I. Purpose

The California Interoperability Committee ("CIC") is the governing committee for the California Trusted Exchange Network ("CTEN") and derives its authority from the California Data Use and Reciprocal Support Agreement ("CalDURSA"). The primary purpose of the CIC is to enhance trust relationships between the Participants by fulfilling certain responsibilities described in the CalDURSA. Participants have recognized that a structure is needed to assure these critical responsibilities are successfully implemented.

The CIC must operate efficiently and effectively to fulfill the many important tasks delegated to it by Participants. This Operating Policy and Procedure describes how representation on the CIC is implemented in accordance with the CalDURSA and how the CIC will operate in the performance of its responsibilities.

II. Policy

The CIC facilitates decisions related to its duties described in the CalDURSA, oversees strategic, operational and management issues related to the CTEN, and provides support to the Participants. The CIC will work in a timely fashion to achieve consensus on issues brought before it.

III. Procedure

A. Membership of the CIC

1. The CIC shall be composed of representatives of Participants as defined in the CalDURSA.

2. The CIC shall include up to eleven voting members. Members may be selected from representatives of any Participant.

3. In no case shall any Participant have more than one employee or contractor serving concurrently as members on the CIC.
4. The Executive Director of CAHIE shall be an ex-officio, non-voting member of the CIC.

B. Selection of CIC Members

1. Initial Membership Defined through 2014: The procedure for selection of the initial CIC members is defined in the CalDURSA.

2. Selection of Members after 2014.
   a. Members shall provide as much advance notice as possible to the CIC of any upcoming vacancy.
   b. The CIC shall designate a nomination period of thirty (30) days, which can begin as soon as notification of an upcoming vacancy is received. A regular nomination period shall be held from November 1 through November 30, prior to the regular expiration of CIC member terms.
   c. The CIC shall convene a nominating committee comprising volunteers from CIC members to ensure sufficient qualified nominations.
   d. Nominees shall be full-time employees or independent contractors of a Participant.
   e. Following the close of the nomination period, the CIC may establish a process by which to evaluate the qualifications of the nominees. The CIC may allow an opportunity for nominee(s) to discuss their qualifications with the CIC.
   f. Participants may cast votes via email, phone, survey tool and/or other mechanism. Such voting shall be coordinated through CAHIE. Voting shall be open for a minimum of five (5) business days. Each Participant shall be entitled to vote for one representative for each open CIC position. The nominee who receives the highest number of votes will serve on the CIC. Should there be a tie, CAHIE shall coordinate a run-off election.

C. Terms of Office

1. The term of office for CIC members shall commence on the day of the effective election and continue until December 31 of that year.
D. Chairperson, Vice Chairperson (Chair Elect), and Secretary

1. To maximize continuity of CIC leadership, a succession structure shall be established.

2. The CIC shall select a Chairperson to preside over its meetings and a Vice Chairperson to preside over its meetings in the Chairperson’s absence.

3. Voting shall be facilitated via phone, email or online survey. The nominee who receives the largest number of votes shall be elected to serve as Chair and Vice Chair. If there is a tie, a re-vote will be facilitated.

4. The Vice Chairperson will also function as Chair Elect and assume the responsibilities of the Chairperson once the current Chairperson’s term concludes. In the event the Chair Elect is not able to assume the role of Chair, the CIC shall determine the manner in which a new Chair shall be selected.

5. The term of office for the Chairperson and Vice Chairperson shall be for one year.

6. An individual is not limited in the number of times he can hold the office of Chairperson and Vice Chairperson.

7. Only Participants may hold the office of Chairperson or Vice Chairperson.

8. The CIC shall select an individual to serve as Secretary to record notes of meetings and coordinate notices. The Secretary may be assisted by CAHIE staff to support his/her duties as Secretary. This may either be facilitated through a nomination and voting process or simply by identifying an individual to serve in this role. The Secretary does not need to be a member of the CIC. The term of office for the Secretary shall be for one year; however, an individual may succeed himself/herself.

E. Notice of Meetings

The CIC shall maintain a regular monthly meeting schedule, including date, time and location, and provide as much advance notice as possible to Members. The CIC may also publish a calendar of upcoming public CIC calls on the CAHIE web site. Other meetings may also be scheduled on an ad hoc basis, providing as much advanced notice as possible.
F. **Types of Meetings of the CIC**

1. **Regular Meetings:** In the exercise of its obligations under the CalDURSA, the CIC will meet at least monthly or more often as deemed necessary by its Members (e.g. to address priority matters that require timely CIC decisions). However, if during a given month there are no agenda items for the CIC to address, the meeting may be cancelled by the Chairperson. Members may participate real-time, in-person, by telephone, web-conferencing, or other manner determined by the Chairperson.

2. **Special E-Mail Meetings:** When necessary, the CIC may conduct meetings via e-mail at the discretion of the Chair. Each special e-mail meeting shall be set in motion to address one issue only and shall always be an Executive Session. When a quorum is obtained, the CIC Chair will convene the meeting through an email, including the issue to be discussed.

G. **Open and Executive Sessions**

1. The CIC shall promote openness and transparency in the conduct of its business, while retaining the right to adjourn to Executive Session to discuss sensitive or confidential matters.

