



AMERICAN SOCIETY FOR HEALTHCARE RISK MANAGEMENT (ASHRM) CHARTER

ARTICLE 1 – NAME AND PURPOSE

The name of the Professional Membership Group (“**PMG**”) shall be the American Society for Healthcare Risk Management (“**ASHRM**”), an operating unit of the American Hospital Association (“**AHA**”).

ASHRM’s vision is to advance the growth and development of the professional practice of health care risk management.

ASHRM realizes this vision by leading and representing health care risk professionals and supporting them with resources and knowledge to management enterprise risk across the health care continuum.

ASHRM functions as a PMG of the AHA operating in accordance with this Charter and AHA policies and procedures, including AHA’s PMG Framework, each as approved at the sole discretion of AHA leadership.

ARTICLE 2 – ASHRM MEMBERSHIP

Section 1. Eligibility. Membership in ASHRM is open to professionals whose job responsibilities include health care risk management, and responsibilities in related specialty areas such as patient safety, corporate compliance, health law, enterprise risk management, and who agree to support ASHRM’s vision, goals and objectives. Each of the membership types, with additional eligibility requirements for each type, is listed below and comes with the right to vote unless otherwise specified. Membership in ASHRM is vested in individuals and may not be transferred to another individual.

- a. **Regular Membership.** A regular member is a professional who is actively involved in the field of health care risk management or whose job responsibilities include health care risk management, or who has an interest in health care risk management.
- b. **Honorary Lifetime Membership.** An honorary lifetime member is any regular member who has served as president of ASHRM, has received ASHRM’s distinguished service award, or an ASHRM member who has made an exemplary contribution to the field of risk management or to ASHRM and has been so recognized for such contribution by the Advisory Board. Honorary lifetime membership shall be automatically granted by ASHRM upon completion of term as Society president, upon receipt of the distinguished service award or recognition by the Advisory Board for the exemplary contribution.
- c. **Emeritus Membership.** An emeritus member is any member who has been a member of ASHRM in good standing for at least ten (10) years and is retired from employment. Such member must be in good standing at the time of retirement and must request emeritus membership by appropriate communication technology approved by the Advisory Board.
- d. **Student Membership.** A student member is an individual who has demonstrated a bona fide interest in the field of health care risk management and who is a full-time student registered at an institution of higher learning and not otherwise eligible for membership under any other section in this article. Student members may not vote or hold an elected office in ASHRM. Any individual who is the recipient of a scholarship or fellowship program that is sponsored or endorsed by ASHRM may be designated as a student member if they are not otherwise eligible for membership under any other section in this article.

- e. **Inactive Membership.** An inactive member is any former regular member who is unemployed at the time of membership renewal and who requests inactive membership status. Inactive members may not vote or hold an elected office in ASHRM.

Section 2. Renewal. Any member who continues to meet membership eligibility criteria may apply for renewal of ASHRM membership.

Section 3. Termination of Membership. Membership in ASHRM may be terminated for the following reasons:

- a. **Resignation.** Any member may resign from ASHRM by notifying the ASHRM Executive Director in writing. Dues are non-refundable if a member resigns.
- b. **Loss of Eligibility.** Any member who no longer meets the membership eligibility in ASHRM, including in such member's then current member category, shall adjust of leave membership at the time of renewal.
- c. **Non-Payment of Dues.** Membership of any person who is 60 days in arrears in the payment of annual dues will be automatically terminated.
- d. **Suspension or Expulsion.** The ASHRM Advisory Board, by majority vote, may suspend or expel any member for cause, at any time, after giving such member the opportunity to be heard before the Advisory Board. For the purposes of this article, "for cause" shall include, but not be limited to, a violation of this Charter, the ASHRM Code of Professional Responsibility or any policies and procedures established by the AHA, or any conduct on the part of the member that the Advisory Board deems as detrimental to the vision, goals or objectives of ASHRM or its members. Any member who has been suspended or expelled may apply for reinstatement to ASHRM and may be reinstated at the discretion of the Advisory Board, by majority vote.

ARTICLE 3—ADVISORY BOARD

Section 1. Composition. The Advisory Board shall be composed of seven Regular and/or Honorary Lifetime Members plus the Advisory Board President-Elect, President, and Immediate Past President. All Advisory Board members shall have the right to vote. In case of a tie vote, the President may vote to break the tie.

