



Handbook on AHIMA Elected Positions

For members interested in the AHIMA Board of Directors, The Commission on Certification for Health Informatics and Information Management (CCHIIM), Council for Excellence in Education (CEE), and House of Delegates.

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Reference Guide

Qualifications, desired attributes, expectations, and responsibilities for the following positions:

[President/Chair-elect](#), AHIMA Board of Directors

[Director](#), AHIMA Board of Directors

[Commissioner](#), The Commission on Certification for Health Informatics and Information Management (CCHIIM)

[Council Member](#), Council for Excellence in Education (CEE)

[Speaker](#), House of Delegates. [House Job Descriptions](#)

[Participation Agreement for Directors](#): **(See page 24)** Conflict of Interest and Confidentiality form. Nominees for the positions of President/Chair-elect and Director on the Board of Director as well as Speaker-elect must complete and submit this document to profession.governance@ahima.org no later than March 31, 2020 to be considered for the position seeking.

[AHIMA Bylaws](#), Amended September 2019: References included to the positions:

- AHIMA Board of Directors, President/Chair-elect: Article V. Board of Directors and Article VI. Officers, 6.4 President/Chair
- AHIMA Board of Directors, Director: Article V. Board of Directors
- Commissioner, CCHIIM: Article XI. The Commission on Certification for Health Informatics and Information Management.
- Speaker-elect, House of Delegates: Article VII and 7.6

[CCHIIM](#): Includes information about the Commission and The Commission on Certification for Health Informatics and Information Management Operating Code

[CEE](#): Information on the Council for Excellence in Education

[House of Delegates](#): Information on the House

[Timeline for the Nomination and Election Process](#)

[2021 Board Attributes](#): A listing of the identified knowledge, skills, and competencies that are needed for members considering serving on the AHIMA Board of Directors in the roles of AHIMA President/Chair-elect, Director, or Speaker.

[Application Submission](#): Use the Volunteer Center to apply for a position on the Board, CCHIIM, CEE, or House

Job Descriptions



President/Chair-elect, Board of Directors Position Description

Summary

The primary responsibility of the American Health Information Management Association (AHIMA) Board of Directors is to set the vision, mission, and strategic direction of AHIMA and to make certain contributions that lead the organization toward the desired performance and assure that it occurs. The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management. AHIMA is a 30 + million-dollar business for which business-minded, strategic, and innovation people are needed to serve.

The President/Chair is the chief elected officer of AHIMA and presides at all meetings of members, the Board of Directors, and the Executive Committee. The role is a three-year position serving as President/Chair-elect the first year, President/Chair the second, and Past President/Chair the third year.

Italicized information below is from the AHIMA Bylaws on the position of President/Chair and Director on the AHIMA Board of Directors.

Members may serve only one term as the President/Chair-elect on the Board of Directors.

Powers and Duties

Duties of President/Chair *The President/Chair shall be the chief elected officer of AHIMA. The President/Chair shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. The President/Chair will determine, in consultation with the Chief Executive Officer, the regular agenda of all meetings of the members, the Board of Directors, and the Executive Committee. The President/Chair shall present a report at an Annual Meeting, appoint the chairs and members of committees (unless otherwise specified herein) authorized by the Board of Directors, act as liaison between AHIMA's staff and the Board, and perform such other duties as are inherent in the office of President/Chair or as authorized by the Board of Directors. The President/Chair must be an Active Member of AHIMA as well as an AHIMA-approved certificant.*

Duties of President/Chair-elect. *The President/Chair-elect shall act in place of the President/Chair in the event of the absence of the President/Chair and shall exercise such other duties as may be delegated to the office by the Board.*

Board of Directors 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:

- *To establish the mission, purposes, goals, and program priorities to be implemented by AHIMA's Chief Executive Officer and staff, through a strategic planning process;*
- *To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by AHIMA to carry out its mission;*
- *To determine and set overall policy;*
- *To advocate the mission, values, accomplishments, and goals of AHIMA to the members and to the public at large;*
- *To determine, monitor, and strengthen programs that are responsive to the needs of the members and are central to AHIMA's mission;*
- *To establish fiscal policy, including budget authorization and oversight;*
- *To develop adequate resources to ensure financial stability for AHIMA's activities;*
- *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;*
- *To select, retain, support, evaluate the performance of, and discharge the Chief Executive Officer of AHIMA;*
- *To orient and evaluate the Directors and Officers of the Board of Directors; and*
- *To render a year-to-date report on the financial status and activities of AHIMA to the House of Delegates at the national conference of AHIMA and a full report to the members.*

Open Positions

- One open position

Qualifications

The President/Chair must be an Active Member of AHIMA as well as an AHIMA-approved certificant. Also see the qualifications under Director.

Candidates must demonstrate leadership skills and possess governance and fiduciary experience. The Nominating Committee might seek candidates with certain types of skills or experience to complement those of continuing Directors thereby strengthening the Board's overall ability to govern and represent the interests of our diverse membership. Candidates for President/Chair-elect must demonstrate the ability to effectively chair a Board of Directors and be an accomplished communicator.

As a candidate, you are **required** to complete a Participation Agreement, attached, and submit to the Volunteer Leadership Development Department at AHIMA on or before the nomination deadline. If you do not, you will not be considered for candidacy.

Role and Responsibilities

President/Chair

1. The role of the President/Chair is to ensure the integrity of the Board's process and to represent the Board to outside parties.
2. The President/Chair strives to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
3. The authority of the President/Chair consists of making decisions on behalf of the Board. This authority extends to all decisions which fall within and are consistent with any reasonable interpretation of Board policies, except where the Board specifically delegates portions of this authority to others.
4. Empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
5. The President/Chair will represent the Board to outside parties in announcing Board-stated positions and in stating presidential decisions and interpretations within the area delegated to him or her.
6. In accordance with the Foundation Bylaws, the President/Chair of the AHIMA Board of Directors shall serve as ex-officio (non-voting) member of the Foundation Board.
7. Works closely with the President/Chair-elect to ensure continuity of AHIMA's strategic planning process.
8. Shall serve as an ex-officio member of the CEE.

President/Chair-elect

1. Act in place of the President/Chair in the event of the absence of the President/Chair.
2. Works closely with the President to ensure continuity of AHIMA's strategic planning process.
3. In consultation with the President and other Board members and staff, appoints chairs and any members of committees that are outlined in AHIMA Bylaws; Article VIII, Sections 8.1-8.7. (Bylaws; Article XI, Section 2, 2.1 and Section 3.1)
4. Oversee the appointment process for the year as President/Chair.
5. May serve as a speaker or representative at other association meetings as requested by President/Chair.
6. Attends and assists in planning joint Board and council planning meetings, leadership conference, designated regional team meetings, and AHIMA Conference

Past President/Chair

1. Continues as a member of the Board.
2. Mentors future leaders of the Association.
3. Serves in leadership positions and undertakes special assignments.
4. Represents the Association when called upon by the President/Chair.
5. In accordance with CCHIIM Operational Code, the Past President/Chair of the AHIMA Board of Directors shall serve as ex-officio (non-voting) member of the CCHIIM Board along with the CEO and VP of Certification.
6. Once off the Board, the **previous Past President/Chair** of the AHIMA Board of Directors (the individual that most recently completed the role as Past

President/Chair) shall serve as one of two Board appointees to the AHIMA Nominating Committee for a two-year term, beginning the year that they exit the AHIMA Board.

Additionally, the President/Chair-elect serves as a member of the Board of Directors. Information on this role:

Qualifications, Board of Directors

Directors shall be committed to supporting and advancing the mission and purposes of AHIMA. Directors must be Active Members in good standing of AHIMA and a majority of members of the Board of Directors must be AHIMA-approved certificants.

