

Laurel Pickering, MPH

Laurel Pickering is President & CEO of Northeast Business Group on Health (NEBGH), a 200 member business coalition representing over 1 million covered lives, committed to market-based health care reform, quality improvement and value-based purchasing. NEBGH also provides the employer's perspective on current health care issues to legislators and healthcare organizations. During her tenure at NEBGH, Ms Pickering has focused on mobilizing the business community to drive improvement in healthcare, providing access to health insurance for small businesses by creating a health insurance exchange and organizing health plans to work together to improve quality and value. Recent initiatives include the New York Metro Mental Health Collaborative *One Voice*, the *Private Exchange Evaluation Collaborative* and the *Solutions Center*. Ms. Pickering is Chair of the Board of Directors of the NEBGH subsidiary, *HealthPass*, a health insurance exchange for small businesses. NEBGH leads the Leapfrog Group regional rollout in the NY Metro area and Ms. Pickering is overseeing that initiative.

Ms. Pickering currently serves on the Board of Directors of National Quality Forum, The Leapfrog Group, Health Republic, National Business Coalition on Health, and the Foundation for Art & Healing, and the Commissioner of NYC Department of Health and Mental Hygiene's Advisory Council. She was selected as one of New York's rising stars by *Crain's* and featured in the 2007 40 Under 40 issue.

Ms. Pickering received her BA in Anthropology from SUNY Albany and MPH from Emory University.



Lewis G. Sandy, MD, FACP

Lewis G. Sandy, M.D., is Executive Vice President, Clinical Advancement, UnitedHealth Group (a Fortune 25 diversified health and well-being company dedicated to helping people live healthier lives). At UnitedHealth Group he focuses on clinical innovation, payment/delivery reforms to modernize our health care system, and physician collaboration. He also is a Principal in the UnitedHealth Center for Health Reform and Modernization, with a focus on payment/delivery innovation and policy. From 2003 to 2007, he was EVP and Chief Medical Officer of UnitedHealthcare, UnitedHealth Group's largest business focusing on the employer/individual health benefits market. From 1997 to 2003, he was EVP of The Robert Wood Johnson Foundation. At RWJF, he was responsible for the Foundation's program development and management, strategic planning and administrative operations. Prior to this, Dr. Sandy was a program VP of the Foundation, focusing on the Foundation's workforce, health policy, and chronic care initiatives. An internist and former health center medical director at the Harvard Community Health Plan in Boston, Massachusetts, Dr. Sandy received his B.S. and M.D. degrees from the University of Michigan and an M.B.A. degree from Stanford University. A former RWJF Clinical Scholar and Clinical Fellow in Medicine at the University of California, San Francisco, Dr. Sandy served his internship and residency at the Beth Israel Hospital in Boston. He is a Senior Fellow of the University of Minnesota School of Public Health, Department of Health Policy and Management.

Bio for Kirsten A. Sloan

Kirsten Sloan is Senior Policy Director for the American Cancer Society's Cancer Action Network (ACS CAN). In this capacity she manages a team of six senior policy principals and analysts with a focus on access to care, emerging science and prevention.

Prior to joining ACS CAN Kirsten was Vice President of the National Partnership for Women & Families with responsibility for the organization's multi-faceted health portfolio. Kirsten was also Director of Federal Health Issues for AARP. In that role, she served as chief health lobbyist and managed a team of senior lobbyists in AARP's Government Relations Department. Kirsten and her team worked directly with Congress and the Administration on advancing AARP's key health care priorities including Medicare, prescription drugs, long-term care, Medicaid, managed care, health insurance, and health care quality.

Earlier in her career at AARP, Sloan worked as the National Coordinator for Health Issues, Health Team Deputy Director, Medicare lobbyist, and as Legislative Specialist with a focus on the Catastrophic Coverage Act. Prior to AARP, Kirsten was the Legislative Aide for Congressman Norm Dicks (D-WA) and was responsible for health care appropriations and aging issues.

Kirsten Sloan is a graduate of the University of Washington in Seattle, WA. She currently resides in Washington, D.C.



**Meeting of the Board of Directors
July 23, 2014**

A meeting of the Board of Directors of the National Quality Forum (NQF) was held on July 23, 2014, at NQF's offices.

Participants

Board Members Attending: Helen Darling (Chair); Lawrence Becker (Treasurer); Peter Briss (CDC Designee); Christine Cassel (President & CEO); Jim Chase; Jack Cochran; Patrick Conway (CMS Designee); Maureen Corry; Carol Cronin; Leonardo Cuello; Joyce Dubow; Liz Fowler; Bob Galvin; Marge Ginsburg; Kate Goodrich (CMS Designee); Deborah Parham Hopson (HRSA Designee); Ardis Hoven; Karen Ignagni; Don Kemper; Bill Kramer; Harold Miller; Dolores Mitchell; Elizabeth Mitchell; Mary Naylor; Debra Ness; Louise Probst; David Shahian; Bruce Siegel; John Tooker; Rich Umbdenstock (Vice Chair); Nancy Wilson (AHRQ Designee)

Non-Voting Ex Officio Board Members Attending: Cristie Upshaw Travis (CSAC Chair); Paul Tang (HITAC Chair)

Board Members Not Attending: Bill Roper

NQF Staff: Karen Adams; Helen Burstin; Neal Comstock; Ann Greiner; Ann Hammersmith (General Counsel and Corporation Secretary); Brendan Mullen; Nicole Silverman; Kyle Vickers

CLOSED SESSION

The Board met in closed session at 8:30 a.m. and considered the following matters:

- the Finance and Audit Committee report;
- the Dashboard, which will track key indicators regarding NQF's performance;
- nominations for the Board of Directors;
- the Consensus Task Force Progress Report;
- the Measure Incubator; and
- technical details of the Report on the Risk Adjustment for Socioeconomic Status or Other Sociodemographic factors.

The Board took the following actions:

ACTION: Approved NQF's IRS Form 990 for filing.

ACTION: Approved third terms for current Board members Larry Becker, Helen Darling, and Rich Umbdenstock.

ACTION: Approved the Board slate for 2014, as follows:

Name of Nominee	Stakeholder Group
Larry Becker	Consumer/Purchaser
Leonardo Cuello	Consumer/Purchaser
Helen Darling	Consumer/Purchaser
Donald Kemper	Other
Laurel Pickering	Consumer/Purchaser
Lewis G. Sandy	Other
Kirsten Sloan	Consumer/Purchaser
Rich Umbdenstock	Other

ACTION: Approved the proposed Measure Applications Partnership (MAP) roster for 2014, which appears as **Attachment A** to these minutes. The roster was corrected to substitute SAMHSA for AHRQ as a federal liaison to the Post-Acute Care/Long-Term Care Workgroup.

OPEN SESSION

The Board began its open session at 12:30 p.m.

Welcome and Approval of Minutes

Helen Darling, Chair, reported the actions taken by the Board during its closed session.

ACTION: The Board approved the minutes of the March 26, 2014 and May 29, 2014 Board meetings.

Revision of NQF's Articles of Incorporation

Debra Ness, Chair of the Governance Committee, addressed the work done by the Committee and its changing role. Ms. Ness stated that the Governance Committee will review its responsibilities in the coming year and seek to lead the work necessary to ensure a Board that functions effectively.

Ms. Ness reviewed the proposed Articles of Amendment to NQF's Articles of Incorporation. These changes are designed to align NQF's Articles of Incorporation with best practices and to reflect changes in NQF's operation.

ACTION: The Board approved the Articles of Amendment to NQF's Articles of Incorporation. The Articles of Amendment as approved appear as **Attachment B** to these minutes.

Bylaws Revision

Debra Ness, Governance Committee Chair, explained the approach to revising NQF's Bylaws. Ms. Ness reminded the Board of its decision to keep NQF's governing documents as streamlined as possible so that the Bylaws contain only information required by DC law or language that allows us to take advantage of options under DC law. The highlights of these changes include:

- Stating that a majority vote of all directors then in office is necessary to appoint members to Board standing committees;
- Deleting the Bylaws provision regarding dissolution of the corporation as those requirements are set by DC and the current bylaws provision does not comport with DC law;
- Streamlining Board selection by eliminating the member vote for the Board slate; and
- Integrating compensation oversight into the Executive Committee, thereby eliminating the need for a separate Compensation Committee.

ACTION: The Board approved the revisions to NQF's Bylaws, with the following correction noted: Section 9.3(a) should reference the Executive Committee instead of the Governance Committee. The revised bylaws appear in redline as **Attachment C**.

Risk Adjustment for Socioeconomic Status or Other Sociodemographic Factors

Dr. Helen Burstin, NQF's Chief Scientific Officer, and Cristie Upshaw Travis, CSAC Chair, summarized the issues raised at the CSAC level. CSAC member who opposed risk adjustment for SES status or other SDS factors were concerned that some providers do deliver poor quality care to disadvantaged patients. A risk adjustment such as the one under consideration could make those differences disappear and worse outcomes could be expected.

The CSAC also expressed concern about a lack of adequate data in order to adjust for SDS and some prefer a more payment-oriented approach. The CSAC noted that a score by itself would not indicate disparities and that adjusted measures would need to include specifications for stratification. Some believe that risk adjustment would not be helpful because that could lead to further negative financial incentives for hospitals already taking care of the disadvantaged.

Cristie Upshaw Travis, CSAC Chair, explained the CSAC recommendations regarding SDS adjustment. The CSAC recommended a trial period for SDS adjustment to determine the impact of adjustment on the measure system. Risk-adjusted measures can come through the trial period and be endorsed. Clinically adjusted measures that don't include SDS risk adjustment can also come through the process during the trial period. Existing endorsed measures that are clinically adjusted would remain endorsed.

The CSAC further recommends that NQF staff and the CSAC develop the details for the trial period. The CSAC recommends the appointment of a standing disparities committee to assist with the trial period. While not an official recommendation, the CSAC did express concern about the impact of non-SDS adjusted measures on accessing quality of care for disadvantaged patients.

Board members discussed and refined the CSAC recommendations.

ACTION: The Board approved the following recommendations regarding a trial period for SDS-adjusted measures:

- NQF should proceed with a trial period for SDS adjustment prior to a permanent change in NQF policy.
- NQF should proceed with a robust trial of a defined period comparing SDS adjusted and clinically adjusted measures to generate knowledge that informs policy.

Briefing on Measure Incubator

Dr. Cassel discussed NQF's work on the Measure Incubator. She noted that the Executive Committee and the Incubator Advisory Group, which consists of Board members, have worked closely with staff and NQF's consultant, Sheila Leatherman. NQF continues to explore creating an Incubator that would accelerate measure development and fill measure gaps. A successful Measure Incubator would advance measurement science and bring the right people together to create measures. Dr. Cassel stated that NQF has spoken with several foundations and health care organizations regarding contributing to the success of the Measure Incubator. Dr. Cassel then asked Dr. Bob Galvin, Chair of the Incubator Advisory Group, for his insights regarding the Measure Incubator.

Dr. Galvin stated that he and the other members of the Incubator Advisory Group – Jim Chase and Joyce Dubow – have worked to help construct the Incubator with an eye to keeping measure endorsement and measure incubation separate. The group has also closely examined methods for resolving potential conflicts of interest.

Public Affairs Update

Ann Greiner, Vice President for Public Affairs, stated that NQF's work with Stand for Quality resulted in level funding for NQF through March 31, 2015. NQF has spent a great deal of time building relationships

on both the House and Senate sides, including educating staffers about NQF and its work. Ms. Greiner thanked Debra Ness and Chip Kahn for their work to re-energize Stand for Quality.

