



# Carequality Steering Committee Operating Policy and Procedure

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## 1 PURPOSE

The Steering Committee is the governing committee for Carequality. The primary purpose of the Steering Committee is to develop Carequality’s strategy toward and oversight of a fair, equitable and practical process for developing and maintaining the Carequality interoperability framework. The Steering Committee is accountable for overseeing the Carequality process and outcome of Carequality’s activities.

The Steering Committee must operate efficiently and effectively to fulfill its important obligations. This Operating Policy and Procedure describes how representation on the Steering Committee is implemented in accordance with the Carequality Governance Charter and how the Steering Committee will operate in the performance of its responsibilities.

NOTE: The Steering Committee is not a body established under the Federal Advisory Committee Act nor is it intended to interpret or implement the American Recovery and Reinvestment Act or provides advice or guidance to the Office of the National Coordinator for Health Information Technology (“ONC”).

## 2 POLICY

The Steering Committee shall oversee Carequality’s strategy and assure that the work of Carequality is fair, equitable and practical for developing and maintaining the Carequality interoperability framework that is consistent with the Carequality governance principles. The Steering Committee will oversee strategic, operational and management issues related to the Carequality work. The Steering Committee will work in a timely fashion to achieve consensus on issues brought before it.

## 3 PROCEDURE

### 3.1 Steering Committee Composition

The Carequality Steering Committee is comprised of eighteen (18) voting representatives (“Representatives”), including:

- I. Six (6) representatives from Carequality Founding Members
- II. Representatives from the following:
  - A. One (1) representative of federal agencies selected by the federal agencies
  - B. Two (2) representatives that can specifically represent the interests of patients and consumers. These individuals may be affiliated with a consumer-oriented effort or organization.
  - C. One (1) representative that represents the interests of consumer-facing technology developers
- III. The remaining eight (8) representatives may be drawn from members or non-members of Carequality to assure balanced representation, however:
  - A. At least six (6) representatives overall must be from Carequality Implementers
  - B. At most six (6) representatives overall may be from organizations who are technology vendors as their primary business role.

In addition, the Co-Chairs of the Carequality Advisory Council are non-voting, ex-officio members of the Steering Committee. The Office of the National Coordinator (ONC) is invited to name one ONC staff member as a non-voting member of the Committee, as well.

The Steering Committee will, at a minimum, include at least one (1) representative from each of the following stakeholder groups below, except for health plans & provider organizations, which will have two (2) apiece. Any of these stakeholder groups may be represented by one of the six (6) Carequality Founder or six (6) Carequality Implementer Representative seats.

- Two (2) Health care provider organizations (e.g. health system, hospital, long-term care facility, etc.) or groups that represent health care provider organizations. One of these seats should represent the interests of small physician practices.
- Health care physician organizations (e.g. multispecialty group practice, medical groups, physician practice, etc.) or a group that represents physicians
- Two (2) Health plans or groups that represent health plans
- State or Regional Health Information Exchanges
- Carequality Board representative

In addition to these required representatives for standard two-year terms, the Steering Committee should, to the extent possible, include a representative from at least one stakeholder group that represents a growth area or strategic opportunity, as identified by the Nominating Committee at that time. Research is one potential example, although the Nominating Committee may consider any stakeholder group. This representative will serve a one-year term.

An organization may only have one voting representative on the Steering Committee even if it meets the requirements of multiple categories of membership. Organizations represented by the Advisory Council Co-Chairs as non-voting members may also be represented by a voting member of the Steering Committee. A representative may fulfill multiple categories of membership.

### **3.2 Selection of Steering Committee Representatives**

The Steering Committee shall establish a Nominating Committee to facilitate the annual nomination and election process.

The Nominating Committee will establish the process and criteria to select the Steering Committee Representatives. The criteria may include but are not limited to: experience in health information exchange (HIE), ability to represent specific stakeholder groups outlined in the Composition section above, experience participating in consensus-driven governing processes, and additional qualifications that will benefit the Steering Committee. Steering Committee

Representatives are selected on the basis of the individual Representative's qualifications and not on the basis of the nominating organization.

