

Bylaws Town Hall

October 2, 2024

Deb Boppre, MSM, RHIA, CCS, CCS-P, FAHIMA

2024 Speaker of the House

Deanna Peterson, MHA, RHIA, CHPS, LNHA

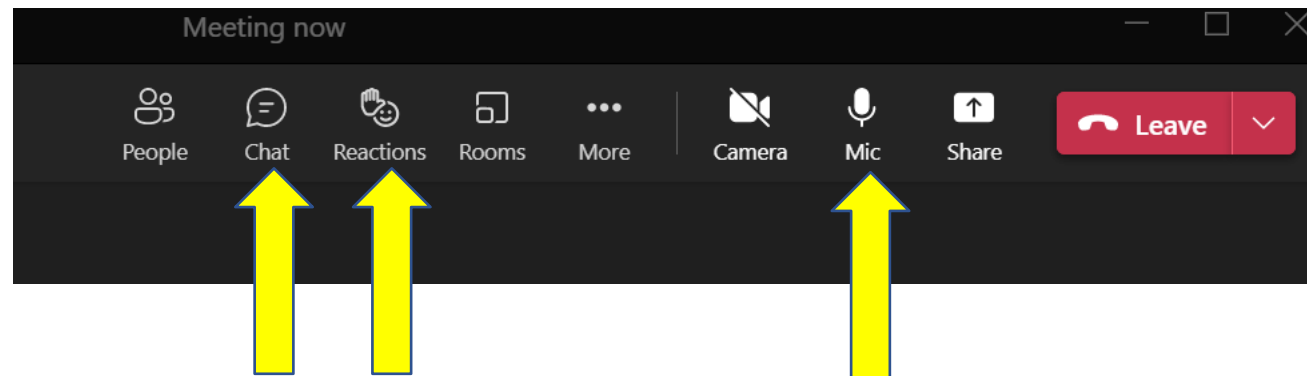
2024 Speaker-elect of the House



AHIMA®

Virtual Housekeeping

- Keep yourself on mute unless you're asking a question.
- Use “Raise Hand” to ask a question.
- Use the chat feature if you have a question or want to share knowledge.
- Include your name for discussions (*If labeled anonymous or dialed in by phone, we will ask that you identify yourself*).



Introduction to Ground Rules for HoD meetings

- Assume good intentions.
- One person speaks at a time.
- Focus on the process, not the person.
- Respect all opinions.
- Encourage constructive feedback/dissent.
- Avoid asking a question that has already been answered.
- Stay on topic.

Agenda

New Proposed Amendments

- AHIMA Mission Statement
- Board of Directors Powers and Duties
- House of Delegates Purpose
- Nominating Committee
- Dues Payment to Component Associations – 2 amendments
- Past Speaker of the House Role
- Professional Ethics Committee

Existing Proposed Amendments

- Combining Finance and Audit Committees
- 5.5: Election and Term of Office

Next Steps

Governance Agility Task Force Roster

Member	Representation	Component Association
Christine Cunningham	Chair	WI
Nancy Andersen	Governance Committee	CA
Jaclyn Barrett	Delegate	NJ
Sarah Branish	Delegate	CO
Deb Boppre	House Speaker	ND
Mona Calhoun	AHIMA Board of Directors	MD
Candice Garrod	Delegate	AZ
Karen Goddard	Delegate	NV
Elizabeth Goetz	Delegate	KS
Karen Lavin	Component Association	FL
Mandalynn Marcus	Delegate	OR
Robin Poole	Delegate	NE
Clarice Warner	Delegate	OH
Jami Wuebkenberg	Board Alumni/Delegate	AZ

Bylaws Amendments Background

- 2019 – External review of AHIMA Bylaws to assess compliance and best practices.
- 2022 – Administrative Bylaws amendments created and approved during 2022 House of Delegates Annual meeting.
- 2023 – Additional Bylaws amendments proposed to support agility and future strategic plan for AHIMA:
 - **Approved** – 4.2 Rights of Members
 - **Not approved** – Combining Finance and Audit committees
 - **Referred** – Extending Board terms to a second 3-year term

