

Nationwide Health Information Network NHIN Coordinating Committee

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I. Purpose

The primary purpose of the NHIN Coordinating Committee is to enhance trust relationships between the Participants by providing certain interim governance responsibilities described in the Data Use and Reciprocal Support Agreement (DURSA). Members of the NHIN Collaborative have recognized that a structure is needed to assure that these critical interim governance responsibilities are successfully implemented. Establishment and operation of the NHIN Coordinating Committee is being done pursuant to agreements between the Participants and ONC for participation in Option Year 1 of the Trial Implementations. The NHIN Coordinating 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 ONC. A secondary purpose of the NHIN Coordinating Committee is to undertake activities that are consistent with its primary purpose and that will assist organizations that want to move toward production.

To fulfill the many important tasks delegated to the Coordinating Committee by the Participants, the Coordinating Committee must operate efficiently and effectively. The various provisions in this Policy describe how the Coordinating Committee will operate in the performance of its responsibilities.

II. Policy

In the exercise of its obligations under the DURSA, the Coordinating Committee will meet frequently and work to achieve consensus on issues brought before it.

III. Procedure

Section 1. Membership of the Coordinating Committee

The NHIN Coordinating Committee is intended to be a forum for the discussion of issues related to the NHIN among key stakeholders who are involved in the operation of the NHIN. In order to facilitate the operation of the Coordinating Committee, it is composed of several categories of membership as provided in the DURSA. These categories of membership are as follows:

1. One representative from each signatory to the DURSA that is actively engaged in the exchange of Data in a limited production pilot (“Type 1 Member”);
2. One representative from each entity or agency that is a party to a Definitive Plan that has been accepted by the NHIN Coordinating Committee (“Type 2 Member”);
3. Two representatives chosen by the Cooperative’s Leadership Group (“Type 3 Member”);
and
4. One representative from ONC (“Type 4 Member”).

An organization may only have one representative on the NHIN Coordinating Committee even if it meets the requirements of multiple categories of membership. It shall be assumed that if an organization is entitled to have a Type 1 Member, as well as other types of Members, its single representative will be a

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Type 1 Member. For purposes of illustration only, if a signatory to the DURSA is also a party to two separate Definitive Plans, it may only appoint one representative to the NHIN Coordinating Committee and this representative will be considered a Type 1 Member.

Section 2. Selection of Coordinating Committee Members

A. Selection of Type 1 Members: Each signatory to the DURSA that is actively engaged in the exchange of Data in a limited production pilot (“Participant”) shall annually appoint one representative to the Coordinating Committee. Such representative shall be a fulltime employee or independent contractor of the Participant and have the authority to act on behalf of the Participant. While the Participant may replace its representative on the Coordinating Committee once a year or whenever the Participant deems it necessary (e.g., representative no longer works for or is contracted by the Participant), each Participant is encouraged to minimize the number of times it replaces its representative to maintain continuity of the Coordinating Committee.

B. Selection of Type 2 Members: Each entity or agency that is a party to a Definitive Plan that has been accepted by the NHIN Coordinating Committee shall annually appoint one representative to the Coordinating Committee. Such representative shall be a fulltime employee or independent contractor of the Proposed Member and have the authority to act on behalf of the Proposed Member. While the Proposed Member may replace its representative on the Coordinating Committee once a year or whenever the Proposed Member deems it necessary (e.g., representative no longer works for or is contracted by the Proposed Member), each Proposed Member is encouraged to minimize the number of times it replaces its representative to maintain continuity of the Coordinating Committee.

C. Selection of Type 3 Members: ONC shall annually solicit nominations for Members of the Coordinating Committee from members of the Cooperative. Nominees shall be fulltime employees or independent contractors of a member of the Cooperative that is not otherwise entitled to appoint a representative to the Coordinating Committee. Following the close of the nomination period, ONC shall convene a meeting of the Cooperative Leadership. At this meeting, each nominee shall have the opportunity to discuss his or her qualifications and interest in serving as a representative of the Cooperative on the Coordinating Committee. For five business days following the meeting, ONC shall collect votes, by email, from each of the Cooperative members for the representatives of the Cooperative on the Coordinating Committee. Each member of the Cooperative shall be entitled to vote for two representatives. The nominees who receive the highest number of votes will serve on the Coordinating Committee as Type 3 Members. Should there be a tie, ONC shall hold a run-off election and collect votes from each Cooperative Member by email.

D. Selection of Type 4 Members: ONC shall annually appoint a representative to the Coordinating Committee. The appointed representative shall be permitted to send a designee to any meetings of the Coordinating Committee.

