

SNOMED International Management Board Profile for Recruitment and Evaluation

This document describes competences and skills for SNOMED International Management Board (MB) members and the MB as a whole, to be used in the SNOMED International MB recruitment process in 2017, as well as the basis for MB evaluation. It describes the minimal and desired governance skills for individual members, a number of specific skills that must be present in the board by at least one member, and requirements with regards to independence. This document also describes criteria for the chair of the MB.

General governance criteria

SNOMED International directors should have sufficient governance skills. Each individual MB member should have at least 4 out of 6 of the general competences, as listed in the table below.

General governance Skill/Experience	Clarification	Essential Minimum Qualification	Desired, Nice-to-have Qualification
Governance/ Board	Experience in serving on public sector, private sector or not-for-profit boards. Experience with good governance policies.	Five years experience serving on public or private sector board of directors.	Certificate or non-certificate formal training in Board member duties and responsibilities. Experience representing the interests of members on Boards of member-owned organizations/companies.
Leadership	Experience serving as a Committee Chair, or in other senior roles in program development, leadership or implementation.	Five years experience in leadership role.	Experience in leadership roles in different organizations.
Strategic Planning/ Focus	Experience with planning, evaluation, and implementation of a strategic plan. Focus on long-term goals and strategic outcomes.	Two years as a member of the core team for corporate strategic planning.	Product line strategy, geographic business strategy, brand strategy.
Business experience	Experience in a senior level in an international profit or non-profit organization active in health care or technology. See general notes for relevant areas.	Two years experience.	Five years experience.

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SNOMED International is the trading name of the
 International Health Terminology Standards Development Organisation,
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Risk Management	Experience in the process of identifying risks and ensuring that management has implemented appropriate systems to manage risk.	Two years experience participating in a risk management committee, or management responsibility for a formal risk management process.	Five years experience.
Communication	Strong verbal and written communication skills, experience in providing the information members of the organization need to feel positively engaged in the operation of SNOMED International.	Five years experience representing an organization to national or international bodies.	Leadership responsibility for communications planning or delivery within an organization.

Specific experience that must be available

Because of its legal responsibilities, areas of expertise in HRM, Financial matters and Legal issues must be represented in the MB. That means that for these areas, at least one director must have expertise. Moreover, it is advised that the board as a whole should at least include one member that has a minimum of 5 years experience as medical or health professional. Specific requirements are described below. In addition, it is recommended that at least one director has governance experience in the UK, as SNOMED International is based in the UK.

Specific skills	Depth and Clarity of Representation	Essential Minimum Qualification	Desired, Nice-to-have Qualification
Financial, business/corporate planning	Experience in business/corporate planning, understanding of financial reporting and knowledge of other considerations/ issues associated with auditing requirements.	Two years financial and organizational planning experience with budget responsibility over \$5m or over 20 persons in an organization.	Two years service on a Board Finance Committee.
Human Resources & Labor Relations	Understanding of human resource considerations for executive recruitment, compensation structures, and performance review. Understanding the organizational design and management of public sector, private sector or not-for-profit corporations.	Minimum of ten years management responsibility with over five years at a senior level with workforce planning responsibility and formal management training.	Completion of multiple management or leadership training programs plus leadership responsibility in multiple organizations.
Clinicians	Active in a clinical care setting and informatics-aware.	Five years experience in medical practice.	Ten years experience.

Legal	Understanding of legal systems, their relevance to the organization, and the social, political and economic context within which the organization exists.	Two years experience participating in the review, or negotiation, or interpretation, or advising on organizational founding documents, or bylaws, or contracts/agreements, or government regulations.	Negotiation and execution of multiple legal agreements for public-private consortia or non-profit organizations.
Information Technology	Understanding of enterprise architecture and information systems including system development, maintenance, security, management, integration, and strategy.	Five years senior level management responsibility.	Ten years experience.

