

EHEALTH EXCHANGE TEFCA GOVERNANCE PROTOCOL

Scope and Authority

This Protocol addresses the organization and operation of the QHIN Governance Committee (QGC) which will perform the functions of the eHealth Exchange QHIN Designated Network Governing Body (DNGB) as that term is defined in the QHIN Onboarding and Designation SOP. The eHealth Exchange Coordinating Committee, which is the governing body of the eHealth Exchange, has established the QGC as a standing subcommittee with the authority specified in the Onboarding and Designation SOP, the eHealth Exchange QHIN TEFCA Terms and Conditions and this Protocol.

In accordance with eHealth Exchange Operating Policy & Procedures (OPP) #10 (Participant Opt-Out of New Data Sharing Agreements), this protocol applies to all Participants that do not opt-out of the eHealth Exchange QHIN and are thus bound by the TEFCA Terms and Conditions.

Purpose

The primary purpose of the QGC is to enhance trust relationships between the eHealth Exchange QHIN Participants by fulfilling certain responsibilities described in the eHealth Exchange TEFCA Terms and Conditions. The RCE recognizes that a structure is needed to assure these critical responsibilities are successfully implemented between QHINs, their QHIN Participants and Subparticipants.

The QHIN Governance Committee will have responsibility, oversight, control, and final decision-making authority over each of the Governance Functions: (i) Technical framework of the Designated Network; (ii) The resolution of disputes regarding use of eHealth Exchange QHIN; (iii) eHealth Exchange QHIN Security Incident(s); (iv) enforcement of eHealth Exchange QHIN Participant compliance with all flow-down requirements, and: (v) change management to implement changes for the eHealth Exchange QHIN.

The purpose of this protocol is to set forth the procedure by which the QHIN Governance Committee will fulfill these responsibilities.

Protocol

The QHIN Governance oversees strategic, operations and management issues related to the eHealth Exchange QHIN network and provides governance to the eHealth Exchange QHIN Participants. The QHIN Governance Committee will operate as a consensus body to the maximum extent possible in its deliberations and decisions in order to promote the maximum amount of buy-in.

Procedure

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A. Membership of the QHIN Governance Committee

- I. The QHIN Governance Committee will be composed of not less than five (5) and no more than eleven (11) total members.
- II. The QHIN Governance Committee must include at least one (1) member of the eHealth Exchange Coordinating Committee and one (1) member of the Healthway, Inc. Board of Directors to ensure that there is continuous communication between the eHealth Exchange network and Healthway, Inc. which is responsible for managing the financial aspects of the eHealth Exchange.
 - a. In selecting a Coordinating Committee member to serve on the QHIN Governance Committee, priority will be given to a Coordinating Committee member who is affiliated with an eHealth Exchange network Participant that is also a Participant or Subparticipant in the eHealth Exchange QHIN.

The number of eHealth Exchange QHIN Participant and Subparticipant Representatives (combined) will be between two (2) and eight (8) depending upon how many eHealth Exchange Participants decide to participate in the eHealth Exchange QHIN. The first four eHealth Exchange Participants that elect to participate in the eHealth Exchange QHIN will have the opportunity to designate one representative from its organization to serve on the QHIN Governance Committee and also designate one representative from among its Subparticipants to serve on the QHIN Governance Committee.

B. Selection of the QHIN Governance Committee

Qualifications:

- I. Each eHealth Exchange QHIN Participant/Subparticipant Representative must be an employee or independent contractor of the Participant/Subparticipant with the authority to act on behalf of the Participant/Subparticipant with respect to matters involving the eHealth Exchange QHIN and the Participant's/Subparticipant's participation therein.
 - a. The eHealth Exchange QHIN Participant/Subparticipant must be in good standing with the eHealth Exchange QHIN to have a representative on the QHIN Governance Committee.
 - b. An eHealth Exchange QHIN Participant/Subparticipant may only have one (1) representative serving on the QHIN Governance Committee at any given time. In addition, no more than two (2) eHealth Exchange QHIN Subparticipants of the same eHealth Exchange QHIN Participant may have representatives serving on the QHIN Governance Committee at any given time.
- II. A quorum for purposes of any meeting of or action by the QHIN Governance Committee will be presence/participation of a simple majority of the total members, provided that at least the following are present/participating: One (1) eHealth Exchange QHIN

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Participant Representative, one (1) eHealth Exchange QHIN Subparticipant Representative, and the eHealth Exchange QHIN Representative (or designee).