Board members should have:

- Commitment to AHIMA, its mission and the diversity and inclusion statement.
- Knowledge about the programs and goals of the association.
- Capacity to focus that knowledge on decision making that benefits the organization.
- Ability and eagerness to deal with values, vision and the long-term future of the organization.
- Ability to participate assertively in deliberation.

Roles and Responsibilities

1. Governing is the primary work of the AHIMA Board of Directors, which essentially means assuming the leading role, in partnership with the CEO and executive staff, in continuously answering three preeminent questions:
 - a. Where should AHIMA be headed in the future– and what should it become over the long run - to best serve its members and healthcare?
 - b. What should AHIMA be doing now and in the near term to reach goals and maximize its impact?
 - c. How is AHIMA performing in terms of realizing its vision and mission and carrying out its strategic and operational plans?
2. The "products" or job contributions of the Board shall be:
 - a. To act as the link between the organization and its "ownership" as trustees to the membership
 - b. To guard the vision and values of the organization, both currently and in the future.
 - c. To serve as liaisons to the Component State Associations to exchange AHIMA strategic information and assist in planning.
 - i. Assignment of four to five CSAs and responsible for attending CSA annual meetings and presenting under the Forward Funding Program.
 - ii. Connect with the CSA President, President-elect and/or CSA central office staff at least quarterly basis, unless a strategic AHIMA initiative demands more communication. A suggested e-mail message will be provided by staff each quarter to be personalized by Directors. CSA contact information is stored in Engage: State Leaders and House community.

- d. To oversee governing policies and procedures which, at the broadest levels, address: strategic outcomes, governance process, the Board-CEO relationship, executive limitations, board policy statements, financial oversight, and investment of assets.

General Expectations:

- Understands and articulates AHIMA's mission, vision, values, strategies, policies, programs, services, and strengths.
- Performs duties of Board membership responsibly and uphold the values of the Association.
- Suggests possible nominees for the Board, councils, committees, and task forces and submit names of individuals who should be recognized through awards and other forms of recognition.
- Supports an atmosphere in which every member of the Board can actively and fully participate.
- Mentors future leaders of the Association.
- Serves in leadership positions and undertake special assignments willingly and enthusiastically.
- Represents the Association when called upon to do so.
- Becomes informed about and follow relevant trends in healthcare and HIM.
- Refers matters of potential significance to the President and the Chief Executive Officer.
- Brings goodwill and a sense of humor to the Board's deliberations.
- Expresses opinions for the good of the Association, rather than to advance one's personal agenda.
- Communicates timely
- Prepares for, attends, and actively participate in meetings.
- Avoids conflicts of interest
- Participate as a fiduciary.

Time & Travel Commitment

- Approximately 35 in-person meeting days per year, including 5 Board meetings. Three are in conjunction with other meetings; Advocacy Summit, CSA Leadership Symposium, and AHIMA Health Data and Information Conference. Additionally, attendance at the CEE meeting and the AOE Symposium and 13 days for industry events.
- One Board conference call, periodic Executive Committee conference calls, monthly Governance Committee conference calls, and monthly 1.5-hour CEE conference calls during the year
- Periodic calls with the CEO and bi-monthly calls with the Board members
- In addition to meetings, 8-10 hours per month individual time for researching information, talking/corresponding with other Board members.

Attributes

This document will be provided mid-January.

Italicized information is from the AHIMA Bylaws on the position of President/Chair and Director on the AHIMA Board of Directors, [AHIMA Bylaws](#).

Director, Board of Directors Position Description

Summary

The primary responsibility of the American Health Information Management Association (AHIMA) Board of Directors is to set the vision, mission, and strategic direction of AHIMA and to make certain contributions that lead the organization toward the desired performance and assure that it occurs. The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management. AHIMA is a 30 + million-dollar business for which business-minded, strategic, and innovation people are needed to serve.

Members may serve only one term as a Director on the Board of Directors.

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:

- *To establish the mission, purposes, goals, and program priorities to be implemented by AHIMA's Chief Executive Officer and staff, through a strategic planning process;*
- *To ensure that appropriate governance and operational policies have been developed, adopted, and implemented by AHIMA to carry out its mission;*
- *To determine and set overall policy;*
- *To advocate the mission, values, accomplishments, and goals of AHIMA to the members and to the public at large;*
- *To determine, monitor, and strengthen programs that are responsive to the needs of the members and are central to AHIMA's mission;*
- *To establish fiscal policy, including budget authorization and oversight;*
- *To develop adequate resources to ensure financial stability for AHIMA's activities;*
- *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;*
- *To select, retain, support, evaluate the performance of, and discharge the Chief Executive Officer of AHIMA;*
- *To orient and evaluate the Directors and Officers of the Board of Directors; and*
- *To render a year-to-date report on the financial status and activities of AHIMA to the House of Delegates at the national conference of AHIMA and a full report to the members.*

Open Positions

- Three open positions

Qualifications

Directors shall be committed to supporting and advancing the mission and purposes of AHIMA. Directors must be Active Members in good standing of AHIMA and a majority of members of the Board of Directors must be AHIMA-approved certificants.

Board members should have:

- Commitment to AHIMA, its mission and the diversity and inclusion statement.
- Knowledge about the programs and goals of the association.
- Capacity to focus that knowledge on decision making that benefits the organization as a whole.
- Ability and eagerness to deal with values, vision and the long-term future of the organization.
- Ability to participate assertively in deliberation.

As a candidate, you are **required** to complete a Conflict of Interest (COI) Director's form and submit to the profession.governance@ahima.org at AHIMA on or before the nomination deadline. If you do not, you will not be considered for candidacy.

Roles and Responsibilities

3. Governing is the primary work of the AHIMA Board of Directors, which essentially means assuming the leading role, in partnership with the CEO and executive staff, in continuously answering three preeminent questions:
 - a. Where should AHIMA be headed in the future– and what should it become over the long run - to best serve its members and healthcare?
 - b. What should AHIMA be doing now and in the near term to reach goals and maximize its impact?
 - c. How is AHIMA performing in terms of realizing its vision and mission and carrying out its strategic and operational plans?
4. The "products" or job contributions of the Board shall be:
 - a. To act as the link between the organization and its "ownership" as trustees to the membership
 - b. To guard the vision and values of the organization, both currently and in the future.
 - c. To serve as liaisons to the Component State Associations to exchange AHIMA strategic information and assist in planning.
 - i. Assignment of four to five CSAs and responsible for attending CSA annual meetings and presenting under the Forward Funding Program.
 - ii. Connect with the CSA President, President-elect and/or CSA central office staff at least quarterly basis, unless a strategic AHIMA initiative demands more communication. A suggested e-mail message will be provided by staff each quarter to be personalized by Directors. CSA contact information is stored in Engage: State Leaders and House community.
 - d. To oversee governing policies and procedures which, at the broadest levels, address: strategic outcomes, governance process, the Board-CEO relationship,

executive limitations, board policy statements, financial oversight, and investment of assets.

General Expectations

- Understands and articulates AHIMA's mission, vision, values, strategies, policies, programs, services, and strengths.
- Performs duties of Board membership responsibly and uphold the values of the Association.
- Suggests possible nominees for the Board, councils, committees, and task forces and submit names of individuals who should be recognized through awards and other forms of recognition.
- Supports an atmosphere in which every member of the Board can actively and fully participate.
- Mentors future leaders of the Association.
- Serves in leadership positions and undertake special assignments willingly and enthusiastically.
- Represents the Association when called upon to do so.
- Becomes informed about and follow relevant trends in healthcare and HIM.
- Refers matters of potential significance to the President and the Chief Executive Officer.
- Brings goodwill and a sense of humor to the Board's deliberations.
- Expresses opinions for the good of the Association, rather than to advance one's personal agenda.
- Communicates timely
- Prepares for, attends, and actively participate in meetings.
- Avoids conflicts of interest
- Participate as a fiduciary.

