



Carequality Governance Charter

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1 PURPOSE

This document sets out a proposed governance model for the Carequality initiative. The model is based on the discussions of the governance small group and is intended to advance the decision on a proposed governance model for review and approval by the Healthway board of directors. Once finalized, this document will then be socialized with specific key stakeholders who have not been part of the Governance Committee, refined in consultation with the Governance Committee and more broadly socialized with founders and supporters. The governance model will then be finalized for presentation to the Healthway board for approval.

2 GOVERNANCE PRINCIPLES & GOVERNANCE MODEL

Governance Principles

- **Inclusiveness and transparency:** Encouraging participation by those affected by its work, and maximizing stakeholder visibility and engagement into its activities by opening meetings to the public and providing access to work products, with mechanisms to track and enforce appropriate stakeholder representation.
- **Flexibility and innovation:** Structuring work to account for change and adaptation and assure speed of execution and innovation.
- **Clear and equitable oversight:** Establishing well-defined roles, functions, and relationships that are clear to all stakeholders along with balanced representation of relevant stakeholder interests.
- **Standards-based:** Leveraging national standards where available and coordinating with standards development organizations and other initiatives to promote alignment.
- **Vendor-neutral:** Creating a venue that will promote collaboration, build industry consensus, and streamline compliance testing to minimize barriers to exchange.

Carequality will be conducted as an activity within Healthway, Inc. The board of directors of Healthway recognizes that Carequality must be allowed to operate with a high degree of independence in order to successfully develop and implement innovative solutions to complex problems. Therefore, the Healthway board has established a three-tiered governance model for Carequality. The three tiers are:

- Steering Committee

- Workgroups
- Advisory Council

3 STEERING COMMITTEE

3.1 Role of the Steering Committee

The Steering Committee is responsible for the Carequality strategy and the development and oversight of a fair, equitable and practical process for developing and maintaining the Carequality interoperability framework. At a minimum, a fair and equitable process requires openness, inclusiveness, transparency and accountability. As a delegate of the Healtheway board, the Steering Committee has specific duties to the process and outcome of Carequality's activities. Steering Committee members must have the requisite expertise needed to fulfill the duties of the Steering Committee, as well as professional experience related to the stakeholder group whose perspectives they represent on the committee.

3.2 Composition of the Steering Committee

There will be 15 voting members on the Steering Committee. The voting members are appointed by the Healtheway board of directors. The following stakeholder groups will be represented on the Steering Committee in the following manner:

- 8 representatives from Carequality Founding organizations, as designated by all Carequality members
 - No less than 3 and no more than 4 of these individuals can be representatives of technology vendors
- The remaining 7 seats shall include:
 - The National Coordinator for HIT
 - One representative of federal agencies selected by the federal agencies
 - One representative that can specifically represent the interests of patients
 - 4 seats will be filled either from Healtheway members or other stakeholders to assure balanced representation

The Carequality Steering Committee will, at a minimum, include at least one representative from each of the following stakeholder groups below. Any of these stakeholder groups may be represented by one of the 8 Carequality member seats designated by Carequality members.

- Health care provider organizations (e.g. health system, hospital, long-term care facility, etc.) or groups that represent health care provider organizations
- Health care physician organizations (e.g. multispecialty group practice, medical groups, physician practice, etc.) or a group that represents physicians
- Health care plan or a group that represents health care plans
- Network (e.g. state, regional, commercial or health information exchange organization, vendor-based network, etc.)
- Healthway board representative

The Steering Committee may, at its own discretion, invite subject matter experts to participate on the committee in a nonvoting capacity. This structure will be in place for a 3-year period, at which time, the Steering Committee will re-evaluate the structure and composition of the Steering Committee.

The Healthway board of directors shall define a process and appoint the initial Steering Committee, in accordance with the composition above.

The process for selecting Steering Committee representatives going forward, will be outlined in Steering Committee operating procedures, which will be developed and adopted by the Steering Committee once it is constituted.

3.3 Steering Committee Leadership

The Steering Committee shall select a Chairperson to preside over its meetings and a Co-Chair to preside over its meetings in the Chairperson's absence. The term shall be for one year. Individuals are allowed to succeed themselves if re-elected in accordance with the Steering Committee operating procedures.

3.4 Steering Committee Operating Procedures

The Steering Committee shall have documented operating procedures that describe the process for Steering Committee elections, as well as how the Steering Committee will operate in the performance of its responsibilities.

For the purposes of making its initial decisions, the following protocol shall apply until a Steering Committee procedures are adopted:

- A quorum shall be a simple majority of voting Steering Committee members present at or participating in the meeting.

- Voting may take place during a meeting of the Steering Committee with a quorum present. A simple majority of the quorum present is required to approve the matter that is being presented for voting purposes.

3.5 Boundaries of Steering Committee Authority

The Healthway board is delegating broad authority to the Steering Committee to govern Carequality. The Healthway board is not delegating authority to the Steering Committee for the following matters:

1. Approval of annual budget for Carequality

The Healthway board will be responsible for approving an annual budget for Carequality. The annual budget will developed by Healthway management in conjunction with the Steering Committee. The Steering Committee will operate within the approved annual Carequality budget. Any additional expenses beyond the approved budget will require Healthway board approval. If Carequality revenue falls short of the budget, the Healthway board of directors may reduce the expense budget in order to assure that expenses do not exceed revenues.

2. Legal agreements

The Carequality Steering Committee may not enter into binding legal agreements that commit Healthway or Carequality to legal obligations or that expose Healthway or Carequality to liability. The Healthway board of directors may delegate authority to execute certain types of legal agreements to Healthway staff.

