



Texas  
Hospital  
Association

**THA ELECTION  
PROCEDURES AND GUIDELINES**

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# **THA ELECTION PROCEDURES AND GUIDELINES**

## **Introduction**

The Nominating Committee of the Texas Hospital Association has prepared the following procedures and guidelines for conduct of THA elections as a reference for those who would recommend candidates for THA officers, Executive Committee positions or members of the Board of Trustees and for candidates for these positions. The committee believes this information will serve as a helpful resource and support the nomination and election of the most qualified members to leadership roles.

### **THA Officers and Trustees**

The membership of the Board of Trustees is composed of representatives of active institutional members of the Association with the exception of the President. Active institutional members vote by mail or electronic ballot on the officers and trustees to be elected each year.

Terms for officers other than the President are for one year and begin on January 1. Terms of trustees are for three years and begin on January 1. Any officer or trustee filling an unexpired term serves the balance of the term remaining.

### **THA Executive Committee**

The THA Executive Committee is composed of the officers, plus eight other members of the Board of Trustees who are nominated by the Nominating Committee. Terms for the THA Executive Committee are for one year and begin on January 1.

### **Nominating Committee**

The THA Nominating Committee is appointed by the Chair of the Board. It will be chaired by the Immediate Past Chair and is comprised of the Chair, Chair-Elect, at least one past chair, and other THA Board members resulting in a total of nine members. In the event a vacancy occurs in the chairship of the committee, the next most recent active Past Chair will fill the position. The committee is staffed by the office of the President.

The general membership is given written notification of the appointment of the Nominating Committee and is advised of the date, time and place of open Nominating Committee meetings.

The committee members who serve on the committee represent a wide range of interests, geography, hospital types and ownership. The past chairs bring their unique experience and dedication to THA's goals and mission. The committee members are dedicated to presenting candidates who accurately represent the industry and are most capable of serving the organization in the future.

### **Nominating Process**

The Nominating Committee must meet in open session in accordance with the general election cycle. Notice requesting recommendations from the membership are published at least 30 days prior to the meeting of the Nominating Committee. This open meeting, typically held in August provides an opportunity for THA members to appear in person to recommend candidates for chair-elect and trustee positions. Membership recommendations may be mailed or submitted to the committee electronically.

Candidates for officers and trustees may be recommended by individual THA members, THA committees, councils, current members of the Board of Trustees, etc. There are no restrictions as to which individuals or groups associated with THA may submit a recommendation. The procedure for submitting a recommendation is to complete the electronic nomination form or send a letter or email to the THA president/CEO. The request for an appointment at the committee's open session can be made via email to the THA president/CEO.

The committee receives nominations from the membership for each position and may itself identify candidates and determine which candidates it will nominate to the membership with a recommendation for election.

Prior to the meeting of the Nominating Committee, members of the committee are provided with a summary of membership recommendations, the present composition of the Board including names, position, hospital bed-size, ownership and district; a list of members most active in THA including institution, size, type and district; a list of current trustees whose terms are expiring; and background information. Other materials include, THA Member Solutions Board members, THA Foundation Board members and other subsidiary board members and committee chairs.

Immediately following the open meeting, the Nominating Committee holds a closed meeting. They select a candidate for each open position. These include trustee positions and the chair-elect position.

The Nominating Committee shall aim to ensure that all constituencies are represented on the Board. Many factors are reviewed such as diversity, geographical representation, bed size, ownership, specialty representation, religious affiliation, type of hospitals in the region, and how different segments of the industry support the Association's activities. An effort is made to view all candidates as they reflect the industry throughout the state. While balance is of key importance, it is not the only factor. The Nominating Committee also weighs leadership, service to THA, and political considerations in pursuit of the best candidates.

### **Candidates**

The THA Bylaws describe the qualifications for service as a THA officer or trustee. The Nominating Committee has developed additional criteria for consideration for THA Board membership and officers that detail the experience and qualifications typically sought by the committee. In its effort to learn as much as possible about each candidate before deciding, the committee solicits a letter from candidates for trustee outlining their interest in and qualifications for Board membership.

## **Election Process**

The Nominating Committee nominates a candidate for chair-elect of the Board of Trustees, Executive Committee positions, and trustee positions, to be elected for their term beginning the ensuing year and must notify the membership of its choices not less than sixty (60) days prior to January 1. Active Institutional Members will vote by electronic ballot.

