



Advisory Council Charter

I. Purpose:

The Advisory Council is a non-voting governing body with members from a wide variety of stakeholder groups that inform and advise Carequality's work to ensure it reflects the broadest possible set of interests. Responsibilities of the Advisory Council include:

- Offering feedback on draft policies and other deliverables before consideration by the Steering Committee
- Providing recommendations to the Steering Committee regarding implementation of Framework policies, use cases, etc. This includes making recommendations to the Steering Committee regarding approval of use cases and work products, as well as recommendations for new use cases.
- Providing input on the work products at specific milestones in the development process.

This Charter describes how representation on the Advisory Council is implemented and how the Advisory Council will operate in the performance of its responsibilities.

II. Policy

The Advisory Council shall provide recommendations to the Steering Committee, as needed, regarding Carequality's strategy to help 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 Advisory Council will work in a timely fashion to achieve consensus on issues brought before it and provide recommendations to the Steering Committee.

III. Procedure

Advisory Council Composition

The Carequality Advisory Council is comprised of 24-30 representatives ("Representatives") without voting power to alter Carequality Elements. The exact number of Representatives is at the discretion of the Steering Committee, and the Steering Committee may vote to approve a roster of more than 30 Advisory Council Representatives.

Generally, the Advisory Council should consist of members representing the following stakeholders. For the avoidance of doubt, the composition of the Advisory Council is not required to satisfy the number of stakeholder groups listed below.

- 2) Health care provider organizations (e.g. health system, hospital, long-term care facility, etc.) or groups that represent healthcare provider organizations
- (2) Health care physician organizations which is not a facility (e.g. medical groups, physician practice, etc.) or a group that represents healthcare physician organizations



- (1) Behavioral Health
- (3) Other types of health care settings (e.g. post-acute care settings, laboratories, diagnostic centers, dialysis centers, pharmacies, etc.)
- (1) Health care plan, either governmental or non-governmental, or a group that represents health care plans
- (2) Networks (e.g. state, regional, commercial or health information exchange organization, vendor-based network, etc.)
- (2) Governmental agencies, federal, state or local
- (2) Representatives who can specifically represent the interests of patients
- (2) Standards development organizations
- (1) Patient safety organization (PSO)
- (1) Public health
- (1) Research
- (1) Accreditation, Certification or testing organization
- (3) Vendors (e.g. EHR, HIE, other HIT companies)

An organization may only have one representative on the Advisory Council even if it meets the requirements of multiple categories of membership. A representative may fulfill multiple categories of membership.

Selection and Replacement of Advisory Council Representatives

The Steering Committee shall establish a Nominating Committee to facilitate the annual nomination and election process for the Advisory Council. The Nominating Committee will establish the process and criteria to select the Advisory Council 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 Advisory Council.

Advisory Council Representatives are selected on the basis of the individual Representative's qualifications, and not on the basis of the organization with which they are affiliated, except inasmuch as the individual's organization determines the stakeholder group(s) that the individual may reasonably represent.

In the event of a vacancy that arises during an open application cycle, the vacancy will be filled with candidates identified through the application process. Should a vacancy arise when there is no open application cycle, the departing Representative may recommend a candidate from their organization to fill the open seat, subject to the approval of the Steering Committee.

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 Advisory Council seats open that year
- Present the recommended slate of nominees to the Steering Committee for approval

Attendance and Designees

Advisory Council Representatives must make reasonable efforts to attend all meetings. If a Representative cannot attend a particular meeting, the Representative should provide advance notice to the Chairperson and Vice Chairperson, as well as to Carequality staff. Each Representative may request approval from the Chairperson to appoint a designee who is authorized to attend an Advisory Council 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. Each designee must execute an NDA prior to attending a meeting on behalf of the Representative.

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 3.6 below. If a representative is absent from a meeting which follows the Council'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 3.6 below.

If a representative is absent from an ad hoc meeting, i.e., a meeting outside of the standard bi-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 3.6 below, if the Representative provides advance notice of the absence, along with the reason for absence, to the Chairperson, Vice Chairperson, and Carequality staff.

Terms of Office

Each Advisory Council Representative shall serve a two-year term, which shall commence on April 1 of the year with the vacancy, and continue for two years, so long as the Representative continues to meet the criteria for serving on the Advisory Council. Carequality may extend term lengths to align with terms of the Steering Committee. Individuals are allowed to succeed themselves if re-selected in accordance with this Policy.

