# Proposal to Form a New Organisation for Digital Health and Health Informatics in Australasia

The Board of HISA and the Council of ACHI are pleased to provide to members and Fellows the following document containing an outline of the proposed governance, objectives and organisational operations of the new organisation.

This document represents the culmination of over two years of discussion and collaboration between the ACHI Council and HISA Board. We have listened to you, our members and Fellows, some of whom were there at our beginnings and some of whom are relative newcomers to health informatics and digital health. We have taken into account your views to ensure the proposed new organisation reflects what is important to you and what is the best structure to ensure a strong, vibrant future for our digital health community.

Along with the proposed Constitution, this information is intended to provide the level of detail required to enable members and Fellows to vote on the proposal to unite and form a new, single digital health and health informatics organisation.

For information on voting and answers to Frequently Asked Questions, please go to:

www.hisa.org.au/neworganisation

or

www.achi.org.au/neworganisation

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# 1.    Introduction: Working Together

HISA and ACHI have worked together since ACHI was formed nearly 20 years ago and today the relationship is stronger, more collaborative and strategic than ever.

Over the past two and a half years, the ACHI Council and HISA Board have discussed how we can collectively best serve our members' interests and the digital health community.

Those conversations led to an agreement to recommend to our Fellows and members that the two bodies come together to form a new peak professional body for digital health.

In May-June 2019, an eight-week consultation period was conducted across both organisations. A survey was the main consultation tool, the results of which were used by the HISA Board and ACHI Council to assess the members' and Fellow's interest in pursuing a formal vote.

The results were overwhelmingly positive to proceed to a member/Fellow vote.

In total, the ACHI Council and HISA Board have met over 30 times to progress this proposal and prepare for the member vote.

## 2.    Agreed Principles to Form the New Organisation

If members and Fellows vote to merge and form a new organisation, the following principles have been agreed by ACHI and HISA to guide transition and planning.

1.   The new organisation will cater for the broad digital health community of health informaticians, clinicians, Fellows, executives, students, researchers, technologists, industry and organisations.

2.   The new organisation will combine the functions of a professional college with a focus on the digital health ecosystem.

3.   All existing functions of ACHI and HISA will be maintained by the formation of the new organisation.  No member services or benefits will be removed or reduced.

4.   An individual's current status of membership will be reflected in any subsequent membership of the new organisation. For example, Fellows of ACHI will automatically be Fellows of the new entity; a retired HISA member will automatically be a retired member of the new entity; an honorary HISA member will automatically be an honorary member.

5.   Membership fees will remain at current levels.

6.   There will be an entirely new governance framework and Constitution:

    a.   Both HISA and ACHI will have equal representation on an Interim Board of nine directors

    b.   There will be an Independent Chair for the Interim Board

    c.   The ACHI President and HISA Board Chair will become Board Directors of the new organisation

    d.   HISA and ACHI will each select three of their directors to join the Interim Board

    e.   The Interim Board will be in place until the first AGM of the new organisation, to be held in association with HIC in July 2020.

7.   The Interim Board will set the strategic direction of the new organisation, which will be aligned to the current strategies of ACHI and HISA.

8.   The new organisation will work collaboratively with Health Informatics New Zealand (HINZ) and not offer any services which compete with those offered by HINZ.

## 3. A New Name and Brand

The names and branding, websites and the online presence of both HISA and ACHI will no longer exist once the new organisation is launched in February 2020.

The official name of the new organisation honours the tradition, history, academic prestige and missions of both the Australasian College of Health Informatics and the Health Informatics Society of Australia and is proposed to be the:

### Australasian Institute of Digital Health

Future decisions around additional commercial trading names and other sub-brands will be the remit of the Interim Board.

## 4. Introducing the Independent Chair: Michael Walsh

If the members and Fellows of HISA and ACHI vote to establish the Australasian Institute of Digital Health, I would be honoured to be your independent Chair.

Over more than 10 years in leadership roles across the health sector, I have been an advocate for the transformational change we need to bring Australians quality, accessible healthcare in a digital world. I believe working together we have the chance to set a strong and strategic direction for the next decade in Australasia's digital health ecosystem.

My thanks to the current ACHI Council and HISA Board for this opportunity to contribute and be part of the journey.

