



## **DISTRICT OF COLUMBIA HEALTH INFORMATION EXCHANGE POLICY BOARD BYLAWS**

### **ARTICLE I**

#### **Name, Purpose, and Membership**

1. The name of the organization is the District of Columbia Health Information Exchange (HIE) Policy Board (hereinafter referred to as the “Board”). The Board is the governing body assembled in response to the District of Columbia Mayor’s Order 2016-035 regarding Establishment of a Health Information Exchange Policy Board.
2. The purpose, functions and membership of the Board shall be as designated by virtue of the authority vested by the Mayor of the District of Columbia by section 422 (11) of the District of Columbia Home Rule Act, approved December 24, 1973 (Pub. L. 93-198, 87 Stat. 790; D.C. Official Code §1-204.22(11) (2014 Repl.)).
  - a. The purpose of the Board is to advise the Mayor and the Directors of the Department of Health Care Finance, Department of Health, Department of Behavioral Health, Department of Human Services, and the Office of the Chief Technology Officer regarding the enhancement and sustainability of secure, protected health information exchange among health providers and other authorized entities.
  - b. The functions of the Board shall consist of the following:
    - i. Make recommendations regarding the development of policies essential to the broad implementation of the secure and protected exchange of health information among health providers and other authorized entities;
    - ii. Make recommendations on the Health Information Exchange (“HIE”) efforts available and/or underway within the District (or surrounding regions), under the direction and supervision of the Department of Health Care Finance;
    - iii. Make recommendations to the Mayor and the Department of Health Care Finance regarding improving HIE, including its operations, vision, mission, geographic scope, and functional scope; and
    - iv. Make recommendations regarding applicable accountability mechanism(s), governance structure(s), and/or fiscal sustainability for HIE in the District and strategies to coordinate HIE activities among key stakeholders across state, regional, and local levels.

3. The Board shall be composed of twenty-two (22) members, who shall be appointed by the Mayor. These members shall consist of the following:
  - a. Fifteen (15) public members, who are also voting members:
    - i. One (1) representative from the District of Columbia Primary Care Association;
    - ii. One (1) representative from the District of Columbia Medical Society;
    - iii. One (1) representative from the District of Columbia Nurses Association;
    - iv. One (1) representative from the District of Columbia Hospital Association;
    - v. One (1) representative from a health plan;
    - vi. Four (4) representatives from the public who are either a representative of, or advocates for, beneficiaries, that are not currently employed by an organization that directly provides health care services;
    - vii. Five (5) medical providers who provide direct primary care or specialty care services, or individuals who work for a provider organization that provides primary care and/or specialty care services; and
    - viii. One (1) individual with health care or information technology experience.
  - b. Six (6) District government employees, all of whom shall be *ex officio* voting members:
    - i. Two (2) employees of the Department of Health Care Finance;
    - ii. One (1) employee of the Department of Health;
    - iii. One (1) employee of the Department of Human Services;
    - iv. One (1) employee of the Office of the Chief Technology Officer; and
    - v. One (1) employee of the Department of Behavioral Health.
  - c. One (1) employee of the Office of the Deputy Mayor for Health and Human Services, who shall serve as an *ex officio*, non-voting member:

## **ARTICLE II**

### **Membership Terms**

1. Public members appointed to the Board shall serve for a term of three (3) years (except as provided in subsection 2 of this section or pursuant to the Board's Conflict of Interest Policies and Procedures detailed in Article IX). The date on which the first Board members are sworn-in shall become the anniversary date for all subsequent appointments. After the 3 year term ends, public members shall be re-appointed by the Mayor.
2. Members shall be appointed to fill unexpired terms as vacancies occur. A member appointed to fill a vacancy in an unexpired term shall be appointed for the remainder of the unexpired term.

3. District government officials shall serve only while employed in their official positions, and shall serve at the pleasure of the Mayor.

**ARTICLE III**  
**Board Organization**

1. The Board shall be chaired by one (1) of the two (2) *ex officio* voting members employees of the Department of Health Care Finance, who shall be appointed by, and serve at the pleasure of, the Mayor.
2. The Board shall establish subcommittees which may include persons who are not members of the Board, provided that each subcommittee shall be chaired by a member of the Board.

