



**Meeting of the Board of Directors
November 4, 2015**

A meeting of the Board of Directors of the National Quality Forum (NQF) was held on November 4, 2015, at the offices of the National Quality Forum in Washington, DC.

Participants

Board Members Attending: Helen Darling (Chair); Bruce Siegel (Vice Chair); Christine Cassel (President & CEO); Peter Briss (CDC Designee); Jim Chase; Maureen Corry; Carol Cronin; Leonardo Cuello; Joyce Dubow; Liz Fowler; Bob Galvin; Marge Ginsburg; Deborah Parham Hopson (HRSA Designee); Ardis Hoven; Don Kemper; Bill Kramer (by phone); Harold Miller; Dolores Mitchell; Elizabeth Mitchell (by phone); Jean Moody-Williams (CMS Designee); Mary Naylor (by phone); Laurel Pickering; Louise Probst; Lew Sandy; David Shahian; Kirsten Sloan; Nancy Wilson (AHRQ Designee)

Non-Voting Ex Officio Board Members Attending: Lee Fleisher (CSAC Chair); Paul Tang (HITAC Chair)

Board Members Not Attending: Larry Becker (Treasurer); Marc Overhage

NQF Staff: Helen Burstin; Neal Comstock; Patty Green; Ann Greiner; Ann Hammersmith (General Counsel and Corporation Secretary); Elisa Munthali; Rob Saunders; Nicole Silverman; Kyle Vickers; Marcia Wilson

Guest: James Orlikoff, Orlikoff & Associates, Inc.

Guests present for Measure Ratification Open Session only: Andrew Baird, HealthSouth Corp.; Dexanne B. Clohan, M.D., HealthSouth Corp. (by phone); Deborah Head (by phone); Troy Hillman, USDMR; Paulette Niewczyk, USMDR (by phone)

OPEN SESSION

The Board met in open session at 8:15 a.m., ET.

Ratification of Patient- and Family-Centered Care (PFCC) Measures

Marcia Wilson, Senior Vice President, Quality Measurement, summarized the consensus process connected with the following PFCC Measures:

- 2633: IRF Functional Outcome Measure: Change in Self-Care Score for Medical Rehabilitation Patients (CMS)
- 2634: IRF Functional Outcome Measure: Change in Mobility Score for Medical Rehabilitation Patients (CMS)
- 2286: Functional Change: Change in Self Care Score (UDSMR)
- 2321: Functional Change: Change in Mobility Score (UDSMR)

The Board of Directors discussed these four measures and heard public comments on the measures.

ACTION: The Board of Directors approved endorsement of the four PFCC measures listed above.

Ratification of Eye Care and Ear, Nose and Throat (EENT) Measures

Marcia Wilson, Senior Vice President, Quality Measurement, summarized the consensus process connected with twenty-two EENT measures recommended for endorsement, one measure recommended for inactive endorsement with reserve status, and one eMeasure recommended for approval for trial use.

The Board of Directors discussed the EENT measures. There were no comments from the public.

ACTION: The Board of Directors approved endorsement for twenty-two EENT measures, one measure recommended for inactive endorsement with reserve status, and one eMeasure recommended for approval for trial use. The measures approved for endorsement are listed in Attachment A to these minutes.

CLOSED SESSION

The Board met in closed session at 9:01 a.m., ET.

The Board considered the following matters in closed session:

- bylaws and associated Board policies;
- NQF strategic planning;
- committee nominations;
- report of the Finance and Audit Committee;
- Measure Incubator update;
- measure appeals process; and
- membership report.

The Board took the following actions in the closed session:

Bylaws and Board Policies

ACTION: The Board approved revised Bylaws and associated Board policies (Committee Composition, Member Qualifications, Member Councils, and Member Conduct and Discipline), which appear in Attachment B to these minutes.

ACTION: Pursuant to the revised Bylaws, the Board appointed the Agency for Healthcare Research and Quality (AHRQ), the Health Resources and Services Administration (HRSA), and the Centers for Disease Control and Prevention (CDC) to serve one-year transitional terms ending immediately after the November 2016 Board meeting.

Nominations

ACTION: The Board appointed Leo Cuello to the Executive Committee and Carol Cronin to the Governance Committee.

