

## Operating Policy and Procedure

<b>Subject: Coordinating Committee General Operating Procedure</b>		
<b>Status: Proposed Revision</b>	<b>Policy #: OPP-2</b>	
<b>Effective Date: 12/1/2021</b>	<b>Version: 21.0</b>	<b>Page 1 of 12</b>

### **I. Purpose**

The Coordinating Committee (“CC”) is the governing committee for the eHealth Exchange and derives its authority from the Data Use and Reciprocal Support Agreement (“DURSA”). The primary purpose of the Coordinating Committee is to enhance trust relationships between the Participants by fulfilling certain responsibilities described in the DURSA. Participants have recognized that a structure is needed to assure these critical responsibilities are successfully implemented.

The Coordinating Committee must operate efficiently and effectively to fulfill the many important tasks delegated to it by Participants. This Operating Policy and Procedure describes the composition of the Coordinating Committee and how the Coordinating Committee will operate in the performance of its responsibilities.

NOTE: The 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 provides advice or guidance to the Office of the National Coordinator (“ONC”).

### **II. Policy**

The Coordinating Committee facilitates decisions related to its duties described in the DURSA, oversees strategic, operational and management issues related to the eHealth Exchange, and provides support to the Participants. The Coordinating Committee will work in a timely fashion to achieve consensus on issues brought before it.

### **III. Procedures**

#### **A. Membership of the Coordinating Committee**

1. The Coordinating Committee members shall be selected in a manner that allows the diversity of the Participants to be reflected. It is important that there be a certain number of Coordinating Committee members who can represent the perspective of the Participants that are federal agencies and the others who can represent the perspective of the Participant that are not federal agencies. Up to five Coordinating Committee members shall be individuals who represent the Federal Participants based on the criteria listed in Section III.B.1.a (“Federal Participant Representatives”);
2. Nine Coordinating Committee members shall be individuals who represent the Non-Federal Participants based on the criteria listed in Section III.B.1.a (“Non-Federal Participant Representatives”);
3. One ex officio, non-voting representative from ONC (“ONC Representative”); and

## Operating Policy and Procedure

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<b>Status: Proposed Revision</b>	<b>Policy #: OPP-2</b>	
<b>Effective Date: 12/1/2021</b>	<b>Version: 21.0</b>	<b>Page 2 of 12</b>

4. One ex officio, non-voting representative from the Healthway, (d/b/a “The eHealth Exchange”) Board of Directors (“eHealth Exchange Representative”).

The Coordinating Committee members shall be elected by the Participants in accordance with Section III.B of this Policy.

### B. Selection of Coordinating Committee Members

1. **Qualifications of Federal Participant Representatives and Non-Federal Participant Representatives:** Any individual selected as a Federal Participant Representative must be a full-time employee of a Federal Participant or such other status as is specifically approved by the Federal Participant with whom the individual is associated. Any individual selected to serve as a Non-Federal Participant Representative must be either a full-time employee or an independent contractor of the Non-Federal Participant. Any individual selected as either a Federal or Non-Federal Participant Representative shall have the authority to act on behalf of such Participant as selects them with respect to matters involving the eHealth Exchange. In no case shall a Participant have more than one employee or contractor serving concurrently as representatives on the Coordinating Committee.
2. **Nominating Committee:**
  - a. The Coordinating Committee will establish a Nominating Committee. The Nominating Committee will be tasked with soliciting nominations for Non-Federal Participant Representatives from the respective group of Participants whenever there is an upcoming vacancy on the Coordinating Committee. To be accepted as a nominee, the individual must meet the qualifications set forth in Section III.B.1 of this Policy.
  - b. The Nominating Committee will use evaluation criteria provided by the Coordinating Committee to evaluate all nominations received for Non-Federal Participant Representative seats. Evaluation criteria may assess nominee qualifications, experience with production health information exchange, representation of other Participants, and level of participation in eHealth Exchange. The Nominating Committee may allow an opportunity for nominee(s) to discuss their qualifications with the Nominating Committee. After evaluating the nominees for the Non-Federal Participant Representative seats, the Nominating Committee will propose a slate of Non-Federal Participant Representatives to the Coordinating Committee.