In the selection of candidates for the Executive Committee, the Nominating Committee shall attempt to ensure a representative of rural, children's and public hospitals as well as three representatives of Type 1 or 2 Active Institutional Members paying member dues in excess of \$200,000 per year to the Association are nominated for election to the Executive Committee unless a candidate representing one of these types of hospitals has been nominated for or holds an Officer position.

Type 1 active institutional members shall vote on the chair-elect, trustees, and Executive Committee members to be elected. For Type 2 Active Institutional Members, one vote in the election shall be assigned to and made by the chief executive officer of each hospital within the system or organization, and any additional votes awarded to the member shall be assigned to the Type 2 member's chief executive officer or designee who may vote on the chair-elect, trustees, and Executive Committee members to be elected.

Candidates for THA officers and trustees run unopposed. The theory of running single candidates is modeled after the American Hospital Association, other large hospital associations such as California, Ohio, New York and Pennsylvania, as well as most other trade and professional associations throughout the country. This approach reflects the basic principle that leaders select leaders, with the membership's votes being the "check and balance" of the final recommendation. Single candidate ballots assure balance, avoid the "political circus" of conducting a campaign and assure a "win/win" outcome for the individuals asked to serve.

Members will have thirty (30) days from the date that the notice is emailed to them to return to the Association headquarters a ballot approving or rejecting any nominee for officer and the Board of Trustees. Each active institutional member will have only one vote to cast for each nominee. The chair of the Nominating Committee verifies to the active membership the vote count of an election.

In the ballot process, unopposed candidates literally "run against themselves." They must be elected by a majority of the returned ballots. If more than half of the voting members do not mark the ballot for a particular nominee, a second election will be held. Nominations will be requested by the Nominating Committee for two weeks; at which time the committee will provide an electronic ballot with one or two candidates. Members will have two weeks to return ballots. If the second slate nominees fail to receive a majority vote, the position will be considered vacant to be filled by election at the active membership meeting. An interim replacement will be recommended by the Nominating Committee and elected by the Board of Trustees until the active membership elects a candidate for the position. Since the inception of mail balloting in 1988, no candidate has been defeated. Candidates have received from 85 to 100 percent of the votes cast.

## Election Cycle

The following table presents the annual schedule of meetings and activities of the committee and represents a full cycle of the nomination/election process.

<u>Date</u>	<u>Activity</u>	<u>Purpose</u>
June 1	Call for Nominations by electronic communications	
June 30	Deadline for receipt of recommendations and letters of support	Indications of support for candidate
August	Committee Meeting (Open Session)	Appointments with candidate supporters
August	Committee Meeting (Closed Session)	Committee prepares slate of candidates for officers and trustees, Executive Committee at-large members, COPD members, THA Member Solutions Board members, THA Foundation Board members, THINK Board members, THARPMH Successor Trustees and AHA RPB7 delegates and alternate delegates
August	Trustee candidates send letters to the committee along with a photo and Personal Data Form	Letters indicate candidate's interest in and qualifications for the Board
September	THA Board Meeting	(1) Slate of candidates for officers and trustees and Executive Committee at-large members to be sent to the membership for vote
September	THA Board Meeting	(2) Committee presents candidates for approval for COPD members, THA Member Solutions Board members, THA Foundation Board members, THINK Board members, THARPMH Successor Trustees, AHA RPB delegates and alternate delegates
October 1	Election ballots sent by email to active institutional members	
October 30	Deadline for election ballots	
November 13	THA Board Meeting	Report THA Board and Executive Committee election results

## **Campaigning By Supporters**

The Nominating Committee makes every attempt to learn as much as possible about each candidate's qualifications for and interest in serving THA as an officer or as a trustee. To that end, relevant information from the candidate's colleagues, and expressions of their support, are encouraged by the committee.

The committee has found that one of the most effective methods for receiving information from candidates' colleagues and supporters is to meet with them at the regularly scheduled meeting of the committee each August. The committee meets, by appointments arranged through the committee secretary, with individuals or delegations supporting each candidate. Each appointment lasts 10 minutes. The size of delegations can range from one to 10 or more, but the number of presenters should not be so large as to inhibit discussion with the committee. Generally, members of the delegation speak briefly about the candidate's background and qualifications, which is often followed by questions from the members of the committee.

