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APPENDIX A: 2012-2013 GOVERNANCE STRUCTURE
PURPOSE OF BOARD POLICIES

1. Offer an easy point of reference to items in the AHCA bylaws regarding organization and duties; and,
2. Develop, document and elaborate on governance issues.

PROCEDURES FOR CHANGING POLICIES

Under the authority of AHCA’s Bylaws, Chapter VII, Article VII, policies and procedures can be changed from time to time as initiated by at least three members of the Board of Governors. Each proposed change shall be submitted in writing by electronic mail to AHCA’s President at least seven days prior to the Board meeting or call during which such changes are to be considered. The proposed change shall be deemed “submitted” when deposited via electronic mail. The President shall cause notice of each proposed change to be submitted to the Board of Governors no less than five days prior to the meeting or call during which the changes may be considered. Such period is subject to shortening or waiver upon the favorable vote of two-thirds of its membership. Upon the approval by a majority of the Board of Governors present and voting, the proposed change shall become immediately effective.

AFFILIATE ASSOCIATION MEMBERSHIP

A newly formed association shall consist at a minimum of the number of members that are required in that state to form a nonprofit corporation under the existing law of that state and must be open to all types of facilities generally represented by AHCA/NCAL. After formation of the nonprofit corporation, application for Affiliate Association Membership in AHCA must be filed in accordance with AHCA’s Board Policies governing such application. Membership in AHCA may be granted to any one organized group of care facilities as described in Chapter 1, Article 1 of the Bylaws.

Associations seeking affiliation with AHCA shall make applications through the President of AHCA. The association shall become an Affiliate upon affirmative majority vote of the AHCA Board of Governors after a complete application has been received by AHCA. Applications for Affiliate Association membership shall include:
1. A copy of the authorizing resolution or motion adopted by the membership of the association seeking affiliation;
2. A copy of the constitution, bylaws, and policies of the association seeking affiliation;
3. The facility names, addresses, and numbers of beds for dues purposes for all Member Facilities of the association seeking affiliation; and,
4. The AHCA dues, as provided for in Chapter II of AHCA’s Bylaws, based on the number of Member Facilities of the association initially seeking affiliation.
AFFILIATE ASSOCIATION FINANCIAL REQUESTS

If a State Affiliate wishes to request financial assistance from AHCA/NCAL to fund a specific public policy or litigation project, the AHCA Board of Governors will consider the Affiliate’s application for assistance under the following guidelines.

In this policy, financial assistance means an interest-free loan. The AHCA Board of Governors may consider a grant instead of a loan if the Board determines that the State Affiliate presents a compelling need.

Application Requirements:
The State Affiliate’s application for financial assistance must be made in writing and must include all of the following elements. The State Affiliate may provide additional information about the project as appropriate.

1. The State Affiliate must specify the amount of financial assistance requested. This amount cannot exceed the annual AHCA/NCAL dues of the State Affiliate for the most recently completed calendar year.
2. The State Affiliate’s plan must describe the project in sufficient detail to facilitate Board of Governors consideration and must outline specific actions and a proposed timeline for a specific outcome.
3. The State Affiliate’s plan must describe and quantify the potential financial benefit to members (for example, a Medicaid rate increase). A project that does not propose to return a financial benefit to members will not be considered.
4. The State Affiliate’s plan must identify all sources of expected funding for the project and expected uses of the funding. Special consideration will be given to projects for which the State Affiliate provides a dollar-for-dollar match.
5. The State Affiliate’s plan must propose a schedule for repaying the financial assistance provided by AHCA/NCAL.
6. The State Affiliate’s plan must provide for quarterly status reports to the AHCA Board of Governors.

Application Evaluation:
In evaluating a State Affiliate’s application for financial assistance, the AHCA Board of Governors will apply the following criteria.

1. The AHCA Board of Governors must determine that the reasonably anticipated return on investment, in terms of additional revenue to members during the timeline specified in the State Affiliate’s application, is at least 100 times the financial assistance provided by AHCA/NCAL. The AHCA Board of Governors will assess and determine the reasonableness of the Affiliate’s timeline and anticipated return.
2. The AHCA Board of Governors must determine that the project has a reasonable probability of success based on analysis of factors such as case law, statutory and regulatory history, and political environment.
3. The AHCA Board of Governors will assess the need for the project, taking into account the adequacy of the state’s Medicaid rates compared to provider costs.
4. The AHCA Board of Governors may provide special consideration to a project if the State Affiliate demonstrates that there is a strong likelihood of member erosion if the project under consideration does not move forward.

