

BY-LAWS
OF
Delaware Health Information Network

ARTICLE I - NAME

The name of the entity is: **Delaware Health Information Network (DHIN)**

ARTICLE II - OFFICES

The Board of Directors of the DHIN (the “Board”) shall establish the location of the principal executive office of the DHIN at any appropriate location within the State of Delaware, or at such other place as shall be lawfully designated by the Board of Directors as the affairs of the DHIN may require from time to time.

ARTICLE III - CORPORATE PURPOSES

The purposes of the DHIN shall be to facilitate the exchange of electronic health information among health care providers in Delaware; to improve the care received by consumers served by Delaware’s health care system; to reduce medical errors associated with incomplete information available to providers of medical care; to improve communication among healthcare providers and their patients; to reduce the number of duplicative tests; and to afford specialists a better understanding of the patient upon referral from his/her primary care physician. The purposes of the DHIN shall also include the administration, operation and maintenance of a Delaware Health Care Claims Database as set forth in 16 *Del. C* Ch. 103, *Subch.* II. The DHIN shall operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; and generally to engage in any other lawful endeavor or activity in furtherance of any of the foregoing purposes.

ARTICLE IV - BOARD OF DIRECTORS

1. General. The management and affairs of the DHIN shall be at all times under the direction of a Board of Directors to be elected from time to time as stated herein. Each Director shall be of legal age, and need not be a resident of the State of Delaware.

2. Number. The number of voting members of the Board shall be consistent with the

requirements set forth in 16 *Del. C.* § 10302.

3. Qualifications: Consistent with the requirements of 16 *Del. C.* § 10302, Directors appointed to the Board ideally shall have experience in one of the following areas: clinical care, finance, health care/privacy law, information technology, and management/administration. The DHIN Executive Committee shall seek to establish a balance of these skill sets among appointed Directors. The Chief Executive Officer of DHIN shall develop a comprehensive training/orientation curriculum for new Directors.

4. Directors. The Directors of the DHIN shall be as specified in §10302(a), Title 16 of the Delaware Code. Unless otherwise specified therein, there shall be up to thirteen (13) members of the Board who are broadly representative of the healthcare industry generally, including:

1. The Director of the Office of Management and Budget or his/her designee;
2. The Chief Information Officer of the Department of Technology and Information or his/her designee;
3. The Secretary of the Department of Health and Social Services or his/her designee;
4. The Controller General or his or her designee; and
5. Nine (9) members appointed by the Governor, including representatives of medical consumers, hospitals or hospital systems, physicians, nurses, businesses or employers, and payers.

The Chief Executive Officer of the Delaware Health Information Network shall serve on the Board of Directors in a non-voting capacity.

5. Vacancies. Vacancies occurring in the Board by death, resignation, refusal to serve, or otherwise, shall be filled for the unexpired term by a Director appointed by the Governor.

6. Resignation. Any Director may resign at any time by giving written notice to the Chair and the Secretary of the Board of Directors. Such resignation shall take effect at the time specified or, if no time is specified, at the time of its acceptance as determined by the Chair or the Board.

7. Attendance Expectations. Directors are expected to attend all meetings of the Board whether regular or specially called meetings, either in person or by the electronically provided means set forth herein. As set forth in 16 *Del. C.* § 10302(a), a Director who is absent without adequate reason for three (3) consecutive meetings, or who fails to attend at least half of all regular business meetings

during any calendar year, may be removed from the Board with the approval of the Governor upon a recommendation by the Board.

8. Restrictions. The Board may recommend to the Governor that, consistent with the requirements set forth in 16 *Del. C.* § 10302(a) and to the extent practicable, no more than one Director may serve from any one organization or agency from which that Director receives income or primary employment.

9. Terms. A Director may serve beyond their 3-year term until a successor is appointed.

10. Right of Inspection. Each Director has the right, at any reasonable time, to inspect and copy any of the DHIN's books, records, and documents of every kind and to inspect the DHIN's physical properties.

11. Conflict of Interest. As a public instrumentality of the State of Delaware, DHIN and certain of its officers and employees are subject to the Laws Regulating the Conduct of Officers and Employees of the State, as set forth in Chapter 58, Title 29 of the Delaware Code. All Directors, Officers, and committee members shall be required, upon their appointment and on an annual basis thereafter, to sign a conflict of interest statement on a form to be approved by the Executive Committee.

ARTICLE V - MEETINGS OF THE BOARD

1. Place of Meeting. The meetings of the Board shall be held at the principal office of the DHIN or at any place within the State of Delaware that the Board may from time to time designate.

2. Annual Meeting. An annual meeting of the Board shall be held within four months of the close of the fiscal year each year, or at such other time as designated by the Chair. The notice of the meeting shall give the date, time and place and designate it as the annual meeting. The annual meeting shall be open to any citizen of the State of Delaware who has indicated an interest in the purpose and mission of the DHIN.

