

Structure and governance of the WAEH with effect from ## XXXXXXXX 20##



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1. Introduction

This document summarises the purpose and objectives of the WAEH, and describes its structure and governance arrangements. These were agreed by the WAEH board during 2011 and came into effect on 1 January 2012.

The WAEH is a membership organisation whose members comprise leading eye hospitals and eye departments from across the world. The members are responsible for agreeing the Association's laws and by-laws, for determining the budget and fee scheme, and for appointing members to the board. The board is responsible for the day-to-day direction and management of the Association's affairs, led by an elected chairman. Further details about these arrangements are described in the sections that follow.

2. WAEH value proposition

- **Mission (or purpose)**

To facilitate and promote the exchange of knowledge, the development and implementation of international best practice in the planning, organisation and delivery of eye care services throughout the world, aiming to improve continuously the experience, care and outcomes of patients with eye disorders.

- **Vision**

The vision of the WAEH is that, by 2015, the association:

- Will have developed an active membership, comprising the majority of the world's leading eye hospitals and centres of excellence
- Will be recognised as a centre of knowledge and expertise in matters concerned with the organisation and management of eye care services, both in hospital and community settings
- Will have established for the members and the wider ophthalmic community a portfolio of evidence-based best practice management guidelines and other products
- Will be able to demonstrate that our members have implemented, or are committed to implementing, the majority of the best practice management guidelines
- Will be able to demonstrate commitment to excellence and continuous improvement and, through benchmarking and other means that our members' performance is among the best in the world.

3. Member structure

Members of the WAEH comprise specialist eye hospitals, and eye departments of general hospitals, which have applied for membership and been accepted as members by complying with the criteria for membership. ~~The CEO of the eye hospital/department or his/her nominated deputy represents the member at its meetings and at meetings of the board. The Eye Hospital / Department shall nominate a person to represent it at WAEH Meetings and Meetings of the Board.~~

The Association has the following categories of members:

- Founding members
- Full members
- **Chapter members**
- Associate members.

Definitions of each, together with their obligations and entitlements, are described in the sections below.

3.1 Founding members

The founding members are the eight eye hospitals and departments whose representatives founded the WAEH in 2007 in Rotterdam:

- **The** Tun Hussein Onn **n** National **Eye** Hospital, Kuala Lumpur, Malaysia
- Royal Victorian Eye and Ear Hospital, Melbourne, Australia
- Department of Ophthalmology of the University Hospital Leuven, Belgium
- Singapore National Eye Centre, Singapore
- Moorfields Eye Hospital, London, UK
- Rutnin Eye Hospital, Bangkok, Thailand
- St Erik Eye Hospital, Stockholm, Sweden
- Rotterdam Eye Hospital, The Netherlands

Founding members have all the rights of full members, and their representatives will remain board members for a minimum of two years following the establishment of these arrangements on 1 January 2012. They will remain full members as long as they are members of the WAEH. Founding members will lose their board membership after stepping down in accordance with the rules for board membership (per section 4), but can be re-elected to the board for further terms as full members.

3.2 Full members

The criteria for admission as full members, together with the obligations and entitlements of full membership, are set out below.

Mandatory admission criteria

Full members are required to:

- Be a specialist eye hospital or eye department within a general hospital, and one of the leading such institutions in its country
- Perform > 5000 surgical procedures (including intra-vitreous injections) per annum
- Have specialist expertise in at least five of the following subspecialties: cornea, glaucoma, cataract, medical retina, retinal surgery, uveitis, paediatric ophthalmology, neuro-ophthalmology, oculo-plastics
- Be active in biomedical or other relevant research
- Be accredited by a national or international quality system in 2012

Desirable criteria

Full members are also likely to have the following characteristics, although these are not mandatory requirements:

- Manage a training programme for resident ophthalmologists
- Provide ophthalmology services in primary care and community settings
- Provide emergency or other walk-in services

Obligations of full members

Full members are required to comply with the following obligations:

