

American National Standards Institute
Healthcare Information Technology Standards Panel (HITSP)

CHARTER

§ I. Mission

Organizations participating in the Healthcare Information Technology Standards Panel (HITSP) (referred to as the “Panel”) agree to serve as a cooperative partnership between the public and private sectors for the purpose of achieving a widely accepted and useful set of standards specifically to enable and support widespread interoperability among healthcare software applications, as they will interact in a Nationwide Health Information Network (NHIN) for the United States.

The HITSP is established under the sponsorship of the American National Standards Institute (ANSI) and endorsement of the Healthcare Information and Management Systems Society (HIMSS). The Panel intends to ensure the broadest possible participation of all affected parties, in order to stand up and maintain an entity capable of achieving readily-implemented, consensus-based outcomes.

§ II. Principles

This Panel shall serve the public good by working to ensure that the harmonized work of various healthcare information standards development organizations is broadly deployed and supports interoperability, accurate use, access, privacy and security of shared health information. It shall be representative of all organizations and stakeholder groups in order to ensure that it operates under the following principles:

- **Transparency.** Essential information regarding governance, activities and decisions of the Panel is accessible to all parties on a timely basis.
- **Openness.** Participation on the Panel is open to all affected interests.
- **Stakeholder Representation.** The governance and all activities of the Panel include broad representation from stakeholders without regard to ANSI membership or accreditation.
- **Impartiality and Balance.** No one interest dominates the process or is favored over another among competing interests and various stakeholders.
- **Effectiveness and Relevance.** Decisions are relevant and effectively respond to regulatory and market needs, as well as scientific and technological developments.
- **Performance-based.** Standards specify essential characteristics rather than detailed designs wherever possible.

- 47 • Coherence. The process encourages coherence to avoid overlapping and
48 conflicting standards.
- 49 • Consistency. Where business conditions dictate that information is
50 transmitted under different standards, the process assures consistency in the
51 representation of this information.
- 52 • Due Process. Decisions are arrived at by procedures that assure all views are
53 considered and a dispute resolution process is provided.
- 54 • Timely. Decisions are reached in a timeframe that meets {market}
55 expectations.
- 56 • Flexibility. Decision making may incorporate variation in process to meet the
57 needs of differing sectors, so long as the other principles are not compromised.
58

59 2.01 Operation by Consensus: Acceptance of recommendations by unanimous consent of
60 the Panel will be the default operating procedure, with recorded votes of the Panel
61 resorted to only where significant division within the Panel and in the working group
62 process is apparent to the Chair.
63

64 *[COMMENT: It is the overriding objective of policy development in the HITSP to enable
65 a functional National Health Information Network, available to all Americans.
66 Accordingly, the complex issues of health information technology standardization being
67 addressed in the HITSP process must be resolved in a manner most likely to be accepted
68 and deployed by a diverse community of health sector stakeholders, beyond those
69 comprising the HITSP itself. Decisions regarding health information policy adopted by
70 the HITSP must not only be the product of a process reflecting the principles set out
71 above, but must be supported by as strong a majority of participants as possible.*
72

73 *Accordingly, while the working groups, Board and other operating committees of the
74 HITSP, as well as the Panel itself will rely on time-tested parliamentary procedures
75 whenever formal decision-making is required, it is the firm intention of the sponsoring
76 organizations that the HITSP reach its conclusions of policy and practice through a
77 consensus process, reflecting deliberations that thoroughly review all competent
78 positions, and protect the views of minority positions whenever substantial differences
79 persist.]*
80

81 **§ III. Scope**

84 The Panel is a multi-stakeholder coordinating body designed to provide the process
85 within which stakeholders identify, select, and harmonize standards for communicating
86 and encouraging broad deployment and exchange of healthcare information throughout
87 the healthcare spectrum. The Panel's processes are business process and use-case driven,
88 with decision making based on the needs of all NHIN stakeholders. Utilizing information
89 from stakeholders, the Panel will facilitate the development of harmonized
90 implementation guides and information policies, including SDO work products (e.g.
91 standards, deployment guidance, and technical reports). These policies, guides and work
92 products are essential for establishing privacy, security and functional and semantic

93 interoperability among healthcare community organizations and the software applications
94 they utilize.

95
96 In conducting its work, the Panel, as appropriate, will coordinate with other national,
97 regional and international groups addressing healthcare informatics with the goal of
98 realizing globally relevant standards.