5. The AHCA Board of Governors may provide special consideration to a project if the Board determines that a positive result readily could be exported to other states.

6. The AHCA Board of Governors may negotiate with the State Affiliates modifications of any aspect of the Affiliate’s proposal.

AHCA/NCAL Financial Considerations:
The AHCA Board of Governors will abide by the following considerations relative to State Affiliate requests for financial assistance.

1. AHCA/NCAL will not provide financial assistance unless the total of the Association’s reserves (cash/investments/building tax assessed value) exceeds two-thirds (2/3) of the Association’s annual operating expense budget.

2. Subject to the foregoing requirement, the AHCA Board of Governors will initially designate $3 million from the Association reserves to be available for State Affiliate financial assistance.

VOLUNTARY TERMINATION OF MEMBERSHIP

An Affiliate Association withdrawing from AHCA must give notice in writing by certified mail to AHCA’s President of its intent to withdraw from the federation at least 60 days prior to the intended last day of membership. The written notice must identify the specific withdrawal date and list the specific reasons for withdrawal.

Prior to submitting a written notice of withdrawal, an Affiliate Association must:

1. Pay all outstanding obligations to AHCA including, outstanding dues, repayment of loans or outstanding fees for products or services such as professional development products, convention/conference registration, etc.; and

2. Agree to stop using AHCA’s name and logo at the time of withdrawal.

Upon termination of the Affiliate Association’s membership any other entity wishing to apply for AHCA membership in that state or territory may do so as specified in Chapter I, Article I, of AHCA’s Bylaws.

INvoluntary TERMINATION OF MEMBERSHIP

An Affiliate Association owing dues/dues assessment to AHCA, along with all its Member Facilities, shall be suspended from AHCA services if such payment remains outstanding in whole or part for a period of 150 days or greater from the payment due date pursuant to the calculation method and payment schedule selected by the Affiliate Association, unless the Executive Committee has approved in advance, an alternate payment plan. The following outlines the collection policy for Affiliate Associations:
1. Dues are considered current if remitted to AHCA by the required payment due date;
2. Dues are considered delinquent if not paid by the required payment due date;
3. A reminder communication will be provided to the delinquent affiliate association;
4. If dues are delinquent by 90 days or greater from the payment due date, the Affiliate Association’s AHCA Council of States representative(s) will not be allowed to vote;
5. Failure to remedy or cure within 120 days will result in AHCA committee members not being allowed to vote; and,
6. If dues are delinquent by 150 days or greater, the Affiliate Association’s AHCA membership and all of its member facilities will be suspended.
7. Suspension of services shall be lifted upon receipt of dues/dues assessment in arrears to AHCA.

ETHICS/CONFLICT OF INTEREST

As is specified in Chapter VI, Article VIII of the AHCA bylaws, the Board of Governors may impose such requirements and remedies, to include removal of a member from the Board of Governors or censure of such member, on itself and its members as it may deem necessary and appropriate to address issues of conflicts of interest, ethics, attendance and other similar matters that in the sole discretion of the Board of Governors bear upon open, effective and representative governance.

AHCA’s conflict of interest policy is designed to help directors, officers, employees of AHCA, and other individuals with decision-making authority (all “Responsible Persons”) for AHCA to identify situations that present potential conflicts of interest and provide procedures to address actual and potential conflicts of interest so as to protect AHCA’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Responsible Person. All board members will be required to sign a conflict of interest statement annually and if the statement is not signed:

1. They shall be ineligible to hold office
2. They shall be ineligible to vote on matters coming before the Board of Governors if they are 30 or more days delinquent in submitting their conflict of interest statement.
3. They shall be subject to removal from the Board of Governors by two-thirds majority vote if they are 60 or more days delinquent in submitting their conflict of interest statement.

The attendance record of Board members will be maintained by the Secretary/Treasurer as part of the meeting minutes. Any Board member whose attendance falls below 50 percent in any moving 12-month period is subject to suspension or replacement.