3.6 Steering Committee Responsibilities

In its role as the governing body for Carequality, the Carequality Steering Committee (CSC) will fulfill the following responsibilities:

- Govern the work of Carequality to assure that the process, Workgroup and Advisory Council activities are conducted in a manner consistent with Carequality's vision and principles.
- Manage the work of Carequality to maximize efficiency and effectiveness within an annual Carequality budget.
- Establish workgroups and corresponding workgroup charters that define the workgroup composition, scope, deliverables and timeframes for completing its work.

- Evaluate, prioritize and adopt new Use Cases and other work facilitated by Carequality.
- Oversee the development and maintenance of its deliverables, such as use cases, trust framework, etc.
- Establish the Advisory Council and seek input and recommendations from the Carequality Advisory Council and other stakeholders, as the Steering Committee deems appropriate to assure broad stakeholder input.
- Maintain a definitive list of Use Cases and other deliverables, to assure clear versioning of such work, developed and maintained by Carequality.
- Coordinate with standards development organizations, policy-related endeavors and other federal and industry initiatives to help align the standards and specifications employed by the Carequality with other like efforts.
- Oversee other centralized functions supported for Carequality.
- Oversee a process, as needed, to address questions or disputes regarding the Carequality deliverables.
- Evaluate ongoing program effectiveness on a periodic basis and implement process improvements over time.

4 CAREQUALITY WORKGROUPS

Carequality Workgroups

The Steering Committee will determine which use cases or other activities upon which Carequality will focus as well as an efficient process and work structure. In some cases, the Steering Committee will establish workgroups to focus on solving specific interoperability challenges. In other cases, a different approach may be employed (e.g. to review and comment on other initiatives, etc.)

4.1 Workgroup Structure

Carequality workgroups shall have a documented charter that describes the following: 1) purpose; 2) scope of work; 3) deliverables; 4) timeframe for completing its work; and 5) workgroup composition. The charter shall be approved by the Steering Committee prior to the workgroup being constituted. The Steering Committee shall determine the composition of the workgroup to assure each workgroup has the expertise needed as well as balanced stakeholder interests. The size and composition of each workgroup may vary depending upon the needs of the project.

The Steering Committee will specify workgroup composition, including:

- Number of voting workgroup members
 - o Carequality members are eligible to hold voting workgroup seats.
 - o The Steering Committee may appoint organizations or individuals who are not Carequality members as voting workgroup members.
- Non-voting workgroup members
 - o The Steering Committee may appoint other stakeholders and subject matter experts to serve in an advisory, non-voting capacity.
 - o Workgroup Co-Chairs have the discretion to engage other stakeholders and subject matter experts as the co-chairs deem necessary.

4.2 Workgroup Co-Chairs

Each workgroup will have a minimum of two co-chairs, appointed by the Steering Committee. Workgroup co-chairs shall be Carequality members and have the requisite subject matter expertise, leadership and facilitation skills to assure the work is conducted in an effective, open and fair manner. In addition, workgroup co-chairs should represent different stakeholder interests (i.e. co-chairs for a particular workgroup cannot both represent the same stakeholder group).

Workgroup co-chairs are responsible for:

- Leading and facilitating workgroup efforts, including the development and maintenance of workgroup deliverables.
- Developing a work plan to meet the timeframes for the deliverables in the workgroup charter.
- Facilitating workgroup meetings in a manner that assures that all workgroup members, voting and non-voting, are actively contributing to the workgroup's efforts.
- Enabling balanced opportunities for all workgroup members to contribute to the discussions and minimizing a few individuals from dominating the discussion.
- Conducting the work in a manner that is efficient, in accordance with the work plan.
- Reviewing and vetting draft and proposed final deliverables prior to presenting them for input from the Advisory Council and for Steering Committee approval.

Workgroup co-chairs may also:

- Request approval from the Steering Committee to change the workgroup representative composition or representation, as necessary to maximize effectiveness.
- Form subgroups to focus on specific aspects of its work.
- Invite other subject matter experts to participate in the workgroup efforts.

4.3 Workgroup Member Responsibilities

- Commit to be personally involved in workgroup meetings and related activities.
- Agree to respect any confidential discussions that the workgroup might have to avoid disrupting the workgroup's process.
- Publicly support the workgroup activity.

5 ADVISORY COUNCIL

Active engagement of a broad stakeholder base is one key to Carequality's success. Supporting such a broad representative approach on the Steering Committee would make the committee too large to be effective. As a result, an Advisory Council will be formed to serve as the broad stakeholder representative group to inform Carequality's work.

5.1 Advisory Council Composition

The Advisory Council will be composed of as many members as the Steering Committee deems necessary to assure that broad stakeholder engagement is being achieved, but in no event shall the Advisory Council have more than 30 members. For purposes of guidance only, it is expected that the Advisory Council will have between 24-30 individuals who represent the following constituents:

- (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.)
- (2) Health care plans, 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)

5.2 Advisory Council Role

The Advisory Council is envisioned to serve a valuable role, to advise and assure the broadest set of interests are reflected in Carequality's work, such as:

- Input on proposed use cases prioritized and presented to the Steering Committee for approval.
- Weigh in and review draft deliverables and proposed final deliverables that will be presented to the Steering Committee for approval.
- Provide input on the work products at specific milestones in the development process.
- Makes recommendations to the Steering Committee regarding approval of use cases and work products, as well as recommendations for new use cases.

To the extent that the Advisory Council presents consensus recommendations to the Steering Committee, the Steering Committee shall review and consider the recommendations, and provide an explanation regarding why the recommendations were or were not adopted.