

# Charter and Bylaws of Digital Bridge

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## ARTICLE ONE: ORGANIZATION NAME, TYPE AND HISTORY

**1.1 Name.** The name of this organization shall be "Digital Bridge."

**1.2 Type.** The organization shall be a voluntary membership organization that serves only such purposes and functions and shall engage in such activities as are consonant with the purposes set forth in Article Two. The organization shall not advise government officials or agencies.

**1.3 History.** The Digital Bridge began in 2016.

## ARTICLE TWO: PURPOSES AND GOVERNING INSTRUMENTS

**2.1 Vision.** "Public health and healthcare empowered and coordinated with the information needed to improve and protect the health and health security of patients and communities nationwide using interoperable systems that promote effective, efficient and economical services."

**2.2 Mission.** "Promote human health by facilitating sustainable clinical-public health collaboration via modern information technologies achieved through partnerships among clinical care organizations, public health agencies, health information technology industry partners, and other critical organizations."

**2.3 Strategies.** In furtherance of such purposes, the organization shall

- a. Promote policies, standards, and systems that can support bidirectional information exchange, interoperability, and data sharing.
- b. Define and address the legal and regulatory requirements for data exchange and sharing.
- c. Provide communication support and dissemination of Digital Bridge guidance, materials, and insights.
- d. Demonstrate and evaluate technical approaches to enhancing exchange, reducing burden, enhancing efficiency and demonstrating scalability.

**2.4 Governing Instruments.** The organization shall be governed by these bylaws and its standing rules.

## ARTICLE THREE: ORGANIZATION MEMBERSHIP

**3.1 Classes and Eligibility.** The organization shall have members with mission-critical government, business, or charitable interests in the organization's purposes as set forth in Article Two. There shall be a single class of membership called, "Member." For-profit and non-profit organizations and governmental entities shall be eligible for the membership.

**3.2 Rights.** All members shall have the following rights in service of achieving and advancing the organization's mission.

- a. One representative seat on the Collaborative Body (See Article Four).
- b. Appointments of one individual as primary representative and as many as three individuals as alternates on the Collaborative Body.
- c. Voting on matters that come before the Collaborative Body.
- d. Nomination and election of qualified representatives to the executive committee.
- e. Appointments of qualified individuals to serve or observe on Digital Bridge workgroups.
- f. Nominate and approve new members.

**3.3 Voting.** Any member may forfeit their voting right with explanation in writing to the Chair and Vice Chair. Such members shall be called, "Non-Voting Members." At any point, such members can reinstate their voting privileges with explanation by notifying the Digital Bridge Secretariat (as defined in 10.1). Members may also abstain from voting on specific issues or for specific activities.

**3.4 Responsibilities.** All members shall contribute time and expertise to Digital Bridge workgroups, honor their Digital Bridge commitments, solicit opinions from stakeholders, represent their broader field, be responsive to the organization's strategic goals, adhere to bylaws and standing rules, and ensure that their appointees attend and actively participate in Collaborative Body meetings and workgroups.

**3.5 Privileges.** All members shall have the privilege of nominating eligible candidates for Digital Bridge membership, inviting observers to Collaborative Body meetings, and the privilege of representing Digital Bridge in public forums (e.g., professional conferences or webinars).

**3.6 Initial Membership.** The following entities form the organization's initial membership:

- Allscripts
- American Medical Association (AMA)
- Association of Public Health Laboratories (APHL)
- Association of State and Territorial Health Officials (ASTHO)
- Blue Cross Blue Shield North Carolina
- CDC Foundation
- Cerner
- Council of State and Territorial Epidemiologists (CSTE)
- Deloitte
- de Beaumont Foundation
- eClinicalWorks
- Epic
- HealthPartners
- Intermountain Healthcare
- Kaiser Permanente
- Meditech
- National Association of County and City Health Officials (NACCHO)
- Office of the Chief Technology Officer for Health and Human Services (CTO)

- Office of the National Coordinator for Health Information Technology (ONC)
- Robert Wood Johnson Foundation
- Task Force for Global Health
- Center for Surveillance, Epidemiology, and Laboratory Services (CSELS), CDC; Non-voting Member
- Deputy Director for Public Health Science and Surveillance (DDPHSS), CDC; Non-voting Member

**3.7 Membership Application and Certification.** Nominations for membership shall be made by a member in writing addressed to the organization's Chair and Vice Chair. New memberships must be approved by two-thirds (2/3) vote of all Digital Bridge members.

**3.8 Conditions.** The organization shall strive for balance in the constitution of its membership by attempting to promote equal representation among stakeholder groups with membership, i.e., equal proportion of public health, healthcare delivery, and industry partners.

**3.9 Membership Resignation.** If a member decides to resign their membership in the organization, they shall do so in writing addressed to the organization's Chair and Vice Chair.

