

Kentucky e-Health Network Board Bylaws

Article I. Name and Membership

Section 1. Name

The name of the Board shall be the Kentucky e-Health Network Board ("Board").

Section 2. Membership

The Board is attached to the Cabinet for Health and Family Services for administrative and technical support purposes. The Board consists of twenty-two (22) voting members – five (5) who serve by virtue of their titles, nine (9) at-large members appointed by the Governor, and eight (8) ex-officio members - to include the following:

- A. President, or a designee, of the University of Kentucky, who shall serve as co-chair;
- B. President, or a designee, of the University of Louisville, who shall serve as co-chair;
- C. Commissioner, or a designee, of the Department for Public Health;
- D. Commissioner, or a designee, of the Department for Medicaid Services;
- E. Chief information officer, or a designee, of the Commonwealth Office of Technology;
- F. Nine (9) at-large members appointed by the Governor as follows:
 1. One (1) member engaged in the business of large-scale e-strategy and computer information technology;
 2. One (1) member engaged in the business of health insurance who is employed by a company that has its headquarters in Kentucky;
 3. Two (2) members from a list of four individuals recommended by the Kentucky Hospital Association, one (1) representing rural hospitals and one (1) representing urban hospitals;
 4. Two (2) physicians actively engaged in the practice of medicine in the Commonwealth from a list of four (4) physicians recommended by the Kentucky Medical Association, or self nominated;
 5. One (1) member from a company with at least one thousand (1,000) employees selected from a list of four (4) submitted by the Associated Industries of Kentucky;
 6. One (1) member with experience as a physician practice manager; and
 7. One (1) member at large.
- G. The following ex-officio members who may vote, but shall not be counted toward a quorum:

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1. Commissioner, or a designee, of the Department of Commercialization and Innovation;
2. President, or a designee, of the Council on Postsecondary Education;
3. Secretary, or a designee, of the Cabinet for Health and Family Services;
4. Commissioner, or a designee, of the Department of Insurance;
5. Two (2) members of the Senate who are members of the Interim Joint Committee on Health and Welfare or the Interim Joint Committee on Banking and Insurance, appointed by the President of the Senate; and,
6. Two (2) members of the House of Representatives who are members of the Interim Joint Committee on Health and Welfare or the Interim Joint Committee on Banking and Insurance, appointed by the Speaker of the House.

Section 3. Membership Terms

Members of the Board shall serve a term of four (4) years and may serve two (2) consecutive terms.

At the end of a term a member of the Board shall continue to serve until a successor is appointed. A member of the Board who serves two (2) consecutive full four (4) year terms shall not be reappointed for four (4) years after completion of those terms.

A member who is appointed after a term has begun shall serve the rest of the term and until a successor is appointed. This partial term shall not count toward the fulfillment of the two consecutive-term limit for members.

Article II. Duties and Responsibilities

The Board shall carry out the requirements of KRS §§ 216.265 and 216.267, as those statutes may from time to time be amended.

Article III. Meetings

Section 1. Meetings

All Board meetings will comply with KRS §§ 61.805 to 61.850, commonly referred to as the Open Meetings Act. Board meetings are open public meetings and shall allow for effective public observation.

- A. Scheduled Meetings. In accordance with KRS § 216.265, the Board shall meet at least monthly, or as often as necessary for the conduct of the Board's business.
- B. Special Meetings. In addition to regularly scheduled meetings, the co-chairs may call special meetings. Each member shall receive notification at least three (3) days in advance of such meetings.

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Notification shall advise members of the date, time, place, and purpose of the meeting and may include copies of proposed resolutions and binding actions to be considered at the meeting. In the event information concerning proposed resolutions and other binding actions is not provided to Board members as set forth herein, a majority of the Board members present may delay action on such matters until the next regular or special meeting of the Board.

- C. Closed Meetings: The following requirements, consistent with KRS § 61.815, shall be met as a condition for conducting closed sessions:
1. The co-chairs shall give notice in an open meeting of the general nature of the business to be discussed in a closed session;
 2. The co-chairs shall state the reason for the closed session, citing a specific provision of KRS 61.810 authorizing a closed session;
 3. The session may be closed only upon a motion made and approved by the majority of the voting members of the Board present at the meeting;
 4. No formal actions can be taken during closed sessions;
 5. No matters may be discussed at a closed session other than those publicly announced prior to convening a closed session; and,
 6. The requirements of the Board for the conduct of closed sessions shall at all times meet the requirements of KRS § 61.815.

Article IV. Board Operations

Section 1. Quorum

A simple majority of the full membership of the Board shall constitute a quorum. Pursuant to KRS § 216.265(3), "full membership of the Board" shall be defined in these By-laws as comprising only those Board members designated under KRS § 216.265(2). Therefore, assuming a full complement of appointive board members, eight (8) members, apart from the ex officio voting members, shall be sufficient for a quorum. In the absence of a quorum, those in attendance may meet, but may not conduct any official business. The only action the Board may take in the absence of a quorum is the motion to adjourn.

Section 2. Motions

No one other than Board members shall be allowed to make actions such as motions and seconds. Issues or topics for formal review by the Board shall be presented by members or by other individuals who have acquired prior approval from the co-chairs.

