

NOVEMBER 17, 2020



HEALTHCARE BENCHMARK  
INITIATIVE  
STAKEHOLDER ADVISORY BOARD  
DRAFT BY-LAWS

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Stakeholder Advisory Board*

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## **ARTICLE I – MISSION STATEMENT/GOALS & OBJECTIVES**

### **Section I – Mission Statement**

The mission of Connecticut’s Office of Health Strategy (OHS) is to implement comprehensive, data driven strategies that promote equal access to high-quality health care, control costs, and ensure better health outcomes for the people of Connecticut.

The mission of the Healthcare Benchmark Initiative Stakeholder Advisory Board (SAB) is to advise OHS, the Healthcare Benchmark Initiative Technical Team (HBITT), and consulting experts on the creation and implementation of the annual healthcare cost growth benchmarks and primary care spending targets.

### **Section II – Goals and Objectives**

The SAB will ensure that stakeholders from across the Connecticut healthcare landscape, from consumers to providers, employers to insurers, have input and feedback into the development of:

- A. Annual cost growth benchmark across all payers and populations for CYs 2021-2025, including ensuring that the cost growth benchmark does not cause any unintended consequences or exacerbate existing health inequities.
- B. Primary care spending targets across all payers and populations as a share of total health care expenditures for CYs 2021-2025 to reach a target of 10% by 2025
- C. A strategy to use the state’s APCD to analyze cost and cost growth drivers.
- D. Annual quality benchmarks effective CY22, and analysis of the impact of cost growth benchmarks and primary care targets on quality and equity and vice versa.
- E. Implementation plans for the benchmarks and primary care target.
- F. The methods by which performance information is reviewed and reported.
- G. Recommend policy and purchasing actions that could be taken by the State, payers, providers and employers to support benchmark and target attainment.

## **ARTICLE II – DUTIES OF THE SAB**

### **Section I – Duties**

The SAB will provide input to inform OHS and the Healthcare Benchmark Initiative Technical Team on the development of the benchmark. The SAB shall:

- A. Convene four times between May and September during the development of the cost growth benchmark, and as requested by OHS thereafter to provide ongoing input to implementation of the cost growth benchmark.
- B. Provide input to the Technical Team on key decisions as it relates to the Cost Growth Benchmark and Primary Care Target.
- C. Identify unintended consequences of the Cost Growth Benchmark and relay potential solutions to unintended consequences to the Technical Team.

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- D. Identify existing health inequities that could be exacerbated by the Cost Growth Benchmark and relay potential solutions to unintended consequences to the Technical Team.
- E. Provide input to the Technical Team on the state's strategy to utilize the APCD to analyze cost and cost growth drivers.
- F. Provide input to the Technical Team on the development of the quality benchmarks.
- G. Consider draft implementation plans for the benchmarks and primary care target and offer feedback.
- H. Recommend the methods by which performance information is reviewed and reported.
- I. Recommend policy and purchasing actions that could be taken by the State, payers, providers and employers to support benchmark and target attainment.

## **ARTICLE III – MEMBERSHIP**

### **Section I – Members**

The terms “member” or “members,” as used in these by-laws to refer to persons who have been appointed by the OHS Executive Director, as well as the Secretary of the Office of Policy Management and the Commissioners of the Department of Social Services and Insurance Department, or their designees.

### **Section II – Composition**

The SAB shall consist of no less than twenty (20) members and no more than twenty-seven (27) members who reside throughout Connecticut. The SAB composition of members will include leaders from across the state representing several organizations across the continuum of healthcare.

