

American College of Healthcare Executives
Board of Governors Issue Briefing

Date: September 4, 2003

Subject: Realignment of Districts and Governor's District
Liaison Assignments

Issue: This paper discusses alternative arrangements of ACHE Districts and the assignment of Governors to these Districts for liaison purposes. In addition, the authority to align Districts and assign Governors is discussed.

Discussion Points and Implications:

Purpose of ACHE Districts

The District structure of ACHE exists to serve two basic purposes:

- Districts provide a structure for the representation of Affiliate interests and needs so that the diverse needs of Affiliates in differing parts of the country or with different employment settings (i.e., the uniformed services/Veterans Affairs)
- Districts provide a structure for administration and communication with and among the elected leadership of ACHE.

The representational purpose may be less important now than it has been historically since the Governors are no longer elected to represent specific Districts. However, the structure is useful for the aggregation of Affiliate interests to the extent that they are diverse and potentially at cross purposes. Therefore, the purpose of the District structure to provide a structural means for the administration of ACHE's field activities (i.e., chapters and other local affiliated groups) and the communication between ACHE elected leaders may take some precedence.

Structural Context

Article VI, section 5(f) provides that the Board of Governors has the authority "*To designate nine Districts, eight encompassing the geographical jurisdictions and one encompassing the uniformed services/Veterans Affairs...*"

In March 2002, the Council of Regents adopted amendments to the ACHE Bylaws that implemented a non-geographically based, at-large structure for the Board of Governors. A National Nominating Committee that is sensitive to geography, but is primarily charged with assuring "a well-balanced group of strategic thinkers, best able to lead ACHE into what, in every respect, will be a vastly different healthcare landscape" slates governor candidates. (Final Report, March 2001, p15). Selected in this manner, the Board of Governors would be responsive, informed, diverse, and skilled.

The requirements of the Bylaws prevent the Board of Governors from changing the number of Districts while empowering the Board to realign the geographic boundaries of the eight geographically-based Districts. This restriction may have been more important when Governors were elected to represent specific Districts as it was likely seen as necessary to preserve the overall representational structure.

Article VIII, section 2(a)(i) provides for the composition of the Nominating Committee by requiring representation from the nine Districts. Again, this provision likely exist to ensure that the Nominating Committee is sensitive to geographic and work setting factors when developing the slate of Governors and Chairman Officers for presentation to the Council of Regents. A similar provision exists in Article VIII, section 2(f) related to the Regent Assessment Committee.

Several other committees established pursuant to Article VIII, section 3 were authorized with representation from the nine Districts. The scope and function of these committees restrict the appointment powers of the ACHE Chairman by requiring representation from each of the nine Districts.

No authority is provided or restricted for the assignment of Governors to Districts for liaison purposes. By practice in 2002, the Executive Committee acted to make such assignments. This action was later ratified by the Board of Governors.

Administration and Communication Issues

To realize the full advantages of the at-large selection process, Governors must gain diverse experiences and engage affiliates throughout the country to fully represent the diverse viewpoints and perspectives of ACHE affiliates. Governors will always have strong connections to the Affiliates and elected officials (Regents) from their “home” territory. It is important that Governors also hear from and interact with the Regents in other parts of the country so that they have a richer background to bring to the national decision-making table.

At the same time, it is clear from the discussions held during District Meetings that Regents feel it is important for them to have a clear, line-of-sight connection to a specific Governor and that the relationship persist over time. This enables them to ensure that their voice is heard during policy discussions by the Governors and provides them a means to express the views of their constituents.

Following a successful Nominating Committee process in 2002, conducted in accordance with the 2002 Bylaws revisions, it is important that ACHE take steps to clarify the relationship between at-large Governors and Districts. The most critical question is “How do we gain the advantages of diverse viewpoints and perspectives while, at the same time, maintain the advantages of continuity and existing relationships?”

Finally, the emergence of advanced electronic communications technology holds the promise of rapid, real-time methods to make communications among elected leaders easier and more effective. These technologies may serve to eliminate the need for some face-to-face meetings and may increase the pace of decision-making.

Alternatives for the District Governor Relationship

Staff has developed three alternatives describing possible structures for the District/Governor relationship. These alternatives represent scenarios that help to better understand the dynamics inherent in this issue. Variations on these scenarios certainly exist. A comparison of these alternatives is included as Attachment 1.

