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COORDINATING  
ENTITY

# Standard Operating Procedure (SOP): TEFCA Governance

Version 1.0

January 9, 2025

Applicability: QHINs, Participants, Subparticipants

## 1 COMMON AGREEMENT REFERENCES

The requirements set forth in this Standard Operating Procedure (SOP) are for implementation, in addition to the terms and conditions found in the Framework Agreements, the Qualified Health Information Network® (QHIN™) Technical Framework (QTF), and applicable SOPs. The Trusted Exchange Framework and Common Agreement™ (TEFCA™) Cross Reference Resource identifies which SOPs provide additional detail on specific references from the Common Agreement.

All documents cited in this SOP can be found on the Recognized Coordinating Entity® (RCE®) [website](#).

## 2 SOP DEFINITIONS

Terms defined in this Section are introduced here and can be found in the TEFCA Glossary. Capitalized terms used in this SOP have the respective meanings assigned to such term in the TEFCA Glossary.

**Affiliated With:** an individual is affiliated with a QHIN, Participant, or Subparticipant if such individual is an owner, director, officer, employee, contractor, or agent of such QHIN, Participant, or Subparticipant.

**Governance Body(ies):** the Governing Council, the QHIN Caucus, and/or the Participant/Subparticipant Caucus.

The following defined terms from the Common Agreement are repeated here for reference.

**Governing Council:** the permanent governing body for activities conducted under the Framework Agreements, as more fully described in the applicable SOP(s).

**Participant/Subparticipant Caucus:** a forum established pursuant to an applicable SOP(s), the purpose of which is for the Participants and Subparticipants to meet and discuss issues of interest directly related to TEFCA Exchange and related activities under the Framework Agreements.

**QHIN Caucus:** a forum established pursuant to an applicable SOP(s), the purpose of which is for the QHINs to meet and discuss issues of interest directly related to TEFCA Exchange and related activities under the Framework Agreements.

### 3 PURPOSE

The Common Agreement requires QHINs, Participants, and Subparticipants to have the opportunity to engage in governance of TEFCA Exchange. It requires the RCE to establish a Governing Council, which will be responsible for serving as a resource to the RCE and a forum for orderly and civil discussion of any issues affecting TEFCA Exchange or other issues that may arise under the Framework Agreements. This SOP provides the specifics for the formation, composition, responsibilities, and duration of the Governing Council, QHIN Caucus, and Participant/Subparticipant Caucus, among other things.

In addition, this SOP sets out the way in which Advisory Groups will be established and the general rules that govern the activity of an Advisory Group. The RCE and the Governing Council may choose to use Advisory Groups in a variety of ways including, but not limited to, the following: giving feedback on possible changes to the Common Agreement, the QTF, or an SOP; or providing feedback on new Exchange Purposes. These are meant as examples only and should not be considered to limit the manner in which the RCE may choose to use Advisory Groups.

### 4 PROCEDURE

QHINs, Participants, and Subparticipants can engage in governance under the Framework Agreements.

#### 4.1 Responsibilities of Each Governance Body

A Transitional Council was established pursuant to the Governance Approach SOP dated July 1, 2024. As of the effective date of this SOP, the Governance Approach SOP, the TEFCA Governing Council SOP, the Transitional Council SOP, and the Advisory Group SOP shall be retired and no longer in effect. Notwithstanding the foregoing, until such time as the Governing Council is elected or appointed pursuant to Section 4.3.1 of this SOP, the Transitional Council shall remain in effect and shall be responsible for fulfilling the responsibilities of the Governing Council set forth herein.

##### 4.1.1 The Governing Council will be facilitated by the RCE and is responsible for the following:

- (i) Serving as a resource to the RCE and a forum for orderly and civil discussion of any issues affecting TEFCA Exchange or other issues that may arise under the Framework Agreements;

- (ii) Supporting the RCE in its work to monitor TEFCA Exchange and other activities under the Framework Agreements, and serving as a resource to the RCE to identify possible corrective actions for conditions that disrupt exchange activities, including, but not limited to, the following:
  - a) Provide advice on issues related to the Onboarding of QHINs;
  - b) Assist in evaluating suspected or alleged non-compliance with requirements in the Framework Agreements, the SOPs, and the QTF;
  - c) Provide input regarding whether to suspend or terminate a QHIN, Participant, or Subparticipant's participation in TEFCA Exchange;
  - d) Provide advice regarding issues before they become Disputes and are escalated to the formal Dispute Resolution Process; and
  - e) Evaluate possible and actual TEFCA Security Incidents, other Threat Conditions, and information and/or recommendations from the Cybersecurity Council.
  