AHCA’s investment policy includes a prohibition against investments in member facilities and it is the general policy of AHCA to avoid the appearance of conflict of interest or allegations of favoritism. To avoid conflict of interest, or the appearance thereof, it is the policy of AHCA to not enter into commercial contracts with Association facility members. Additionally, AHCA will not purchase goods or services from such members.
MEETINGS

Board of Governors:
As is specified in Chapter VII, Article VI of the AHCA bylaws, notice of any meeting, other than special, single-purpose meetings, of the Board of Governors shall be delivered to its members at least twenty days prior to such meeting, such period subject to shortening or waiver upon the vote of two-thirds of its membership.

Executive Committee:
As is specified in Chapter VI of the AHCA bylaws the Executive Committee can be convened by the AHCA President in consultation with the AHCA Chair on an as-needed basis. On as timely a basis as possible, Board of Governors members should be made aware of all Executive Committee meetings and the purpose of the meetings. Immediately following such meeting, the Board of Governors should be notified of any action taken.

Annual Meeting:
As is specified in Chapter III of the AHCA bylaws, there shall be an annual meeting of the membership which shall include:
1. A meeting of the member facilities;
2. Meetings of the representatives of the Council of States for the purpose of electing officers, approving any dues changes and amending the constitution and bylaws; and,
3. Such meetings of the Board of Governors and Committees as may be either required or desired or as otherwise provided for herein.

DUTIES OF OFFICERS

The officers of AHCA shall perform such duties as are listed in the AHCA Bylaws.

The AHCA Chair shall:
1. Preside at meetings of the Executive Committee, the Board of Governors, and the Council of States and the annual business of the member facilities unless the AHCA Chair delegates the responsibility of presiding at the Council of States meeting to the Vice Chair or the Immediate Past Chair;
2. Direct the activities of AHCA and assign to other officers, committee chairs, and AHCA President & CEO other duties as he/she may deem necessary in addition to those specifically described in these Bylaws;
3. Serve as an ex-officio member, without vote, on all committees;
4. Serve on the CPAC Executive Committee;
5. Appoint annually all committee chairs and members with the right to remove committee members for non-participation or cause (e.g., being present at less than 50% of the meetings/conference calls);
6. In consultation with the President of the Affiliated State Health Care Association Executives ("ASHCAE"), will appoint executives or consultants of Affiliate Associations to serve, without vote, on AHCA committees; and,
7. Appoint member representatives of AHCA to other associations or to joint committees with other organizations; and,
8. Submit a written report on behalf of the Board of Governors at least annually, and otherwise as directed, to the Council of States, Board of Governors, and general membership with regard to AHCA programs and Board of Governors actions.
9. Upon recommendation of the Legal Committee Chair, approve legal fund requests equal to or less than $25,000 in accordance with AHCA Legal Policy.

The Vice Chair shall:
1. Perform the duties of the office of the AHCA Chair whenever the Chair is unable to do so;
2. Serve as AHCA Chair during the remainder of the term should the office of Chair become vacant;
3. Call a special meeting of the Board of Governors to conduct an election to fill a vacancy in the office of AHCA Chair for the unexpired term when the Vice Chair is unable or unwilling to assume this office;
4. Submit reports as may be desired or directed to the Council of States and Board of Governors; and,
5. Serve as a member of the NCAL Executive Committee.

The Immediate Past Chair shall:
Serve as Chair of the Past Chairs Council whenever it is called in session.

The President shall:
1. Be the Chief Executive Officer of AHCA;
2. Serve, ex officio, on the Executive Committee, the Board of Governors, CPAC and Council of States;
3. Appoint and determine the tenure of and compensation for staff;
4. Upon recommendation of the Legal Committee Chair and the approval of the Chairman, authorize legal fund expenditures equal to or less than $25,000, in accordance with the AHCA Legal Policy.
5. In consultation with the AHCA Chair, have the authority to convene a meeting or conference call of the Executive Committee on an as-needed basis.
6. Determine the selection, term, cost and cancellation of all services contracted by AHCA, not included in the annual budget approved by the Board of Governors, where the contract does not exceed $150,000. President/CEO approved contracts, in the aggregate, shall not exceed $500,000 annually. Should either limit be exceeded, the Board of Governors must act on the contract.
7. Enter into a contractual agreement if the actual amount was equal to or less than 110% of the budgeted amount and the terms were comparable to those anticipated by the budget. Any proposed contract that comes in at more than 110% of the budgeted amount or whose terms are significantly different from those anticipated in the budget will be treated as unbudgeted and handled in accordance with Item five above.
8. Direct office operations and activities of staff and consultants;
9. Administer programs and services of AHCA according to established policies, programs and approved budgets;
10. Forward notice of each proposed amendment to the Constitution and Bylaws to the Affiliate Associations, in accordance with Chapter XIV, of AHCA’s Bylaws; and,
11. Cause notice of each proposed board policy change to be submitted to the Board of Governors no less than twenty days prior to the meeting at which the changes may be considered.