## **ARTICLE FOUR: COLLABORATIVE BODY**

**4.1 Authority and Responsibility of the Collaborative Body.** The governing body of the organization shall be the Collaborative Body.

- a. The Collaborative Body shall...
  - i. serve as the forum for membership to form consensus and document guidance and commitments in the service of the organization's mission;
  - ii. determine the organization's strategic policies and changes therein, actively pursue the organization's purposes and objectives (See Article Two "Purposes and Governing Instruments") and oversee the coordinated delegation of project implementation.
- b. The Collaborative Body may...
  - i. adopt, by unanimous vote, such rules as needed for the conduct of the organization's work.
  - ii. delegate certain functions of its authority and responsibility to an executive committee (See also Article Eight "Executive Committee").

**4.2 Composition of Collaborative Body.** The Collaborative Body shall consist of no fewer than twelve (12) representatives, who shall be appointed by members in the manner prescribed in these bylaws (See 4.3). While holding such offices, the organization's Chair and Vice Chair shall serve on the Collaborative Body.

**4.3 Manner of Appointment and Terms.** Appointments of representatives to the Collaborative Body shall be made by members in writing addressed to the organization's Chair and Vice Chair. Each representative on the Collaborative Body shall hold a seat for a term of three (3) years starting from the close of the meeting during which he or she is appointed, and thereafter until his or her resignation. A representative shall be eligible to serve until the appointing entity appoints a new representative. Therefore, any given representative may serve in that role for more than three (3) years.

**4.4 Resignations.** If representatives are no longer able to serve in that capacity, they shall resign in writing addressed to their member organization's leadership who shall in turn notify the organization's Chair and Vice Chair.

**4.5 Vacancies.** Any vacancy of a member's representatives, primary or alternate, in the Collaborative Body should be filled within two months by the given member.

## **ARTICLE FIVE: MEETINGS OF THE COLLABORATIVE BODY**

**5.1 Annual Meeting; Notice.** There should be at least one (1) annual in-person meeting of the Collaborative Body held on such dates and at such places as the Collaborative Body prescribes. Notice of the time, date and meeting facility of each such meeting shall be given to members by the Chair or Vice Chair in accordance with the provisions of Section 6.1 no fewer than thirty (30) days before such meeting.

**5.2 Regular Meetings; Notice.** Regular meetings of the Collaborative Body shall be held at least once a quarter or four (4) times during a calendar year on such dates and at such places as the Collaborative Body prescribes. Notice of the time, date and meeting facility of each such meeting shall be given by the Chair or Vice Chair to members in accordance with the provisions of Section 6.1 no fewer than thirty (30) days before such meeting.

**5.3 Special Meetings; Notice.** Special meetings of the Collaborative Body may be called by the Chair or Vice Chair. Notice of the time, date, place, and purpose of any special meeting of the Collaborative Body shall be given by the Chair or Vice Chair in accordance with the provisions of Section 6.1 no fewer than seven (7) days before such meeting.

**5.4 Quorum.** At meetings of the Collaborative Body, two-thirds (2/3) of the representatives then appointed shall be necessary to constitute a quorum for the transaction of business.

**5.5 Vote Required by Action.** Except as otherwise provided in the bylaws, actions of a super majority (i.e., 2/3) of the representatives present during a meeting in which a quorum is present at the time shall be the act of the Collaborative Body. Adoption, amendment, and repeal of a bylaw are provided for in Article Eleven ("Amendments") of these bylaws.

**5.6 Action by Representatives Without a Meeting.** Any action required or permitted to be taken at a meeting of the Collaborative Body may be taken without a meeting if there is consent in writing or email or other form of electronic transmission, setting forth the action to be taken. A representative may signify their consent by email or other form of electronic transmission. Such consent shall have the same force and effect as a super majority vote at a meeting duly called. The electronically signed consent, or a signed copy, or a copy of the electronic transmission, shall be filed with the organization's records.

**5.7 Telephone and Similar Meetings.** Representatives may participate in and hold meetings by means of conference telephone or similar communications equipment where all persons participating in the meeting can hear each other.

## ARTICLE SIX: NOTICE AND RULES OF ORDER

**6.1 Procedure for Notices.** Whenever these bylaws require notice to be given, notice shall be given in writing to all members of the Collaborative Body or of the relevant workgroup.

**6.2 Rules of Order.** In all matters not covered by its governing instruments (See Section 2.4) this organization shall be governed by the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure.

## ARTICLE SEVEN: OFFICERS

**7.1 Number and Qualifications.** The executive officers of the organization consist of a Chair and a Vice Chair as determined by the Collaborative Body. The Collaborative Body may create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the organization.

**7.2 Election and Term of Office.** The executive officers shall be elected by the Collaborative Body and shall serve for terms of two years. While holding such offices, the Chair and the Vice Chair of the organization shall serve on the Collaborative Body and on the executive committee.