- (iii) Reviewing proposed amendments to the Framework Agreements, the QTF, and SOPs and providing feedback to the RCE on the proposed changes;
  
- (iv) Participating in the development of new SOPs and providing feedback to the RCE on the proposed changes before publication;
  
- (v) Assisting the RCE with the Dispute Resolution Process, as set forth in the Common Agreement and the Dispute Resolution SOP;
  
- (vi) Informing the RCE on development and updating of the strategic roadmap for TEFCA Exchange; and
  
- (vii) Advocating for the value of the exchange activities under the Common Agreement and promoting their success.

#### 4.1.2 The QHIN Caucus is responsible for the following:

The QHIN Caucus will be facilitated by the RCE and shall serve as a forum for QHINs to meet and discuss issues of interest directly related to TEFCA Exchange and related activities under the Framework Agreements, as well as vote on amendments to the Common Agreement, QTF, and SOPs, as outlined in the Common Agreement.

#### 4.1.3 The Participant/Subparticipant Caucus is responsible for the following:

The Participant/Subparticipant Caucus will be facilitated by the RCE and shall provide a forum for Participants and Subparticipants to meet and discuss issues of interest directly related to TEFCA Exchange and related activities under the Framework Agreements, as well as vote on amendments to the SOPs, as outlined in the Common Agreement.

## 4.2 Governance Bodies Member Expectations

Members of the Governance Bodies are expected to:

1. Actively participate in all meetings of their respective Governance Body. 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 have an alternate participate in a meeting if the member will be absent. Alternates may participate in discussions and deliberations during a meeting, but will not count towards a quorum and are not eligible to vote;
  - a) Notwithstanding the foregoing, during meetings of the QHIN Caucus called to review Objections to the Entrant Review List (each as defined in the XP Vetting Process), each QHIN Caucus member may have an alternate observe the proceedings. In the absence of the primary QHIN Caucus member, the alternate may be counted towards quorum and is eligible to vote on matters concerning Entrants escalated to the QHIN Caucus and a secondary alternate may observe the meeting.
2. Conduct themselves professionally and cordially in all meetings and communications of any nature;
3. Report to the Chair/Vice-Chair of the respective Governance Body and the RCE if there is a Potential or Actual Conflict of Interest in accordance with the Conflicts 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 Governing Body, as set forth in a confidentiality agreement. All members of a Governance Body, and anyone serving as an alternate, will be required to sign a confidentiality agreement.

## 4.3 Composition & Appointment

### 4.3.1 Governing Council:

The Governing Council shall be composed of voting representatives from QHINs, Participant/Subparticipants, federal agencies participating in TEFCA Exchange, and the RCE. The number of Participant/Subparticipant Representatives shall be equal to the number of QHIN Representatives. Members of the Governing Council will be elected or appointed as follows:

1. Up to nine (9) individuals will be elected by the QHIN Caucus. Individuals elected by the QHIN Caucus shall be individuals who are Affiliated With a Designated QHIN. The QHIN Caucus will establish and oversee a nominating committee to facilitate this election process. The RCE will provide administrative support to assure that the election process is conducted fairly and objectively, and to help ensure diverse representation when determining group composition.
2. Up to nine (9) individuals will be elected by the Participant/Subparticipant Caucus. Individuals elected by the Participant/Subparticipant Caucus shall be individuals who are Affiliated With a Participant or Subparticipant. The Participant/Subparticipant Caucus will establish a nominating committee for this election process. The RCE will provide administrative support to assure that the election process is conducted fairly and objectively, and to help ensure diverse representation when determining group composition.
3. Up to five (5) individuals that are Affiliated With a federal agency. This may be expanded, as needed. The Transitional Council and Governing Council, as applicable, will invite agencies that are participating in TEFCA to bring their expertise and perspectives from the federal sector.
  - a) The Transitional Council will invite the first group of federal agencies that will be offered the opportunity to appoint an individual that is Affiliated With a federal agency to the initial Governing Council. Such individual(s) will serve a one (1) year term. At least three (3) months prior to the conclusion of such term, the Governing Council, or a subcommittee thereof, will determine which federal agencies will be offered the opportunity to appoint an individual representative for the Governing Council to succeed the initial group of federal agency representatives. Such individual federal agency representatives will serve a two (2) year term. At least three (3) months prior to the conclusion of such two (2) year term, the Governing Council will re-evaluate federal agency representation and will conduct such re-evaluation on at least a biennial basis thereafter.

