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October 24, 2008

Ms. Laura J. Miller, MPA, FACHE
Interim Executive Director
AHIC Successor, Inc.
1940 Duke Street
Alexandria, VA 22314

Dear Ms. Miller:

On behalf of the Healthcare Information and Management Systems Society (HIMSS) Board of Directors and membership, we welcome the opportunity to participate in the public review of the AHIC Successor, Inc. Bylaws, as outlined on www.ahicsuccessor.org

HIMSS is the healthcare industry's membership organization exclusively focused on providing leadership for the optimal use of healthcare information technology and management systems for the betterment of healthcare. HIMSS represents more than 20,000 individual, 330 corporate members and 46 chapters nationwide. HIMSS seeks to shape healthcare public policy and industry practices through its educational, professional development and government relations initiatives designed to promote information and management systems' contribution to quality patient care.

Given the countless volunteer hours by our membership over the course of three years of the American Health Information Community (AHIC), and subsequent staff and member involvement in the AHIC Convener planning group process, HIMSS supports the concept of the AHIC Successor Bylaws. The HIMSS organizational philosophy supports a bylaw structure that is specific enough to establish a governance structure and clearly outlines the scope of the organization; while leaving the finite level of detail to the president/Chief Executive Officer (CEO) and professional staff of the organization.

To that end, HIMSS and our members are encouraged by the AHIC Successor's Bylaws. There are certain safeguards in place to protect the overall organization against a minority interest of the AHIC Successor Board of Director members making overarching decisions for the organization.

In addition, HIMSS supports the philosophy that the AHIC Successor Board of Directors should have a strategic perspective on the direction the organization is taking, while leaving the management responsibilities to the president/CEO and professional staff. Our conclusion is the AHIC Successor Bylaws seek to capture that philosophical approach. However, in several instances, which we outline below, there are opportunities to truly capture the approach.

The following are HIMSS’ recommendations and observations for your consideration:

Article III: Purpose and Limitations, Paragraph 2, starting with “Additional purposes.”

As the language currently reads, it appears that certain givens will be in place, including that the AHIC Successor will be “overseeing and facilitating the Nationwide Health Information Network.” This implies that the AHIC Successor will be driving interoperability standards and possibly taking on responsibilities the federal government may not be ready to release to a non-governmental entity.

First, and most significantly, HIMSS recommends that the AHIC Successor change the tone and language of the fourth bullet, so it reads as follows:

- *“providing support, leadership, and appropriate assistance to the Nationwide Health Information Network, Certification Commission for Health IT, the Healthcare Information Technology Standards Panel, and other cross-organizational efforts that have a role in the implementation of a secure, interoperable, nationwide health information system.”*

Second, HIMSS recommends adding the term, “evidence-based” to the first bullet, so it reads as follows:

- *accelerating the adoption of interoperable, evidence-based health information technology by ensuring the availability of harmonized, coordinated, up-to-date standards and rigorous conformance testing through certification;*

Third, HIMSS members suggest adding “across the continuum of care” to the fifth bullet, so it reads as follows:

- *facilitating the flow of reliable health information across the continuum of care among population health and clinical care systems necessary to protect and improve the public’s health.*

Article V: Members

Section 1: Members and Eligibility

HIMSS recommends clarifying whether membership will include individuals, or only individuals representing organizations. The language, as currently drafted, is clear on the inclusion of “public and private entities,” but is silent on the role for individuals. In addition, HIMSS suggests including more details on membership criteria, membership categories, representation on membership committee, selection criteria for the membership committee, and membership eligibility requirements.

In addition, HIMSS recommends the AHIC Successor Board of Directors insert the word “representative” into the third sentence of the first paragraph of Section 1, to broaden the possibilities of individuals engaging on-behalf of organizations. The revised third sentence would read as follows:

Each member shall file with the Corporation on a form approved by the Membership Committee a designation of a single natural person, who shall be an officer, representative or full-time employee of such member, to be its Designated Representative.

Article V: Members

Section 12: Quorum

HIMSS recognizes that the requirement for decision-making to occur at the Board of Directors level is consistent with Roberts Rules of Order. However, HIMSS notes that there was considerable concern among our members that the percentage of members that constitutes a quorum appears to be too low. HIMSS recommends the AHIC Successor may want to consider clarifying statements from the president/CEO at the appropriate time.

Article VI: Directors

Section 4: Federal Government Liaisons

HIMSS notes that the section attempts to address the concern across industry that the federal government will not send senior level executives to participate in AHIC Successor meetings. We applaud the inclusion of three federal liaisons. However, in the interest of maintaining the appropriate level of involvement, HIMSS suggests inviting the National Coordinator for Health IT – rather than simply a Director from the Office of the National Coordinator.

In addition, there appears to be some confusion over the length of term of office for the federal liaisons and the National Coordinator for Health Information Technology. HIMSS suggests reordering the paragraph to read as follows:

The Corporation shall also include two federal government liaisons, who shall be appointed by the appropriate government official through the office of the Secretary of the U.S. Department of Health and Human Services (“HHS”). Such liaisons shall not serve as officers, directors, or employees of the Corporation; shall not exercise authority over the Corporation’s property, personnel, finances, or business affairs; and do not owe any fiduciary duties to the Corporation. The liaisons would express the views and represent the interests of the federal government to the Corporation. Each government liaison shall hold office for a term of three (3) years, unless sooner replaced or removed by the appropriate government official, and until a successor shall have been appointed.

In addition, there shall be appointed by the Secretary of HHS an ex officio federal liaison, who shall be the National Coordinator for Health Information Technology.

Article IX: Employees and Contractors

HIMSS is concerned that the current framework, as outlined under Article IX, creates an imbalance between the Board of Directors and the president of the organization. By establishing a process by which the Board of Directors can hire and fire staff members, rather than designating the president/CEO as responsible for the day-to-day staff operations, it sets up an inappropriate relationship between staff and the Board of Directors. As outlined in the current draft, the approach appears to be outside established operating norms and could set a tone of unease between the AHIC Successor Board of Directors and the president/CEO.

Article X: Finances

Section 4: Deposits

HIMSS suggests rewriting the section to read:

“Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors designee may select.”

Article X: Finances

Section 5: Gifts

HIMSS Suggests rewording the section by inserting “or their designee...” after “Board of Directors.”

Finally, HIMSS suggests inserting a new Article at the end of the document that outlines a Conflict of Interest Statement. The HIMSS Board of Directors instituted a Conflict of Interest Statement several years ago, and has found the Conflict of Interest Statement to provide the additional level of transparency to the organization for our members and the general public. A suggested Conflict of Interest Statement might include a written disclosure form and a clearly defined process for resolving the conflict of interest in an equitable and appropriate manner

HIMSS appreciates the opportunity to comment on the AHIC Successor Bylaws and looks forward to working with the Board of Directors and professional staff on the issues of achieving secure interoperable healthcare data exchange that improves the quality and reduces the cost of healthcare delivery. We look forward to future conversations, and to more fully understanding AHIC Successor’s role in coordinating the supply chain of healthcare data sharing from idea to implementation. If you have any questions, please feel free to contact [Thomas M. Leary](#), HIMSS Sr. Director of Federal Affairs.

Sincerely,

H. Stephen Lieber, CAE
HIMSS President/CEO

Charles E. Christian, FCHIME, FHIMSS
Chairman, HIMSS Board of Directors
Director IS/CIO, Good Samaritan Hospital