Another effective option is receipt by the committee of letters/emails written in support of the candidate. Very often letters/emails permit the committee to hear from individuals who are not able to meet with the committee and can provide the committee with important information that will help in reaching an informed decision. The committee accepts letters from supporters until two weeks prior to the meeting of the Nominating Committee. The best letters/emails are those that not only indicate support but indicate why that support is given, i.e., letters/emails that speak to the writer's professional and/or personal association with the candidate, and which provide information about the candidate's qualifications, background, or expertise. "Form" letters/emails received have limited influence on the committee; the content of individual letters/emails, however, can have a major influence.

To expedite the process, support letters/emails should be addressed to the Nominating Committee Chair or the THA president/CEO. The letters/emails are then distributed to all members of the committee.

## **Board Vacancies**

Any trustee position becomes vacant when the person holding the office is no longer actively representing an Active Institutional Member or as otherwise provided for in the Bylaws. An interim replacement to fill the vacancy, upon recommendation of the Nominating Committee, shall be named at the next regular or special called meeting of the Board of Trustees. The active membership must elect a trustee to fill the unexpired term at the next regularly scheduled election.

## **Future Candidates**

The Nominating Committee has a responsibility, both in the short and long term, to ensure that the most qualified and committed members hold top leadership positions on the board. Today, tomorrow's leaders are gaining valuable experience on subsidiary boards, councils, and committees. They represent various constituencies, and among them are often quiet achievers, thoughtful, innovative, and productive individuals who quietly contribute to their hospitals and communities in support of THA's mission.

The Nominating Committee welcomes suggestions from members regarding potential candidates for future board positions. We would like to know who these individuals are, what contributions they are making to the health care field, and what we can expect from them in the coming years. At what stage should they be considered for THA leadership roles, and are they prepared for such positions now? The Nominating Committee aims to raise awareness of individuals whom leadership should monitor and support. Members are encouraged to identify future leaders by emailing the Nominating Committee Chair.

# CRITERIA FOR THA OFFICERS AND BOARD MEMBERS

## Introduction

The Texas Hospital Association Nominating Committee has accepted the following criteria for THA Board membership and officer positions. These criteria are used on an informal basis to judge the qualifications of candidates for THA trustee and officer. The committee emphasizes that there is no rigidity in adherence to these criteria; rather, these are professional and personal characteristics that have been evidenced in the past by trustees and officers of the Association. They are presented to assist those who would recommend candidates for THA leadership positions and to assist candidates themselves in assessing their qualifications for office. Above all, the Nominating Committee seeks to ensure that those individuals selected for positions of THA leadership represent the best of THA membership.

## Criteria for Board Membership

1. The THA Board seeks to be a representative group of the THA membership. Individuals are not selected on the basis of a constituency they represent. Taken together, however, the membership of the Board should reflect a composition of the following:
  - ◆ Individuals
    - Chief Executive Officers
    - Multi-hospital system executives
    - Trustees
    - Representation of health care professionals
  - ◆ Institutions

The different types of hospitals and health systems that, together make up the membership of the Association, should be represented on the Board of Trustees. Hospitals and health systems can be differentiated on the basis of size, ownership, function, and location. To the extent possible, the makeup of the Board should reflect a balance of institutional members.
2. Personal Accomplishments/Participation
  - ◆ Prior visible leadership in THA affairs
    - Chair of committees, councils, task forces
    - Active participation in, and recognized contributions to, committees, councils, and other THA groups
    - History of ongoing service: committee member, council member, ad hoc committee, task force, AHA Regional Policy Board delegate or alternate delegate, etc.
  - ◆ Extensive participation in other health industry organizations; government, academic, or community organizations
    - Active participation and/or leadership in state hospital association, metropolitan hospital association, ACHE, etc.
    - Academic appointment; alumni participation
    - Service on state or local government health agency boards, committees, task forces; service on local service agencies

- ◆ A composite of personal characteristics and professional experiences that demonstrate a commitment to THA's mission and an ability and willingness to serve in a leadership role to further that mission with an adherence to THA's Values.

### **Criteria for Officers of the Board of Trustees**

1. All Criteria Listed for Board Membership; Plus
2. Personal Accomplishments/Participation
  - Current or recent membership on the Board of Trustees
  - Chair of Board committees
  - Active participant/contributor to Board discussions