Section 2. Eligibility. Only Regular and Honorary Lifetime Members in good standing who have demonstrated active participation in ASHRM shall be eligible to serve on the Advisory Board of ASHRM. Any member who has served on the Advisory Board is eligible to run for a second term, subject to a limit of six consecutive years on the Advisory Board.

Section 3. Election and Term.

- a. **Nomination to the Advisory Board.** A call for nominations shall be distributed to all Regular and Honorary Lifetime Members. The Nominating Committee shall be responsible for selecting a slate of candidates according to policies adopted by the Advisory Board and approved by AHA.
- b. **Election of Advisory Board.** Ballots for election of Advisory Board members shall be distributed to all Regular and Honorary Lifetime Members. Completed ballots must be returned as specified on the ballot. In the event of a tie, the new Advisory Board member will be determined by a majority vote of the Advisory Board.



- c. **Term.** Advisory Board members other than the President, Immediate Past President and President-Elect shall serve a three-year term. Advisory Board member terms shall be staggered to allow for continuity on the Advisory Board by avoiding a wholesale changeover of Advisory Board members during any given election cycle.

Section 4. Powers and Duties. ASHRM's Advisory Board, consistent with AHA's mission and objectives, shall consult with AHA through the Executive Committee and Executive Director of ASHRM on industry matters that may impact ASHRM and perform such other duties as specified in this Charter.

Section 5. Vacancies. The Advisory Board shall fill any vacancy (unless the unexpired term is less than four months) that may occur on the Advisory Board, other than a vacancy in the positions of the Immediate Past President, the President, or President-Elect, by appointment of the willing individual who received the next highest number of votes in the previous Advisory Board election. This individual shall serve for the remainder of the unexpired term.

Section 6. Forfeiture of Office. Members of the Advisory Board shall automatically forfeit their office if their membership terminates pursuant to Article 2, Section 3 or Article 5. Members of the Advisory Board are subject to removal from office for failure to fulfill the duties of office by a vote of two thirds of the Advisory Board, not counting the member(s) subject to removal. The member subject to removal shall abstain from voting.

Section 7. Meetings. The Advisory Board shall meet approximately at least two times per year and, in consultation with the ASHRM Executive Director, otherwise as necessary to fulfill its duties.

ARTICLE 4 – ADVISORY BOARD LEADERSHIP

Section 1. Eligibility. Only Regular and Honorary Lifetime Members of ASHRM in good standing who have demonstrated active participation in ASHRM and who are employed by a hospital or health care system shall be eligible to serve as ASHRM Advisory Board leaders. Advisory Board members will be eligible to serve as leaders of the Advisory Board only after completion of their Advisory Board term.

Section 2. Advisory Board Leaders. The Advisory Board leaders are the President, President-Elect, and Immediate Past-President. The President-Elect will become the President after the current President's term and at which time the current President will become the Immediate Past-President.

Section 3. Term. Each Advisory Board leader will serve a one-year term in their role.

Section 4. President-Elect Election. Elections for President-Elect will be conducted by vote of all Advisory Board members entitled to vote. In the event of a tie, the Advisory Board President shall appoint the winner from among the tied candidates.

Section 5. Powers and Duties. The President of the ASHRM Advisory Board shall act as chair of the Advisory Board and shall preside at all meetings of the Advisory Board. The President-Elect shall perform the duties of the President in the absence of the President.

Section 6. Vacancies. If the role of President becomes vacant, the President-Elect will assume the President role for the duration of the unexpired term and shall continue to serve as President for the subsequent term.

If the role of President-Elect becomes vacant, the candidate who received the next highest number of votes in the previous President-Elect election will, if available and willing, become the President-Elect for the remaining portion of the unexpired term of office. If such candidate is not available or willing, the position will remain vacant, and a President-Elect shall be elected at the next regular election.

If both the President and the President-Elect shall become unable to perform the duties of their offices, the Advisory Board shall appoint, from the Advisory Board membership, a President pro tempore to serve for the remaining portion of the unexpired term of office. At the next regular election, a President and a President-Elect shall be elected. The process for the election of the President will be the same as the process for the election of the President-Elect.

