

NEW JERSEY HEALTH INFORMATION TECHNOLOGY COMMISSION BYLAWS

Adopted: July 9, 2009

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NEW JERSEY HEALTH INFORMATION TECHNOLOGY COMMISSION BYLAWS

PREAMBLE

WHEREAS, the New Jersey State Legislature (the “**Legislature**”) has declared that it is in the public interest for New Jersey residents to have all appropriate personal health information available to them and to their treating health care professionals, and that health information technology has great potential as one means of furthering progress towards achieving more affordable, safer, and more accessible health care for all persons by: ensuring that health information is available at the point of care for all patients, while protecting the confidentiality and privacy of the information; improving safety, reducing medical errors, and avoiding duplicative and unnecessary medical tests and procedures; improving coordination of care among hospitals, clinics, nursing homes, home health agencies, pharmacies, and health care professionals; and providing consumers with their own health information in order to encourage greater participation in decisions concerning their own health care; and

WHEREAS, the Legislature has also declared that it is desirable to implement an

electronic health information infrastructure in the context of a Statewide health information technology plan that includes standards and protocols designed to promote patient education, patient privacy, physician best practices, electronic connectivity to health care data, and generally a more efficient and less costly means of delivering quality health care in New Jersey, in order to provide for an interoperative environment among health care providers, health care payers, employers, and patients in New Jersey ; and

WHEREAS, it is the public policy of the State of New Jersey to promote, encourage, facilitate, and support the development, utilization, and improvement of health information technology and electronic health records, including the effectuation of a secure, integrated, and interoperable Statewide health care information infrastructure in accordance with a Statewide health information plan (the “**Plan**”) developed, approved, implemented *pursuant to the New Jersey Health Information Technology Act, N.J.S.A. 26:1A-132 (the “Act”)*; and

WHEREAS, the New Jersey Health Information Technology Commission (the “**Commission**”) was established pursuant to the Act and within the New Jersey Department of Health and Senior Services (“**NJDHSS**”); and

WHEREAS, notwithstanding the Commission’s establishment within NJDHSS, the Commission is independent of any supervision or control by NJDHSS or any board or officer thereof; and

WHEREAS, the Commission’s responsibilities include, but are not limited to, collaborating with the Office for e-HIT established pursuant to C.17:1D-1 concerning activities related to the development, approval, and implementation of the Plan; and

WHEREAS, the Commission now desires to adopt bylaws that set forth more specific procedures for how the Commission should conduct its activities and fulfill its Purpose, within the parameters of the Act.

NOW THEREFORE, with all of the powers vested in it and in accordance with applicable State and federal laws, the Commission hereby establishes and enacts the following bylaws:

ARTICLE I

PURPOSE; POWERS AND AUTHORITY

1.1 Purpose. The purpose of the Commission is to: *devise* a plan for an actionable, financially sustainable statewide health information network with the objective of exchanging various kinds of human health data across clinical and economic spectra; *approve* a final Plan with input from the Office for eHIT within the Department of Banking and Insurance that satisfies and meets the requirements of the Act; and *meet* its other statutory obligations under the Act.

1.2 Authority. In addition to any other powers authorized by law, the Commission shall have the authority, in accordance with N.J.S.A 26:1A-132 and other applicable State law, to: (1) make and enter into contracts to purchase services and supplies; (2) develop and submit a proposed budget, not to exceed \$1 million annually; (3) apply for, receive, and expend grants from governmental or private nonprofit sources; (4) recommend to the Department of Banking and Insurance the necessary charges and assessments to be levied to collect payments from persons and entities for the provision of services or as the Office for e-HIT otherwise determines necessary to effectuate the purposes of the Act; (5) receive and expend appropriations; (6) provide such other services and perform such other functions as the Commission deems necessary and are authorized by law to fulfill its responsibilities under the Act; and (7) appoint, retain, or employ consultants on a contract basis or otherwise, who are deemed necessary, and as may be within the limits of funds appropriated or otherwise made available to it for its purposes.