Appointments to eHealth Exchange QHIN Participant/Subparticipant Representatives:

- I. The first four eHealth Exchange QHIN Participant/Subparticipant, respectively, to successfully onboard to the eHealth Exchange QHIN will be permitted to appoint one (1) Participant Representative and one (1) Subparticipant Representative to the eHealth Exchange QHIN Governance Committee, ensuring they meet the qualification set forth in this Protocol.
 - a. If in the event that at least one (1) Participant and/or at least one (1) Subparticipant is not ready to onboard to the eHealth Exchange QHIN contemporaneously upon Designation, the composition of the eHealth Exchange QHIN Governance Committee will nonetheless meet the intent of representative governance, as the eHealth Exchange QHIN Governance Committee will be composed primarily of representatives of current eHealth Exchange network participants and their subparticipants that have expressed an interest in being early eHealth Exchange QHIN Participants/Subparticipants in the eHealth Exchange QHIN.
- II. The eHealth Exchange Coordinating Committee will appoint one (1) Representative to the eHealth Exchange QHIN Governance Committee to serve until the need for a replacement is necessary.
 - a. This Representative would be affiliated with an eHealth Exchange network participant that is also an eHealth Exchange Participant or Subparticipant in the eHealth Exchange QHIN.
- III. The Healthway Inc., Board of Directors will appoint one (1) Representative to the eHealth Exchange QHIN Governance Committee to serve until the need for a replacement is necessary.
- IV. eHealth Exchange will appoint one (1) ex officio, non-voting representative to serve until the need for a replacement is necessary.
- V. Vacancies: A vacancy on the QHIN Governance Committee will occur whenever a Representative on the QHIN Governance Committee resigns, is removed or the individual no longer has authority to act on the behalf of the eHealth Exchange QHIN Participant/Subparticipant regarding the eHealth Exchange QHIN as further described below:
 - a. Resignation: Any Representative of the eHealth Exchange QHIN Governance 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 eHealth Exchange QHIN Governance Committee fails to attend three (3) consecutively scheduled meetings or fifty

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(50%) percent of the meetings in a twelve (12) month period, the eHealth Exchange QHIN Governance Committee may remove the Representative from the eHealth Exchange QHIN Governance Committee.

- c. Disruptive Representative: The eHealth Exchange QHIN Governance Committee may remove a Representative from the eHealth Exchange QHIN Governance Committee if the Representative is disruptive to the committee's work and if approved by a simple majority vote of all the members present and a quorum is established. Any Representative(s) who are subject of a removal action shall not be entitled to vote.
- d. Change in Affiliation: The eHealth Exchange QHIN Governance Committee shall remove any Representative from the committee or revisit the role of the Representative if that individual no longer has the authority to act on behalf of the eHealth Exchange QHIN Participant/Subparticipant regarding the eHealth Exchange QHIN (e.g., the representative's working relationship with the eHealth Exchange QHIN Participant/Subparticipant changes or terminates).

- VI. When a mid-term vacancy occurs the eHealth Exchange QHIN Governance 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 QHIN matters) with a different eHealth Exchange QHIN Participant/Subparticipant; and
 - b. The eHealth Exchange QHIN Participant/Subparticipant which whom the individual becomes affiliated (through full-time employment or as an independent contractor) does not already have representation on the eHealth Exchange QHIN Governance Committee; or
 - II. Allow the eHealth Exchange QHIN Participant/Subparticipants to appoint a new representative to serve the remainder of the term; or
 - III. Maintain the vacancy until the next appointment period of the eHealth Exchange QHIN Governance Committee.

Any eHealth Exchange QHIN Governance Committee Representative, whether employee or contractor, will provide as much notice as possible to the eHealth Exchange QHIN Governance Committee of any upcoming change in the Representative's role with the eHealth Exchange QHIN Participant/Subparticipant to the extent that such change would cause the Representative to fail to meet the qualifications set forth in Section B. of this Protocol.

- C. Chairperson, Vice Chairperson, and Secretary
 - I. The eHealth Exchange QHIN Governance Committee shall select a Chairperson and a Vice Chairperson. The Chairperson shall preside over all eHealth Exchange QHIN Governance Committee meetings and shall, generally, be responsible for leading the eHealth Exchange Governance Committee. The Vice Chairperson shall preside over

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meetings of the eHealth Exchange QHIN Governance Committee if the Chairperson is absent or otherwise unable to preside.

- II. At the discretion of the eHealth Exchange QHIN Governance Committee, the actual election of the Chairperson and Vice Chairperson can occur in person or can be facilitated via email, phone, survey tool and/or other mechanism. The eHealth Exchange QHIN Governance 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 (2) persons who received the highest vote totals on the first ballot.
- III. The term of office for the Chairperson and the Vice Chairperson shall be for one (1) year.
- IV. An individual is not limited in the number of times he or she can hold the office of Chairperson and Vice Chairperson.
- V. The offices of Chairperson and Vice Chairperson must be held either by an eHealth Exchange QHIN Participant or eHealth Exchange QHIN Subparticipant.
- VI. The eHealth Exchange QHIN Governance 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 QHIN support staff to support his/her duties as Secretary. This may either be facilitated through a nomination and voting or simply by identifying an individual to serve in this role. The Secretary does not need to be a member of the eHealth Exchange QHIN Governance Committee. The term of office for the Secretary shall be for one (1) year; however, an individual may succeed himself/herself.