- Pay the membership fee according to the agreed fee scheme
- Exchange information and data with other members as agreed by the board e.g. for the annual balanced scorecard exercise
- Be an active member of the Association by e.g. participating in at least one of the projects of the WAEH each year
- Attend the annual meeting

Service package for full members

Full members are entitled to:

- Attend the annual member meeting with the right to vote on the budget, annual plan, fee scheme, appointment of board members, and the annual report and accounts
- Put themselves forward for election to the board
- Send five delegates to the global meeting without paying a delegate fee
- Participate in agreed WAEH projects
- Receive the reports and outcomes of projects, whether or not the member has participated in the project
- Use the full membership logo of the WAEH
- Have full access to the knowledge hub of the WAEH

3.3 Chapter Members

The criteria for admission as Chapter Members, together with the obligations and entitlements of Chapter Membership, are set out below.

Admission criteria

Chapter Members should be able to demonstrate the following characteristics:

- o National, Regional or International Organizations whose entire Membership consists of Specialist Eye Hospitals or Eye Departments within General Hospitals
- o Such Organizations should be lawfully Registered Bodies duly accredited by the Registering Bodies concerned
- o The Organisation has not less than ten (10) members and at least one third of the Members in the Organisation shall qualify for Full Membership mandatory admission criteria of WAEH, as per Para 3.2 herein above
- o Such Organizations shall not be excluded from seeking registration as Chapter Members of WAEH, notwithstanding,
 - that some of the Eye Hospitals or Eye Departments of General Hospitals within the Organization, are already or intend to become either Full or Associate Members of WAEH, or
 - that any of the Members in the Chapter do not have minimum 5 or more Sub-Specialities, are therefore not eligible for WAEH Full Membership or
 - where some of the Eye Hospitals or Eye Departments of General Hospitals within the Organization with 5 or more Sub-Specialities have not or do not want to seek Full Membership of WAEH

Obligations of Chapter Members

Chapter Members have the following obligations:

- o Pay the membership fee according to the agreed fee scheme
- o Exchange information and data with other members as agreed by the board e.g. for the annual balanced scorecard exercise
- o Be an active member of the Association by e.g. participating in at least one of the projects of the WAEH each year
- o Attend the annual meeting

Service package for Chapter Members

Chapter Members are entitled to:

- a) one representative nominated by the Chapter Member, from amongst its member Hospitals, to represent the Chapter and hereinafter to be known as "Chapter Member Representative", is entitled to:
 - o Attend the annual member meeting with the right to vote on the budget, annual plan, fee scheme, appointment of board members, and the annual report and accounts, and
 - o Put himself forward for election for the two seats reserved on the Board for Chapter Members
- b) The Chapter Member is in addition entitled to the following:
 - o Send four delegates (in addition to the Chapter Member's Representative stated in a) above), to the Global Meeting without paying a delegate fee
 - o Participate in agreed WAEH Projects
 - o Receive the Reports and outcomes of Projects, whether or not the Member has participated in the Project

- o Permit the use of the Chapter Membership Logo of the WAEH, by the various Specialist Eye Hospitals or Eye Departments within General Hospitals belonging to the Chapter
- o Have access to the Chapter Members part of knowledge hub of the WAEH

3.4 Associate members

The criteria for admission as associate members, together with the obligations and entitlements of associate membership, are set out below.

Admission criteria

Associate members should be able to demonstrate the following characteristics:

- o Be a specialist eye hospital or eye department within a general hospital
- o Have ambitions to fulfil the criteria for full membership over time, and be prepared to become a full member when these criteria have been met

Obligations of associate members

Associate members have the following obligations:

- o To pay the membership fee according to the agreed fee scheme
- o To exchange information and data with other members as agreed by the board e.g. for the annual balanced scorecard exercise

Service package for associate members

Associate members are entitled to:

- o Send two delegates to the global meeting without paying a delegate fee
- o Have access to the associate part of the knowledge hub of the WAEH
- o Use the associate logo of the WAEH