ARTICLE II

MEMBERS

2.1 Composition

2.1.1 Total Number of Members. The Commission shall be comprised of a total of nineteen (19) voting members (each, referred to individually as a “Member,” and collectively as “Members”).

2.1.2 Ex-officio Members. Of the total number of members, **five (5)** shall serve as ex-officio members as follows:

the Commissioner of Health and Senior Services (or the Commissioner’s designee);
 the Commissioner of Banking and Insurance (or the Commissioner’s designee);
 the Commissioner of Children and Families (or the Commissioner’s designee);
 the Commissioner of Human Services (or the Commissioner’s designee); and
 the State Treasurer (or the Treasurer’s designee).

2.1.3 Public Members. Of the total number of members, **fourteen (14)** shall be public members appointed by the Governor as follows:

three (3) physicians engaged in private practice in the State, one of whom is a pediatrician and one a psychiatrist;
 two (2) persons who represent acute care hospitals in this State, one of whom represents a teaching hospital and the other a non-teaching hospital;
 one (1) registered professional nurse practicing in this State;
 one (1) pharmacist practicing in this State;
 one (1) person who represents a clinical laboratory operating in this State;
 one (1) attorney practicing in this State with demonstrated expertise in health privacy issues;
 one (1) person who represents a health insurance carrier operating in this State;
 one (1) person who represents a Quality Improvement Organization located in New Jersey that contracts with the federal Centers for Medicare and Medicaid Services to improve the efficiency and effectiveness, economy, and quality of services provided to Medicare beneficiaries; and
 three (3) members of the public with a demonstrated professional expertise in issues relating to the work of the Commission, including one member with expertise in electronic health information technology.

2.2 Terms.

2.2.1 Staggered Terms. Of those first appointed, the Public Voting Members shall serve on staggered terms in accordance with the following:

Three-year Term – Five shall serve a three-year term

Two-year Terms – Five shall serve a two-year term

One-year Term – Four shall serve a one-year term

2.2.2 Terms. Following the expiration of the original terms, reappointed or newly appointed members shall serve for a term of three years or until the expiration of the Commission, whichever occurs earlier.

2.2.3 Information. The specific duration of each Member's term at any given time shall be made available to the Commission upon request.

2.3 Members' Duties. The duties of each Member are to take steps that are necessary to assure that the Commission fulfills its responsibilities, duties, and requirements under the Act. At the discretion of the Chair and/or the Executive Director, specific duties may be assigned to members.

2.4 Conflicts of Interest.

2.4.1 All Members of the Commission are subject to those sections of State law pertaining to conflicts of interest (N.J.S.A. 52:13D-1 et seq.), particularly subsections 14, 16, 17, 20, 24 and 25 (collectively, the “NJ Conflict of Interest Law”).

2.4.2 Reporting. Any member who reasonably believes that a real or apparent conflict may exist shall bring his or her concerns to the attention of the Chair, or the Chair’s designee for handling conflicts, and reported to the State Ethics Commission to be vetted, as necessary.

2.4.3 Recusal. No member shall discuss or vote upon any issue which vote would place such member in conflict as prescribed in the NJ Conflict of Interest Law, and such member shall recuse himself or herself from votes in any such situation. Procedures set forth in Subchapter 7 of the NJ Recusal Rules shall be followed in any situation where it has been determined that a Member must recuse himself or herself. A copy of the Recusal Rules can be reviewed at <http://www.nj.gov/ethics/statues/rules/recusal.html>.

2.5 Vacancies. Vacancies shall be filled in the same manner in which appointed in the first instance, until resignation or reappointment. Resignations shall be made in writing to the Governor, with copies sent to the Chair and Executive Director.

ARTICLE III

OFFICERS

3.1 Chair

3.1.1 Appointment. The Governor shall designate and appoint the Chair.

3.1.2 Term. The Governor shall set the term of service of the Chair.

3.1.3 Duties. The Chair shall be responsible for assuring that the requirements of the Act and these bylaws are adhered to, and that the Commission fulfills its purpose and responsibilities under the Act.