**7.3 Removal.** Any officer elected by the Collaborative Body may be removed by the Collaborative Body by a unanimous action whenever in its judgement the best interests of the organization will be served thereby; e.g., absence from Collaborative Body meetings in excess of two consecutive regular or annual meetings, or failure to fulfill the duties of office.

**7.4 Vacancies.** A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Collaborative Body.

**7.5 Chair.** The Chair shall preside at all meetings of the Collaborative Body, and does not have a vote, except when there is a tie (tie-breaker vote). The Chair shall also serve as the Chair of the executive committee with the right to vote. While serving as Chair, the member representative shall continue to represent their organization. The Chair shall perform such other duties and have such other authority and powers as the Collaborative Body may prescribe.

**7.6 Vice Chair.** The Vice Chair shall assist and advise the Chair in providing independent and effective leadership. In the absence of the Chair, the Vice Chair shall perform the duties and have the authority to exercise the powers of the Chair. Otherwise, when not acting as the Chair, the Vice Chair may vote on Collaborative Body matters. While serving as Vice Chair, the member representative shall continue to represent their organization. The Vice Chair shall perform such other duties and have such other authority and powers as the Collaborative Body may prescribe from time to time.

## ARTICLE EIGHT: EXECUTIVE COMMITTEE

**8.1 Executive Committee.** By resolution unanimously adopted by the Collaborative Body, the Collaborative Body may designate from its representatives an executive committee which shall consist of at least four (4) representatives, the organization's Chair, and the Vice Chair. The executive committee shall be no more than nine (9) total. The executive committee, to the extent provided in such resolution, shall have and exercise the authority of the Collaborative Body in

the executive management of the affairs of the organization on an interim basis; i.e., between Collaborative Body meetings. The executive committee shall not operate to relieve the Collaborative Body, or any individual officer, of any responsibility imposed upon it or them under these bylaws.

**8.2 Term of Appointment.** Each member of the executive committee shall continue as such for a term of two (2) years, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member should cease to qualify as a member thereof.

**8.3 Vacancies.** Vacancies in the membership of the executive committee may be filled by appointments made in the same manner as provided by the original appointments; i.e., by Collaborative Body resolution.

**8.4 Quorum.** Unless otherwise provided in the resolution of the Collaborative Body designating the executive committee, a super majority (2/3) of the whole executive committee shall constitute a quorum; and the act of a super majority (2/3) of the members present at a meeting at which a quorum is present shall be the act of the committee.

#### **8.5 Rules.**

- a. **Transparency.** The executive committee must provide minutes of its meetings and report all actions to the Collaborative Body.
- b. **Actions subject to Collaborative Body.** Any and all actions made by the executive committee shall be subject to Collaborative Body scrutiny, and subject to reversal if deemed necessary by a vote at the Collaborative Body.

### **ARTICLE NINE: WORKGROUPS**

**9.1 Workgroups.** The Collaborative Body may, by a super majority vote (2/3), charge and form Digital Bridge workgroups to investigate, deliberate, assess, evaluate, or make recommendations. In no instance shall Collaborative Body powers and authority be delegated to a workgroup.

**9.2 Charges.** Workgroup charges shall include the workgroup's purpose, leadership, objectives, scope, deliverables, timeline and proposed membership.

**9.3 Terms.** Workgroups shall expire or sunset after 12 months unless otherwise stated in its charge.

**9.4 Workgroup Leadership.** Workgroups shall be chaired or co-chaired by at least one Collaborative Body representative. Other individuals may serve as a co-chair provided that they are nominated by a member and appointed by the Collaborative Chair. The Collaborative Body Chair shall appoint workgroup leadership in consultation with membership and subject to Collaborative Body approval.

**9.5 Membership.** Workgroup members shall be nominated by member representatives and appointed by the Collaborative Body Chair. Any member may observe or be party to workgroup activities by request.

**9.6 Rules.** Workgroups shall make decisions by consensus. Workgroup chairs or co-chairs shall determine when consensus has been reached.

## ARTICLE TEN: MANAGEMENT

**10.1 Secretariat.** A Digital Bridge secretariat shall be tasked, funding permitting, with the duty of managing the organization's operations and resources in service of the organization's purposes at the direction of the Collaborative Body.

**10.2 Duties of the Secretariat.** The secretariat manages partnerships, convenes and coordinates membership, facilitates governance, coordinates and assists in communications and stakeholder engagement, and provides project management.

## ARTICLE ELEVEN: AMENDMENTS

**11.1 Power to Amend Bylaws and Standing Rules.** The Collaborative Body shall have the power to alter, amend, or approve these bylaws or adopt new bylaws. The Collaborative Body shall have the power to alter, amend, or approve the standing rules.

