

**Value Based Payment Quality Improvement  
Advisory Committee  
Bylaws**

**1. Name and Legal Authority**

The Value-Based Payment and Quality Improvement Advisory Committee (“Committee”) is established in accordance with Texas Government Code § 531.012, 1 Texas Administrative Code § 351.821, and governed by Texas Government Code Chapter 2110 (State Agency Advisory Committees).

Under Texas Government Code § 2110.008 (Duration of Advisory Committees), the Committee will be abolished on December 31, 2023, unless 1 TAC § 351.821 is amended to provide a later date of abolition.

**2. Purpose and Role**

The Committee provides a forum to promote public-private, multi-stakeholder collaboration in support of quality improvement and value-based payment initiatives for Medicaid, other publicly funded health services, and the wider health care system.

The Committee performs the following tasks:

- A. Studies and makes recommendations regarding:
  - a) Value-based payment and quality improvement initiatives to promote better care, better outcomes, and lower costs for publicly funded health care services;
  - b) Core metrics and a data analytics framework to support value-based purchasing and quality improvement in Medicaid/CHIP;
  - c) HHSC and managed care organization incentive and disincentive programs based on value; and
  - d) The strategic direction for Medicaid/CHIP value-based programs.
  
- B. Pursues other deliverables consistent with its purpose to improve quality and efficiency in state health care services as requested by the Executive Commissioner or adopted into the work plan or bylaws of the committee.

**3. Reports**

- A. By December 31st of each fiscal year, the Committee files a written report with the Executive Commissioner that covers the meetings and activities in the immediately preceding fiscal year. The report:
  - a) Lists the meeting dates;

- b) Provides the members' attendance records;
- c) Briefly describes actions taken by the Committee;
- d) Describes how the Committee has accomplished its tasks;
- e) Summarizes the status of any rules that the Committee recommended to HHSC;
- f) Describes anticipated activities the Committee will undertake in the next fiscal year;
- g) Recommends amendments to this section, as needed; and
- h) Identifies the costs related to the Committee, including the cost of HHSC staff time spent supporting the Committee's activities and the source of funds used to support the Committee's activities.

B. By December 1st of each even-numbered year, the Committee submits a written report to the Executive Commissioner and Texas Legislature that:

- a) Describes current trends and identifies best practices in health care for value-based payment and quality improvement; and
- b) Provides recommendations consistent with the purposes of the Committee.

#### **4. Definitions**

High Level of Integrity: For purposes of these bylaws, this means that the member is honest and behaves in a morally upright way, at a level above a normal or average level, such that the public's trust in the member is warranted. A high level of integrity includes disclosing conflicts of interest as required by HHS policy and these bylaws.

TAC: Texas Administrative Code

#### **5. Membership.**

A. The Committee is composed of 19 voting members appointed by the Executive Commissioner. HHSC solicits voting members from the following categories:

1. Medicaid managed care organizations;
2. Regional Healthcare Partnerships;
3. Hospitals;
4. Physicians;
5. Nurses;
6. Pharmacies;
7. Providers of long-term services and supports;
8. Academic systems; and
9. Members from other disciplines or organizations with expertise in health care finance, delivery, or quality improvement.

The final composition of the Committee is determined by the Executive Commissioner. To the greatest extent possible, the Executive Commissioner appoints members who reflect the diversity of Texas.

Non-voting, ex officio members. The Committee may include non-voting, ex-officio agency representatives as determined by the Executive Commissioner.

## **6. Membership.**

All members except ex officio members will serve a term of four years, except when appointed to complete the remaining unexpired term of an outgoing member. Individuals may apply to serve an additional term. These terms may be served consecutively. Initial terms will be staggered so that the terms of approximately half the members expire on December 31st of each even-numbered year. Regardless of the term limit, a member serves until his or her replacement has been appointed. This ensures sufficient, appropriate representation.

## **7. Resignations and Vacancies**

If any member of the Committee wishes to resign, the member will contact, in writing, the current Chair and HHSC Committee Liaison requesting the appointment of a successor member.

In the event of a vacancy for any reason, agency staff will work with the HHS Executive Commissioner to solicit applications as appropriate to fill the vacancy with a representative of the same membership category to serve the unexpired portion of the term of the vacant position. Persons who submitted applications within the previous year through HHSC may be reconsidered for membership.

