



Adirondack Health Institute

o Collaboration o Catalyst o Community

AHI PPS Clinical Governance and Quality Committee Charter

Charge:

The Clinical Governance and Quality Committee is responsible for developing and recommending clinical processes and guidelines for the DSRIP projects being implemented by the performing provider system (the “**PPS**”) being established by Adirondack Health Institute, Inc. (“**AHI**”), and for evaluating the performance of PPS participants.

Responsibilities:

The Committee’s responsibilities will include the following:

- Soliciting input from PPS participants with specific expertise relevant to the DSRIP projects being implemented by the PPS to inform the development of clinical processes and guidelines for the projects.
- Developing clinical process and guidelines to be followed by PPS participants.
- Overseeing the implementation of each DSRIP project.
- Reviewing and recommending tools to monitor DSRIP project performance across all of the PPS participants, including tools evaluating patient engagement and tools tied to analytics and reporting.
- Utilizing those tools to evaluate the performance of PPS participants.
- Collaborating with other Committees, as appropriate.

Composition:

The Clinical Governance and Quality Committee will consist of between 10 and 20 members, including at least one AHI representative. The remaining members will be selected from among the PPS participants. The Clinical Governance and Quality Committee will include members

with clinical experience relevant to the DSRIP projects being implemented by the PPS, and may include project champions.

The members and the Chair of the Clinical Governance and Quality Committee will be appointed by, and report to, the Steering Committee.

The members of the Clinical Governance and Quality Committee will serve for one-year terms. Any mid-term vacancies in the Committee will be filled by the Steering Committee, and the individual appointed will serve the remainder of the term.

The members of the Clinical Governance and Quality Committee may be removed for cause by AHI or upon vote of 75% of the members of the Steering Committee. Cause shall include failure to attend three consecutive meetings, unless absence is excused for good cause.

The termination of a Clinical Governance and Quality Committee member's affiliation with a PPS participant will serve as a trigger for the Steering Committee to reexamine whether the individual may keep their membership on the Committee, or whether the individual should be removed and replaced. The Steering Committee will make a recommendation to the AHI CEO who will make the final determination.

Meetings:

Through the end of 2015, the Clinical Governance and Quality Committee will hold regular monthly meetings. Beginning in 2016, the Committee will hold quarterly meetings; provided that the Committee may schedule additional meetings as needed to address emerging issues.

Notice of all regular and special meetings will be sent to members of the Clinical Governance and Quality Committee by email at least one week prior to the meeting date. Members may waive their right to notice by participating in the meeting.

To be a validly constituted meeting, at least 75% of all members of the Clinical Governance and Quality Committee must be (physically or electronically) present. (*to the extent electronic participation is permitted.)

Each member of the Clinical Governance and Quality Committee must attend at least 75% of all regular and special meetings held during each calendar year, unless the absence is excused for good cause, as determined by the Chair. Failure to meet the attendance requirements will lead to automatic removal of the member, unless otherwise determined by the Steering Committee. Members of the Clinical Governance and Quality Committee may not send a designee to attend any regular or special meeting.

Clinical Governance and Quality Committee members will be expected to:

- Read meeting materials in advance and come prepared to contribute substantively in the work of the Committee

- Actively engage in discussions and contribute expertise to decision-making processes
- Provide timely review and feedback on documents when solicited
- Participate in surveys and information gathering as appropriate

Decision Making:

The Clinical Governance and Quality Committee will use a collaborative, consensus-based decision-making process that requires the approval of at least 75% of the Committee members (physically or electronically) present for any Committee decision.

Consensus-based decisions by the Clinical Governance and Quality Committee will be submitted to the Steering Committee for review. If the Clinical Governance and Quality Committee's decision is approved by the Steering Committee, it will be submitted to AHI for approval. If the Clinical Governance and Quality Committee's decision is not approved by the Steering Committee, the Steering Committee will provide AHI with a summary of the issues on which it agrees and disagrees with the Clinical Governance and Quality Committee, and AHI will work with the Steering Committee and the Clinical Governance and Quality Committee to resolve any disagreements. If such disagreements cannot be resolved, AHI will determine the appropriate course of action.

If there are issues that the Clinical Governance and Quality Committee cannot reach a decision on, the Committee will provide the Steering Committee with a summary of the areas of disagreement, and the Steering Committee will work with the Clinical Governance and Quality Committee to attempt to resolve such disagreements. If such disagreements cannot be resolved, the Steering Committee will make a recommendation to AHI, and AHI will determine the appropriate course of action.

Amendments:

Amendments to this charter will require the approval of AHI.

Reporting:

The Clinical Governance and Quality Committee will keep regular minutes of its meetings and will provide such minutes to the other committees or sub-committees from time to time or as requested by the Steering Committee. The minutes of the Committee meetings will be made available to AHI and its participants.

Conflicts of Interest:

Clinical Governance and Quality Committee members are required to comply with the PPS's conflicts of interest policy.