About Michael Walsh: Michael Walsh provides strategic advisory services to large organisations with a focus on leadership, digital health, governance, strategy, planning and transformation. He was Director-General of Queensland Health from July 2015 to September 2019 and chair of the Australian Health Ministers' Advisory Council (AHMAC) providing advice to the COAG Health Council from 2016 to 2019. He was also on the Board of the Australian Digital Health Agency from July 2018 to September 2019. Michael has also previously been on the Board of Brisbane Diamantina Health Partners, an NHMRC accredited Advanced Health Research and Translation Centre.

Over the past 20 years, Michael has held senior executive positions in New South Wales and Queensland. Michael has worked as Chief Executive HealthShare NSW and was the inaugural Chief Executive of eHealth NSW. In Queensland, Michael has worked in both social and economic portfolios at the Deputy Director-General level including health, education and infrastructure. Michael has also worked in the private sector including as a Principal with PwC. Michael holds a Master of Business Administration, Bachelor of Arts (Hons) in psychology, Bachelor of Science and Bachelor of Education.

## 5.    Introducing the Interim Board Members

The Interim Board will be made up of equal representation from the ACHI Council and HISA Board.  The Interim Board will be in place until the date of the first AGM of AIDH.

The nominated members are:

- Dr Jen Bichel-Findlay (nominated by HISA)
- Dr Kerryn Butler-Henderson (nominated by ACHI)
- Leigh Donoghue (nominated by HISA)
- HISA Chair David Hansen
- Dr Inga Hunter (nominated by ACHI)
- David Rowlands (nominated by HISA)
- ACHI President Angela Ryan
- Peter Williams (nominated by ACHI)

The terms of office of Board members will be three years, with three board positions becoming vacant at the AGM each year, commencing at the 2020 AGM.  To retain corporate knowledge, the independent Chair, Angela Ryan and Dr David Hansen will retain their board positions for the initial three years.

## 6.    Structure and Governance for AIDH

### Board Governance

The AIDH will be governed by a Board with the following Sub-Committees:



Figure 1. Board Sub-Committee Structure

The **Quality and Programs** sub-committee will oversee the existing work programs of HISA and ACHI (described in Figure 2).
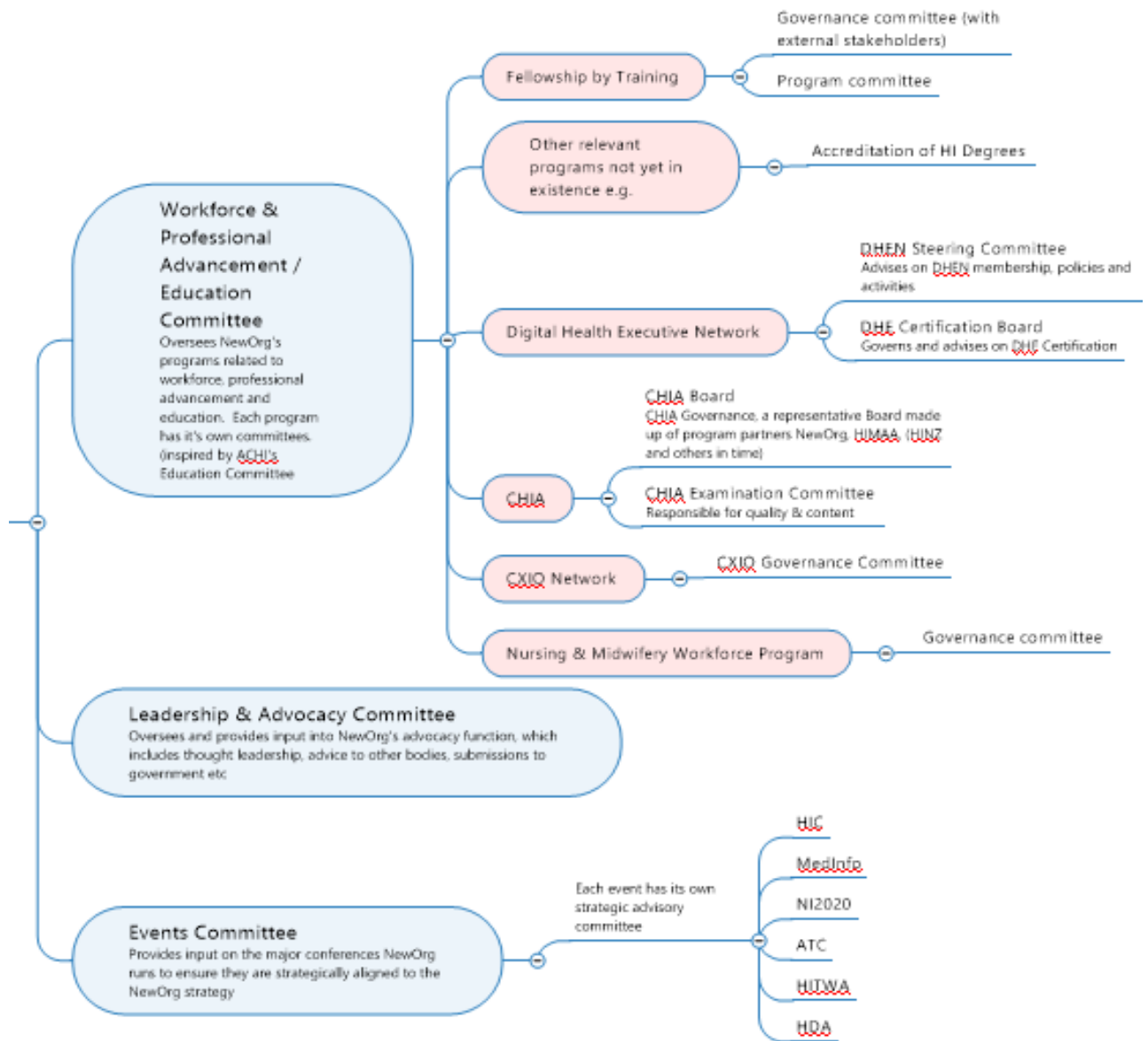
Figure 2. Quality and Programs Board Sub-Committee will oversee the 3 streams