The Chairperson and Vice Chairperson shall serve 2-year staggered terms, which shall commence on April 1 of the year with the vacancy. Service in each role is limited to two (2) terms, for a maximum of four (4) total years of service. Members must take a minimum of a one-year break between terms before becoming eligible for re-election to the same role.

Confidentiality

All members of the Advisory Council will be required to sign an NDA, which will apply to all confidential discussions and materials, prior to attending their first meeting. Carequality staff, as well as the



Chairperson and/or Vice Chairperson of the Advisory Council will be responsible for identifying confidential sections of meetings and labeling materials as confidential.

Cause for Replacement of Representative

Resignation: Any Representative of the Advisory Council may resign at any time by notifying the Chairperson and Vice Chairperson. Representatives that have been elected to the Steering Committee in the middle of their term are required to resign. 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 and Vice Chairperson.

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 Advisory Council. This applies even if a Designee participates on the Representative's behalf.

Disruptive Representative: The Advisory Council may remove one of its Representatives if the Representative is disruptive to the Council's work and if approved by a super majority vote equal to 80% of all Advisory Council Representatives.

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 Advisory Council, 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.

Failure to Comply with Confidentiality Rules: Any Representative of the Advisory Council that does not sign an NDA prior to the start of a new term shall be removed by Carequality. In any circumstance in which a Representative discloses information marked as confidential, said Representative may be removed at the discretion of Carequality and the Chairperson and Vice Chairperson.

Chairperson and Vice Chairperson

The Advisory Council shall elect Representatives to serve as Chairperson and Vice Chairperson of the Advisory Council. The term of office for the Chairperson and Vice Chairperson shall be for two years, with the Chairperson and Vice Chairperson having staggered terms. Members may serve up to two (2) two-year terms in each role, for a maximum of four (4) years. Members must take a minimum of a one-year break between terms before becoming eligible for re-election to the same role.

The Chairperson and Vice Chairperson of the Carequality Advisory Council are non-voting, ex-officio members of the Steering Committee and are responsible for the following:

- Collaborating with Carequality staff to facilitate bi-monthly Advisory Council meetings
- Coordinating with Carequality staff to put the Advisory Council's recommendations to the Steering Committee in writing
- Attending monthly and ad hoc Steering Committee meetings and presenting any updates / recommendations from the Advisory Council



- Attending meetings with the Steering Committee and Carequality Board as needed

The Chairperson and Vice Chairperson may also coordinate with Carequality to propose priorities for the Advisory Council's work.

Notice of Meetings

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

Advisory Council Meetings

The Advisory Council will meet at least bi-monthly or more often as deemed necessary by the Chairperson and Vice Chairperson. Representatives may participate real-time, in-person, by telephone, web-conferencing, or other manner determined by the Chairperson and Vice Chairperson. Portions of the meetings may be deemed confidential by Carequality staff and the Advisory Council Chairperson and Vice Chairperson. The NDA will apply to any confidential portions of meetings and any distributed materials marked as confidential.

Quorum

A quorum at any meeting of the Advisory Council shall be a simple majority of Advisory Council Representatives. While Advisory Council members do not vote on items related to Framework policies and procedures, a quorum is required when members must vote on items relevant to Advisory Council operations and procedures (e.g. selection of a Chairperson and Vice Chairperson).

Voting

The Advisory Council shall use reasonable efforts to reach consensus in making decisions pertaining to its operations. If applicable, the Advisory Council 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 Advisory Council during an Advisory Council meeting, or by email as approved by both the Chairperson and Vice Chairperson. In the event that the Advisory Council does act on a matter by voting, the following protocol applies:

- I. Each Representative of the Advisory Council 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 Advisory Council 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;



- III. The tally of votes by each Advisory Council 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.

Documentation of Meetings

The Advisory Council shall maintain meeting notes that summarize the discussion and decisions at each of its meetings. To facilitate the compilation of meeting notes, non-confidential portions of meetings will be recorded when possible. Recordings will be used solely for the compilation of notes. Representatives may not record meetings or use AI notetakers.

Carequality staff and the Advisory Council Chairperson and Vice Chairperson will coordinate to put the Advisory Council's feedback into a set of written recommendations. These recommendations will be circulated with the Steering Committee and presented by the Advisory Council Chairperson and Vice Chairperson during the Steering Committee's monthly meeting.