

Context and Overview of the Model Multilateral Participation Agreement



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Overview

- ◆ Model Contract
 - ❖ Introduction
 - ❖ Structure overview
 - ❖ Definitions
- ◆ Purpose of Model SNO Terms and Conditions
 - ❖ To assist SNOs prepare their own Terms and Conditions
 - ❖ 60-40 solution
 - ❖ Identify issues and alternatives
 - ❖ Raise questions



Essential Components

- ◆ Incorporate applicable terms of Common Framework Policies and Procedures
- ◆ Provide specific terms that the individual SNO determines are appropriate for its unique needs
- ◆ Include mechanism for making and implementing changes

Structural Considerations

- ◆ Manage resources in negotiating participation agreements
 - ❖ Standard terms that apply to all parties
 - ❖ Flexibility to negotiate unique agreements with specific parties
- ◆ Simplify process for negotiating agreements with large numbers of Participants
- ◆ Simplify process for making changes
- ◆ Define the role of stakeholders' representatives (e.g., Management Committee) to assure simplified process is reasonable

Issues Reserved to Common Framework

- ◆ Permissible terms of user agreements
- ◆ Categories of participants
- ◆ Technical standards
- ◆ Minimum privacy and security standards
- ◆ Permitted and prohibited uses of health information
- ◆ Minimum standards regarding liability and indemnification
- ◆ Minimum standards, generally



Issues for Local Decision-Making

- ◆ Nature and scope of SNO's system (*i.e.*, technology) and services
- ◆ Selection of Participants
- ◆ Responsibility for certification and supervision of individual Authorized Users; security measures
- ◆ Nature and scope of Participants' rights to use data obtained through the Network; permitted and prohibited uses
- ◆ Nature and scope of Participants' obligations to provide data

Issues for Local Decision-Making

- ◆ Compliance with applicable agreements, *e.g.*, vendor agreements, software licenses, etc.
- ◆ Operational issues
 - ❖ Measures required to protect Network,
 - ❖ Responsibility for training and support, etc
- ◆ Reporting obligations
- ◆ Compliance with applicable laws
 - ❖ Privacy and security (HIPAA); parties' obligations to report breaches
 - ❖ State and local laws



Issues for Local Decision-Making

- ◆ Services and/or technology provided by SNO, Participant, others
- ◆ Economics
 - ❖ SNO system and services
 - ❖ NHIN
 - ❖ Participants
- ◆ Preservation of intellectual property rights
- ◆ Liability, Warranties and Indemnification
- ◆ Parties' roles as business associates of other Participants
- ◆ Parties' rights regarding termination