Time & Travel Commitment

- Approximately 21 in-person meeting days per year, including 5 Board meetings. Three are in conjunction with other meetings; Advocacy Summit, CSA Leadership Symposium, and AHIMA Health Data and Information Conference.
- Approximately 10-15 days for travel and presentation at 4-5 CSA Annual Meetings, depending on the meeting's location.
- One Board conference call, possibly monthly conference calls if on a Board Committee, and monthly 1.5-hour CEE conference calls during the year
- Bi-monthly calls with the President/Chair-elect
- In addition to meetings, 2-4 hours per month individual time for researching information, talking/corresponding with other Board members.

Board Attributes

This document will be provided mid-January.

Italicized information is from the AHIMA Bylaws on the role of the Board of Directors and the position of Director on the AHIMA Board of Directors, [AHIMA Bylaws](#). Additional information contained in the AHIMA Board of Directors Policy Manual.



CCHIIM Commissioner Position Description

Summary

The Commission on Certification for Health Informatics and Information Management shall exist to serve the public by establishing, implementing and enforcing standards and procedures for certification and recertification of health informatics and information management professionals. They provide strategic oversight of AHIMA certification programs and are empowered with the sole and independent authority in all matters pertaining to both the initial certification and certification maintenance of HIIM professionals and serve a three-year term.

Powers and Duties

The Commission shall exist as an independent body within AHIMA; however, for tax, fiscal, and other administrative purposes, the Commission shall be considered an AHIMA function. The Commission has sole and independent authority in all matters pertaining to the certification and recertification activities of health informatics and health information professionals. In sponsoring the Commission, AHIMA shall act consistently with the accreditation standards and related requirements of any and all relevant third-party accreditation systems. The policies and procedures for the operation of the Commission shall be set forth in the AHIMA Commission on Certification for Health Informatics and Information Management Operating Code and in such other ancillary documents as the AHIMA Board of Directors and the Commission shall deem appropriate.

Open Positions

- Three open positions for the 2020 election
- Priority for 2020 Nominees: (3 positions; Nominee must have one or more of the following credentials: CCS, CDIP, CHDA, CHPS, RHIT)
-

Qualifications

Any AHIMA Certified Professional who meets all of the following shall be eligible for nomination as an At-large or Representative CCHIIM Commissioner:

1. *Understandings for Nomination and Service*
 - a. *Participation: Potential nominees understand and agree to abide by CCHIIM prescribed standards for participation and conduct with respect to all CCHIIM activities.*
 - b. *Ethics and Conduct: Potential nominees are made aware that if appointed or elected must adhere to all CCHIIM governance policies and procedures. This includes reviewing, attesting, and signing all CCHIIM documentation with respect to confidentiality, conflict(s) of interest and disclosure, all state*

- and federal laws, and intellectual property rights, as applicable, and as set forth in the CCHIIM Certification policies and procedures.*
2. *Requirements for Nomination of Representative and At-large Commissioners (nominees must meet all criteria as defined below):*
 - a. *Health Informatics and Information Management (HIIM) Competence: Currently AHIMA-credentialed member in good standing and has been AHIMA certified for a minimum of five years.*
 - b. *HIIM-relevant work: Currently performs HIIM-relevant work and has a minimum of five years or more performing HIIM-relevant work.*
 - c. *Leadership Experience: Has documented successful volunteer leadership experience which can be demonstrated through participation in HIIM and other, non-HIIM organizations or associations.*
 3. *Designations: The specific designation of representative Commissioners by role, setting, representation, or other classification, if applicable, shall be determined by the AHIMA Board of Directors, and shall be provided to the AHIMA Nominating Committee in advance of their work.*

Exclusions to Nomination

- Any AHIMA Certified Professional who currently performs or represents any of the following exclusions, even though they may meet all the requirements, will be deemed temporarily ineligible for nomination to CCHIIM, until such time that the exclusion can be deemed no longer active:
 - Currently serves on the AHIMA Board of Directors.
 - Currently serves on the Commission on Accreditation for Health Information and Informatics Management Education (CAHIIM) Board of Directors, the Council for Excellence in Education (CEE), AHIMA Foundation, or is a paid AHIMA staff member.
 - Has previously served on CCHIIM.

Note: Individuals currently serving their CSA as an officer or in the House of Delegates or serving on a National AHIMA or affiliate volunteer group are eligible for nomination to CCHIIM but must complete their term or put in writing that they will resign from their current position prior to the start of the CCHIIM term.

Roles, Responsibilities, and Restrictions

1. *Abide by all CCHIIM Understandings for Nomination and Service as referenced in this Operating Code, and further defined in the policies and procedures, at all times while participating in CCHIIM meetings, when performing CCHIIM work, or when representing CCHIIM publicly.*
2. *Attend and participate in all CCHIIM meetings or provide notice when unavailable to attend a meeting.*
3. *Fulfill responsibilities assigned by CCHIIM, including responsibilities related to a committee or task force appointment.*
4. *Disclose fully any perceived conflicts of interest.*

General Expectations

Tenure – all Commissioners shall serve a three (3) year term. Terms commence on January 1 and conclude on December 31 at the end of each Commissioner’s respective term. Terms shall be staggered to maintain continuity. Any Commissioner may request to have his/ her term extended. By recommendation of the Chair and receiving a majority vote of all Commissioners, the extended Commissioner shall be re-appointed for additional one (1) year term, which must be: A) Consecutive to the original term, and B) Cannot exceed a maximum of two additional one (1) year terms. The total duration of consecutive service to the Commission by any Commissioner cannot exceed five (5) years in total.

Time & Travel Commitment

- Potential Commissioners must be available to commit to:
 - Three (3), 1.5-hour conference calls during the year
 - 2-day in-person meeting held in the Spring and Fall of each year at the AHIMA office in Chicago
 - One new member orientation lasting half a day held in conjunction with the Fall in-person meeting in Chicago
 - Take part in Sub-committee work and conference calls
 - If elected to executive level position, attend AHIMA Conference, Assembly on Education Symposium, ICE Conference, and Leadership Symposium (as assigned), and participate in monthly or every other month 1-hour Executive Committee call

Attributes

Individuals who are interested in applying for a position on the CCHIIM must possess the following attributes:

- Has documented successful volunteer leadership experience which can be demonstrated through participation in HIIM and other, non-HIIM organizations or associations
- Future thinking (awareness of emerging roles and functions)
- Healthcare industry knowledge (not just HIM)
- Understanding of the role of lifelong learning, continuing education, and workforce/professional development
- Global market perspective in HIM is a plus
- The focus is on the profession and ensuring continued relevance of the profession in the future.

Italicized information in Summary and Powers & Duties is from the AHIMA Bylaws on the position of Commissioner on The Commission of Certification for Health Informatics and Information Management, [AHIMA Bylaws](#).

Italicized information in Qualifications, Roles, Responsibilities, and Restrictions, and General Expectations is from the Commission on Certification for Health Informatics and Information Management (CCHIIM) Operating Code.



Council for Excellence in Education

CEE Council Member Position Description

Summary

The AHIMA Council for Excellence in Education (CEE) exists to improve and adapt the education strategy for health information and related professions, focused on future opportunities and challenges. It is responsible for fostering support and adoption of new initiatives and improvements to curriculum, credentials, academic programs and resources. Focus on the changing needs of the students and working professionals and consider innovative ways of providing world class education in HIM.