New Proposed Amendments

AHIMA Mission Statement

Board of Directors' Powers and Duties

House of Delegates Purpose

ART. III. PURPOSES

3.1 Purposes and Mission

Proposed Amendment

3.1 Purposes and Mission. The affairs and activities of AHIMA shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, (the “Code”) affecting nonprofit organizations qualified for tax-exempt status as described in section 501(c)(6) of the Code. The primary purpose of AHIMA as a member association is to commit to excellence in the management of health information for the benefit of patients, providers, and other users of health information. ~~Its mission is empowering people to impact health~~ AHIMA is a professional membership organization whose mission is to benefit its members, advocate for their professional interests and needs, and promote the advancement of the profession and the integrity of health information. AHIMA shall be and is a nonprofit corporation under the laws of the State of Illinois.

ART. V. BOARD OF DIRECTORS

5.1 Powers and Duties

Proposed Amendment

- 5.1 Powers and Duties.** The business and affairs of AHIMA shall be managed by or under the direction of the Board of Directors. The Board of Directors shall hold and exercise all corporate authority and fiduciary duties of AHIMA except as otherwise provided by law, AHIMA’s Articles of Incorporation, or these Bylaws. The duties of the Board of Directors in managing AHIMA shall include, but not be limited to, the following:
- a) To establish **in accordance with AHIMA’s mission** the ~~mission, purposes,~~ goals, and program priorities to be implemented by AHIMA’s Chief Executive Officer and staff, through a strategic planning process;
 - b) To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by AHIMA to carry out its mission;
 - ~~e) To determine and set overall policy;~~
 - d) To advocate the mission, values, accomplishments, and goals of AHIMA to the Members and to the public at large;
 - e) To determine, monitor, and strengthen programs that are responsive to the needs of the Members and are central to AHIMA’s mission;
 - f) To establish fiscal policy, including budget authorization and oversight;
 - g) To develop adequate resources to ensure financial stability for AHIMA’s activities;
 - h) To establish, develop, and maintain an effective and responsive corporate structure for AHIMA and its related entities, including but not limited to the creation of new affiliates and integrated commissions;
 - i) To select, retain, support, evaluate the performance of, and discharge the Chief Executive Officer of AHIMA;
 - j) To orient and evaluate the Directors and Officers of the Board of Directors; and
 - k) To render a year-to-date report on the financial status and activities of AHIMA to the House of Delegates at the AHIMA conference and a full report to the Members.

ART. VII. HOUSE OF DELEGATES

7.1 Purpose

Proposed Amendment

7.1 Purpose. The House of Delegates shall exist to govern the profession of health information by providing a forum for membership and to discuss, review, and enhance profession-related issues and to establish and maintain **the organization's mission and** the professional standards of the membership. The House of Delegates advises the Board of Directors on matters of importance to the Professional and Student Members and Delegates of AHIMA and to the health information community at large. Core roles of the House of Delegates will include, but not be limited to, adopting and maintaining a code of ethics, adopting and maintaining standards governing the health information profession, and developing position statements and other professional papers. The House of Delegates also makes recommendations to the Board of Directors on policy and strategic direction for AHIMA as provided for herein. The House of Delegates shall have the authority to establish committees and similar bodies to address membership and professional issues, as well as rules and policies of House of Delegates operation, subject to the terms of these Bylaws.

Questions

Nominating Committee

ART. VIII. COMMITTEES

8.5 Nominating Committee

Proposed Amendment

8.5 Nominating Committee. The Nominating Committee shall be comprised of ~~seven (7) nine (9)~~ Professional Members who are AHIMA certified and/or AHIMA credentialed members. Six (6) members shall be elected by the House of Delegates in accordance with the AHIMA Policy and Procedure Manual and shall serve for a two (2)-year term. ~~Two (2) members will be appointed by the Board of Directors, one (1) each year, and shall serve for a two (2)-year term.~~ The Chair of the Committee shall be appointed by the President/Chair-elect of the Board of Directors, ~~shall not be sitting on the current Board of Directors in any capacity, shall not be an AHIMA staff member, and shall not be~~ subject to the approval of the Board of Directors. ~~The Chair of the Committee and~~ shall serve for a one (1)-year term. The Chair and the members of the Committee must be Professional Members who are AHIMA certified and/or AHIMA credentialed ~~of AHIMA. The Chief Executive Officer or designee shall serve as a non-voting, ex-officio member of the Committee.~~ The Chief Executive Officer or designee shall not attend Committee meetings but shall be available to the Committee Chair upon request to provide background information on candidates or other information to aid in the Committee's decision-making or to ensure a smooth technical process.