Public Comment

Steve Lipstein, President and CEO of BJC Healthcare, called in to make a comment. He stated that he was on NQF's expert panel on sociodemographic risk adjustment. Mr. Lipstein asked if trial periods would become the "new gold standard" in NQF's endorsement practices. Mr. Lipstein stated that if the trial period is a good idea in one instance, then it should be considered for inclusion before the Board endorses any new measures.

Ricca Prasad, Research Assistant at the National Association of Community Health Centers, commented that her organization is creating a tool to measure social risk for patients at their member health centers. Ms. Prasad noted that she has encountered other organizations that are dealing with similar issues surrounding risk adjustment and that those organizations are very open to working together on this topic. Ms. Prasad also shared that her organization is trying to obtain payment for "enabling services" as a wrap-around payment rather than being part of a risk adjustment model. Finally, Ms. Prasad encouraged striking the balance between limiting complexity but not masking disparities.

The Board considered no other business and the meeting adjourned at 2:17 p.m.

Respectfully submitted,

Ann F. Hammersmith
Corporation Secretary

Measure Applications Partnership Coordinating Committee

COMMITTEE CO-CHAIRS (VOTING)

[George Isham, MD, MS](#)

[Elizabeth McGlynn, PhD, MPP](#)

ORGANIZATIONAL MEMBERS (VOTING)

AARP

Academy of Managed Care Pharmacy

AdvaMed

AFL-CIO

America's Health Insurance Plans

American Board of Medical Specialties

American College of Physicians

American College of Surgeons

American Hospital Association

American Medical Association

American Medical Group Association

American Nurses Association

Blue Cross and Blue Shield Association

Catalyst for Payment Reform

Consumers Union

Federation of American Hospitals

Healthcare Financial Management Association

Health Information Management Systems Society (HIMSS)

The Joint Commission

LeadingAge

Maine Health Management Coalition

National Alliance for Caregiving

National Association of Medicaid Directors
National Business Group on Health
National Committee for Quality Assurance
National Partnership for Women and Families
Pacific Business Group on Health
Pharmaceutical Research and Manufacturers of America

INDIVIDUAL SUBJECT MATTER EXPERTS (VOTING)

[Bobbie Berkowitz, PhD, RN, CNAA, FAAN](#)

[Marshall Chin, MD, MPH, FACP](#)

[Harold Pincus, MD](#)

[Carol Raphael, MPA](#)

FEDERAL GOVERNMENT LIAISONS (NON-VOTING)

Centers for Medicare & Medicaid Services
Agency for Healthcare Research and Quality
Centers for Disease Control & Prevention
Office of the National Coordinator for Health Information Technology

Measure Applications Partnership Clinician Workgroup

COMMITTEE CHAIR (VOTING)

[Mark B. McClellan, MD, PhD](#)

Vice Chair TBD by end of 2014

ORGANIZATIONAL MEMBERS (VOTING)

The Alliance

American Academy of Family Physicians

American Academy of Nurse Practitioners

American Academy of Pediatrics

Association of American Medical Colleges

American College of Cardiology

American College of Emergency Physicians

American College of Radiology

Center for Patient Partnerships

Consumers' CHECKBOOK

Kaiser Permanente

March of Dimes

Minnesota Community Measurement

National Business Coalition on Health

National Center for Interprofessional Practice and Education

Pacific Business Group on Health

Patient-Centered Primary Care Collaborative

Physician Consortium for Performance Improvement

Wellpoint

INDIVIDUAL SUBJECT MATTER EXPERTS (VOTING)

[Luther Clark, MD](#)

[Constance Dahlin, MSN, ANP-BC, ACHPN, FPCN, FAAN](#)

[Eric Whitacre, MD, FACS](#)

FEDERAL GOVERNMENT LIAISONS (NON-VOTING)

Centers for Medicare & Medicaid Services

Centers for Disease Control & Prevention

Health Resources and Services Administration

Measure Applications Partnership Dual Eligible Beneficiaries Workgroup

COMMITTEE CHAIRS (VOTING)

[Alice Lind, RN, MPH \(Chair\)](#)

[Jennie Chin Hansen, RN, MS, FAAN \(Vice-Chair\)](#)

ORGANIZATIONAL MEMBERS (VOTING)

AARP Public Policy Institute

America's Essential Hospitals

American Federation of State, County and Municipal Employees

American Geriatrics Society

American Medical Directors Association

Center for Medicare Advocacy

Consortium for Citizens with Disabilities

Humana, Inc.

iCare

National Association of Social Workers

National PACE Association

SNP Alliance

INDIVIDUAL SUBJECT MATTER EXPERTS (VOTING)

[Mady Chalk, MSW, PhD](#)

[Anne Cohen, MPH](#)

[James Dunford, MD](#)

[Nancy Hanrahan, PhD, RN, FAAN](#)

[K. Charlie Lakin, PhD](#)

[Ruth Perry, MD](#)

[Gail Stuart, PhD, RN](#)

FEDERAL GOVERNMENT LIAISONS (NON-VOTING)

Vanessa Day (CMS)

DEB Potter (AHRQ)

Jamie Kendall (ACL)

Measure Applications Partnership Hospital Workgroup

COMMITTEE CHAIRS (VOTING)

[Frank G. Opelka, MD, FACS \(Chair\)](#)

[Ronald S. Walters, MD, MBA, MHA, MS \(Vice-Chair\)](#)

ORGANIZATIONAL MEMBERS (VOTING)

Alliance of Dedicated Cancer Centers

America's Essential Hospitals

American Federation of Teachers Healthcare

American Hospital Association

American Organization of Nurse Executives

ASC Quality Collaboration

Blue Cross Blue Shield of Massachusetts

Children's Hospital Association

Memphis Business Group on Health

Mothers Against Medical Error

National Coalition for Cancer Survivorship

National Rural Health Association

Pharmacy Quality Alliance

Premier, Inc.

Project Patient Care

Service Employees International Union

St. Louis Area Business Health Coalition

INDIVIDUAL SUBJECT MATTER EXPERTS (VOTING)

[Dana Alexander, RN, MSN, MBA](#)

[Jack Fowler, Jr., PhD](#)

[Mitchell Levy, MD, FCCM](#)

[Dolores Mitchell, MSHA, RN, CCM, FACHE](#)

[R. Sean Morrison, MD](#)

[Michael Phelan, MD, FACEP](#)

[Ann Marie Sullivan, MD](#)

FEDERAL GOVERNMENT LIAISONS (NON-VOTING)

Centers for Medicare & Medicaid Services

Agency for Healthcare Research and Quality

Centers for Disease Control & Prevention

Measure Applications Partnership Post-Acute Care/Long-Term Care Workgroup

COMMITTEE CHAIR (VOTING)

[Carol Raphael, MPA](#)

Vice Chair TBD by end of 2014

COMMITTEE MEMBERS (VOTING)

Aetna

American Medical Rehabilitation Providers Association

American Occupational Therapy Association

American Physical Therapy Association

American Society of Consultant Pharmacists

Caregiver Action Network

Johns Hopkins University School of Medicine

Kidney Care Partners

Kindred Healthcare

National Consumer Voice for Quality Long-Term Care

National Hospice and Palliative Care Organization

National Pressure Ulcer Advisory Panel

National Transitions of Care Coalition

Providence Health & Services

Service Employees International Union

Visiting Nurses Association of America

INDIVIDUAL SUBJECT MATTER EXPERTS (VOTING)

[Louis Diamond, MBChB, FCP \(SA\), FACP, FHIMSS](#)

[Gerri Lamb, PhD](#)

[Marc Leib, MD, JD](#)

[Debra Saliba, MD, MPH](#)

[Thomas von Sternberg, MD](#)

FEDERAL GOVERNMENT LIAISONS (NON-VOTING)

Centers for Medicare & Medicaid Services

Substance Abuse and Mental Health Services Administration

Office of the National Coordinator for Health Information Technology

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF THE
NATIONAL QUALITY FORUM**

To the Department of Consumer
and Regulatory Affairs
District of Columbia:

Under the provisions of Title 29, Chapter Four of the District of Columbia Code (the District of Columbia Nonprofit Corporation Act of 2010 (the “Act”)), the undersigned domestic nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation and,

DOES HEREBY CERTIFY THAT:

1. The name of the corporation is the National Quality Forum (referred to below as “Corporation”).
2. The following amendments to the Articles of Incorporation were duly adopted by the Corporation in accordance with the requirements of the Act:
 - A. Article THIRD is hereby amended by replacing the existing provision with the following:

THIRD: The Corporation is incorporated as a nonprofit corporation under the Act and is hereby organized for the following purposes:

 1. To improve health and health care quality through measurement and collaboration; and
 2. To make charitable contributions and grants to nonprofit organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the “IRC”), as well as governmental units and other nonprofit organizations, that promote and further the purposes described in Section 1 above; and
 3. To exercise any other powers conferred upon corporations organized pursuant to the provisions of the Act; provided, however, that
 - a. The Corporation is organized exclusively for charitable, educational, scientific, and religious purposes, including, for such

purposes, the making of distributions to organizations exempt from federal income tax under IRC Section 501(c)(3); and

- b. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under IRC Section 501(c)(3); or (ii) by a corporation contributions to which are deductible under IRC Section 170(c)(2).

B. Article FIFTH is hereby amended by replacing the existing provision with the following:

FIFTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The number of directors and the manner of election or appointment of the directors shall be as provided in the Bylaws.

C. Article SIXTH is hereby deleted in its entirety.

D. Article SEVENTH is hereby amended by replacing the existing provision with the following:

SEVENTH: Other lawful provisions for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the Corporation or its directors are as follows:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private shareholder or individual, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, except as authorized under the Code (or any future Internal Revenue law).
3. Upon the dissolution of the Corporation, and after paying or making provision for the payment of all of the liabilities of the Corporation, all assets of the Corporation shall be distributed for one (1) or more of the Corporation's exempt purposes within the meaning of IRC Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose, in such manner as the Board of Directors shall determine.

3. The foregoing Amendments were adopted on the following date: _____.

4. The foregoing Amendments were duly approved by the members of the Corporation in the manner required by Title 29 of the D.C. Code and by the Corporation's Articles of Incorporation and Bylaws.

[Signatures appear on the following pages]

IN WITNESS WHEREOF, the undersigned have signed and attested to these Articles of Amendment of the dates written below. These Articles of Amendment may be executed in separate counterparts.

By: _____
President

Date: _____

Attest: _____
Secretary/Treasurer

Date: _____

ATTACHMENT C

**AMENDED AND RESTATED
BYLAWS
As of ~~November 16, 2011~~ July 23, 2014
NATIONAL QUALITY FORUM
A District of Columbia Nonprofit Corporation**

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BYLAWS
NATIONAL QUALITY FORUM

ARTICLE I

NAME

Section 1.1. NAME. The name of the corporation is the National Quality Forum (the "Corporation").

ARTICLE II

REGISTERED OFFICE AND RESIDENT AGENT

Section 2.1. REGISTERED OFFICE. The Corporation shall continuously maintain a registered office in the District of Columbia, as specified in the Articles of Incorporation, which may be, but need not be, the same as its principal office.