3.1.4 Vacancy. A vacancy in the position of Chair of the Commission shall be filled in the same manner as the original appointment was made and consistent with section 3.1.1.

3.2 Executive Director

3.2.1 Selection and Approval. The Commission shall appoint a full-time Executive Director, who shall serve as the Commission’s Secretary, and Treasurer. A candidate proposed for the position shall be presented to the Commission for review and approval. A candidate that has been approved by a majority of the

members of the Commission shall then be appointed by the Chair to the position of Executive Director.

3.2.2 Term of Employment. The Executive Director shall serve at the pleasure of and for the duration specified by the Commission.

3.2.3 Duties. The Executive Director shall be qualified by training and experience to perform the duties of the position. The Executive Director may, at the direction of the Chair and approval of the Commission, utilize appropriated funds for the day-to-day operation of Commission activities including but not limited to reimbursement of Commission members costs in carrying out their charge in pre-approved designated activities. The Executive Director shall assist the Chair in assuring that the requirements of the Act and these bylaws are adhered to, and that the Commission fulfills its purpose and responsibilities under the Act.

3.2.3 Vacancy. A vacancy in the position of Executive Director shall be filled in the same manner as the original approval and appointment was made.

3.3 Elected Officers

3.3.1 Nomination and Election. The Commission may, from time to time, determine to elect additional officers as deemed necessary for the Commission to fulfill its responsibilities under the Act. Creation of such offices are at the discretion of the Chair and Executive Director. Nominations for election of officers may be made at any regular meeting of the Commission and elected by a majority vote. Only authorized, voting Members of the Commission are eligible for nomination and election to any such position.

3.3.2 Term. Each elected officer shall hold office for two years and until his/her respective successor shall be duly elected. No officer shall serve in the same position for more than **two (2)** years in succession, but may be re-appointed after he/she has not held office for **one (1)** intervening year.

3.3.3 Vacancies. If any elected office becomes vacant for any reason, the Commission shall then proceed to vote on the successor who shall hold office for the un-expired term only.

ARTICLE IV REMOVAL

4.1 Of Members. Removal of any Member of the Commission may be removed only by action taken by the Governor. The Commission may, by majority vote of the quorum present at a regular or special meeting, submit recommendations or requests to the Governor that a Member be removed from the Commission "For Cause" (as defined below). In the case outlined in Section 4.4 (d), the Chair may

direct an official correspondence to the Office of the Governor requesting removal of a member.

4.2 Of Appointed Officers. Removal of any officer appointed to the Commission by the Governor may only be effectuated by action taken by the Governor. The Commission may by majority vote of the quorum present at a regular or special meeting submit recommendations or requests to the Governor that an appointed officer be removed from the Commission “For Cause” (as defined below).

4.3 Of Elected Officers. Any officer elected by a majority vote of the Commission may be similarly removed before the officer’s term has expired upon motion and approval by a majority vote the quorum of members present at a Regular or Special Meeting of the Commission. A vote for removal of any elected officer may be made for any reasonable reason that is submitted to the Commission upon such a motion.

4.4 For Cause. For purposes of this Article IV, with respect to any Member or officer being considered by the Commission for removal, “For Cause” shall mean a member’s: (a) failure to attend or participate in at least two thirds of the scheduled regular meetings of the Commission in a twelve (12) month period; (b) failure to attend four consecutive meetings without notice. Exception may be made by the Chair on the basis of health, family, or other extenuating circumstances prior to the meeting(s) in question; (c) violation of state or federal law, including New Jersey’s Conflicts of Interest Law (defined below); or (d) illegal, unethical, or unprofessional conduct that impedes the Commission from carrying out its responsibilities.

ARTICLE V COMMITTEES

5.1. Executive Committee. The Commission may, by a majority vote, establish an Executive Committee, which shall consist of the Chair, elected officers (if any), and at least (1), but no more than two (2), Members-at-large from the Commission, which are selected by the Chair and approved by a majority vote. The Executive Committee shall meet at least in December of each year to prepare an annual report summarizing the activities of the Commission during the preceding year and to recommend activities for attention during the forthcoming year.