The Secretary/Treasurer shall:
1. Oversee the financial position of AHCA and regularly report on the financial position to the Council of States, Board of Governors and Executive Committee;
2. Certify the accuracy and official adoption of the minutes of the Council of States, the Board of Governors and the Executive Committee;
3. Submit such reports as may be required or desired by the Council of States, Board of Governors and Executive Committee;
4. Assure that fiscal policies and procedures adopted by the Council of States, Board of Governors and Executive Committee, are adhered to;
5. Assure that appropriate financial reports are available and be responsible for the presentation of these to the Council of States, Board of Governors and Executive Committee;
6. Assist AHCA staff with the development of a draft budget and submit the draft budget to the Board of Governors for final review and approval; and,
7. Serve as Chair of the Business Management Committee.

**BOARD OF GOVERNORS DUTIES**

The Board of Governors shall:
1. Have strategic plan oversight which involves the formulation of national program objectives and bringing the structure in line with achieving the set objectives of AHCA;
2. Recommend proposed amendments to the Constitution and Bylaws as specified in the documents;
3. Hire and/or terminate the President. Evaluation of the President is the responsibility of the Executive Committee;
4. Review and approve the terms and conditions of the AHCA President’s compensation, as negotiated by the Executive Committee;
5. Have the power to approve and terminate Affiliate Association membership, as indicated in Chapter I of AHCA’s Bylaws;
6. Be responsible for developing policy for the Association. Policies and procedures can be changed from time to time as initiated by any member of the Board of Governors with the support of two other Board members. Upon the approval by a majority of the Board of Governors present and voting, the proposed change shall become immediately effective;
7. Adopt an annual budget prior to commencement of the fiscal year;
8. Have the authority to approve a target reserve amount and have authority over the use of such reserve (the target reserve is set at a minimum of 50% of operating expenses);
9. Determine the selection, term, cost and cancellation of all services contracted by AHCA, not included in the annual budget, where the contract exceeds $150,000;
10. Approve legal fund expenditures in excess of $25,000 in accordance with AHCA Legal Policy;
11. Implement policies established by the other governing bodies of AHCA;
12. Have charge of the property of AHCA and shall have the responsibility to control and manage the affairs and funds of AHCA and have responsibility for contracting agreements;
13. Create, consolidate, eliminate, or re-delineate as it may deem advisable, such regional organizations as are necessary to best serve the objectives of AHCA and its Affiliate Associations.

**EXECUTIVE COMMITTEE DUTIES**

1. Act in the absence of the Board of Governors and report its actions to the Board at the earliest convenience, when the AHCA President in consultation with the AHCA Chair need to act quickly on an issue or there is no time to hold a meeting of the Board of Governors;
2. Approve a one time, per year request for a single unplanned advocacy reserve expenditure in an amount up to $500,000;
3. Set the compensation, terms, and conditions of the AHCA President, subject to approval of the Board of Governors; and,
4. Perform such other activities as directed by the Board of Governors.

**REGIONAL ORGANIZATION**

Regions should be delineated in the following manner:

1. Region One: CT, MA, ME, NH, RI, VT
2. Region Two: NY, NJ
3. Region Three: DC, DE, MD, PA, VA, WV
4. Region Four: AL, GA, FL, KY, MS, NC, TN, SC
5. Region Five: IL, IN, MI, MN, OH, WI
6. Region Six: AR, LA, NM, OK, TX
7. Region Seven: IA, KS, MO, NE
8. Region Eight: CO, MT, ND, SD, UT, WY
9. Region Nine: AZ, HI, CA, NV
10. Region Ten: AK, ID, OR, WA

The organization of representatives from Affiliate Associations within a region functions as a continuing body to promote and maintain communication between Affiliate Associations and AHCA. There is no standard structure to the regions. Thus, regions are free to adopt any structure they choose. While there is no formal communication link to AHCA; an AHCA staff person is assigned to keep track of region activities and provide support where needed.
In addition, if there is a particular issue they wish to communicate they should go through their assigned AHCA staff person or a particular committee/workgroup.