Section 2.2. RESIDENT AGENT. The Corporation shall have a registered agent, as specified in the Articles of Incorporation, which may be either an individual resident of the District of Columbia whose business office is identical with such registered office or a domestic or foreign corporation authorized to conduct business in the District of Columbia and having an office identical with such registered office.

ARTICLE III

PURPOSE, POWERS, AND OPERATIONS

Section 3.1. PURPOSE AND POWERS. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue law) and the District of Columbia Nonprofit Corporation Act (the "Act").

In furtherance of its purposes, the Corporation has adopted a three pronged mission to improve the quality of American health care by:

- (a) Building consensus on national priorities and goals for performance improvement, and working in partnership to achieve them;
- (b) endorsing national consensus standards for measuring and publicly reporting on performance; and
- (c) promoting the attainment of national goals through education and outreach programs.

In furthering its charitable and educational purposes and fulfilling its mission, the Corporation shall have the power to do anything else that the Corporation may be authorized to do under the Act and that is consistent with its tax-exempt status under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law).

Section 3.2. LIMITATIONS ON POWERS. In the course of the operations of the Corporation:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private shareholder or individual, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, except as authorized under the Code (or any future Internal Revenue law);
- (c) Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by: (1) a corporation exempt from federal income tax because it is described in Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law); (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; or (3) a corporation which is not a private foundation under Section 509(a) of the Code.

ARTICLE IV

MEMBERSHIP AND MEMBERSHIP COUNCILS

Section 4.1. MEMBERSHIP. Members shall have only those rights and obligations set forth in these Bylaws and shall not be "members" of the Corporation within the meaning of Section 29-301.02 of the Act. The Corporation shall have the following classes of members:

(a) ORGANIZATIONAL MEMBERS. Membership in the Corporation as an organizational member shall be open to organizations engaged in or concerned about health care quality improvement, measurement, or reporting. Organizational members may be national, state, regional, or local organizations including but not limited to organizations representing consumers, public and private purchasers, health care professionals, facilities, plans and systems, accrediting bodies, labor unions, state and local governments, supporting industries, health care systems and hospitals, managed care organizations, physician group practices, and other organizations involved in health research, public health, or quality improvement. Organizational members shall be voting members.

(b) INDIVIDUAL MEMBERS. Membership in the Corporation as an individual member shall be open to individual persons. Individual members shall be non-voting members.

~~(c) VOTING RIGHTS. Voting members shall have the right each year to elect, by two-thirds (2/3) majority of those who cast a vote, directors to serve on the Corporation's Board of Directors by voting to approve a slate of nominees proposed by the Nominating Committee as described in Section 9.5(a) and approved by the Board. The Corporation shall have the right to use electronic means of voting to the maximum extent permitted by the Act.~~

Section 4.2. APPLICATION FOR MEMBERSHIP. An entity or person that wishes to join the membership of the Corporation shall make formal application to the Corporation for acceptance. Membership applications will be reviewed and may be approved by the Corporation's staff according to a defined set of rules and established procedures. If, at the time of application, an organization determines that it cannot afford the membership dues described in Section 4.3, that organization may apply to the

Governance Committee for a reduction in dues as part of its membership application. Requests for dues reductions or other variations from established rules and procedures must be approved by the Governance Committee.

Section 4.3. MEMBERSHIP DUES.

(a) ORGANIZATIONAL MEMBER DUES. Each organizational member shall pay annual dues according to a fee schedule determined by the Board of Directors after consultation with the Finance and Audit Committee. The failure to pay such dues shall be cause for suspension of membership in the Corporation. In the event that an organizational member cannot afford the annual dues, it may apply to the Governance Committee for a reduction in dues. Any such reduction approved by the Governance Committee shall remain in effect until such time as the Governance Committee makes a different determination.

(b) INDIVIDUAL MEMBER DUES. Each individual member shall pay annual dues in an amount to be determined by the Board of Directors. The failure to pay such dues shall be cause for suspension of membership in the Corporation. In the event that an individual member cannot afford the annual dues, it may apply to the Governance Committee for a reduction in dues. Any such reduction approved by the Governance Committee shall remain in effect until such time as the Governance Committee makes a different determination.

Section 4.4. RESIGNATION OF MEMBERS. A member may resign its membership in the Corporation by written notice to the Governance Committee. The Corporation shall not refund any resigning member any portion of its membership dues.

Section 4.5. SUSPENSION AND EXPULSION OF MEMBERS. The Board of Directors, in its discretion and by the affirmative two-thirds (2/3) vote of directors then in office, may suspend or expel any member with or without cause. The Board of Directors may adopt specific procedures for suspension and expulsion. If such procedures are adopted, the Board of Directors shall distribute these procedures to all members. During a suspension period, the voting rights, if any, of a member, including any voting rights on a Member Council, shall be suspended. Upon expulsion, a member shall no longer be considered in good standing.

Section 4.6. MEMBER COUNCILS. The Corporation shall maintain the following Member Councils:

- (a) Purchaser Council;
- (b) Consumer Council;
- (c) Health Professional Council;
- (d) Quality Measurement, Research, and Improvement Council;
- (e) Provider Organization Council
- (f) Supplier and Industry Council
- (g) Health Plan Council
- (h) Public/Community Health Agency Council

Section 4.7. FUNCTIONS. The functions of the Member Councils shall include, but not be limited to:

- (a) promoting communication within and among Member Councils to share ideas and best practices, and enhance coordination to advance quality measurement and reporting;
- (b) communicating the views of the membership of the Corporation regarding priorities, policies, and administration of the Corporation to the Board of Directors and standing and advisory committees; and
- (c) building consensus and communicating Council members' views to the Consensus Standards Approval Committee.

Section 4.8. PARTICIPATION. Only members of the Corporation may participate in a Member Council. In accord with procedures established by each Member Council, each voting member shall have one (1) vote as a participant in a Member Council in electing a Council Chair and in establishing Council policies. A member may participate on one (1) or more Member Councils, but, in the case of voting members, may exercise voting rights in only one (1) Member Council. Each voting member shall request in writing the Member Council in which it wishes to vote. Once such request has been made, the voting member may not change where they vote until the subsequent calendar year. Final decisions regarding Council assignment shall be made by the Governance Committee of the Board of Directors.

Section 4.9. POLICIES AND PROCEDURES. Each Member Council, in consultation with the Corporation's management, shall establish its own operating procedures consistent with the Articles of Incorporation, these Bylaws, and the Act, which shall be submitted to the Board of Directors for approval. Member Council policies and procedures shall be designed to encourage broad and open debate and participation. In addition to approval by the Board of Directors, policies and procedures of each Member Council shall be subject to fiscal management and oversight by the Corporation's management. Changes to the operating procedures of a Member Council shall require the approval of the Board of Directors.

Section 4.10. MEMBER COUNCIL OFFICERS. Each Member Council shall elect a Council Chair, and such other officers as it shall choose, in accordance with its Board-approved policies and procedures. Officers of a Member Council must be voting members. Council Chairs may serve a maximum of two (2) two-year terms. Initially, four (4) Councils would elect leaders to three (3) year terms and four (4) Councils would elect leaders to two (2) year terms, the selection to occur by random draw.

Section 4.11. ANNUAL REPORT. Each Member Council shall report annually to the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. POWER AND RESPONSIBILITY. The Board of Directors shall have those rights and obligations authorized under Section 29-301.18 to 29-301.23 of the Act (regarding corporations that do not have "members" within the meaning of the Act). Except as otherwise provided in the Articles of Incorporation, these Bylaws, or the Act, the Board of Directors (sometimes referred to as the "Board") shall have full and complete responsibility for managing the property, affairs, business, and concerns of the Corporation in a manner consistent with the applicable statutes and regulations of the District of Columbia, and to the extent the Corporation does business in any other state, the applicable laws and regulations in those states. The duties of the Board shall include, but not be limited to, approving the Corporation's annual budget; approving the Corporation's financing strategy; hiring, reviewing the performance of, and terminating the Corporation's President; overseeing decisions of the Nominating, Finance, Executive, and

Governance Committees; establishing and overseeing the performance of the standing, advisory, and ad hoc committees; and establishing policies regarding membership in the Corporation and membership activities. In addition, the Board of Directors shall be responsible for:

- (a) deciding policy and strategic issues;
- (b) collaborating with Member Council Chairs, Priorities Partners, the Consensus Standards Approval Committee, and the Leadership Network to further the Corporation's mission;
- (c) fulfilling its governance, oversight, and fiduciary responsibilities to the Corporation; and
- (d) final judgment about the endorsement of core measures based on recommendations by the Consensus Standards Approval Committee.

Section 5.2. COMPOSITION. The Board of Directors shall consist of between twenty-seven (27) and thirty-seven (37) directors. The actual number shall be set from time to time by resolution of the Board of Directors. Directors shall have the expertise, credibility, diversity and integrity to develop and implement a national strategy for health care quality measurement and reporting. Directors shall have demonstrated the highest levels of leadership in one of the following areas: consumer or patient rights/interests; business, including purchasing of health care; health care delivery; quality improvement, measurement, or reporting; and health care or public policy. Directors shall also have the following qualifications: demonstrated commitment to quality improvement; ability to evaluate the technical, political, financial, and policy issues that come before the Board of Directors; capacity to serve as an effective advocate for the Corporation; and openness to new ideas and innovation. Directors shall serve in their individual capacities and not as representatives of stakeholders. Affiliation with a member organization shall not be a prerequisite to service on the Board of Directors.

(a) Voting Directors. There shall be between twenty-five (25) and thirty-five (35) directors, each of whom shall have the right to vote. The directors shall consist of the following:

- (i) The President of the Corporation, who shall serve ex officio;
- (ii) One (1) representative of the Centers for Medicare and Medicaid Services ("CMS");
- (iii) One (1) representative of the Agency for Healthcare Research and Quality ("AHRQ");
- (iv) One (1) representative of the National Institutes of Health ("NIH"); and
- (v) One (1) representative of the Centers for Disease Control and Prevention ("CDC");
- (vi) One (1) representative of the Health Resources and Services Administration ("HRSA"); and
- (vii) Between twenty one (21) and thirty one (31) directors nominated by the Nominating Committee and, approved by the a a majority vote of all Directors then in office Board, and elected by the Organizational Members. Of these twenty one (21) to thirty one (31) directors, a simple majority shall have a consumer or health care purchaser perspective. The remaining directors shall be chosen based on the criteria set forth in this Section 5.2.

(b) Non-Voting Directors. There shall be two (2) ex officio non-voting directors:

- (i) The Chair of the Consensus Standards Approval Committee;

- (ii) The Chair of the Leadership Network; and
- (iii) The Chair of the Health Information Technology Advisory Committee.

Section 5.3. TERM. Directors, other than the President and the CMS, AHRQ, NIH, CDC, and HRSA representatives, shall serve staggered terms of three (3) years, approximately one-third (1/3) of the total number of directors to be elected each year. To begin this staggering of election, one-third (1/3) of the directors shall be assigned an initial term of two (2) years, one-third (1/3) shall be assigned an initial term of three (3) years, and one-third (1/3) shall be assigned an initial term of four (4) years. The initial terms shall commence on September 28, 2007. Assignment of the initial terms shall be made by the Governance Committee.

The President shall serve ex officio. The CMS, AHRQ, NIH, CDC, and HRSA representatives shall serve until he/she (1) is no longer affiliated with the organization he/she represents, (2) the organization he/she represents no longer holds a designated seat on the Board of Directors, or (3) such organization elects, or is directed by the Board of Directors, to change its representative. Other directors may serve two consecutive 3-year terms. Under special circumstances, a director may be allowed to serve a third term by two-thirds vote of the Board of Directors. The Board of Directors shall review appointments of the CMS, AHRQ, NIH, CDC, and HRSA representatives periodically, but the appointment of these directors shall not be for defined terms.

