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RECOGNIZED
COORDINATING
ENTITY

Standard Operating Procedure (SOP): Transitional Council

Applicability: RCE, Transitional Council

1 COMMON AGREEMENT REFERENCES

The Common Agreement at Section 3.3 creates a TEFCAs Transitional Council to provide governance support to the RCE and perform other functions as described in Section 3.2.1 of the Common Agreement during the first year of activities conducted under the Framework Agreements. The Transitional Council has the same role as the Governing Council as set forth in Section 3.2.1 of the Common Agreement. In addition to the duties set forth in Section 3.2.1, the Transitional Council shall develop a Transition Plan to facilitate an effective transition to the Governing Council within the first twelve (12) months after the RCE Designates the first group of QHINs. The Common Agreement states that the composition, conduct and other aspects of the Transitional Council shall be set forth in an SOP.

2 PURPOSE

The RCE recognizes that it will take some period of time to Designate QHINs. The RCE’s working assumption is that some organizations will seek to be Designated as QHINs shortly after the Common Agreement is published and that other organizations will pursue Designation over the first year or two after the Common Agreement is published. The RCE believes that the first QHINs will want a role in governance and this Transitional Council will serve this role. This SOP provides the specifics for the composition

3 COMPOSITION OF THE TRANSITIONAL COUNCIL

1. **QHIN members** – Members shall be appointed by the first ten (10) HINs to be Designated by the RCE out of the first QHIN application period. Each QHIN shall appoint one individual to serve on the Transitional Council (a “QHIN Representative”). The individual appointed must be affiliated with the QHIN that appoints them either as an employee or on a contract basis. If there are more than ten (10) QHINs that are Designated out of the first application period, then the number of QHIN Representatives on the Transitional Council shall be increased accordingly so that each of the QHINs can appoint one representative. If there are fewer than ten (10) QHINs that are Designated out of the first application period, then the number of QHIN Representatives on the Transitional Council shall be reduced accordingly; however, there must be a minimum of two (2) QHINs.
2. **Participant members** – Each QHIN shall appoint a Participant representative to serve on the Transitional Council (a “Participant Representative”). The Participant Representatives

shall be individuals who are affiliated, either by employment or on a contract basis, with a Participant.

3. **RCE** – The RCE shall appoint one (1) individual to serve on the Transitional Council (the “RCE Representative”) and this individual shall serve as the Facilitator of the Transitional Council.

4 TERMS

The Transitional Council shall exist for no longer than twelve (12) months beginning within 30 days after at least the first two QHINs have been designated by the RCE. However, the RCE may extend the tenure of the Transitional Council for up to an additional three (3) months if the Governing Council has not been formed yet.

5 EXPECTATIONS OF TRANSITIONAL COUNCIL MEMBERS

Members of the Transitional Council are expected to:

1. Actively participate in all meetings of the Transitional Council. Attendance at meetings is required and members are expected to be prepared for each meeting by reviewing the materials that are provided in advance of each meeting. Members may not have others participate as proxies in their absence;
2. Conduct themselves professionally and cordially in all meetings and communications of any nature;
3. Report to the Co-Chairpersons of the Transitional Council and the RCE if there is a Potential or Actual Conflict of Interest in accordance with the Conflict of Interest SOP;
4. Do their best to promote the development of consensus on all matters on which they deliberate; and,
5. Preserve the confidentiality of all information to which they have access by virtue of their participation on the Transitional Council.

6 LEADERSHIP

The RCE representative shall act as the Facilitator of the Transitional Council to coordinate the organization and initial work of the Transitional Council until the Transitional Council appoints the Co-Chairpersons from among its members. The Co-Chairpersons shall include one of the Transitional Council QHIN representatives and one of the Participant Representatives.

7 QUORUM AND VOTING

A quorum of the Transitional Council shall require fifty-one (51) percent of the QHIN Representatives, fifty-one (51) percent of the Participant Representatives, and the RCE Representative. Once a quorum is established, a vote of a simple majority (51%) of those members present and voting shall be required to constitute formal action by the Transitional Council on any matter that requires a vote.

