ANSI-HISTP
Draft Governance Document

Report of Charter and Governance Committee
13 December 2005
Michael Aisenberg, Chair
Background/Premise

- Mission of CGC: Provide a functional set of procedures for consensus decision making by HITSP
- Predicate: Use September 28 draft document reflecting RFP requirements underlying HITSP charter
- Not by-laws or legal “charter”
  - Hybrid document with rule & procedures, vision and mission
Committee Charter

- Clarify Membership Categories and Board Representation
- Provide a mechanism for consensus decision making, protecting non-trivial minority views, but enabling efficient decision process
- Provide a procedural backstop
  - Robert’s Rules of Order
  - Parliamentarian
Charter & Governance Committee

- 8 Members from Across HITSP constituencies
- 5 2+ hour teleconferences over 6 weeks
- 5 successive draft versions
Key Actions

- § 5.2 **Board Membership**: Expand Board from 20 members (19 voting) to 23 members (22 voting).
  - voting status of 4th ONC ex officio member: under discussion.
  - Tie breaker vote by Chair: § 4.2.1.3
  - 1 additional consumer seat

- §§ 2.01; 4.5: **Consensus Process**: Decision making by unanimous consent wherever possible; procedures
Membership and Board Representation

Panel Membership by §4.1 category and §5.2 Board seat allocation

- SDOs – 15 (~12%) 8 BoD seats
- Non-SDOs – 88 (68%) 9 BoD seats
- Govt. bodies – 11 (~9%) 4 BoD seats
- Consumer groups – 9 (7%) 2 BoD seats
- Undeclared/Undecided – 5

TOTAL – 128 Organizations
The Rest

- Reliance on Robert’s classic by-laws architecture
- Readily amendable
- Portable as basis for “entity” by-laws
- Flexible, but retains provisions to protect non-trivial minorities, while enabling efficient process
Major Sections: I

- Articles I, II, II reflect RFP and mission/vision statements
  - But, § 2.01/4.3 provide unique imperative towards consensus

- Article IV: Defines HITSP responsibilities, membership eligibility and categories, conduct of meetings, chair duties, selection and succession and decision making options
Major Sections: II

☐ Article V: Board functions, membership, responsibilities and decision making
☐ Article VI: Committee membership, operation and decision making
☐ Article VII: Duties of secretariat
☐ Article VIII: Robert’s as authority on procedure
☐ Article IX: Ratification & Amendment of Charter