Some of the primary responsibilities of the new AHCA regions will be to strengthen regional relationships with CMS and to bolster and enhance AHCA’s grassroots, key member and PAC initiatives. Region leaders will be asked to facilitate at least annual meetings with their respective CMS regional offices in coordination with AHCA staff where appropriate.

If regions choose to hold a meeting in conjunction with any Council of States meeting, or in conjunction with the annual meeting they are to notify AHCA to arrange meeting space.

Each region may adopt a dues structure for Affiliate Associations within the region and method of collection thereof.

**COMMITTEES/WORKGROUPS**

The Board of Governors will create committees and workgroups to support AHCA’s strategic objectives and goals. Committees/workgroups shall function in a developmental and advisory capacity recommending programs and policies in major areas of AHCA interest to which they are assigned. Each committee/workgroup shall endeavor to cooperate with other committees/workgroups and other organizations interested in its area of activity. (The chart showing the current committee structure is attached in Appendix A.)

According to the Bylaws, there shall be the following governance entities: Credentialing Committee, Constitution and Bylaws Committee, ASHCAE Executive Committee and NCAL Board.

The AHCA Chair shall appoint biannually all committee/council chairs and members with the exception of the NCAL Board. The AHCA Chair has the right to remove committee/council members for non-participation or other cause, such as poor attendance. Any committee/council member whose attendance falls below 50 percent in any moving 12-month period is subject to suspension or replacement. In consultation with the President of the ASHCAE, the AHCA Chair will appoint executives, staff or consultants of Affiliate Associations to serve, without vote, on AHCA committees. Subcommittees and Workgroups will be created from time to time as needed.

The committees/councils have the following scope and duties:

**Administrative:**

1. **Constitution and Bylaws:** The Constitution and Bylaws Committee shall be concerned with all matters related to the AHCA constitution and bylaws.
2. **Credentialing:** The Credentialing Committee provides advice and suggests programs to foster ethical practices in long term care (LTC) to the Board the Governors. The Committee is responsible for the credentialing of Board of Governors’ candidates.
3. **Business Management:** The Business Management Committee shall be chaired by the Secretary/Treasurer and will be responsible for all budget/building and financial matters of the Association.

4. **Audit:** The Audit Committee shall submit an annual report to the Board of Governors and Council of States based on an audit by a certified public accountant.

5. **Legal:** The Legal Committee to the Board of Governors crafts the association’s legal strategy, reviews significant legal questions pertaining to the LTC profession and makes recommendations to AHCA Leadership about the Association’s involvement and action on these matters. If/when AHCA chooses to participate in litigation (e.g., intervention, submit an amicus brief, etc.), then the Legal Committee is responsible for managing that litigation.

6. **ASHCAE Executive Committee:** The ASHCAE Executive Committee shall be concerned with all matters relating to the ASHCAE membership.

7. **NCAL Board:** The NCAL Board shall be concerned with all matters relating to AHCA’s activities affecting Assisted Living/Residential Care facilities.

Reimbursement: The Reimbursement Cabinet reports directly to the Board of Governors and oversees the work of the below committees.

8. **Reimbursement:** The Reimbursement Committee addresses Medicare and Medicaid payment policy and operational issues and other appropriate financing issues related to LTC. The Committee addresses technical, policy, and strategy issues. They advise and recommend on responses to Centers for Medicare and Medicaid Services (CMS), state health policy, and third party payers (e.g., conveners, ACOs, and managed care organizations) initiatives, guidance, and proposed regulatory modifications, and on development of new regulatory and administrative policy positions and legislative proposals. They advise on payment research priorities and assist in shaping research projects as well as translating findings into AHCA policy and action steps. The Reimbursement Committee may forward additional ideas on Medicare and therapy issues to the Board and CPAC for consideration.

9. **Health Information Technology (HIT) Workgroup:** The HIT Workgroup provides policy analysis, input, and suggestions to AHCA/NCAL members, the government and other stakeholders on the HHS National Health Information Infrastructure (NHII) Electronic Health Record (EHR) initiative.

**Quality:** The Quality Cabinet reports directly to the Board of Governors and oversees the work of the below committees.

10. **Quality Improvement:** The Quality Improvement Committee focuses on educational activities, tools, and resources that promote the application of effective and evidenced based practices, and process improvement methods. The QIC champions the importance of the voice of the customer in achieving person centered care results. Members of the QIC are fluent in process improvement, achieve successful results and are actively engaged in their states to advance quality performance. The QIC selects the annual Mary K. Ousley Champion of Quality Award recipient. The QIC holds six conference calls and one in-person meetings per year.