99
100 The Panel and all sub-groups shall operate in accordance with approved operating
101 procedures set out in this document or its successors.

102 **§ IV. Healthcare Information Technology Standards Panel (HITSP)**

103 **4.1 Panel Members**

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107 Membership in the Panel is open to all parties with an institutional interest in or affected
108 by the national healthcare delivery system. Membership in the Panel shall be by
109 organization and consist of four categories. Organizations that could be categorized in
110 more than one group must choose a single affiliation for voting purposes.

111
112 ■ (a) Standards development organizations “(SDOs)” (1) which are entities whose
113 processes are accredited by ANSI and which create standards in health informatics
114 and implementation of EHR systems; (2) SDOs or other organizations responsible for
115 the standards chosen by the Consolidated Health Informatics (CHI) initiative; (3)
116 SDOs or other organizations put forth by the respondents to the November 2004
117 Health and Human Services RFI on the development and adoption of a NHIN; (4)
118 SDOs under the Institute of Electrical and Electronics Engineers-Standards
119 Association (IEEE-SA) with a focus on healthcare and health informatics; (5) SDOs
120 that serve as U.S. Technical Advisory Group (TAG) Administrators under the
121 International Organization for Standardization (ISO) and/or the International
122 Electrotechnical Commission (IEC) with a focus on healthcare and health
123 informatics; and (6) other SDOs nominated by expert cross-agency sources in the
124 Federal government. It shall be the objective of the Panel over the term of this
125 contract to ensure that at least two-thirds of those organizations eligible to join the
126 Panel in the SDO category do so.

127
128 ■ (b) “Non-SDO stakeholder organizations” including: clinicians and their
129 representative organizations; providers and their representative organizations; safety
130 net providers and their representative organizations; vendors that develop, market,
131 install, and support health IT products and their representative organizations;
132 healthcare purchasers or employers and their representative organizations; healthcare
133 payers or health insurance companies and their representative organizations; public
134 health professionals and their representative organizations; national organizations
135 with a broad representation of stakeholders with an interest in healthcare information
136 technology standards; and clinical and health-services researchers and their
137 representative organizations;

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- 139 ▪ (c) “Governmental bodies” defined as: Federal, state, and local agencies; and
140 coordinating bodies with responsibilities for and/or a relationship to healthcare
141 information technology used in the public sector; and
142
143 ▪ (d) “Consumers” represented by:: consumer-representative organizations with an
144 interest in health information technology standards.
145

146 4.1.1 Open Meetings, Notice. Panel meetings and minutes are open and available to the
147 public. Meetings of the Panel, including the annual meeting shall be announced by email
148 notice to Panel membership and posting on the Panel Web site
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150 4.1.2 Notice of Repeated Absence; Expulsion of Member for Repeated Absence. Any
151 organizational Panel Member which is absent from two successive Panel meetings at
152 which votes are taken shall be notified by the Secretariat of the fact, by electronic and
153 U.S. Postal Service mail sent to both the principal and alternate representative of the
154 Member. Upon a third successive absence from a Panel meeting at which a vote is taken,
155 the Member is subject to immediate expulsion from membership in the Panel, upon
156 motion to that effect made by the Chair and voted on by the Panel.
157

158 4.1.3 Petition for Reinstatement of Expelled Member: Any Member expelled from Panel
159 membership pursuant to § 4.1.2 may petition for reinstatement, by addressing a letter to
160 the HITSP Chair within 30 days of the Panel vote of expulsion, requesting a hearing
161 before a meeting of the HITSP Board. Upon completion of the hearing, at which the
162 expelled Member shall be heard, the Board shall make a recommendation on
163 reinstatement to the Panel. A vote of the Panel on the recommendation shall be taken at
164 the next subsequent Panel meeting, or by electronic mail ballot of all eligible Panel
165 members, at the discretion of the Chair.
166

167 4.2 Officers;
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169 4.2.1 HITSP Chair: The activities of the Panel and Panel meetings shall be presided over
170 by the HITSP Chair.
171

172 4.2.1.1 Appointment of HITSP Chair: ANSI shall appoint a non-voting Chairperson,
173 subject to approval by the Office of the National Coordinator (ONC) and the ratification
174 of a majority vote of the HITSP. If a Chair candidate either is not approved by ONC or
175 not ratified by the Board, ANSI shall submit a new candidate for ratification. ANSI’s
176 selection and criteria shall be communicated to the Panel.
177