Section 5.4. RESIGNATION. Directors may resign at any time by providing written notice to the Board of Directors. A resignation shall be effective when the notice is delivered to the Board of Directors, unless the notice specifies a later effective date.

Section 5.5. REMOVAL. In addition to the removal provisions for the CMS, AHRQ, NIH, CDC, and HRSA representatives described in Section 5.3, directors may be removed at any regular or special meeting by a vote of two-thirds (2/3) of all directors then in office.

Section 5.6. VACANCIES. If any vacancy shall occur in the Board of Directors by reason of death, resignation, increase in the number of directors, removal, or otherwise, the remaining directors shall continue to act. Any such vacancy shall be filled by the affirmative vote of a majority of the Board of Directors, except in the case of an ex officio director or a CMS, AHRQ, NIH, CDC, or HRSA representative who is removed for the reasons set forth in Section 5.3 and whose position is filled by his/her representative organization. Any director so elected to fill a vacancy shall serve the unexpired term of his/her predecessor in office.

Section 5.7. COMPENSATION. Directors shall not receive compensation for their services as directors. However, directors may be reimbursed for reasonable and necessary expenses incurred on behalf of the Corporation.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 6.1. ANNUAL MEETING. The annual meeting of the Board of Directors shall be held on such day and at such hour as the Board shall choose.

Section 6.2. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such times and places as may be determined by the President in consultation with the Board of Directors.

Section 6.3. SPECIAL MEETINGS. Special meetings of the Board shall be held at such times and at such places as may be specified, upon the call of the Chair of the Board, President, or any five (5) directors.

Section 6.4. TELEPHONE/VIDEOCONFERENCE MEETINGS. Subject to the requirement of notice, members of the Board of Directors or any committee thereof may participate in and hold a meeting by means of a conference telephone or by similar communications equipment if all persons participating can hear each other at the same time. Participation in such meetings shall constitute presence in person at the meeting. The Board shall have the power to use electronic means of voting to the maximum extent permissible under the Act.

Section 6.5. NOTICE. Notice of special meetings shall be mailed directly to each director addressed to him/her at his/her residence or usual place of business at least three (3) days before the day on which the meeting is to be held or shall be sent to him/her at such place by telephone, mail or electronic mail, or shall be delivered to him/her personally or given to him/her verbally not later than the day before the day on which the meeting is to be held. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. No notice shall be required for regular meetings; provided, however, that notice of any change in the time or place of such meetings shall be sent promptly to each director not present at the meeting at which such change was made. Such notice shall be in the manner provided for notice of special meetings.

Section 6.6. QUORUM AND MANNER OF ACTING. A majority of the directors then serving shall constitute a quorum for the transaction of business. Except in cases where the Articles of Incorporation, these Bylaws, or the Act otherwise provide, the vote of the majority of such quorum at a duly constituted meeting shall be sufficient to elect and to pass any measure. Only duly qualified directors present at the meeting may vote. Voting by proxy shall be permitted only in the case of a senior federal official who, when representing AHRQ, CMS, NIH, CDC, or HRSA in the absence of the agency head, may vote. In the absence of a quorum, the directors present, by a majority vote and without notice other than by announcement, may adjourn the meeting until a quorum may attend. At any such later convened meeting at which a quorum is present, any and all business may be transacted that might have been transacted at the meeting as originally notified.

Section 6.7. PRESUMPTION OF ASSENT. A director who is present at a meeting at which action on any matter of the Corporation is taken shall be conclusively presumed to have assented to the action taken, unless the director's dissent shall be entered in the minutes of the meeting or unless the director files a written dissent to such action with the person acting as the Secretary of the Board or his/her designee before adjournment of the meeting, or forwards such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. No director who voted in favor of any action may dissent from such action after adjournment of the meeting.

Section 6.8. INFORMAL ACTION. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting, if a written consent to such action is signed by all directors or members of the committee entitled to vote, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

Section 6.9. CONFLICT OF INTEREST POLICY. Each director shall be bound by the Conflicts of Interest Policy set forth in Article X and shall execute an annual statement in accordance with that policy.

ARTICLE VII

OFFICERS

Section 7.1. OFFICERS. The officers of the Corporation shall consist of a Chair, Vice Chair, President, Secretary, and Treasurer. Officers shall be nominated by the Governance Committee and elected or appointed by the Board of Directors at the annual meeting. The Chair and Vice Chair shall be elected from among the Board of Directors and shall be officers of the Board as well as of the Corporation. Vacancies in any office occurring during the year may be filled by the Board. Except for the offices of Chair and Secretary, two or more offices may be held by the same person.

Section 7.2. TERM. The Chair and Vice Chair shall serve a term of two (2) years. The President, the Secretary, and the Treasurer shall serve at the pleasure of the Board of Directors.

Section 7.3. CHAIR OF THE BOARD. The Chair of the Board shall preside at all meetings of the Board of Directors. He/she shall have such other powers and perform such other duties as may be assigned to him/her from time to time by the Board of Directors.

Section 7.4. PRESIDENT. The President of the Corporation shall be the chief executive officer of the Corporation and shall, subject to the direction of the Board of Directors, have and exercise full authority for the management of the Corporation. The President shall serve, ex officio, as a voting member of the Board of Directors.

Section 7.5. SECRETARY. The Secretary shall make and keep accurate records of the proceedings of the Board of Directors in one or more books provided for that purpose, receive reports from committees of the Corporation, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, act as custodian of the Corporation's records, and shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair of the Board, the President, or by the Board of Directors.

Section 7.6. TREASURER. The Treasurer shall have custody of the financial records of the Corporation, general supervision over the Corporation's finances, and custody of its funds. He/she shall render to the Board of Directors, whenever requested, an account of the financial condition of the Corporation. The Treasurer shall be responsible for ensuring that proper controls (in accord with applicable provisions of law and regulations) are established over all assets and funds. In addition, the Treasurer shall perform all duties customarily incident to the office of a Treasurer, including giving a bond when required by the Board of Directors in such sums and with such sureties as the Board of Directors shall determine, and such duties which from time to time may be assigned by the Chair of the Board, the President, or the Board of Directors.

Section 7.7. OTHER OFFICERS. The Board of Directors may elect or appoint such other officers and assistant officers as it may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors.

ARTICLE VIII

[INTENTIONALLY OMITTED]

(RESERVED FOR FUTURE USE)

ARTICLE IX

COMMITTEES

Section 9.1. COMMITTEES GENERALLY. The Corporation's committees shall consist of standing, advisory, and ad hoc committees. The Board may establish additional standing, advisory, or ad hoc committees as it deems necessary and in the manner it decides upon by majority vote.

Section 9.2. QUORUM. Unless otherwise provided by the Act, these Bylaws, or the Articles of Incorporation, a quorum at any committee meeting shall be a majority of the members of the committee. The act of a majority of the committee members present at a committee meeting at which a quorum is present shall be the action of the committee, unless otherwise required by the Act, the Articles of

Incorporation, or these Bylaws. Committee members present at a duly formed meeting may continue to transact business until adjournment, notwithstanding the withdrawal of committee members from the meeting.

Section 9.3. **STANDING COMMITTEES.** The initial standing committees shall include the following: Executive Committee, Governance Committee, and Finance and Audit Committee. Additional standing committees may be established by the Board of Directors. Each standing committee shall discharge its responsibilities subject to the direction of the Board of Directors. Members of standing committees shall be appointed by the Board of Directors upon the advice and recommendation of the Governance Committee, subject to the approval of a majority vote of all Directors then in office. Affiliation with a member of the Corporation shall not be a prerequisite to participation on a standing committee.

(a) Executive Committee. The Executive Committee shall be composed of the Chair and Vice Chair of the Board, the Chair of each standing committee, and such other members as appointed by the Chair of the Board. The Chair of the Board shall be the Chair of the Executive Committee. The Executive Committee shall have and may exercise all of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation when the Board of Directors is unable to address pending matters that require Board action. The Executive Committee shall also be responsible for setting the CEO's goals, evaluating the CEO's performance, and setting the CEO's compensation.

(b) Governance Committee. The Governance Committee shall be composed solely of members of the Board of Directors, as appointed by the Board. The Governance Committee shall be responsible for nominating officers for the Board. The Governance Committee shall periodically review the number of seats on the Board, all committees, and the Member Councils, and the structure of the Corporation and shall maintain responsibility for evaluating whether the governance and structure of the Corporation meet the needs of the Corporation and its membership.

(c) Finance and Audit Committee. The Finance and Audit Committee shall be composed of members appointed by the Board. The Finance and Audit Committee shall maintain responsibility for overseeing the Corporation's financial operations and for managing the Corporation's fundraising activities.

(d) Additional Standing Committees.

(i) **Health Information Technology Advisory Committee.** The Health Information Technology Advisory Committee ("HITAC") shall be composed of between twenty (20) and twenty-six (26) individuals appointed by the Board. HITAC members shall serve as individuals, not as representatives of another organization. Each member may serve a maximum of two (2) three-year terms on HITAC. HITAC's responsibilities include advice and guidance regarding the National Quality Forum's health information technology ("HIT") efforts, including but not limited to, oversight of endorsement and maintenance processes for potential HIT-related consensus standards and related materials.

(ii) **Consensus Standards Approval Committee ("CSAC").** The CSAC shall be composed of between eleven (11) and nineteen (19) individuals appointed by the Board, after consultation with the members. The actual number shall be set from time to time by resolution of the Board of Directors. At least a majority of these individuals shall have a consumer or purchaser perspective. CSAC members shall serve as individuals, not as representatives of another organization. The CSAC shall be responsible for approval of proposed consensus standards, subject to ratification by the Board which will result in NQF-endorsed® standards, and for providing guidance to the Board, staff, and other committees on consensus development process issues.

(iii) **Leadership Network.** The Leadership Network shall be composed of twelve (12) individuals appointed by the Board. The Chair of each Member Council and the Chair and Vice-Chair of the Advisory Committee for Quality Healthcare shall serve on the committee, together with two other individuals appointed by the Board, after consultation with the members. The committee shall be responsible for advising the Board on the Corporation's portfolio of leadership convening, education, information dissemination, and recognition programs.

Section 9.4. **AD HOC COMMITTEES.** Ad hoc committees may be established by the Board of Directors as they deem necessary to formulate recommendations, direct program implementation, stimulate discussion and consensus, or perform any other task in furtherance of the Corporation's mission. An ad hoc committee shall limit its activities to the accomplishment of the tasks for which it was appointed and shall have no power to act except as specifically conferred by action of the Board of Directors. The Board of Directors shall establish a process for selecting ad hoc committee members. Affiliation with a member of the Corporation shall not be a prerequisite to participation on an ad hoc committee.

(a) **Nominating Committee.** The Nominating Committee shall be composed of five (5) members appointed by the Board. Two (2) members of the Nominating Committee shall be Member Council Chairs (one from either the Consumer Council or Purchaser Council and one from the remaining Councils). The remaining three (3) members of the Nominating Committee shall be members of the Board of Directors at least one of whom shall be a past or present officer of the Board. The Nominating Committee shall seek input from members of the Corporation and shall identify a pool of candidates through a nominating process that is open for at least thirty (30) days. The Nominating Committee shall at the conclusion of the nominating process, propose a slate of nominees for the Board of Directors.