3. Regular and Special Meetings. Regular meetings of the Board shall be held at such frequency, time and place as may be specified by the Chair or his or her designee, or by resolution of the Board. Special meetings of the Board of Directors shall be held whenever called by the Chair, or by a majority of the Directors then in office. Special meetings of the Board of Directors shall be held at such place either within or without the State of Delaware, as shall be stated in the call of the meeting.

4. Board Meeting Attendance by Telephone, Webinar or Other Means: The Board shall conduct its business through in-person meetings, except that Directors may from time to time attend by

telephone, or meetings may be convened by video-conference or other alternative means, as may be required under special circumstances as determined by the Chair and the Chief Executive Officer. Meetings conducted by videoconference, webinar or similar means, or board member participation in an in-person meeting by phone, shall be subject to the requirements of the Delaware Freedom of Information Act, 29 *Del.* Ch. 101.

5. Notice of Meetings. The Secretary or his/her authorized designee shall give notice to each Director of each annual, regular or special meeting by mailing the same at least seven (7) days before the meeting to his/her address as shown by the records of the DHIN or by e- mailing or faxing the same not less than seven (7) days before the meeting, which notice shall state the time and place of the meeting, including agenda items, and notification of actions expected to be taken. A Director may waive notice before, at or after any meeting by writing or by electronic means. Attendance by a Director at a meeting shall not constitute waiver of notice of such meeting if a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. Quorum. As set forth in 16 *Del. C.* § 10302, the Board is authorized to conduct its business by a majority of a quorum. A quorum is a simple majority of the members appointed. Once a quorum is present to organize the meeting it shall continue in effect notwithstanding the subsequent withdrawal of any of those present unless the status of a quorum is questioned by a Director.

7. Organization. At all meetings of the Board of Directors, the Chair shall preside. The Secretary or the Secretary's designee shall keep a record of the proceedings of the meetings. The Chair and Secretary shall do and perform such other duties as may from time to time be assigned to each of them, respectively by the Board of Directors. At such time that the Chair is unable to preside over the meeting, the Vice Chair shall preside.

8. Order of Business. The order of business at all meetings of the Board of Directors, unless otherwise determined by the affirmative vote of a majority of the Directors present, shall be determined by the presiding officer.

ARTICLE VI - COMPENSATION OF DIRECTORS

Directors acting as such shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of reasonable expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the DHIN. Nothing herein shall preclude Directors from serving the DHIN in any other capacity and receiving compensation for such services; provided, however, that any such compensation shall be subject to all applicable requirements concerning conflict

of interest and disclosure.

ARTICLE VII – OFFICERS

1. Election - Title - Term. The officers of the DHIN shall be a Chair, Vice Chair, Secretary and a Treasurer, and such other officers and assistant officers as may be appointed pursuant to these by-laws. Each officer shall be elected annually by and from the Board of Directors at or before the second regular meeting (which term is to include the annual meeting) following the close of the fiscal year. Such duly elected officers shall serve until the second regular meeting following the close of the fiscal year in which they were appointed, or until a successor shall have been duly elected and shall have qualified. At least thirty (30) days before the meeting at which such officer nominations are to be considered, the Secretary shall solicit from all members of the Board proposed nominations for individuals to serve as officers and for nominees to the three non-officer seats on the Executive Committee. Each Director shall be given a list of the nominees at least seven (7) days prior to the annual meeting. Each Director shall be entitled to one (1) vote for each officer and Executive Committee member position to be filled and the result will be determined by a vote equaling the number of the majority of the Directors present.

Any two or more offices may be held by the same person, except the same person may not hold the office of Chair and as Vice Chair, Secretary, or Treasurer simultaneously. All officers of the DHIN shall do and perform such other duties as may from time to time be assigned to each of them, respectively, by the Board of Directors.

The Chief Executive Officer of the DHIN shall be a non-voting member of the Board, Executive Committee and any other committee of the DHIN. The Chief Executive Officer shall have the authority to hire, fire and discipline employees and other personnel, and oversee the allocation of financial resources within budget or under the constraints as set by the Board. The Chief Executive Officer may execute contracts and agreements up to a dollar limit approved by the Board or that otherwise fall within the Board-approved operating budget, and may delegate that authority pursuant to a policy approved by the Board or Executive Committee. The Chief Executive Officer shall do and perform such other duties as may from time to time be assigned by the Board of Directors.

2. Tenure of Officers. All officers, employees and agents shall be subject to removal at any time by the affirmative vote of a majority of the members of the Board then present.