3.5 Procedure for admitting new members

The procedure for admitting new members will normally be as follows:

- o The WAEH application form should be completed and sent to the secretary of the WAEH
- o The secretary will send the application form to all board members for consideration
- o One of the board members will take the lead in reviewing the application and will make a recommendation on whether to admit the applicant at the next board meeting
- o The applicant will be informed of the board's decision and, where admission has been approved, agreement will be reached on the date of admission
- o Applicants may join the association at any time of the year
- o The fee payable in the first year will be proportionate to the period of the year during which the applicant is a member

3.6 Termination of membership

If a member does not fulfil its membership obligations for more than two years, the board may decide to terminate the membership of that Member. This decision may only be taken after the Board has warned the member to fulfil its obligations on at least two occasions.

If a member decides to cancel its membership it should do so by writing to the WAEH secretary at least four weeks prior to the beginning of the new calendar year, explaining the reasons for terminating its membership. The secretary will confirm the date of termination of the membership, which will normally be the start of the calendar year. Until membership has ceased, the member must continue to fulfil all the obligations of membership, including payment of the membership fees.

3.7 Member meeting

The member meeting is the highest level of the membership structure. In general, it decides on the laws and by-laws of the WAEH, and each year agrees the plan and budget for the year ahead, the fee scheme for the coming year, and the annual report and accounts for the previous year. At the member meeting elections of members to the board also take place.

Membership of the member meeting comprises the **Founding Members, Full Members and Chapter Members**. Every member has one vote, and decisions are taken by a simple majority of the votes cast. Other than for elections of members to the board, votes may be cast by members through a show of hands, or by written vote, as determined by the meeting chairman. For elections to the board, votes will always be cast by anonymous written vote, and three quarters of the voting membership will be required to vote for the vote to be valid. Where a member is unable to attend the meeting, proxy voting will be allowed.

The agenda and proposals for decision will be sent to all members of the member meeting at least two weeks prior to the member meeting.

The chairman of the board will chair the member meeting. The board is responsible for organising a member meeting at least once a year and is also responsible for preparing that meeting according to the rules of the WAEH.

A key matter for the member meeting each year is the election of board members. The board will comprise Ten (10) members made up as follows :

- a) At least Eight (8) Founder / Full Members, and**
- b) Two (2) Chapter Members**

The member meeting may increase the number of board members as it thinks appropriate. ~~eight members unless the members agree to an increase or decrease in board membership.~~

Every year, other than in 2012 for which special arrangements will apply (see below), two board members will resign and two new board members will be elected. Every full and founding member can apply to become a board member as long as he/she has been a full member of the WAEH for more than one year. Board members are elected for an initial period of four years and can be re-elected for a further period of four years. After two consecutive four-year periods of board membership, the member must step down, but can offer him/herself for re-election after a further period of two years.

Chapter Member Representatives from each Chapter shall meet immediately after the Annual Member Meeting to decide on the election of the two (2) Chapter Members to the WAEH Board.

Applications for board membership should be made at least two months prior to the election. At the member meeting the chairman will inform the members about the applications for board membership received, and will set out the arrangements for the election.

3.8 2012 Member meeting

At the first member meeting in 2012 the board will provide all full and founding members with details of the new structure, governance and management arrangements of the WAEH as agreed by the board in 2011. During the meeting, the members will take decisions on the year plan, the 2013 budget and the 2013 fee scheme.

The current board of eight founding members will remain the board members during the first year of the new structure. Between the 2012 and 2013 member meetings the board will establish a detailed scheme for the resignation and election of board members in the four upcoming years, in line with the arrangements described in the previous section. During the member meeting of 2013 two existing board members will step down and two new board members will be elected, and this process will then continue each year thereafter.

