



The Volunteer Structure of AMIA Board of Directors

AMIA is governed by a Board of Directors, all of whom are highly respected, nationally prominent informatics leaders who guide AMIA's policies and objectives. The Board is the principal policy making body of AMIA as set forth in the AMIA bylaws and articles of incorporation. The Board delegates various duties and responsibilities to the Executive Committee, officers, committees, task forces and employees. These delegations are reflected in bylaws, manuals and handbooks, and in resolutions adopted by the Board. The AMIA staff is responsible for maintaining handbooks, procedures and manuals that detail functions of the volunteer structure. Updates are done periodically and included for approval in the Board consent agenda.

AMIA has organized its Board structure and process to enable rapid, thoughtful and effective decision making. AMIA strives to ensure that Board's purpose is elevating, meaningful, and provides energy to individual board members. Board members understand the essential elements of effective boards, what they collectively will accomplish as a team, hold themselves and their colleagues accountable for the decisions of the Board, and promote ethics and transparency.

Qualifications

Each Board member is expected to be a committed and participating part of the Board of Directors and be a member of AMIA in good standing. The Board is elected by AMIA's voting members. Specific eligibility, terms of office, expectations, voting privilege, and roles and responsibilities are reflected in the AMIA bylaws, membership categories, handbooks, and this governance manual.

Expectations and Essential Elements of Effective Boards

Board members are expected to:

- Support the mission of the organization
- Attend board meetings as an active, prepared participant
- Keep board materials and board conversations confidential
- Attend AMIA meetings and membership events
- Serve as liaisons to committees and task forces
- Understand governing, board oversight, and fiduciary responsibilities
- Respond timely to organizational requests
- Speak knowledgeably and as one voice for AMIA

The strategic plan is set by the Board in accordance with AMIA's mission. The Board is responsible for ensuring AMIA is meeting our strategic goals and that our finances are sound. The Board is accountable to AMIA's members. The Board is responsible for providing performance reviews of the President and CEO, providing constructive feedback, and working with him/her on creating plans for improvement.

Each Board member is an ambassador of AMIA and is expected to speak positively about AMIA within the community and to the public.

Composition

The Board consists of five officers, twelve directors, a student representative, the Academic Forum Chair, the Informatics Partnership Council Chair, the Working Group Steering Committee Chair and the ACMI President.

The five officers are:

- Chair
- Chair-elect (or Past Chair)
- Secretary
- Treasurer
- President and CEO

Terms

Officer terms and election information are defined in the specific job descriptions herein. Officers and directors take office on the first day of the calendar year following their election unless a position is vacated and filled by the Board. Officers and directors, except the President and CEO, are voting members of the Board.

Directors

Four of the twelve directors are elected annually. Directors serve a three-year term and may be elected to serve two consecutive terms. Directors may be appointed to serve the remainder of a vacated term and are still eligible for election for two consecutive terms. Directors may be re-elected to the Board after an absence.

Student Representative

The student representative to the Board is responsible for communicating the views of and representing the voice of the Student Working Group. The student representative is a non-voting, ex-officio member of the Board. The Student Working Group is responsible for electing the student representative and for maintaining an accurate job description of the position as defined in the *Student Working Group Operating Guidelines*.

Academic Forum Chair

The Academic Forum Chair is responsible for communicating the views of and representing the voice of the Academic Forum. The representative is a non-voting, ex-officio member of the Board. The Academic Forum is responsible for electing the Chair and for maintaining an accurate job description of the position as defined in the *Academic Forum Policies and Procedures*.

Informatics Partnership Council Chair

The Informatics Partnership Council Chair is responsible for communicating the views of and representing the voice of the Informatics Partnership Council. The representative is a non-voting, ex-officio member of the Board. The council is responsible for electing the Chair and for maintaining an accurate job description of the position as defined in the *IPC Operating Guidelines*.

Working Group Steering Committee Chair

The Working Group Steering Committee Chair is responsible for communicating the views of and representing the voice of the Working Groups. The representative is a non-voting, ex-officio member of the Board. The Chair is appointed by the Chair of the AMIA Board of Directors as part of AMIA's Committee appointment process as defined in the *AMIA Committee Manual*.