The CEE council member is a health information professional currently practicing in industry and/or academia. The CEE council member is an Active AHIMA member who abides by the AHIMA code of ethics and performs in a non-biased advisory capacity to ensure academic and workforce alignment in support of AHIMA strategy.

Powers and Duties

The CEE provides advisement to AHIMA regarding education and workforce. The collective expertise of the CEE is utilized to support the vision, mission and strategies set by the AHIMA Board of Directors in relationship to the alignment of educational and workforce driven skills and competencies. The CEE is responsible for the direction of initiatives and deliverables of the Graduate Resource Alliance Workgroup, the Assembly on Education Program Workgroup, the Student Advisory Workgroup and support to the Professional Certificate Approval Program.

Open Positions

- Two open positions for the 2020 election
- Members may serve only one term as a council member.
- Members serve a three-year term

Qualifications

- To qualify for placement on the ballot, the individual must be an Active member holding an AHIMA credential.
- All candidates are to demonstrate leadership skills and experience that reflect the CEE attributes.
- The Nominating Committee may seek candidates with certain types of skills or experience to complement those of continuing CEE Members thereby strengthening the CEE's overall ability to represent the interests of academic and workforce stakeholders.
 - Current CEE: 9 Council members; 8 educators, 1 practitioner

Exclusion to Nomination

- *Council members may not serve in a position for their CSA as an officer or in the House of Delegates or serve on a National AHIMA or affiliate volunteer group while serving their term on the CEE.*

Roles and Responsibilities

- Understand and articulate the AHIMA Mission and Vision to ensure the CEE sets initiatives and deliverables aligned to AHIMA strategic objectives.
- Abide by the AHIMA Code of Ethics.
- Perform duties of the CEE responsibly and uphold the values of AHIMA and the CEE.
- Support an atmosphere in which every member of the CEE can actively and fully participate.
- Mentor future academic stakeholder leaders.
- Serve in leadership positions and undertake special assignments willingly and enthusiastically.
- Represent the CEE when called upon to do so.
- Refer matters of potential significance to the Chair of the CEE.
- Bring goodwill and a sense of humor to the CEE deliberations.
- Express opinions for the good of the CEE, rather than to advance one's personal agenda.
- Communicate between regularly scheduled meetings, by participating in conference calls collectively or as part of a team.
- Suggest possible nominees for the councils, workgroups, and task forces.
- Monitor the CEE Engage Community or other CEE communication sites as necessary.
- Answer correspondence promptly.
- If available, attend the Assembly on Education Symposium/ held annually at their own or their employer's expense.
- Adhere to travel and expense guidelines and procedures.

General Expectations

Council members are expected to participate in:

- *One annual in-person council meeting*
- *Scheduled conference calls at a date and time established by the members of the Council*
- *Assembly on Education Symposium*
- *Ad-hoc task force meetings*
- Prepare for and participate in CEE and other meetings by previewing the agenda and meeting materials

- Ask timely and substantive questions at the CEE, workgroup and other meetings consistent with your conscience and convictions, while supporting the majority decision on issues decided by the CEE
- Maintain confidentiality of the CEE deliberations as indicated and speak for the CEE only when authorized to do so
- Avoiding Conflicts:
 - Serve AHIMA and the CEE rather than any special interest group or constituency
 - Avoid even the appearance of a conflict of interest that might embarrass the CEE and disclose any possible conflicts to the CEE in a timely fashion
 - Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate
 - Understand fully, comply with, and adhere to the terms and spirit of the AHIMA's conflicts of interest and dualities and confidentiality and nondisclosure agreements

Time & Travel Commitment and Term of Office

- Council members are elected or appointed to serve a 3-year term.
- Council members must participate in monthly conference calls and attend one annual in-person meeting held at the AHIMA office in Chicago.
- Council members may also serve as a chairperson for one of the CEE workgroups and/or may be required to participate in workgroup meetings.
- Council members may represent the CEE on AHIMA workgroups and/or on special taskforces as assigned.
- Council members may serve as liaison from the CEE to one or more of the AHIMA workgroups or taskforces as assigned.
- Council members' time commitment varies depending on the needs of the Council and workgroups but is estimated to be 8-10 hours per month.

Attributes

Individuals who are interested in applying for a position on the CEE must possess the following attributes:

- Maintains knowledge and understanding of emerging trends in education, workforce, and healthcare (future thinking)
- Understands the role of lifelong learning
- Demonstrated leadership through mentoring and coaching
- Recognizes that organizational and system changes are inevitable
- Solutions-oriented

Italicized information is from the CEE Policies and Procedures.



Speaker-elect, House of Delegates Position Description

Summary

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 an Active 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. The Speaker shall not be eligible for election as an Officer of the Board of Directors while serving as Speaker.

The House of Delegates shall elect annually a Speaker-elect. The Speaker-elect must be an Active 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 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.

Powers and Duties

The House of Delegates shall have primary responsibility and authority for establishing the position of AHIMA and taking action on the following matters:

- a. The standards governing the health information management profession, including:
 - the AHIMA Code of Ethics
 - Standing rules of the House of Delegates
 - Development of positions and best practices in health information management*
- (b) Election of six (6) members of the AHIMA Nominating Committee in accordance with the process set forth in the AHIMA Policy and Procedure Manual.*
- (c) Any other matters put before the House of Delegates by the AHIMA Board of Directors for final consideration and action.*

Open Positions

- One open position
- Two-year term; first year as Speaker-elect, second year as Speaker

Qualifications

- Active member
- AHIMA-approved certificant

- Current or previous member of the House
- Demonstrate leadership skills and experience commensurate with leading the House, the body that governs the profession.
- Members may serve only one term as a Speaker-elect of the House of Delegates.
- If elected, the person must resign as a member of the House and/or CSA officer.
- The Speaker-elect is unable to hold a position on the CSA Board or delegate during term of office as Speaker-elect and Speaker of the House.

Roles and Responsibilities

- Participates as a member of the House in all meeting and electronic dialogues.
- Prepares for office by being familiar with House materials and participates in House of Delegates activities.
- Develops the work plan and agendas for meetings as webinars as designated in conjunction with the Speaker.
- Presides over the House Leadership Team developing agenda content and program of work in conjunction with the House Leadership co-chair. The team:
 - Serves as a steering committee consisting of one (1) delegate from each CSA.
 - Ensures effective HoD operations through alignment with strategy.
 - Fosters the overall delegate experience and provides oversight of task force progression.
- Presides over the quarterly House Forum identifying topics, developing agenda content and program of work.
- Ensures democratic process at House meetings by following AHIMA Bylaws and parliamentary process.
- Refers all motions from House meetings to the appropriate organizational units.
- Serves as a moderator for electronic dialogues in the House communication platform (that is, State Leaders and House of Delegates Engage Community).
- Provides support and closely works with the Speaker in order to ensure continuity from one year to the next by maintaining routine communication.
- Delivers incoming Speaker address at the annual House meeting.
- Ensures orientation of incoming delegates and oversees development of orientation materials.
- Participates in AHIMA Board of Directors meetings and conference calls as invited, excluding voting.
- Appoints co-chairs of Practice Councils and chair of Advocacy and Policy Council for the year in office as Speaker.
- Performs additional functions, as needed, to assist in facilitating work of the House of Delegates.

General Expectations

- Understands and articulates AHIMA's mission, vision, values, strategies, policies, programs, services, and strengths.
- Mentors future Association leaders.
- Serves in leadership position and undertakes special assignments willingly and enthusiastically.
- Represents the Association when called upon to do so.