- b) If an individual is a representative of an agency that is a Participant or Subparticipant with a Directory Entry that is actively involved in or enabling TEFCA Exchange, then such individual can be a voting member of the Governing Council. If an individual is a representative of an agency that is a Participant or Subparticipant in TEFCA but not actively involved in or enabling TEFCA Exchange, then such individual can be a non-voting member of the Governing Council, but will be able to participate and contribute input to discussions. The RCE and the Assistant Secretary of Technology Policy and Office of the National Coordinator for Health Information Technology (ASTP/ONC) will work with the appointed agencies to determine the individual representative.
4. One (1) individual appointed by the RCE to serve as the RCE Representative on the Governing Council.
5. The Chair and Vice Chair of the Participant/Subparticipant Caucus and the Chair and Vice Chair of the QHIN Caucus will serve as ex-officio, non-voting members of the Governing Council.
6. Additional details on Governing Council composition and appointment may be included in a charter created by Governing Council members.

#### 4.3.2 Participant/Subparticipant Caucus:

The Participant/Subparticipant Caucus shall be composed of voting representatives from key stakeholder groups who are actively involved in or enabling TEFCA Exchange. To serve on the Participant/Subparticipant Caucus, an individual must be Affiliated With a Participant or Subparticipant that is actively involved in or enabling TEFCA Exchange.

For the initial Participant/Subparticipant Caucus, Participants and Subparticipants that intend to be actively involved in or enabling TEFCA Exchange within six (6) months after appointment to the Participant/Subparticipant Caucus are also eligible to have a voting representative. If, six (6) months after formation of the initial Participant/Subparticipant Caucus, a Participant or Subparticipant is not actively involved in or enabling TEFCA Exchange, then such Participant or Subparticipant's voting representative will be removed from the Participant/Subparticipant Caucus unless the Participation/Subparticipant Caucus grants an extension.

The total number of members of the Participant/Subparticipant Caucus shall consist of 25 - 30 individuals. There must not be more than one Participant/Subparticipant Caucus member represented from the same TEFCA ID. Initially, the Transitional Council will appoint the members for the Participant/Subparticipant Caucus. Composition of the Participant/Subparticipant Caucus should strive to include stakeholder groups that fully and equitably represent the types of stakeholders actively involved in or enabling TEFCA Exchange. Additional details on stakeholder representation should be included in a Participant/Subparticipant Caucus's charter created by the Caucus participants.



Following initial establishment of the Participant/Subparticipant Caucus and the Governing Council, the Governing Council, or a subcommittee thereof, will serve as the nominating committee for the Participant/Subparticipant Caucus. As the nominating committee, the Governing Council, or a subcommittee thereof, will review nominations received from QHINs to ensure that the nominated individual meets the requirements for membership on the Participant/Subparticipant Caucus. The nominating committee will also aid the Governing Council in ensuring diverse representation among selected nominees and members, with support from the RCE. All Participant/Subparticipant Caucus members will be given the opportunity to vote for the slate of new members to the Participant/Subparticipant Caucus. Additional details on the nominating committee and selection process will be included in the Governing Council's charter or a charter of the applicable Governing Council subcommittee.

#### 4.3.3 QHIN Caucus

The QHIN Caucus shall be composed of one voting representative Affiliated With each QHIN and will be appointed by the respective QHIN. Candidate QHINs may appoint one representative to the QHIN Caucus as a non-voting member. To be a representative of a QHIN, the person must be Affiliated With a Candidate or Designated QHIN. A Candidate or Designated QHIN may change its representative on the QHIN Caucus by providing notice to the RCE, as well as the Chair and Vice Chair of the QHIN Caucus, but is encouraged to not change its representative at a frequency which will be disruptive to the operations of the QHIN Caucus. Additional details may be included in the charter.

### 4.4 Leadership

Each Governance Body shall appoint members of that Governance Body to serve as a Chair and a Vice-Chair to lead the respective Governance Body.

Meetings of each Governance Body shall be conducted in an organized and orderly manner. The Chair and Vice-Chair 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 each Governance Body will be memorialized in meeting minutes which shall be reviewed and approved by the respective Governance Body after any necessary changes have been made.