ACMI President

The ACMI President is responsible for communication the views of and representing the voice of ACMI's Fellows. So long as ACMI remains a component of AMIA, the ACMI President is a non-voting, ex-officio member of the Board. ACMI is responsible for electing their President and for maintaining an accurate job description of the position as defined in *ACMI's Governance Manual*.

Roles and Responsibilities

The position of Board member is the highest volunteer member contribution role for AMIA. Board members have fiduciary obligations that require members to make decisions in good faith, are in the best interest of AMIA, and are financially responsible. The nomination criteria for a Board member balances a mix of experience, age, gender, ethnicity, geographic, and institutional balance. The key roles and responsibilities of the Board are to:

- Determine AMIA's mission and purpose
- Select and review the President and CEO to whom responsibility for the administration of AMIA is delegated
- Ensure effective strategic planning, priority setting, and capacity building
- Continually monitor AMIA's programs and services
- Ensure adequate resources and manage resources effectively
- Govern AMIA by adopting broad policies and objectives in conjunction with AMIA executives that serve AMIA's members
- Establish committees, task forces and special ad hoc work groups to ensure a volunteer community of AMIA members
- Approve the appointment of committee and task force chairs
- Approve the appointment of special liaisons and representatives to other organizations
- Approve the annual budget, annual audit report and 990 filing
- Approve the establishment of new awards
- Enhance AMIA's public image
- Assess its own performance and report annually to AMIA members

Resignation, Removal and Vacancies

An elected Board member may resign upon presenting his/her written resignation to the Chair. The resignation shall become effective immediately.

Upon recommendation by the Chair or the Executive Committee, the Board may at any meeting, by a two-thirds vote of those present, remove from office any elected or appointed Board member for any reason which it deems adequate, including specific reference to convicted felonies, violations of the *Conflict of Interest Policy* or excessive absences from Board meetings. Before such removal, the Board member concerned shall receive written notification from the Executive Committee and will be granted an opportunity to be heard at a meeting of the Board.

Unscheduled vacancies on the Board may be filled by Board appointment until the next regular election except in the cases of a Chair's vacancy as defined in this governance manual.

Directors and Officers Liability Insurance

AMIA maintains Directors and Officers Liability Insurance (often called D&O) for Board members. D&O covers damages or defense costs in the event we suffer such losses as a result of a lawsuit for alleged wrongful acts while a Board member is acting in their capacity as directors or officer for AMIA. The AMIA office maintains complete insurance policy documentation and certificates of coverage.

To the maximum extent provided by Maryland law, AMIA shall indemnify and advance expenses to any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a director, officer or employee of AMIA against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding. AMIA may indemnify and may advance expenses to any present or former employee or agent or any other person who serves or served any other enterprise at the request of AMIA, if and to the extent indemnification is authorized and determined to be appropriate, in each case in accordance with applicable law, by the Board of Directors or special legal counsel appointed by the Board of Directors.

Conflict of Interest

In their capacity as leaders of AMIA, Board members have an obligation to make decisions and conduct affairs of the organization based upon the desire to promote AMIA and its mission. *AMIA's Conflict of Interest Policy* aims to educate leaders on what constitutes a conflict of interest or the appearance of a conflict of interest, to set standards for full disclosure of professional and relevant personal activities and relationships that created a conflict of interest or the appearance of a conflict of interest, to remedy and resolve conflicts of interest per AMIA's conflict of management options, and to encourage leaders to remain aware of and take initiative to manage, disclose, and resolve conflicts of interest appropriately.

In order to proactively address any potential conflicts of interest, each Board member is required to annually complete and submit a disclosure form in January. Disclosures and agreed to methods of management are summarized yearly on the internal AMIA website allowing all AMIA members to review the COI disclosures of leaders.

Meeting Attendance

The Board typically meets bi-monthly via conference call and twice annually face to face. Other special meetings may be called at the request of the Chair, Executive Committee, or by request and vote of one-third of voting members.

Board members are expected to attend all Board meetings and a majority of AMIA's membership events.

Board members, staff or guests invited by the Chair may address the Board at an official meeting. AMIA members may attend face-to-face Board meetings except when the Board meets in Executive Session.