Proposal A. This proposal would retain the current District structure. Governors would be assigned the liaison role based on their “home” District and the Executive Committee

would “fill gaps” in assignments using Governors from Districts with more than one resident Governor. In Districts with multiple assigned Governors, the most senior Governor would assume the lead role.

Proposal B. This proposal would retain the current number of Districts and would rotate the liaison roles of Governors to ensure that each Governor would be exposed to 2-3 Districts different from their “home” District during a three-year term of office. The uniformed services Governor would not rotate and would, therefore, continue as the liaison to District 8 throughout his/her term. Three of the four newest Governors would attend the District meetings of their choosing (except his/her “home” District) during the first year of their term.

Proposal C. This proposal adds a Governor and would reduce the number of Districts to five. Four Districts would be geographic and the fifth would be the uniformed services/Veteran’s Affairs District. The uniformed services/Veteran’s Affairs Governor would be assigned to the uniformed services/VA District for their entire term. First year Governors would be assigned to geographic Districts other than their “home” District. During the second year of their term they would take a lead liaison role in the same District. During their third term, they would be assigned as Chair of a key Board committee. These key committees would be the Committee on Chapters, the Ethics Committee, the Regent Assessment Committee, and the Board Policy Committee. This proposal would be best implemented beginning in 2007 when the transition to staggered terms for Governors is completed and all Governors are elected to three year terms.

Summary of Issues

The following is a summary of the issues discussed above.

1. What is the primary purpose of ACHE Districts in the future?
2. Should the Board of Governors change the number and structure of the Districts?
3. Should Governors be assigned to Districts for liaison purposes? Should the Executive Committee be empowered to make assignments subject to ratification by the Board of Governors?
4. How many Districts should exist and how should the assignment and responsibilities of the Governors interact with this to gain the advantages of diverse viewpoints and perspectives while, at the same time, maintain the advantages of continuity and existing relationships?

Action to Date:

- The 2000 Governance Task Force made its recommendations for an at-large governance structure in March 2001.
- The Council of Regents amended the ACHE Bylaws to implement the at-large structure in March 2002.
- The Nominating Committee conducted its first nomination process under the new structure in October 2002 for elections in March 2003.
- The Executive Committee made prospective assignments of current and nominated Governors to Districts in February 2003. One Governor was assigned to a District in which he/she does not reside.
- The Council of Regents amended the ACHE Bylaws in March 2003 to transfer significant authorities to the Board of Governors. The Council of Regents conducted its first “think tank” to identify and explicate trends in the industry and

profession. This was used to advise the Board of Governors in the development of the ACHE strategic plan.

Staff Recommendations:

The ACHE staff recommends that the Governance Implementation Task Force recommend the following:

1. The ACHE Bylaws Committee should consider and draft amendments to the ACHE bylaws and/or Board policies to implement the following changes:
 - a. Empower the Board of Governors to establish the number and structure of Districts, requiring a District for the uniformed services/Veterans Affairs jurisdictions.
 - b. Change the composition of the Nominating Committee to include two representatives from each of the geographic Districts, one representative from the uniformed services/Veterans Affairs District, and the two most recent eligible Past Chairmen.
 - c. Change the composition of the Regent Assessment Committee to require at least one representative from each District established by the Board of Governors and require that the Chairs of the Committee on Chapters, the Regent Assessment Committee, the Ethics Committee, and the Board Policy Committee be Governors.
 - d. Empower the Executive Committee to assign Governors to Districts for liaison purposes, subject to ratification by the Board of Governors. The Chairman of the Board would assign third year Governors to Chair key Board committees.
2. The ACHE Board of Governors should consider the recommended changes to the Bylaws at the November 2003 meeting and forward their recommendation for the advise and counsel of the Regents during the 2004 Regents Leadership Conference..
3. In addition, the Board of Governors should consider the following actions at the February 2004 meeting:
 - a. Establish five Districts with the Governor/District relationship as described in Proposal C of Attachment 1.
 - b. Consider a staff-developed alignment of voting jurisdictions to create these five Districts and adopt an alignment that best meets the following considerations:
 - i. Contiguity with voting jurisdictions (i.e. Regent jurisdictions);
 - ii. Equitable distribution of Affiliates, except for the uniformed services/Veterans Affairs District; and
 - iii. Contiguity with the geographic service territories of ACHE chapters.
 - c. Make the changes in Districts effective in March 2007.
 - d. Forward their recommendations for the advise and counsel of the Regents during the 2004 Fall District Meetings.