## Membership and Branches

The AIDH will operate within a framework where members are allocated to branches based on their geographic location.

All existing HISA State or Territory branches will remain in the new organisation. All existing branch leadership committees will retain their status. A common charter for the purpose and operations of those groups, and their leadership committees, will be finalised in collaboration with the branches and the board of the AIDH.

In addition, Memoranda of Understanding will underpin international relationships, for example the current MOU between HISA and Health Informatics New Zealand (HINZ) will be revisited and agreed to by the boards of the AIDH and HINZ.
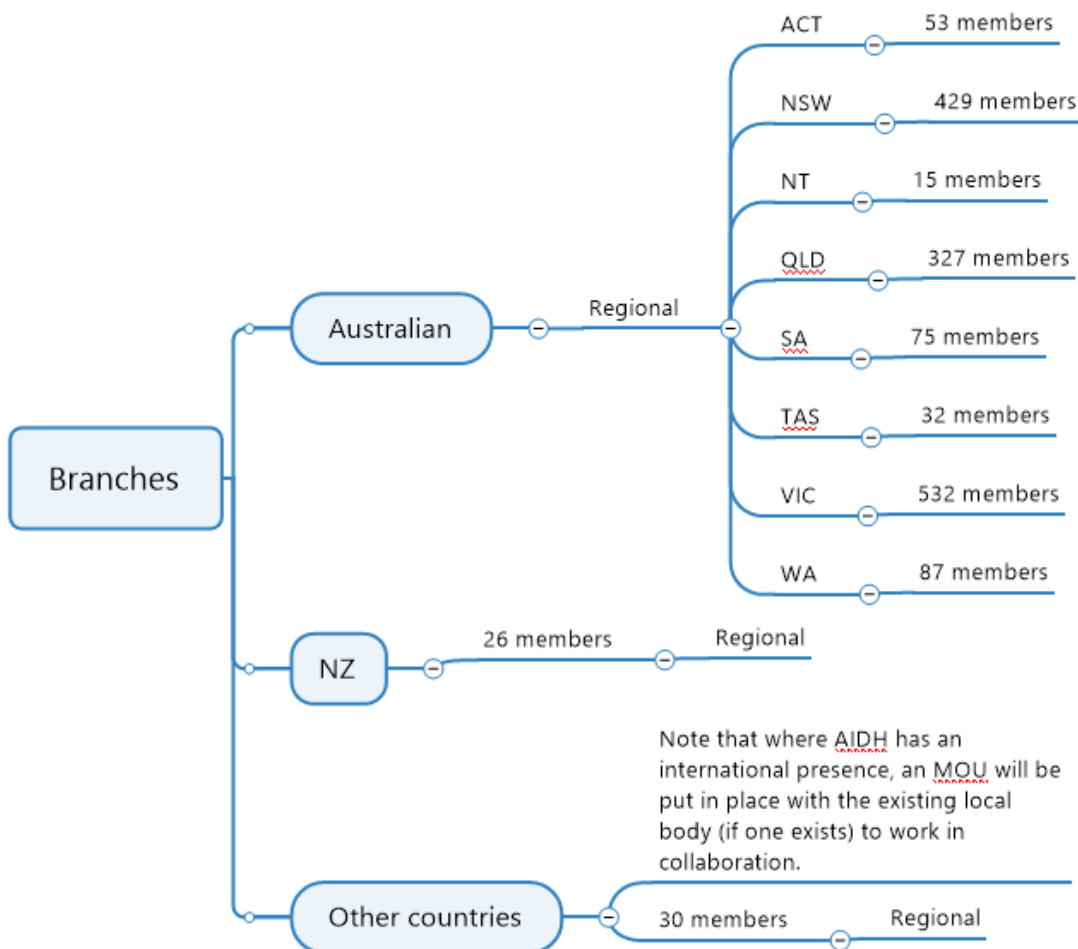