## Operating Policy and Procedure

<b>Subject: Coordinating Committee General Operating Procedure</b>		
<b>Status: Proposed Revision</b>	<b>Policy #: OPP-2</b>	
<b>Effective Date: 12/1/2021</b>	<b>Version: 21.0</b>	<b>Page 3 of 12</b>

### 3. **Election of Non-Federal Participant Representatives:**

- a. *Coordinating Committee Endorsement.* The Coordinating Committee will review the slate of Non-Federal Participant Representatives proposed by the Nominating Committee. The Coordinating Committee may allow an opportunity for nominee(s) to discuss their qualifications with the Coordinating Committee. The Coordinating Committee may endorse the slate or modify the slate prior to endorsing it. Once a slate is endorsed by the Coordinating Committee, it will be put before the Participants for a vote.
- b. *Non-Federal Participant Voting:* Non-Federal Participants will be presented with the slate of Non-Federal Representative candidates endorsed by the Coordinating Committee. All Non-Federal Participants will be entitled to one vote for each open seat in the election, but shall not be entitled to aggregate such votes. Non-Federal Participants may use one or more votes to write-in individuals who do not appear on the slate. Non-Federal Participants may cast votes via email, phone, survey tool and/or other mechanism. Such voting shall be coordinated through eHealth Exchange support staff. Voting shall be open for a minimum of five (5) business days. The Non-Federal Participant Representative nominees who receive the highest number of votes will be elected to serve on the Coordinating Committee. Should there be a tie, the Coordinating Committee shall hold a run-off election and collect votes from each Non-Federal Participant.

4. **Selection of Federal Participant Representatives:** Federal Participants will annually appoint a voting representative to the Coordinating Committee. Any individual appointed as a Federal Participant Representative must be appointed by the federal agency that employs or engages the individual. The appointed Federal Participant Representative shall be permitted to send a non-voting designee to any meetings of the Coordinating Committee if the Federal Participant Representative is unable to participate in that meeting. Federal Participants will not be entitled to vote for any Non-Federal Participant Representatives.

5. **Vacancies:** A vacancy on the Coordinating Committee will occur whenever a Federal Participant Representative or Non-Federal Participant Representative on the Coordinating Committee resigns, is removed or the individual no longer has the authority to act on behalf of the Participant regarding the eHealth Exchange as further described below:

Operating Policy and Procedure

<b>Subject: Coordinating Committee General Operating Procedure</b>		
<b>Status: Proposed Revision</b>	<b>Policy #: OPP-2</b>	
<b>Effective Date: 12/1/2021</b>	<b>Version: 21.0</b>	<b>Page 4 of 12</b>

- a. Resignation: Any Representative of the Coordinating 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.
- b. Absences: If any Representative of the Coordinating Committee fails to attend three (3) consecutively scheduled meetings or fifty (50%) of the meetings in a twelve (12) month period, the Coordinating Committee may remove the Representative from the Coordinating Committee.
- c. Disruptive Representative: The Coordinating Committee may remove a Representative from the Coordinating Committee if the Representative is disruptive to the committee’s work and if approved by a super majority vote equal to 75% of all voting Coordinating Committee Representatives. Any Representative(s) who are the subject of a removal action shall not be entitled to vote and shall not count towards establishment of the 75% voting threshold.
- d. Change in Affiliation: The Coordinating Committee shall remove any Representative from the Coordinating Committee or revisit the role of a Representative if that individual no longer has the authority to act on behalf of the Participant regarding the eHealth Exchange (e.g., the representative’s working relationship with Participant changes or terminates).