5.2 Bylaws Committee. The Bylaws Committee shall be composed of at least two (2) Members selected by the Chair and approved by a majority vote of the Commission. The Bylaws Committee shall at least annually review and, when deemed advisable, recommend to the Commission changes in the bylaws.

5.3. Other Committees. Other committees may be created from time to time on motion by the Chair or any Member, and approved by a majority vote. The purpose and responsibility shall be outlined at the time of creation, and shall be approved by majority vote.

ARTICLE VI MEETINGS & VOTING

6.1 Quarterly Meeting Minimum. The Commission shall meet and confer with the Office for e-HIT at least quarterly. Notice of such quarterly meetings with the Office for e-HIT shall be provided to all members in advance of such a quarterly meeting. In lieu of four (4) notices during a single calendar year, a schedule of the quarterly meetings for the year may be distributed to the members and the Office for e-HIT at one time.

6.2 Scheduled Meetings. The Commission may meet at other times at the call of the Chair and/or the Executive Director and with prior Notice provided to all Members and to the public at least 5 days in advance of such a scheduled meeting. The Chair may, at any time, cancel or select a substitute date and/or time for any scheduled meeting if the Chair determines that less than a quorum of Members would be able to participate, either in person or through electronic means providing notice to the public is given in accordance with the Open Public Meetings Act.

6.3 Special Meetings. Special Meetings of the Commission may be called upon the request of the Chair and the Executive Director.

6.4 Telephone Conference Call. Members of the Commission will be allowed to participate in meetings of the Commission by means of a land-line telephone and/or video or internet conferencing where planned and approved by the Chair. The use of such equipment shall be reserved for circumstances the Chair deems as appropriate. Advance notification of a Member's need to utilize the conference telephone must be submitted in writing and provided to the Executive Director at least 24 hours prior to the meeting. In case of emergency or circumstances beyond a Member's control, the provisions for 24-hour notice in writing may be waived by the Chair and/or the Executive Director. For scheduled meetings that are conducted by telephone conference call, a land-line telephone and public meeting room shall be utilized to allow for public attendance. All such meetings shall comply with the Open Public Meeting Act.

6.5 Quorum. The presence of a majority of the total number of members of the Commission shall constitute a "quorum" at any meeting of the Commission.

Where a maximum of nineteen (19) members have been appointed, the presence of ten (10) shall constitute a quorum; however a vacancy in any Public Member seat shall not impair the right of a quorum of the Members to exercise all the powers and perform all the duties of the Commission.

6.6 Majority vote. The Commission may take any action, at any Regular or Special Meeting of the Commission by the affirmative vote of the majority of the Voting Members at such meeting (for purposes of these bylaws, a “majority vote”) where a quorum is achieved by members in person, in simultaneous telephone, video and/or internet conferencing. All matters requiring action by the Commission shall be passed by a majority vote of the quorum of members present. (See NJSA 26:1A-137d.) A voting member abstaining from a vote shall be counted as present for the purpose of establishing a quorum. A voting member recusing from a vote shall not be counted as present for the purpose of establishing a quorum. Proxy voting is not permitted, but voting by electronic mechanism is permitted through a form established and disseminated by the Chair and/or Executive Director.

6.7 Attendance Requirements. Members will be required to attend all Commission meetings unless excused by the Chair prior to the meeting. Any Member who is absent, without notice and reasonable cause as defined in 4.4 (b), from four consecutive scheduled meetings may have the member’s name brought to the attention of the Governor for possible removal from the Commission.

6.8 Notice. Any written Notice required under these bylaws to be furnished to Members may be provided by e-mail, regular mail, fax, or telephone. Each Member shall be responsible for providing the Executive Director with accurate and updated information for his/her e-mail and mailing address.

6.9 Official Communications: Official communications to the Commission members shall be submitted to the Executive Director and/or the Chair for selection and forwarding. No other communication without communication with either the Executive Director or Chair is considered official or actionable. Unsolicited correspondence and/or information shall be reviewed by the Chair and/or Executive Director for a determination as to broader distribution or response.