### 4.5 Quorum and Voting

A quorum of each Governance Body shall require two-thirds (2/3) of the voting members of such Governance Body to be present in-person or virtually, as permitted by this SOP.

Except as set forth herein, 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 a Governance Body on any matter that requires a vote.



The Common Agreement requires that when the QHIN Caucus is voting on a new SOP or an amendment to the Common Agreement, the QHIN Technical Framework, or an SOP, or when the Participant/Subparticipant Caucus is voting on a new SOP or an amendment to an SOP, the action must be approved by at least two-thirds (2/3) of the votes cast by the members of the respective Governance Body.

If a member of a Governance Body chooses to abstain from a vote, then that member shall not be considered a voting member or a vote cast for purposes of the action (i.e. the member/vote shall not be counted in the numerator or denominator of the vote).

Actions, other than voting on an amendment to the Common Agreement, the QHIN Technical Framework, or an SOP, may be taken without a meeting if the topic was previously introduced at a meeting of a Governance Body and the action is taken by written consent or emails signed by all of the members of the respective Governance Body. The action shall be evidenced by one or more written consents or emails, stating the action taken, signed, and dated by each consenting member. Any email must be in a format that creates a record that can be retrieved and reproduced in paper format. With respect to email, the message shall be deemed to be signed if the message clearly identifies the sender and clearly evidences the sender's intent to consent.

The voting methodology for the QHIN Caucus shall be reviewed by the Governing Council within the first two years following the establishment of the Governing Council. The purpose of such review is to consider devising and implementing a percentage-based weighted voting system. Any weighted voting system that is subsequently proposed by the Governing Council would have to be adopted as an amendment to this SOP to go into effect. Any such proposed changes must ensure the promotion of diversity and the equitable representation of each organization's contribution value and associated risk, based on their respective operational impacts.

## 4.6 Terms

### 4.6.1 Governing Council:

For the initial term, the Transitional Council shall divide the QHIN Representatives and the Participant/Subparticipant Representatives on the Governing Council into two classes of an equal number of individuals. The Representatives assigned to Class 1 shall serve for an initial one- (1-) year term and the Representatives assigned to Class 2 shall serve for an initial two- (2-) year term. Subsequent terms shall be for a period of two (2) years. Individuals may be elected to serve up to three (3) successive terms.

### 4.6.2 Participant/Subparticipant Caucus:

For the initial term, the Transitional Council shall divide the members of the Participant/Subparticipant Caucus into two classes of an equal (or nearly equal, in the case of an odd number of Caucus members) number of individuals. The Representatives assigned to Class 1 shall serve for an initial one- (1-) year term and the Representatives assigned to Class 2 shall serve

for an initial two- (2-) year term. Subsequent terms shall be for a period of two (2) years. Individuals may be elected to serve up to three (3) successive terms.

#### 4.6.3 QHIN Caucus

No term limits. Each QHIN selects their representative.

### 4.7 Suspension

If such QHIN's, Participant's, or Subparticipant's ability to engage in TEFCA Exchange is suspended in accordance with the terms of a Framework Agreement, then any individual Affiliated With or representing such QHIN, Participant, or Subparticipant on a Governance Body will be suspended from participating in such Governance Body until such time as the QHIN's, Participant's, or Subparticipant's ability to engage in TEFCA Exchange is reinstated. Notwithstanding the foregoing, in the event that a QHIN, Participant, or Subparticipant voluntarily suspends its own ability to engage in TEFCA Exchange because of privacy or security concerns, individuals Affiliated With or representing such QHIN, Participant, or Subparticipant on a Governance Body may continue to serve as a voting member of such Governance Body.

During a period of suspension, such individual shall not be considered a voting member of the respective Governance Body.

Each respective Governance Body shall consider, on a case-by-case basis, whether a replacement member should be appointed to replace the suspended member(s) of any Governance Body.

Each respective Governance Body shall consider how long the suspension is likely to last and whether the Governance Body needs a replacement to effectively fulfill its responsibilities until the suspension ends.

### 4.8 Removal

Individuals may be removed from a Governance Body as follows:

- A. **Election.** If an individual is not re-elected to continue serving, they shall cease to be a member of their respective Governance Body at the end of their current term. Removal for this reason shall not affect the individual's eligibility to serve on a Governance Body in the future.
- B. **Change in Affiliation.** If a member is no longer Affiliated With a sponsoring QHIN, Participant, or Subparticipant, they are no longer eligible to serve on a Governance Body as a representative of the QHIN, Participant, or Subparticipant with whom they no longer have affiliation.