Section 7. Forfeiture of Office. Any ASHRM Advisory Board leader shall automatically forfeit his or her office if he or she loses eligibility for ASHRM membership, loses eligibility for the leadership role, or is terminated from membership pursuant to this Charter. An ASHRM Advisory Board leader may be removed for cause by a majority vote of the remaining Advisory Board members after a full discussion of the charges against the leader by the Advisory Board. The Advisory Board leader will recuse himself or herself from voting. Such vote shall be effective for this purpose even in the presence of recusals or abstentions.

ARTICLE 5 - CONFLICTS OF INTEREST

Advisory Board members shall disclose, in accordance with the AHA PMG Framework and AHA policies, any interest that is or might result in a conflict of interest or the appearance of a conflict of interest and shall otherwise comply with such framework and policies toward mitigating any actual or perceived conflict. Unresolved conflicts may result in suspension or removal from the Advisory Board including Advisory Board leadership as determined by and at the discretion of the AHA.

ARTICLE 6 - COMMITTEES

Section 1. Executive Committee. ASHRM shall have an Executive Committee as set forth in the AHA's PMG Framework.

Section 2. Nominations Committee. ASHRM shall also have a Nominations Committee composed of ten members: six Regular and Lifetime Members in good standing who have demonstrated active participation in ASHRM and four Designated Members (defined below). Members appointed to serve on the Nominations Committee are ineligible to run for any ASHRM elected office during their term on the committee.

All members of the Nominations Committee will be appointed by the Advisory Board except for Designated Members. The Designated Members are the two (2) Immediate Past Presidents, the President-Elect and the ASHRM Executive Director. All members of the Nominations Committee shall be voting members except for the President-Elect and the Executive Director. Appointed members of the Nominations Committee shall each serve a two-year term. The chair of the Nominations Committee will be elected each year for the following year by the Nominations Committee members who will be starting their second term. The term of the chair will be one year.

The Advisory Board will call for interested Nominations Committee candidates annually from all Regular and Honorary Lifetime Members for the following year's Nominations Committee and appoint new Nominations Committee members by majority vote. In the event of a tie, the Advisory Board President will appoint the new Nominations Committee members from among those under consideration.

The Nominations Committee shall be responsible for preparing a slate of candidates for the following roles: (1) a slate of at least two candidates for President-Elect election; and (2) A slate of the number of open slots plus at least two additional candidates for the Advisory Board election. When making its nominations, the Nominations Committee shall consider the various sectors of the health care risk management community and geographic regions from which the membership is drawn.

The Advisory Board may fill any vacancy that may occur on the Nominations Committee by majority vote. This individual shall serve for the remainder of the unexpired term.



Any Nominations Committee member shall automatically forfeit the office if that individual loses eligibility for ASHRM membership, loses eligibility for the Nominations Committee itself, or is terminated from membership pursuant to this Charter.

Any member of the Nominations Committee who, in the opinion of a majority of Advisory Board members, does not fulfill his or her duties on the Nominations Committee, including attending Nominations Committee meetings, shall, upon notice from the Advisory Board, be deemed to have resigned, leaving the seat vacant.

Section 3. Other Committees. Other committees, task forces, and other subgroups of the Advisory Board may be established and disestablished by the Advisory Board President, subject to Executive Committee approval for purposes compatible with the vision, goals and objectives of ASHRM. The President may also appoint individuals to member subgroups subject to Executive Committee approval. All individuals serving in ASHRM subgroups shall be ASHRM members and all subgroups shall be chaired by a member of ASHRM.

ARTICLE 7 - CHAPTERS

ASHRM may allow for local, state, or international chapters. Such chapters shall be further defined by the form Chapter Agreement approved by the AHA in consultation with the ASHRM Executive Committee.

Any state or local chapter under this article is not an extension or part of ASHRM or an operating unit, affiliate, or subsidiary of the AHA but rather a distinct legal entity outside the ownership or control of the AHA; any such chapter is, therefore, responsible for maintaining its own financial records, filing appropriate notices and forms with state and federal income tax authorities, maintaining necessary insurance coverage, and so forth.

ARTICLE 8 – AMENDMENTS

This Charter may be amended at the sole discretion of the AHA after consultation with the ASHRM Executive Committee and the ASHRM Advisory Board, and the ASHRM Advisory Board may propose changes to this Charter at any time through the Executive Director.