ARTICLE VII

The Health Information Technology Plan

7.1 **Development.** The Office for e-HIT shall work collaboratively with the Health Information Technology Commission on the development of the Plan and submit the Plan to the Commission for the Commission’s review and approval. In collaboration with the Office for e-HIT, the Commission shall, no later than 18

months after its initial meeting and annually thereafter, submit a joint report to the Governor, and to the Legislature concerning its activities and the status, and actions taken regarding development, implementation, and oversight, of the Statewide Health Information Technology Plan.

In developing and approving a plan, the Office for e-HIT and the Commission shall consider, at a minimum, the statutory requirements as follows:

- (1) the importance of the education of the general public and health care professionals about the value of an electronic health infrastructure for improving the delivery of patient care;
- (2) the means for the creation of an effective, efficient, Statewide use of electronic health information in patient care, health care policymaking, clinical research, health care financing, and continuous quality improvements;
- (3) the means for the promotion of the use of national standards for the development of an interoperative system, including provisions relating to security, privacy, data content, structures and format, vocabulary, and transmission protocols;
- (4) the nature of proper strategic investments in equipment and other infrastructure elements that will facilitate the ongoing development of a Statewide infrastructure;
- (5) funding needs for the ongoing development of health information technology projects;
- (6) actions needed to incorporate existing health care information technology initiatives into the plan in order to avoid incompatible systems and duplicative efforts;
- (7) the proper means for the review and integration of the recommendations, findings, and conclusions of the New Jersey Health Information Security and Privacy Collaboration;
- (8) the importance of recommending steps for the proper resolution of issues related to data ownership, governance, and confidentiality and security of patient information;
- (9) the importance of promoting the deployment of health information technology in primary care provider settings; and

(10) the roles that the development and use of open-source electronic medical record software and the use of application service provider software can play in effectuating the purposes of paragraph (9) of this subsection.

7.2 Approval and Reporting of the Plan.

7.2.1. Changes. The Commission shall collaborate on the Plan with the Office for e-HIT and review and approve or provide changes to the Plan submitted by the Office for e-HIT.

7.2.2 Deadlines. The Plan shall be devised and approved no later than five years from the first meeting, December 4, 2008 with an interim report due to the Governor and the Legislature by June 2010. The Commission may approve the plan sooner than five years and submit to the Governor and the Legislature.

7.2.3 Approval. The Plan shall be approved by the Commission by a majority vote at a scheduled meeting of the Commission.

ARTICLE VIII Amendments of the Bylaws

These bylaws may be altered, amended or repealed and new bylaws adopted by motion and majority vote of the Commission at any regular or special meeting of the Commission provided Notice of the proposed alteration, amendment, or repeal was contained in the Notice of such meeting or given to each member of the Commission at a preceding meeting.

ARTICLE IX Adoption of the Bylaws

These bylaws, together with any appended rules and regulations, if adopted at any regular meeting of the Commission shall replace any previous bylaws, rules and regulations and shall become effective when approved by the Commission.
Approved by the New Jersey Health Technology Commission on July 9, 2009.

Kennedy Ganti, MD
Chair, NJHIT Commission

Jed Seltzer
Executive Director, NJHIT Commission

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Endnotes:

N.J.S.A. 26:1A-133a.-c.

N.J.S.A. 26:1A-133g.

N.J.S.A. 26:1A-135.

N.J.S.A. 26:1A-136a.

N.J.S.A. 26:1A-136b.

N.J.S.A. 26:1A-136a.

N.J.S.A. 26:1A-137f(1)-(7).

N.J.S.A. 26:1A-137a(1)-(2).

N.J.S.A. 26:1A-137a.(3).

NJSA 26:1A-137.i.

N.J.S.A. 26:1A-137.d.

N.J.S.A. 26:1A-137.d.

N.J.S.A. 26.1A-137.e.

N.J.S.A. 26:1A-137.d.

NJSA 26:1A-137d.

N.J.S.A. 26:1A-137.d.

N.J.S.A. 26:1A-137.d.