3. Chair. One Director shall be elected to perform the role of Chair of the Board by a majority of Directors then present. The Chair shall: preside over meetings of the Board; maintain good order; determine the agenda for meetings; appoint the membership of committees and work groups, except the Executive Committee; execute documents in the name of the Board; and perform such other

matters as determined by the Board.

4. Vice Chair. One Director shall be elected to serve as Vice-Chair by a majority of the Directors then present. The Vice Chair shall perform the duties and exercise the powers of the Chair when the Chair is absent or unable to act, subject to the control of and to the extent authorized by the Board of Directors. The Vice Chair will serve until the next ensuing annual meeting (or at such time the Chair vacates his/her position), upon which time the Vice Chair shall assume the role of Chair of the Board unless otherwise determined by the affirmative vote of a majority of the members of the Board then present.

5. Treasurer. One Director shall be elected to serve as the Treasurer by the majority of Directors then present. The Treasurer shall oversee fiscal matters of the DHIN; provide an annual budget to the Board for approval; and ensure the development and board review of financial policies and procedures, except as otherwise provided by the Board. If required by the Board, he/she shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board may require. The Board shall have authority to appoint an Assistant Treasurer if deemed necessary in the Board's discretion.

6. Secretary. One Director shall be elected to serve as Secretary by a majority of Directors then in service. The Secretary shall maintain the records of the Board and its members, and attest to the official matters of the Board, except as otherwise provided by the Board.

ARTICLE VIII – COMMITTEES OF THE BOARD

1. Committee Composition. Members of DHIN committees shall be appointed by and serve at the pleasure of the Chair, unless otherwise set forth herein. The Chair's decisions with respect to committee membership can be modified at any time by a majority of a quorum of the Board of Directors. All committees of the DHIN Board shall be chaired by a Director. Non-Directors with an interest in the purpose and mission of the DHIN may serve by invitation and Board approval on any DHIN committee except the Executive Committee, however, the majority of each committee must be DHIN Directors. All committee members, both Directors and non-Directors, shall sign a conflict of interest statement annually. Any action taken by a Committee shall require a quorum of members present and be presented at the next meeting of the full Board of Directors.

2. Executive Committee. There shall be an Executive Committee, consisting of the officers of the Board, and such additional members of the Board of Directors as desired by the Board to bring the total number of members on the Executive Committee up to seven (7). In the event of a vacancy on the Executive Committee for any reason, the Board shall take steps to fill such vacancy at the next

regular meeting of the Board or an earlier Special Meeting called for such purpose. Members of the Executive Committee shall be representative of various stakeholder groups (consumers, employers, health plans, hospitals, physicians, and State government). The Executive Committee is empowered to act on behalf of the full Board when waiting for the next scheduled meeting of the full Board would jeopardize timely decision making or action. The Executive Committee shall have such other powers as the Board of Directors shall designate, except that the Executive Committee shall not have authority to adopt, amend or repeal the by-laws.

Each member of the Executive Committee shall serve at the pleasure of the Board. The designation of the Executive Committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law.

The Executive Committee shall be presided over by the Board Chair or his/her designee and shall oversee the operations of the DHIN and the Board of Directors. In addition to any responsibilities delegated to it by the Board of Directors, the Executive Committee shall have the following responsibilities:

- A. The Executive Committee shall evaluate the performance of the Chief Executive Officer and shall assist the Chief Executive Officer with leadership and management matters. The Executive Committee shall guide the development of and review and authorize personnel policies and procedures and is empowered to act on such personnel issues as may be brought forward by the Chief Executive Officer.
- B. The Executive Committee shall have responsibility for overseeing the development of the budget, ensuring accurate tracking/monitoring/accountability for funds, ensuring adequate financial controls, reviewing major grant awards and contracts and their associated terms, overseeing development and implementation of the DHIN's sustainability and fundraising plans, identifying and soliciting funds from external sources for DHIN support, and planning and supporting audits of all major functions (e.g. finances, programs, or organization). The Executive Committee will work with the Chief Executive Officer or other DHIN employee(s) as determined appropriate by the Board to accomplish its objectives
- C. The Executive Committee shall be responsible for identifying needed board member expertise/skills; recommending potential members to the Governor for appointment; orienting and training new members; ensuring effective board processes, structures and roles, including retreat planning, committee development, and board evaluation; and monitoring the need for ongoing Board training, education and informational activities.

3. Data Access Committee. There shall be a Data Access Committee (the “Data Access Committee”) of the Board, which shall consist of a minimum of seven (7) members and a maximum of eleven (11) members to be nominated by the Board Chair and elected by the Board. The Data Access Committee shall be representative of various stakeholder groups (consumers, employers, health plans, hospitals, physicians, and State government). A quorum of the Data Access Committee shall consist of the greater of four (4) members present or a majority of members present at a particular meeting. The Chair of the Data Access Committee shall provide a summary report of any actions taken to the next Board meeting, subject to any applicable confidentiality or other restrictions imposed by statute or regulation.