- C. **Conduct.** Each Governance Body has the right to remove any individual who does not comply with Expectations of Governance Body Members set forth in this SOP. The RCE or any Governance Body member can bring their concerns to the respective Governance Body Chair and Vice Chair, and RCE in writing, citing any information that the complaining member believes is relevant. The Governance Body Chair and Vice Chair shall investigate the concerns in coordination with the RCE and shall determine whether there is sufficient evidence to bring the matter before the full Governance Body for deliberation. In the event that the Chair, Vice Chair, or Governing Body member is implicated in the complaint, the Governing Body (excluding the implicated member) shall review concerns in coordination with the RCE. Removal from the Governance Body in this manner may affect the individual's right to serve on a Governance Body in the future at the discretion of the RCE.
- D. **Termination of their sponsoring QHIN, Participant or Subparticipant.** Every representative is sponsored by a QHIN, Participant, or Subparticipant. If a representative's sponsoring QHIN, Participant, or Subparticipant ceases to participate in activities under the Framework Agreements, then their individual membership on the Governance Body shall automatically terminate on the same date. Removal from the Governance Body for this reason shall not affect the individual's eligibility to serve on a Governance Body in the future.

## 4.9 Vacancies

In the event of a mid-term vacancy due to a representative being removed or resigning from a Governance Body:

- (i) With respect to the QHIN Caucus, the QHIN who does not have a representative as a result of the vacancy shall be entitled to appoint an individual who is Affiliated With the QHIN to replace a departing QHIN's individual representative.
- (ii) With respect to the Participant/Subparticipant Caucus, if the vacancy occurs when a member has at least six (6) months remaining in such member's term, the Participant/Subparticipant Caucus shall elect an individual who is Affiliated With any Participant or Subparticipant to replace the departing member. The newly elected member must represent the same stakeholder group as the departing member. This election shall occur within ninety (90) calendar days of the date on which the vacancy occurs. Individuals elected to fill a vacancy shall serve for the remainder of the term of the individual whom they are replacing. The RCE will oversee these election processes to assure they are conducted fairly, objectively, and in a timely manner. If the vacancy occurs when a member has less than six (6) months remaining in such member's term, the vacancy need not be filled until the next regular election of Participant/Subparticipant Caucus members.

- (iii) With respect to the Governing Council, if the vacancy occurs when a member has at least six (6) months remaining in such member's term, then the Caucus that elected the departing member shall elect an individual who is Affiliated With any QHIN, Participant or Subparticipant, as applicable, to replace the departing member. This election shall occur within ninety (90) calendar days of the date on which the vacancy occurs. Individuals elected to fill a vacancy shall serve for the remainder of the term of the individual whom they are replacing. The RCE will oversee these election processes to assure they are conducted fairly, objectively, and in a timely manner. If the vacancy occurs when a member has less than six (6) months remaining in such member's term, the vacancy need not be filled until the next regular election of Governing Council members.

#### 4.10 No Compensation

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

#### 4.11 Conflict of Interest

Individuals who serve on any Governing Body shall actively avoid anything that could create an actual or a perceived conflict of interest with their service. Please refer to the Conflict of Interest SOP for additional details.

#### 4.12 Advisory Groups

##### 4.12.1 Establishing an Advisory Group

An Advisory Group can be established in one of two ways.

- A. By the RCE. If the RCE determines that input from stakeholders involved in the exchange of TEFCA Information under the CA, impacted by activities under the Framework Agreements, or with relevant subject matter expertise, is desirable, it may choose to establish one, or more, Advisory Group(s). The RCE shall consult with ASTP/ONC and with the Governing Council before the RCE establishes an Advisory Group for the purpose of obtaining input. The RCE is not required to obtain affirmative approval from ASTP/ONC or the relevant Council, as the case may be, but the RCE shall carefully consider the Council, and/or ASTP/ONC's feedback, if any, before establishing an Advisory Group.
- B. On motion of the Governing Council, the Governing Council has the authority to recommend to the RCE that an Advisory Group should be convened. Any recommendation by the Council shall be made by way of a motion that is duly adopted by the Council in accordance with the voting requirements in the CA. The RCE shall, after consultation with ASTP/ONC, create the Advisory Group upon recommendation of the

Council unless the RCE determines that creating the Advisory Group would result in material disruption in the operation of TEFCA Exchange or be a needless use of resources.