### **Section III – Categories of Membership**

At a minimum, membership of the SAB, in addition to prescribed members described in Article II, Section II, shall strive to include representation of the following categories:

- A. Health insurers
- B. Health systems
- C. Academic institutions
- D. Employers
- E. Philanthropic, medical research, and nonprofit organizations with experience addressing health equity, health care costs, advocacy and access to health care;
- F. Health care economics or actuarial experts
- G. Employer coalitions and labor unions
- H. Consumers, patients, and/or consumer advocates

### **Section IV – Term of Membership**

The term of membership on the SAB shall be three (3) years. Upon expiration of their terms, a member may be nominated and re-elected to an additional two-(2) year term. After serving on the SAB for two terms, a member may be nominated and re-elected for a final third term for additional two (2) years, with a maximum time served of seven (7) years.

### **Section V – Attendance**

The proper functioning of the SAB depends upon the participation of its members.

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Members should inform the SAB Chair if they will be absent from a meeting. Members may participate through videoconferencing, however, members are encouraged to participate in person, unless in-person participation is prohibited for emergency reasons or is otherwise impractical.

SAB Members will be administratively discharged after four absences incurred during the calendar year (January 1 – December 31). Members will be notified of their membership status after their third absence in the calendar year.

The SAB Chair reserves the right to administratively discharge any member appointed under Article III, Section 7, for cause.

### Section VI – Member Preparedness

It is the responsibility of voting members to:

- A. Prepare for meetings by reviewing materials distributed *prior* to a meeting, prepare to raise questions and comments about issues being discussed.
- B. Participate in meeting discussions.
- C. Listen and speak respectfully to others.
- D. Members agree to be respectful at all time of other Committee members, staff, and audience members. They will listen to each other to seek to understand the other’s perspectives, even if they disagree.
- E. Members agree to make every effort to bring all aspects of their concerns about these issues into this process to be addressed.
- F. Members agree to refrain from personal attacks, intentionally undermining the process, or intentionally mis-stating the positions taken by any other participants during the process.
- G. Any written communications, including emails, blog and other social networking media, will be mindful of these procedural ground rules and will maintain a respectful tone even if highlighting different perspectives.
- H. Comply with OHS Conflict of Interest policy. See Appendix I.

### Section VII – Resignation and Removal of Members

A SAB member shall serve his/her designated term unless he/she resigns, are removed, or otherwise become disqualified to serve.

### Section VIII – Resignation by Notice

Any member choosing to leave the SAB shall submit a letter of resignation to the Chair. Resignation by notice shall take effect on the date of receipt of such notice by the Chair.

### Section IX – Termination of Members, other than state officials or their designees, for Cause

- A. A member of the SAB may be removed from membership for any of the following:
  - 1. Non-attendance at committee meetings without notification, except in the case of an urgent or emergent situation, as described in Section V and VII in this Article;
  - 2. Other causes, such as unethical behavior in violation of the conflict of interest policy included in Appendix I, herein, Unethical behavior does not include the expression of SAB member individual viewpoints.
- B. A member other than the Chair may be removed for cause by a two-thirds vote of a quorum at any regularly scheduled or special meeting of the SAB. This must appear as an item on the agenda in accordance with the rules for meeting/agenda notification

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Section X – Vacancies

In the event of a vacancy on the SAB, the Chair will appoint a qualified person to fill the vacancy whose expertise is in the same area as the member whose departure resulted in the vacancy.

**ARTICLE IV – Chair**

Section I – Chair Appointment

- A. The Executive Director of the Office of Health Strategy shall serve as the Chair of the SAB

Section II – Duties of Chair

- A. The Chair shall preside at all meetings and shall perform all other duties necessary or incidental to the position
- B. A representative from OHS selected by the Chair will assume responsibilities of the Chair in the event of the Chair's absence.

**ARTICLE V – MEETINGS: Regular and Special**

Section I – Frequency and Location of Meeting

Regular meetings of the SAB shall be held at a frequency and such place and time as may be determined. OHS will offer a virtual/call-in option for remote participation. The SAB shall ensure that the location and time of meetings are reasonably accessible to members.