Section 9.5. **CONFLICT OF INTEREST POLICY.** Each member of a committee with board-delegated powers shall be bound by the Conflicts of Interest Policy set forth in Article XI and shall execute an annual statement in accordance with that policy.

ARTICLE X

CONSULTATIVE PARTNERSHIPS

Section 10.1. **CONSULTATIVE PARTNERSHIPS GENERALLY.** The initial Consultative Partnership is the National Priorities Partnership. Each Consultative Partnership shall discharge its responsibilities subject to the direction of the Board of Directors, the Corporation's standard operating procedures as approved by the Board of Directors, and in a manner consistent with the Articles of Incorporation, these Bylaws, and the Act. Changes to the Corporation's standard operating procedures shall require approval by the Board of Directors. Affiliation with a member of the Corporation shall not be a prerequisite to participate on a Consultative Partnership.

Section 10.2 **NATIONAL PRIORITIES PARTNERSHIP ("NPP").** The National Priorities Partnership shall consist of representatives of stakeholder groups and representatives from the Federal Government. NPP membership may be composed of no more than forty-two (42) voting members appointed by the Board for terms of three years. The Board will also appoint the NPP co-chairpersons for three-year terms. Members from Federal, state or local authorities are ex officio, non-voting members and do not count toward quorum requirements. The NPP shall identify a proposed set of national priorities and goals and develop and implement action plans to achieve national priorities and goals.

ARTICLE XI

CONFLICTS OR DUALITIES OF INTEREST

Section 11.1. STATEMENT OF GENERAL POLICY. The Corporation's affirmative policy shall be to require that all actual or apparent conflicts or dualities be disclosed promptly and fully to all necessary parties, and to prohibit specified involvement in the affairs of the Corporation by persons having such conflicts or dualities. This policy shall apply to all directors, officers, committees with Board-delegated powers, employees of the Corporation, and all other persons in a position of substantial influence with respect to the affairs of the Corporation.

Section 11.2. DISCLOSURE OF ALL CONFLICTS. All interested persons to whom this policy applies shall disclose to the Board of Directors all real and apparent conflicts and dualities of interest and all material facts, including financial interests, pertaining thereto which they discover or which have been brought to their attention in connection with the Corporation's activities. When an interested person believes that he/she, or a member of his/her immediate family, might have, or does have, a real or apparent conflict or duality, that interested person shall abstain from attending that portion of any meeting at which the real or apparent conflict or duality is discussed and shall not make any motions, vote, execute any agreements, or take any other similar direct action on behalf of the Corporation where the conflict or duality might pertain.

Section 11.3. CONFLICT RESOLUTION PROCEDURES. In keeping with Section 11.2, if a conflict or duality of interest exists, the interested person for whom the conflict or duality exists shall absent himself/herself from that portion of any meeting at which the conflict or duality is discussed. The Board of Directors of the Corporation, by a majority vote of those directors present for whom there is no conflict or duality, shall determine whether the pertinent transaction or arrangement: (1) is in the Corporation's best interests and for its own benefit; (2) is fair and reasonable to the Corporation; and (3) after due diligence, is the most advantageous transaction or arrangement obtainable with reasonable efforts under the circumstances. The Board of Directors of the Corporation may appoint, if appropriate, a non-interested person or committee to investigate alternatives to the proposed transaction or arrangement. In order to protect the best interests of the Corporation, the Board of Directors may take appropriate disciplinary action with respect to an interested person who violates this policy.

Section 11.4. ADEQUATE RECORD-KEEPING PROCEDURES. The Corporation shall keep correct and complete records of every discussion of a conflict or duality of interest, including the names of the interested persons, the content of the discussions, the names of the persons who were present for discussions and votes, the determination by the Board, and a record of the vote, and shall distribute such information to all directors, officers, and members of committees with Board-delegated powers. All directors, officers, and members of committees with Board-delegated powers shall provide an annual statement ascertaining that that person has read and understands this policy and agrees to comply with the policy, and that that person understands that the policy applies to all committees and sub-committees having Board-delegated powers. This statement should further affirm that the individual understands that the Corporation is a tax-exempt charitable organization and that, in order to maintain its tax-exempt status, it must continuously engage primarily in activities that accomplish one or more tax-exempt purposes. At any time, the Board of Directors of the Corporation may establish further guidelines consistent with the interests of the Corporation for the resolution of any real or apparent conflicts or dualities.

ARTICLE XII

AMENDMENTS

Section 12.1. AMENDMENTS. These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors then serving at the annual meeting or any regular or special meeting of the Board,

provided that, unless such notice is waived, a description of such proposed amendment(s) shall have been provided to the directors ten (10) days prior to the meeting.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

~~Section 13.1. — DISSOLUTION. — Dissolution of the Corporation shall require the adoption of a resolution to dissolve the Corporation by a two thirds (2/3) vote of the directors entitled to vote. Written or printed notice stating that the purpose, or one of the purposes, of the meeting at which such resolution is considered is to consider the advisability of dissolving the Corporation, shall be given to each director entitled to vote at such meeting, within the time and in the manner provided in these Bylaws for giving notice of meetings.~~

~~Upon the adoption of such resolution by the Board of Directors, the Corporation shall cease to conduct its affairs except insofar as may be necessary for the winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Corporation, and shall proceed to collect its assets and apply and distribute them as provided in the Act.~~

Section 13.21. LOANS. No loans shall be made by the Corporation to any director or officer.

Section 13.32. FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of January.

TO: NQF Board of Directors
FROM: Consensus Task Force
RE: Consensus Task Force Recommendations
DATE: October 29, 2014

Introduction

The Board approved the formation of a Consensus Task Force (CTF) in August 2012 to review and recommend options for defining and achieving consensus within NQF's consensus development process. The charge to the CTF was to:

- 1) Review different approaches to establishing consensus;
- 2) Identify the strengths and weaknesses of the current process; and
- 3) Recommend enhancements to the current process.

The first phase of the CTF's work focused on improvement efforts to achieve a more efficient consensus development process, and several changes were suggested and have been implemented. A summary of the first phase of the CTF's work, progress, and its achievements, is attached.

In 2014, NQF launched a second phase of work for the CTF focused on developing approaches to improve NQF's process for achieving consensus, particularly for high-impact measurement areas. Now that this second phase of the work has been completed, the Consensus Task Force recommends the following actions be taken by the Board:

- Review the progress of Phase 2 of the Consensus Task Force's activities
- Examine the problem statements identified, the proposals recommended to address the problem statements, and the outlined next steps
- Approve moving forward with the recommended proposals

Problem Statements Identified

In the autumn of 2014, NQF staff and the Consensus Taskforce Chair, Larry Becker, held a series of calls with each member of the CTF to better understand the challenges that NQF has in reaching consensus across its current process and within its membership. From these calls and the original work of the task force, the following problem statements or themes emerged.

Theme #1: Opportunity for Member Input

The first major theme that surfaced focused on the opportunities for Member input into the CDP. Many commenters stated that NQF Members are not sufficiently engaged early enough in the consensus process to make a meaningful contribution; that the current CDP is not engendering wide member engagement and voting on measures; and that there is a fundamental tension between those who use measures and seek information on performance, and those who are being measured and may get paid based on performance. It was also noted that all stakeholders feel that other stakeholders are getting the best of the process.

Concerns were also raised over the NQF council structure. Though NQF councils were intended to be used as affinity groups and a Member engagement vehicle over the years, they have become less

effective in activating Members to engage in the process (including comment and vote). In addition, Member input is generally categorized by stakeholder group as represented by a pre-defined Council assignment. However, as the categorization of NQF stakeholders has become less clear over time, and as members provide input through a broader and multi-faceted stakeholder lens, overlapping categories, categorization by stakeholder group seems less meaningful.

Theme #2: NQF Measure Evaluation Process

The second major theme focused on the measure evaluation process. Commenters noted that the consensus development process is not consistently resulting in endorsement of measures and improvement in outcomes that are of desired relevance to consumers/purchasers. At the same time, providers have concerns about the scientific validity of some endorsed measures. There was also a concern voiced by providers that the measures were not providing them the information that they needed to improve their processes. Some stakeholders expressed concerns that measures may be approved based on a need for measures in a given area, rather than the highest level of science. Overall, many agreed that the process as currently constructed does not allow for all stakeholders to participate fully since it is overly technical, with a significant focus on technical evaluation of measures.

Theme #3: NQF Measure Endorsement Criteria

The final major theme focused on NQF's endorsement criteria. Many of the current NQF measure endorsement criteria are constructed as objective criteria. In practice, these objective criteria are weighed differently by stakeholders, based on their different perspectives of measurement, scientific evidence, and needs for measurement. For example, the importance criterion reflects importance with respect to evidence, but not importance of availability of the information that the measure captures to consumers/purchasers or to providers. Scientific acceptability of the measures is paramount; however, different stakeholders have varying thresholds of what scientific uncertainty is acceptable. How good is good enough depends on each stakeholder's perspective. It was felt that the current criteria do not ensure that the needs and voice of all stakeholders are sufficiently considered in the final endorsement of measures or early enough in the process to make an impact.

Another concern voiced was that the current NQF measure endorsement criteria do not take into account the appropriateness of the measure across the different accountability purposes. Currently, NQF endorses measures that can be used for "accountability" as well as "quality improvement" but does not differentiate between these uses. The term "accountability" includes public reporting and payment applications. Many felt that the NQF measure endorsement criteria need to recognize the differences in using measures for these various applications.

CTF Proposals to Address Problem Statements Identified

Following the listening sessions with the Consensus Task Force members, and taking into consideration the input provided during a series of focus groups conducted in the first round of the CTF, the group discussed potential solutions to the identified problem statements. At its October meeting, the CTF refined these proposals, which are now presented for Board review.

Proposal 1: Increasing Opportunities for Member Input

NQF will develop enhancements to its Member Engagement programming that help increase Member input and influence in the development of consensus in the measure endorsement and prioritization processes. This effort will include:

Affinity Groups that will allow Members to provide deep and broad input on select topics

- These affinity groups would provide an opportunity for Members to engage in and learn more about a particular topic, and also be used to give broader input to project Committees. The groups could focus on clinical or cross-cutting areas, or a population; sample topics could include renal health, person and family centered care, or children's health.

More influential role for Council Leaders and Councils, with Leaders providing early input and offering guidance on stakeholder involvement in measures consensus development work

- Consensus-building through council leadership discussions and All-Member Calls should be held for all measures without consensus, and the feedback should be given to CSAC to take into consideration during their review. As part of this effort, there will be an expanded role for Council Leaders, with opportunities to provide input during all stages of the process.

Direct outreach to Members to seek their input on NQF projects and activities.

- Generally, the CTF agreed that member voting should be phased out over time and replaced with these opportunities for greater and more meaningful engagement in affinity groups and councils.

If approved by the Board, NQF will move forward over the next two quarters on each of these efforts:

Affinity Groups: Members will be invited to opt-in to pilot projects of NQF-staffed and facilitated communities designed to activate and inform Members on particular topics and to bolster the work of projects at NQF. Activities will educate and inform members so they are able to engage in deep dialogue (e.g., problem-solving sessions, consensus-development discussions) that will elicit information and perspectives that may not emerge from the Standing Committees and other mechanisms. These activities aim to help achieve a consensus among the diverse stakeholders on the affinity group that will provide guidance to the CSAC and other governing bodies.

