

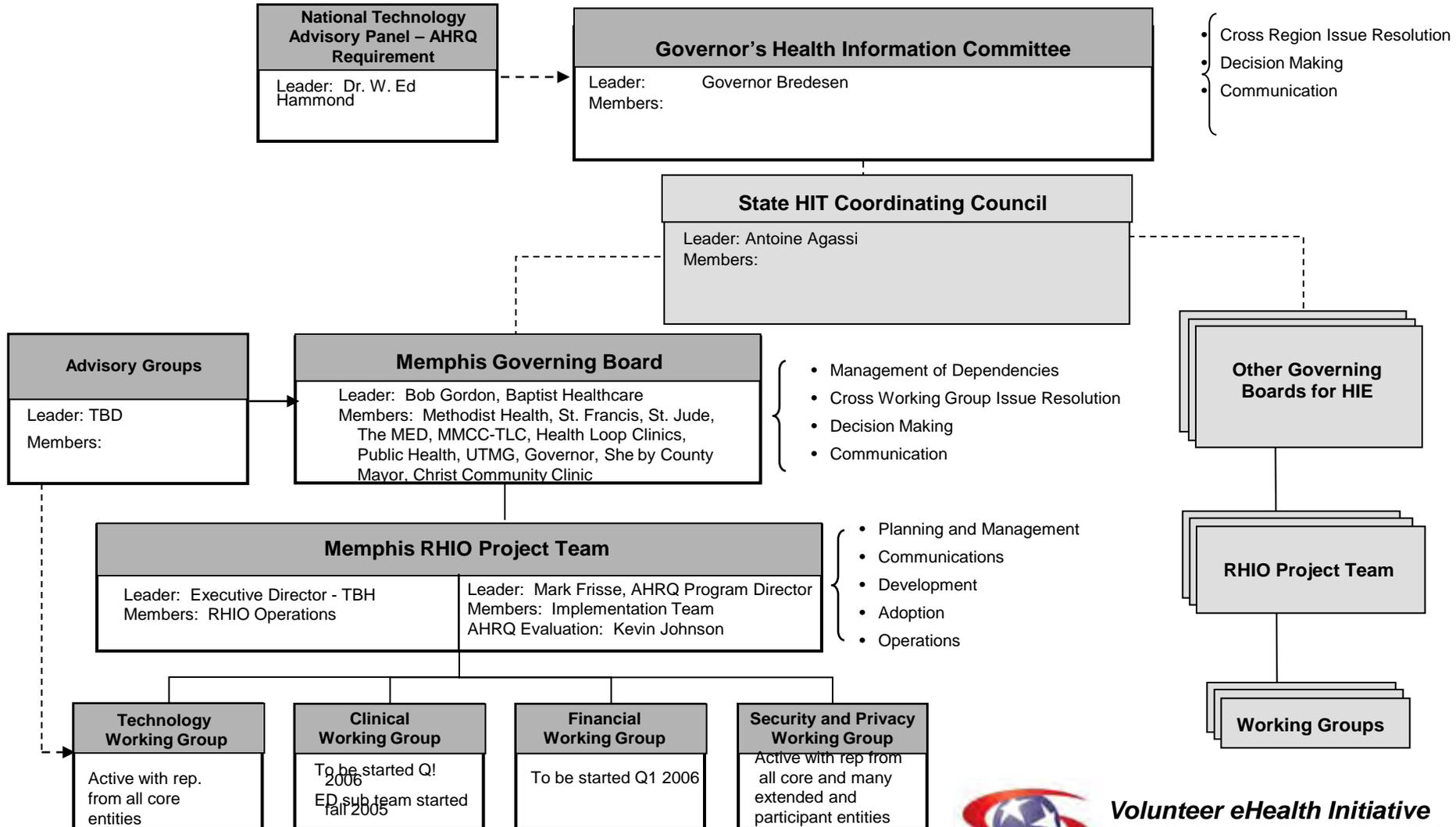


Governance Considerations

Includes suggested state structure, general guidelines considered in Memphis, and guidelines adopted by Memphis leadership

The proposed governance structure provides a working model to establish the Memphis RHIO and a blueprint for other regions

Structure



General Governance Considerations for a Regional Data Exchange

- Start with a leadership group of organizations who desire to participate in the regional data exchange.
 - Facilitate dialogue regarding the governance structure – what do they want from the regional data exchange?
- Assuming a 501(c)3 corporation is the preferred way to organize:
 - Form an interim governing board to oversee operations.
 - *Someone or a sub-committee proposes a slate for the larger group to agree or disagree with.*
 - Interim board represents organization participating in the data exchange.
 - Keep membership to 9 – 12 members for effective decision making.
 - If multiple organizations are participating – how will votes be allocated (i.e. one vote per organization versus per member)?
- Discuss hiring someone (e.g. Executive Director) to be responsible for the governance set-up and operations.
 - If Executive Director is not desired, how will participants, leadership, board, etc. carve out time to do the work for the regional data exchange?
- Because board is limited in size and probably will not capture all of the needs and issues for all stakeholders, an advisory board is recommended to represent the employers, payers and healthcare community and report to the governing board. Over time expect the board to include stakeholders that were previously represented on the advisory board.
- A sustainable model for the regional data exchange is needed; this work should be targeted for year two after there is data being exchanged and concept has been proven.
- Bylaws are necessary to address how the boards are appointed, managed and linked.
 - If 501c(3) is desired, work with attorney to draft these
 - If no 501c(3), decide best way to get these done through a sub-committee
- Identify guiding principles to describe how the board will work together
 - How often to meet? Standard date and time (e.g. 2nd Monday of the month)
 - Meeting locations?
 - Who will coordinate agendas?
 - Who will document meeting minutes?
 - What constitutes a quorum?
 - How will decisions be made (i.e. consensus, majority vote, combination, etc.)?
 - Can members send surrogates? Can surrogates vote?



To support the implementation and future sustainability of the regional information exchange, the Memphis Executives identified considerations for a RHIO governance structure

Governance Considerations

- A 501(c)3 corporation is preferred for the Memphis RHIO
- A full-time Memphis Executive Director is recommended for the RHIO to be successful; the position is responsible for the RHIO governance set-up and operations
- A governing board is necessary for overseeing operations
- An advisory board is recommended to represent the Memphis healthcare community and report to the governing board
- A sustainable model for the RHIO is needed; this work could be targeted for year two
- Initial board representation is recommended to be based on:
 - Applying the 80/20 rule and selecting physicians and payors that represent a larger population base
 - Ensuring participation from day one through the end of the AHRQ contract term
 - Including representation from those entities that will be critical to keeping the momentum and being successful
 - Limiting the initial focus of the RHIO to Emergency Departments; as this focus changes over the years, the types of physicians represented could possibly change
- Bylaws are necessary to address how the boards are appointed, managed and linked
- Meetings will be held once a month – with other work done in sub-committees appointed by the board.
- Members may send surrogates to board meetings but surrogates may NOT vote.