Figure 3. Branch Structure
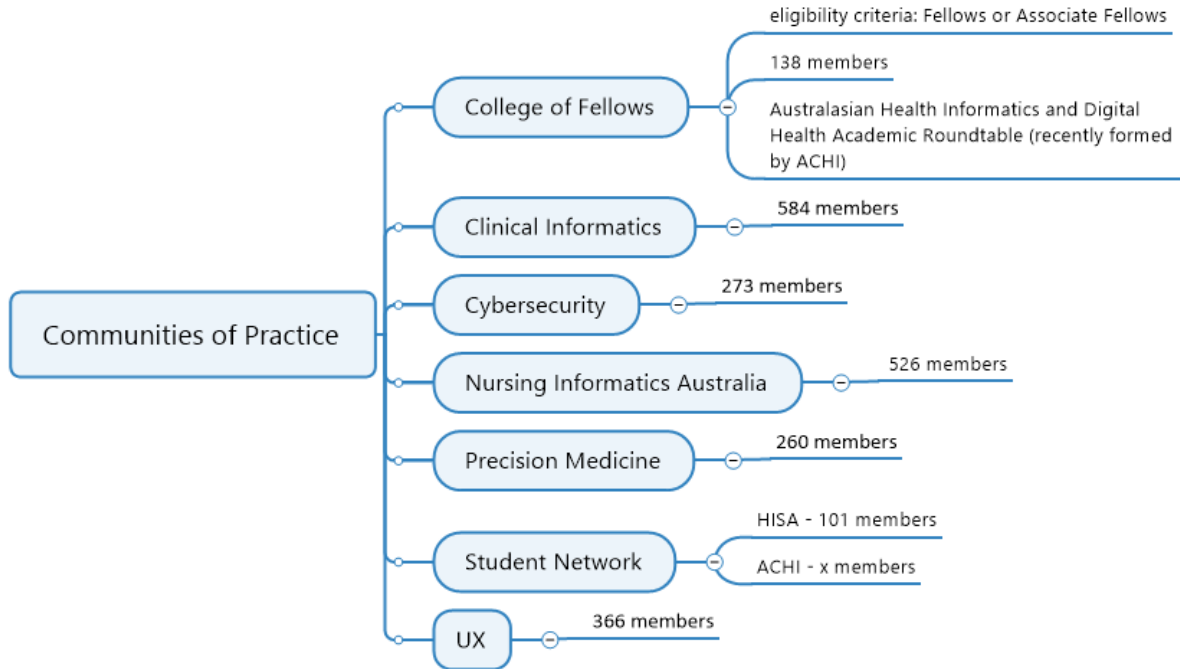
## Communities of Practice



Figure 4. Communities of Practice

AIDH will continue to support the Communities of Practice (CoPs). These groups are topic or issue-based and their membership is based on a shared interest and expertise on informatics-related topics. Their role will continue to be to share, produce and contribute to content (thought leadership, surveys, blog posts, online discussion forums, workshops, government submissions, events etc) on topics that are strategically aligned to AIDH's strategy and member interests. At present HISA and ACHI have 6 CoPs (See Figure 4).