11. **Customer Experience:** The Customer Experience Committee was created to champion the importance of meeting customer expectations now and in the future. This
includes defining quality from the consumer’s perspective. The committee evaluates the expectations and experiences of customers served in short stay, long term, and specialty care facilities. The CEC is responsible for overseeing the development and implementation of tools and techniques to support members to achieve high levels of customer satisfaction. Key areas of focus include collecting, analyzing, and using data to drive performance improvement, and the application of successful practices.

12. **Survey/Regulatory**: The Survey/Regulatory Committee is responsible for maintaining oversight of prioritized federal survey, certification, enforcement, and other regulatory policies related to quality.

13. **Clinical Practice**: The Clinical Practice Committee is an interdisciplinary team that leads efforts to identify and promote quality clinical practices. The strategies of the committee include: networking, communication, story sharing and brainstorming to identify and promote quality clinical practices; expertise on RAI/MDS and help members with related changes; review and provide feedback for comment development on proposed rules, measures, and other pertinent activity; provide clinical perspective on issues as requested, may relate to reimbursement regulatory or other; and collaborate with key partners to help resolve clinical issues and promote adoption of quality clinical practices.

14. **Workforce**: The Workforce Committee is an interdisciplinary team that seeks out, and incorporates operational, clinical, human resource and governmental policy efforts to improve the stability, supply and performance of staff in LTC settings. The focus of the committee is to further the Quality Initiative goal of staff stability; evaluate workforce strategies where AHCA/NCAL can most impact its members; comment on all relevant proposed and interim final regulations affecting the healthcare workforce; evaluate and establish strategic alliances and build coalitions with other interest groups to promote expansion of the healthcare sector; and use available AHCA/NCAL newsletters and publications to effectively communicate to the membership important workforce matters.

15. **Life Safety**: The Life Safety Committee oversees the development of the national life safety code, and federal life safety regulations and related policies or interpretations.

16. **Emergency Preparedness**: The Emergency Preparedness Committee ensures that LTC is a component of emergency preparedness plans and that separate LTC emergency preparedness plans are developed as well.

17. **Health Information Technology (HIT)**: The HIT Committee provides policy analysis, input, and suggestions to AHCA/NCAL members, the government and other stakeholders on the HHS National Health Information Infrastructure (NHII) Electronic Health Record (EHR) initiative.

**Related Entities:**

18. **Political Action & Involvement Committee**: This Committee is the grassroots and political advocacy group that will support overall priorities of the AHCA Government Relations team. The Committee is comprised of three subcommittees: Fundraising, Events and Advocacy. Participants will help raise money to support AHCA/NCAL’s political action committee; develop and execute a targeted disbursement plan and budgets; organize Political Action Committee (PAC) membership events, and maintain a strong grassroots program to enhance our membership’s understanding of
political advocacy. The work of these subcommittees will ensure that officeholders and staff are provided the information necessary to make well-informed decisions on key legislation that impacts the LTC profession.

Membership:
19. Council for Post Acute Care (CPAC): Comprised of senior leaders from the nation’s largest companies, CPAC is responsible for developing policy positions for AHCA on any Medicare and therapy related topic, subject to timely action by the Board of Governors on these proposals. The AHCA Board of Governors, in consultation with CPAC, will continue to allocate $2.5 million a year to CPAC, to carry out the functions listed below. Any unbudgeted but unspent funds each year will be allocated to the CPAC budget for the following budget year.

From these funds CPAC will:
   a. Select the additional outside lobbyists that AHCA needs to advocate for the sector.
   b. Authorize additional outside research.
   c. Conduct additional political activities outlined for the Political Action and Involvement Committee.

In the event that CPAC believes that this allocation is not sufficient to execute its functions then it may submit a request to the AHCA Board of Governors for additional funds. The Board will review the additional funding request in an expedited manner.

CPAC’s Executive Committee will meet as determined by the CPAC Co-Chairs. Member companies are expected to have an authorized decision-maker participate in each meeting. After November 2015, the CPAC Executive Committee will be formed as follows:
- CPAC Co-Chairs – one appointed by the AHCA Chair and one elected to serve on the AHCA Board of Governors by the Council of States
- AHCA Chair
- Six members of CPAC elected by CPAC on a one vote per company basis
- One state executive, of the two identified by ASHCAE, appointed by CPAC Co-Chairs
- One CPAC Partners representative appointed by CPAC Co-Chairs

CPAC Executive Committee participants will be elected to serve for two-year terms. CPAC’s Co-Chairs are authorized to create ad hoc policy advisory groups on an as needed basis.