**ARTICLE IV**  
**Officer Elections**

1. The officers of the Board shall consist of a Chair (as established by Article III, Subsection 1) and Vice-Chair.
2. The Vice-Chair shall be elected by members of the Board and shall serve in such capacity based on the membership terms stipulated by Article II.

**ARTICLE V**  
**Officer Responsibilities**

1. The Board Chair shall be responsible for the creation of the meeting agenda and preside at all meetings of the Board.
2. The Board Chair shall sign all correspondence necessary to carry out the purpose and functions of the Board.
3. The Board Vice-Chair, in the absence or disability of the Board Chair, shall preside at all meetings of the Board, and shall possess the same powers and discharge all the duties of the Board Chair until he or she returns, or a new Board Chair is designated by the Department of Health Care Finance.

**ARTICLE VI**  
**Subcommittees**

1. The majority of the Board shall vote on the establishment of each subcommittee.
2. For each subcommittee created, the Board shall determine the length of time and frequency with which each subcommittee is to meet.
3. At least a week before the next scheduled Board meeting, the subcommittee Chair shall submit a written report to the Board Chair that describes the discussions of the subcommittee

that he or she presides over. Reports may include specific motions or recommendations to be acted upon by the Board.

4. Subcommittees shall take no action that goes beyond assigned fact finding and the preparation of reports and recommendations to the full Board.
5. All subcommittee reports shall be made a matter of public record.

## **ARTICLE VII**

### **Meetings**

1. The Board shall establish its own meeting schedule, but should convene no fewer than once each calendar quarter.
2. The Board shall utilize telephone conferencing or video-conferencing technologies in satisfaction of the meeting requirements pursuant to the requirements set forth in D.C. Official Code § 2-577 (2012).
3. The Board shall follow Robert's Rules of Order for the purpose of conducting orderly meetings and business, except as otherwise prescribed herein.
4. At all regular or special meetings of the Board, a majority of the duly appointed non-governmental members, through physical presence or through telephone conferencing or video-conferencing pursuant to the requirements set forth in D.C. Official Code § 2-577, shall constitute a quorum for the transaction of business. Any action(s) taken at such meetings in which a quorum is present shall be the act of the Board.
5. All meetings shall be open to the public, except that a majority of the Board may vote in favor of a closed meeting pursuant to the requirements set forth in D.C. Official Code § 2-575, where the attendance shall be limited to members of the Board.
6. Special meetings of the Board shall be called by the Board Chair or by written request to the Board Chair by a majority of Board members.
7. Written notices of all regular or special meetings of the Board shall be given to each Board member at least five (5) business days before the date of the meeting and pursuant to the requirements set forth in D.C. Official Code § 2-576.
8. Board members are expected to attend all regularly scheduled or special meetings. The Board Chair may excuse a board member from attending regularly scheduled or special meetings for emergency or other approved reasons.
9. Board members who fail to attend, either in-person or by telephone, two (2) or more consecutive regularly scheduled or special meetings without good reason shall be deemed voluntarily resigned from the Board. Consequently, they shall contact the Director of the Mayor's Office of Talent and Appointments, in consultation with the Board Chair, for the purpose of submitting an official letter of resignation that will be considered effective immediately. The Board Chair, in consultation with the Director of the Department of Health Care Finance, will report the resignation and vacancy to the Director of the Mayor's Office of Talent and Appointments.

10. Staff from the Department of Health Care Finance shall be in attendance at all meetings to provide administrative, clerical, and/or technical support to the extent that funds are available.