Meeting Travel Expenses

AMIA recognizes that our volunteer's time and contributions are vital to our success and achievement. In AMIA's role as a non-profit organization, we strive to be fiscally prudent. AMIA reimburses Board members for travel to Board meetings and required special events. Travel information is distributed to Board members prior to the meeting and the reimbursement form will contain the specific information related to that particular event, along with any special policy provisions that may be applicable (for example, if volunteers are traveling for AMIA activities that involve the use of grant or contract funds, reimbursement guidelines may be subject to different allowance amounts). Unless otherwise noted, reimbursements will follow the rules specified in *AMIA's Volunteer Reimbursement Policy*. In recognition of board member service, AMIA offers a 50% discount off the registration fee to the annual symposium.

Meeting Quorum and Rules of Order

A quorum for conducting official business at a meeting of the Board shall be a majority of its voting members. Board meetings may be held in person or virtually (conference call or other synchronous means of communicating as long as all persons participating in the meeting are able to hear one another). Board meetings follow *Robert's Rules of Order* unless they are in conflict with AMIA bylaws or other recognized procedures or rules AMIA has adopted or established as practice.

Any action required to be taken at a meeting of the Board may be taken without a regular meeting with a special notice from the Chair. These special meetings may take place via email using the process outlined below. Each special meeting shall be set in motion to address one issue only. If additional issues need to be addressed, a special meeting will be called for each issue.

AMIA follows the following process for special meetings:

- Special meetings will be chaired by the Board Chair. The Chair designates a meeting secretary to assist in the process.
- An email is sent to Board members detailing the proposed action and requesting a response. If a motion to table is received from a Board member within 24 hours of the email being sent, the motion will be tabled until the next scheduled Board meeting.
- An email reply is received from each voting Board member with his/her vote.
- If all voting Board members vote unanimously, the action is taken. If less than unanimous vote is received, the Board may ratify the action at a Board meeting.
- A written record of the vote will be recorded in the next scheduled Board meeting minutes.

Consent Agendas

In 2014, the Board adopted a policy to use consent agendas for Board meetings. Consent agendas package routine committee reports, board meeting minutes, and other non-controversial items not requiring discussion by the Board into one agenda item. Typical items include minutes, policy meeting reports, committee chair appointments, executive committee decision report outs, dashboards and tracking documents as well as updates to governing and operating documents.

The Board Chair will decide what items will be placed on the consent agenda. The consent agenda and any background material will be distributed along with the regular meeting materials. Board members are expected read all the materials in the consent agenda prior to the meeting.

AMIA follows the following process for consent agendas:

- As the first item of business, the Board Chair will ask if anyone wishes to remove any item under the consent agenda to be discussed.
- Directors can request to discuss the item or register a vote against the item.
- If an item is removed from the consent agenda, the Board Chair will place it on the regular meeting agenda.
- The Board Chair will then ask for a motion to accept the consent agenda. If a Director requests that an item is pulled from the consent agenda, the request will be registered along with the motion

Items for Clarification or Questions

For items that require clarification, or for which a Board member has a question, that clarification must be requested before the meeting. An item cannot be pulled from the consent agenda just to have a question answered. That sort of information gathering should happen only before the meeting.

Items for Discussion

If there is an item about which a Board member disagrees, or believes that item requires discussion, then a request is made to pull that one item from the consent agenda, and to add it to the regular agenda as an item to be discussed. The remainder of the consent agenda items are voted on and approved, and only that single item is held out for discussion.

Executive Session

The Board may enter Executive Session upon adoption of a motion to do so, or at the call of the Chair. Only voting Board members are present during Executive Sessions. The President and CEO and other individuals may be present by invitation. A Board member may be requested to leave an Executive Session if a COI is identified. Actions taken during Executive Session are reported out immediately on entering open session unless the Board specifically precludes such reporting of an action by sealing the Executive Session minutes by adoption of a motion to do so. If Executive Session minutes are sealed, they will remain in the possession of the AMIA Secretary (and successors) for a period of 10 years for archival purposes.

Executive Committee

For consistency and to prevent an unintended omission in documentation, detailed Executive Committee information is maintained in the *AMIA Committee Manual*.

Chair of the Board of Directors

Qualifications

The Chair is the principal officer of AMIA and the chief elected member. The Chair will be a member of AMIA in good standing who has demonstrated commitment, active service, and leadership and is committed to furthering AMIA's mission and vision. The Chair will have served previously as a member of the AMIA Board of Directors.