#### 4.12.2 Advisory Group Charter

The RCE shall develop a draft Charter for every Advisory Group that is established. The Charter shall, at a minimum, address the following:

- A. A clear description of the purpose of the Advisory Group, being as specific as possible for clarity without unduly limiting the ability of the Advisory Group to do its work.
- B. A schedule for the Advisory Group meetings and, if known, an anticipated end date for the work of the Advisory Group.
- C. Identify, to the extent possible, any specific deliverables that the Advisory Group is expected to provide to the RCE and/or the Council.
- D. Identify to whom the Advisory Group shall report. Options include the RCE, the Governing Council, or some other group.
- E. A description of how the Advisory Group will conduct its business in terms of preparing draft deliverables, review and editing of deliverables, the opportunity for Advisory Group members to comment on draft deliverables, voting on matters submitted to the Advisory Group, and approval of any deliverables.
- F. The manner in which the Advisory Group will obtain public input for the matter(s) that the Advisory Group is considering, as needed, and the manner of obtaining public input, such as through targeted outreach or a public feedback period, if it is determined necessary.

#### 4.12.3 Composition of an Advisory Group

The RCE shall work with the Governing Council to identify the appropriate composition of an Advisory Group, which will vary depending upon the exact issue(s) that the Advisory Group is expected to address. The RCE shall have final authority on the composition of any Advisory Group. The following principles shall guide the composition of any Advisory Group:

- (i) **Diversity.** The Advisory Group membership shall reflect the diversity of the types of individuals/entities impacted by activities under the Framework Agreements. This means that different perspectives shall be sought out and incorporated into the Advisory Group membership. This also means that the Advisory Group should endeavor to select individuals to serve on an Advisory Group who reflect diversity of thought, race, gender, and ethnicity.
- (ii) **Expertise.** Members of an Advisory Group shall have demonstrated expertise in the subject(s) for which the Advisory Group has been developed.
- (iii) **Availability.** Individuals considered for service on an Advisory Group must have the time to engage with the Advisory Group. An expert who is not available to participate in the work of the Advisory Group is of limited value to the Advisory Group.

- (iv) **Objectivity.** Individuals who serve on an Advisory Group are expected to have opinions about the issue(s) being considered by the Advisory Group, however they must agree to exercise objectivity in their deliberations as Advisory Group members.

#### 4.12.4 Conduct of an Advisory Group:

It is beneficial for all Advisory Groups to conduct their business along established principles of order to promote transparency and trust in the outcomes of the Advisory Group. Therefore, all Advisory Groups shall follow the following principles, which are consistent with Roberts Rules of Order.

- (i) **Select a Presiding Officer.** Each Advisory Group shall select one member to serve as its Presiding Officer. The Presiding Officer will function as the chairperson of the Advisory Group and shall oversee all meetings of the Advisory Group. The Advisory Group shall also select an alternate Presiding Officer to serve if the Presiding Officer is not available for any reason.
- (ii) **Advisory Group Meetings.** Meetings of the Advisory Group shall be conducted in an organized and orderly manner. The Presiding Officer is 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 an Advisory Group will be memorialized in some manner for future reference, but the precise manner is left to each Advisory Group. By way of example only, meeting minutes, meeting notes, slide decks or recordings could all be acceptable.
- (iii) **Quorum and Voting.** A simple majority, 51%, of the Advisory Group members shall constitute a quorum. Advisory Group members must be present in-person, or virtually as permitted by the Advisory Group's charter, to constitute a quorum. A simple majority, 51%, of the members present and voting once a quorum has been established shall constitute approval of an item by the Advisory Group.
- (iv) **Communications.** The Advisory Group will, probably, conduct much of its business via e-mail and draft documents. The Presiding Officer shall ensure that all members are provided timely access to e-mails, draft documents, and other materials that they require.
- (v) **No Compensation.** Individuals who serve on any Advisory Group 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.
- (vi) **Conflicts of Interest.** Individuals who serve on any Advisory Group shall actively avoid anything that could create an actual or a perceived conflict of interest with their service. Please refer to the Conflict of Interest SOP for additional details.

#### 4.12.5 RCE Support

The RCE shall provide staff and other resources reasonably necessary to support the operation of the Advisory Group.