## **ARTICLE VIII**

### **Agenda, Order of Business, and Voting**

1. Agendas for all meetings of the Board are prepared by the Board Chair, taking into consideration the recommendations of the Board Vice-Chair and Chairs of the subcommittees. In the absence or disability of the Board Chair, the Vice-Chair shall prepare the agendas for all meetings of the Board.
2. All meetings of the Board shall follow the following order of business on the Agenda:
  - i. Call to Order
  - ii. Announcement of a Quorum Present
  - iii. Approval of Minutes of the Previous Meeting(s)
  - iv. Topics for Discussion [presented in the order in which they appear on the meeting agenda]
  - v. Next Steps
  - vi. Adjournment
3. The order of business on the Agenda for special Board meetings may vary dependent on topic(s) to be discussed.
4. When voting, the Board shall follow the following procedure:
  - i. Each member of the Board shall have one vote;
  - ii. In order for an item to be voted on by the Board, the vote shall be held at a meeting of the Board with a quorum present;
  - iii. In order for an item to be passed, a majority of the votes cast on a matter shall be an affirmative vote in support of the matter that is being voted upon; and
  - iv. In the event that a member of the Board is participating in the meeting through an approved electronic mode, the member shall be allowed to vote by such electronic mode.
5. The official vote on all decisions shall be documented in the Board's official meeting minutes. The meeting minutes of the meeting shall reflect the method each vote was cast and result of all votes, including a record of the vote of each member of the Board. No votes shall be taken by secret or written ballot.

## **ARTICLE IX**

## **Reports to the Board Chair**

1. The Chair of each established subcommittees shall file a written report with the Board Chair of each subcommittee meeting. Reports may include specific motions or recommendations to be acted upon by the Board.
2. An annual report outlining the Board activities shall be submitted to the Director of the Department of Health Care Finance through the Board Chair.

## **ARTICLE X** **Compensation**

1. Members of the Board and subcommittees shall serve without compensation. Reasonable expenses of the Board shall be reimbursed, when approved in advance by the Director of Department of Health Care Finance, or his or her designee, subject to the availability of appropriations for that purpose, and shall become obligations against funds designated for that purpose, when sufficient budget authority exists to allow reimbursement.

## **ARTICLE XI** **Administration**

1. As stipulated in Article VII, the Department of Health Care Finance shall provide administrative, clerical, and technical support to the Board to the extent that funds are available through appropriation.
2. Staff from the Department of Health Care Finance shall be responsible for recording accurate and detailed minutes of Board meetings.
3. Staff from the Department of Health Care Finance shall keep or cause to be kept on file, all correspondence and official papers of the Board including the minutes thereof. Copies of records shall be made available for public inspection pursuant to the requirements set forth in D.C. Official Code § 2-578.

## **ARTICLE XII** **Approval or Amendment of Bylaws**

1. The foregoing Bylaws shall become effective upon an affirmative vote of two-thirds (2/3) of the Board membership, subject to the approval of the Mayor, or his or her designee.
2. These Bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of two-thirds (2/3) of the membership of the Board at a regular or special meeting and subject to the approval of the Mayor, or his or her designee. Notice of such alterations, amendments, or repeal and the nature thereof shall have been given to the members of the

Board at least two (2) weeks prior to the date of the meeting at which such alterations, amendments, or repeal is to be presented for consideration.

**ARTICLE XIII**  
**Code of Conduct**

1. All Board members shall comply with the most current “Code of Conduct” provisions contained in the following:
  - a. The Code of Official Conduct of the Council of the District of Columbia, as adopted by the Council;
  - b. Sections 1801 through 1802 of the Merit Personnel Act;
  - c. Section 2 of the Official Correspondence Regulations, effective April 7, 1977 (D.C. Law 1-118; D.C. Official Code § 2-701 *et seq.*);
  - d. Section 415 of the Procurement Practices Reform Act of 2010, effective April 8, 2011 (D.C. Law 18-371; D.C. Official Code § 2-354.16);
  - e. Chapter 18 of Title 6B of the District of Columbia Municipal Regulations (Responsibilities of Employees);
  - f. Conflict of Interest Provisions of the Ethics Act;
  - g. Local Hatch Act; and
  - h. Donations Act.
2. All Board members shall make a reasonable attempt to contact and discuss any potential issue(s) with District policies and/or initiatives with the Board Chair before making a public comment, which includes print and/or social media.
3. No member shall represent the Board without prior approval from the Director of the Department of Health Care Finance and the Board Chair. In general, only the Board Chair speaks on behalf of the board; however, on occasion, a Chairperson of a Board’s standing and/or ad hoc group, such as a subcommittee, may issue a statement with an appropriate disclaimer. The Board shall approve the disclaimer itself in consultation with the Director of the Department of Health Care Finance prior to public release of the accompanying statement. The disclaimer should clearly state that the opinions expressed do not represent those of the Board.