- Becomes informed about and follows relevant trends in healthcare and HIM.
- Refers matters of potential significance to the AHIMA President/Chair and the Chief Executive Officer.
- Expresses opinions for the good of the Association, rather than to advance one's personal agenda.
- Suggest possible nominees for the Board, councils, committees, and task forces and submit names of individuals who should be recognized through awards and other forms of recognition.
- Communicates between regularly scheduled meetings, by
 - Participating in conference calls collectively or as part of a team
 - Answering correspondence promptly

Time & Travel Commitment

Serving on the Board of Directors:

- Approximately 21 in-person meeting days per year, including 5 Board meetings. Three are in conjunction with other meetings; Advocacy Summit, CSA Leadership Symposium, and AHIMA Health Data and Information Conference.
- One Board conference call, monthly conference calls for the Governance Committee.
- Bi-monthly calls with the President/Chair-elect
- In addition to meetings, 2-4 hours per month individual time for researching information, talking/corresponding with other Board members.

Serving as Speaker:

- Monthly calls for the House of Delegates, planning calls, and House Speaker/Speaker-elect calls.
- In addition to meetings, 2-4 hours per month individual time for researching information, talking/corresponding with delegates and House co-chairs.

Serving as Speaker-elect:

- Approximately 9 in-person meeting days per year, including Advocacy Summit, CSA Leadership Symposium, and AHIMA Health Data and Information Conference including the House of Delegates meeting.
- Monthly calls for the House of Delegates, planning calls, and House Speaker/Speaker-elect calls.
- In addition to meetings, 2-4 hours per month individual time for researching information, talking/corresponding with delegates and House co-chairs.

The Speaker-elect position serves as ex-officio member of the House without vote. The Speaker-elect 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. The Speaker-elect

shall act in place of the Speaker in the event of the Speaker's absence and shall exercise such other duties as may be delegated to the office by the House.

The Speaker-elect may be called on to attend Board meetings, related House meetings, and other meetings in preparation for the role as Speaker of the House.

Attributes

High ethical standards in both personal and professional decision making and acting in the best interest of the Association as well as upholding AHIMA values of integrity, leadership, quality, and respect. Candidates must have experience working on boards of directors and developing strategy.

Added value would be experience in:

- Leadership
- Innovation

Other desirable attributes:

- Global perspective
- Excellent public speaking skills

Candidate diversity is also important.

Role as Speaker of the House of Delegates

After serving as Speaker-elect, the member becomes the Speaker of the House of Delegates. The Speaker serves a one-year term and presides over the House while serving as the primary liaison between the House and the Board of Directors (BOD). The Speaker shall not be eligible for election as an officer of the Board of Directors while serving as Speaker, as outlined in the AHIMA Bylaws.

General Expectations

- Same as above

Roles and Responsibilities

House of Delegates

- Presides over the House.
- Presides over the annual House meeting and delivers the Speaker address.
- Develops the work plan and agendas for meetings as webinars as designated.
- Participates as a member of the House in all meeting and electronic dialogues.
- Prepares for office by being familiar with House materials and participates in House of Delegates activities.
- Preside over the Envisioning Collaborative Team; developing agenda content and program of work in conjunction with the Envisioning Collaborative co-chair. The team:
 - Serves as a “think tank” composed of delegates, subject matter experts, and industry leaders bringing forward a robust exchange of perspectives, innovation, and ideas that inform strategy and enable solutions and sound decisions advancing the profession.

- Develops the Environmental Scan Report used by the BOD to develop and refine AHIMA's strategy.
- Performs additional functions, as needed, to assist in facilitating work of the House of Delegates.
- Ensures democratic process at House meetings by following AHIMA Bylaws and parliamentary process.
- Refers all motions from House meetings to the appropriate organizational units.
- Serves as a moderator for electronic dialogues in the House communication platform (that is, State Leaders and House of Delegates Engage Community).
- Works together with AHIMA President/Chair-elect on committee and House co-chair appointments.
- Provides support and closely working with the Speaker-elect in order to ensure continuity is kept from one year to the next by maintaining routine communication.
- Ensures orientation of incoming delegates and oversees development of orientation materials.
- Serves ex officio with vote, as a member of the Board of Directors. The Board of Directors meets at least four times a year and follows Article V of the AHIMA Bylaws.

Board of Directors

- Prepare for and participate in Board, Committee, and other meetings, including the Advocacy Summit in Washington, DC, the July CSA Leadership Symposium in Chicago and the AHIMA Conference.
- Monitor the Board of Directors activities on at least a weekly basis.
- Ask timely and substantive questions at Board, committee and other meetings consistent with your conscience and convictions, while supporting the majority decision on issues decided by the Board.
- Maintain confidentiality of the board's executive sessions and speak for the Board or AHIMA only when authorized to do so.
- Attends the Board retreat in January, the BOD meetings in March, July and in conjunction with the AHIMA Conference.
- Participates in meetings involving issues of a critical nature requiring close Board coordination.
- Prepares for BOD meetings by being familiar with HoD materials.
- Supports an atmosphere in which every member of the board can actively and fully participate.
- Brings goodwill and a sense of humor to the board's deliberations.
- Communicates between regularly scheduled meetings, by
 - Participating in conference calls collectively or as part of a team
 - Monitoring the Board of Directors communication timely
 - Answering correspondence promptly
- Liaison Roles and Special Assignments
 - Serving on one of the Board Committees and on special committees as assigned.
 - Speaking to groups of members at component state association or other meetings, as requested.

- Serving as liaison from the Board of Directors to committees, councils, task forces and other bodies
- Representing AHIMA with alliance and other groups.
- **Avoiding Conflicts**
 - Serve AHIMA as a whole rather than any special interest group or constituency.
 - Avoid even the appearance of a conflict of interest that might embarrass the board or AHIMA and disclose any possible conflicts to the Board in a timely fashion.
 - Maintain independence and objectivity and do what a sense of fairness, ethics, and personal integrity dictate.
 - Understand fully, comply with, and adhere to the terms and spirit of AHIMA's conflicts of interest and dualities and confidentiality and nondisclosure agreements.
- **Fiduciary Responsibilities**
 - Exercise prudence with the Board in the control, transfer, and investment of funds.
 - Consider the impact of each recommendation and decision on AHIMA's mission and resources.
 - Adhere to expense guidelines and expense reporting procedures.
 - Read and understand the AHIMA financial statements and status, and otherwise help the board fulfill its fiduciary responsibility.
- **Fundraising**
 - Give an annual gift to the AHIMA Foundation according to personal means.
 - Assist the Foundation and staff by supporting fundraising strategies through personal influence with others (corporations, individuals, and foundations).

Term of Office and Time Commitment

The Speaker is a one-year term, January - December serving as member of the House with vote and a member of the BOD.

For the House, the Speaker attends Speaker/Speaker-elect bi-monthly calls or as needed, co-chair calls as needed, monthly House webinars, the Advocacy Summit in Washington, DC, the July CSA Leadership Symposium in Chicago, the Fall Board orientation, and the House meeting during the AHIMA Conference.

For the BOD, the Speaker attends quarterly BOD meetings and additional calls, serves on the Governance Committee, and completes other duties as assigned.

Desired Attributes

High ethical standards in both personal and professional decision making and acting in the best interest of the Association as well as upholding AHIMA values of integrity, leadership, quality, and respect. Candidates must have experience working on boards of directors and developing strategy.

Added value would be experience in:

- Leadership
- Innovation

Other desirable attributes:

- Global perspective
- Excellent public speaking skills

Candidate diversity is also important.

