

TEAM CHARTER

TEAM NAME: Regional Compliance Committee
TEAM LEADER: Kim Zimmerman, Chief Compliance and Quality Officer
ADOPTED BY: Operations Council
LAST APPROVED: September 18, 2023

This charter shall constitute the structure, operation, membership and responsibilities of the Mid-State Health Network (MSHN) Regional Compliance Committee.

Purpose of the Compliance Committee:

The Compliance Committee will be established to ensure compliance with requirements identified within MSHN policies, procedures and compliance plan; the Michigan Department of Health and Human Services Prepaid Inpatient Health Plan Contract; and all related Federal and State laws and regulations, inclusive of the Office of Inspector General guidelines and the 42 CFR 438.608.

Responsibilities and Duties: The responsibilities and duties of the Compliance Committee shall include the following:

- Advising the MSHN Chief Compliance and Quality Officer on matters related to Compliance
- Assist in the review of, and compliance with, contractual requirements related to program integrity and 42 CFR 438.608
- Assist in developing reporting procedures consistent with federal requirements
- Assist in developing data reports consistent with contractual requirements
- Assisting with the review, implementation, operation, and distribution of the MSHN Compliance Plan
- Reviewing and updating, as necessary, MSHN policies and procedures related to Compliance
- Evaluating the effectiveness of the Compliance Plan
- Determining the appropriate strategy/approach to promote compliance and detect potential violations and areas of risk as well as areas of focus
- Recommending and monitoring the development of internal systems and controls to carry out the Compliance Plan and supporting policies as part of daily operations.
- Reviewing compliance related audit results and corrective action plans, making recommendations when appropriate.

- Assisting in development and implementation of compliance related training.

Decision-Making Context and Scope:

General Decision-Making Process: Consensus shall be the primary mode of decision making and efforts shall be made to extend dialogue and gather information toward consensus to the extent possible.

Should consensus not be achieved, any member of the Compliance Committee may call for a vote of the members. A vote of the body is not binding on the MSHN Chief Compliance and Quality Officer, rather it is used to further inform as to the strength of the member's position on the subject. Any decision made subsequent to a vote of the Compliance Committee, including any items referred to the MSHN Operating Council (OC) or the MSHN Compliance Committee, shall reflect both the majority and minority opinions on that matter. The Chief Compliance and Quality Officer shall inform the appropriate individuals/groups of the final decision/recommendation before further action is taken.

Defined Goals, Monitoring, Reporting and Accountability

The Compliance Committee shall establish metrics and monitoring criteria to evaluate progress:

- As defined in the Compliance Plan

Membership

- a. CMHSP designees become members of the Compliance Committee through appointment by their respective CEO or Executive Director.
- b. Membership shall be representative of the MSHN Region with each CMHSP having one vote.
- c. Alternates may attend and speak with the power granted by their appointed CMHSP member.
- d. Others in attendance are by invitation (not regularly attending), should have a clearly defined purpose for attendance, are not intended to offer commentary on other agenda topics, and shall be excused when they have completed their purpose for meeting attendance. Subject matter expert (SME) may be invited by the Compliance Committee for a specific agenda topic and shall only participate during the related topic.

Roles and Responsibilities

- a. Chairperson – Prepares the agenda, runs the meeting and maintains order; serves as the point of contact for the committee; is accountable for representing the committee and making reports on behalf of the committee.
- b. Recorder –The recorder shall capture discussions, problem solving and planning of the committee in an unbiased manner and shall prepare minutes following each meeting.
- c. Member – An appointed participant of the committee selected based on content/process expertise/interest or customer/supplier representation.
- d. Subject Matter Experts (SME's) – Individuals may participate in a council/committee meeting for the purpose of providing information, consultation, etc. Participation as a subject matter expert does not constitute authority to participate in decision making. Subject matter experts should typically leave once their expressed purpose is complete.

Member Conduct/Ground Rules: Members of the MSHN Compliance Committee seek a meeting culture that is professional, productive, and comfortable. To that end, the following ground rules have been adopted:

1. Respect of others

- Only one person speaks at a time; no one will interrupt while someone is speaking.
- Each person expresses their own views, rather than speaking for others at the table or attributing motives to them.
- No sidebars or end-runs.
- Members will avoid grandstanding (i.e., extended comments/speaking), so that everyone has a fair chance to speak.
- No personal attacks. "Challenge ideas, not people."
- Everybody will seek to focus on the merits of what is being said, making a good faith effort to understand the concerns of others. Questions of clarification are encouraged. Disparaging comments are discouraged.
- Each person will seek to identify options or proposals that represent shared interests, without minimizing legitimate disagreements. Each person agrees to do their best to take account of the interests of the group as a whole.

2. Meeting Efficiency

- The agenda and related materials will be distributed in advance of the meeting.
- Members are prepared for the agenda content and have completed related assignments on time.
- Everybody agrees to make a strong effort to stay on track with the agenda and to move the deliberations forward.
- Members share equally in the work of the body.

3. Decision Making

- Members are respectful of the defined decision-making protocol and support decisions made of the body even when presenting a minority view.
- Each person reserves the right to disagree with any proposal and accepts responsibility for offering alternatives that accommodates their interests and the interests of others.
- Everybody will follow the "no surprises" rule. Concerns should be voiced when they arise, not later in the deliberations.

Meetings

- a. Regular Meetings – Will normally occur every other month.
- b. Special Meetings – Special meetings shall occur as determined by the consensus of the group and as business of the body necessitates.
- c. Attendance at Meetings - Members shall regularly attend or send a designee who is prepared to act on behalf of the appointed member.
- d. Agenda - The Agenda shall be prepared by the MSHN Chief Compliance and Quality Officer and shall be distributed in advance of the meeting with related attachment. To the extent possible the agenda shall clarify the context and timing of a discussion to support the need for SMEs or in determining an alternate for meeting attendance.
- e. Minutes of Proceedings - The recorder shall prepare a meeting summary that reflects key decisions and required actions to occur subsequent to the meeting. The required actions shall specify what, who, and by when.