178 4.2.1.2 Duties of the HITSP Chair: The Chair shall facilitate Panel meetings and shall
179 represent the Panel to the external community, including AHIC, and convene and preside
180 over all Board meetings.
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182 [4.2.1.3 HITSP Chair Voting to Break Board Tie: In the event a matter before the HITSP
183 Board results in a recorded vote as a tie, which would otherwise result in defeat of the

184 motion, the HITSP Chair may cast a vote to break the tie.] *Pending decision on voting*
185 *membership of Board.*

186
187 4.2.1.3 Term of Service; Vacancy of the Chair: Both the Chair and Vice Chair shall serve
188 two-year terms and may be re-appointed for one additional two-year term.
189 If the Chair is unable to complete his/her term of office, ANSI shall select a successor by
190 following the process for appointing a Chair set out in §4.2.1.1.

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192 4.2.2 HITSP Vice Chair; Succession: The Board shall nominate several candidates for
193 Vice Chair from its members, one of whom shall be appointed by ANSI as Vice Chair.
194 The Vice Chair shall assume the role of Chair in the Chair's absence; however the Vice-
195 Chair will not automatically become Chair, should the Chair be unable to serve. ANSI's
196 selection criteria and process shall be communicated to the Panel. Designation as Vice-
197 chair shall have no impact on the selected Board member's voting status unless serving as
198 Acting chair in the absence of the HITSP Chair, in which case the Vice-chair may cast a
199 vote only to break a tie in a Board vote.

200
201 4.3 Committee Chairs: The HITSP Chair shall appoint Committee chairs subject to
202 ratification by Committee members. See §6.5.

203
204 4.4 Panel Responsibilities The responsibilities of the Panel shall include, but not
205 necessarily be limited to:

- 206 a. Facilitate the timely development and harmonization of standards responsive
207 to identified use cases;
- 208 b. Elect HITSP Board members;
- 209 c. Ratify Panel chairperson;
- 210 d. Recommend creation or dissolution of committees;
- 211 e. Approve and ratify all Panel governance documents and operating procedures;
- 212 f. Ratify and adopt all final HITSP work products, such as, but not limited to:
213 use case recommendations, gap and duplication analyses, evaluation of
214 relevant standards to meet use case requirements, a standards change
215 management process, use case related implementation guides, and use case
216 testing;
- 217 **g. {Use of existing harmonization processes as appropriate.}**
- 218 h. Activate a conflict resolution mechanism as needed.
- 219 i. Recommend priorities to AHIC among proposed use cases to solve health
220 information exchange issues and implement AHIC decisions in these matters;
- 221 j. Ratify a self-sustaining business model presented by the Board that ensures
222 the ongoing viability and financial sustainability of the Panel beyond the
223 contract;
- 224 k. Perform all other acts necessary or appropriate to the conduct of the Panel's
225 activities and achievement of the Panel's Mission.

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4.5 The Consensus Process: In order to foster the collegial processes of the Panel and to fully achieve the Principles of Consensus set out in § 2.01, the Panel will base its conduct of business on the following consensus protocol:

The HITSP Consensus process shall be directed by the HITSP Chair. The achievement of consensus shall be based on thorough examination of issues, including the discussion of dissenting opinions and the resolution of disagreements. Consensus shall be preferred to resolve all issues brought before the Panel except those for which a vote is prescribed by this Charter, or those for which a vote is called at the discretion of the Chair.

There must a quorum (See §4.6.1) at any Panel meeting at which consensus may be declared on an issue. Points made during discussion will be recorded by the Secretariat in minutes.

The HITSP Chair shall have authority to table or terminate discussion, call for affirmation of consensus, mediate with dissenting parties or recommit a matter to committee for further action consistent with § 6.6.

4.6 Panel Voting Requirements: HITSP membership is organizational. Each organizational member has one vote in plenary-sessions of the Panel, and in any work group or committee in which it may participate. In the event the principal representative of a Panel member is absent, a previously designated alternative may vote on behalf of the member.. For all Panel votes, approval is determined by the affirmative vote of not less than a 66% of those voting.