Resource: [House Job Descriptions](#)

Italicized information is from the AHIMA Bylaws on the position of Speaker, House of Delegates and Director on the AHIMA Board of Directors, [AHIMA Bylaws](#).

American Health Information Management Association (AHIMA)

PARTICIPATION AGREEMENT FOR DIRECTORS

This Participation Agreement contains the requirements for Directors of the American Health Information Management Association (AHIMA) when acting in their capacity as members of the AHIMA Board of Directors (“Director”), as officers or as committee members, and should guide their participation in all AHIMA projects and activities. These requirements include:

- A. Fiduciary Obligations;
- B. Agreement to Abide by the AHIMA Conflict of Interest Policy and Procedures;
- C. Disclosure of Potentially Conflicting Interests;
- D. Agreement to Maintain Confidentiality;
- E. Work-for-Hire Agreement/Assignment; and
- F. Hold Harmless Agreement
- G. Violation Participation Agreement

Last Name _____ First Name _____ Middle Initial _____

Business Affiliation and Address: =

Date _____

FIDUCIARY OBLIGATIONS OF DIRECTORS

Directors have legally enforceable fiduciary obligations to exercise their powers and judgment solely in the best interests of AHIMA. Fiduciary obligations include a duty of care and a duty of loyalty, as well as strict adherence to the AHIMA *Conflicts of Interest Policy and Procedures* and the other obligations set forth in this AHIMA Participation Agreement.

1. Duty of Care

- 1.1. A Director must discharge his or her duties as a Director, including his or her duties as an officer and a committee member:
 - In good faith;
 - In a manner he or she reasonably believes to be in the best interests of AHIMA; and
 - With the care an ordinarily prudent person in a like position would exercise under similar circumstances.
- 1.2 In discharging his or her duties, a Director may reasonably rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
 - One or more officers or employees of AHIMA whom the Director reasonably believes to be reliable and competent in the matters presented;
 - Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the persons’ professional or expert competence; or
 - A committee of the Board of Directors of which he or she is not a member if the Director reasonably believes the committee merits confidence.

- 1.3 A Director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection 1.2 unwarranted.
- 1.4 A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.

2. Duty of Loyalty

A Director owes a duty of loyalty to AHIMA. In accordance with that duty, a Director may not:

- disclose confidential information of AHIMA;
- compete with AHIMA;
- assist or act on behalf of a person or entity that competes with AHIMA;
- usurp a business opportunity of AHIMA;
- assist another person or entity to usurp a business opportunity of AHIMA;
- obtain secret or unfair profits through a transaction with AHIMA; or
- Profit financially through confidential information gained by virtue of his or her position with AHIMA.

By signing this Participation Agreement, the undersigned acknowledges his/her understanding of the AHIMA Conflicts of Interest Policy and Procedures and agrees to abide by the above requirements.

Initials _____

AHIMA CONFLICT OF INTEREST POLICY AND PROCEDURES

AHIMA is committed to establish and maintain a high standard of integrity in all activities (“AHIMA Activities”) it performs for AHIMA members and the public at large. The success of AHIMA Activities depends in large measure upon the confidence that AHIMA members and the public have in the integrity of AHIMA. In order to maintain this confidence, AHIMA has adopted this *Conflict of Interest Policy and Procedures*.

This *Conflict of Interest Policy and Procedures* is necessary because AHIMA depends upon voluntary service from Directors to accomplish its AHIMA Activities. Directors may have personal, business or professional interests which conflict with the best interests of AHIMA. AHIMA does not view the existence of such interests as implying bias or an impediment to participation in AHIMA Activities. It does, however, require that in certain circumstances those interests be disclosed and resolved.

NOTES:

- Definitions of key terms not defined in the body of this document are provided in Attachment A to this Participation Agreement.
- This *Conflict of Interest Policy and Procedures* is supplemented by and shall be interpreted in accordance with all applicable state and federal laws and regulations.

1. Conflict of Interest

- 1.1. Any circumstance that compromises, may compromise or may appear to compromise the ability of a Director to act in the best interests of AHIMA, or impair such person’s objectivity, independence, or loyalty to AHIMA; or that may be inconsistent or competitive with the interests or concerns of AHIMA, constitutes a potential conflict of interest warranting disclosure.

- 1.2. In connection with any actual or potential conflict of interest, a Director must disclose the existence and nature of the conflict and all material facts to the Board of Directors or the members of any AHIMA committee with Board-delegated powers (an “AHIMA Committee”), before consideration of a matter related to the conflict.

2. Disclosure of Interests

- 2.1. It is the intent of AHIMA that all decisions of AHIMA are objective, independent and at all times based solely on the best interests of AHIMA, AHIMA members, and the public. Accordingly, AHIMA requires that:
 - All Directors complete the Disclosure of Interests Form (“Disclosure Form”) below pertaining to ongoing and anticipated AHIMA Activities and return it to the AHIMA office, where it shall be filed, no later than November 1 prior to each year of service;
 - A Director who is elected or appointed to a position during the course of a year must complete and submit a Disclosure Form immediately upon election or appointment;
 - If a Director develops a potential conflict of interest during the year, a revised Disclosure Form must be submitted within 30 days;
 - A Director must contact the AHIMA Board Governance Committee Chair or the President/Chair if he or she observes or becomes aware of any violation of the AHIMA *Conflict of Interest Policy and Procedures*.
- 2.2. The Disclosure Form for each Director shall be shared with the Governance Committee for review, following which the Chair of the Governance Committee shall advise each Director of the necessary disclosure(s) that the Director must make with respect to AHIMA matters that may arise at Board or AHIMA Committee meetings. The Chair of the Governance Committee also shall advise the President/Chair, the AHIMA CEO, and the chair(s) of relevant AHIMA Committees of the necessary disclosure(s). All Disclosure Forms shall be retained in the Office of the AHIMA Executive Office.

3. Announcement and Disclosures

- 3.1. At the onset of each meeting of the AHIMA Board or an AHIMA Committee, the presiding officer shall announce the Conflict of Interest Policy and Procedures and ask whether any Director has a potential conflict of interest relating to one or more of the matters listed in the agenda for the meeting.
- 3.2. A Director who recognizes a potential conflict of interest with respect to a matter under consideration by the Board or AHIMA Committee on which he or she serves **must disclose** the conflict and all material facts to the presiding officer prior to or upon commencement of discussion of the matter, **whether or not such conflict has been described in a Disclosure Form**. The Director shall make this disclosure at the earliest possible time in order to avoid misunderstanding or misrepresentation of his or her motives or interests related to participation in the discussion or vote on the matter.
- 3.3. If, during his or her review of materials prior to an AHIMA Board meeting or an AHIMA Committee meeting, or at any time during such meeting, a Director becomes aware of an undisclosed potential conflict, such conflict must be reported to the President/Chair or AHIMA Committee chair, as applicable, as soon as possible but in any event **before discussion of the relevant matter**.
- 3.4. If the Director does not timely disclose a potential conflict, the President/Chair or AHIMA Committee chair, as applicable, shall make the disclosure.

4. Conflict Resolution Procedures

- 4.1. Recusal of Self. Any Director may recuse himself or herself at any time from involvement in any decision or discussion in which the Director believes he or she has or

may have a conflict of interest, without disclosing the reason for recusal or going through the process for determining whether a conflict of interest exists.

4.2. Determining Whether a Conflict of Interest Exists. After disclosure of a potential conflict of interest, and after any desired statement by the disclosing Director, he or she shall leave the Board or AHIMA Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or AHIMA Committee members shall decide if an actual conflict of interest exists.