4. The board

It is for the board to decide from time to time what roles are required to support the effective working of the board, and who should undertake those roles. It is likely that as a minimum there will be a chairman, an incoming chairman (who will act as vice chairman), a treasurer and a secretary. To ensure continuity a chairman who steps down will normally remain a member of the board for another year. The incoming chairman will normally take on the role of vice chairman and incoming chairman at least one year before the existing chairman steps down and the incoming chairman takes over that position. The roles to be established and the individuals to be appointed to the roles will be determined by a majority of votes of the board members. Where votes are equal the chairman will have the casting vote.

4.1 Responsibilities of the board

The board is responsible for the day-to-day direction and management of the affairs of the WAEH.

The board will normally meet at least four times each year, once during the annual WAEH meeting and three times by teleconference. Board members will also communicate with each other by email and other means to ensure as far as possible that formal meetings of the board are conducted efficiently and effectively.

The board is among other things responsible for organising the annual WAEH meeting. The locations(s) of the annual meeting will be agreed by the board at least six months before the meeting is to be held, and the organisation of the meeting will be then become the responsibility of one or more board members most closely linked to the organisation(s) who will be hosting the meeting (as agreed by the board) together with the WAEH secretary.

The board is also responsible for designing and implementing a scheme for the resignation and election of board members. In doing so it will consider whether there is merit in asking new board members to take on formal or informal board roles, whether at the time of their election or thereafter.

5. The Chairman

The chairman is responsible for the effective working of the board, and will prepare the agendas and paperwork for board meetings and teleconferences with sufficient notice to allow board members to study them and thereby contribute effectively to discussion at the meetings, which he/she will chair.

The chairman is also the main representative of the WAEH to external stakeholders and the wider public, and will normally act as its spokesman when required.

The chairman and other officers of the board will have a small team to support them in undertaking their duties. The size and cost of this team will be agreed by the board from time to time, and will be determined by the range and extent of the planned activities of the WAEH.

6. The budget

The WAEH requires a budget for it to function effectively, and it is for the board to prepare a budget each year for agreement at the member meeting. The budget is currently comprised of the following:

- Support staff
- Acquisition of new members
- Projects
- Annual meeting

6.1 Support staff

Support staff is needed to support the chairman and the board to achieve the objectives and plans of the WAEH. These are likely to fall into two categories:

- The first is to provide support in the preparation and follow up of the board meetings and conference calls, to work on the follow up of action points, to facilitate the exchange of information between members, and to plan and ensure the effective follow-up of the annual meetings. It is anticipated that this support will require 200 – 300 hours each year of an individual with excellent organisational skills and, ideally, an understanding of the work of the WAEH. There may also be a requirement for a budget for marketing and communications purposes, including the development of the Association's website.
- The second is to support the work of the project groups. Each project will be led by a project leader (being an employee of the member eye hospital) but in all likelihood will need project management support to help ensure the project is proceeding to plan, and to report on progress at board meetings. This is similarly estimated to need 200 – 300 hours per annum, but will depend on the number of projects being managed and the exact role envisaged for the project management support.

6.2 Acquisition of new members

The acquisition of new members will involve some expenditure, principally on travelling. The board has decided however that, for the time being, all travel costs will be borne by the board members' organisations themselves, in view of the fact that all board members will have a responsibility for attracting and acquiring new members. The central support staff will undertake any necessary research on potential new members, and will assist in travel planning where this is needed.

6.3 Projects

The budget for projects will vary from one project to another and from one year to another. The board will agree each year which projects to propose to the member meeting, along with the budget required for them.

6.4 Annual meeting

Founding members, full members and associate members are all welcome to participate in the annual meeting according to the obligations and rights of membership. The fee for the annual meeting will be determined each year, and for 2012 will be 500 Euro per member. Members who want to join the annual meeting with more participants than their entitlement will receive, according to the criteria of membership, a 50% discount on this fee.

7. Fee scheme

The fee scheme comprises a fee for full and founding members and a lower fee for associate members.

For 2012 the fee for full and founding members is 6.000 Euro. In the first two years of membership, new full members will receive a 50 % reduction on this fee.

For 2012 the fee for associate members is 2.000 Euro.