More Influential Role for Council Leaders and Councils: NQF will consolidate and rationalize the Council structure for 2015-16. NQF will also work on early engagement of Council Leaders by convening leaders upon the launch of projects to serve as a primary feedback mechanism between stakeholder communities and committees, CSAC, etc. Member engagement through Councils will be focused on addressing especially challenging measures in order to support requests made by the CSAC when it takes up those measures. Following early framing by Council Leaders, the membership will be invited to provide deep and interactive input on these measures, specifically through the lens of their stakeholder perspectives.

Direct Outreach to Members: NQF will go directly to Members for their input on NQF projects when timely and appropriate, without going through a stakeholder structure.

Once these enhanced engagement opportunities are fully implemented, NQF will phase out and eventually remove Member voting.

Proposal 2: Enhancing the NQF Measure Evaluation Process

NQF will seek to tailor the measure evaluation process more directly to what each stakeholder is bringing to the evaluation.

The Task Force recommended that NQF implement a technical review of measures prior to Committee review. Technical reviews are defined as a technical evaluation of the measure reliability and validity

and the evidence, which would be completed by technical experts prior to the Committee deliberations. This pre-review would rate measures in accordance with NQF criteria and would ensure the criteria are applied evenly to all measures by people who are thoroughly grounded in the technical requirements. It would “level the playing field” for all Committee members as well as for NQF’s Members and the public. The reviews will be presented as a structured report.

If approved by the Board, NQF staff will implement these reviews in all projects with measure submission deadlines after November 5.

Proposal 3: Revising NQF Endorsement Criteria

NQF will convene a Technical Expert Panel (TEP) to develop a plan that considers transitioning from a binary endorsement decision (endorsed/not endorsed) to a more nuanced recommendation. The CTF considered two potential new directions:

1. **Endorsement of measures for intended use:** Measures could be endorsed for specific purposes (e.g., internal quality improvement, public reporting, payment) with the assumption that a measure that is suitable for one use may not be suitable for other purposes. Endorsement for intended use would allow NQF to hold measures used for different purposes to potentially different standards and would recognize that different stakeholders have different priorities.
2. **Levels of endorsement by measure rating** (use agnostic): Levels of endorsement would allow NQF to apply the same criteria to all measures, but to rank them differently within the bucket of “pass” or endorsed. Endorsement would change from a simple yes/no to an incremental scale; measures could move up or down with endorsement maintenance (perhaps even in less than a three-year cycle) based on additional testing or use. The levels of endorsement could recognize that some measures are stronger than others. Measures would be ranked based on how close they come to ideal.

Generally, the Task Force favored endorsement for intended use, but suggested that the TEP review both options, or consider a blend of the two. After selecting which path NQF should take, the TEP will be charged with framing out the different aspects of the recommendation (for example, what the intended uses or levels of endorsement would be) and mapping a path forward for NQF.

If approved by the Board, NQF staff will begin to operationalize this revision of the endorsement criteria by defining the questions the panel will need to address, what types of expertise and stakeholders are needed to address these questions, drafting a project plan, and seating a panel. The TEP will likely need six months after they are seated to develop their recommendations. These recommendations will be brought to the CSAC and the Board for review prior to pilot, and potential implementation.

Appendix A: Consensus Task Force Phase 2 Members

Lawrence Becker (Chair)

Xerox Corporation, Rochester, NY

William Conway, MD

Henry Ford Health System, Birmingham, MI

Joyce Dubow, MUP

AARP, Washington, DC

Nancy Foster*

American Hospital Association, Washington, DC

Elizabeth Fowler, PhD, JD

Johnson and Johnson, Washington, DC

Aparna Higgins**

America's Health Insurance Plans, Washington, DC

Karen Ignani, MBA

America's Health Insurance Plans, Washington, DC

Bill Kramer, MBA

Pacific Business Group on Health, San Francisco, CA

Frank Opelka, MD, MPH

Louisiana State University, New Orleans, LA

David Shahian, MD

Massachusetts General Hospital, Boston, MA

Richard Umbdenstock, FACHE

American Hospital Association, Washington, DC

*Attended meeting in place of Richard Umbdenstock

**Attended meeting in place of Karen Ignani

Appendix B: Consensus Task Force Phase 1 Members

Lawrence Becker (Co-chair)

Xerox Corporation, Rochester, NY

Frank Opelka, MD, MPH (Co-chair)

Louisiana State University, New Orleans, LA

JudyAnn Bigby, MD

Office of Health and Human Services, Commonwealth of Massachusetts

William Conway, MD

Henry Ford Health System, Birmingham, MI

Rita Munley Gallagher, PhD, RN

Consultant, Washington, DC

Carol Herman

Association for the Advancement of Medical Instrumentation, Arlington, VA

Ann Monroe, MA

Health Foundation for Western and Central New York, Buffalo, NY

Arthur Levin, MPH

Center for Medical Consumers, New York, NY

Sam Nussbaum, MD

Wellpoint, Inc., Indianapolis, IN

Gerry Shea

National Quality Forum, Washington, DC

Joseph Swedish, FACHE

Trinity Health, Livonia, MI



To: NQF Board of Directors

From: Ann Greiner

Re: Congressional Update

Date: October 24, 2014

EDUCATION AND TECHNICAL ASSISTANCE

NQF has focused its recent Hill efforts on educating select Members and Congressional staff about NQF as well as providing technical assistance at their request. Chris Cassel has joined these visits when Members or key staff from Committees of Jurisdiction attends. Since April, NQF has conducted five major briefings and 36 visits.

We have also responded to Congressional requests for input on policies, including the IMPACT bill, which sets up a quality measurement framework for post-acute care; bills related to risk-adjusting readmission measures for socio-economic status; and potential patient safety legislation. In conjunction with the Stand for Quality (SFQ) coalition, NQF worked to get language in the IMPACT bill modified. In an initial draft of the bill, the MAP pre-rulemaking review of measures had been optional, but in the amended final legislation MAP can only be bypassed under very limited circumstances. The bipartisan, bicameral IMPACT Act was signed into law by the President on October 6, 2014.

This fall, NQF organized two briefings in conjunction with NCQA and the Joint Commission (9/26, 10/29) to help Congressional staff better understand the quality landscape. These briefings have been hosted by the offices of Senators Toomey (R-PA) and Klobuchar (D-MN). The October 29th briefing involved an NQF member and board member respectively: Andrea Gelzer, AmeriHealth Caritas, from Pennsylvania, Jim Chase, Minnesota Community Measurement, from Minnesota). NQF has also presented its SES work to Hill staff at briefings organized by the offices of Senators Portman (R-OH) and Manchin (D-WV), and by Representatives Black (R-TN) and Blumenauer (D-OR). Both SES briefings included other organizations with NQF as the main draw.

These efforts have been undertaken to demonstrate NQF's value to upstream policy formulation and consequently to congressional staff; how we fit into the broader quality landscape; and how our work achieves results. Our goal is to further lay the groundwork for discussions about future funding support.



FEDERAL SUPPORT

The level of federal support for quality measurement work – performed in large part by the consensus-based entity (NQF) – is \$15 million designated for the first six months of the 2015 fiscal year or until it is spent. This funding comes from the Medicare Trust Fund.

For the last two years, support for this work has been tied to Sustainable Growth Rate (SGR) updates. Prospects for comprehensive reform of SGR during the lame duck sessions (post midterm elections to the end of the year) do not look very promising because of a lack of consensus on how reform would be paid for, and the very limited days that Congress will be in session. Regardless, Congressional staff is preparing for such an effort, and in response to their requests NQF is providing necessary information about our past work; dollars committed by CMS; and what we might do with future, potential funding.

In addition to the outreach that NQF is doing on the Hill, a revitalized Stand for Quality (SFQ) coalition is also meeting with Congressional staff and Administration leaders to underscore the importance of multi-stakeholder input in getting to measures that matter. In these meetings, SFQ plans to raise concerns with Administration and Congressional staff about how the role of multi-stakeholder input has been eroding in the physician sphere in both regulation and legislation.

Recent NQF Briefings and Visits with Members and Congressional Staff

October 24, 2014

Date	Briefing Topic	Host	Key Participants	Number of Attendees
9/26/2014	National Health Policy Forum Meeting on SES Adjustment	National Health Policy Forum	David Nerenz, Co-Chair of NQF Expert Panel Debra Ness, NPWF Suzanne Bernheim, Yale	70
9/30/2014	1 st Quality Hill Briefing; Focus is Quality 101 and Roles/Results of Major Quality Organizations	NQF w/ Senators Klobuchar (D) and Toomey (R)	Ann Greiner, NQF Paul Cotton, NCQA Margaret Van Amringe, Joint Commission	25
10/9/2014	SES Briefing – Senate	NQF w/ Senators Portman (R) and Manchin (D)	Helen Burstin and Ann Greiner NQF Mary Barton and Paul Cotton, NQF	30
10/21/14	SES Briefing – House	NQF, SNP, Rep Black (R) and Blumenauer (D)	Helen Burstin, NQF Christie Teigland, Inovalon Robert Restuccia, Community Catalyst Dick Wales, Cigna Health Spring	50
10/29/14	2 nd Quality Briefing: Focus is on How Quality Organizations are Driving the System to Be More Patient and Family Centered	NQF w/ Senators Klobuchar (D) and Toomey (R)	Ann Greiner, NQF Paul Cotton, NCQA Margaret VanAmringe, Joint Commission Andrea Gelzer , AmeriHealth Caritas Jim Chase, MCM	TBD

Recent NQF Visits

Date	Office	Staff or Member	NQF Participants
4/4/2014	Lisa Grabert, Brett Baker and Ways and Means Committee Staff	Staff	Ann Greiner, Helen Burstin
4/8/2014	Senator Klobuchar (D)	Staff	Ann Greiner and Neleen Rubin
4/11/2014	Senator Pat Toomey (R)	Staff	Ann Greiner and Danielle Ojeda
5/2/2014	Senator Klobuchar (D)	Staff	Ann Greiner, Danielle Ojeda and Neleen Rubin
5/7/2014	W&M and Senate Finance Committee	Staff	Ann Greiner, Chris Cassel, Helen Burstin, Ed Kutler and Neleen Rubin
6/11/2014	Senator Klobuchar (D)	Staff	Ann Greiner, Chris Cassel and Neleen Rubin
6/11/2014	Senate Budget Committee/Senator Murray (D)	Staff	Ann Greiner, Chris Cassel and Neleen Rubin
6/11/2014	Senator Warner (D)	Staff	Ann Greiner, Chris Cassel and Neleen Rubin
6/19/2014	Senator Carper (D)	Staff	Ann Greiner, Chris Cassel and Neleen Rubin
6/19/2014	Senator Menendez (D)	Staff	Ann Greiner, Chris Cassel and Neleen Rubin
6/23/2014	Senator Sheldon Whitehouse (D)	Staff	Ann Greiner
7/8/2014	Senate Finance Committee	Staff	Danielle Ojeda and Helen Burstin
7/9/2014	Senator Enzi (R)	Staff	Ann Greiner and Ed Kutler