Expectations

The Board of Directors and members of AMIA expect the Chair to hold other officers responsible for fulfilling their duties, supporting the organization, actively participating in meetings and events of the organization, ensuring financial stability, and representing AMIA's mission and members well at all times.

Election

The Chair takes office as a result of their previous year's service as Chair-elect. Every other year, a Chair-elect is elected for a one-year term by AMIA's voting members. The election for Chair-elect is held in the fall of even numbered years (2014, 2016, 2018, etc.).

Term

The Chair's term is two years. The Chair takes office on the first day of the calendar year following completion of their one-year term as Chair-elect. The Chair is a voting member of the Board.

Vacancy: If a vacancy occurs for any reason in the first year of office, the Board of Directors shall immediately appoint a qualified individual to serve for the remainder of the unexpired term until the next regular election. The appointed individual is subject to the qualifications specified for Chair. If a vacancy occurs for any reason in the second year of office and a Chair-elect is incumbent, the Chair-elect will succeed to the office of Chair without further action and will serve for the remainder of the unexpired term of the former incumbent Chair plus his/her two-year term.

Roles and Responsibilities

The Chair is the principal officer of AMIA and the chief elected member. The specific roles and responsibilities of the Chair are to:

- Preside at all meetings of the Board, Executive Committee, and membership
- Serve as a member, ex-officio with vote, of all AMIA committees
- Serve as the primary volunteer representative to other organizations or entities unless it has been delegated for a specified, limited responsibility to another member
- Report to AMIA members on the state of the organization
- Recommend the appointment of committee and task force chairs unless otherwise specified in bylaws or governance documents

- Recommend the appointment of special liaisons and representatives to other organizations
- Oversee the work of committees and task forces including the bi-annual committee process
- Along with the Chair of the Nominating Committee appoint Nominating Committee members
- Represent the Board in the oversight of the President and CEO (who reports to the Chair)
- Review monthly financial statements, schedules, and investment reports
- Serve as an advisor to the President and CEO in the operations of the organization assuring AMIA's policies, procedures, budgets, membership and operational structures conform with, and adhere to, approved plans and principles

Chair-elect of the Board of Directors

Qualifications

The Chair-elect is an officer of AMIA. The Chair-elect will be a member of AMIA in good standing who has demonstrated commitment, active service and leadership, and is committed to furthering AMIA's mission and vision. The Chair-elect will have served previously as a member of the AMIA Board of Directors.

Expectations

The Board of Directors and members of AMIA expect the Chair-elect to assist the Chair in his/her duties. The Chair-elect shall perform the duties of the Chair during absence or disability of the Chair. In cases where the vacancy is permanent, the Chair-elect will succeed to the office of Chair.

Election

The Chair-elect is elected for a one-year term by AMIA's voting members. The election for Chair-elect is held in the fall of even numbered years (2014, 2016, 2018, etc.).

Term

The Chair-elect's term is one year. The Chair-elect takes office on the first day of the calendar year following his/her election. The Chair-elect is a voting member of the Board.

Roles and Responsibilities

The Chair-elect is an officer of AMIA. The specific roles and responsibilities of the Chair-elect are to:

- Serve on the Executive Committee
- Preside at all meetings of the Board, Executive Committee, and membership in the Chair's absence
- Assist the Chair in fulfilling his/her duties
- Chair the Signature Awards Committee
- Prepare for Chair role through the Committee appointment process

Past Chair of the Board of Directors

Qualifications

The Past Chair is an officer of AMIA. The Past Chair will be a member of AMIA in good standing who has demonstrated commitment, active service and leadership, and is committed to furthering AMIA's mission and vision. The Past Chair will have served as the Chair of the Board of Directors.

Expectations

The Board of Directors and members of AMIA expect the Past Chair to remain an active participant of the Board and to advise the Chair in his/her duties.

Election

The Past Chair takes office as a result of his/her previous two years of service as Chair.

Term

The Past Chair's term is one year. The Past Chair takes office on the first day of the calendar year following completion of his/her term as Chair. The Past Chair is a voting member of the Board.