The Committee shall identify and recruit qualified individuals to serve on the Board of Directors and as Officers of AHIMA ~~based upon input from the Board of Directors as to the elements and profile for the ideal board member and skills sets required to augment current Board strengths.~~ The Committee shall nominate for election by the Professional Members in accordance with Section 5.2 candidates for open Director and Officer positions, and certain candidates for the CEE and for CCHIIM in accordance with the terms of the CCHIIM Operating Code. The Committee shall ensure that no position on the ballot is uncontested. ~~The ballot candidates must be Professional Members who are AHIMA certified and/or AHIMA credentialed. The Committee shall strive to have a ballot representative of the membership.~~

Questions

Dues Payment to Component Associations

ART. XII. COMPONENT ASSOCIATIONS

12.6 Dues Payment to Component Associations

Proposed Amendment

12.6 Dues Payment to Component Associations. Twenty-~~six~~ percent (~~26~~~~20~~%) of the annual AHIMA member dues collected from the members of each Component Association by AHIMA shall be paid over annually to such Component Association for use in carrying out the purposes of AHIMA.

ART. XII. COMPONENT ASSOCIATIONS

12.6 Dues Payment to Component Associations

Proposed Amendment

12.6 Dues Payment to Component Associations. Twenty percent (20%) of the annual AHIMA member dues collected from the members of each Component Association by AHIMA shall be paid ~~over~~ annually **in monthly increments** to such Component Association for use in carrying out the purposes of AHIMA.

Questions

Past Speaker Role

New Proposed Amendment

- Adds a Past Speaker of the House role.
- Allows Past Speaker to run for Board position.
- Clarifies that Speaker-elect, Speaker, and Past Speaker would serve a term of one year each.

Suggested Description of Past Speaker Role

Serves in this role for one year immediately after completing their year as Speaker; is a *non-voting Board guest*.

Serves as mentor to the Speaker and Speaker-elect and assists as requested.

Monitors House of Delegates' initiatives and communicates with delegates as requested.

Reviews House orientation materials and suggests revisions.

Helps delegates with review of issues in preparation for House meetings and clarifies issues as needed.

May run for at-large Board position while serving as Past Speaker.

ART. VII. HOUSE OF DELEGATES:

7.5 Speaker of the House of Delegates

Proposed Amendment

7.5 Speaker of the House of Delegates. The House of Delegates shall have a Speaker, whose function shall be to preside at any meeting of the House of Delegates and to serve as the primary liaison between the House of Delegates and the Board of Directors. The Speaker must be a Professional Member of AHIMA, an AHIMA-approved certificant, and a current or previous member of the House of Delegates. The Speaker shall serve, *ex officio* with vote, as a member of the Board of Directors **for a term of one (1) year**. The Speaker shall not be eligible for election as an Officer of the Board of Directors while serving as Speaker. **Upon completion of the term as Speaker, the outgoing Speaker will serve as Past Speaker for a term of one (1) year.** If the outgoing Speaker is unable or unwilling to serve as Past Speaker, then the Speaker, after consultation with the President/Chair, shall either appoint a previous Speaker to the role for the duration of the term or direct that the role would remain vacant for the duration of the term. The Past Speaker shall not serve as a member of the Board of Directors. During their term as Past Speaker, the Past Speaker shall be eligible for election as an At-Large Director for a term to begin after their term as Past Speaker.

ART. VII. HOUSE OF DELEGATES:

7.6 Speaker-elect of the House of Delegates

Proposed Amendment

7.6 Speaker-elect of the House of Delegates. The House of Delegates shall elect annually a Speaker-elect. The Speaker-elect must be a Professional Member of AHIMA, an AHIMA-approved certificant, and a current or previous member of the House of Delegates. The Speaker-elect shall act in place of the Speaker in the event of the absence of the Speaker and shall exercise such other duties as may be delegated to the office by the House of Delegates. The Speaker-elect shall serve a term of one (1) year and shall assume the office of the Speaker upon the expiration of the Speaker's term of office or in the event of a vacancy in the office.