7/9/2014	Senator Tim Scott (R)	Staff	Ann Greiner and Ed Kutler
7/9/2014	Senator Richard Burr (R)	Staff	Ann Greiner and Ed Kutler
7/9/2014	Senator Johnny Isakson (R)	Staff	Ann Greiner and Ed Kutler
7/9/2014	Representative Devin Nunes (R)	Staff	Ann Greiner, Chris Cassel and Ed Kutler
7/16/2014	Representative Brett Guthrie (R)	Staff	Ann Greiner, Chris Cassel and Ed Kutler
7/16/2014	Senator Rand Paul (R)	Staff	Ann Greiner, Chris Cassel and Ed Kutler
7/16/2014	Senator Mark Kirk (R)	Staff	Ann Greiner, Chris Cassel and Ed Kutler
7/25/2014	Representative Marsha Blackburn (R)	Member	Ann Greiner, Chris Cassel and Ed Kutler
7/25/2014	House Budget Committee	Staff	Ann Greiner and Ed Kutler
7/25/2014	Senator Rob Portman (R)	Staff	Ann Greiner and Ed Kutler
7/31/2014	Meeting on NQF/SES Recommendations	Staff	Ann Greiner, Karen Pace, Danielle Ojeda and Neleen Rubin
8/19/2014	Senate Finance and HELP Committee Briefing on MU3	Staff	Ann Greiner and Helen Burstin
8/19/2014	Congressman Diane Black (R)	Staff	Ann Greiner
9/12/2014	Senator Lisa Murkowski (R)	Staff	Ann Greiner and Ed Kutler
9/17/2014	Representative Cassidy (R)	Member	Ann Greiner, Chris Cassel and Ed Kutler
9/17/2014	Congressman Jim Renacci (R)	Member	Ann Greiner, Chris Cassel and Ed Kutler
9/19/2014	Senator Michael Enzi (R)	Staff	Ann Greiner and Ed Kutler

9/23/2014	Congressman Jenkins (R)	Staff	Ann Greiner and Deirdre Stach
10/14/2014	Senator Manchin (D)	Staff	Ann Greiner
10/14/2014	Majority Whip Office, Legislative Counsel	Staff	Ann Greiner and Ed Kutler
10/20/2014	Majority Whip Office, Senior Policy Advisory	Staff	Ann Greiner and Ed Kutler
10/21/2014	Senate Finance, Rs and Ds	Staff	Ann Greiner, Helen Burstin and Consultants
10/29/2014	Senate Finance, D	Staff	Ann Greiner, Andrea Gelzer, AmeriHealth Caritas and Jim Chase, MCM



TO: Board of Directors

FROM: Executive Committee

RE: Cost and Resource Use Measures Phase 2: Cardiovascular Conditions

DATE: October 30, 2014

BACKGROUND:

In late August, the Executive Committee (EC) considered three cardiovascular cost and resource use measures for ratification along with measures from several other projects. Of the cost measures, one measure (#1558) from NCQA was approved for endorsement through the Unanimous Written Consent process, but the remaining two measures submitted by CMS/Yale were pulled for further discussion.

The EC members raised several concerns: 1) the measures didn't reflect a consensus as reflected in member voting; and 2) continued concerns with measure validity (i.e., risk adjustment, attribution). The EC further discussed and voted as a whole on these two measures on a call on September 17; The vote was 3 yes, 3 no, 1 abstain. Thus, the measures were not approved for endorsement.

Subsequent to that decision, the EC met on October 20 to discuss next steps and considerations for the final disposition of the measures. A step-by-step summary of the consensus-building process to-date on these measures can be found in Appendix A.

RECOMMENDED PATH FORWARD

Based on that vote and a desire to achieve meaningful consensus, the EC recommends deferral of an endorsement decision on the two cost measures for cardiovascular conditions (#2431 and #2436), and proposes a path forward that would enable consideration of the underlying issues which are the basis for objections to these measures. These issues include, for example, attribution, adequacy of risk adjustment, and whether providers should be accountable for services or lack of services over which they have limited control, etc. This is particularly important given that these issues will cause similar concerns with other upcoming projects, namely Cost and Resource Use Phase 3, and Readmissions. If we do not address these underlying issues we will repeatedly find ourselves in this predicament.

MEASURES UNDER CONSIDERATION AND ISSUES RAISED:

- [NQF #2431: Hospital-level, Risk-standardized Payment Associated with a 30-day Episode-of-care for Acute Myocardial Infarction \(AMI\)](#)
- [#2436: Hospital-level, Risk-standardized Payment Associated with a 30-day Episode-of-care for Heart Failure \(HF\)](#)

The main issues are outlined below:

1. **Attribution:** Concerns were raised, namely by providers, about attributing the costs of the 30-day episode to the hospital; others argued that this attribution approach is appropriate, as hospitals are in a unique position to push for care coordination and greater efficiency.
2. **Adequacy of risk adjustment:** Throughout the project, stakeholders raised concerns with the adequacy of risk adjustment, including issues related to lack of adjustment for sociodemographic status (SDS) adjustment.
3. **Potential for unintended consequences:** Currently CMS has slated these measures for inclusion in the Hospital Inpatient Quality Reporting (IQR) Program for public reporting. Concerns raised throughout the measure evaluation process have highlighted the potential for unintended consequences resulting from the measures' use.
4. **Implications for ongoing projects:** The Cost and Resource Use Standing Committee has recommended a pneumonia measure that uses the same measurement approach; this measure received 50% of council approval during the NQF member voting period. The measure will be reviewed by CSAC during their November 12 conference call. The Readmissions project is also facing similar issues, especially related to attribution and SDS adjustment.

Potential Path Forward:

The EC recommends deferral of an endorsement decision on these cost and resource use measures and suggests the following next steps:

1. NQF should convene stakeholders to consider the overarching question: How much can hospitals be held accountable for what happens outside their walls?
2. NQF should consider measurement science work focused on attribution.
3. The Cost and Resource Standing Committee should consider whether it would be appropriate to include SDS factors in the risk model. These measures could be included in the trial period for SDS adjustment.
4. If the measures are implemented in federal programs, NQF should monitor the impact of the use of the two cost/resource use measures and encourage NQF members to submit data on any identified unintended consequences.

If the full Board concurs with the decision to defer the endorsement decision for the cardiovascular cost measures, the path forward may logically also include deferral of the endorsement decision for the pneumonia cost measure and the admission/readmission measures, which are scheduled for consideration by the CSAC on November 12. The Executive Committee believes it is essential that we achieve a meaningful resolution on these important issues so that we can continue making progress in endorsing high value measures for quality improvement and accountability.

Appendix A - Summary of Cost and Resource Use (Cardiovascular Measures) Consensus Building Process:

- *Steering Committee Review:*
 - #2431: Consensus not reached (57% approval)
 - #2436: Consensus not reached (46% approval)

- *Steering Committee Post-comment Period Re-vote:*
 - After the developers provided additional justification for the measurement methodology:
 - #2431: Recommended for endorsement (66% approval).
 - #2436: Recommended for endorsement (62% approval).

- *Member Vote:*
 - Representatives of 17 member organizations voted; no votes were received from Consumer, Public/Community Health Agency, and Supplier/Industry Councils.
 - #2431: Consensus not reached (40% approval).
 - #2436: Consensus not reached (40% approval).

- *Member Outreach:*
 - Since voting results for these measures fell into the “grey zone” of “no consensus reached,” staff initiated a consensus building process through conference calls with council leaders and all NQF members to further discuss the issues.
 - 73 participants from 7 councils with broad distribution across the councils attended the All Member Call.
 - Staff compiled the major themes that arose from these consensus-building calls and shared them with the CSAC.

- *CSAC Vote:*
 - Both measures were approved, with 77 percent approval or higher.

- *Executive Committee Review:*
 - #2431: Measure pulled for further consideration.
 - #2436: Measure pulled for further consideration.
 - Measures not approved for endorsement.

TO: NQF Board of Directors

FROM: Helen Burstin, Taroon Amin, and Erin O'Rourke

RE: Update on Risk Adjustment Trial Period and Readmissions Measures

DATE: October 30, 2014

Background

The NQF Board of Directors approved a robust trial period for risk adjustment for sociodemographic factors prior to a permanent change in NQF policy. After consultation with the CSAC and the Executive Committee, NQF established a two-year trial period. During the trial period, the NQF policy which restricts use of SDS factors in statistical risk models will be suspended and NQF will implement the [Risk Adjustment Expert Panel's recommendations](#). More specifically:

- During the trial, the Standing Committee will determine whether each performance measure should be adjusted for SDS
- When there is a potential conceptual and empirical basis for SDS adjustment, the Standing Committee will evaluate whether the developer assessed SDS factors according to guidelines for selecting risk factors.
- If the Committee determines that SDS adjustment is appropriate for a given measure, NQF will endorse one measure with multiple specifications to compute: 1) SDS-adjusted measure; 2) non-SDS adjusted measure (i.e., clinically adjusted only); and 3) stratification of the non-SDS-adjusted version to identify any disparities.
- With the restriction against SDS adjustment lifted, Standing Committees and other stakeholders will be able to raise questions about SDS risk factors in their evaluation of performance measures submitted to NQF for endorsement or as a basis for ad hoc review.
- If ad hoc reviews of currently endorsed measures are requested during the trial period, measure developers will be given up to one year to bring forward additional analyses regarding the appropriateness of SDS adjustment.

The CSAC reviewed the proposed metrics for the two-year trial period, which include both qualitative and quantitative information on the measure submissions and evaluations that occur during the trial period. NQF cannot control if SDS-adjusted measures will be submitted during the trial period. However, CMS has committed to working with NQF to identify appropriate measures for consideration of SDS adjustment during the trial period. The Executive Committee of the Board encouraged staff to prospectively reach out to measure developers to encourage submission of SDS-adjusted measures

Progress toward launching the Trial Period

Developing NQF Structures and Processes

NQF staff is updating existing structures and processes to allow for evaluation of SDS-adjusted measures. NQF will hold training sessions to ensure staff are adequately prepared to answer questions that may arise during the measure submission and review process from measure developers and standing committees. Committees will be provided guidance to assist with evaluating whether conditions are met for including SDS factors in risk adjustment. Finally, updates to internal and external

measure databases to allow for the display of SDS-adjusted measures and to provide information on whether a measure is part of the trial period.

Guidance for Measure Developers

NQF is developing guidance for measure developers on the change in NQF policy and the revisions to the measure submission form. Staff are holding a series of informational webinars with developers and will survey a subset of developers to gauge their understanding of the updated guidance and ability to provide updated information. NQF is on schedule to accept SDS-adjusted measures for consideration to any project starting January 1, 2015.

Establishing a Disparities Standing Committee

NQF plans to seat a Disparities Standing Committee to review implementation of the revised policy about SDS adjustment and monitor for unintended consequences of the policy. Over the longer term, the Disparities Standing Committee will also assess the impact of adjusted measures on patients and providers as SDS-adjusted measures are implemented for accountability and quality improvement. The Disparities Standing Committee will also provide ongoing guidance on healthcare disparities across all NQF activities. NQF will launch a call for nominations for the Standing Committee in the next month.

Relationship to Admission/Readmission Measures

NQF's Admissions/Readmissions Standing Committee recommended 15 measures and could not reach consensus on three additional measures. None of the measures recommended for endorsement by the Standing Committee were approved by the NQF Membership. In a recent All-member Call with 150 participants, the need for SDS adjustment was identified as the most important issue by 42% of participants (highest percentage, followed by relationship between admissions and readmissions at 21%). These measures could be considered for SDS adjustment in the trial period. The CSAC will discuss the readmission measures on the November 12th call.