ACTION: The Board appointed Linda Schwimmer to the Consensus Standards Advisory Committee (CSAC) to replace David Knowlton, who is retiring.

Report of the Finance and Audit Committee

ACTION: The Board voted to approve NQF's 2016 budget.

ACTION: The Board voted to approve NQF's Form 990 for CY 2014.

Measure Appeals Process

ACTION: The Board voted to approve NQF's revised Measure Appeals Process.

OPEN SESSION

Welcome

The Board convened in open session at 1:30 p.m., ET.

Helen Darling, Chair, welcomed everyone to the meeting and recognized the following departing Board members: Jack Cochran; Maureen Corry; Joyce Dubow; Bob Galvin; Ardis Hoven; Harold Miller; Elizabeth Mitchell; Mary Naylor; and Marc Overhage.

Chair's Report on Closed Session

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

Approval of Minutes

ACTION: The Board approved the minutes of the July 22, 2015, meeting, corrected to reflect that Laurel Pickering did not attend the meeting.

Membership Video

Neal Comstock, Vice President, Member Relations, gave a brief update on membership. Mr. Comstock reported that NQF gained 40 new members in 2015, with a resulting net increase in membership dollars of \$209,000. Mr. Comstock also noted that NQF has provided a new series of member engagement activities, primarily member education through webinars and in-person events.

Mr. Comstock introduced a new membership video, which is an outgrowth of NQF's member education initiatives. Staff introduced a video component to a planned webinar on who uses

quality measures and why. This video will be made available to NQF members more broadly. The Board watched the membership video and praised its content and quality. The Board discussed the possibility of creating an app that would link the video to treatment choices for particular conditions, thereby socializing what it means to have quality measures.

Measurement Science

Dr. Helen Burstin, Chief Scientific Officer, discussed NQF's measurement science activities, including the idea that advancing measurement science is essential to getting to measures that matter. Dr. Burstin highlighted NQF's work in socioeconomic status and risk adjustment; engaging low-volume providers in rural settings in performance measurement; and the link between health IT and safety, a framework for thinking about it, and a set of concepts that could be used to measure some of the concerns about health IT and safety. Dr. Burstin pointed out that performance measurement is beginning to consider a longer episode of care through a patient's eyes. This leads to considering other kinds of measures, such as functional status, quality of life, clinical outcomes, and costs, and NQF is focusing on that work going forward.

Dr. Burstin also discussed the focus of the Disparities Committee, a standing committee that will not evaluate measures, but will develop a roadmap for how to use measurement effectively and proactively to reduce disparity. Specifically, the Committee will review the implementation of the revised SES policy and evaluate the SES trial period.

Congressional Report

Ann Greiner, Vice President, Public Affairs, noted that the Hill has responded positively to NQF's work in measurement science. NQF has been very engaged on both sides of the aisle in the House and Senate on a number of issues and has been able to guide Hill staff to NQF reports that will aid their work. Examples include discussions about health information technology (HIT), value set harmonization, and rating EHRs based on transparency, accountability, and interoperability. Ms. Greiner also noted that NQF's rural report has been well received on the Hill, we have provided input on a Senate bill regarding chronic care, and we have talked about our work in the Medicaid and SCHIP area.

Public Comment

The floor was opened for public comment. One comment was received from Dr. DEXANNE CLOHAN, former Chief Medical Officer for HealthSouth, who stated that more emphasis should

be placed on actual improvement in health, value, and quality that may be achieved by endorsing a measure rather than overemphasizing the scientific elements of validity and reliability. Dr. Clohan also noted the importance of alignment with the front-end user of a measure. She stated that both of these factors work against adoption of the functional measures that arose from the CARE tool.

EXECUTIVE SESSION

The Board met in executive session at 2:44 p.m., ET.

The Board considered no other business and the meeting adjourned at 3:00 p.m., ET.

