

**RESOLUTION OF THE BOARD OF DIRECTORS OF
MIDSOUTH eHEALTH ALLIANCE
TO CREATE THE OPERATIONS COMMITTEE**

WHEREAS, MidSouth eHealth Alliance (“the Alliance”) and organizations providing data to and receiving data from the Alliance (“Participants”) have entered into an agreement describing the terms and conditions of their participation (the “Participation Agreement”);

WHEREAS, the Participation Agreement (a) requires the creation and maintenance of an Operations Committee, the purposes of which are to review and advise the Alliance’s Board of Directors with respect to certain matters identified in the Participation Agreement and to serve as a resource to the Board of Directors, and (b) specifies the basic composition and functions of the Operations Committee, which are more fully described in this Resolution; and

WHEREAS, the Board of Directors now wishes to establish the Operations Committee as a committee of the Board.

THEREFORE, BE IT RESOLVED that the Operations Committee of the Alliance is hereby established, as follows:

A. FRAMEWORK

1. Membership.

1.1. Composition. The Operations Committee will be composed of not more than three (3) natural persons chosen by and representative of each Participant and not more than three (3) natural persons chosen by and representative of the Alliance.

1.2. Initial and New Members. (a) *Nominations by Authorized Representatives*. Nominations for membership on the Operations Committee must be submitted in writing to the Board of Directors of the Alliance by the Authorized Representative of each Participant and the Alliance. The initial Authorized Representative for each Participant has been designated on the signature page of the Participant’s Participation Agreement. A new Authorized Representative for any Participant may be designated at any time by the then-Authorized Representative of the Participant or by the chief executive officer of the Participant. The initial and any new Authorized Representative for the Alliance may be designated at any time by the Executive Director of the Alliance. In the event of a vacancy in the position of Executive Director, the Chairman of the Board of Directors of the Alliance shall designate the Authorized Representative for the Alliance.

(b) *Appointment by Board*. The Board of Directors of the Alliance shall consider the nominations made by the Authorized Representatives in making appointments to the Operations Committee. Appointments to the Operations Committee must be approved **by**

a majority of all directors in office at the time the action is taken. Each Participant and the Alliance shall ensure that Operations Committee members representing such entity, whether as employees or otherwise, have agreed to maintain the confidentiality of information disclosed to them as members of the Operations Committee. Operations Committee members will serve in such capacity on a continuous basis unless and until their resignation, or until their designation is revoked by (a) the nominating Participant or Alliance, or (b) the Board in the manner described in the Bylaws of the Alliance.

1.3. Chairman. The Chairman of the Board shall designate a Chairman for the Operations Committee, who will serve in such capacity on a continuous basis until his or her resignation, removal, or replacement.

2. Meetings.

2.1. Conduct of Meetings. Except as provided in this Resolution, the Committee shall operate in parliamentary fashion under Robert's Rules of Order and in accordance with relevant provisions of the Bylaws of the Alliance and the Tennessee Nonprofit Corporation Act. The Committee shall report to the Board of Directors of the Alliance.

2.2. Time and Place of Meetings. The Operations Committee will meet on an as-needed basis, but not less than quarterly. The Operations Committee will meet at such time and place as may be determined by the Chairman of the Committee or by the Board of Directors.

2.3. Method of Action. Each Participant and the Alliance will have one (1) vote on matters for action by the Operations Committee, regardless of the number of Operations Committee members it has on the Committee. Any action at a meeting of the Operations Committee shall be approved upon affirmative vote by a majority of Participant plus Alliance votes represented at the meeting. Each Participant and the Alliance can decide how to cast its vote from among its members on the Committee and will communicate such method to the Committee Chairman. In the event a Participant or the Alliance fails to maintain one (1) or more members on the Operations Committee, such entity will have no vote on the Committee.

2.4. Action without Meeting. Any action required or permitted to be taken by the Operations Committee may be taken without a meeting if the Authorized Representatives for all of the Participants then represented on the Committee consent in writing and if such action is approved by the affirmative vote of a majority of the Participants then represented.

2.5. Quorum. The attendance of Committee members representing a majority of the current Participants then represented on the Committee plus the Alliance will constitute a quorum for the transaction of business. Participants and the Alliance may also have guests from their respective organizations or otherwise attend meetings at the discretion of the Chairman of the Operations Committee.

3. **Term.** The Operations Committee shall exist until terminated by the Board and following any necessary amendment(s) to the Participation Agreement.

B. FUNCTIONS

1. **Scope and Authority.** The Operations Committee will be responsible for reviewing and advising the Board on all matters requiring its review under the Participation Agreement and all matters otherwise delegated or referred to it by the Board. Except in instances where the Board has expressly granted the Operations Committee a specific power and authority to act and such grant is permitted under the Bylaws of the Alliance, actions or recommendations of the Operations Committee are of no effect unless and until ratified or adopted by the Board of Directors of the Alliance.

2. **Matters under Participation Agreement.** The Participation Agreement specifies certain matters that require approval by the Operations Committee before being acted upon by the Board of Directors. General identification of these areas, and cross references to the corresponding sections of Participation Agreement, are listed below:

Participation Agreement

<u>Section</u>	<u>Area addressed</u>
1.2(d)	Expansion of purposes of Alliance beyond those provided in the Participation Agreement.
1.4	Decision to participate in a National Health Information Network (“NHIN”) or link with other regional networks in the future, or to change, add, or delete one or more Alliance Services.
3.2	Development of and updates to the Policies and Procedures of the Alliance.
4.6	Exceptions for individual Participants to specific requirements of Policies and Procedures under the Participant’s Registration Agreement.
4.8	Requests for reconsideration of a change to Policies and Procedures by a given Participant.
8.5	Approval of any third party software or services required of Participants in connection with use of Alliance Systems or Services.
11.7	Addition of new Participants as Data Providers or Data Recipients.
12.2	Institution and setting of fees for Alliance Services.
13	Uses and disclosures of data relating to the Alliance System for evaluation results to be generated pursuant to the demonstration project grant agreement between the U.S. Department of Health and Human Services Agency for Healthcare Research and Quality and the State of Tennessee.

2.1. Reconsideration of Policies and Procedures. A request for reconsideration of any of the Alliance’s Policies and Procedures may be submitted at any time by any Participant in writing, addressed to the Chairman of the Operations Committee at the

principal office of the Alliance. Any such request shall be added to the agenda of and considered at the next regularly scheduled meeting of the Committee, or at a special meeting called for such purpose in accordance with the Bylaws of the Alliance. The Committee shall consider the request and may either: (a) defer to the next meeting; (b) refer to a subcommittee for study and recommendation to the full Committee; (c) decline to recommend a change; or (d) recommend a change to the Policies and Procedures or to their application to a specific Participant (and to that Participant's Registration Agreement). If the request pertains to a proposed change to existing Policies and Procedures, which change has not yet gone into effect and would affect a material right or obligation of the Participant under that Participant's Registration Agreement, the Committee shall use all reasonable efforts to meet and attempt to resolve the request prior to the date on which the change is to go into effect. The Chairman of the Committee shall report the Committee's activity and any recommendations to the Board, unless otherwise requested by the Board.

C. AMENDMENTS

This Resolution may be amended, repealed, or altered, in whole or in part, only upon a majority vote of the Board of Directors of the Alliance. The Operations Committee may originate a request to the Board for amendment to this Resolution through an action taken as provided in Article A Section 2 above.

IN WITNESS WHEREOF, I hereby certify that the foregoing Resolution was duly adopted by the Board of Directors of the Alliance, to be effective as of the _____ day of _____, 2006.

David Archer
Chairman