D. Notice of Meetings

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

E. Types of Meetings of the eHealth Exchange QHIN Governing Committee

- I. Regular Meetings. In the exercise of its obligations under the eHealth Exchange TEFCA Terms and Conditions, the eHealth Exchange QHIN Governance Committee will meet at least quarterly or more often as deemed necessary by its Members (e.g., to address priority matters that require timely eHealth Exchange QHIN Governance Committee decisions). It is anticipated that during the first year, after approval, the eHealth Exchange QHIN Governance Committee will meet at least monthly. However, if during a given quarter, there are no agenda items for the eHealth Exchange QHIN Governance

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Committee to address, the meeting may be cancelled by the Chairperson. Members may participate in meetings of the eHealth Exchange QHIN Governance Committee either in-person or remotely by telephone, web conferencing, or other manner determined by the Chairperson.

- II. Special E-Mail Meetings. When necessary, the eHealth Exchange QHIN Governance 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 (1) issue only and shall always be an Executive Session. When a quorum is obtained, the eHealth Exchange QHIN Governance Committee Chairperson will convene the meeting through an email, including the issue discussed.

F. Quorum

- I. A quorum at any meeting of the eHealth Exchange QHIN Governance 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 (1) eHealth Exchange QHIN Participant and one (1) eHealth Exchange QHIN Subparticipant Representative is present or otherwise participating. Prior to convening special email meetings, a quorum shall be ascertained. Lack of a quorum shall put the email meeting on hold until such time as a quorum can be assembled.

G. Provisional Action in the Absence of a Quorum

- I. If a quorum cannot be established at any meeting other than an e-mail meeting, the eHealth Exchange QHIN Governance Committee may continue to meet but cannot take final action on any matter. The eHealth Exchange QHIN Governance Committee may take provisional action as set forth below.
- II. The eHealth Exchange QHIN Governance Committee may take provisional action so that the eHealth Exchange QHIN and eHealth Exchange QHIN operations are not adversely affected (i.e. to avoid or mitigate an adverse impact to the eHealth Exchange QHIN, its operations, and/or the rights of any eHealth Exchange QHIN Participant(s) or Subparticipant(s) end users or an individual pertaining to Message Content transacted in the eHealth Exchange QHIN). The eHealth Exchange QHIN Governance Committee may take provisional action at a meeting without a quorum, provided that a simple majority of the eHealth Exchange QHIN Governance Committee ratifies the provisional action within fourteen (14) calendar days (or longer as determined by the eHealth Exchange QHIN Governance Committee Chairperson), in a called meeting at which a quorum is present as set forth in this Protocol.

H. Voting

- I. The eHealth Exchange QHIN Governance Committee shall use all reasonable efforts to reach a consensus in making its decisions. However, if necessary, the eHealth Exchange QHIN Governance Committee may hold a vote on items that are before it for action.

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- II. In the event that the eHealth Exchange QHIN Governance Committee does not act on a matter by voting, the following protocol applies:
 - i. Each eHealth Exchange QHIN Participant and Subparticipant Member shall have one (1) vote.
 - ii. In order for an item to be voted on by the eHealth Exchange QHIN Governance Committee:
 - 1. Voting may take place during a meeting of the eHealth Exchange QHIN Governance Committee with a quorum present; or
 - 2. At the discretion of the eHealth Exchange QHIN Governance Committee Chairperson, the eHealth Exchange QHIN Governance Committee members may also vote on a matter via email, within two (2) business days prior to and two (2) business days following a meeting of the eHealth Exchange QHIN Governance Committee.
 - 3. During special email meeting, the voting period will last four (4) business days or until the number of returned votes is sufficient to determine the outcome of the vote. As with regular meetings, a motion to vote on a particular issue must be made and seconded. Each eHealth Exchange QHIN Governance Committee Participant and Subparticipant Representatives shall email their vote to the eHealth Exchange QHIN Chairperson and Secretary. Afterward, the eHealth Exchange QHIN Governance Chairperson shall adjourn the meeting via email indicating the decision made.
 - iii. To pass, unless otherwise provided for in the Protocol, a simple majority of the quorum present is required to approve the matter that is being voted upon.
- I. Documentation of Meetings
 - I. The eHealth Exchange QHIN Governance 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 eHealth Exchange QHIN Governance Committee, open session notes shall be intended solely for the internal use of the eHealth Exchange QHIN Governance Committee and may not be posted publicly. To the extent that any item is approved by the eHealth Exchange QHIN Governance 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 eHealth Exchange QHIN Governance Committee.

Definitions

Effective Date: 12/5/2023

Last Revision Date: NA

QHIN Governance Committee Approval Date: 11/2/2023

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All capitalized terms, if not defined herein, shall have the same meaning as set forth in the TEFCA Terms or the TEFCA Protocols.

References

“TEFCA Terms and Conditions”

- Section 5.1, TEFCA Governance
- Section 5.3. QHIN Governance Committee

Related Protocols

None

| Date | Author | Comments |
|---------------|---------------------------|--|
| November 2023 | Pat Russell/Steve Gravely | New Protocol for eHealth Exchange QHIN |