Questions?

Professional Ethics Committee

ART. X. INTEGRATED COMMISSIONS, ADVISORY BODIES AND NON-BOARD COMMITTEES

10.2 Professional Ethics Committee

Proposed Amendment

10.2 Professional Ethics Committee. The Board President/Chair shall annually appoint members to serve on a Professional Ethics Committee to consider and take action as appropriate on formal complaints filed against AHIMA Members and/or AHIMA certificants, for reasons including, but not limited to, violation of AHIMA's Bylaws, the Code of Ethics, the Standards for Initial Certification, the Standards for Maintenance of Certification or ~~actions that reflect unfavorably upon the profession, or activities which are contrary to the interests of AHIMA.~~ The Committee shall review and recommend to the House of Delegates revisions to the AHIMA Code of Ethics.

Questions?

Existing Proposed Amendments

Existing Proposed Amendment

ARTICLE VIII. COMMITTEES

- Combine 8.3 Finance Committee and 8.6 Audit Committee

Audit Committee's Responsibilities

Appoint, compensate, and oversee auditors:

- Appoints, compensates, and oversees the work of public accountant or public accounting firm engaged by AHIMA for the purpose of preparing or issuing an audit report or related work. The auditors report directly to the Audit Committee. **The Audit Committee does not perform the audit.**

Establish procedures:

- Establishes procedures for receipt, retention, and treatment of complaints received by AHIMA regarding accounting, internal accounting controls, or auditing matters. Also establishes procedures for confidential and anonymous employee reporting of concerns regarding questionable accounting, auditing, or other financial matters.

Exercise authority:

- Exercises authority of the Board to the extent authorized by the Board – meaning the Committee has the power to make decisions and take actions on behalf of the Board in matters related to auditing and financial oversight.

Facilitate audit findings session:

- Facilitates escalation of an audit findings session with the auditors and the Board, meaning the Committee ensures that any significant findings from the audit are discussed and addressed by the auditors and the Board.

Meeting requirements:

- Required to meet at least 3 times annually with additional meetings scheduled as necessary. **Committee also meets separately with the outside auditors at least once annually** and as considered appropriate. Committee comprises at least 3 but no more than 7 Board members; can include outside expert. The President/Chair is an ex officio member. **AHIMA CEO, CFO, and General Counsel attend committee meetings to provide support but are not committee members and do not vote.**

Audit Committee vs. Outside Auditor

Audit Committee

- Appoints and **manages work of outside auditor** — will occasionally bid out auditing firm.
- Reviews audit plans including scope and any risk factors.
- Confirms auditor's independence.
- Shares audit findings with Board.

Outside Auditor

- **Performs the audit.**
- Discusses audit findings with Audit Committee first and then the Board.
- Holds Closed Executive Session with Committee and Board only — **no AHIMA staff** — to discuss findings.

External Support Auditor

- External Auditor:
 - Kimberly Marshall, Managing Director, Forvis Mazars
- Outside Governance Counsel
 - Barbara Dunn, Partner, Barnes & Thornburg LLP

Questions?

5.5 Extending Board Terms

Proposed Process for Extending Terms

- Process for evaluating Board members should include input from Board on their Board-specific service, as well as from their assigned CAs.
- Board member applying for a 2nd term would have to go through *thorough Nominating Committee vetting process* again and would have to be selected for the ballot.
- Board member would have to be elected by members for any and all additional terms.
- Process addresses issue of continuity, has member buy-in, includes input from delegates and CAs, and addresses delegate concerns from 2023.

Additional Considerations

- Board members *do not* have to serve a second 3-year term.
- For Board members applying for a second 3-year term, process would begin at beginning of third year of their first term.
- Board members could serve two consecutive 3-year terms with a gap of 3 years before applying again.
- After 3-year gap, Board members could run again for 2 additional 3-year terms, but not to exceed four 3-year terms in total.
- Ballot would indicate if a candidate is a previous Board member.
- Bylaw would become effective immediately following adoption by House.