20. Independent Owner: The Independent Owner Council advises AHCA/NCAL regarding the best ways to improve services to members with less than 10 facilities.

21. Regional Multifacility: The Regional Multifacility Council promotes the value proposition of AHCA before the association’s regional multifacility constituency. The Council engages its constituency in the support of AHCA’s core services to its membership – advocacy, political action, and education.
22. Not for Profit: The Not for Profit Council shall be concerned with all matters relating to AHCA’s activities affecting not for profit providers of care.

23. Intellectual and Developmental Disabilities (ID/DD) Residential Services: The ID/DD Residential Services Committee shall be concerned with all matters relating to AHCA’s activities affecting ID/DD Residential Services facilities.

The following rules govern standing committees/workgroups:

1. In the event that any representative to a committee/workgroup shall be unavoidably absent from any committee/workgroup meeting, the member may designate, in writing, another representative to serve as his/her alternate on the committee/workgroup. Such designated alternate shall have the same responsibilities, rights and privileges as the absent committee/workgroup member. A majority of the members or their alternates where permitted, shall constitute a quorum. Each member of the committee/workgroup or his/her alternate, where permitted, shall have one vote. Proxy voting shall not be permitted.

2. Chairs and voting members of all committees/workgroups shall be designated representatives of Member Facilities in good standing of their respective Affiliate Associations and of AHCA at the time of their appointment, and shall remain so during their terms of service. Periodic and limited input from “non-members” may be desired and appropriate but not to the point that an outsider would consider them a member of the committee. Though they do not represent member facilities, state executives, Affiliate staff members and ABM representatives can serve on AHCA committees so long as the Affiliate or company/vendor they represent is “in good standing.”

3. The President of AHCA shall assign an appropriate member of the AHCA staff to serve as a resource person to each committee/workgroup. The staff member shall be responsible to the President for the administrative functions of that body. The staff member shall make regular reports to the President regarding the body’s progress, recommendations, and/or programs and shall assist the committee/workgroup chairs in preparation of the committee annual report.

4. Each committee may establish such subcommittees thereof as may be deemed necessary to carry forward the work of that committee. If necessary appointment of any additional members to complete the committee work shall be made by the AHCA Chair.

5. As appropriate, all reports, recommendations or other actions of committees/workgroups shall be submitted to the Board of Governors.

6. When a matter concerns more than one committee/workgroup and thus requires mutual consideration, a joint meeting of such entities may be called subject to approval of the AHCA Chair.

7. Committees/workgroups shall not be permitted to assess dues.

8. No committee/workgroup may secure or attempt to secure funds independently from sources outside AHCA or to make commitments for AHCA. No committee/workgroup, or any representative thereof, shall represent AHCA before any legislative, judicial, or executive tribunal in any proceedings or matters unless specifically designated to do so by one of the governing bodies of AHCA or by the AHCA Chair. In the event of such a request, such representation shall be limited to furtherance of duly authorized actions and policies of AHCA.
APPENDIX A

Governance Structure

Council of States

ASHEC

NCAL Board

Board of Governors

FUNDING

Quality

Administrative

Membership

RELATED ENTITIES

Council for Post Acute Care

Independent Owner Council

Regional Multifacility Council

Not for Profit Council

BJDQ Residential Services Committee

Political Action & Involvement Committee

Funding

Reimbursement Cabinet

Reimbursement Committee

Quality

Emergency Preparedness Committee

Quality Cabinet

Quality Improvement Committee

Customer Experience Committee

Survey/Regulatory Committee

Clinical Practice Committee

Workforce Committee

Life Safety Committee

Constitution & Bylaws Committee

Credentialing Committee

Business Management Committee

Audit Committee

Legal Committee

Council of States: Elects Board, amends Bylaws, sets dues, provides input to Board.

Board of Governors: Budget and fiscal responsibility, determines overall policy direction.

Committees: Report to the Board, formed annually.

Workgroups/Subcommittees: Formed as needed for specific projects on a time-limited basis, report either to committee or directly to the Board.

Note: Business Management includes development of the budget.