## **8. Presiding Chair and Vice-Chair**

The Committee selects from its members a Chair and Vice-Chair.

- a) The Chair serves until December 31st of each odd-numbered year. The Vice-Chair serves until December 31st of each even-numbered year.
- b) The Chair and Vice-Chair remain in their positions until the Committee elects a successor; however, the individual may not remain in office past the individual's membership term.
- c) In the event the Chair and Vice-Chair offices are vacant simultaneously, the election for Chair will precede that for Vice-Chair.

The role of the Chair and Vice-Chair is to:

- A. Report to HHSC;
- B. Participate in agenda planning and preparation for Committee meetings;
- C. Provide leadership in conducting Committee meetings;
- D. Promote, maintain, and encourage a participatory environment;
- E. Identify the need for, and work with Committee Liaison, to call meetings to accomplish the work of the Committee;
- F. Ensure the Committee adheres to its charge;
- G. Call for the establishment of subcommittees (if applicable and with approval of agency staff); and
- H. Confer with HHSC staff to acquire the support needed for Committee operations.

## **9. Committee Operations and Meetings**

### **A. Meetings**

1. The Committee meets during regular business hours at least two times per year, but no more frequently than bi-monthly, by agreement with HHSC staff.
2. The Committee is subject to Texas Government Code Chapter 551 (the Texas Open Meetings Act) as if it were a governmental body.

### **B. Quorum**

Twelve members, including both voting and non-voting members, constitutes a quorum for the purpose of transacting official business. If less than a quorum of the Committee is present, members may not vote upon action items but may take testimony and public comments so long as the meeting is being conducted in accordance with the Texas Open Meetings Act.

### **C. Voting**

1. Voting members have the right to vote on any subject that is listed on the agenda. However, members must abstain from deliberating or voting on issues that would provide monetary or other gain to the member, or the member's family, or that could present, or reasonably appear to present, a conflict of interest.
2. The Committee may determine procedural matters by majority vote of members attending the meeting or may use Robert's Rules of Order as a guide to its operations and proceedings.
3. A member may participate and, if the member is a voting member, vote by telephone conference as deemed necessary by agency staff.

4. A member, other than an ex officio or state agency representative member, may not authorize another individual to represent the member by proxy.
5. For all business except adopting or amending bylaws, a simple majority is needed on a motion duly made and seconded. (A simple majority is defined as more than half of the votes cast by persons entitled to vote who are in attendance with a quorum, excluding abstentions.)

#### D. Adoption and Revision to Bylaws

1. Bylaws will be adopted and amended pursuant to a two-thirds vote (of voting members attending the meeting) on a motion duly made and seconded.
2. Committee members or HHSC staff may propose changes to these bylaws. All proposed changes from Committee members, along with the rationale for the changes, should be submitted in writing to the HHSC Committee Liaison at least 30 days before the next Committee meeting for inclusion in the publication of the agenda in the *Texas Register* and distribution to the members for their consideration.
3. The Committee will review the Bylaws by December 31 of every even-numbered year. Committee-proposed amendments that occur as a result of the biennial review will be considered in a meeting and will be passed and become effective based on a two-thirds vote of members attending the meeting, pending review and approval by HHSC staff.
4. All proposed changes are subject to review and approval by HHSC staff.
5. The Bylaws will become effective as of the date they are adopted by the Committee. The Committee will make note of the date of the adoption of the Bylaws in its minutes. Members will sign a Statement by Members when bylaws are amended (see attached Statement).

### **10. Responsibilities of Members**

#### A. Attendance

Members are encouraged to attend all meetings in person. A member unable to attend a meeting should notify the Committee Liaison in advance. The Committee Liaison will notify the Chair and appropriate program staff. Members, other than ex officio/state agency representative members, may not send a substitute to attend a meeting in their place.

Except for ex officio members, any member missing two meetings within a one-year period with or without notice to the Committee Liaison, may be removed from the Committee.

