



AMERICAN  
COLLEGE of  
CARDIOLOGY®

# Centralized Authority & Decentralized Decision-Making

*Last Approved May 9, 2024*

## ACC/ACCF Governance Principles

### I. Governance Function

1. The Board is strategically oriented to support the Mission of the College.
2. The Board is the ultimate authority of the College.
3. Governance focus is on strategy and policy, and not on tactical, operational, implementation or management issues.
4. Governance shall operate on the principle of centralized authority and decentralized decision-making.
5. 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. It must have multiple mechanisms and avenues for membership voices to be heard at the Board level.

### II. Governance Structure

6. Board structure engenders and supports optimum governance function and efficiency. Therefore, Board size and other structural components shall be consistent with best practice evidence and thinking.
7. The Board establishes and maintains appropriate committees that have clearly defined roles, functions, authority and accountability, and the Board appoints the members of these committees, based on the recommendations from the Nominating Committee.
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; practice type; and age.
10. There shall be a competency-based selection model for composition of the Board and all committees of the College. These competencies include subject matter expertise, leadership, technical and diversity competencies.
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.
12. The Governance Committee shall provide feedback, as requested, regarding overall function and adherence to governance principles and practice.

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

In order to effectively support and implement governance best practices under the ACC/ACCF Governance Principles, the College has an authority matrix 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. Thus, this document serves as an authority matrix and not a communication matrix. 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.<sup>1</sup> 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.<sup>1</sup> In other words, those accountable must sign off (approve) work that responsible provides. There must be only one group accountable specified for each task or deliverable.<sup>2</sup>

#### **Consulted (sometimes Consultant or Counsel)**

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

#### **Informed**

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.<sup>1</sup>

### 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; others *might* be sought for advice or information

**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 for all.

Decisions/Authority	President	CEO	Board of Trustees	Standing Committees	Committees	Section Leadership Councils	Board of Governors	Assembly of International Governors
<b>MISSION AND CORE VALUES</b>								
Mission, Vision and Core Values			Approve	Inform	Inform	Inform	Inform	Inform
<b>GOVERNING DOCUMENTS</b>								
Amend Bylaws			Approve	Recommend: Governance			Inform	
Amend Articles of Incorporation			Approve	Recommend: Governance  Consult: Audit and Finance				
<b>POLICIES AND PROCEDURES</b>								
Establish ACC Clinical Policy Documents			Inform		Approve: Clinical Policy Approval Committee ("CPAC") on behalf of the BOT			
Endorse Non-ACC Clinical Policy Documents	Inform				Approve: CPAC	Recommend: Relevant Councils and Committees		
Award Special Recognition			Approve		Recommend: Awards Committee			
Governance Policy and Procedures			Approve	Recommend: Governance				
Committee Charters			Approve	Recommend: Relevant Committee	Recommend: Relevant Committee	Recommend: Relevant Council		
Operational Policy and Procedures and Policies Governing Staff		Approve						
Advocacy Policy		Inform	Approve		Recommend: Health Affairs Committee	Inform	Inform	
Approve Member Dues			Approve	Recommend: Membership				
Approve Chapter Dues			Inform	Inform: Membership			Approve: Governor for Each Chapter	

Approve: Initiate, review and either adopt, amend, disapprove, 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; others *might* be sought for advice or information  
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Decisions/Authority	President	CEO	Board of Trustees	Standing Committees	Committees	Section Leadership Councils	Board of Governors	Assembly of International Governors
Member Compensation Policy			Approve	Recommend: Audit and Compliance (to BOT)  Consult: Finance	Recommend: Member Compensation Committee (to Audit and Compliance)			
Digital Policy		Inform	Approve		Recommend: Digital Transformation Committee			
<b>STRATEGIC AND FINANCIAL PLANS</b>								
Strategic 5-Year Plan			Approve	Consult	Consult	Consult	Consult	Consult
Annual Budget		Consult	Approve	Recommend: Finance				
Interim Budget, Consistent with Strategic Plan		Consult	Approve	Consult: Finance				
Reserve Funds			Approve	Consult: Finance				
Research & Development 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 Consultant (Selection)			Inform	Approve: Finance				
Investments			Inform	Inform: Finance	Approve: Investment Subcommittee  Recommend: Investment Consultant			
Investment Policy Statement			Approve	Recommend: Finance	Recommend: Investment Subcommittee			

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Decisions/Authority	President	CEO	Board of Trustees	Standing Committees	Committees	Section Leadership Councils	Board of Governors	Assembly of International Governors
<b>APPOINTMENTS AND REMOVALS / EVALUATIONS</b>								
<b>CEO</b>								
CEO: Hire/Fire	Recommend (Based on Search Committee Recommendation)		Approve					
CEO: Goals/Performance Eval/ Compensation			Approve					
CEO's Direct Reports: Hire/Fire	Inform	Approve						
<b>BOARD OF TRUSTEES</b>								
Officers & Trustees: Appoint			Approve	Recommend: Nominating				
Officers & Trustees: Performance Evaluation (Individual and Group)			Approve					
Officers & Trustees: Removal			Approve	Inform: Nominating				
Officers & Trustees: Position Description			Approve	Inform: Nominating				
Officers & Trustees: Competencies (Individual and Group)			Approve	Inform: Nominating				
Officers & Trustees: Replace Vacated Office			Approve	Recommend: Nominating				
Trustee (Ex Officio): BOG Chair & Chair-Elect: Appoint			Inform	Inform: Nominating	Approve: BOG Steering Committee  Recommend: BOG  Nominating Committee		Inform	
Trustee (Ex Officio): BOG Chair Remove			Approve		Consult: BOG Steering Committee			
<b>COMMITTEES</b>								
*Not applicable to Nominating Committee.								
Committee Chairs and Members: Appoint*			Approve	Recommend: Nominating				
Committee Chairs and Members: Remove*			Approve	Recommend: Applicable Committee  Consult: Governance  Inform: Nominating	Recommend: Applicable Committee			

