

Subject: New ACC Governance changes

January 7, 2016

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To All:

I hope you all had a happy New Year and wish all a healthy 2016. It's hard to believe, but our Leadership meeting is rapidly approaching and one of the topics to be discussed are the new Governance changes. I am sure you have seen some of the communications already and you will hear more at Leadership and then 2 sessions at the BOG meeting. I wanted to tee up the discussion by describing the process, the initial principals which guided the changes and then some areas that are affected. These changes will be presented at our BOG meeting and then we will have time for discussion.

Governance Task Force: This was co-Chaired by Drs Zoghbi and Weaver and there were 11 members in addition to staff. This included 9 current or former BOT members, and FIT and APP representation. We met frequently over a year in face-to-face meetings from the August 2014 to the initial presentation of principles at the August 2015 BOT Retreat. The discussions were frank, open, often heated as we tried to assess "best practices" and all sides of an issue.

The implementation plan was worked out by the co-Chairs and staff strictly adhering to the principles that were ratified by the BOT in August 2015. The full Task Force again met twice shortly before the December 2015 BOT meeting. All recommendations had to pass the litmus test of "does this conform with the Principles"? Suggestions and modifications were made and it was presented to full BOT and additional minor modifications were made.

What follows are the guiding Principles and a summary:

Set of ACC/ACCF Governance Principles

• **I. Governance Function**

- 1. The Board is strategically oriented to support the Mission.
- 2. Governance focus is on strategy and policy, and not on tactical, implementation or management issues.
- 3. Governance shall operate on the principle of: centralize authority and decentralize decision making. **
- 4. The board must insure it is aware of the needs and challenges of all of the members of the College as it relates to the Mission, and has multiple mechanisms and avenues for membership voice to be heard at the board level. (**see Notes Principle #5 Note #3)

• **II. Governance Structure**

- 5. Governance structure **supports** optimum governance function and efficiency, and so board size and other structural components shall be consistent with best practice evidence and thinking.**
- 6. The Board is the ultimate authority of the College. It appoints an Executive Committee which reports to and is controlled by the Board and has a new explicit charter of its role and authority
- 7. The Board determines and maintains appropriate committees with clearly defined roles, functions, authority and accountability, and appoints the members of these committees.
- 8. A majority of the members of the Board shall be members of the College.
- 9. The Board shall seek diversity in its membership including but not limited to: expertise; experience; gender; race; geographic location; and age.
- 10. There shall be a competency-based selection model for composition of the Board, and the committees of the board. **
- 11. Board members shall not concurrently serve as chairs or members of non-**standing** committees of the College.

Summary of Key elements:

- 1-Moving from a larger to a smaller "more nimble and strategic" BOT.
 - The BOT will be responsible for setting strategic goals, but is to leave the implementation to the Board Committees.
 - 11 members by 2018 (currently 31)
- 2-Moving from representational to competency based BOT
 - The members are to be selected based on competencies to be defined.
- 3-Centralized authority and decentralized decision making.
 - Members who previously may have wanted to be on the BOT may prefer to be on a Committee where the decisions (under some supervision and feedback to the BOT) will be made.
- 4-Board positions are for 3 years, with possible 2nd term.
- 5-At least 6 face-to face BOT meetings/year.
- 6-New Board Committee structure-more to follow.

This is by necessity brief and we will go over this at the BOG meeting and spend as much time at the meeting or afterward as needed.

January 7, 2016

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Thanks for the update Robert.

Based on the summary you have provided, my first response was, WOW, more efficiency perhaps leading to greater responsiveness to concerns raised by membership at large, those folks who elected us to our positions as governors.

Then my second read led me to feeling just the opposite conclusion. By cutting BOT membership and going to "competency" based selection, it means that those of us like me, who may not be the "most competent" by whatever man made benchmarks are created would never have a chance to serve. In other words, it makes me feel as if the BOT, where the power really lies in governance of the ACC, becomes more of a "good ole boys club" less representative of membership and more insulated from membership and the BOG becomes more of a "rubber stamp". That does not leave me feeling good about the direction of the ACC in terms of being a member driven organization we continually being told it is and seems more like a corporate model of governance. Tell me I'm wrong. Being 2500 miles away and not part of this process I am sure leaves me with lots of other information I may not be taken account of here which could affect the conclusions I am coming to.

I can now see why these meetings were contentious.

I guess we will hear more next month.