When a mid-term vacancy occurs for a Federal Representative, the Federal Participant may appoint a new Representative to fill the vacancy for the remainder of the term. When mid-term vacancies arise with Non-Federal Representatives, the Coordinating Committee may:

- i. Retain the individual to serve the remainder of their term **if**:
  - (a) The individual becomes a full-time employee or an independent contractor (with the authority to act regarding eHealth Exchange matters) with a different Participant within the same group of Participants the individual previously represented; *and*
  - (b) The Participant which whom the individual becomes affiliated (through full-time employment or as an independent contractor) does not already have representation on the Coordinating Committee; **or**
- ii. Allow Participants to elect a new representative to serve the remainder of the term via a special election in accordance with

## Operating Policy and Procedure

<b>Subject: Coordinating Committee General Operating Procedure</b>		
<b>Status: Proposed Revision</b>	<b>Policy #: OPP-2</b>	
<b>Effective Date: 12/1/2021</b>	<b>Version: 21.0</b>	<b>Page 5 of 12</b>

### Section III.B.3; or

- iii. Maintain the vacancy until the next scheduled election of Coordinating Committee representatives.

Any Federal or Non-Federal Representative, whether employee or contractor, will provide as much notice as possible to the Coordinating Committee of any upcoming change in the Representative's role with the Participant to the extent that such change would cause the Representative to fail to meet the qualifications set forth in Section III.B.1.a of this Policy. A Federal or Non-Federal Participant shall notify the Coordinating Committee as soon as possible about anything that will result in its elected Representative or appointee to the Coordinating Committee no longer being qualified, for any reason, to serve as its elected Representative or appointee. This duty of a Federal or Non-Federal Participant to notify the Coordinating Committee is in addition to any obligation of the individual to notify the Coordinating Committee.

6. **Selection of ONC Representative:** ONC shall annually appoint a non-voting representative to the Coordinating Committee. The appointed ONC Representative shall be permitted to send a designee to any meetings of the Coordinating Committee if the ONC Representative is unable to participate in that meeting. ONC may change its representative from time to time but is encouraged to minimize the number of changes to maintain continuity of the Coordinating Committee.
7. **Selection of The eHealth Exchange Representative:** The eHealth Exchange Board shall annually appoint a non-voting representative to the Coordinating Committee. The appointed eHealth Exchange Representative shall be permitted to send a designee to any meetings of the Coordinating Committee if the eHealth Exchange is unable to participate in that meeting. The eHealth Exchange may change its representative from time to time but is encouraged to minimize the number of changes to maintain continuity of the Coordinating Committee.

### C. Terms of Office

1. **Federal Participant Representative:** Each Federal Participant Representative will serve a term of one year. Individuals are allowed to succeed themselves if re-elected in accordance with Section III.B of this Policy.
2. **Non-Federal Participant Representative:** Beginning with the term commencing in 2014, the Non-Federal Participant Representatives shall be randomly divided into 3 equal groups to begin the staggering of terms. Those assigned to Group 1 shall have an initial term of 1 year. Those assigned to Group 2 shall have an initial term of 2 years. Those assigned to Group 3 shall

## Operating Policy and Procedure

<b>Subject: Coordinating Committee General Operating Procedure</b>		
<b>Status: Proposed Revision</b>	<b>Policy #: OPP-2</b>	
<b>Effective Date: 12/1/2021</b>	<b>Version: 21.0</b>	<b>Page 6 of 12</b>

have an initial term of 3 years. Following this initial term, each Non-Federal Participant Representative shall serve a term of three years. Individuals are allowed to succeed themselves if re-elected in accordance with Section III.B of this Policy.

- 3. ONC Representative:** The term of office for the ONC Representative shall be for one year unless ONC changes the ONC Representative. The ONC Representative shall serve ex officio. Individuals are allowed to succeed themselves if reappointed in accordance with Section III.B.2 of this Policy.
- 4. The eHealth Exchange Representative:** The term of office for the eHealth Exchange Representative shall be for one year unless the eHealth Exchange changes the Representative. The eHealth Exchange Representative shall serve ex officio. Individuals are allowed to succeed themselves if reappointed in accordance with Section III.B.3 of this Policy.