The Nominating Committee will facilitate a process, including the following:

- Review nominations
- Evaluate nominee qualifications based upon the defined evaluation criteria
- Facilitate consensus review among Nominating Committee members
- Develop a slate of nominees for the Steering Committee seats open that year
- Present the recommended slate of nominees to the Steering Committee for approval.

### 3.3 Designees

Each Representative may request approval from the Chairperson to appoint one designee who is authorized to attend Steering Committee meetings on behalf of the Representative, in the event the Representative has a conflict. Representatives may not appoint more than one designee throughout the two-year term.

Steering Committee Representatives must make every effort to attend all meetings; however, if a Representative cannot attend, advance notice must be provided to the Chairperson of the designee's attendance. If a vote is to occur at the Steering Committee Meeting, the Representative's designee may not vote on behalf of the Representative. During roll-call at the meeting for which a designee attends on behalf of a Representative, the designee must announce their name and authority provided to speak on behalf of the Representative. Written authority for a Representative's designee must be approved by the Chairperson and is valid for the meeting date for which the Representative cannot attend (e.g., does not extend to future meeting dates).

### 3.4 Terms of Office

Each Steering Committee Representative shall serve a two-year term, which shall commence on the day of the first meeting of the Steering Committee to include new Representatives recently approved by the previous Steering Committee, and continue for two years, so long as the Representative continues to meet the criteria for serving on the Steering Committee. Individuals are allowed to succeed themselves if re-selected in accordance with this Policy.

Notwithstanding the preceding paragraph, seven of the Steering Committee Representatives appointed in 2015 will be selected to serve a one-year term.

### 3.5 Cause for Replacement of Representative

- I. Resignation: Any Representative of the Steering Committee may resign at any time by notifying the Chairperson. Any such resignation shall take effect at the time specified in the notice, or if not so specified, based upon a date determined by the Chairperson.
- II. Absences: If any Representative of the Steering Committee fails to attend three (3) consecutively scheduled meetings or fifty (50%) of the meetings in a twelve (12) month period, the Steering Committee may remove the Representative from the Steering Committee. This applies even if a Designee participates on the Representative's behalf.
- III. Disruptive Representative: The Steering Committee may remove a Representative from the Steering Committee if the Representative is disruptive to the committee's work and if approved by a super majority vote equal to 80% of all voting Steering Committee Representatives.
- IV. Change in Affiliation: The Steering Committee may remove a Representative from the Steering Committee or revisit the role of a Representative if that individual is no longer affiliated with the stakeholder whose interests he or she represents.

### 3.6 Procedures for Replacement

Mid-term vacancies: In the event of a vacancy, the Steering Committee shall, within thirty (30) days after the vacancy occurs, identify an individual to fill the vacancy for the remainder of the term.

The Steering Committee may select an individual to serve on the committee to enable the Steering Committee to fulfill its composition requirements.

### **3.7 Chairperson and Vice Chairperson**

- I. The Steering Committee shall elect Representatives to serve as Chair and Vice Chair of the Steering Committee.
- II. The term of office for the Chairperson and Vice Chairperson shall be for one year. The Chairperson shall be a Carequality founder.

### **3.8 Notice of Meetings**

The Steering Committee shall maintain a regular monthly meeting schedule, including date, time and location, and provide as much advance notice as possible to Representatives. The Steering Committee may also publish a calendar of upcoming Steering committee calls on the Carequality web site. Other meetings may also be scheduled on an ad hoc basis, providing as much advanced notice as possible.

### **3.9 Steering Committee Meetings**

The Steering Committee will meet at least monthly or more often as deemed necessary by the Chairperson (e.g. to address priority matters that require timely Steering Committee decisions). However, if during a given month there are no agenda items for the Steering Committee to address, the meeting may be cancelled by the Chairperson. Representatives may participate real-time, in-person, by telephone, web-conferencing, or other manner determined by the Chairperson.

