



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 provide 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. 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
- II. The remaining fourteen (14) representatives may be drawn from members or non-members of Carequality to assure balanced representation, however:
 - A. At least eight (8) representatives overall must be from Carequality Implementers
 - B. At most six (6) representatives overall may be from organizations who are HIT developers 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 eight (8) 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.

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, except inasmuch as the individual's organization determines the stakeholder group(s) that the individual may reasonably represent.

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 Attendance and Designees

Steering Committee Representatives must make reasonable efforts to attend all meetings; it is understood, however, that absences will occur. If a Representative cannot attend a particular meeting, the Representative should make reasonable efforts to provide advance notice to the Chairperson and to Carequality staff. Each Representative may request approval from the Chairperson to appoint a designee who is authorized to attend a Steering Committee meeting on behalf of the Representative, in the event the Representative has a conflict. Representatives are encouraged to rely on the same designee to the extent possible throughout their term, to provide for continuity.

In general, any absence regardless of the reason for the absence will be considered part of the cumulative total when evaluating absences for the purpose of removing a Representative, under Section 3.5 below. If a representative is absent from a monthly

meeting which follows the Committee's then current standard meeting schedule, due to jury duty, due to leave taken under the Family and Medical Leave Act (FMLA), or under other extraordinary circumstances with the agreement of both the Chairperson and Vice Chairperson, such absences will not be considered as part of the cumulative total absences for the Representative under Section 3.5 below. If a representative is absent from an ad hoc meeting, i.e., a meeting outside of the standard monthly recurrence pattern, such an absence can be considered to be excused and will not count as part of the cumulative total absences for the Representative under Section 3.5 below, if the Representative provides advance notice of the absence, along with the reason for absence, to the Chairperson and to Carequality staff.

If a vote is to occur at a Steering Committee Meeting that a Representative cannot attend, 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.

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, except as described in Section 3.3 above, 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: In general, when a Representative is no longer affiliated with the organization with which he or she was affiliated upon nomination to the Steering Committee, the Representative will step down and the Steering Committee will follow the replacement procedure outlined in Section 3.6 below. Note that this procedure may result in the re-appointment of the same individual, to continue serving as a Representative.

3.6 Procedures for Replacement

Mid-term vacancies: In the event of a vacancy, the Steering Committee shall identify an individual to fill the vacancy for the remainder of the term. The Steering Committee shall endeavor to fill such vacancies within sixty (60) days after the vacancy becomes known.

When filling a vacancy, the Steering Committee shall consider: (i) a nominee provided by the organization previously represented by the departing individual, if the organization

provides such a nominee within thirty (30) days after the vacancy becomes known; (ii) individuals who applied to be a Representative during the most recent Representative selection process, were considered to be qualified by the Nominating Committee, but were not given a seat at the time for whatever reason; and (iii) the departing Representative.

The Steering Committee shall select an individual to serve on the committee to enable the Steering Committee to fulfill its composition requirements. If there are no suitable candidates among the three options outlined above who would fulfill the composition requirements, the Steering Committee may select any individual at its discretion who is willing to serve and will fulfill the composition requirements.

3.7 Chairperson and Vice Chairperson

The Steering Committee shall elect Representatives to serve as Chair and Vice Chair of the Steering Committee.

The term of office for the Chairperson and Vice Chairperson shall be for one year.

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

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.

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.

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.

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.

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

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.

Any action needing an official vote must be presented as a motion, with a second, to the Steering Committee during a Steering Committee meeting, or by email as approved by both the Chairperson and Vice Chairperson. In the event that the Steering Committee does act on a matter by voting, the following protocol applies:

- I. Each Representative of the Steering Committee shall be entitled to one vote;
- II. Voting may occur during the meeting in which a motion is presented, or by email as follows:
 - A. Any vote during a meeting of the Steering Committee must occur while a quorum is present at the time of the vote;
 - B. Voting may take place outside of a meeting using e-mail, especially to facilitate cases where a quorum is not present in a meeting where a motion is presented, or when votes should be counted confidentially;

1. A motion presented over email will have three (3) business days for discussion prior to the voting period;
 2. Email votes must be received within five (5) business days from distribution of the email motion;
- III. The tally of votes by each Steering Committee Representative shall be documented in the meeting minutes, except in cases of confidential voting.
- IV. In order for a motion to be adopted, unless otherwise provided for in this policy, a simple majority of the quorum present in the meeting—or a simple majority of all Representatives when voting by email—is required 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. **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.
6. **Representative:** Carequality Steering Committee participant
7. **Steering Committee:** The Carequality entity that serves as the governing committee for Carequality.
8. **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