Respectfully submitted,

Ann F. Hammersmith
Corporation Secretary

ENDORSED EENT MEASURES

The Board of Directors endorsed the following EENT measures:

- [Measure #0086 Primary Open-Angle Glaucoma \(POAG\): Optic Nerve Evaluation](#) Percentage of patients aged 18 years and older with a diagnosis of primary open-angle glaucoma (POAG) who have an optic nerve head evaluation during one or more office visits within 12 months
- [eMeasure #0086 Primary Open-Angle Glaucoma \(POAG\): Optic Nerve Evaluation](#) Percentage of patients aged 18 years and older with a diagnosis of primary open-angle glaucoma (POAG) who have an optic nerve head evaluation during one or more office visits within 12 months (eMeasure version)
- [Measure #0087 Age-Related Macular Degeneration: Dilated Macular Examination](#) Percentage of patients aged 50 years and older with a diagnosis of age-related macular degeneration (AMD) who had a dilated macular examination performed which included documentation of the presence or absence of macular thickening or hemorrhage AND the level of macular degeneration severity during one or more office visits within 12 months
- [Measure #0088 Diabetic Retinopathy: Documentation of Presence or Absence of Macular Edema and Level of Severity of Retinopathy](#) Percentage of patients aged 18 years and older with a diagnosis of diabetic retinopathy who had a dilated macular or fundus exam performed which included documentation of the level of severity of retinopathy and the presence or absence of macular edema during one or more office visits within 12 months
- [eMeasure #0088 Diabetic Retinopathy: Documentation of Presence or Absence of Macular Edema and Level of Severity of Retinopathy](#) Percentage of patients aged 18 years and older with a diagnosis of diabetic retinopathy who had a dilated macular or fundus exam performed which included documentation of the level of severity of retinopathy and the presence or absence of macular edema during one or more office visits within 12 months (eMeasure version)
- [Measure #0089 Diabetic Retinopathy: Communication with the Physician Managing Ongoing Diabetes Care](#) Percentage of patients aged 18 years and older with a diagnosis of diabetic retinopathy who had a dilated macular or fundus exam performed with documented communication to the physician who manages the ongoing care of the patient with diabetes mellitus regarding the findings of the macular or fundus exam at least once within 12 months
- [eMeasure #0089 Diabetic Retinopathy: Communication with the Physician Managing Ongoing Diabetes Care](#) Percentage of patients aged 18 years and older with a diagnosis of diabetic retinopathy who had a dilated macular or fundus exam performed with documented communication to the physician who manages the ongoing care of the patient with diabetes mellitus regarding the findings of the macular or fundus exam at least once within 12 months (eMeasure version)

- Measure #0563 [Primary Open-Angle Glaucoma: Reduction of Intraocular Pressure by 15% or Documentation of a Plan of Care](#) Percentage of patients aged 18 years and older with a diagnosis of primary open-angle glaucoma whose glaucoma treatment has not failed (the most recent IOP was reduced by at least 15% from the pre-intervention level) OR if the most recent IOP was not reduced by at least 15% from the pre-intervention level a plan of care was documented within 12 months
- [Measure # 0565 Cataracts: 20/40 or Better Visual Acuity within 90 Days Following Cataract Surgery](#) Percentage of patients aged 18 years and older with a diagnosis of uncomplicated cataract who had cataract surgery and no significant ocular conditions impacting the visual outcome of surgery and had best-corrected visual acuity of 20/40 or better (distance or near) achieved within 90 days following the cataract surgery
- [eMeasure# 0565 Cataracts: 20/40 or Better Visual Acuity within 90 Days Following Cataract Surgery](#) Percentage of patients aged 18 years and older with a diagnosis of uncomplicated cataract who had cataract surgery and no significant ocular conditions impacting the visual outcome of surgery and had best-corrected visual acuity of 20/40 or better (distance or near) achieved within 90 days following the cataract surgery (eMeasure version)
- [Measure # 0564 Complications within 30 Days Following Cataract Surgery Requiring Additional Surgical Procedures](#) Percentage of patients aged 18 years and older with a diagnosis of uncomplicated cataract who had cataract surgery and had any of a specified list of surgical procedures in the 30 days following cataract surgery which would indicate the occurrence of any of the following major complications: retained nuclear fragments, endophthalmitis, dislocated or wrong power IOL, retinal detachment, or wound dehiscence
- [eMeasure# 0564 Complications within 30 Days Following Cataract Surgery Requiring Additional Surgical Procedures](#) Percentage of patients aged 18 years and older with a diagnosis of uncomplicated cataract who had cataract surgery and had any of a specified list of surgical procedures in the 30 days following cataract surgery which would indicate the occurrence of any of the following major complications: retained nuclear fragments, endophthalmitis, dislocated or wrong power IOL, retinal detachment, or wound dehiscence (eMeasure version)
- [Measure # 0566 Age-Related Macular Degeneration \(AMD\): Counseling on Antioxidant Supplement](#) Percentage of patients aged 50 years and older with a diagnosis of age-related macular degeneration or their caregiver(s) who were counseled within 12 months on the benefits and/or risks of the AREDS formulation for preventing progression of AMD
- [Measure # 0653 Acute Otitis Externa: Topical Therapy](#) Percentage of patients aged 2 years and older with a diagnosis of AOE who were prescribed topical preparations
- [Measure #0654 Acute Otitis Externa: Systemic Antimicrobial Therapy – Avoidance of Inappropriate Use](#) Percentage of patients aged 2 years and older with a diagnosis of AOE who were not prescribed systemic antimicrobial therapy