### D. Chairperson, Vice Chairperson, and Secretary

1. The Coordinating Committee shall select a Chairperson and a Vice Chairperson. The Chairperson shall preside over all Coordinating Committee meetings and shall, generally, be responsible for leading the Coordinating Committee. The Vice Chairperson shall preside over meetings of the Coordinating Committee if the Chairperson is absent or otherwise unable to preside.
2. At the discretion of the Coordinating Committee, the actual election of the Chairperson and Vice Chairperson can occur in person or can be facilitated via e-mail, phone, survey tool and/or other mechanism. The Coordinating Committee will determine whether to have one ballot for both the Chairperson and Vice Chairperson or to first elect the Chairperson and then have a second ballot to elect the Vice Chairperson. In the event that there are multiple persons seeking an office, and no person receives a majority of votes on the first ballot, then a second ballot shall be voted upon between the two persons who received the highest vote totals on the first ballot.
3. The term of office for the Chairperson and Vice Chairperson shall be for one year.
4. An individual is not limited in the number of times he or she can hold the office of Chairperson and Vice Chairperson.
5. The offices of Chairperson and Vice Chairperson must be held either by a

## Operating Policy and Procedure

<b>Subject: Coordinating Committee General Operating Procedure</b>		
<b>Status: Proposed Revision</b>	<b>Policy #: OPP-2</b>	
<b>Effective Date: 12/1/2021</b>	<b>Version: 21.0</b>	<b>Page 7 of 12</b>

Federal Participant Representative or a Non-Federal Participant Representative.

6. The Coordinating Committee shall select an individual to serve as Secretary to record notes of meetings and coordinate notices. The Secretary may be assisted by eHealth Exchange support staff to support his/her duties as Secretary. This may either be facilitated through a nomination and voting process or simply by identifying an individual to serve in this role. 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/herself.

### E. Notice of Meetings

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

### F. Types of Meetings of the Coordinating Committee

1. **Regular Meetings.** In the exercise of its obligations under the DURSA, the Coordinating Committee will meet at least monthly or more often as deemed necessary by its Members (e.g. to address priority matters that require timely Coordinating Committee decisions). 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. Members may participate in meetings of the Coordinating Committee either in-person or remotely by telephone, web-conferencing, or other manner determined by the Chairperson.
2. **Special E-Mail Meetings.** When necessary, the Coordinating Committee may conduct meetings via e-mail at the discretion of the Chairperson. Each special e-mail meeting shall be set in motion to address one issue only and shall always be an Executive Session. When a quorum is obtained, the Coordinating Committee Chairperson will convene the meeting through an email, including the issue to be discussed.

### G. Open and Executive Sessions

1. The Coordinating Committee shall promote openness and transparency in the

## Operating Policy and Procedure

<b>Subject: Coordinating Committee General Operating Procedure</b>		
<b>Status: Proposed Revision</b>	<b>Policy #: OPP-2</b>	
<b>Effective Date: 12/1/2021</b>	<b>Version: 21.0</b>	<b>Page 8 of 12</b>

conduct of its business, while retaining the right to adjourn to Executive Session to discuss sensitive or confidential matters.

2. The Coordinating Committee may convene in open sessions to address routine matters and general business for the eHealth Exchange. Attendees, which may include the public, may attend meetings of the Coordinating Committee to observe the proceedings. Prior notice of the open sessions will be provided on a public web site as directed by the Coordinating Committee. The Coordinating Committee will provide an opportunity for attendees to comment during these open sessions. All attendees will identify themselves to the Chairperson at the beginning of each meeting and shall not be counted for purposes of establishing a quorum.

The Coordinating Committee will convene in an executive session to address confidential and sensitive matters. Only Members of the Coordinating Committee may actively participate in Coordinating Committee executive sessions. Notwithstanding the preceding sentence, the Chairperson may, upon agreement of the Coordinating Committee, invite individuals who are not Members to attend a Coordinating Committee meeting, whether open or closed session, if needed to assist the Coordinating Committee in the discharge of its duties. Invitees may participate in discussions and provide input to the Coordinating Committee, but may not vote on any matters before the Coordinating Committee. Such invitations do not need to be in writing.