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Section 3. Term of Office

A. Type 1 Members: Each signatory to the DURSA that is actively engaged in the exchange of Data in a limited production pilot shall continue to appoint a Type 1 Member until the Participant substantially reduces the amount of Data that it exchanges through the NHIN or terminates the DURSA. The term of office for each Type 1 Member shall be one year unless the Member is replaced or becomes disqualified to serve as a Type 1 Member in accordance with Section 2(A) of this Policy.

B. Type 2 Members: Each entity or agency that is a party to a Definitive Plan that has been accepted by the NHIN Coordinating Committee shall continue to appoint a Type 2 Member until either (i) it becomes a signatory to the DURSA that is actively engaged in the exchange of Data in a limited production pilot, at which point it will appoint a Type 1 Member, (ii) the Coordinating Committee terminates its Definitive Plan, or (iii) it withdraws or terminates its Definitive Plan, at which point it will lose the right to appoint a Type 2 Member. The term of office for each Type 2 Member shall be one year unless the Member is replaced or becomes disqualified to serve as a Type 2 Member in accordance with Section 2(B) of this Policy.

C. Type 3 Members: The term of office for the Type 3 Members shall be for one year although individuals are allowed to succeed themselves if re-elected in accordance with Section 2(C) of this Policy.

D. Type 4 Member: The term of office for the Type 4 Member shall be for one year unless the Member is replaced or becomes disqualified to serve as a Type 4 Member in accordance with Section 2(D) of this Policy. The Type 4 Member shall serve ex officio.

Section 4. Meetings of the Coordinating Committee

The Coordinating Committee shall meet as often as deemed necessary by its Members but no less frequently than monthly during 2009 and 2010 and quarterly in 2011. However, if during a given month there are no agenda items for the Coordinating Committee to address, the meeting may be cancelled by the Chairperson. The Coordinating Committee will also meet as required by any other NHIN Operating Policies (e.g., Breach Notification, Dispute Resolution). The Coordinating Committee may conduct meetings in the manner that it deems the most effective. This may include meetings in person, by conference call, by video conference or by any other means, or combination of means, so long as each member of the Committee can interact in real time with every other Member of the Committee who is participating in the meeting.

Section 5. Notice of Meetings

The Coordinating Committee shall provide as much notice as possible to Members in advance of its meetings. To the extent practicable, the Coordinating Committee shall determine date, time, and location of its next meeting at the conclusion of a current meeting and the Type 4 Member shall communicate the date and time and location of next meeting to all Members of the Coordinating Committee via email or another medium agreed to by the Coordinating Committee members.

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Section 6. Quorum

A quorum at any meeting of the Coordinating Committee shall be a majority of Members being present or participating by an approved alternative mechanism, provided that at least one federal and one non-federal Type 1 Member is present or otherwise participating.

Section 7. Provisional Action in the Absence of a Quorum

In the event that a quorum cannot be established at any meeting, the Coordinating Committee may continue to meet but cannot take official action. The Committee may take provisional action so that the operation of the NHIN is not stymied. If, in the judgment of the Coordinating Committee, the provisional action does not materially injure the rights of any other Member of the Coordinating Committee or a Participant(s), then the Coordinating Committee may take a provisional action at meeting without a quorum provided that the Coordinating Committee ratifies the provisional action within 14 days in a called meeting at which a quorum is present. It is recognized that it may be necessary for the Coordinating Committee to consider a summary suspension of a Participant. Even though a summary suspension could certainly materially injure the rights of another Member of the Coordinating Committee or a Participant(s), the NHIN Coordinating Committee may take provisional action without a quorum at a meeting called to evaluate a summary suspension by the Chair pursuant to NHIN CC OP&P 3, provided that the Coordinating Committee ratifies the provisional action within 5 days in a called meeting at which a quorum is present.

Section 8. Chairperson and Vice Chairperson

The NHIN Coordinating Committee shall select a Chairperson to preside over its meetings and a Vice Chairperson to preside over its meetings in the absence of the Chairperson. The term of office for the Chairperson and Vice Chairperson shall be for one year; however, an individual may succeed himself.

Section 9. Secretary

The NHIN Coordinating Committee shall select an individual to serve as Secretary to record notes of meetings and coordinate notices. The Secretary does not need to be a member of the Coordinating Committee. The term of office for the Secretary shall be for one year; however, an individual may succeed himself.

Section 10. Voting

The Coordinating Committee shall as much as possible reach decisions on items based upon a consensus of the Coordinating Committee members. However, if necessary, the Coordinating Committee does have the authority to vote on items that are before it for action. In the event that the Coordinating Committee does act on a matter by voting, it shall follow the following protocol: (i) each Type 1, Type 2 and Type 3 Member of the Coordinating Committee shall have one vote; (ii) in order for an item to be voted on by the Coordinating Committee, the vote must be held at a meeting of the Coordinating Committee with a quorum present; (iii) to pass, unless otherwise provided for in this Policy, a majority of

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the votes cast on a matter must be an affirmative vote in support of the matter that is being voted upon and at least one federal and one non-federal Type 1 Member must vote in the affirmative; and (iv) in the event that the meeting occurs in a manner other than in person, members shall be allowed to vote telephonically or via email.