- [Measure #0655 Otitis Media with Effusion: Antihistamines or decongestants – Avoidance of inappropriate use](#) Percentage of patients aged 2 months through 12 years with a diagnosis of OME were not prescribed or recommended to receive either antihistamines or decongestants
- [Measure #0657 Otitis Media with Effusion: Systemic antimicrobials – Avoidance of inappropriate use](#) Percentage of patients aged 2 months through 12 years with a diagnosis of OME who were not prescribed systemic antimicrobials
- [Measure #1354 Hearing Screening Prior to Hospital Discharge](#) This measure assesses the proportion of births that have been screened for hearing loss before hospital discharge
- [eMeasure #1354 Hearing Screening Prior to Hospital Discharge \(EHDI-1a\)](#) This measure assesses the proportion of births that have been screened for hearing loss before hospital discharge (eMeasure version)
- [Measure #1360 Audiological Evaluation no later than 3 months of age](#) This measure assesses the percentage of newborns who did not pass hearing screening and have an audiological evaluation no later than 3 months of age
- [Measure #1361 Signed Part C Individual Family Service Plan \(IFSP\) before 6 months of age](#) This measure assesses the proportion of infants with permanent hearing loss who have been referred to intervention services no later than age 6 months of age.

The Board of Directors approved the following eMeasure for trial use:

- [eMeasure #2721 Screening for Reduced Visual Acuity and Referral in Children](#) The percentage of children who received visual acuity screening at least once by their 6th birthday; and if necessary, were referred appropriately.

The Board of Directors approved inactive endorsement with reserve status for the following measure:

- [Measure #0656 Otitis Media with Effusion: Systemic corticosteroids – Avoidance of inappropriate use](#) Percentage of patients aged 2 months through 12 years with a diagnosis of OME who were not prescribed systemic corticosteroids

AMENDED AND RESTATED

BYLAWS

As of November 4, 2015

NATIONAL QUALITY FORUM

A District of Columbia Nonprofit Corporation

BYLAWS

NATIONAL QUALITY FORUM

ARTICLE I

NAME

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

ARTICLE II

MEMBERSHIP

Section 2.1. **MEMBERSHIP.** The Corporation shall have no members as defined under the District of Columbia Nonprofit Corporation Act (the "Act"). Organizations that meet any qualifications established by the Board of Directors and pay membership dues shall be known as NQF Members.

Section 2.2. **MEMBERSHIP DUES.** Each NQF 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, provided that the NQF Member is first provided notice of its failure to pay dues and reasonable time to submit such dues.

Section 2.3. **SUSPENSION AND EXPULSION OF MEMBERS.** The Board of Directors, in its discretion and by the affirmative two-thirds vote of directors then in office, may suspend or expel any member with cause, provided however, that the member is first provided with notice of the proposed suspension or expulsion and the opportunity to be heard by the Board of Directors. The Board of Directors may adopt additional 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. The suspension or expulsion of a member shall not relieve the member from any financial obligations incurred or commitments made prior to the termination or suspension.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. COMPOSITION AND SELECTION OF DIRECTORS. The Board of Directors shall consist of between 15 and 21 voting Directors, and any non-voting Directors as provided in these Bylaws. The actual number of Directors shall be set from time to time by resolution of the Board of Directors. Affiliation with an NQF Member is a prerequisite to service as an At Large Member on the Board of Directors; provided, however, that the Board of Directors may make an exception to the membership requirement for Board members who are unaffiliated with an NQF Member.

