

Health Data Committee Bylaws

Adopted September 19, 2023

Article I—Statutory authority and requirements

- A. The Utah Health Data Committee (HDC) is created by Section 26B-1-413 of the Utah Code.
- B. Section 26B-1-413 of the Utah Code specifies statutory requirements of the HDC, including committee membership, terms, quorums, compensation, purposes, powers, and duties.

Article II—Officers

Section 1—Terms and service

- A. The HDC shall elect a chair and a vice chair at least annually or as required by statute and may elect other officers as it deems necessary.
- B. An elected officer of the HDC shall serve for a term of 1 year unless he/she resigns or is deemed ineligible under the conditions cited within item C of this Section.
- C. Officers are eligible for re-election for additional consecutive terms, except the chair and vice chair shall serve no more than 4, 1-year terms consecutively in that office.

Section 2—Duties of officers

- A. The chair shall have the following duties:
 - 1. Perform all such duties as are incident to the office of chair and such other duties as may be required by law or by these bylaws, or which may be

- prescribed from time to time by the HDC;
2. Preside or represent in any function or designate another member to preside or to represent in any function of the HDC;
 3. Appoint all subcommittees and subcommittee chairs subject to the approval of the HDC, except as otherwise provided in these bylaws;
 4. Prepare the HDC agendas with the assistance of the executive secretary and with input from HDC members; and
 5. Provide timely decisions on procedural matters between regularly scheduled meetings.
- B. The vice chair shall perform all duties of the chair in the absence of, or under the direction of the chair, or in the event of his or her inability or refusal to act, or if the office is vacant. When so acting, the vice chair shall have all powers, and be subject to all the restrictions of the chair.
- C. If neither the chair nor vice chair are present at a meeting of the HDC, the members of the HDC who are present shall select a member or the executive secretary to preside or represent the HDC.

Section 3—Election of officers

- A. Officers shall be elected in the quarter that begins July 1 and shall assume office at the next scheduled meeting.
- B. At least 14 calendar days prior to the election meeting, the executive secretary shall request from the membership of the HDC nominations for each office to be filled by election.
- C. Nominations may be made at any time before the chair opens voting. The consent of each candidate shall be obtained by the chair or executive secretary prior to accepting the nomination.
- D. If there are two or more candidates for the offices of chair or vice chair, the election shall be by ballot in a manner determined by the HDC members present. The executive secretary shall be responsible for counting the ballots.

Article III—Executive secretary

- A. The executive secretary is not an elected office, but is appointed according to 26B-8-502, Utah Code and shall have the following duties related to the function of the HDC:
 - 1. Keep written minutes of all HDC meetings per requirements set forth in the Open and Public Meetings Act, (Title 52, Chapter 4, Section 203, Utah Code);
 - 2. Make sure all notices are duly given in accordance with the provisions of these bylaws, or as required by law;
 - 3. Exhibit at any reasonable time, to any member of the HDC or member of the general public on request, the bylaws, the minutes of the proceedings, and other such data and records of the HDC to which the person requesting the information has the right, by law or regulations, to access; and
 - 4. To be custodian of the records of the HDC.
- B. The executive secretary shall prepare and distribute a preliminary copy of the meeting agenda and accompanying documents to HDC members at least 3 working days prior to a regular meeting.
- C. In general, the executive secretary shall perform all duties incident to the office of executive secretary and such other duties to assist the HDC to carry out its powers and responsibilities and may employ staff necessary to carry out these requirements and delegate responsibilities to employees.

Article IV—Meetings

Section 1—Operations

- A. The HDC shall meet at least once during each calendar quarter.
- B. All HDC meetings shall be subject to provisions of the Open and Public Meetings Act (Title 52, Chapter 4, Utah Code).
- C. The chair shall set meeting dates for regular meetings of the HDC, with at least

- 10 working days' notice to the other members.
- D. A special meeting of the HDC may be called upon written request to the executive secretary by at least four HDC members with at least 10 working days' notice to the other members.
 - E. The chair may call emergency meetings of the HDC for the purpose of dealing with urgent issues that need to be addressed before the next regular meeting. HDC members should be given as much notice as possible, but not less than 24 hours.
 - F. Public comments will be in accordance with the Open and Public Meetings Act (Title 52, Chapter 4, Utah Code).

