

## **Executive 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 (PPS) 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 BPHC Executive Committee (EC), supported by at least four Sub-Committees (described below), will have formal oversight over all aspects of the deployment of the DSRIP projects and the evolution of BPHC into a fully integrated delivery network. The EC will be responsible for ensuring continued broad-scale participation and buy-in required for transformation, providing direct input into PPS operations and engendering a pervasive commitment to collaboration and a strong sense of ownership by the participating BPHC health care partners and member organizations.<sup>1</sup> The Executive Committee will also report, as appropriate, to SBH Health System (SBH).

### **Membership Composition**

The EC will consist of 15 voting members, with two members from each of SBH Health System (SBH) and Montefiore Medical Center (Montefiore), and with at least one member representative from each of the following types of organizations: payers, long-term care providers, behavioral health providers, home care providers, community-based organizations, labor unions, Federally Qualified Health Centers and regional health information organizations (RHIOs). The Executive Director of the CSO will serve as an ex officio, nonvoting member of the EC. The remaining members of the Executive Committee will be Partner representatives. The Chair of the EC will be a SBH representative appointed by SBH. SBH and Montefiore representatives will be recommended by the sponsoring organization and approved by the EC Chair. Each member of the EC will act as a fiduciary for the Performing Provider System, rather than a representative of his or her employer.

The EC Partner representatives will include a broad range of provider and stakeholder interests and expertise, drawing from Federally Qualified Health Centers, hospitals, long-term care providers, behavioral health providers, labor unions, payers, consumer advocates, and community-based and/or social services organizations.

Committee membership will be reflective of the following selection criteria:

- Relevant experience
- Leadership roles in their communities

- Understanding of how to coordinate care among diverse patient populations

There will be no term limits for EC members. Committee members will serve terms of two years (with a limited exception for the first EC membership-see below for additional information).

#### Selection of Initial EC

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

#### Selection of EC in Subsequent Years

In subsequent years, the members of the EC who do not serve by nature of affiliation with SBH, Montefiore or the CSO will be selected by the EC from among individuals proposed by the Nominating Committee, which will choose candidates based on the qualifications described above. While considerable continuity in the EC is expected year-to-year, it is anticipated that membership will change over time as BPHC transitions to risk-based contracting and representation of other entities may be desirable.

#### Removal of Committee Members

Members of any Committee may be removed for cause upon the vote of 75% of the quorum of remaining voting members of such Committee. The termination of a Committee member's affiliation with a Partner organization (not including SBH and Montefiore) shall serve as a trigger for the EC to reexamine whether the individual may keep their membership on the EC or whether the individual should be removed from the EC and another person should be appointed. This reexamination will be done in consultation with the Nominating Sub-Committee. The EC will make a recommendation to the SBH CEO who will make the final determination. Termination of a Committee member's affiliation with SBH or Montefiore will result in removal from EC and appointment of a new representative member.

#### Meeting Frequency

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 EC 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:

- 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 EC grants permission for the Committee member to attend by phone. To be a validly constituted meeting, at least 75% of all members of the Executive Committee must be present in person or by phone (to the extent phone participation is permitted). All members of the Executive 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.

### Consensus-Based Decision-Making

The EC will operate under consensus-based decision-making, meaning the agreement of a supermajority (75%) of the EC membership. SBH, as the fiduciary, will ensure that a consensus-based decision making process is followed, seek to build trust between Partners, and if necessary, exercise the authority to make final decisions if consensus cannot be obtained. SBH 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.

Consensus-based decision making will take the following form. Actions by the EC that are consensus-based will be final subject to the exercise of SBH fiduciary duties. For EC actions that are not consensus-based, a summary of issues will be submitted to SBH, following the process described above.

Actions by Sub-committees 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. The process for resolving conflicts in instances where decisions are not consensus-based is discussed below.

When Sub-Committee actions are not consensus-based, the relevant Sub-committee will submit to the EC a summary of issues on which consensus has, and has not, been reached. The EC will work with the Sub-committee to reach consensus. If consensus cannot be reached, the EC will prepare summaries of issues of agreement and contention and a recommendation for SBH review. SBH will evaluate this proposal and work with the EC 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 EC is responsible for overall strategic leadership and oversight of DSRIP program implementation. EC responsibilities include:

**1. Strategic Leadership.** The EC is responsible for informing the strategic direction of implementation efforts and establishing the standards for all work products and processes of the PPS. The EC receives, reviews, and acts upon as needed the regular status updates on project implementation progress from the Sub-Committees and the Central Services Organization (CSO). The EC leads BPHC efforts to resolve outstanding issues and ensure decisions are made in a timely manner and planning remains on track

with the implementation plan. The EC also oversees progress towards achieving key project metrics to realize flow of funds and financial incentives.

**2. Governance.** The EC oversees the implementation governance structure and provides oversight for the long-term sustainability of the PPS. The EC has oversight over the following four Sub-Committees: Finance and Sustainability, Quality and Care Innovation, Information Technology, Workforce, as well as the Nominating Committee, and additional ad hoc committees as needed.

The CSO will make recommendations to the EC on the initial Sub-Committee members. Subsequent recommendations will be made by the Nominating Committee.

The EC will facilitate consensus-based decision making among the Sub-Committees by addressing decisions that are not consensus-based in the manner described in the applicable Sub-Committee charter.

The EC is also responsible for reviewing and approving proposed amendments to Committee and Sub-Committee charters, making recommendations for corrective action or removal of Partners (see additional information at “Removal of Committee Members”) as necessary, and in consultation with the Nominating Committee, making recommendations for corrective action or removal of Committee and Sub-Committee members.

**3. Oversight of Deliverables.** The EC is responsible for reviewing and approving every key deliverable that will be produced during the BPHC implementation process, including governance documents, operating plans and budgets, and CSO proposals for allocating and distributing incentive funds. The EC will review and approve Finance and Sustainability Sub-Committee proposals for methodology of allocation and distribution of Partner Project Implementation Funds and Community Goods Pool Funds, before forwarding such proposals to SBH, as the fiduciary, for approval.

**4. Communications.** The Committee will oversee the development and implementation of a BPHC communications and stakeholder engagement strategy to ensure transparency and real-time feedback from members and stakeholders.

**5. IDN Development.** The EC will lead BPHC’s transformation to becoming a truly integrated delivery network equipped to measurably and sustainably improve the health status of residents of the Bronx.

Failure by a 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 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.