

CHARTER OF THE HOSPITAL CAPACITY MANAGEMENT CONSORTIUM (HCMC) OF THE AMERICAN HOSPITAL ASSOCIATION

ARTICLE 1 – NAME AND PURPOSE

The name of the Professional Membership Group (“**PMG**”) shall be the Hospital Capacity Management Consortium (“**HCMC**”), an operating unit of the American Hospital Association (“**AHA**”).

HCMC’s vision is to use science and collaboration to improve the efficiency of acute care capacity management so that all patients receive care in the right place at the right time.

HCMC strives to advance health care by providing education, leadership and advocacy to professionals in health care and related organizations that are accountable to the community and committed to health improvement. By promoting the effective management of hospital capacity, HCMC works to improve patient safety, patient satisfaction, and access to care, while reducing the costs of care.

HCMC supports and advances the vision of the AHA: A just society of healthy communities, where all individuals reach their highest potential for health. HCMC, and the professionals it represents, provides a primary professional, technical, and administrative resource for AHA in formulating policy, determining membership programs, and fulfilling AHA’s advocacy role in influencing the public, legislation, and regulations.

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

ARTICLE 2 – HCMC MEMBERSHIP

Section 1. Eligibility. Membership in HCMC is available to professionals whose job responsibilities include health care capacity management or who have an interest in the field of health care capacity management and who meet the eligibility criteria for HCMC Membership in a below category.

- a. **Provider Member.** Provider membership shall be available to individuals who are employed by a health care provider organization such as a hospital, multi-institutional system, or health care network.
- b. **Associate Member.** Associate membership shall be available to those who have an interest in health care capacity management and who are employed by a company or organization other than a health care provider organization, such as consulting services, commercial firms, and manufacturers.
- c. **Academic Member.** Academic membership shall be available to full-time educators or college students who concentrate their academic work on disciplines relevant to the focus of HCMC.
- d. **Retired Member.** Retired membership is available to any former HCMC member who has fully retired and still desires to belong to HCMC.

Section 2. Termination of Membership.

a. **Resignation.** Any member may resign at any time by so stating in writing to HCMC and is not entitled to a refund of dues.

b. **Suspension and Expulsion.** Any HCMC member whose conduct is deemed to be detrimental to the best interest of HCMC, or who willfully violates this Charter or AHA policies, may be suspended or expelled by a majority vote of the HCMC Advisory Board (“**Advisory Board**”). Initially, the conduct that is deemed to be in violation will be reviewed by the HCMC Executive Committee. The Advisory Board will take action based on the Executive Committee’s recommendation. The member will be informed in writing of the Advisory Board’s anticipated action and the member is entitled to a hearing before the Advisory Board before the action is taken.

c. **Loss of Eligibility.** Members who no longer meet the membership eligibility in HCMC in their current member category shall adjust or leave membership accordingly at the time of renewal.

d. **Nonpayment of Dues.** Membership of any person who is 60 days in arrears in the payment of annual dues will be automatically terminated.

Section 3. Transfer of Membership. Membership in HCMC shall not be transferable to another person unless so specified by a written agreement between HCMC and the parties involved, such as a group membership. Members who change their institutional affiliation shall retain their membership during the full term for which dues have been paid.

ARTICLE 3 – HCMC ADVISORY BOARD

Section 1. Composition. The Advisory Board shall be composed of nine (9) individuals: the President, Immediate Past President, and President-Elect, and six (6) individuals from either the Provider or Associate membership types. The majority of the Advisory Board must be Provider members.

Section 2. Eligibility.

a. **General.** To be eligible for an Advisory Board position, an individual must be a member in good standing with HCMC during the nomination and appointment period. Individuals must also have been a member of HCMC for one (1) year to be eligible.

b. **Advisory Board Membership Categories.** To serve on the HCMC Advisory Board, an individual must be an HCMC membership with the following membership types:

- i. **Provider members.**
- ii. **Associate members.**

Section 3. Appointment and Term.

a. **Appointment.** All HCMC members will be notified about open Advisory Board seats and given application steps. The Nominations Committee will review the applications, vet and select the new Advisory Board member(s), and will notify the Advisory Board.

b. **Term.** The term of each Advisory Board member is three (3) years.

c. **Term Limits.** An Advisory Board member may serve a maximum of two (2) terms on the Advisory Board.

