

# 1.400 Board Member Nomination Policy

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## Policy Summary

The Alaska eHealth Network (AeHN) is guided by the AeHN Bylaws to form an ad hoc nominating committee to recommend a slate of candidates for the Board of Directors vacancies. This committee shall meet prior to the Annual Meeting to nominate a slate based on recommendations received from stakeholders representing membership interests and from the general public through advertisement of open positions.

## Purpose

Provide guidelines for seeking and nominating qualified individuals to the AeHN Board of Directors.

## Scope/Applicability

This policy is applicable to the AeHN Board of Directors

## Regulatory Category, Type, Legal Regulatory Reference

AeHN Bylaws; 7 AAC 166.020

## Policy Authority/ Enforcement

AeHN's Executive Director and President of the Board of Directors are responsible for employing and enforcing this policy.

## Related Procedures

None.

## Policy

- A. Ad Hoc Nominating Committee. The ad hoc nominating committee shall be appointed by the President of the AeHN Board of Directors and shall include at least three individuals, but no more than five individuals. This committee shall be subject to the following:
  1. The nominating committee may include persons who are not on the AeHN Board of Directors, but shall include at least three current members of the AeHN Board.
  2. The nominating committee shall not contain any AeHN Board members who may be up for re-election at the applicable annual meeting.
  3. The nominating committee shall meet at least two months prior to the annual meeting to discuss the open AeHN Board of Director positions, and shall meet as necessary in the month prior to the annual meeting to ensure nominations are received and processed.

- B. Solicitation of Nominees. Unplanned or unscheduled vacancies shall be filled in accordance with Section 4.11 of the AeHN Bylaws. Nominees for scheduled vacancies on the AeHN Board of Directors shall be solicited in the following manner:
1. Two months prior to the annual meeting, a member or delegate of the nominating committee will contact identified representatives from the stakeholder and membership interests whose directors are up for election and solicit suggestions for qualified individuals, in accordance with 7 AAC 166.020.
  2. At least one month prior to the annual meeting, AeHN staff will publish written notice describing the process for nominations and AeHN Board membership requirements in the Alaska Dispatch News, the Fairbanks News Miner and the Juneau Empire (or their equivalents, if these publications no longer exist).
  3. At least one month prior to the annual meeting, AeHN staff will publish written notice describing the process for nominations and AeHN Board membership requirements on the AeHN website.
  4. Members of the nominating committee shall also reach out to other AeHN Board members and AeHN staff to ensure that all qualified individuals are identified for open board positions.
- C. Presentation of Nominees to Board of Directors. Following solicitation of nominations, the nominating committee shall:
1. Conduct a meeting to consider all of the candidates that meet the required criteria, scheduling interviews with the candidates if the nominating committee is not presented with enough information to make an informed decision about the appropriate candidates for any open position.
  2. Contact the candidates that meet the required criteria in order of preference, to determine if they are willing and able to serve on the Board of Directors (e.g. nominating committee's first choice will be contacted first, second choice will be contacted next, etc.).
  3. Select a slate of nominees to present to the Board of Directors in the packet of materials distributed for the annual meeting.
  4. Formally present the slate of nominees for election at the annual meeting.
- D. Election of Nominees. Nominees shall be voted upon and elected in accordance Section 4.2 of the AeHN Bylaws, which reads as follows:

Section 4.2. Number, Tenure and Qualifications. The number of directors is fifteen. Fourteen directors shall be voting directors and one shall be non-voting. New directors shall be elected by the current directors, based on a slate of candidates recommended by an ad hoc nominating committee. Each director serves a term of three years, except that beginning in 2012, directors shall serve appointments of one (1), two (2) or three (3) years, such that each year approximately one-third of the directors shall be elected. With the exception of permanent members required by law, no director may serve more than two full consecutive terms. Each director serves until his/her successor is elected or he/she resigns or otherwise leaves his/her position as director. Each director has one vote. The voting directors must include, but are not limited to, the Commissioner of the Department of Health and Social Services for the State of Alaska

or his/her designee, as required by law, and eight other individuals each of whom represents one of the following interests:

- 4.2.1 Hospitals and nursing home facilities;
- 4.2.2 Private medical care providers;
- 4.2.3 Community-based primary care providers;
- 4.2.4 Federal health care providers;
- 4.2.5 Alaska tribal health organizations;
- 4.2.6 Health insurers;
- 4.2.7 Health care consumers; and
- 4.2.8 Employers or businesses.

The non-voting director shall be a liaison member who shall serve to enhance communication and collaboration between the board and the Board of Regents of the University of Alaska.

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