ART. V. BOARD OF DIRECTORS:

5.5 Election and Term of Office

Proposed Amendment

5.5 Election and Term of Office. The Professional Members shall elect Directors annually by electronic ballot at a time and under procedures set forth in the AHIMA Policy and Procedure Manual. Election shall be by a plurality of the votes cast by the Professional Members. Directors shall take office in the month of January following their election. ~~Three (3) at-large Directors shall be elected each year, unless a different number is necessary in a given year in order to fill vacancies. Ex officio Directors shall serve as Directors for as long as they hold their office. At-large Directors shall hold office for a term of three (3) years and until their successor is elected and qualified or until their earlier death, resignation, or removal. At-large Directors may serve a second term of three (3) years consecutively if elected by the Professional Members but may not serve more than two (2) consecutive terms of three (3) years except as provided below. At-large Directors, having served two (2) consecutive terms of three (3) years, may not apply to serve an additional term(s) as an At-large Director for at least three (3) years following the end of their second consecutive three (3) year term and in no event will an At-Large Director serve more than four (4) three (3) year terms in total. Three (3) at-large Directors shall be elected each year, unless a different number is necessary in a given year in order to fill vacancies. Ex officio Directors shall serve as Directors for as long as they hold their office.~~

Questions?

Next Steps

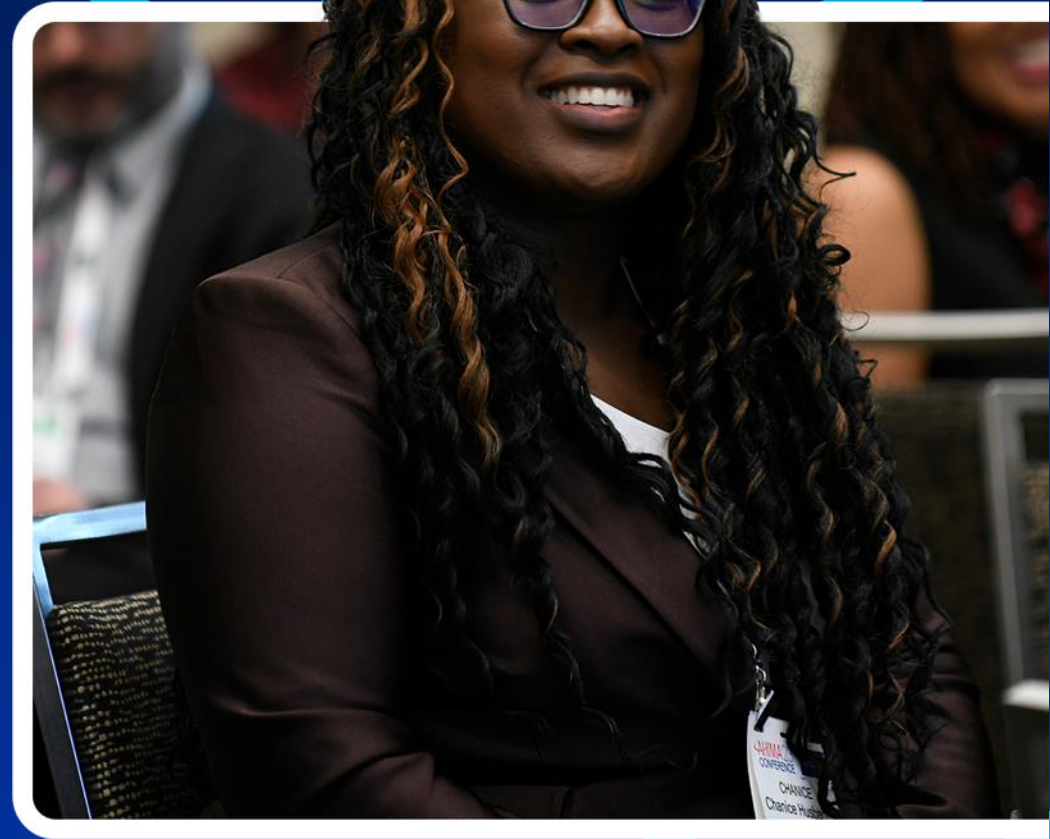
Timeline for 2024 Amendments

- Discuss these amendments with your CAs.
- Submit any additional questions regarding any amendment to profession.governance@ahima.org.
- Motions submitted 30 days before House meeting require 2/3 vote for adoption; motions submitted less than 30 days before *or* during House meeting require 2/3 vote to consider and then 90% to adopt.
- Board of Directors will make formal proposal for amendments for House Annual Meeting.
- House of Delegates discussion – October 27, 2024.