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Decisions/Authority	President	CEO	Board of Trustees	Standing Committees	Committees	Section Leadership Councils	Board of Governors	Assembly of International Governors
Committee Chair and Members: Replace Vacated Office*			Approve	Recommend: Nominating				
Nominating Committee Members: Appoint			Approve	Recommend: Governance				
Nominating Committee Chair and Members: Remove			Approve	Recommend: Nominating				
Nominating Committee Chair and Members: Replace Vacated Office			Approve	Recommend: Governance				
Committee: Competencies			Approve	Recommend: Applicable Committee  Inform: Nominating	Recommend: Applicable Committee			
Committee Chair and Member: Position Descriptions			Approve	Inform: Nominating				
Committee: Performance Evaluations			Approve	Consult: Governance  Inform: Applicable Committee(s)	Inform: Applicable Committee(s)			
Establish Committees			Approve	Recommend  Inform: Governance, Nominating	Recommend			
Sunset/Consolidate Committees			Approve	Recommend: Applicable Committee(s)  Inform: Governance, Nominating	Recommend: Applicable Committee(s)			
<b>SECTION LEADERSHIP COUNCILS ("COUNCIL")</b>								
Council Chair & Members: Appoint			Approve	Recommend: Nominating		Consult		
Council Chair & Members: Remove			Approve	Consult: Governance  Inform: Nominating		Recommend: Applicable Council		
Council Chair & Members: Replace Vacated Office			Approve	Recommend: Nominating		Consult		
Council Chair & Group: Performance Evaluation			Approve	Recommend: Governance		Inform		

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Decisions/Authority	President	CEO	Board of Trustees	Standing Committees	Committees	Section Leadership Councils	Board of Governors	Assembly of International Governors
Councils: Competencies			Approve	Inform: Nominating		Consult: Applicable Council		
Council Chair & Members: Position Description			Approve	Inform: Nominating				
<b>OTHER COMMITTEES AND GOVERNING BODIES</b>								
Work Group: Create					Approve: Applicable Committee	Approve: Applicable Council	Approve	Approve
Work Group Chair & Members: Appoint					Approve: Applicable Committee	Approve: Applicable Council	Approve	Approve
BOT Task Force: Create	Recommend		Approve	Inform: Governance				
BOT Task Force Members: Appoint	Approve		Inform					
JACC Editors-In-Chief			Approve	Inform: Nominating	Recommend: Scientific Publications Committee			
Member Sections: Create and Modify			Approve	Recommend: Membership (to BOT)  Inform: Governance, Nominating	Recommend: Section Steering Committee (to Membership Committee)			
Member Sections: Sunset/Consolidate			Approve	Recommend: Membership  Inform: Governance, Nominating				
Membership Categories: Create, Modify, or Remove			Approve	Recommend: Membership  Consult: Finance  Inform: Governance				
<b>BOARD OF GOVERNORS AND DOMESTIC CHAPTERS</b>								
Formation of Chapter			Approve				Recommend	
BOG/Chapter Governor: Election			Inform		Approve: BOG Steering Committee		Inform	

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BOG/Chapter Governor: Replace Vacated Office			Inform		Approve: BOG Steering Committee		Inform	
BOG/Chapter Governor: Remove			Inform		Approve: BOG Steering Committee		Inform	
BOG/Chapter Governor: Competencies (Individual and Group)			Inform		Approve: BOG Steering Committee		Inform	
CV Team Liaison Election: Appoint/Remove			Inform					
<b>INTERNATIONAL CHAPTERS</b>								
Addition of New International Chapters			Inform	Approve: Membership	Recommend: AIG Steering Committee			Inform
International Chapter Governor: Election			Inform		Approve: AIG Steering Committee			Inform
International Chapter Governor: Remove			Approve		Recommend: AIG Steering Committee			Inform
International Chapter Governor: Competencies (Individual and Group)			Inform		Approve: AIG Steering Committee			
<b>JOINT EDUCATION SESSION AGREEMENTS</b>								
International Societies (e.g., SOCESP, EuroPCR)		Inform	Approve					Recommend
Major CV Partner Societies (e.g., AHA, HRS, AATS, HFSA, SCAI, TCT, ASE, SCMR, SCCT, ASNC, ABC, STS, ESC, AMA, NEJM)		Inform	Inform		Approve: LLOC Recommend: Section Steering Committee			
Other CV-Related Societies (e.g., ASCO, ACOG, NCAA)		Inform	Approve			Recommend		
ACCF Regional International Conferences		Inform	Inform		Approve: LLOC			Consult
Use of Chapter Logo on Session Materials (in accordance with ACC Brand Guidelines)							Approve: Individual Chapter	Approve: Individual Chapter

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