### H. Quorum

A quorum at any meeting of the Coordinating Committee, including special email meetings, shall be a simple majority of Members being present at or participating in the meeting by an approved alternative mechanism, provided that at least one Federal Participant Representative and one Non-Federal Participant Representative is present or otherwise participating. Prior to convening special e-mail meetings, a quorum shall be ascertained. Lack of a quorum shall put the e-mail meeting on hold until such time as a quorum can be assembled.

### I. Provisional Action in the Absence of a Quorum

1. If a quorum cannot be established at any meeting other than an e-mail meeting, the Coordinating Committee may continue to meet but cannot take final action on any matter. The Coordinating Committee may take provisional action as set forth below.
2. The Coordinating Committee may take provisional action so that the eHealth Exchange and eHealth Exchange operations are not adversely affected (i.e. to avoid or mitigate an adverse impact to the eHealth Exchange, its operations, and/or the rights of any Participant(s), or a Participant's end users or an individual pertaining to Message Content transacted in the eHealth Exchange). The Coordinating Committee may take a provisional action at a meeting without



## Operating Policy and Procedure

<b>Subject: Coordinating Committee General Operating Procedure</b>		
<b>Status: Proposed Revision</b>	<b>Policy #: OPP-2</b>	
<b>Effective Date: 12/1/2021</b>	<b>Version: 21.0</b>	<b>Page 9 of 12</b>

a quorum, provided that a simple majority of the Coordinating Committee ratifies the provisional action within fourteen (14) calendar days (or longer as determined by the Coordinating Committee Chairperson), in a called meeting at which a quorum is present as set forth in this policy.

3. It is recognized that it may be necessary for the Coordinating Committee to consider a Summary Suspension of a Participant if in good faith the Coordinating Committee determines that imminent harm to the eHealth Exchange, Participant(s), Participant Users, or individuals may result. The Coordinating Committee may take provisional action without a quorum at a meeting called to evaluate a Summary Suspension by the Chairperson pursuant to CC OPP 3, provided that the Coordinating Committee ratifies the provisional action within five (5) business days in a called meeting at which a quorum is present as set forth in this policy.

## Operating Policy and Procedure

<b>Subject: Coordinating Committee General Operating Procedure</b>		
<b>Status: Proposed Revision</b>	<b>Policy #: OPP-2</b>	
<b>Effective Date: 12/1/2021</b>	<b>Version: 21.0</b>	<b>Page 10 of 12</b>

### J. Voting

1. The Coordinating Committee shall use all reasonable efforts to reach a consensus in making its decisions. However, if necessary, the Coordinating Committee may hold a vote on items that are before it for action.
2. In the event that the Coordinating Committee does act on a matter by voting, the following protocol applies:
  - a. Each Federal Participant Representative and Non-Federal Participant Representative shall have one vote;
  - b. In order for an item to be voted on by the Coordinating Committee:
    - i. Voting may take place during a meeting of the Coordinating Committee with a quorum present; or
    - ii. At the discretion of the Coordinating Committee Chairperson, Coordinating Committee members may also vote on a matter via e-mail, within two business days prior to and two business days following a meeting of the Coordinating Committee.
    - iii. During special e-mail meetings, the voting period shall last 4 business days or until the number of returned votes is sufficient to determine the outcome of the vote. As in regular meetings, a motion to vote on a particular issue must be made and seconded. Each Federal Participant Representative and Non-Federal Participant Representative shall email their vote to the Coordinating Committee Chairperson and Secretary. Afterward, the Coordinating Committee Chairperson shall adjourn the meeting via e-mail indicating the decision made.
  - c. To pass, unless otherwise provided for in this Policy, a simple majority of the quorum present is required to approve the matter that is being voted upon and at least one Federal Participant Representative and one Non-Federal Participant Representative must vote in support of the matter.
3. For the following issues to pass, at least 67 percent of the Coordinating Committee Members present, 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:
  - i. Approving a new Participant;
  - ii. Suspending a Participant;
  - iii. Terminating a Participant; or
  - iv. Amending the DURSA.