(a) *Ex officio Directors.* The ex officio directors shall consist of the following:

- (i) The President and Chief Executive Officer of the Corporation; and
- (ii) The Chair of the Consensus Standards Approval Committee (“CSAC”).

(b) *At Large Directors.* At Large Directors shall consist of 10 to 16 Directors nominated by the Governance Committee and approved by a majority vote of all Directors then in office (the “At Large Directors”). Of these At Large Directors, a simple majority shall have a consumer or health care purchaser perspective.

(c) (i) *Agency Directors.* The Board shall establish from one to three Agency Director Seats to be held by individuals who are employed by an agency of the United States government.

(ii) If the Board designates an agency as eligible to fill an Agency Director Seat, then that agency may designate one representative to sit on the Board of Directors (“Agency Directors”), if such agency wishes to appoint a representative to serve on its allotted Agency Director Seat. The appointing agency shall work with the Board to identify an appropriate individual within the agency to serve on the Board.

(iii) Any individuals who are Agency Directors and are serving on the Board as of November 2015 under the prior Bylaws will become Agency Directors for a one-year term that ends with the final in-person Board meeting in 2016. Starting with that Board meeting, Agency Director Seats shall be established by the Board for three-year terms. At the conclusion of the initial one-year term and thereafter following each three-year term, the agency shall no longer have an Agency Director or an Agency Director Seat to fill, unless the Board gives that agency a new Agency Director Seat to fill for a new three-year term.

(iv) Agency Directors shall serve until (1) they are no longer affiliated with the organizations they represent, (2) the organizations they represent no longer hold a designated seat on the Board of Directors, or (3) such organization elects to change its representative.

(d) *CMS Director.* The Centers for Medicare and Medicaid Services (“CMS”) may designate one non-voting representative to sit on the Board of Directors (“CMS Director”) if CMS wishes to appoint a representative to serve on the Board. The CMS Director shall serve until: (1) that person is no longer affiliated with CMS or (2) CMS elects to change its representative.

(e) *HITAC Director.* The Chair of the Health Information Technology Advisory Committee (“HITAC”) shall serve as a non-voting member of the Board of Directors through the November 2016 board meeting.

Section 3.2. TERM. At Large Directors shall serve staggered terms of three years, with approximately one-third of the total number of At Large Directors to be elected each year. Except as otherwise set forth in these Bylaws, an At Large Director may serve two consecutive terms. Under special circumstances, an At Large Director may be allowed to serve a third consecutive term by two-thirds vote of the Board of Directors at a meeting where a quorum is present.

Section 3.3. REMOVAL AND RESIGNATION. At Large Directors may be removed at any regular or special meeting of the Board of Directors by a vote of two-thirds of all Directors then in office, provided that the Director is given notice of the proposed removal and the opportunity to speak at the meeting called for that purpose. An At Large Director may resign at any time by delivering a signed written notice to the Chair of the Board of Directors. Resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

Section 3.4. VACANCIES. If any vacancy of an At Large Director 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 may be filled by the affirmative vote of a majority of the Board of Directors at a meeting where a quorum is present, provided, however, that if such vacancy results in fewer than the minimum number of At Large Directors required under Section 3.1(b), the vacancy must be filled in the manner set forth herein.

Section 3.5. 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.

Section 3.6 LIMITATION OF LIABILITY AND INDEMNIFICATION. The personal liability of the Officers and Directors of the Corporation is hereby eliminated to the fullest extent permitted by law and by the provisions of the Act. To the fullest extent permitted by the Act, the Corporation shall indemnify and hold harmless each Officer and Director of the Corporation against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any civil action or proceeding to which he or she may be a party by reason of his or her being or having been an Officer or Director of the Corporation.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1. REGULAR AND SPECIAL 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. 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 4.2. 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 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 4.3. 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. Any or all Directors may participate in a meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be considered to be present in person at the meeting. Voting by proxy shall not be permitted.

Section 4.4. ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if each Director signs a written consent describing the action to be taken and delivers such written consent to the Corporation. Action taken in this manner shall be the act of the Board of Directors when one or more consents signed by all Directors in office are delivered to the Corporation.