Vacancy: If a vacancy occurs for any reason, the Board of Directors shall immediately appoint a previous Past Chair to serve for the remainder of the unexpired term.

Roles and Responsibilities

The Past Chair is an officer of AMIA. The specific roles and responsibilities of the Past Chair are to:

- Serve on the Executive Committee
- Preside at all meetings of the Board, Executive Committee, and membership in the Chair's absence
- Serve as Chair of the Nominating Committee during the year of his/her office and the year following
- Along with the Board Chair, appoint members to the Nominating Committee
- Advise the Chair in fulfilling his/her duties
- Report to the Chair of the Board of Directors
- Work with the AMIA office to ensure annual elections are conducted according to AMIA bylaws
- Chair the Signature Awards Committee during the year of his/her office

Secretary of the Board of Directors

Qualifications

The Secretary is an officer of AMIA. The Secretary will be a member of AMIA in good standing who has demonstrated commitment, active service and leadership, and is committed to furthering AMIA's mission and vision. The Secretary will have previously served in an AMIA volunteer leadership position.

Expectations

The Board of Directors and members of AMIA expect the Secretary to maintain, or cause to be maintained, corporate documents, minutes of Board meetings, Executive Committee meetings, membership meetings, records of activities, membership lists, and any other records required by law. If the Secretary is not able to perform his/her duties during a meeting of the Board, Executive Committee, or of the members, an Acting Secretary will be appointed by the Secretary or Chair to fulfill the Secretary's duties during that specific meeting.

Election

The Secretary is elected for a two-year term by AMIA's voting members. The election for Secretary is held in the fall of odd numbered years (2013, 2015, 2017, etc.).

Term

The Secretary's term is two years and is limited to two consecutive terms. The Secretary takes office on the first day of the calendar year following his/her election. The Secretary is a voting member of the Board.

Roles and Responsibilities

The Secretary is an officer of AMIA. The specific roles and responsibilities of the Secretary are to:

- Serve on the Executive Committee
- Report to the Chair of the Board of Directors
- Conduct the activities of the Corporate Secretary
- Sign corporate documentation when required
- Work with the AMIA office to manage corporate documents, minutes, records, lists and legal records
- Work with the AMIA office to distribute meeting materials for the Board, Executive Committee and general membership meetings in a timely manner
- Record actions taken during Executive Session and report such actions in open session unless the Board has sealed the Executive Session minutes. Record the appropriate abstentions and individuals that abstain from voting during Executive Session
- Maintain sealed records according to AMIA's *Record Retention Policy*
- Work with the Chair to ensure the volunteer committee process is handled effectively

Treasurer of the Board of Directors

Qualifications

The Treasurer is an officer of AMIA. The Treasurer will be a member of AMIA in good standing who has demonstrated commitment, active service and leadership, and is committed to furthering AMIA's mission and vision. The Treasurer will have previously served in an AMIA volunteer leadership position including as a member of AMIA's Finance and Investment Committee and will have a demonstrated knowledge of non-profit financial management.

Expectations

The Board of Directors and members of AMIA expect the Treasurer to provide financial leadership. Financial leadership requires a combination of skills and characteristics which include:

- Thorough understanding of financial reports.
- Ability to translate financial information and financial concepts for the Board.
- Maintaining a partnership with AMIA staff to develop a budget and budget tools for the Board and volunteer committees.
- Bringing financial leadership to the organization by combining strategic thinking, long-term planning, and leadership skills to connect AMIA's finances and its mission.

The Treasurer shall maintain, or cause to be maintained, all financial reports presented to the Board and members. The Treasurer shall employ, or cause to be employed a certified public accountant to audit the records and financial statements of the corporation as required by the Board of Directors. The Treasurer shall maintain, or cause to be maintained, the orderly collection of dues and any assessments.

Election

The Treasurer is elected for a two-year term by AMIA's voting members. The election for Treasurer is held in the fall of odd numbered years (2013, 2015, 2017, etc.).

Term

The Treasurer's term is two years and is limited to two consecutive terms. The Treasurer takes office on the first day of the calendar year following his/her election. The Treasurer is a voting member of the Board.