B. Member expectations:

1. Attend meetings in person;
2. Participate in subcommittees as assigned;
3. Review agendas and other information sent by staff prior to each meeting;
4. Participate in discussions at meetings;
5. Abstain from deliberating or voting on issues that would provide monetary or other gain to the member, or the member's family, or that could present, or reasonably appear to present, a conflict of interest;
6. Attend/participate in an orientation session for the Committee;
7. Complete the Texas Open Meetings Act Training and Public Information Act Training within 90 days of appointment and submit the Certificates of Completion to the Committee Liaison. If a member has taken the trainings within the last five years, a copy of the Certificates of Completion may be submitted to the Committee Liaison in lieu of taking the trainings;
8. Sign and submit to the Committee Liaison the Statement by Members document (attached) within 30 days after appointment. This document includes a Conflict of Interest Statement and a Nondisclosure Agreement to which Committee members must agree;
9. Notify the Committee Chair and Committee Liaison if a change of status alters the category of membership that the member was filling or if any circumstance occurs that prevents the member from being able to discharge his or her duties;
10. Maintain a high level of integrity that warrants public trust, including complying with all applicable ethics guidance provided by HHSC's Ethics Officers and all aspects of the Texas Open Meetings Act and Public Information Act; and
11. Hold and maintain in strictest confidence all confidential information and all agency-generated information, including information in draft form, until such time as the information or document is released and made public, the HHS Executive Commissioner has approved the release in writing, or the HHS Ethics Policy permits release. This requirement survives the member's tenure on the Committee. In addition, the member must confirm that he or she will require the member's interpreters, attendants, or other support persons if any, to comply with this requirement. For purposes of these bylaws

and the Nondisclosure Agreement, the term “confidential information” includes all information protected by the Health Insurance Portability and Accountability Act (HIPAA), information that has commercial value or use, such as trade secrets, and information communicated in confidence by the HHS System.

Failure to comply with member expectations numbers 5-11 above by a voting member is grounds for dismissal and may result in removal from the Committee. If a non-voting member does not comply with expectation numbers 5-11, the HHS Executive Commissioner may request the agency that appointed the member to appoint another individual to the position.

C. A Committee member may not:

1. Claim or appear to represent HHSC or the Committee in any legislative or advocacy activities without written approval from the Committee Chair and the HHS Ethics Office in coordination with the HHS Government and Stakeholder Relations Office and the Committee Liaison. A member is not prohibited from discussing a report that has been formally adopted by this Committee, so long as he or she does not purport to represent HHSC. A member is not prohibited from representing him- or herself or another entity in the legislative or advocacy process.
2. Accept payment for any services offered to the member because of his or her position on the Committee.
3. Disclose confidential information or draft information (from any source including grants, requests for proposals, and contracts) acquired through his or her participation on the Committee until such time as that information or document is released and made public, the HHS Executive Commissioner has approved the release in writing, or the HHS Ethics Policy permits release. Members cannot disclose information using any form of communication including written, verbal, and social media.
4. Fail to require the member’s interpreters, attendants or support persons, if any, to keep confidential information or draft information (from any source including grants, requests for proposals, and contracts) acquired through the member’s participation on the Committee until such time as that information or document is released and made public, the HHS Executive Commissioner has approved the release in writing, or the HHS Ethics Policy permits release. This includes all forms of communication including written, verbal, and social media.

A violation of any of these items are grounds for dismissal and may result in removal from the Committee.

## **11. Removal from the Committee**

The HHS Executive Commissioner may remove a member from the Committee for the following reasons:

- A. A member votes or deliberates on an issue that would provide monetary or other gain or that presents a conflict of interest to the member, the member's family, or an entity with which the member is closely affiliated.
- B. A member refuses to sign or violates the Statement by Members, which includes the Conflict of Interest statement and Nondisclosure Agreement, or another Nondisclosure Agreement.
- C. A member does not maintain a high level of integrity that warrants public trust, including complying with all applicable ethics guidance provided by HHSC's Ethics Officers and all aspects of the Texas Open Meetings Act and Public Information Act.
- D. A member changes status that alters the category of membership that the member was filling.
- E. A member claims or appears to represent HHSC or the Committee in a legislative or advocacy activities without approval from the Committee chair and the HHS Ethics Office in coordination with the HHS Government and Stakeholder Relations Office and Committee Liaison. (A member is not prohibited from discussing a report that has been formally adopted by this Committee, so long as he or she does not purport to represent HHSC. A member is not prohibited from representing him- or herself or another entity in the legislative or advocacy process).
- F. A member receives payment for any services requested because he or she holds a position on the Committee.
- G. A member discloses confidential or draft information acquired through his or her participation on the Committee not in accordance with the Bylaws.
- H. A member fails to require his or her interpreter, attendant or support person, if any, to keep confidential any information or draft information acquired through the member's participation on the Committee as required by the Bylaws.
- I. A member, in a 12-month period, misses two meetings with or without notice to HHSC staff.
- J. The HHS Executive Commissioner may remove a member who has violated the conflict of interest provisions or made a statement in violation of the Statements by Members form. Decisions to