All regular meetings of the SAB and meetings of workgroups shall comply with the Freedom of Information Act. The SAB will reserve time for public comment on the business agenda of each meeting of the SAB. SAB minutes as well as other documents produced by the SAB shall be public documents, and in accordance with the Freedom of Information Act (FOIA).

Action may be taken by the team based on a simple majority of votes of those members present at a meeting.

An annual schedule of regular meetings shall be made available to the public.

Section II – Notice

An announcement of each regular SAB meeting, the agenda for the meeting, and all related meeting materials shall be e-mailed to all members at least three days in advance of the date of the meeting.

Section III – Special Meetings

Special meetings of the SAB may be held or called by the Chair or set by the Chair after written request of any five (5) members of the SAB is received by the Chair. The special meeting call shall be a written notice e-mailed to members, not less than seven (7) days prior to the date set for such special meeting. Such call must set forth specifically the subject matter of the meeting, and other subjects may not be introduced or considered at such meetings.

Section IV – Meeting Material

OHS staff or an agent acting on behalf of OHS, shall prepare a draft of the minutes of each SAB meeting, stating the action taken at such meeting, and shall submit them to members as expeditiously as possible for their review. Any member wishing to propose a correction to the minutes shall propose a correction at the meeting at which the minutes are presented for review and approval. Any such approved corrections will be made to the permanent file

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copy. For substantive or major revisions, any member may request that a copy of the revised minutes be redistributed to all SAB members. Meeting minutes and any votes will be posted on the OHS website.

**Section V – Quorum**

At any SAB meeting, the presence of at least one half (1/2) of the members shall be necessary to constitute a quorum for the purpose of engaging in any formal decision-making. The presence of a quorum will be called by the Chair.

**Section VI – Voting**

Each member of the SAB shall be entitled to one vote upon any matter before it that requires a vote. Voting upon any issue shall be voice vote, or by show of hands, of the members. Rollcall may be utilized for video-conference meetings if a voice vote is unclear.

**Section VII – Conduct of Meetings**

All meetings will be conducted in an orderly manner and governed by these Bylaws. Regular and Special SAB meetings shall be conducted using Robert’s Rules of Order Abbreviated.

**Section VIII – Public Comment at Meetings**

The agenda for each meeting shall contain an item “Public Comment” at the beginning of regularly scheduled business. The SAB Chair shall manage any public comments and participation at the meeting.

**ARTICLE VI – CONFLICT OF INTEREST**

**Section I – General Statement**

All SAB members are required to disclose in advance if they, their employer or any member of their immediate family could possibly benefit financially from the outcome of a SAB decision process. A Conflict of Interest Disclosure Form is completed by each SAB Member and submitted to the Office of Health Strategy (OHS). Once disclosed, the individual can choose to abstain from a vote or be recused from a discussion.

In the event of a matter that raises a potential conflict of interest comes before the SAB or a workgroup for consideration, recommendation or decision, the member shall disclose the conflict of interest as soon as he/she becomes aware of it.

This “conflict-of-interest” principle shall not be construed as preventing any member of the SAB from full participation in discussion about SAB or workgroup needs. Rather, individual members are expected to draw upon their lay and professional experiences and knowledge of the health service delivery system if they disclose verbally any potential conflicts of interest at the beginning of such discussion.

**ARTICLE VII – DUTIES OF OHS**

- A. OHS shall inform the SAB about all changes that impact its mission, which includes Federal and State policy.
- B. OHS shall provide all information, guidance and support to the SAB
- C. OHS shall support the work of the SAB by providing administrative support, technical assistance, and support as resources allow.
- D. OHS will ensure on-going communication between the SAB, the Healthcare Benchmark Initiative Technical Team, workgroups, and agency staff and leadership.
- E. OHS staff assigned to the SAB will attend all meetings and inform the SAB of timely developments.



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## **ARTICLE VIII – OFFICIAL COMMUNICATION AND REPRESENTATION**

### **Section I – Official Communication**

Any communication request of the SAB to the media or general public should be directed to the OHS Communications Director.