Roles and Responsibilities

The Treasurer is an officer of AMIA. The specific roles and responsibilities of the Treasurer are to:

- Serve on the Executive Committee
- Serve as an ex-officio advisor to the Audit Committee
- Serve as an ex-officio advisor to the Finance and Investment Committee
- Report to the Chair of the Board of Directors
- Sign appropriate corporate documentation and federal agreements

- Work with the AMIA office to ensure the fiscal accountability of AMIA and to understand the overall efficiency and cost effectiveness of AMIA's accounting policies, procedures, and systems
- Work with the AMIA office to prepare an annual budget to be presented to the Executive Committee, Finance and Investment Committee and Board
- Work with the AMIA office to distribute financial reports for the Board, Executive, Finance and Investment and Audit Committees, and general membership meetings in a timely manner
- Review and critique monthly financial statements, schedules, and investment reports
- Review and approve the expenses of the President and CEO
- Ensure that checks valued at \$300,000+ have appropriate documentation and notifications
- Approve in writing (including by e-mail) any authorization from the President and CEO or Executive Vice President to borrow funds on behalf of AMIA for periods, not exceeding 90 days, in anticipation of maturity of investments and other expected revenues. Any other type of borrowing shall require the specific approval of the Executive Committee.

President and CEO

Qualifications

The President and CEO is an officer of AMIA and serves as a member of the Board of Directors.

Expectations

The Board of Directors and members of AMIA expect the President and CEO to advance AMIA's mission, serve the members and improve our organizational strength. The President and CEO position requires a combination of skills and characteristics which include:

- Superior relationship building
- Excellent communication, and organizational stewardship skills
- The understanding of and ability to influence outside entities
- Thorough understanding of non-profit management and culture.
- Ability to translate complex information and concepts for the Board.
- Executive level leadership that combines strategic thinking, long-term planning, and execution skills to connect AMIA's strategic plan to its operational delivery.

The President and CEO is a full-time employee of AMIA hired by the Board of Directors. The President and CEO is a non-voting member of the Board.

Roles and Responsibilities

The President and CEO is an officer of AMIA. The specific roles and responsibilities of the President and CEO are to:

- Serve as a non-voting member of the Executive Committee
- Serve as a non-voting member of the Academic Forum Executive Committee
- Serve as a voting member of the Signature Awards Committee
- Serve as an ex-officio advisor to the Audit Committee
- Serve as an ex-officio advisor to the Finance and Investment Committee
- Serve as an ex-officio advisor to the Nominating Committee
- Report to the Chair of the Board of Directors
- Sign appropriate corporate documentation and federal agreements
- Advance AMIA's role as the leader in biomedical and health informatics by:
 - Representing AMIA in interactions with government and other policy-making forums, industry, scientific organizations, academic institutions and other organizations that are relevant to the field of informatics. This includes representing the depth of professional and intellectual diversity within the membership of AMIA
 - Consistently articulating and making known AMIA's position on important informatics issues, both to the membership and to external audiences
 - Taking the lead on efforts related to the advancement of professional certification for all AMIA members where such certification is relevant
 - Seeking strategic partnerships to help advance AMIA's goals

- Interacting regularly with the AMIA membership to assure that they are empowered, and that their needs and expectations are understood and represented
- Implementing the strategic vision of the Board of Directors
- Oversee the programmatic, administrative, and management activities of AMIA, including the advancement of new programs that have important business opportunities for AMIA. The President and CEO will actively engage AMIA membership – both through the AMIA Board of Directors and AMIA’s committees – in the development of such programs and will assure that there is synergy between the activities of the AMIA membership and the activities of the AMIA staff.
- Assure the financial success and growth of the organization
 - The President and CEO will develop and execute upon tactics to ensure a sound and profitable operating model for AMIA through the successful delivery of a diversified portfolio of products and services that is aligned with the AMIA strategic plan
 - The President and CEO will ensure the continued success of annual meetings
 - Given the increase in informatics activities at the national and international level, the President and CEO will be expected to increase AMIA’s total revenues
 - The President and CEO will be expected to grow the AMIA corporate membership and advance AMIA’s corporate engagement program
 - The President and CEO will be expected to preserve and grow the AMIA reserve fund and investment portfolio
- The President and CEO will follow *AMIA’s Conflict of Interest Policy* and approved methods of management and all AMIA’s policies as detailed in governance manuals and in other adopted policies and procedures.