ARTICLE V

OFFICERS

Section 5.1. 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 a meeting of the Board. The Chair, Vice Chair, and Treasurer 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 5.2. TERM. The Chair, Vice Chair, and Treasurer shall each serve terms of two years. The President and the Secretary shall serve at the pleasure of the Board of Directors. The Board may appoint the Chair, Vice Chair, or Treasurer to an additional term or a partial term upon a majority vote of the Board at a meeting where a quorum is present.

Section 5.3. DUTIES OF OFFICERS. The officers shall have such powers and perform such duties as are set forth in the Act, such powers and duties as are incident to the respective officer positions, and as set forth below.

- (a) 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.
- (b) Vice Chair. The Vice Chair shall perform the duties of the Chair when the Chair is unable to perform such duties, and 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.
- (c) President. The President of NQF shall be the chief executive officer of NQF and shall, subject to the direction of the Board of Directors, have and exercise full

authority for the management of NQF. The President shall serve, ex officio, as a voting member of the Board of Directors.

- (d) Secretary. The Secretary shall make and keep accurate records of the proceedings of the Board of Directors and the membership in one or more books provided for that purpose, receive reports from committees of NQF, see that all notices are duly given in accordance with the provisions of the Bylaws or as required by the Act, act as custodian of and authenticate NQF'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.
- (e) Treasurer. The Treasurer is the Chair of NQF's Finance and Audit Committee and shall render to the Board of Directors, whenever requested, an account of the financial condition of NQF. 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 such duties which from time to time may be assigned by the Chair of the Board, the President, or the Board of Directors.
- (f) 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 VI

COMMITTEES

Section 6.1. **COMMITTEES GENERALLY.** The Corporation's committees shall consist of standing, advisory, and ad hoc committees.

Section 6.2. **STANDING COMMITTEES.** The standing committees of the Corporation shall include the following: Executive Committee, Governance Committee, and Finance and Audit Committee. Additional standing committees may be established by the majority vote of all Directors then in office. Each standing committee shall discharge its responsibilities subject to the direction of the Board of Directors, and pursuant to the limitations set forth in the Act. Specifically, a standing committee shall not: (a) authorize distributions; (b) fill vacancies on the Board of Directors or on any of its committees; or (c) adopt, amend, or repeal these Bylaws. Members of standing committees shall be members of the Board of Directors. Members of the Executive Committee shall be nominated by the Chair of the Board, who may seek the advice of the Governance

Committee, and elected by a majority vote of all Directors then in office. Members of the Governance Committee and the Finance and Audit Committee shall be elected by a majority vote of all Directors then in office, upon the advice and recommendation of the Governance Committee. The composition and duties of each standing committee shall be as set forth in policies and committee charters adopted by the Board of Directors.

Section 6.3. **ADVISORY COMMITTEES.** Advisory committees of the Corporation may be established by the majority vote of all Directors then in office. Each advisory committee shall discharge its responsibilities subject to the direction and approval of the Board of Directors, and pursuant to the limitations set forth in the Act. Specifically, an advisory committee shall not: (a) authorize distributions; (b) fill vacancies on the Board of Directors or on any of its committees; or (c) adopt, amend, or repeal these Bylaws. Members of advisory committees need not be Directors, and these advisory committees shall not be committees of the Board of Directors, nor shall the advisory committees exercise any of the powers of the Board of Directors. The composition and duties of each advisory committee shall be as set forth in policies and committee charters adopted by the Board of Directors.

Section 6.4. **AD HOC COMMITTEES.** Ad hoc committees (which may be called working groups, councils, or other terms) may be established by the Board of Directors or by the Chair to formulate recommendations, direct program implementation, stimulate discussion and consensus, or perform any other task in furtherance of the Corporation's mission. Members of ad hoc committees need not be Directors, and these ad hoc committees shall not be committees of the Board of Directors, nor shall the ad hoc committees exercise any of the powers of the Board of Directors. The composition, duties, and procedures of each ad hoc committee shall be as set forth in policies and committee charters adopted by the Board of Directors or the Chair.

ARTICLE VII

AMENDMENTS

Section 7.1. **AMENDMENTS.** These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors then in office at 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 at least ten days prior to the meeting.

ADD POLICIES IN PDF