TO: NQF Board of Directors

FROM: Neal Comstock
Vice President for Member Relations

DATE: October 27, 2014

RE: Member Relations Review

This memo serves as background to the Board discussion on NQF's year-to-date progress in recruiting and retaining Members of NQF, and proposes how the Board can play a role in helping NQF fulfill its mission by drawing upon a diverse and engaged group of Members.

BACKGROUND

An important objective for NQF is to grow the organization's membership so that we can have more and diverse voices around our tables. Our 2014 goal is to reach 425 total Members.

In addition, NQF derives approximately 1/5 of its revenue from Member dues (\$4.5 million out of approximately \$21 million for 2014). Our 2014 goal is to increase revenue from Member dues by \$100,000 over 2013. Our 2015 goal will be to double that and bring in an additional \$200,000 in revenue from dues over 2013's amount for a total of \$4.6 million. This unrestricted revenue helps fund NQF's operations and infrastructure as well as some new initiatives beyond NQF's government contracts.

NQF's membership is growing—to date, 44 new organizations have joined NQF in 2014 representing the full range of stakeholders, including consumer organizations and patient groups, hospital systems, health plans, and physician associations. However, Member

retention has been a significant challenge. To help engage Members, we are building a new set of exclusive Member benefits and programs which will, over the medium-term, help retain Members. These initiatives include:

- Member education on the fundamentals of healthcare quality and quality measurement;
- New topical affinity groups to allow Members more insight and input into measure and prioritization projects; and
- Member-only engagement events.

Year-to-date, we have brought in an additional \$157,125 in revenue from Member dues over last year, and NQF has 39 new Members this year (and 16 net new Members) for a total of 423 Members.

Attached for your information are lists of 2014 year-to-date new and cancelled Members.

ACTION REQUESTED

At the Executive Committee meeting on October 15, Executive Committee members discussed and recommended the creation of a Membership Committee of the Board composed of five or six Board Members who could meet in person once a year and meet by phone two other times annually to oversee and help with membership recruitment and retention. This Committee would actively guide and contribute to the work of the Member Relations staff. The Executive Committee also supported NQF's request that each member of the Board of Directors help develop new Members or retain existing Members if asked.

The Board of Directors is asked to approve the creation of this Membership Committee of the Board.

NQF 2014 Year-To-Date New and Cancelled Members

as of October 23, 2014

New Member	Dues Amount
American Association of Naturopathic Physicians	\$500
Center for Health Information and Analysis	\$5,250
Novo Nordisk	\$19,700
Primary Care Information Project	\$5,250
AbbVie	\$36,750
Academic Pediatric Association	\$500
American Medical Society for Sports Medicine	\$500
EPIC	\$10,500
Houston Methodist	\$26,250
National Association of ACO's	\$2,625
National Association of State Mental Health Program Directors Research Institute	\$2,625
National Osteoporosis Foundation	\$500
Parkinson's Action Network	\$250
Society for Cardiovascular Angiography and Interventions	\$5,250
The Buying Value Project	\$250
American Academy of Emergency Medicine	\$1,050
American Ambulance Association	\$5,250
Asthma and Allergy Foundation of America	\$500
CareFirst BlueCross BlueShield	\$13,300
Common Table Health Alliance	\$525
Commonwealth of Massachusetts, Department of Public Health, Bureau of Safety and Quality	\$1,050
Health Care Service Corporation	\$26,250
Healthgrades	\$28,350
Independent Care Health Plan	\$5,250
Informed Patient Institute	\$100
Medicare Rights Center	\$500
New York City Health and Hospitals Corporation	\$5,250
Novartis	\$13,100
VeriMedic	\$1,050
American Association on Health and Disability	\$250
American Cancer Society Cancer Action Network	\$5,000
Federation of State Medical Boards	\$19,700
HORNE Healthcare Delivery Institute	\$5,250
National Patient Advocate Foundation	\$500
Texas Tech Physicians of Lubbock	\$500
Doctella	\$1,050
Lake Health	\$5,250
Northeast Business Group on Health	\$500
UCB	\$26,250
Centene	\$36,750
Coalition to Transform Advanced Care (C-TAC)	\$100
Truven Health	\$22,000

Patient & Family Centered Care Partners	\$100
University of Iowa Public Policy Center - Health Policy Research Program	\$2,625
Total 2014 New Member (44) Revenue	\$344,050

Cancelled Member	Dues Amount
<i>Academic Consortium for Complementary and Alternative Health Care</i>	-\$250
<i>American Association of Nurse Assessment Coordinators</i>	-\$500
<i>American Data Network</i>	-\$2,625
<i>American Health Information Management Association</i>	-\$22,000
<i>American Hospice Foundation</i>	-\$250
<i>Ascension Health</i>	-\$36,750
<i>Association for the Advancement of Medical Instrumentation Foundation</i>	-\$250
<i>Aurora Health Care</i>	-\$26,250
<i>BayCare Health System</i>	-\$26,250
<i>Besty Lehman Center for Patient Safety & Medical Error Reduction*</i>	-\$1,050
<i>CaroMont Health</i>	-\$5,250
<i>Childbirth Connection*</i>	-\$250
<i>Deloitte Consulting, Health Sciences and Government</i>	-\$10,500
<i>FoxChase Cancer Center</i>	-\$5,250
<i>Gentiva Health Services</i>	-\$5,250
<i>Hoag Hospital</i>	-\$10,500
<i>Informed Medical Decisions Foundation*</i>	-\$1,750
<i>Kansas City Quality Improvement Consortium</i>	-\$1,050
<i>MCG</i>	-\$1,050
<i>Maine Quality Forum</i>	-\$5,250
<i>Massachusetts Health Quality Partners</i>	-\$1,050
<i>Mercy Medical Center (Baltimore)</i>	-\$5,250
<i>National Coalition for Hospice and Palliative Care</i>	-\$1,050
<i>Professional Research Consultants</i>	-\$5,250
<i>SAS Institute</i>	-\$5,250
<i>The Health Collaborative</i>	-\$1,050
<i>Urgent Care Association of America</i>	-\$500
<i>Western Health Advantage</i>	-\$5,250
Total 2014 Cancelled Member (28) Revenue Loss	-\$186,925

Net Member Gain/Loss 16
Net Revenue Gain/Loss \$ \$157,125

**indicates cancelled members who were merged into existing or new NQF member organizations*

NQF 2015 Board Meeting Schedule

<u>Board Dinner</u>	<u>Board Meeting</u>
March 23, 2015	March 24, 2015
July 21, 2015	July 22, 2015
November 3, 2015	November 4, 2015

TERM LIMITS FOR NQF BOARD MEMBERS

Terms ending in 2014

Name of Board Member	Start of Original Term	Start of Current Term	End of Current Term	Category	Eligible for Additional Term?
Becker, Lawrence	2007	2011	2014	C/P	No
Cuello, Leonardo	2011	2011	2014	C/P	Yes
Darling, Helen	2007	2011	2014	C/P	No
Kemper, Donald	2011	2011	2014	Other	Yes
Ness, Debra	2007	2011	2014	C/P	No
Roper, William	2007	2011	2014	Other	No
Tooker, John	2007	2011	2014	Other	No
Umbdenstock, Rich	2007	2011	2014	Other	No

Terms ending in 2015

Cochran, Jack	2012	2012	2015	Other	Yes
Corry, Maureen	2009	2009	2015	C/P	No
Dubow, Joyce	2012	2012	2015	C/P	Yes
Galvin, Robert	2009	2009	2015	C/P	No
Kramer, William	2012	2012	2015	C/P	Yes
Miller, Harold	2009	2009	2015	C/P	No
Mitchell, Elizabeth	2012	2012	2015	C/P	Yes
Naylor, Mary	2009	2009	2015	Other	No
Overhage, Marc	2009	2009	2015	Other	No
Probst, Louise	2013	2013	2015	C/P	Yes
Siegel, Bruce	2012	2012	2015	Other	Yes

Terms ending in 2016

Chase, James	2013	2013	2016	Other	Yes
Cronin, Carol	2013	2013	2016	C/P	Yes
Fowler, Elizabeth	2013	2013	2016	Other	Yes
Ginsburg, Marjorie	2013	2013	2016	C/P	Yes
Hoven, Ardis Dee	2010	2013	2016	Other	No
Ignagni, Karen	2013	2013	2016	Other	Yes
Mitchell, Dolores	2010	2013	2016	C/P	No
Shahian, David	2013	2013	2016	Other	Yes

C/P = Consumer Purchaser

EX-OFFICIO VOTING	
Frieden, Thomas R. * (Briss, Peter)	Federal Representative
Kronick, Richard* (Wilson, Nancy)	Federal Representative
Tavener, Marilyn* (Conway, Patrick)	Federal Representative
Wakefield, Mary * (Parham Hopson, Deborah)	Federal Representative
EX-OFFICIO NON-VOTING	
Upshaw Travis, Cristie**	CSAC Chair
Tang, Paul **	HITAC Chair

***No term limits for Federal Representatives.**

****Term coincides with term as Chair for CSAC or HITAC.**

**NQF BOARD OF DIRECTORS
ATTENDANCE AT BOARD MEETINGS
2013 – 2014**

An “X” indicates that the member attended the meeting. “n/a” indicates that the individual was not a Board member for the meeting in question.

Member Name	5/6/2013 meeting	9/19/2013 meeting	12/6/2013 meeting	2/26/2014 meeting (by phone)	3/26/2014 meeting	5/29/2014 meeting	7/23/2014 meeting
Becker, Larry	X	X	X	X	X	X	X
Chase, Jim	n/a	n/a	X	X	X	X	X
Cochran, Jack	X	X (by phone)		X		X	X
Corry, Maureen	X	X	X	X	X	X	X
Cronin, Carol	n/a	n/a	X	X	X		X
Cuello, Leonardo	X	X	X	X	X	X	X
Darling, Helen	X	X	X	X	X	X	X
Dubow, Joyce	X	X	X	X	X		X
Fowler, Liz	n/a	n/a	X			X	X
Galvin, Bob	X			X	X		X
Ginsburg, Marge	n/a	n/a	X	X	X		X
Hoven, Ardis Dee	X		X		X		X
Ignagni, Karen	n/a	n/a	X		X		X
Kemper, Don	X	X	X	X	X	X	X
Kramer, Bill	X	X	X		X	X	X
Miller, Harold	X	X	X		X	X	X
Mitchell, Dolores	X	X	X	X	X	X	X
Mitchell, Elizabeth	X	X	X	X	X (by phone)	X	X
Naylor, Mary	X		X		X	X	X
Ness, Debra			X	X	X	X	X
Overhage, Marc	X		X	X	X		
Probst, Louise	n/a	n/a	n/a	X	X	X	X
Roper, Bill	X			X		X	
Shahian, David	n/a	n/a	X	X	X	X	X
Siegel, Bruce	X	X			X	X	X
Tooker, John	X	X	X	X		X	X
Umbdenstock, Rich	X	X		X	X		
Federal Government Members							
Briss, Peter	X	X	X		X	X	X
Conway, Patrick/Goodrich, Kate*		Shari Ling	X/X	X (KG)	X (KG)		X/X
Parham-Hopson, Deborah	n/a	n/a	n/a	X	X		X
Wilson, Nancy	X	X	X	X	X	X	X

Non-Voting Members							
Travis, Cristie							X
Tang, Paul	X	X	X	X	X		

*Patrick Conway and Kate Goodrich are both CMS designees to NQF's Board. Kate attends if Patrick is unavailable.