**ARTICLE XIV**  
**Conflict of Interest Policy and Procedures**

1. Pursuant to Section XIII of the District of Columbia Mayor’s Order 2016-035, the Board shall develop and publish procedures to guard against conflicts of interest for its members.

2. Members of the Board shall protect the needs of the District and ensure transparency around personal interests that may lead to direct, unique, pecuniary, or personal benefit. The Board shall consider actual or potential conflicts before discussing and/or voting on potential initiatives that might benefit, directly or indirectly, the private interest of a member.
  - a. Each Board member shall sign a conflict of interest disclosure form that discloses all material facts relating to any actual or potential conflicts of interest during specific of their term that include, but are not limited to, the following:
    - i. Initially, upon joining the Board;
    - ii. Annually, thereafter;
    - iii. Prior to any new business transactions with actual or potential conflict of interest; and
    - iv. Immediately upon becoming aware of an actual or potential conflict of interest.
  - b. Members will submit their signed conflict of interest disclosure forms to the Board Chair, or his or her designee.
  - c. The Board Chair shall review all declarations of conflict of interest and take one of the following courses of action:
    - i. Instruct the member to recuse him or herself from voting on a matter in which he or she has a verified conflict;
    - ii. Instruct the member to recuse his or herself from discussing a matter in which he or she has a verified conflict of interest;
    - iii. Instruct the member to disclose his or her conflict to the full Board; or
    - iv. Instruct the member to resign their current position on the Board and/or remove their name from consideration for a Board position.
  - d. Prior to their term commencing, the following interest(s) shall be declared on the conflict of interest disclosure form if either a Board member, or his or her relative(s) (i.e., spouse, domestic partner, children or sibling):
    - i. Directly or indirectly enters into, or seeks to enter into, a Business Transaction with a for-profit company that sells products or services related to health information exchange;
    - ii. Serves as an unpaid officer, director or advisor to a for-profit entity that sells technology or services related to health information exchange;

- iii. Directly or indirectly enters into, or seeks to enter into, a business transaction (excluding Medicaid reimbursement) with the Department of Health Care Finance;
  - iv. Has material ownership, financial or investment interest in a for-profit entity that sells technology related to health information exchange; or
  - v. Receives, or potentially receives, material consideration from a person or organization which enters into, or which seeks to enter into, a business transaction with a for-profit company that sells products or services related to health information exchange.
- e. The Board Chair shall report back all of his or her findings to the rest of the Board during a regular meeting or special meeting; all minutes of Board meetings shall capture these results and how the conflict was managed.
- f. The Board Chair may choose at his or her discretion to refer conflict of interest issues to the DC Board of Ethics and Government Accountability.
- g. The following interest(s) will preclude a potential applicant from participating in this Board:
- i. Serve as an employee, consultant or contractor, or as a paid officer, director or advisor of a for-profit entity that sells technology related to health information exchange;
- h. A Board member shall inform the Board Chair immediately if they believe another member has failed to disclose actual or potential conflict of interest(s).
- i. The Board Chair shall afford the accused member the opportunity to explain the failure to disclose before any further actions are taken.
  - ii. If a breach is determined to have occurred, the matter shall be immediately referred to the Mayor's Office of Talent and Appointments and the Board of Ethics and Government Accountability for corrective action.
- i. The above policies do not replace any relevant Federal or District laws regarding conflict of interest currently in place.

## **ARTICLE XV**

### **Bylaws Violation and Arbitration Procedures**

1. The Board Chair shall determine if any Articles associated with these bylaws have been violated.

2. In the event a violation has taken place, the Board Chair shall submit a written report to the Mayor's Office of Talents and Appointments for review. Conferring with the Board Chair, the Mayor's office will determine the severity of the violation and the appropriate ramification of those actions, which could include removal of the associated Board member from their position on the Board.
3. Board members may request an arbitrator within 3 business days of receiving a final decision from the Mayor's Office. Arbitration will be provided by the Board of Ethics and Government Accountability Office.

Approved:

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Chris Botts, Board Chair, DC HIE Policy Board

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Date

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