4.3 Procedures for Addressing a Conflict of Interest.

- A Director who notices a matter that could raise a conflict of interest issue for the Director, when reading a Board meeting agenda or board book in preparation for a meeting, the Director should immediately cease reading about the topic in the board book, notify the President/Chair of the possible conflict, and recuse him/herself from attendance at any board discussion or vote on the matter.
- A Director with a disclosed potential conflict shall leave the Board or AHIMA Committee meeting during the discussion of and voting on the matter at issue.
- After exercising due diligence, the Board or AHIMA Committee shall determine whether:
 - The disclosed conflict shall be waived as unlikely to affect the Director's ability to act in the best interests of AHIMA, or to negatively affect the integrity or image of AHIMA, or
 - In the best interest of AHIMA, the Director should be recused from discussion and/or voting on the matter at issue.
- A Director who has been recused from a discussion at a Board or AHIMA Committee meeting shall not return to the meeting room until he or she has been advised that the relevant discussion and action have concluded. The minutes will reflect that the Director recused him/herself from the discussion.
- If, in the preparation of the board book, AHIMA staff identify a conflict within the materials to be provided to the board, staff shall alert the CEO. The CEO can confer with the President/Chair to determine whether the materials should be removed from the board book of the Director with the potential conflict. The Board President/Chair will notify the Director if this information was removed and ask the Director to recuse him/herself from the discussion and vote on the matter

5. Special Procedures for Interested Director Transactions*¹

5.1. The following special procedures apply to circumstances in which an "interested" Director is directly or indirectly a party to a transaction involving AHIMA.

5.2. It is AHIMA's position that interested Director transactions should be avoided whenever possible.

5.3. When an interested Director transaction is under consideration, the following rules shall apply:

- The material facts of the transaction and the Director's interest or relationship must be disclosed to the Board or AHIMA Committee prior to the Board or AHIMA Committee discussing or taking action on the matter.
- The Director may make a factual presentation to the Board or AHIMA Committee but must leave the room and recuse himself/herself from all deliberations and voting relating to the transaction.

¹ See 805 ILCS 105/108.60 (2013); Internal Revenue Service, *Instructions for Form 1023* (6/2006), Appendix A: Sample Conflict of Interest Policy.

- If the value of the transaction exceeds \$25,000.00, AHIMA must have solicited proposals from other qualified vendors or contract recipients, received (or attempted to receive) written bids from at least three such individuals/entities (including the interested Director), and determined that AHIMA cannot obtain, with reasonable efforts, an equally advantageous transaction with a person or entity that would not give rise to a conflict of interest.
- If an equally advantageous transaction is not reasonably possible under circumstances not producing a conflict of interest, the Board or AHIMA Committee shall determine by a majority vote of the disinterested Directors whether the transaction is fair and reasonable and in the best interests of AHIMA. At the discretion of the presiding officer, the interested Director may be recused from the discussion.
- The presence of the interested Director may be counted in determining whether a quorum is present but may not be counted when the Board or AHIMA Committee takes action on the transaction.
- The transaction must be approved or ratified by the affirmative votes of a majority of disinterested Directors or AHIMA Committee members, even if the disinterested Directors or AHIMA Committee members number less than a quorum.

5.4. For purposes of this section:

- A Director is "interested" if the Director or the Director's company, organization or other entity for which the Director serves in a leadership, employment or ownership capacity, or a company in which the Director has a material financial interest, or a member of the Director's immediate family is directly or indirectly a party to a transaction involving AHIMA.
- A Director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, Director or general partner.
- Director is not "indirectly" a party to a transaction if the Director is an officer or Director of both parties to a transaction and the transaction involves a grant or contribution without consideration from one entity to the other, provided the Director does not have a material financial interest in the entity that receives the grant or contribution.

6. Documentation

6.1 When a transaction or other matter arises that may involve an actual, potential or apparent conflict of interest, the relevant meeting minutes shall document all procedures followed with respect to the conflict, including:

- The names of the persons who disclosed or otherwise were found to have an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or other matter, the content of the discussion, including any alternatives to a proposed transaction, and a record of any vote(s) taken in connection with the proceedings.

6.2 If the relevant matter arises outside of a Board or AHIMA Committee meeting, the AHIMA CEO shall prepare a memorandum to file documenting the above information.

By signing this Participation Agreement, the undersigned acknowledges his/her understanding of the AHIMA Conflicts of Interest Policy and Procedures and agrees to abide by the above requirements.

Initials _____

C. DISCLOSURE OF INTERESTS FORM

1. Competition with AHIMA

- a) Do you engage in or support any activity, with or without remuneration, that competes with, interferes with, or otherwise displaces or diminishes an opportunity that otherwise may belong to AHIMA?

Articles, practice briefs, toolkits
Meetings, conventions
Professional books, journals
Training webinars
Online and in-person training
Online and in-person exams
Certification prep courses
Consulting Services (i.e. IMO Mapping)
Certification exams
Social Media, for example Blogs and Tweets
Other

Yes _____ No _____

If Yes, please describe _____

- b) Do you engage in any other personal, professional or business activities that compete with AHIMA?

Yes _____ No _____

If Yes, please describe _____

- c) Do you engage in any personal, professional or business activities that assist another person or entity that competes with AHIMA?

Yes _____ No _____

If Yes, please describe _____

- d) What other organizations' Boards of Directors have you served on in the past five years?

2. Business Relationships with AHIMA

a) Do you have any direct **business relationships** with AHIMA?

Yes _____ No _____

If Yes, please describe _____

b) Do you have a **family member** who has a direct or indirect **business relationship** with AHIMA?

Yes _____ No _____

If Yes, please describe _____

c) Do you serve as an officer, Director, trustee or key employee of an entity which has a **business relationship** with AHIMA?

Yes _____ No _____

If Yes, please describe _____

d) Do you serve as a partner, member or shareholder of greater than 5% (including ownership by family members) in an entity, which has a **business relationship** with AHIMA?

Yes _____ No _____

If Yes, please describe _____

e) Do you have a **family member** who received reportable compensation greater than \$10,000 from AHIMA or a **related organization**?

Yes _____ No _____

If Yes, please describe _____

f) Did you or a **family member** receive a loan or other advance from AHIMA which had an outstanding balance as of the end of AHIMA's tax year?

Yes _____ No _____

If Yes, please describe _____

g) Did you or a **family member** receive a grant, scholarship or other assistance from AHIMA (other assistance may include provision of goods, services, or use of facilities)?

Yes _____ No _____

If Yes, please describe _____

- h) Did you or a **family member** receive total compensation or other payments exceeding \$10,000 during AHIMA's tax year from AHIMA or any **related organization** as an **independent contractor**, other than reimbursement of expenses under an accountable plan or reasonable compensation for services provided in the capacity as a member of the governing body?

Yes _____ No _____

If Yes, please describe _____

3. Family and Business Relationships with Other Directors

- a) Do you have a **family member** who is a Director, officer, commissioner, or key employee or agent?

Yes _____ No _____

If Yes, please describe _____

- b) Do you have a **business relationship** with any other officer, Director, trustee or key employee of AHIMA?

Yes _____ No _____

If Yes, please describe _____

4. Other Conflicts of Interest

- a) Do you have any other conflicts to disclose?

Yes _____ No _____

If Yes, please describe _____

By signing this Participation Agreement, the undersigned acknowledges his/her understanding of the AHIMA Disclosure of Interests Form and certifies that the above information is accurate and complete.