**11.2 Conditions.** Action by the Collaborative Body with respect to bylaws shall be taken by a unanimous vote of all members. Action by the Collaborative Body with respect to standing rules shall be taken by a super majority (2/3) of the members present at a meeting at which a quorum is present.

## ARTICLE TWELVE: ADOPTION OF BYLAWS

**12.1 Transition.** Upon adoption of these bylaws by the Digital Bridge governance body, the initial membership's representatives shall be immediately convened as the Collaborative Body with all powers provisioned in these bylaws. This provision shall expire upon the closing of the initial Collaborative Body meeting.

**12.2 Adoption of Bylaws.** This charter and these bylaws were adopted by motion of the Digital Bridge governance body, and became effective, as of Thursday, April 2, 2020<sup>1</sup>.

*John R Lumpkin*

John R Lumpkin

05 / 06 / 2020

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<sup>1</sup> In light of the extraordinary demand on partners during the COVID-19 outbreak, members may propose amendments to this charter and have the matter come up directly for Collaborative Body vote with appropriate without a formal workgroup or committee process.

## Standing Rules of The Digital Bridge

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### Rule I. Transparency

The proceedings of the Collaborative Body shall be available to the general public. Collaborative Body meeting summaries should be accessible for viewing on the organization's website within 14 days of convening regular or special meetings and within 42 days of convening an annual meeting. Notifications of meeting summaries should be communicated to audiences through the organization's electronic newsletter or other similar push delivery method.

### Rule II. Collaborative Body Meeting Agenda

Collaborative Body meetings shall be structured to focus on critical decisions; e.g., actions or subjects that require full member input. The secretariat will distribute meeting agendas and related materials in advance. Information on subjects that do not require a decision will be provided in writing before meetings. Those subjects will then appear in the meeting agenda within either a consent agenda or risk log.

1. **Consent Agenda** consisting of information that will be discussed only if a governance body member requests a discussion and will otherwise stand as *pro forma* acceptance by the governance body.
2. **Risk Log** consisting of previously or newly discovered risks to initiative priorities (e.g., implementations), and mitigation.

The Chair or Vice Chair will call the meeting to order and the secretariat will take roll. During roll call, each member representative will in turn announce their acting primary representative and any alternate representatives in attendance. The Chair will read the agenda and make a motion to approve or modify it per the rules of order (Article Six "Notice and Rules of Order"). Subsequent to agenda approval, the Chair will request conflicts of interests be declared per Rule III.

### Rule III. Conflicts of Interests

Whenever a member (i.e., organization), member representative, officer, or a member's workgroup appointee has a financial or personal interest in any matter coming before the Collaborative Body or workgroup, the affected person shall a.) fully disclose the nature of the interest and b.) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.



#### **Rule IV. Option Out of Advocacy and Regulatory Comment**

Any Digital Bridge member shall be able to option out of any given Digital Bridge advocacy or regulatory communication.



#### **Rule V. Notice of Digital Bridge Representations**

Members agree to give the Chair and Vice Chair advance notice of any public speeches, presentations, or talks that they will give representing the Digital Bridge. Once such representations are made, the given member should report the title, speakers, and an audience characterization to the secretariat for tracking purposes.

<b>TITLE</b>	Digital Bridge Charter and Bylaws - Corrected
<b>FILE NAME</b>	Charter and Bylaw...ridge - Final.pdf
<b>DOCUMENT ID</b>	4c4b5f074609400a3a23b8ce28def5919276eda7
<b>AUDIT TRAIL DATE FORMAT</b>	MM / DD / YYYY
<b>STATUS</b>	● Completed

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## Document History

 <small>E-SIGN DISCLOSURE ACCEPTED</small>	<b>04 / 03 / 2020</b> 10:48:34 UTC-5	Electronic record and signature disclosure accepted by (john.lumpkin@bcbsncfoundation.org) IP: 170.69.177.6 GUID: d148163f02dc3a74dc23885d57d76586191f7edd
 <small>SENT</small>	<b>05 / 06 / 2020</b> 10:36:24 UTC-5	Sent for signature to John Lumpkin (john.lumpkin@bcbsncfoundation.org) from charlie.ishikawa@kahuina.com IP: 65.96.37.60
 <small>VIEWED</small>	<b>05 / 06 / 2020</b> 10:48:40 UTC-5	Viewed by John Lumpkin (john.lumpkin@bcbsncfoundation.org) IP: 170.69.177.6
 <small>SIGNED</small>	<b>05 / 06 / 2020</b> 10:49:33 UTC-5	Signed by John Lumpkin (john.lumpkin@bcbsncfoundation.org) IP: 170.69.177.6
 <small>COMPLETED</small>	<b>05 / 06 / 2020</b> 10:49:33 UTC-5	The document has been completed.