## Operating Policy and Procedure

<b>Subject: Coordinating Committee General Operating Procedure</b>		
<b>Status: Proposed Revision</b>	<b>Policy #: OPP-2</b>	
<b>Effective Date: 12/1/2021</b>	<b>Version: 21.0</b>	<b>Page 11 of 12</b>

### K. Documentation of Meetings

The Coordinating Committee shall maintain meeting notes that summarize the discussion and decisions at each of its meetings, including open session and executive session meetings. After approval by the Coordinating Committee, open session notes may be posted publicly with Confidential Information redacted. The executive session notes shall be intended solely for the internal use of the Coordinating Committee and may not be posted publicly. To the extent that any item is approved by the Coordinating 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 Coordinating Committee.

### IV. Definitions

**DURSA:** Data Use and Reciprocal Support Agreement

**Non-Federal Participants:** include all Participants that are not Federal agencies (e.g. health systems, state HIEs, regional HIEs, vendor networks).

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

### V. References

“Restatement II of the Data Use and Reciprocal Support Agreement (DURSA)”, Version Date: August 13, 2019

- Section 4, Coordinating Committee

### VI. Related Policies and Procedures

- OPP #8: DURSA Amendment Process

### VII. Version History

	<b>Date</b>	<b>Comment</b>
1	6/16/09	Original.
2	7/17/09	Revisions based on feedback received at 6/30/09 Coordinating Committee Operating Policies and Procedures working session.
3	7/20/09	Revisions based on feedback received at 7/20/09 Coordinating Committee Operating Policies and Procedures teleconference.
4	8/6/09	Added Provisional Acceptance, date and version number, following acceptance by NHIN Cooperative Leadership Group in the 8/6/09 Leadership call.

## Operating Policy and Procedure

<b>Subject: Coordinating Committee General Operating Procedure</b>		
<b>Status: Proposed Revision</b>	<b>Policy #: OPP-2</b>	
<b>Effective Date: 12/1/2021</b>	<b>Version: 21.0</b>	<b>Page 12 of 12</b>

5	12/7/09	Revised section on quorum based on feedback during 12.2.09 CC and need to conform provisions for OPP 3
6	12/14/09	Revised header to reflect status, revision date and version 1.0.
7	12/17/09	Version 2.0: Changed number of days to ratify from 4 to 5, updated status and version number to reflect Coordinating Committee approval. Updated formatting.
8	12/13/11	Draft Version 3: Revised to reflect amended DURSA (dated May 2011)
9	3/27/12	Revised version 3.1 – refinements to CC succession structure.
10	4/17/12	Revised to reflect OPP Task Group comments.
11	9/13/12	Revised to reflect OPP Task Group comments from 4/24/12.
12	12/5/12	Revised to reflect changes in ONC hand-off.
13	12/6/12	Added special e-mail meeting language.
14	12/14/12	Added language from CC 12/14/12 meeting in which the CC approved this OPP.
15	2/14/14	Updated OPP to reflect new composition of the Coordinating Committee and other operational changes.
16	3/17/14	Updated OPP to incorporate changes requested by the CC at the 3/11/14 meeting.
17	3/30/14	Updated OPP to incorporate changes requested by the CC at the 3/21/14 meeting.
18	4/11/14	Updated OPP to incorporate changes requested by SSA on 4/9/14.
19	8/11/16	Administrative updates to remove references to Healthway
20	3/15/18	Updated OPP to allow federal representatives to be appointed, to allow for vacancies to be filled via a special election, and documented specific types of vacancies.
21	6/2020	Updated language to reflect the newest DURSA amendment changes; Updated formatting for consistency and readability
22	10/2021	Adjusted language to provide clarity regarding how to address mid-term vacancies.