



AMERICAN
COLLEGE *of*
CARDIOLOGY®

Centralized Authority & Decentralized Decision-Making

May 2020

ACC/ACCF Governance Principles

I. Governance Function

- 1.** The Board is strategically oriented to support the Mission.
- 2.** Governance focus is on strategy and policy, and not on tactical, implementation or management issues.
- 3.** Governance shall operate on the principle of centralized authority and decentralized decision-making.
- 4.** The Board must ensure it is aware of the needs and challenges of all of the members of the College as it relates to the Mission and has multiple mechanisms and avenues for membership voice to be heard at the Board level.

II. Governance Structure

- 5.** Governance structure supports optimum governance function and efficiency, and so Board size and other structural components shall be consistent with best practice evidence and thinking.
- 6.** The Board is the ultimate authority of the College.
- 7.** The Board determines and maintains appropriate committees with clearly defined roles, functions, authority and accountability, and appoints the members of these committees.
- 8.** A majority of the members of the Board shall be members of the College.
- 9.** The Board shall seek diversity in its membership including but not limited to: expertise; experience; gender; race; geographic location; and age.
- 10.** There shall be a competency-based selection model for composition of the Board and all committees of the College.
- 11.** Board members shall not concurrently serve as chairs or members of non-standing committees of the College except as otherwise permitted in the Bylaws.

The ACC is guided by its mission to transform cardiovascular care and improve heart health.

In order to effectively support and implement governance best practices under the ACC/ACCF Governance Principles, the College is developing a chart to illustrate how centralized authority and decentralized decision-making will be operationalized at the ACC. The chart describes and clarifies roles and participation expectations through the use of the RACI Model.

This document illustrates what the responsibilities are of each body of the College, along with who should be empowered to make decisions, while ensuring there is proper oversight over the ACC as a large, growing and diverse organization.

While reviewing the Authority Matrix, please note that there will be widespread and bi-directional channels of communication for all member constituents listed. It can be understood that all member groups will have open lines of communication, but columns remain empty because authoritative actions are not required. Although this Authority Matrix provides for decentralized decision-making, applicable law requires that all corporate powers must be exercised by or under the authority of the Board of Trustees, and the activities and affairs of ACC must be managed by or under the direction of, and subject to the oversight, of the Board of Trustees. Accordingly, the Board of Trustees retains the ability to overturn or modify actions approved pursuant to the Authority Matrix as required to comply with applicable law, the mission and purposes of ACC, or where the Board of Trustees otherwise reasonably determines such action is necessary.

GENERAL DEFINITIONS

Responsible (also Recommender)

Those who do the work to achieve the task.¹ There is at least one role with a participation type of responsible, although others can be delegated to assist in the work required (see also RACI below for separately identifying those who participate in a supporting role).

Accountable (also Approver or final approving authority) The one ultimately answerable for the correct and thorough completion of the deliverable or task, and the one who delegates the work to those responsible.¹ In other words, an accountable must sign off (approve) work that responsible provides. There must be only one accountable specified for each task or deliverable.²

Consulted (sometimes Consultant or Counsel)

Those whose opinions are sought, typically subject matter experts; and with whom there is two-way communication.¹

Informed (also Informee)

Those who are kept up to date on progress, often only on completion of the task or deliverable; and with whom there is just one-way communication.¹

ACC/ACCF DEFINITIONS

While reviewing the responsibility matrix as it currently stands, please note the following working definitions:

Authority/Right to:

Approve: Initiate, review and either adopt, amend, disapprove or send back for further consideration

Recommend: May initiate action for consideration or a decision

Consult: Must be sought for advice or information before a decision

Inform: Must be informed of action after a decision and before distribution

For purposes of clarity, any requirements of Approve, Recommend, or Consult must be fulfilled before a final decision is reached, and any requirement to Inform must be fulfilled before a decision is made public.

Sources:

1. Smith, Michael (2005). Role & Responsibility Charting (RACI) (PDF). Project Management Forum. p. 5.
2. Margaria, Tiziana (2010). Leveraging Applications of Formal Methods, Verification, and Validation: 4th International Symposium on Leveraging Applications, Isola 2010, Heraklion, Crete, Greece, October 18–21, 2010, Proceedings, Part 1. Springer. p. 492. ISBN 3-642-16557-5.

The mission of the American College of Cardiology (ACC) is to transform cardiovascular care and improve heart health.

Decisions/Authority	President	CEO	Board of Trustees	Board Standing Committee	Committees	Section Leadership Councils	Board of Governors	Assembly of International Governors
MISSION AND CORE VALUES								
Mission, Vision and Core Values			Approve		Inform	Inform	Inform	Inform
GOVERNING DOCUMENTS								
Amend Bylaws			Approve	Recommend: Governance			Inform	
Amend Articles of Incorporation			Approve	Recommend: Governance				
POLICIES AND PROCEDURES								
Establish ACC Clinical Policy Documents			Inform		Approve: Clinical Policy Approval Committee ("CPAC") on Behalf of BOT			
Endorse Non-ACC Clinical Policy Documents	Inform				Approve: CPAC	Recommend: Relevant Councils and Committees		
Award Special Recognition			Approve		Recommend: Awards			
Governance Policy and Procedures			Approve	Recommend: Governance				
Committee Charters				Approve: Governance	Recommend: Relevant Committee			
Operational Policy and Procedures and Policies Governing Staff		Approve						
Advocacy Policy	Approve		Inform		Recommend: Health Affairs		Inform	
Approve Member Dues			Approve	Recommend: Membership				
Approve Chapter Dues			Inform	Inform: Membership			Approve: Governor For Each Chapter	
STRATEGIC AND FINANCIAL PLANS								
Strategic 5-Year Plan			Approve		Consult	Consult	Consult	Consult
Balanced Scorecard		Recommend	Approve					
Annual Budget			Approve	Recommend: Finance				