For the following issues to pass, at least 67% of all Members of the NHIN Coordinating Committee, not including the Member whose organization is the subject of the action, must vote in the affirmative in support of the matter that is being voted upon and at least one federal and non-federal Type 1 Member must vote in the affirmative:

- Accepting a Definitive Plan;
- Terminating a Definitive Plan;
- Approving new participant membership into the NHIN;
- Suspending a Participant; or
- Terminating a Participant.

To pass an amendment to the DURSA, of the votes cast on the matter: (i) at least 67% of all the Members representing governmental Participants or Proposed Members must vote in the affirmative; (ii) at least 67% of all the Members representing non-governmental Participants or Proposed Members must vote in the affirmative; and (iii) at least one federal and non-federal Type 1 Member must vote in the affirmative. However, if an amendment to the DURSA is required for the NHIN, the NHIN Coordinating Committee or Participants to comply with Applicable Law, then for the amendment to pass, of the votes cast on the matter: (i) at least 51% of all the Members representing governmental Participants or Proposed Members must vote in the affirmative; (ii) at least 51% of all the Members representing non-governmental Participants or Proposed Members must vote in the affirmative; and (iii) at least one federal and non-federal Type 1 Member must vote in the affirmative.¹

To pass a determination of Materiality with respect to the proposed implementation of, or change to, a NHIN Performance and Service Specification, at least 20% of all Type 1 Members must vote in the affirmative when asked if the proposed action will have a significant adverse operational or financial impact on the Participant that the Member represents or require such Participant to materially modify its existing agreements with its Participant Users or third parties. However, if the proposed implementation of, or change to, a NHIN Performance and Service Specification requires an amendment to the DURSA, such implementation or change shall automatically be classified as “Material.”²

Section 11. Documentation of Meetings

The Coordinating Committee shall maintain notes that summarize each of its meetings. These notes shall be intended solely for the internal use of the Coordinating Committee. To the extent that any item is approved by the Coordinating Committee and needs to be communicated to third parties, that item

¹ The voting thresholds for amendment of the DURSA are governed by Section 25.02 of the DURSA.

² The voting thresholds for determining Materiality are governed by Section 1(q) of the DURSA.

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shall be communicated in a separate email, memorandum or other transmittal as deemed appropriate by the Coordinating Committee.

Section 12. Meetings Not Open To the Public

Meetings of the Coordinating Committee are not open to the public. Only Members of the Coordinating Committee may actively participate in a NHIN Coordinating Committee meeting. Notwithstanding the closed nature of the NHIN Coordinating Committee meetings, upon agreement of the Coordinating Committee, the Chairperson may invite non-committee members to attend a Coordinating Committee meeting, whether open or closed session, so that the invitee may participate in discussions and provide input to the Coordinating Committee but such invitees are not entitled to vote on any matters before the Coordinating Committee. Such invitations do not need to be in writing. NHIN Cooperative members may also attend meetings of the NHIN Coordinating Committee as observers who are permitted to observe the proceedings only. Observers shall not be permitted to vote on matters before the Coordinating Committee nor participate in discussion or provide input except through a Type 3 Member. All observers will identify themselves to the Chairperson at the beginning of each meeting and shall not be counted for purposes of establishing a quorum. The NHIN Coordinating Committee shall have the ability to adjourn to a private, closed session to discuss sensitive or confidential matters. Observers shall not be permitted in such private, closed sessions.

IV. Definitions

DURSA: Data Use and Reciprocal Support Agreement

All other capitalized terms, if not defined herein, shall have the same meaning as set forth in the DURSA.

V. References

VI. Related Policies and Procedures

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VII. Version History

	Date	Author	Comment
1	6/16/09	Steve Gravely	Original.
2	7/17/09	Steve Gravely	Revisions based on feedback received at 6/30/09 Coordinating Committee Operating Policies and Procedures working session.
3	7/20/09	Steve Gravely	Revisions based on feedback received at 7/20/09 Coordinating Committee Operating Policies and Procedures teleconference.
4	8/6/09	Mariann Yeager	Added Provisional Acceptance, date and version number, following acceptance by NHIN Cooperative Leadership Group in the 8/6/09 Leadership call.
5	12/7/09	Erin Whaley and Steve Gravely	Revised section on quorum based on feedback during 12.2.09 CC and need to conform provisions for OP&P 3
6	12/14/09	Mariann Yeager	Revised header to reflect status, revision date and version.
7	12/17/09	Aaron Seib	Changed number of days to ratify from 4 to 5, updated status and version number to reflect Coordinating Committee approval. Updated formatting.