

## Information Technology Sub-Committee Charter

### Bronx Partners for Healthy Communities (BPHC)

Through New York's "Delivery System Reform Incentive Payment" (DSRIP) program, funding will be awarded to Performing Provider Systems (PPSs) that implement innovative programs that reduce avoidable hospitalizations and emergency department use over the next five years. Bronx Partners for Healthy Communities (BPHC) is a consortium of Bronx organizations that will operate as a PPS and measurably improve care in the Bronx. Through partnerships with providers, hospitals, social services and housing organizations, and others, BPHC will construct an integrated delivery network and implement targeted projects to keep Bronx Medicaid enrollees healthy and prevent avoidable hospitalizations and emergency department use.

### Charge

The Information Technology (IT) Sub-Committee will be responsible for creating and updating processes and protocols for the adoption and use of information technology that will be applicable to all Members. The Sub-Committee reports to the Executive Committee.

### Member Composition

The IT Sub-Committee will consist of 12 to 15 voting members, with one member from SBH Health System (SBH). The remaining members of the IT Sub-Committee will be PPS Member representatives.<sup>1</sup> Each member of the IT Sub-Committee will act as a fiduciary for the Performing Provider System, rather than a representative of his or her employer. The Sub-Committee members will include a mix of stakeholder interests and expertise, drawing on Federally Qualified Health Centers, hospitals, long-term care providers, behavioral health providers, labor unions, payers, consumers, consumer advocates, and/or community-based and social services organizations. The Sub-Committee has the option of seeking input from consumers as needed and appropriate.

The IT Sub-Committee membership will be reflective of the following selection criteria:

- Experience and knowledge of health information technology and health information exchange
- Experience working with RHIOs and qualified entities within the context of SHIN-NY
- Familiarity with health care quality and performance data metrics and reporting
- Knowledge and familiarity with value-based purchasing methods such as Health Homes, accountable care organizations, and managed care

There will be no term limits for Sub-Committee members. Sub-Committee members will serve terms of two years (with the limited exception for the first year as described below).

### Selection of Initial Sub-Committee

In consultation with the planning Steering Committee and their recommended selection criteria, SBH will appoint the members of the initial Sub-Committee, who will begin serving as of April 1, 2015, from member and consumer organizations. Half of the members of the initial Sub-Committee will be appointed for one-year terms. Half of the members of the initial Sub-Committee will be appointed for two-year terms, to achieve staggered terms.

### Selection of Sub-Committee in Subsequent Years

In subsequent years, the members of the Sub-Committee who do not serve by nature of affiliation with SBH will be selected by the EC from among individuals proposed by the Nominating Committee, which will choose candidates based on the qualifications described above.

### Selection of Sub-Committee Co-Chairs

Sub-Committees will be chaired by one person except when it is determined that co-chairs are best positioned to achieve the goals of the Sub-Committee. SBH will appoint an initial (co-)chair(s) for the Sub-Committee. This person will serve in this role for three months beginning on the date of the first Sub-Committee meeting. At the fourth Sub-Committee meeting, the CSO will schedule as a topic of discussion whether there is an interest in revisiting the (co-)chair(s) appointments. If so, the CSO will solicit nominations for the position of Sub-Committee (co-)chair(s). If individuals besides the initial (co-)chair(s) are nominated, the CSO will call for a vote. The (co-)chair(s) must be elected through the consensus-based decision making process, and the (co-)chair(s) will serve a one-year term, at which point a new election will be held. Terms of removal for a Sub-Committee (co-)chair(s) will follow the same terms as for the removal of Sub-Committee members.

### Sub-Committee Co-Chairs Roles and Responsibilities

The Sub-Committee (co-)chair(s) have the following roles and responsibilities:

- Lead Subcommittee to ensure roles and expectations of Sub-Committee as defined in charter are met
- Ensure appropriate data is provided to subcommittee and leads subcommittee on assessing data as basis for making recommendations to the Executive Committee
- Keep Sub-Committee's work/output on track and on time per DSRIP Implementation Plan timeline of deliverables
- Involve all members in decision-making and adheres to consensus-based decision-making rule as defined in charter
- Communicate, collaborate and share output with other subcommittee chairs/co-chairs as relevant and needed in areas of overlapping work streams and project activities
- Report work of subcommittee and makes recommendations to the Executive Committee. The Co-Chairs will report/present directly to the Executive Committee at Executive Committee meetings as needed.
- Work with CSO to set agendas and meeting schedule and develop meeting materials
- Call meetings to order and keeps meetings on track (per written agenda).

### Removal of Sub-Committee Members

Members of the Sub-Committee may be removed for cause by the Executive Committee.

The termination of a Sub-Committee member's affiliation with a Member organization (not including SBH) shall serve as a trigger for the Executive Committee to reexamine whether the individual may keep their membership on the Sub-Committee or whether the individual should be removed from the Sub-Committee and another person should be appointed. This reexamination will be done in consultation with the Nominating Committee. The Executive Committee will make a recommendation to the SBH CEO who will make the final determination. Termination of a Committee member's affiliation with SBH will result in removal from Executive Committee and appointment of a new representative member.