remove a member of the Committee due to violations of this nature will require input from HHS legal counsel.

## **12. Subcommittees**

The Chair, with the approval of agency staff, may establish subcommittees that meet at other times for purposes of studying and making recommendations on issues the Committee determines appropriate to the charge of the Committee. A subcommittee may be created for a limited period of time and will cease to exist when the assigned tasks are completed or upon determination of the HHS Executive Commissioner, or it may be a standing subcommittee. The Chair and agency staff will evaluate the need for all existing subcommittees annually.

### Subcommittee Operations and Meetings

- A. Unless otherwise noted in statute or required by a grant document, members of subcommittees are required to be members of the Committee.
- B. Except as set out in # D below, subcommittee(s) will follow the general rules of the Committee as applicable.
- C. Subcommittee(s) must keep minutes of the meetings and report back to the full body.
- D. The presence of a quorum of the full Committee at a subcommittee meeting:
  1. Constitutes a full Committee meeting that requires posting appropriate notice of the meeting as a full Committee meeting in accordance with the Texas Open Meetings Act; and
  2. Requires the subcommittee meeting to be held in compliance with the Texas Open Meetings Act to include posting appropriate notice of the subcommittee meeting.

## **13. Subject Matter Experts**

HHSC recognizes the value of subject matter experts (SMEs) to provide information to the Committee as it develops recommendations and initiatives relative to its charge(s). The primary role of a SME is to provide objective, independent information and analysis to be considered by the Committee. SME participation will be subject to the request of voting Committee members and will fall within the following guidelines:

- A. A SME may be invited to provide information on specific subjects and topics at the discretion of voting Committee members, the Chair or Vice-Chair, and HHSC staff;

- B. An invited SME may be recognized by staff, the Committee Chair, or Vice-Chair to provide information or analysis during allotted time periods at a specified Committee or subcommittee meeting;
- C. SMEs will participate in questions and answers at the direction of the staff, Committee Chair, or Vice-Chair;
- D. All SMEs will participate and serve at the pleasure of the Committee;
- E. SMEs do not hold any official capacity on the Committee or subcommittees and do not have rights of deliberation or the right to vote on any Committee activities or decisions;
- F. SMEs should disclose any conflicts of interest they may have prior to providing information to the Committee;
- G. None of the information or guidance contained in this section shall prevent any individual from participating in or providing comments to the Committee as allowed under the Texas Open Meetings Act.

#### **14. Responsibilities of Support Staff**

The HHS Quality Institute be present at and will provide reasonable administrative and technical support and coordination for all Committee and subcommittee activities. HHSC will coordinate as needed to provide the accommodations and supports needed by a Committee member requiring accommodations to enable him or her to fully participate in Committee and subcommittee meetings and activities.

Staff is expected to perform the following tasks:

- A. Develop effective working relationships with Committee members;
- B. Solicit nominations for membership in accordance with the appropriate HHS procedures;
- C. Facilitate completion of Committee legislative reports. HHSC staff may provide project management services such as developing timelines and milestones, providing an accessible report template and other report development tools, coordinating work by Committee members to draft the report, obtaining requested data and information from agency programs, and tracking progress. However, Committee members are responsible for authoring and approving the report, which does not reflect the views of HHSC or its staff.
- D. Serve as liaison between members and operating agencies' staff; and
- E. Plan, coordinate, and organize Committee and subcommittee meetings and activities, including:
  1. Schedule meeting dates and ensure meeting sites are set up;

