

CDSC Advisory Steering Committee Charter

For Review and Approval by the Steering Committee

A. Overview and Background

Pursuant to a research contract by and between the Brigham and Women's Hospital, Inc. ("BWH") and the Agency for Healthcare Research and Quality ("AHRQ") (Contract Number HHSA290299810010, the "AHRQ Contract"), BWH entered into a collaboration with its affiliate, Partners Healthcare System, Inc. ("PHS"), and others to create the Clinical Decision Support Consortium ("CDSC"). The fundamental objective of the AHRQ Contract and, accordingly, the CDSC, is to assess, define, demonstrate and evaluate best practices for knowledge management and clinical decision support in healthcare information technology at scale, across multiple ambulatory care settings and electronic health record ("EHR") technology platforms.

To facilitate the collaboration among CDSC members and coordinate activities undertaken in furtherance of the AHRQ Contract, an Advisory Steering Committee (the "Steering Committee") is formed. The primary function of the Steering Committee is to participate in and review the activities of CDSC members related to CDSC projects, and to provide relevant advice and information back to CDSC members. Although the Steering Committee will monitor and review CDSC project status, the Steering Committee will serve only in an advisory role and shall have no authority to amend existing agreements or to enter into any binding agreements or arrangements on behalf of any CDSC member.

In fulfilling its responsibilities, the Steering Committee will engage in the following activities:

- Provide direction, prioritization and guidance intended to ensure that projects adhere to the over-arching objectives of the CDSC research;
- Monitor and review project status at regular (bi-monthly) Steering Committee meetings;
- Review project scope and recommend modifications as warranted by changing circumstances, conditions or the mutual interests of the CDSC members;
- Provide a structured, formal review of project deliverables;
- Provide periodic reports to senior representatives of the CDSC members regarding project status and related issues; and
- Provide intermediate dispute resolution assistance when conflicts or differences of opinion arise between CDSC members.

B. Membership

The Steering Committee initially will be comprised of the following representatives of CDSC members ("Representatives"):

Representative	Role	CDSC Member
Blackford Middleton	Co-Chair, Steering Committee	PHS
Lana Tsurikova	Co-Chair, Steering Committee	BWH
Linas Simonaitis	Member	Indiana University / Regenstrief Institute, Inc.
Mark Dente	Member	GE Healthcare
Dean Sittig	Member	University of Texas, Health Science Center at Houston
Joan Ash	Member	OHSU
Sarah Corley	Member	NextGen
Aziz Boxwala	Member	UCSD
Marc Overhage	Member	Siemens
Steve Brown	Member	VA
Michael Krall	Member	KP
Frank Sonnenberg	Member	UMDNJ
Greg Fraser	Member	MVIPA
Pedro Caraballo	Member	Mayo

Each of the CDSC members listed above may replace or substitute its Representative in its sole discretion and at any time, but no such substitution or replacement shall be effective until a Steering Committee Co-Chair receives written notice of any such replacement or substitution. Subject to the consent of the Steering Committee Co-Chairs, a majority of the other Representatives then serving on the Steering Committee may agree to alter the size and composition of the Steering Committee.

Qualifications and Role of a Steering Committee Representative

It is intended that the Steering Committee leverage the experiences, expertise, and insight of key individuals at organizations participating in the CDSC. Steering Committee Representatives need not be directly responsible for managing project activities, but are expected to provide guidance, support and vision for those who do. Thus, individually, Steering Committee Representatives should:

- Understand the strategic implications and outcomes of initiatives being pursued through the CDSC, generally, and each project, specifically;

- Appreciate the significance of the project for all major stakeholders;
- Be genuinely interested in the initiative and be an advocate for broad support for the project outcomes being pursued; and
- Possess an understanding of project management principles.

To fulfill the role, each Representative is expected to:

- Regularly attend and actively participate in Steering Committee meetings (when a Representative is unable to attend a meeting, s/he should notify the Co-Chairs and, whenever possible, appoint a proxy to attend in her/his absence);
- Remain current on project status;
- Review distributed project proposals, reports and other documents related to the CDSC initiatives, and provide commentary and feedback when appropriate;
- Check adherence of project activities to standards of best practice both within the organization and in a wider context;
- Foster positive communication outside of the Steering Committee regarding project progress and outcomes; and
- Provide regular communication regarding Steering Committee activities, project status and outcomes, and CDSC initiatives to senior representatives of the CDSC member.

C. Meetings

Regular meetings of the Steering Committee will be held every two months, or as required to fulfill the responsibilities of the Steering Committee, at such times and in such places as the Steering Committee Co-Chairs may determine, provided that written notice of any regular meeting shall be communicated in writing to all Representatives at least thirty (30) days prior to such meeting. The Co-Chairs, or their designees, are responsible for scheduling and organizing the meetings.

Special meetings of the Steering Committee may be held at any time at the request of at least five (5) Representatives, provided that the Co-Chairs consent to the request for a special meeting, and further provided that written notice of each such special meeting shall be provided to all Representatives at least (15) days prior to the date of such meeting, and shall contain the time, date and purpose of the meeting.

With respect to notice of any regular or special meeting, a Representative's presence at a meeting without protest regarding the adequacy of notice for that meeting shall constitute consent to the meeting. A Representative shall be considered present at a meeting if s/he participates by telephone conference call so that all Representatives participating in the meeting can hear each other simultaneously. Action required or permitted to be taken at a SC meeting may be taken without a meeting if the action is set forth in one or more written consents signed by a majority of the Representatives then serving on the Steering Committee.

Meetings of the Steering Committee generally will be open to any CDSC member personnel, in addition to designated Representatives, who have a legitimate interest in matters pending before the Steering Committee; *provided, however*, the Co-Chairs may restrict attendance at a Steering Committee meeting to Representatives if, in their sole discretion, they deem it appropriate to do so.

Agenda; Record of Proceedings

At each Steering Committee meeting, project status will be reported to the Representatives using an agenda outline such as the following:

- Review of minutes from previous Steering Committee meeting
- Review project status and other working items
 - Status (Scope, Schedule, Budget)
 - Reason for delays or changed plans
 - Review and approval of project change orders
 - Outstanding issues, open points, project conflicts
 - Specific requests for assistance of the Steering Committee
- Consideration of other items relevant to the pending projects or other CDSC initiatives
- Plan date and location for next meeting

At each Steering Committee meeting, the Co-Chair(s) shall designate one Representative to serve as the clerk of that meeting and make a written record of the proceedings. Within seven (7) days after each meeting, the minutes of that meeting shall be circulated for review and comment by the Representatives.

Quorum; Voting

A Representative may appoint a proxy to vote or otherwise act for such Representative at a meeting of the Steering Committee pursuant to a written appointment (by means of electronic transmission or otherwise). An appointment of a proxy is effective when received by a Co-Chair. A quorum of the Steering Committee at any meeting, whether regular or special, shall exist when at least seventy-five percent (75%) of the Representatives then serving on the Steering Committee are present, whether in person or represented by proxy. No vote or action may be taken by the Steering Committee unless a quorum exists. Any decision or action of the Steering Committee shall require the affirmative vote of a majority of the Representatives then serving on the Steering Committee, whether or not present in person or represented by proxy.

Periodic Review and Report

The Steering Committee shall prepare at least once every six months a periodic review and report of CDSC initiatives and projects on an annual basis commencing not later than six (6) months after the Effective Date to review the Parties' progress on the Performance Objectives, as such Performance Objectives may be modified from time to time. Within thirty (30) days of each such annual meeting, the Steering Committee shall submit a report of its deliberations, findings and recommendations to the senior management of each of CDSC member.