To ensure AIDH Fellows and Associate Fellows have a prominent and recognised group within AIDH, it is proposed to create a 'new' CoP. The College of Fellows will be a distinguished group of senior thought leaders within the Institute. AIDH will encourage outstanding health informatics professionals to apply for Fellowship. Their aim will be to assist the Board in delivering on the AIDH Vision and Mission. It is proposed that they:
- Host an online discussion forum
- Manage the scientific program of the annual conference
- Mentor those wanting to become Fellows
- Bestow Fellowships and host a dinner of Fellows at the annual conference

## 7.    Membership Transition and Entitlements

### Membership renewals

The AIDH will be established before the end of the current membership year (by 31 March 2020).

All current HISA members automatically become AIDH members and will receive their renewal notifications in February -March 2020.

ACHI members *who are also* HISA members automatically become AIDH members and will receive renewal notifications in February – March 2020.

ACHI members *who are not also* HISA members will be offered membership of AIDH in order to continue seamlessly receiving their benefits and entitlements.

### Impact on member categories

The AIDH will continue to have a tiered membership structure.

**Fellow:**  Currently bestowed by ACHI on qualified expert members. This is the top tier of membership. Fellows will use the postnominals FAIDH.

**Associate Fellow:** This replaces 'ACHI Member' but distinguishes from Ordinary member who does not need to meet criteria. Also encourages pathway to Fellowship. Postnominals will be AFAIDH.

**Ordinary Member:**  Members will continue to have the same benefits and entitlements with professional advancement, support and opportunities for education and networking. Members who already have voting rights will continue to have them.

**Organisational Members** will continue to have the same benefits, voting rights, participation and partnership opportunities in AIDH.

**Student Members** of AIDH will not be entitled to vote for the Board, in line with current voting practice of both organisations.

**Honorary Life Members, Reciprocal Members and Affiliate Members** will continue to have the same benefits and entitlements.

## 8.    Membership Fees: No change

Membership fees for all member categories will remain the same for their ACHI and/or HISA membership (ie no fee increase).

## 9.  A New Constitution

### Following are some key points about the Constitution drafted for AIDH

HISA is a charity and a company limited by guarantee and as such has a Constitution that governs the organisation. ACHI is an Association and as such, their Articles of Association is the legal document that governs their function. The Australasian Institute of Digital Health will retain HISA's charity status and ABN and structure as a company limited by guarantee but requires a Constitution that is specifically drafted for it.

The Constitution for AIDH has been drafted by Mills Oakley lawyers, with input from the HISA Board and ACHI Council.

The Constitution is provided for members and Fellows to familiarise themselves with the document, as adopting the Constitution is necessary for the formation of the new company. Below is a summary of key points to note.

### i.     One person = one vote

As per the current rules of ACHI and HISA, voting membership classes will all have one vote per person. Organisational members will also only be entitled to one vote per organisational membership.

### ii.    Possibility for the independent chair to receive a modest remuneration

As a charity, AIDH will not be permitted to pay fees to directors. The HISA Board and ACHI Council have never been paid for their roles. However, given the introduction of an independent chair for AIDH, the Council and Board wanted to reserve the right to consider paying a modest remuneration to the Chair. The Constitution gives the AIDH Board this option.

### iii.   Options to co-opt or appoint additional Board directors

The HISA Constitution provides the option of appointing up to four additional Board directors and co-opting others. Over the years, there have been times the HISA Board believed it beneficial to either appoint or co-opt directors as required. The ACHI Council agreed that this option could be beneficial to the new organisation, so the Constitution of the Institute permits this option to be exercised as the Board sees fit.

- Appointed Board Directors - these directors are chosen by the Board; have the full voting rights and responsibilities afforded a director who is voted on by members; and their term ceases at the beginning of the subsequent AGM.
- Co-opted Board Directors - co-opted board directors are chosen by the Board; do not have voting rights and their term of office is determined by the Board. Co-opted Board members enable the appointment of individuals for a select period of time to work on or make contributions to specific projects/initiatives, or where their expertise is

required. The advantage of these options is that it enables the Board to bring on additional expertise if and as required.

## 10. Company objects and charitable purpose

It is a requirement for the AIDH Constitution to list the objects of the company.

For AIDH to retain HISA's charitable status, the objects of AIDH need to be aligned to the charitable purpose of education and operate for the public benefit.