4.6.1 Quorum of the Panel: Voting in person, electronically or other such approved means as declared by the HITSP Chair and announced in the Notice of the Panel meeting required by § 4.6.2 shall require a quorum of at least 50% of eligible Panel members. In establishing a quorum, a Panel member shall be eligible to be counted as part of the quorum if it has voted in at least one of the three previous consecutive Panel meetings at which votes have occurred.

4.6.2 Notice of Panel meetings; Prior publication and review of Panel matters: Announcements of Panel meetings as required by §4.1.1 shall include the date and time set for the meeting, the subject matter and agenda of the meeting and the present membership level of the Panel and a declaration of the number of Panel members that constitute a quorum for the purpose of any votes. A description of any matter to be put to a vote of the Panel shall be included in the Notice, including the recommendation of the working group and any working papers. Prior to any formal vote on any matter recommended to the Panel by a working group, there shall be at least a 5-day review and comment period for all members.

4.6.3 Publication of results of Panel votes: When voting on candidates for leadership positions only the final results will be made public. In all other cases, votes shall be open, and the results of the voting shall be available to all Panel organizational members.

277 § V. **HITSP Board**

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279 **5.1 HITSP Board Functions:** The HITSP Board (the Board) shall be the governing body
280 of the Panel. The Panel may delegate a decision on any matter, including any matter
281 enumerated in §4.3, to the Board for action, except for:

- 282 A. election of the HITSP Chair;
- 283 B. election of a Board member;
- 284 C. expulsion of a Panel member;
- 285 D. amendment of the charter document.

286 Any matter so delegated by the Panel may be referred back to the Panel by the Board
287 upon review. Such referral back shall be final.

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289 **5.2. Board Membership Categories:** The Board shall consist of 23 members, of whom 22
290 shall be voting members, who shall be elected by the Members affiliating with the
291 following categories of membership of the Panel:

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- 293 ■ (A) Eight (8) representatives elected by the standards development
294 organizations (SDOs) from the SDO membership of the Panel (but no more
295 than one representative from any one SDO).
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- 297 ■ (B) One (1) representative from each of the nine (9) following non-SDO
298 stakeholders, elected by the non-SDOs as a group: recognized national
299 associations; other similar types of organizations; or other organizations of:
300 clinicians and their representative organizations; providers and their
301 representative organizations; safety net providers and their representative
302 organizations; vendors that develop, market, install, and support health IT
303 products and services and their representative organizations; healthcare
304 purchasers or employers and their representative organizations; healthcare
305 payers or health insurance companies and their representative organizations;
306 public health professionals and their representative organizations; national
307 organizations with a broad representation of stakeholders with an interest in
308 healthcare information technology standards; and clinical and health-services
309 researchers and their representative organizations; and
- 310
- 311 ■ (C) Three (3) representatives, appointed by ONCHIT, representing
312 government agencies or coordinating bodies representing various government
313 agencies;
- 314
- 315 ■ (D) Two (2) representatives of healthcare consumer-representative
316 organizations, in addition to any organization representing consumers that
317 may be included among Tier (B);
- 318
- 319 ■ (E) One (1) additional non-voting ex-officio member appointed by ONCHIT.

320

321 **5.2.1 Board Terms:** Board Members elected in the normal course shall serve a two
322 year term. The initial terms of the Board members will be staggered to ensure

323 that no more than one half of the Board members will be replaced in any
324 given year. By lot one half of all initial Board members will be designated to
325 serve only one year, and their seat shall be vacant and subject to replacement
326 for a full two year term by their constituency after that year.

327
328 5.2.2 Board members are limited to three consecutive terms. If a Board member is
329 unable to complete his or her term of office, his or her category (e.g. SDO,
330 non-SDO, or consumer organization) is to, as soon as possible, elect a
331 replacement for the remainder of the vacant Board term.