### **Section II – Representation**

No member of the SAB or any workgroup shall make any statement or communication under circumstances that might reasonably give rise to an inference that he or she is representing the SAB or OHS (including, but not limited to, communications upon OHS stationary, public acts, statements or communications in which he or she is identified as a member of the SAB except only in actions or communications that are clearly within the policies of the SAB Chair and Vice Chair, in consultation with OHS.) An example of an acceptable action is a SAB member being asked to provide information about the SAB and its activity at a forum being conducted on the cost growth benchmark and primary care target.

## **ARTICLE IX – MAINTENANCE OF RECORDS**

Files containing SAB and workgroup minutes, correspondence, and records shall be maintained by OHS staff at the OHS Office, 450 Capitol Ave., Hartford, CT 06105. Electronic copies of all documents shall be retained in accordance with OHS’s record retention policies.

## **ARTICLE X – NON-DISCRIMINATION**

The officers, staff and committee members of the SAB and any of its workgroups shall be selected without discrimination with respect to age, gender, race, religion, disability, sexual orientation, gender identity or expression, or national origin

All SAB business and activities shall be conducted fairly and equitably in a manner which does not discriminate with respect to age, gender, race, religion, disability, sexual orientation, gender identity or expression, or national origin.

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Appendix I – Conflict of Interest Policy and Statement

General Principles

The OHS Healthcare Benchmark Initiative Stakeholder Advisory Board (“SAB”) seeks to avoid any conflict of interest in its operations and, where possible, to avoid even the appearance of a conflict. The members of the SAB understand that, as an advisory body of OHS, SAB members are expected to maintain a commitment to transparency and integrity of their work.

The integral nature of the input OHS receives from the SAB will inform the development of health policy intended to benefit all within the State. While SAB members will benefit from their work, as a resident of the State, this policy is not intended to address those situations where Members may benefit from a decision simply because they are a member of the SAB. Instead, this policy is designed to address situations where a board or committee member has a specific or individualized interest which may impact his/her ability to participate in SAB activities in a neutral, transparent and unbiased manner.

Taking into consideration the above principles, individuals covered by this policy agree that they will not participate in any SAB decision that materially benefits them or a related party.

All individuals covered by this policy also agree to disclose any interest they have in a matter being considered by the SAB of which he/she is a member where that interest could reasonably be viewed by others as affecting the objectivity or independence of the covered individual. An insubstantial interest will not normally be viewed as affecting the objectivity or independence of the covered individual. However, in the interest of full disclosure, an insubstantial interest should be disclosed to the SAB chair.

Conflict of Interest Policy for SAB Members

For purposes of this policy, SAB members are considered to have a conflict if the conflict defined under the policy is one of self or a related party to self. For the purposes of this policy, a related party is any:

- Immediate family member (children, grandchildren, parents, siblings and spouses thereof and spouses);
- Household member (persons residing in a Member’s household); or
- Organization with which an immediate family member or household member has a formal relationship. A formal relationship is defined as serving as a member, director, officer, employer or partner of an organization regardless of whether the organization is a business or nonprofit.

Determining the Existence of a Conflict of Interest “Conflicts of Interest”

Generally Defined “Conflicts of interest” includes not only individual financial gain in conflict with an individual’s duties to the SAB (“material conflict”) but also conflicts arising from any interest in or duty to another organization. In general, individuals shall not seek to profit personally from their affiliations with the SAB or favor the interests of themselves, relatives, friends, supporters, or other organizations over the interests of the SAB, or bring their interests into conflict or competition with the interests of the SAB.

Recognizing that not all conflict of interest situations are clear-cut and easy to define, it is ultimately the responsibility of each individual to use sound judgment and avoid or determine the existence of and disclose any situation that creates or appears to create a conflict of interest. Specific questions about the possible presence of a conflict of interest shall be directed to OHS’ General Counsel. Alternatively, the Member may choose to treat the issue as a conflict of interest in accordance with this policy.



