address	
Town	
City	
Postcode/zip code	
Country	
Office Telephone	
Mobile Telephone	
Email	
Fax	
Geographical Constituency	

Section 2: Desired Characteristics {Applicant to complete}

Please enter a capital Y in the narrow columns next [to the right of] an attribute where you feel you have experience and expertise at a corporate, not for profit, national and/or international level.

SNOMED CT Editor		Financial &/or Investment Management	
SNOMED CT Design		Commercial Management	
SNOMED CT Implementation		Registered Clinical Professional	
SNOMED CT Tooling		Senior Level Management	
Other Terminology Design, Development & Release		Marketing	
Other Terminology Implementation		Public relations	
Classification & Grouping		Software design and development	
Data Standards Management including Policy		Software production for market	
National and International Standards Development and/or Approval		Information and/or Architecture Management	

Section 3: Mini Curriculum Vitae {Applicant to complete}

This should not be longer than 1 page of font 12 and Times New Roman font face and highlight the key areas of experience and expertise that the nominee feels could benefit the IHTSDO through their input to its Management Board. Note this can include any attributes not just those highlighted in the table above. There are three pieces of information which must be included as outlined by the headings and definitions below:

- 1. Why I want to part of this Management Board*
- 2. What unique or strong contribution I can make*
- 3. Possible 'Conflicts of Interest' that I would like to share¹*

Section 4: Member Statement of Support {Member GA representative to complete}²

¹ Possible Conflicts of Interest would NOT bar or necessary impede anyone's election. Possible Conflicts of Interest would include ownership, pecuniary interest in or a leadership role in other terminologies, ontologies, nomenclatures and classifications or tools to manage them or in products that use them.

² As the representatives of the GA do not know the nominees it has been deemed helpful for additional supporting context to be added to the nomination by the Member highlighting one or two points about the nominees ability to enhance an international organisation or not.

6.2 Appendix B: IHTSDO Management Board Membership requirements presented as a Skills Matrix

Introduction

At the General Assembly meeting of April 2008 the General Assembly requested that the IHTSDO Management Board: 'Provide a skills framework template for the Management Board based on current and past members plus MB enhancement in light of experience'.

To support an efficient and effective management process [nomination, election and attendance] for potential new MB members, this skills matrix needs to be in synchrony with that process particularly with the attributes of potential new MB members so that the General Assembly representatives have some factual information to base their voting decisions.

It should be noted this skills matrix is a guideline, such that selection of MB members should conform to this guideline. It is not a standard associated with an order i.e. that MB members must or shall conform to this skills matrix.

High Level Skills Matrix

SNOMED CT Editor	50%	Financial &/or Investment Management	33%
SNOMED CT Design		Commercial Management	
SNOMED CT Implementation		Registered Clinical Professional	25%
SNOMED CT Tooling		Senior Level Management	83%
Other Terminology Design, Development & Release	50%	Marketing	8%
Other Terminology Implementation		Public relations	
Classification & Grouping		Software design and development	25%
Data Standards Management including Policy		Software production for market	
National and International Standards Development and/or Approval	8%	Information and/or Architecture Management	

6.3 Appendix C: Terms of Current Management Board Members

Australia

Paul Williams, National E-Health Transition Authority – first meeting as official representative October 2009

Canada

Shelagh Maloney, Health Infoway, Vice-Chair – first meeting as official representative November 2008

Denmark

Lene Asholm, Connecting eHealth – first meeting as official representative June 2008

Lithuania

Arvydas Laurinavicius, Ministry of Health – original member, March/April 2007

Netherlands

John van Beek, Ministry of Health, Welfare and Sports – original member, March/April 2007

New Zealand

Ted Cizadlo, Ministry of Health – first meeting as official representative April 2008

Singapore

Sarah Muttitt, MOH Holdings Pte Ltd – elected October 2008

Spain

Gonzalo Marco Cuenca, Ministry of Health and Social Policy – elected as alternate October 2009 and completing the term that began at that time

Sweden

Kristina Bränd Persson, National Board of Health and Welfare – first meeting as official representative November 2009

United Kingdom

Martin Severs, NHS Connecting for Health, Chair – original member, March/April 2007

United States

Andy Wiesenthal, Kaiser Permanente – original member, March/April 2007