8 CONDUCT OF TRANSITIONAL COUNCIL MEETINGS

Meetings of the Transitional Council shall be conducted in an organized and orderly manner. The Co-chairpersons are responsible for conducting all meetings in a way that promotes efficiency, transparency and inclusiveness of all perspectives on any matter being considered. It is expected that the actions of the Transitional Council will be memorialized in meeting minutes that are shared with the Transitional Council and approved by the Transitional Council after the opportunity for corrections is provided.

9 SUSPENSION FROM THE TRANSITIONAL COUNCIL

Each individual who serves on the Transitional Council is required to be affiliated with a QHIN, either as an employee or on a contract basis, or with a QHIN's Participants. If a QHIN is suspended in accordance with the terms of the Common Agreement, any individuals who are serving on the Transitional Council as appointed representatives of the QHIN, then these individuals shall also be automatically suspended from the Transitional Council until such time as the QHIN is reinstated. In addition, if a QHIN is so suspended, its Participant Representatives shall also have their participation automatically suspended if and when the appointing QHIN's suspension continues beyond thirty (30) days and lasting until such time as the appointing QHIN is reinstated.

If a Participant is suspended from exchanging TI under the applicable Framework Agreement, any individuals that serve on the Transitional Council and are affiliated with the Participant shall have their participation on the Transitional Council automatically suspended until the Participant is reinstated.

10 REMOVAL FROM THE TRANSITIONAL COUNCIL

Individuals may be removed from the Transitional Council as follows:

1. Change in Affiliation. If a member is no longer affiliated with a sponsoring QHIN or Participant, they are no longer eligible to serve on the Transitional Council.
2. Conduct. The Transitional Council has the right to remove any individual who does not comply with Expectations of Transitional Council Members set forth in this SOP. The RCE or any Transitional Council member can bring their concerns to the Transitional Council Co-Chairs and RCE in writing citing to any information that the complaining member believes is relevant. The Transitional Council Co-Chairs shall investigate the concerns in coordination with the RCE and shall determine whether there is sufficient evidence to bring the matter before the full Transitional Council for deliberation. The decision to remove an individual shall be taken by Transitional Council via vote in accordance with the voting provisions set forth in this SOP. Removal from the Transitional Council in this manner may affect the individual's right to serve on the Transitional Council or the Governing Council in the future at the discretion of the RCE.
3. Termination of their sponsoring QHIN or Participant. Every member is sponsored by a QHIN or a QHIN and a Participant. If a member's sponsoring QHIN or Participant ceases to participate in activities conducted under the Framework Agreements, then their membership in the Transitional Council shall automatically terminate on the same date. Removal from the Transitional Council for this reason shall not affect the individual's eligibility to serve on the Transitional Council or the Governing Council in the future.

11 VACANCIES

If a member of the Transitional Council resigns or is removed, the QHIN that appointed the member shall appoint a replacement as quickly as possible.

12 NO COMPENSATION

Individuals who serve on the Transitional Council shall not be entitled to any compensation from the RCE or any other source for their service. Compensation received by the individual's employment or contractor relationship shall not be considered prohibited compensation.

13 CONFLICTS OF INTEREST

Individuals who serve on the Transitional Council shall actively avoid anything that could create an Actual or a Potential Conflict of Interest with their service. Please refer to the Conflict of Interest SOP for additional detail.

This program is supported by the Office of the National Coordinator for Health Information Technology (ONC) of the U.S. Department of Health and Human Services (HHS) under grant number 90AX0026, Trusted Exchange Framework and Common Agreement - Recognized Coordinating Entity (RCE) Cooperative Agreement Program, in the amount of \$2,919,000 with 100 percent funded by ONC/HHS. This information or content and conclusions are those of the author and should not be construed as the official position or policy of, nor should any endorsements be inferred by ONC, HHS or the U.S. Government.