What We Need from You

- Register for the October 27 House meeting in Salt Lake City.
- Respond to the posts on Access with additional questions or insight.
- Ask questions!
- Send questions to profession.governance@ahima.org.

Thank you!



Appendix

ART. VIII. COMMITTEES:

8.3 Finance and Audit Committee

8.3 Finance and Audit Committee. The Finance and Audit Committee shall be comprised of no fewer than three (3) nor more than seven (7) Directors appointed by the Board President/Chair-elect. The Treasurer shall serve as the Chair of the Committee. **While serving on the Finance and Audit Committee, a member of the Committee shall not: (a) accept any consulting fee, advisory fee, or other compensation or benefits from AHIMA; or (b) have participated in any other transactions with AHIMA in which he or she has a financial interest within the previous year.**

The Finance and Audit Committee shall be responsible for oversight of the financial operations of AHIMA. The Committee shall undertake the following responsibilities:

ART. VIII. COMMITTEES:

8.3 Finance and Audit Committee

- a. Review, discuss and recommend changes to the proposed annual AHIMA budget and submit for approval to the Board of Directors;
- b. Review, discuss and accept the monthly financial statements for AHIMA;
- c. With the assistance of the Vice President, Financial Services, or equivalent senior financial personnel, present AHIMA's financial statements to the Board of Directors for approval at each meeting;
- d. Periodically, review and discuss the quality, quantity, substance, and dissemination of financial information provided to the Board of Directors and the Committee, recommending improvements as necessary; ~~and~~

ART. VIII. COMMITTEES:

8.3 Finance and Audit Committee

- e. Monitor the investments of AHIMA and develop and recommend to the Board of Directors' approval of changes to AHIMA's investment and endowment policies as appropriate;
- f. Be directly responsible for the appointment, compensation, and oversight of the work of any public accountant or public accounting firm engaged by AHIMA for the purpose of preparing or issuing an audit report or related work, and each such public accountant or public accounting firm shall report directly to the Committee; and
- g. Establish procedures for: (a) the receipt, retention, and treatment of complaints received by AHIMA regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of AHIMA of concerns regarding questionable accounting, auditing or other financial matters.

ARTICLE VIII. COMMITTEES

8.6 Audit Committee

~~**8.6 Audit Committee.** The Audit Committee shall be comprised of no fewer than three (3) nor more than seven (7) Directors appointed by the Board President/Chair. While serving on the Audit Committee, a member of the Committee shall not: (a) accept any consulting fee, advisory fee, or other compensation or benefits from AHIMA; or (b) have participated in any other transactions with AHIMA in which he or she has a financial interest within the previous year. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any public accountant or public accounting firm engaged by AHIMA for the purpose of preparing or issuing an audit report or related work, and each such public accountant or public accounting firm shall report directly to the Committee. The Committee shall establish procedures for: (a) the receipt, retention, and treatment of complaints received by AHIMA regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of AHIMA of concerns regarding questionable accounting, auditing or other financial matters.~~

ART. VI. OFFICERS

6.7 Duties of Treasurer

Proposed Amendment

6.7 Duties of Treasurer. The Treasurer shall keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of AHIMA and shall deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of AHIMA, with such depositories as may be designated by the Board of Directors. The Treasurer shall render to the Board of Directors, upon request, an accounting of all financial transactions of AHIMA and a statement of the financial condition of AHIMA, and, after consultation with the Board, shall cause an annual audit of AHIMA's financial affairs to be conducted. The Treasurer shall perform, or cause to be performed, any and all other duties incident to the office of Treasurer and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors. The Treasurer shall also serve as the Chair of the Finance **and Audit** Committee, *ex officio* with vote.