Section 2—Voting

- A. Each HDC member shall have one vote; voting by proxy or by delegation in any manner shall not be permitted.
- B. Except for revision or amendment of the bylaws, each action by a majority of the HDC members at a meeting duly held at which a quorum is present is the act of the HDC. Voting requirements for revising or amending the bylaws are specified under the General Provisions of these bylaws.

Section 3—Electronic meetings

- A. The HDC may convene and conduct a regular, special, or emergency meeting as an electronic meeting in accordance with Title 52, Chapter 4, Section 207, Utah Code.
- B. Meetings held as electronic meetings shall be subject to the requirements for meetings outlined in these bylaws.

Section 4—Conflict of interest

- A. A substantial interest shall include the ownership, either legally or equitably, by an individual, the individual's spouse, or the individual's minor children, of at least 10% of the outstanding capital stock of a corporation or a 10% interest in any other business entity. See Utah Code, Section 67-16-3(15)
- B. No member of the HDC shall vote on a matter in which he/she has a substantial interest.
- C. A potential conflict of interest exists when an HDC member has a direct and

immediate interest or relationship with persons or businesses directly affected by decisions of the HDC or with persons or organizations which may present requests or issues before the HDC. The interest of a spouse or other members of the immediate family or household or the interest of any other person which is constructively controlled by the member is included.

- D. Whenever a member of the HDC has cause to believe that he/she has a potential conflict of interest in a matter to be voted upon, he/she shall announce such potential conflict and the question of whether an actual conflict exists shall be decided by a majority vote of the members of the HDC who are present. The HDC will decide voting privileges on a case-by-case basis; however, the general rule for conflicts involving employees or officers of businesses or organizations affected by HDC decisions, where there is not a personal financial gain, will be to allow participation in discussion and usual voting rights.
- E. Any member of the HDC may raise the question of possible conflict with respect to any member of the HDC concerning any matter to be voted upon. The question of whether an actual conflict exists shall be decided as provided in this section.
- F. Nothing in this section shall prohibit any member of the HDC from participating in the discussion or debate on a matter in which he/she has an interest.

Article V—Subcommittees

Section 1—Authorization

- A. The HDC may authorize the creation of subcommittees which are determined to be necessary or useful in the conduct of the business of the HDC.
- B. The products of such subcommittees shall be in the form of a recommendation to the HDC unless specifically directed or authorized by the HDC to initiate action.

Section 2—Appointment of subcommittee members and chairs

- A. The HDC may fix the number of members of any subcommittee of the HDC and may place requirements on the qualifications for members of any subcommittee.
- B. A person appointed to a subcommittee does not have to be a member of the HDC;

provided, however, that the chair of any subcommittee shall be a member of the HDC, unless an exemption is specifically approved by a majority vote of the HDC.

Section 3—Quorum of a subcommittee

- A. Unless otherwise specified by the HDC, a majority of the members of a subcommittee shall constitute a quorum of a subcommittee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the subcommittee.
- B. The HDC may also require that a quorum of a given subcommittee include a certain number of HDC members.

Section 4—Rules of procedure

- A. Each subcommittee may adopt rules for its own governance and procedures consistent with law and these bylaws.
- B. Any recommendation from a subcommittee where action by the HDC is requested or required shall be submitted to each HDC member no later than 5 working days prior to a regular meeting or 2 working days prior to a special meeting where such recommendation is to be acted upon.

Article VI—General provisions

- A. The HDC shall conduct a review of the bylaws at least annually.
- B. These bylaws may be revised or amended under the following conditions:
 - 1. The review of bylaws must be placed as a voting HDC meeting agenda item;
 - 2. HDC members present may propose changes to the bylaws during the meeting when the review is being conducted, and
 - 3. Two-thirds of the HDC members are present for an affirmative vote and adoption of the bylaws.

- C. Parliamentary procedure: The Robert’s Rules of Order, as most recently

revised, govern all HDC matters to which they are applicable and not inconsistent with these bylaws.

Liability: The Utah Department of Health and Human Services shall hold harmless the members of the HDC and its subcommittees for any liability resulting from or expenses incurred in defending any civil action arising from any action, failure to act or statement in performance of any function or responsibility required or authorized by state law if such member has acted within the scope of such function or responsibility and has acted in good faith.

Attendance: If an HDC member misses 2 or more regular meetings in a 12-month period without reason and without notifying the executive secretary in advance, the chair may recommend to the executive director of the Utah Department of Health and Human Services (DHHS) that he or she request the Governor remove the individual from the HDC.