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Examples

This section includes illustrative examples of what does and does not constitute a conflict of interest that would need to be disclosed under this policy.

1. A Member works for a consulting firm which the SAB is considering hiring. The Member has a material conflict of interest with respect to that issue that needs to be disclosed.
2. A Member’s employer organization has applied for a grant from the SAB which is awarded by the committee. The Member has a material conflict of interest with respect to the grant decisions that needs to be disclosed.
3. A Member’s foundation has requested the SAB work on a project funded by the foundation. The Member has a non-material conflict of interest with respect to the SAB’s consideration of the project under the policy on external funding and grants that needs to be disclosed
4. A Member’s foundation is being considered for a non-financial award selected by the committee. This Member has a non-material conflict of interest with respect to award decisions that needs to be disclosed.

Other Conflicts of Interest

When a matter presents a non-material conflict of interest for individuals covered by this policy, the following procedure must be followed unless a more specific procedure is outlined above: a) The Member involved identifies the potential conflict to the SAB; b) The Member fully discloses all facts relevant to the SAB’s discussion of the matter; c) The member refrains from voting on the matter and, if requested by the SAB chair, absents him or herself from the meeting during any discussion of the matter; and d) The disclosure of the conflict and recusal from the vote is documented in meeting minutes and/or other records.

SAB Members are under a continuing obligation to report any actual or potential conflicts of interest and must report promptly any conflicts of interest that have not been previously disclosed including material or non-material conflicts of interest requiring disclosure under this policy.

If an individual has reasonable cause to believe that others have failed to disclose a conflict of interest, he/she shall inform the SAB chair and OHS’ general counsel. The SAB chair shall discuss the issue with OHS’ general counsel to assist in determining the appropriate steps to protect the SAB.

Certificate

The undersigned hereby certifies that he or she has read and understood this Conflict of Interest Policy and agrees to abide by it.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

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Appendix II – Robert’s Rules of Order, Abbreviated

What is Parliamentary Procedure? It is a set of rules for conduct at meetings that allows everyone to be heard and to make decisions without confusion. It’s a time-tested method of conducting business at meetings and public gatherings. It can be adapted to fit the needs of any organization.

Sample Order of Business:

1. Call to order and roll call of members
2. Present the Agenda
3. Consider minutes of last meeting—vote to accept amended minutes.
4. Special orders--important business previously designated for consideration at this meeting
5. Business--motions
6. Announcements
7. Adjournment

Presenting Motions:

1. Obtain the floor
2. Make a motion--avoid personalities and stay on subject.
3. Wait for someone to second the motion.
4. Another member will second the motion, or the Chairman will call for a second--if there is no second to motion it is lost.
5. The Chairman restates the motion.
6. Debate—concise and focused on content of motion.
7. Keep established time limits.
8. Put the question to the membership--if there is no more discussion, a vote is taken.

Note: Motion to Table – This motion is often used in the attempt to "kill" a motion. The option is always present, however, to "take from the table", for reconsideration by the membership.

Voting on a Motion:

1. By General Consent -- When a motion is not likely to be opposed, the Chairman says, "if there is no objection ..." The membership shows agreement by their silence, however if one member says, "I object," the item must be put to a vote.
2. By Voice -- The Chairman asks those in favor to say, "aye", those opposed to say "no". Although “voice” is preferred, any member may move for an exact count.
3. By Ballot -- Members record their votes; this method is used when secrecy is desired.

In summary, parliamentary procedure is an effective means to get things done at your meetings. But, it will only work if you use it properly.

1. Allow motions that are in order.
2. Have members obtain the floor properly.
3. Obey the rules of debate—stay focused

Most importantly, BE COURTEOUS.

Adapted from: <http://www.robertsrules.org/rulesintroprint.htm>