The below objects are listed in the AIDH Constitution:

The Company is a Charity established to improve the health of all citizens and improve the delivery of health services to all citizens through education about, promotion of and advocacy for health informatics and digital health. The Company will achieve these objectives through:

i. Providing a focus for health informatics and digital health;

ii. Articulating the value of health informatics and digital health to citizens, policymakers, health service providers, educators and other stakeholders;

iii. Encouraging citizens, policymakers, health service providers, educators and other stakeholders to engage with health informatics and digital health and assisting disadvantaged groups that have traditionally had limited access to health services;

iv. Advancing the competencies and professionalism of health informatics and digital health practitioners;

v. Advancing the capabilities of citizens and health policymakers, health service providers, educators and other stakeholders to apply health informatics and digital health to improve health and health service delivery;

vi. Supporting research, innovations and improvements in health and health service delivery through health informatics and digital health;

vii. Educating and improving education standards about health informatics and digital health;

viii. Developing, identifying and promoting professional practice standards for health informatics and digital health for people and organisations engaged in health service delivery;

ix. Liaising with other relevant organisations and proving representation for the practice of health informatics and digital health in relevant forums and on relevant bodies.

## 11. Legal Advice for the Merger

During the consultation period, questions were raised by members seeking clarification around the rationale for merging.

At the close of consultation, HISA and ACHI sought governance and legal advice to find the best path forward, with the least cost and disruption to members and Fellows, while also delivering an excellent outcome for both memberships in terms of value for money and appropriate use of membership funds.

The following is an explanation of how two models were considered and the decision was reached to pursue the recommended model which is now before members for voting.

**Model A – ACHI sits under the HISA umbrella**

In this model, ACHI and HISA would keep their names and there would be no launch of a new identity. ACHI would be separate to HISA but work under the same umbrella (rather like the model of the American Medical Informatics Association (AMIA) and the American College of Medical Informatics (ACMI) in the USA).

This model would be appropriate if there was a desire to continue a separation of the two entities but work under the same umbrella with some shared resources. For example, if ACHI wanted to restrict its functions to bestowing Fellowships; and if ACHI was wanting to gain additional administration support from HISA than what is currently provided.

LEGAL ADVICE: To achieve this, HISA would maintain its status quo, name and brand. ACHI members would vote to wind up the College, transfer its assets to HISA and create new bylaws in collaboration with the HISA Board. For example, the HISA Board would agree to make ACHI a special interest group of HISA. No HISA member vote would be required.

**Preferred - Model B – ACHI and HISA merge to form a new organisation**

This preferred model provides the opportunity to elevate the status of the two organisations by creating one membership body responsible for and supportive of the digital health community.

With a tiered membership structure, becoming a Fellow of AIDH will be the top tier of membership.

This model enables ACHI and HISA to collectively define the mission, purpose and strategy of the AIDH and define governance structures that are best designed to achieve that purpose.

Creating one organisation removes confusion in the health sector caused by having two membership bodies for health informatics/digital health and sends a clear message of unity and purpose to the health sector.

There are efficiencies in coming together to create a new organisation, as the majority of ACHI members and Fellows are also HISA members and HISA staff already provide administrative support for the ACHI membership functions.  The key to Model B's success is ensuring that it encompasses all the functions and services that HISA and ACHI currently provide, but with a new governance structure that is representative of both organisations.

LEGAL ADVICE: To achieve this, HISA would change its name to the Australasian Institute of Digital Health (AIDH) but maintain its ABN and charity status*.  HISA members would automatically become AIDH members. All the assets and funds of HISA including bank accounts and contracts automatically transfer to AIDH.

ACHI members[1] would vote to wind up the College, resign their membership (this is legally required as part of the closure of ACHI) and the College would transfer its assets to AIDH.

ACHI members *who are also* HISA members would automatically become AIDH members.

ACHI members *who are not also* HISA members would resign their membership (legally required as part of the closure of ACHI) and be offered membership of AIDH. (Legally, ACHI-only members cannot be compelled to join AIDH, unlike those who are members of both organisations. There will of course be no additional cost to joining AIDH should ACHI-only members wish to join AIDH).

AIDH would adopt an entirely new governance framework and Constitution, while retaining the memberships and all services and functions currently operated by ACHI and HISA.