Section 4. Forfeiture and Removal. If the individual who was elected to the Advisory Board has a change in employment that affects their membership category, that individual may retain his/her seat for the remainder of their elected term. Any Advisory Board member is subject to removal from the role for failure to fulfill the duties of the position.

Section 5. Powers. HCMC's Advisory Board, consistent with the AHA's mission, goals and objectives, shall consult with the AHA including HCMC staff on industry matters that may impact HCMC. The actions of the Advisory Board shall at all times be in conformity with the policies and procedures of AHA including the AHA's PMG Framework.

Section 6. Vacancies. Should a vacancy occur on the Advisory Board, all HCMC members will be notified about the open Advisory Board seat and given application steps. The Nominations Committee will review the applications, vet and select the new Advisory Board member, and will notify the Advisory Board.

Section 7. Meetings. The Advisory Board shall meet (virtually or in person) as frequently as they shall determine after consulting with the HCMC Executive Director, but not less than one time a year.

ARTICLE 4 – ADVISORY BOARD LEADERSHIP

Section 1. Composition. Leaders of the HCMC Advisory Board are the President, President-Elect, and Immediate Past President (each an "**Advisory Board Leader**"). The President of HCMC shall chair the Advisory Board meetings.

Section 2. Eligibility. All HCMC Advisory Board Leaders must be employed by a hospital or health system. An individual interested in running for the HCMC President-Elect seat must have served at least one (1) year on the HCMC Advisory Board before submitting an application for a leadership position.

Section 3. Term. Each Advisory Board Leader will serve in their role for a period of one (1) year.

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

Section 5. Duties. The HCMC Advisory Board President shall chair the Advisory Board and preside at all meetings of the Advisory Board. The President-Elect shall perform the duties of the role of the President whenever the President is unable to do so.

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 full term. If the role of President-Elect becomes vacant, the Advisory Board will conduct another vote to determine a new President-Elect.

Section 8. Forfeiture and Removal. Advisory Board Leaders shall automatically forfeit their role if their HCMC membership terminates. If any Advisory Board Leader, after being installed in their role, becomes ineligible to serve based on the eligibility criteria above, they may remain in the role until the natural expiry of the role's term. Any Advisory Board Leader is subject to removal from the role for failure to fulfill the duties of the position.

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 as determined by the discretion of the AHA.

ARTICLE 6 – COMMITTEES

HCMC shall have an Executive Committee as set forth in the AHA’s PMG Framework. It shall also have a Nominations Committee composed of the previous four (4) former Presidents, with the Immediate Past President serving as chair of the committee. In the event that a former president is unable to serve on the Nominations Committee, the Advisory Board can appoint an HCMC member to fill the committee vacancy.

Other committees, task forces, and other subgroups may be established and disestablished by the President, subject to Executive Committee approval, for purposes compatible with the vision, goals and objectives of HCMC. The President may also appoint individuals to member subgroups subject to Executive Committee approval. All individuals serving in committee or subgroup chair or vice-chair positions shall be HCMC members.

ARTICLE 7 – CHAPTERS

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

Any state or local chapter under this article is not an extension or part of HCMC 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 – CHARTER AMMENDMENT

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

ARTICLE 9 – TRANSITION

Certain aspects of this charter will be modified for 2025 to allow for HCMC to transition to the AHA, including:

- Advisory Board members and Nominations Committee members for 2025 will include those who previously served in leadership and board roles with HCMC as it was forming. Advisory Board and Nominations Committee members during the transition period will be listed on the HCMC website.
- For Advisory Board members chosen in 2025 to serve terms starting in 2026, the membership requirement to be a member for 1 year will be waived.

- For Retired Members who want to join HCMC in 2024 or 2025, the requirement to be an HCMC member before transitioning to the Retired Member category will be waived.