Diversity within the MB

The MB as a whole should have a wide variety of experiences, views and backgrounds in order to be able to act as a valuable sparring partner for the CEO and his team in developing strategy. This applies in general, but specific for SNOMED International because of its global ambition and because of the wide application of the product (terminology) in the health care arena, which implies SNOMED International has a large variety of potential stakeholders. Diversity is considered in the following areas:

- **Business expertise:** Each individual MB director should bring in specific and unique expertise related to terminology application and the SNOMED International strategy that is not present in other directors. This may come from health care providers, health care professionals, business intelligence, genomics, health care research, health care policy, eHealth applications, or Health-IT business. MB directors with unique expertise outside the health care industry (such as technology, innovation, finance, etc.) will add to the strength of the organization;
- **Different cultures and languages.** Although The SNOMED International MB is competence based, the board as a whole should include a sufficiently broad representation of the different cultures and languages relevant to global SNOMED use (which may be broader than membership). An ideal situation would be at least 4 directors for whom English is a second language, and a representation from at least all member regions (Americas, Asia Pacific, Europe/Middle East/Africa);
- **Gender:** It is recommended that at least 3 out of 7 directors are female.

Independence

Independence of the MB is considered of great importance. Independence is developed by careful selection of directors, but also by the way directors act, interact and by transparency. Independence includes:

- **Independent mindedness:** every member of the board should be willing to challenge management and, if necessary, other members of the board;

- Transparency on interlocking board relationships, and limiting interlocking board relationships. The goal is sufficient balance to seek overall independence of the MB as a whole. However, the chair should strictly adhere to all independence criteria;
- Transparency on accountability of individual directors: to whom does each feel accountable?
- Integrity (fair process, fair leadership, transparency);
- Clarity on the role and responsibilities of the MB as well as on the role and responsibilities of the CEO, within the framework of the Articles of Association;
- Clear procedures for strategic plan development and approval, review of Management Team and MB, and risk management. These should be clearly described in manuals for the MB as a whole and its committees, and adhered to.

In recruitment of MB members, the following independence criteria will be considered:

Independence criteria	Depth and Clarity of Representation	Essential Minimum Qualification	Desired, Nice-to-have Qualification
	Current or previous management, employee, or contractor of the corporation.	At least 4 years separation is desired for independence.	Seek overall independence per guidelines.
	Current or previous employee of current or previous auditor, advisor, or consultant to the corporation.	At least 4 years separation is desired for independence.	Seek overall independence per guidelines.
	Current or previous partner, director, employee, or shareholder of an advisor, customer, or supplier, or representative of a shareholder.	At least 2 years separation is desired for independence.	Seek overall independence per guidelines.
	Affiliated with a non-profit recipient of grants or endowments.	At least 2 years separation is desired for independence.	Seek overall independence per guidelines.
	Relative of CEO, executives, or employees, or close family ties with any advisor or director.	Family relationships strictly prohibited.	Seek overall independence per guidelines.

	Part of an interlocking directorate, or significant links with other directors through other bodies.	Interlocking directorates are strictly prohibited: no two MB directors may serve together on another Board or in other elected leadership positions of the same organization (note - this is not a prohibition against MB directors sitting on other boards, rather it is limited to only one MB director per outside board). Also, no two MB directors may be employees or contractors of the same company. Membership in the same organizations e.g. medical societies, standards organizations, or nonprofit charitable groups is allowed.	Seek overall independence per guidelines.
	Other material interest in or relationship with the corporation, or a partner, shareholder, director, officer, or senior employee of someone with such interest.	Material personal interests in conflict with SNOMED products or services such as vendors of SNOMED tooling or alternative terminologies or SNOMED services are prohibited. Other financial conflicts such as personal or family investments or share ownership in the above also are prohibited.	Seek overall independence per guidelines.
	Served on the Board for no more than three consecutive terms (9 years total). After sitting out for one term (three years) the individual will again be eligible to serve on the Board.	Strictly prohibited. Per the Articles of Association, any service prior to October 2012 is not counted towards a Director's service limits.	Seek overall independence per guidelines.
	Remuneration, or share option, or performance related pay, or pension.	Follows UK law - generally prohibited but exceptions may be allowed per the law.	Seek overall independence per guidelines.
	Member of the family, executor, administrator, or representative of any individual who would not meet any of the other "Strictly Prohibited" tests.	Strictly prohibited.	Seek overall independence per guidelines.

Additional criteria for the chair of the MB

The MB appoints its chair among its members. However, it is agreed that there are specific requirements a member of the MB must meet in order to be able to function as chair. These requirements are:

- The MB chair should have completed formal training in board member duties and responsibilities and a minimum of five years of service on a public or private sector board of directors, including successful prior experience as board chair or committee chair.

- The MB chair should strictly adhere to *all* independence criteria as listed in the independence matrix.