### **3.10 Open and Executive Sessions**

1. The Steering Committee shall promote openness and transparency in the conduct of its business, while retaining the right to adjourn into Executive Session to discuss sensitive or confidential matters.
2. The Steering Committee will conduct its affairs convened in open sessions to address routine matters and general business for Carequality. Attendees, which may include the public, may attend meetings of the Steering Committee to observe the proceedings. Prior notice of the open sessions will be provided on a public web site as directed by the Chairperson or Vice Chairperson. In addition, the Chairperson or Vice Chairperson will provide an opportunity for attendees to comment during these open sessions.
3. The Steering Committee may convene in an Executive Session to address confidential and sensitive matters. Only Representatives of the Steering Committee may actively participate in Steering Committee Executive Sessions. Notwithstanding the preceding sentence, the Chairperson may invite individuals who are not Representatives to attend a Steering Committee meeting, whether open or closed session, if needed to assist the Steering Committee in the discharge of its duties. Invitees may participate in discussions and provide input to the Steering Committee, but may not vote on any matters before the Steering Committee. Such invitations do not need to be in writing.

### **3.11 Quorum**

A quorum at any meeting of the Steering Committee shall be a simple majority of Steering Committee Representatives, with a minimum of three (3) founding members participating in the meeting.

### **3.12 Provisional Action in the Absence of a Quorum**

If a quorum cannot be established, the Steering Committee may continue to meet but cannot take official action, except as expressly authorized by this policy.

1. The Steering Committee may take provisional action so that the Steering Committee and Carequality work are not adversely affected (i.e. to avoid or mitigate an adverse

impact to the initiative). The Steering Committee may take provisional action at a meeting without a quorum, provided that a simple majority of the Steering Committee ratifies the provisional action at the next called meeting at which a quorum is present as set forth in this policy.

### **3.13 Voting**

1. The Steering Committee shall use reasonable efforts to reach consensus in making its decisions. The Steering Committee may take official action through formal voting, as determined by the Chairperson.
2. In the event that the Steering Committee does act on a matter by voting, the following protocol applies:
  - A. Each Representative of the Steering Committee shall be entitled to one vote;
  - B. Matters may be presented to the Steering Committee for action as follows:
    1. Voting may take place during a meeting of the Steering Committee with a quorum present;
    2. Representatives may communicate their vote to the Chairperson and Vice Chairperson via e-mail to have the vote counted if the Representative is unavailable to participate in the Steering Committee call at the time the voting takes place.
    3. The tally of votes by each Steering Committee Representative shall be documented in the meeting minutes.
3. To pass, unless otherwise provided for in this policy, a simple majority of the quorum present is required to approve the matter, as long as a minimum of four (4) Carequality founders vote to approve the matter.

### **3.14 Documentation of Meetings**

The Steering Committee shall maintain meeting notes that summarize the discussion and decisions at each of its meetings, including Open Session and Executive Session meetings. To facilitate the compilation of meeting notes, meetings will be recorded when possible. Recordings

will be used solely for the compilation of notes. To the extent that any item is approved by the Steering Committee and needs to be communicated to third parties, such item shall be communicated in a separate email, memorandum or other transmittal as deemed appropriate by the Steering Committee.

## 4 DEFINITIONS

1. **American Recovery and Reinvestment Act:** The 2009 law enacted as an economic stimulus package.
2. **Chairperson:** An individual appointed by the Carequality Steering Committee to preside over the Committee's activities.
3. **Executive Session:** A Steering Committee meeting closed to the public to discuss sensitive or confidential matters.
4. **Federal Advisory Committee Act:** The 1972 law which governs the behavior of federal advisory committees.
5. **Founding Organizations:** Organizations who joined Carequality as founding members in the initiative.
6. **Office of the National Coordinator the Health Information Technology:** The Office within the US Department of Health and Human Services responsible for advancing health information technology.
7. **Representative:** Carequality Steering Committee participant
8. **Steering Committee:** The Carequality entity that serves as the governing committee for Carequality.
9. **Vice Chairperson:** An individual appointed by the Carequality Steering Committee to preside over Carequality Steering Committee affairs in the absence of the Chairperson.

## 5 REFERENCES

Carequality Governance Charter