Initials _____

D. AGREEMENT TO MAINTAIN CONFIDENTIALITY

The undersigned understands and agrees that, in connection with the undersigned's service to AHIMA as a Director, the undersigned will be exposed to highly confidential information regarding AHIMA and its activities, including but not limited to strategic plans, financial reports, audit results, internal memoranda, and other materials, records, minutes, or data of a confidential nature (collectively, the "Confidential Information").

In order to protect the Confidential Information, the undersigned hereby promises not to make copies of, discuss, disclose, or otherwise disseminate, or assist or permit others to copy, discuss, disclose, or otherwise disseminate, any Confidential Information, and not to use the Confidential Information for any purpose whatsoever except directly in connection with the undersigned's service to AHIMA. **Further, the undersigned understands and agrees that the above promise of confidentiality will be in effect from the date the undersigned is elected, appointed, or engaged to serve in his or her AHIMA position, throughout the tenure of the undersigned's Service to AHIMA, and at all times thereafter. Such understanding and agreement require a former Director to observe the same restrictions on disclosure of confidential information that apply to a current Director.**

The undersigned acknowledges that a breach of this promise of confidentiality could result in irreparable damage to AHIMA and the public for which a remedy at law will be inadequate, and the undersigned agrees that this promise may be enforced by an injunction. The undersigned agrees to pay all of AHIMA's costs and expenses, including attorneys' fees, if AHIMA brings an action against the undersigned for breach of this confidentiality promise and prevails in such action.

By signing this Participation Agreement, the undersigned acknowledges his/her understanding of the AHIMA Agreement to Maintain Confidentiality and agrees to abide by the above requirements.

Initials _____

E. WORK-FOR-HIRE AGREEMENT/ASSIGNMENT

The undersigned, who currently provides or shall provide services to AHIMA as a Director, in which capacity the undersigned will prepare and contribute certain materials for use by AHIMA, hereby agrees that any and all original material contributed by the undersigned shall be deemed to be a work made for hire for AHIMA. To the extent that such contribution is not deemed to be a work made for hire under the United States copyright laws or is not similarly treated under the copyright laws of any other country, the undersigned hereby assigns to AHIMA all right, title, and interest in such contribution, including the right to sue for infringement.

By signing this Participation Agreement, the undersigned acknowledges his/her understanding of the AHIMA Work for Hire Agreement/Assignment and agrees to abide by the above requirements.

Initials _____

F. HOLD HARMLESS AGREEMENT

The undersigned acknowledges and agrees that the decision to participate in AHIMA activities, including, but not limited to, attending meetings or traveling to any destination in support of those activities, is completely voluntary. The undersigned hereby agrees to hold AHIMA, and its officers, Directors, members, employees and agents, harmless from any complaint, claim or damage arising out of or in connection with any attendance at, travel to, or participation in, any and all AHIMA activities.

By signing this Participation Agreement, the undersigned acknowledges his/her understanding of the AHIMA Hold Harmless Agreement and agrees to abide by the above requirements.

Initials _____

G. VIOLATION OF THE PARTICIPATION AGREEMENT

1. Misconduct by a Director. If the Board of Directors has reasonable cause to believe that a Director has:

- Breached his or her fiduciary obligations to AHIMA;
- Not submitted a complete, accurate and comprehensive Disclosure Form, failed to disclose an actual or potential conflict of interest, or not complied in all other respects with the AHIMA *Conflict of Interest Policy and Procedures*;
- Breached his or her promise of confidentiality; or
- In any other manner acted inconsistently with the terms of this Participation Agreement.

The President/Chair shall inform the Director of the basis for such belief and afford the Director a fair opportunity to respond to such charge(s) at a hearing before the Board of Directors.

2. Discipline by AHIMA. If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board of Directors, in its discretion, determines that the Director has engaged in any of the misconduct described above, it shall take appropriate disciplinary action, which may include one or more of the following:

- Request for the Director's resignation;
- Removal of the Director from the Board;
- Prohibition of future participation by the Director in AHIMA leadership;
- Waiver of the Director's right to indemnification and insurance under the AHIMA Bylaws;
- Legal action against the Director; or
- Any other action that the Board of Directors deems just and appropriate.

3. Serious, Pervasive Conflicts. If a Director is determined by the Board of Directors to have serious, pervasive, multiple or continuing conflicts, such that the Director would seldom, if

ever, likely be able to act in the best interests of AHIMA, resignation or removal should be considered.

The remainder of this page has been left blank intentionally.

IN ACCORDANCE WITH MY OBLIGATIONS AS A DIRECTOR, I HAVE READ AND UNDERSTOOD THE ABOVE STATEMENTS AND I HEREBY AGREE TO BE LEGALLY BOUND BY THEIR TERMS. I UNDERSTAND AND AGREE THAT IF I FAIL TO HONOR THE COMMITMENTS I HAVE MADE, I SHALL BE SUBJECT TO REMOVAL FROM THE BODY OF AHIMA ON WHICH I SERVE, AND I SHALL FORFEIT ANY ELIGIBILITY FOR INDEMNIFICATION OR INSURANCE FOR WHICH I OTHERWISE MAY HAVE BEEN ELIGIBLE UNDER THE BYLAWS OF AHIMA OR ANY APPLICABLE LAW.

Last Name _____ First Name _____ Middle Initial ____

Signature _____ Date _____

AGREED TO: American Health Information Management Association

By _____

Title _____

Signature _____ Date _____

Upon completion, please return to Latasha Bryant at Latasha.bryant@ahima.org
Thank you.

Appendix: Definitions

1. **Business Relationship:** Business relationships between two persons include any of the following:
 - a. One person is employed by the other in a sole proprietorship or by an organization with which the other is associated as a trustee, Director, officer, key employee, or greater than 35% owner;
 - b. One person is transacting business with the other (other than in the ordinary course of either party's business on the same terms as are generally offered to the public), directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued in excess of \$10,000 in the aggregate per calendar year (indirect transactions are transactions with an organization with which the one person is associated as a trustee, Director, officer, key employee, or greater than 35% owner);
 - c. The two persons are each a Director, trustee, officer, or greater than 10% owner in the same business or investment entity.
2. **Business Transaction:** A contract, agreement, grant, license, loan, lease, performance of services or similar undertaking, or a joint venture in which AHIMA and a Director each has a profits or capital interest.
3. **Compensation:** Includes all forms of cash and noncash payments or benefits provided in exchange for services, including salary and wages, bonuses, severance payments, deferred payments, retirement benefits, fringe benefits, gifts that are not insubstantial, and similar financial arrangements and transactions.
4. **Family Member:** A person's (i) spouse, (ii) parents and other living ancestors, (iii) descendants (whether natural or adopted) and their spouses, and (iv) siblings (whether whole or half-blood) and their spouses. A spouse includes a life partner.
5. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or a family member:
 - a. An interest as an officer, Director, trustee or partner of any entity with which AHIMA has a business transaction;
 - b. An ownership or investment interest in any entity (other than as an owner of not more than 5% of the total shares or interest of an entity) with which AHIMA has a business transaction;
 - c. A compensation arrangement with AHIMA or with any entity or individual with which AHIMA has a business transaction; or
 - d. A potential ownership or investment interest (of greater than 5%) in, or compensation arrangement with, any entity or individual with which AHIMA is negotiating a business transaction.
6. **Independent Contractor:** A person who provides services to AHIMA that is not treated as an employee.
7. **Related Organization:** An organization that is related to AHIMA, including:
 - a. The Component State Associations ("CSAs"), and any entities controlled by, or under common control with, AHIMA
 - b. The International Federation of Health Information Management Associations (IFHIMA).

Resources:

[AHIMA Bylaws](#), Amended September 2019

[The Commission on Certification for Health Informatics and Information Management Operating Code](#)

[House Job Descriptions](#)