- A. A motion is a formal proposal by a Board member upon which the Board may take action. Motions are generally introduced by voice.
- B. All motions presented by a Board member shall require a second.

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- C. A motion and second may be withdrawn by the movers, prior to the vote, with the consent of the Board.

Section 3. Voting

- A. Each voting member shall have only one vote.
- B. At-Large Members are not allowed to designate a proxy to vote on their behalf.
- C. An individual representing a member at a meeting will not be allowed to vote unless the member has previously designated that individual as his/her proxy.
- D. A majority vote of the members present shall carry the motion.

Section 4. Employment

The Board may employ staff or contract with consultants necessary for the performance of the duties of the Board, subject to appropriation of funds.

Section 5. Travel Expenses

Members of the Board and all committees, with the exception of the advisory group, shall be entitled to reimbursement for actual and necessary expenses when carrying out official duties of the Board in accordance with state administrative regulations relating to travel reimbursements.

Section 6. Committees and Subcommittees

The Board may appoint committees and subcommittees, as outlined in KRS § 216, with the charge of investigating and making recommendations to the Board on specific aspects of the Ke-HN.

Section 7. Ke-HN Fund

Moneys deposited in the Ke-HN fund shall be disbursed by the State Treasurer upon the warrant of the Board. This fund shall be used solely for purposes related to the Ke-HN as approved by the Board. The fund shall not lapse, and funds not expended during any fiscal year shall carry forward to the next fiscal year.

Article V. Code of Ethics

Section 1. Ethical Principles

The principles of ethical behavior for public servants of the Commonwealth are provided in KRS 11A.005(1). Although not "public servants" as defined in KRS Chapter 11A, as members of the Kentucky e-Health Network Board, we believe that our public service is for the benefit of the people of the Commonwealth. We also recognize that such public service is a public trust and that we have a duty to:

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- A. Be independent and impartial;
- B. Make policy and decisions through established processes of government;
- C. Not use our positions to obtain private benefits; and,
- D. Uphold the public trust in the integrity of the Kentucky e-Health Network Board.

Thus, the members of the Kentucky e-Health Network Board shall comply with the following minimum standards of ethical conduct

Section 2. Acceptance of Gifts

A member of the Kentucky e-Health Network Board, his spouse, or dependent child knowingly shall not accept any gifts or gratuities, including travel expenses, meals, alcoholic beverages, and honoraria, totaling a value greater than twenty-five dollars (\$25) in a single calendar year from any person or business that does business with, is regulated by, is seeking grants from, is involved in litigation against, or is lobbying or attempting to influence the actions of the Kentucky e-Health Network Board, or from any group or association which has as its primary purpose the representation of those persons or businesses. Nothing contained in this paragraph shall prohibit the Kentucky e-Health Network Board from authorizing exceptions to this paragraph where such exemption would not create an appearance of impropriety.

Section 3. Disclosure of Conflicts of Interest

A member of the Kentucky e-Health Network Board shall disclose to the other members of the Kentucky e-Health Network Board any direct or indirect interest in any undertaking that puts his personal interests in conflict with that of the Kentucky e-Health Network Board. This disclosure shall be made in writing or shall be recorded in the minutes of a formal meeting. A member who is required to publicly disclose a direct or indirect interest shall abstain from all decisions concerning his interest, if the decision would affect him as a member of a business, profession, occupation, or group in a manner different from other members of the business, profession, occupation, or group.

Section 4. Contracts/Agreements

No member of the Kentucky e-Health Network Board shall himself or through a business in which he owns or controls an interest of more than five percent (5%), or by any other person for his use or benefit or on his account, undertake, execute, hold, or enjoy, in whole or in part, any contract, agreement, lease, sale, or purchase made, entered into, awarded, or granted by the board, commission, authority, council, or committee of which he is a member. This prohibition shall not apply to purchases that are available on the same terms to the general public or which are made at public auction.

Article VI. Advisory Group

Section 1. Charge

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The Board will utilize the services of an Advisory Group ("Group") for the purpose of collaborating with health care providers and payors, computer technology companies, telecommunication companies, and other affected entities to ensure input into the implementation of the Ke-HN. The Group may perform other tasks as designated by the Board.

Section 2. Membership

The Group shall consist of up to fifteen (15) members appointed by the Board. It shall consist of the following members:

- A. The Chief Information Officer of the Cabinet for Health & Family Services, or another designee appointed by the Secretary of the Cabinet, who shall serve as the chair of the advisory group;
- B. The chair of the Clinical Decision Support Committee;
- C. The chair of the Privacy and Security Committee;
- D. The chair of the Electronic Data Interchange Committee;
- E. The chair of the Clinical Software Review Committee;
- F. Up to four (4) members, but no more than one (1) representative each, from regional health information organizations (RHIOs) in Kentucky;
- G. A minimum of four (4) at-large members knowledgeable in health care, health information exchange, information technology, health informatics, consumer affairs, and/or other relevant matters.

Article VII. Amendment of Bylaws

These bylaws may be amended at any regular or special meeting of the Board, provided that the amendment has been submitted in writing at least three (3) days in advance of the meeting at which it is to be considered.