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334 5.3 HITSP Board Responsibilities

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336 The Board shall have responsibility for governing the process of the Panel’s activities.
337 These activities shall include, but not necessarily be limited to:

- 338
- 339 a. Development of operating guidelines and such other operating procedures
340 necessary to perform its work, consistent with the principles of this Charter;
- 341 b. Recommend governance changes to the Panel for ratification;
- 342 c. Ensure that the principles of this Charter and governance documents are
343 upheld and maintained;
- 344 d. Provide direction and guidance for the development of use case
345 recommendations;
- 346 e. Formation of Panel committees of sufficient number to accomplish the work
347 of the Panel, and provide direction and guidance for their work;
- 348 f. Approve the dissolution of Panel committees at the conclusion of their tasks;
- 349 g. Ensure the coordination of Panel committee activities;
- 350 h. Appoint Panel committees and other task groups as needed;
- 351 i. In the event that the Panel or a committee is unsuccessful in minimizing
352 duplication or mediating conflict, the Board will make a concerted
353 documented effort to achieve a harmonized outcome, consistent with the
354 HISTSP Consensus process set out in §4.5;
- 355 j. Within one year of the contract awarded by the Department of Health and
356 Human Services, the Board shall recommend a self-sustaining business model
357 and preside over creation of a legal entity to ensure the on-going viability and
358 financial sustainability of the Panel beyond the term of the contract;
- 359 k. Upon enactment of the self-sustaining business model, ensure the fulfillment
360 of fiduciary responsibilities of the Panel; and monitor the Panel budget within
361 the limitations of and in coordination with outside funding (e.g. federal
362 contracts); and
- 363 l. Do and perform all other acts as may be necessary or appropriate to the
364 governance of the Panel’s activities.

365
366 5.3.1 The Board shall be solely responsible for recommending any changes in its
367 operations as set out in these rules and may recommend modifications, as set out in § 9.1

368 based on its experience as long as the principles of the Panel are not violated or
369 compromised.

370

371 5.4 HITSP Board Voting Procedure The Board shall seek to reach a consensus on any
372 matter before it for decision. When a matter is put to a recorded vote, approval requires
373 the affirmative vote of no less than 66% of those voting.. When voting on candidates for
374 leadership positions, only the final results will be made public. In all other cases, votes
375 shall be open, and the results of the voting shall be available to all Panel members.

376

377 5.4.1 Board Quorum: In person meetings and electronic votes shall require a quorum of
378 50% of the voting Board members. *[flag % for discussion]*

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380 5.5 HITSP Board Meetings: All meetings of the Board shall be open for attendance to all
381 Panel members. The Board shall establish a regular schedule of meetings, and in no
382 event shall it meet any less frequently than quarterly. The Board shall meet either
383 telephonically or in person not more than 5 days prior to each meeting of the Panel at
384 which a vote may be taken.

385

386 5.5.1 Prior Notice of Board Meetings: Board meetings shall be announced to the Panel by
387 electronic mail and posting on the Panel Web site. In the event of an unscheduled Board
388 meeting, notice shall be given at least 5 days in advance for in person meetings and at
389 least 3 days in advance for conference calls. Notice shall include the date and time of the
390 meeting, telephonic access information and an agenda indicating the subject(s) to be
391 addressed.

392

393 5.5.2 Prior Publication and Review of Board Agenda: In the event a Board meeting is
394 expected to act on any recommendation, prior to a formal vote on any matter by the
395 Board, such a decisional matter is subject to a 5-business-day review and comment period
396 for all Board members. Publication of working group recommendations and any working
397 papers shall be made to the Panel by electronic mail and posting on the Panel Web site..

398

399 5.6 Executive Session: The Chair may call at his or her discretion an executive session
400 open to only Board members. Executive sessions shall be called for discussion only and
401 no formal decisions will be taken during an executive session. Agenda items for
402 executive session shall not include topics which are subject to Board and/or Panel votes.

403

404 5.7 Absence from Board meetings: In the event a Board member shall be absent from 2
405 successive properly noticed Board meetings without good cause, the Chair shall order a
406 notice to the Board member, the sponsoring Panel Member and the other Board members
407 representing the absent Member's voting sector, declaring the Board Member to be
408 subject to removal from the Board upon a subsequent successive absence.