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Centralized Authority & Decentralized Decision-Making



Decisions/Authority	President	CEO	Board of Trustees	Board Standing Committee	Committees	Section Leadership Councils	Board of Governors	Assembly of International Governors
Interim Budget, Consistent With Strategic Plan			Approve	Inform: Finance				
Reserve Funds			Approve	Consult: Finance				
R&D Funds			Approve	Consult: Finance				
Auditor/Audit			Approve	Recommend: Audit and Compliance Consult: Finance				
Forms 990 Annual Filing			Approve	Recommend: Audit and Compliance Consult: Finance				
Investment Policy/Consultant			Inform	Approve: Finance				
Investments			Inform	Inform: Finance	Approve: Investment Subcommittee Recommend: Investment Consultant			
Investment Policy Statement			Approve	Recommend: Finance	Recommend: Investment Subcommittee			
APPOINTMENTS AND REMOVALS / EVALUATIONS								
CEO								
CEO: Hire/Fire	Recommend (Based on Search Committee Recommendation)		Approve					
CEO: Goals/Performance Eval/ Compensation			Approve					
CEO's Direct Reports: Hire/Fire		Approve						
BOARD OF TRUSTEES								
Officers: Appoint			Approve	Recommend: Nominating				
Officers: Performance Evaluation			Approve	Recommend: Governance				

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Centralized Authority & Decentralized Decision-Making



Decisions/Authority	President	CEO	Board of Trustees	Board Standing Committee	Committees	Section Leadership Councils	Board of Governors	Assembly of International Governors
Officers: Removal			Approve	Recommend: Governance				
Trustees: Competencies (Individual and Group)			Approve	Recommend: Governance				
Trustee: Position Description			Approve	Recommend: Governance				
Trustees: Appoint			Approve	Recommend: Nominating				
Trustees: Remove			Approve	Recommend: Governance				
Trustees: (Replace Vacated Office)			Approve	Recommend: Nominating				
Trustees: Performance Evaluation (Individual and Group)			Approve	Recommend: Governance				
Trustees: Onboarding and Mentoring			Approve	Recommend: Governance				
Trustee (Ex Officio): BOG Chair & Chair-Elect: Appoint			Inform		Approve: BOG Steering Committee Recommend: BOG Nominating Committee		Inform	
Trustee (Ex Officio): BOG Chair Remove			Approve	Recommend: Governance				
BOARD OF GOVERNORS								
BOG Governor: Replace Vacated Office			Inform		Approve: BOG Steering Committee		Inform	
BOG Governor: Remove			Inform		Recommend: BOG Steering Committee		Approve	
STANDING COMMITTEES								
Standing Committee Members and Chairs: Appoint			Approve	Recommend: Nominating				
Standing Committee Members and Chairs: Remove			Approve	Recommend: Governance				
Standing Committee Chair: Replace Vacated Office			Approve	Recommend: Nominating				
JACC Editors-In-Chief			Approve		Recommend: Publications & Editorial Coordination Committee			

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APPOINTMENTS AND REMOVALS / EVALUATIONS (continued)								
COUNCILS								
Council Chair & Members: Appoint			Approve	Recommend: Nominating		Consult		
Council Chair & Members: Remove			Approve	Recommend: Governance				
Council Chair & Group: Performance Evaluation			Approve	Recommend: Governance		Consult		
Councils: Competencies				Approve: Governance		Recommend		
NON-STANDING COMMITTEES								
Committee Chair & Members: Appoint			Approve	Recommend: Nominating				
Committee Chair & Members: Remove			Approve	Recommend: Governance				
Committee Chair & Group: Performance Evaluation			Approve	Recommend: Governance				
Committee: Competencies (Group)			Inform	Approve: Governance	Recommend: Applicable Committee			
BOT Task Force: Create and Appoint	Recommend		Approve					
Member Section Council: Appoint			Approve	Consult: Member Section Recommend: Nominating				
Member Sections: Create			Approve	Recommend: Membership				
DOMESTIC CHAPTERS								
Formation of Chapter			Approve				Recommend	
Chapter Governor: Election			Inform		Approve: BOG Steering Committee			
Governor: Competencies (Individual and Group)				Approve: Governance			Recommend	
CV Team Liaison Election: Appoint/Remove			Inform					
Membership Categories: Create or Remove			Approve	Recommend: Membership				

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INTERNATIONAL CHAPTERS								
Addition of New International Chapters			Inform	Approve: Membership	Recommend: AIG Steering Committee			
Chapter Governor: Election			Inform		Approve: AIG Steering Committee			
Chapter Governor: Remove			Approve	Recommend: Governance				
Governor: Competencies (Individual and Group)				Approve: Governance	Consult: AIG Steering Committee			

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