The Data Access Committee is empowered to act on behalf of the full Board with respect to the following actions:

- A. Review of requests for Claims Data pursuant to the Health Care Claims Database statute, 16 Del. C. Ch. 103, *Subch.* II and requests for Clinical Data pursuant to 16 Del. C. § 10307(e) (collectively, the “Analytic Request Laws”, and any regulations promulgated thereunder, or any other categories of data request that may be identified by the Board of Directors. The Data Access Committee shall authorize the release of Data pursuant to the Analytic Request Laws and regulations upon a determination by a majority vote of the Committee that such release is appropriate to facilitate the purposes of the Analytic Request Laws . Such determinations shall not be subject to the approval of the full Board.
- B. Such other actions as the Board of Directors may designate.

6. Term of Office. Each member of a committee continues as such until his or her successor is appointed, unless the committee is sooner terminated, or until his or her earlier death, resignation, or removal. All non-Director members of any committee may be removed by the Board Chair with the consent of a majority of the Board.

7. Rules. So far as applicable, the provisions of these by-laws relating to the conduct of meetings of the Board shall govern meetings of all committees. Each committee may adopt rules for its own governance provided that such rules are consistent with these by-laws and the DHIN’s authorizing statute, 16 Del. C. Ch. 103.

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Authorization. The Board of Directors may by resolution authorize any officer or officers, employee, agent or agents, or the Executive Committee, to enter into any contract or execute and

deliver any instrument in the name of and on behalf of the DHIN, and such authority may be general or confined to specific instances.

2. Loans. No loan shall be contracted on behalf of the DHIN and no negotiable papers shall be issued in its name unless authorized by the vote of the Board of Directors. When authorized by the Board of Directors so to do, any officer or agent of the DHIN may effect approved loans and advances at any time for the DHIN from any bank, trust company or other institution or from any firm or individual, and may make, execute and deliver promissory notes, bonds, or other certificates or evidence of indebtedness of the DHIN with respect thereto. Such authority shall be confined to specific instances. All bills, notes, checks, or other negotiable instruments of the DHIN shall be in the name of the DHIN and shall be signed by an officer of the DHIN or any other person duly authorized by the Board of Directors in such person's official representative capacity.

3. Checks, Drafts, Orders for Payment, Notes. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the DHIN and any and all securities owned by or held by the DHIN requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

4. Acceptance of Gifts. The Board of Directors or Executive Committee may accept on behalf of the DHIN any contribution, gift, bequest or devise for the general purposes or for any special purpose of the DHIN.

5. Audits. Upon affirmative vote of the Board of Directors, the accounts of the DHIN will be audited by a reputable independent accountant, whose report shall be submitted to each Director.

6. Bond. At the direction of the Board of Directors, any officer or employee of the DHIN shall be bonded. The expense of furnishing any such bond shall be paid by the DHIN.

ARTICLE X - NOTICE AND WAIVER

1. Notice. Except as specified in Article V, Section 5, which allows notice of meetings by fax or email, any notice required to be given under these By-Laws may be given by mailing the same, addressed to the person entitled thereto at his/her address as shown on the books of the DHIN and such notice shall be deemed to have been given at the time of such mailing. When delivered personally or by hand, the notice shall be deemed delivered when actually received.

2. Waiver of Notice or Lapse of Time. Whenever under the provisions of law or these By-Laws, the Board or any committee is authorized to take any action after notice to any person or persons or

after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time, if at any time before or after such action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submits a signed waiver of notice of such requirement, or submits such waiver by electronic means in the case of a notice of a meeting as specified in Article V, Section 5.

ARTICLE XI - MISCELLANEOUS

1. Seal. The DHIN shall have no seal.
2. Fiscal Year. The fiscal year of the DHIN shall end on the 30th day of June in each calendar year or otherwise as the Board of Directors or Executive Committee may determine.
3. Annual Budget. The prospective, annual budget shall be provisionally approved by the Finance Committee prior to the end of each fiscal year and presented for approval by the full Board at the annual meeting.
4. Effective Date. These by-laws shall be effective as of January 25, 2017.

ARTICLE XII - INDEMNIFICATION

1. Right to Indemnification of Officers and Directors. The Officers, Directors, non-Director Committee members and employees of the DHIN shall have the right to indemnification to the extent set forth under Delaware law.

ARTICLE XIII - AMENDMENT

1. By-Laws. These by-laws may be altered, amended, or repealed by the Board at any regular meeting or at any special meeting called for that purpose; provided, however, that notice of the proposed amendment, alteration or repeal shall be given to each Director at least five (5) days prior to the date of the meeting at which the by-laws are to be altered, amended or repealed.