2. The CIC will convene in open sessions to address routine matters and general business for the CTEN. Attendees, which may include the public, may attend meetings of the CIC to observe the proceedings. Prior notice of the open sessions will be provided on a public web site as directed by the CIC. The CIC will provide an opportunity for attendees to comment during these open sessions. All attendees will identify themselves to the Chairperson at the beginning of each meeting and shall not be counted for purposes of establishing a quorum.

3. The CIC may convene in an Executive Session to address confidential and sensitive matters. Only Members of the CIC may actively participate in CIC Executive Sessions. Notwithstanding the preceding sentence, the Chairperson may, upon agreement of the CIC, invite individuals who are not members to attend a CIC meeting, whether open or closed session, if needed to assist the CIC in the discharge of its duties. Invitees may participate in discussions and provide input to the CIC, but may not vote on any matters before the CIC. Such invitations do not need to be in writing.
H. **Quorum**

A quorum at any meeting of the CIC, including special email meetings, shall be a simple majority of Members being present at or participating in the meeting by an approved alternative mechanism, provided that at least one community HIO and one enterprise HIO Member is present or otherwise participating. Prior to convening special e-mail meetings, a quorum shall be ascertained. Lack of a quorum shall put the e-mail meeting on hold until such time as a quorum can be assembled.

I. **Provisional Action in the Absence of a Quorum**

If a quorum cannot be established, the CIC may continue to meet but cannot take official action, except as expressly authorized by this policy.

1. The CIC may take provisional action so that the CTEN and CTEN operations are not adversely affected (i.e. to avoid or mitigate an adverse impact to the CTEN, its operations, and/or the rights of any Participant(s), or a Participant’s end users or an individual pertaining to Message Content transacted in the CTEN). The CIC may take a provisional action at a meeting without a quorum, provided that a simple majority of the CIC ratifies the provisional action within fourteen (14) calendar days (or longer as determined by the CIC Chairperson), in a called meeting at which a quorum is present as set forth in this policy.

2. It is recognized that it may be necessary for the CIC to consider a Summary Suspension of a Participant if in good faith the CIC determines that imminent harm to the CTEN, Participant(s), Participant Users, or individuals may result. The CIC may take provisional action without a quorum at a meeting called to evaluate a Summary Suspension by the Chair pursuant to CTEN OPP-3, provided that the CIC ratifies the provisional action within five (5) business days in a called meeting at which a quorum is present as set forth in this policy.

J. **Voting**

1. The CIC shall use all reasonable efforts to reach a consensus in making its decisions. However, if necessary, the CIC may hold a vote on items that are before it for action.

2. In the event that the CIC does act on a matter by voting, the following protocol applies:
a. Each Member of the CIC shall have one vote;

b. In order for an item to be voted on by the CIC:

   i. Voting may take place during a meeting of the CIC with a quorum present; or

   ii. At the discretion of the CIC Chair, CIC members may also vote on a matter via e-mail, within two business days prior to and two business days following a meeting of the CIC.

   iii. During special e-mail meetings, the voting period shall last 4 week-days or until the number of returned votes is sufficient to determine the outcome of the vote. As in regular meetings, a motion to vote on a particular issue must be made and seconded. Each voting member shall email their vote to the CIC Chair and Secretary. Afterward, the CIC Chair shall adjourn the meeting via e-mail indicating the decision made.

c. To pass, unless otherwise provided for in this policy, a simple majority of the quorum present is required to approve the matter that is being voted upon and at least one community HIO and one enterprise HIO Member must vote in support of the matter.

3. For the following issues to pass, at least two thirds of the CIC Members present, not including the Member whose organization is the subject of the action, must vote in the affirmative in support of the matter that is being voted upon:

   • Approving a new Participant;
   • Suspending a Participant;
   • Terminating a Participant; or
   • Amending the CalDURSA

K. Documentation of Meetings

The CIC shall maintain meeting notes that summarize the discussion and decisions at each of its meetings, including Open Session and Executive Session meetings. After approval by the CIC, Open session notes may be posted publicly with Confidential Information redacted. The Executive Session notes shall be intended solely for the internal use of the CIC and may not be posted publicly. To the extent that any item is
approved by the CIC and needs to be communicated to third parties, such item shall be communicated in a separate email, memorandum or other transmittal as deemed appropriate by the CIC.

IV. Definitions

CalDURSA: California specific Data Use and Reciprocal Support Agreement

All other capitalized terms, if not defined herein, shall have the same meaning as set forth in the CalDURSA.

V. References

• CalDURSA Section 4

VI. Related Policies and Procedures

• OPP-8: CalDURSA Amendment Process

VII. Version History

<table>
<thead>
<tr>
<th>Date</th>
<th>Author</th>
<th>Comment</th>
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<tr>
<td>12/16/2013</td>
<td>Dave Minch</td>
<td>Initial red-lined draft.</td>
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<tr>
<td>1.0</td>
<td>Rim Cothren</td>
<td>Initial release.</td>
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<td>1.1</td>
<td>Rim Cothren</td>
<td>Revised terms and selection process in III.A, III.B, and III.C.</td>
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<tr>
<td>1.1.1</td>
<td>Lyman Dennis</td>
<td>Revised “67%” in III.J.3 to “two thirds” to clarify requirement.</td>
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