### **Meeting Frequency**

IT Sub-Committee membership will require attendance at all meetings, anticipated to convene approximately bimonthly. In addition to bimonthly meetings, the entire Project Advisory Committee (which is composed of all of the Committee and Sub-Committee members) is expected to convene at least twice annually. The IT Sub-Committee may schedule additional meetings, as needed.

Substitutions will not be permitted. Members are expected to act in the interest of the collaborative and support and participate in consensus-based decision-making (see additional information below).

Members will also be expected to:

- Read meeting materials in advance and come prepared to contribute substantively in the work of the Sub-Committee
- Actively engage in discussions and contribute expertise to decision-making processes
- Provide timely review and feedback of documents when solicited
- Participate in surveys and information gathering as appropriate

Committee members are expected to attend meetings in-person unless the Chair of the Sub-Committee grants permission for the Sub-Committee member to attend by phone. To be a validly constituted meeting, at least 75% of all members of the Sub-Committee must be present in person or by phone (to the extent phone participation is permitted). All members of the Sub-Committee must attend at least 80% of all regular and special meetings held during a twelve-month period beginning each April, unless their absence is excused for good cause, as determined by the Chair. Failure to meet the attendance requirements will lead to automatic removal of the member, unless otherwise determined by SBH.

Meetings will be open to all PPS members except where proprietary or privacy concerns dictate a closed session. The Sub-Committee will take notes of its meetings.

### Consensus-Based Decision-Making

The Sub-Committee will operate under consensus-based decision-making, meaning the agreement of a supermajority (75%) of the IT Sub-Committee membership. SBH, as the fiduciary, will ensure that a consensus-based decision making process is followed and if necessary, exercise the authority to make final decisions if consensus cannot be obtained. SBH seeks to build trust between members and does not intend to block, overturn or otherwise disrupt decisions that are consensus-based, except in cases where decisions or actions may bring BPHC out of compliance with legal or contractual obligations.

Actions by the Sub-Committee that are consensus-based will be submitted to the EC for review, and if approved, will be final subject to the exercise of SBH fiduciary duties.

When Sub-Committee actions are not consensus-based, the Sub-Committee will submit to the Executive Committee a summary of issues on which consensus has, and has not, been reached. The Executive Committee will work with the Sub-Committee to reach consensus. If consensus cannot be reached, the Executive Committee will prepare summaries of issues of agreement and contention and a recommendation for SBH review. SBH will evaluate this proposal and work with the Executive Committee to establish consensus. In the rare case consensus cannot be reached, SBH's CEO or appointee of CEO subject to Board oversight, as fiduciary, will determine the course of action.

### **Responsibilities & Expectations**

The IT Sub-Committee will be responsible for recommending processes and protocols for the adoption and use of information technology that all Partners must implement. IT Sub-Committee responsibilities include:

1. Review and recommend a proposed IT infrastructure for DSRIP-related activities, including review of current state assessment, roadmap and workplan for achieving effective clinical data sharing and interoperable systems where required
2. Assist CSO in developing, reviewing and recommending operating plans and budgets
3. Review and recommend plans for CSO
4. Review and approve IT change management strategy, including approach to governance of the change process; an impact / risk assessment for the entire IT change process; and defined workflows for authorizing and implementing IT changes
5. Review roadmap document, including current state assessment and workplan to achieve effective clinical data sharing and interoperable systems where required.
6. Review and recommend strategies for interoperability of PPS partner platforms in order to share data

7. Review and recommend standardized data definitions to facilitate timely, accurate, and informed reporting, performance management and clinical and business decision making
8. Review and recommend allocation and prioritization of IT resources and joint IT investments
9. Review and recommend the selection of applications and IT approaches
10. Provide oversight of security and compliance; shared data governance storage and usage; and the appropriate use of data at the individual and organizational levels
11. Review and provide oversight on the cost of IT and data services
12. Collaborate with other Sub-Committees as appropriate.

Failure by a Sub-Committee Member to comply with its responsibilities may result in corrective action by the Executive Committee and/or SBH designed to help bring the Member into compliance. Bankruptcy, fraud, or material noncompliance may result in removal by the Executive Committee and/or SBH. BPHC will adopt a Conflict of Interest (COI) Policy for key employees and Sub-Committee members, who must also complete an annual COI disclosure statement. Individuals reporting a conflict must recuse themselves from participation in decisions involving the conflict.

Amendments to this charter require the approval of the Executive Committee.

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<sup>i</sup> Partners are health care providers and other health-related organizations that will participate in the BPHC and have entered into Master DSRIP Services Agreement. Member organizations are health care providers and other health-related organizations that will participate in the BPHC, including both those who have and have not entered into a Master DSRIP Services Agreement.