*NOTE: While it is technically possible to achieve the benefits of Model B by closing down both HISA and ACHI, this would be risky, expensive and would take a significant amount of time.  HISA is a $3.5M company with many external contracts, paid staff and legal obligations – all of which would need to be voided should HISA close down too.

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[1] The use of the term "ACHI members" in this context denotes both Members and Fellows.

Relinquishing HISA's tax free status and charity status represents a risk that the AIDH may not easily be granted the same status.

In considering this legal advice, and the mutual goals for the new organisation, the HISA Board and ACHI Council have endorsed Model B as the preferred route in order to leverage the existing HISA infrastructure and take advantage of significant resource savings.

## 12. Voting Process

HISA and ACHI will both hold Meetings of Members at which voting may be done in person.

**ACHI Members voting details:**

- In person, via video/teleconference (using GoToWebinar) or proxy during a special meeting of members held on Monday 16 December in Sydney at 6pm AEDT
- Those with voting rights will only be able to vote once
- To vote, Fellows and members need to either 1) be present in person at the meeting; 2) be present via GoToWebinar during the meeting; 3) submit a proxy form

**HISA Members voting details:**

- In person, via video/teleconference (using GoToWebinar) or proxy during an extraordinary meeting of members held on Tuesday 17 December in Melbourne at 6pm
- OR via pre-poll.  Opening Monday 9 December at 9am AEDT and closing Monday 16 December at 11.59pm AEDT. The login details will be emailed to members on Monday 9 December
- Those with voting rights will only be able to vote once
- To vote, members need to either 1) be present in person at the meeting; 2) be present via GoToWebinar during the meeting; 3) submit a proxy form 4) vote in the pre-poll

**Note that due to the need for independent counting and verification of all votes, the results of the vote will be communicated to members on or before Monday 23 December via email.**

## 13. Motions to Members

Members and Fellows with voting rights will be presented with the following motions. These have been drafted by external lawyers, who also drafted the Constitution – both with input from ACHI Council and HISA Board.

For HISA Members:

Item 1

The following ordinary resolution[2] will be proposed at the Extraordinary Meeting:

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

> *"THAT a merger between the Australasian College of Health Informatics Incorporated and the Health Informatics Society of Australia Limited proceed by:*
>
> *(1) the Australasian College of Health Informatics Incorporated transferring all its assets and business to the Health Informatics Society of Australia Limited; and*
> *(2) Health Informatics Society of Australia Limited offering membership to all of Australasian College of Health Informatics Incorporated's members."*

Item 2

If Item 1 is passed, the following special resolution[2] will be proposed at the Extraordinary meeting:

To consider and, if thought fit, to pass the following resolution as a special resolution:

> *"That the name of the Health Informatics Society of Australia Limited be changed to Australasian Institute of Digital Health Limited, to take effect when registered by the Australian Securities and Investments Commission."*

Item 3

If both Item 1 and Item 2 are passed, the following special resolution will be proposed at the Extraordinary meeting:

To consider and, if thought fit, to pass the following resolution as a special resolution:

> *"THAT the Health Informatics Society of Australia Limited adopt the proposed constitution, as presented to the members, as the constitution of the Australasian Institute of Digital Health Limited (formerly known as Health Informatics Society of Australia Limited), to replace the existing constitution in its entirety, to take effect when registered by the Australian Securities and Investments Commission"*

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[2] Ordinary resolutions require 51% of members who vote for the motion to pass. Special resolutions require 75% of members who vote for the motion to pass.

For ACHI Fellows and Members:

To consider and, if thought fit, to pass the following resolution as an ordinary resolution[3]:

*"THAT a merger between the Australasian College of Health Informatics Incorporated and the Health Informatics Society of Australia Limited proceed by:*

1) *the Australasian College of Health Informatics Incorporated transferring all its assets and business to the Health Informatics Society of Australia Limited;*
2) *the Health Informatics Society of Australia Limited changing its name to Australasian Institute of Digital Health Limited; and*
3) *Australasian Institute of Digital Health Limited (formerly known as the Health Informatics Society of Australia Limited) offering membership to all of Australasian College of Health Informatics Incorporated's members."*

## 14. More information and details

Go to www.hisa.org.au/neworganisation or www.achi.org.au/neworganisation to download the Constitution, notices of the Members Meetings, review detailed FAQ and review the voting arrangements.

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[3] Ordinary resolutions require 51% of members who vote for the motion to pass.