2. Notify members of upcoming meeting dates, times, and locations;
  3. Develop agenda and support materials for each meeting;
  4. Prepare and oversee that the agenda is posted in the *Texas Register* in a timely manner and on the HHS website;
  5. Serve as point of contact for the public, including ensuring that contact information, agendas, and meeting support materials are easily accessible on the HHS website;
  6. Prepare and distribute information and materials for member review;
  7. Prepare and maintain Committee records and documentation in accordance with the HHSC records retention policy; and
- F. Coordinate as needed to provide any accommodations and supports required for a Committee member who has a disability to enable the member to fully participate in Committee meetings and activities; and
- G. Staff may perform other duties within staff discretion provided the necessary resources are available.

**15. Compensation and Travel Reimbursement**

A member of the Value-Based Payment and Quality Improvement Advisory Committee is not entitled to any compensation (stipend) or reimbursement of expenses.

Bylaws approved on       07/01/2020       by a two-thirds vote of members attending the meeting.

**Mary Dale Peterson**

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Chairperson

Printed Name

**Viral Khakkar**

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HHSC

Printed Name

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Signature

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Signature

## Statement by Members

- The Health and Human Services and the Value Based Payment Quality Improvement Advisory Committee ("Committee") are not bound in any way by any statement or action on the part of any Council member except when a statement or action is in pursuit of specific instructions from HHSC or the Committee.
- The Committee and its members may not claim or appear to represent HHSC or the Committee in any legislative or advocacy activity without approval from the Committee Chair and the HHS Ethics Office in coordination with the HHSC Government and Stakeholder Relations Office. Committee members are not prohibited from discussing a report that has been formally adopted by this Committee, so long as members do not purport to represent HHSC. Committee members are not prohibited from representing themselves or another non-state agency entity in the legislative or advocacy process.
- A Committee member may not accept payment for services that are requested because of the members' title or position on this Committee.
- A Committee member shall not accept or solicit any benefit that might reasonably tend to influence the member in the discharge of the member's official Committee duties.
- A Committee member shall not knowingly solicit, accept, or agree to accept any benefit for having exercised the member's official powers or duties in favor of another person.
- A Committee member shall complete the Texas Open Meetings Act Training and the Public Information Act Training within 90 days of appointment and submit the Certificates of Completion to the Committee Liaison. If a member has taken the training within the last five years, a copy of the Certificate of Completion may be submitted to the Committee Liaison in lieu of taking the training.
- Nondisclosure agreement. A Committee member may not disclose confidential information or agency-generated information, including information in draft form acquired through his or her Committee membership, unless HHSC has released and made public the information or document, the HHS Executive Commissioner has approved the release in writing, or the HHS Ethics Policy permits release. This requirement survives the member's tenure on the Council. In addition, the member must confirm that he or she will require the member's interpreters, attendants or support persons, if any, to comply with this requirement. For purposes of the Nondisclosure Agreement, the term "confidential information" includes all information protected by the Health Insurance Portability and Accountability Act (HIPAA), information that has commercial value or use, such as trade secrets, and information communicated in confidence by the HHS System.
- Conflict of Interest Statement. I agree to disclose any personal or private interest that myself or my family have in a measure, proposal, or decision pending before Health and Human Services ("Personal or private interest" does not include the member's engagement in a profession, trade, or occupation when the member's interest is the same as all others similarly engaged in the profession, trade, or occupation, or if the member merely provides a personal experience, with no personal or private financial interest, in giving feedback on the subject matter.) If there is a direct personal or financial interest in a motion under consideration, I further agree to disclose that fact in a public meeting and will recuse myself from any Committee deliberations or decisions on that matter.

I have been provided a copy of the Value Based Payment Quality Improvement Advisory Committee bylaws. I understand that as a member of the Committee I must adhere to the bylaws.

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Advisory Committee Member Signature

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Date

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Printed Name

## Revisions Tracking Page

<b>Document Version #</b>	<b>Revision Date</b>	<b>Revisions / Purpose</b>	<b>Author</b>
1	6/20/2020	Revisions made to bylaws	Viral Khakkar
2	7/01/2020	Revised bylaws approved at 7/01/2020 committee meeting	Viral Khakkar