409

410 In the event of such subsequent absence, the Chair shall declare the absent Member's
411 Board seat to be vacant, and, in the case of an elected Board seat, a special election of the
412 sector constituency shall be held to elect a successor, who shall serve for the remainder of
413 the vacant seat's term, or, on the case of an appointed Board member, the appointing

414 authority shall designate a successor who shall serve for the remainder of the vacant
415 seat’s term. A constituency election by a membership sector to fill a vacant Board seat
416 may be conducted by electronic mail ballot, at the discretion of the HITSP Chair.
417

418 6. Committees:

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420 The Panel will conduct its activities through Committees comprised of staff
421 representatives of Panel members.
422

423 6.1 Membership of Committees: Committee membership is open to all interested Panel
424 members and shall be representative of affected stakeholders. All committee meetings
425 and conference calls shall be open to all Panel members and posted in advance. The
426 committee chair can appoint subordinate task groups as needed.
427

428 6.2 Operation of Committees: Upon approval by the Board, a Committee shall (1) be
429 organized by specialty domain or subject matter, and (2) be assigned approved use cases
430 if appropriate [When appropriate, Committees will work with a specific use case from
431 development through standards gap analysis and through standards development
432 coordination and implementation.] .
433

434 6.3 Committee Voting Requirements: Approval of a matter before a Committee shall be
435 achieved by consensus; when a matter is put to a record vote, approval is determined by
436 no less than a 66% affirmative vote of those voting. All Committee votes shall be open,
437 and the results of the voting shall be available to all Panel members.
438

439 6.4 Committee Quorum: In person meetings and electronic votes shall require a quorum
440 of 50% of the voting committee members.
441

442 6.5 Committee Responsibilities; Minutes: Committees ratify the selection of Committee
443 Chairs appointed by the Panel Chair. Committees can choose to recommend a Co-Chair
444 for appointment. Committees have responsibility for initiating and implementing the
445 Panel’s activities. Each Committee will have its own charter. Committee Charters will be
446 approved by the Board. Committee Chairs will be responsible for ensuring consistency in
447 all methodologies used in committee work in accordance with the principles of this
448 Charter. Each committee shall establish a procedure for recording minutes of its
449 proceedings, and publishing them in a timely manner to the entire Panel. Publication
450 may consist of posting to the Panel Web site.
451

452 6.6 Recommittal to Achieve Consensus

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454 6.6.1 Declaration of Minority Position of Panel: In the event more than one position on a
455 recommendation subject to a vote receives substantial support among the Panel, the Chair
456 may in its discretion order the declaration of “majority” and “minority” positions of the
457 HITSP.
458

459 6.6.2 Recommittal of a matter to Working Groups: Recommittal of a matter to the
460 recommending working group is to be preferred whenever a consensus may be achieved,
461 rather than reporting a recommendation with majority and minority positions.
462

463 **7. Secretariat Responsibilities:**

464 ANSI staff shall serve as secretariat to manage the business affairs of the Panel and shall:
465

- 466 (a) Provide all administrative support services to the Panel, Board, membership
467 and other such groups as created by the Board including but not limited to:
468 scheduling meetings, notifying members of Panel meetings, preparing agendas,
469 issuing minutes, staffing committees (except as agreed to with HIMSS for the Use
470 Case Committees); and
471 (b) Provide accounting, billing and such other services not elsewhere handled by
472 contract.
473
474

475 ANSI, as secretariat, shall have no vote at either the Panel or Board level. ANSI subject
476 matter experts may participate in Committees and working groups by consent of a
477 Committee chair, but shall have no vote.
478

479 **8. Roberts Rules of Order**

480 All questions of parliamentary procedure not addressed in this Charter shall be resolved
481 according to Robert's Rules of Order (10th edition). The Panel Chair may select a
482 Parliamentarian to interpret procedural rules and advise the Chair on procedural issues;
483 the Secretariat may fill this responsibility.
484

485 **9. Charter Ratification**

486 This initial Charter shall remain in effect through January 31, 2006. Any proposed
487 changes shall be reviewed and voted upon by the Panel no later than January 31, 2006. If
488 the Panel does not take formal action to amend or supersede the Charter by that date, this
489 Charter shall become permanent, subject to the procedure for amendment set out in Sec.
490 9.1.
491

492 9.1 Amendment of Charter: Amendment of the Charter may be done only by a vote of
493 the Panel, and may be accomplished by:
494

- 495 1. Publication of a proposed amendment to the Panel by email and posting to the
496 Panel Web site at least 30 days prior to the date of a Panel meeting;
497 2. Review by the Board with a recommendation to the Panel endorsing or
498 opposing the Charter amendment; and
499 3. A vote by the Panel at a Panel meeting at which personal attendance or
500 proxies from a majority of Members are recognized by the Panel Chair
501 Approval of an amendment requires an affirmative vote of 66% of ELIGIBLE
502 Members.
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504