

## HEALTH LAW COMMITTEE CHARTER

### I. MISSION STATEMENT:

The mission and purpose of the Health Law Committee (hereinafter the “HLC” and or “Committee”) shall be to provide materials, training, continuing educational opportunities and resources for all Association of Corporate Counsel (hereinafter the “ACC”) members with an interest or expertise in the healthcare industry, and the associated regulations, legislation and other laws that impact the industry. The Committee shall provide a forum for in-house professionals to discuss, review and analyze the latest case law and legislative and regulatory actions that impact their healthcare industry clients. The Committee will seek to create liaisons with other specialty organizations which also focus on various aspects of health law and the healthcare industry.

### II. MEMBERSHIP:

Any ACC Member is eligible for membership.

Members of the Committee are encouraged to join and actively participate in at least one Subcommittee to cultivate and foster future leadership. Members are also encouraged to attend the monthly teleconferences and annual meeting, led by the Committee Officers.

### III. AFFILIATION:

The Health Law Committee is affiliated with the ACC and will adhere to all policies and regulations promulgated by the Council of Committees and the ACC Board of Directors.

### IV. COMMITTEE LEADERSHIP ORGANIZATION

#### A. The Executive Board

The Executive Board shall consist of the Committee Officers, Subcommittee Chairs of the below referenced Subcommittees and Immediate Past Chair of the Committee, along with other members of the Committee as invited by the Chair. The role of the Executive Board is to lead and coordinate the efforts and activities of the Subcommittees and the Committee at large, provide a central organization and administrative function, and establish a common vision for the Committee. The Executive Board shall meet whenever possible by teleconference at least once a month.

#### B. The Committee Officers

The officers of the Committee shall be elected from the Committee’s membership and shall consist of a Chair, Vice Chair, and Secretary; however, any one or more of the

offices may be jointly held as Co-Chairs or multiple Vice Chairs.

The initial Chair of the Committee, the initial Vice Chair, and the initial Co-Secretaries shall each serve a term of two (2) years. Thereafter, any Committee Officer shall serve a term of one (1) year, with the eligibility to be elected to no more than two (2) consecutive terms. The Chair is succeeded typically by the Vice Chair who shall be succeeded typically by the Secretary. A new Secretary will be appointed by the Chair, subject to the approval by the Committee membership. However, any other committee member may run for Chair, Vice Chair or Secretary by submitting, a self nomination or being nominated by another Committee member with notice to the Chair thirty (30) days before the annual business meeting held in conjunction with the ACC annual meeting. If there are two or more persons nominated for an officer position, the new officer will be elected by a majority vote of HLC members present at the annual business meeting or the nominees can be elected and serve as Co-Secretaries or Co-Vice Chairs.

### 1. Chair

In addition to the responsibility he/she shares with other members of the Executive Board, the Chair acts as the principal contact between the Committee, ACC leadership, the ACC national office and ACC local chapters; provided that the Chair shall have the right to delegate to such other HLC member(s) as he/she shall determine any of his/her responsibilities as Chair. The ACC staff will work with the Chair to develop and circulate the agenda for all teleconferences and meetings.

### 2. Vice Chair

The Vice Chair shall perform such duties as requested by the Chair and in the Chair's absence shall perform the responsibilities of the Chair. In addition, the Vice Chair shall coordinate and report to the Chair and the HLC regarding the activities of the Subcommittees. The Vice Chair shall also attend, whenever possible, the ACC Council of Committees monthly calls.

### 3. Secretary

The Secretary shall perform such duties as requested by the Chair and shall be responsible for working with ACC staff to ensure timely notice of teleconference meetings of the HLC, the Executive Board and any Committee meetings, as well as, preparing any minutes of such meetings. In addition, the Secretary shall be responsible for maintaining current HLC membership records.

### C. The Subcommittees

Each of the following Subcommittees shall have a Chair or Co-Chairs appointed by the Chair of the HLC to serve one (1) year terms, which may be renewed at the discretion of the Chair of the Committee for additional one (1) year terms. The Subcommittee Chairs

or Co-Chairs are responsible for carrying out Subcommittee tasks and functions, representing the Subcommittee at the Committee's Executive Board, and enlisting the assistance of other members of the HLC and ACC professional staff, as needed.

1. Programs

Solicits and submits to the ACC a series of substantive programs on healthcare law related issues for the ACC Annual Meeting.

2. Communications

Responsible for creating or coordinating the publication of at least one HLC sponsored article in the ACC Docket.

3. Webcasts

Responsible for working with the HLC sponsor or other law firm or vendor to plan webcasts on relevant health law related issues that will appeal to ACC members.

4. Infopaks

Responsible for coordinating with the HLC sponsor or other law firm or vendor to compile health law related infopaks that will appeal to ACC members.

5. Membership

Promotes the HLC and its activities for the purpose of increasing HLC membership, coordinates periodic member surveys to determine HLC members' needs and interests and organizes networking opportunities.

6. Legislative

Subject to approval by the Executive Board and the ACC's Board of Directors, submits comments and/or proposals on international, federal and/or state legislative actions that impact healthcare law and corporate practices.

7. International

Promotes the HLC on an international basis and provides updates on legislative and regulatory changes that impact the healthcare industry and health laws generally.

## 8. Legal Quick Hits

Responsible for securing speakers and topics for the monthly legal quick hits in coordination with the Executive Board and Subject Matter Advisory Panel.

## 9. Chapter Outreach

Responsible for coordinating with local ACC chapters as appropriate and for acting as a liaison with local ACC chapters.

### D. The Subject Matter Advisory Panel

Each of the following Subject Matter Advisors shall be appointed by the Chair of the HLC to serve a one (1) year term, which may be renewed at the discretion of the Chair of the Committee for additional one (1) year terms. The Subject Matter Advisors are responsible for providing perspective and a voice for health law issues specific to their segment of the healthcare industry. The Subject Matter Advisory Panel shall work with the Subcommittees to develop appropriate materials and programs that take into account the specific needs and concerns of the segments of the healthcare industry that the Subject Matter Advisor represents.

1. Pharmaceutical and Medical Device Industries
2. Health Plans
3. Providers
4. Information Management

### E. Sponsor Relations

Each year the Executive Board shall assign one of the Executive Board members the primary responsibility of acting as liaison to the HLC sponsor. The HLC sponsor will assist the HLC as more fully defined in the contract between the ACC and the HLC sponsor. Further, the Executive Board shall be responsible for coordinating with ACC Staff regarding the terms of the sponsorship contract, to the extent appropriate.

## V. LEADERSHIP RESPONSIBILITIES

All members of the Executive Board must act and behave with professionalism and respect to one another and all affiliates at all times to provide an example to the membership. Failure to do so will have an impact on the objectives set forth by the committee for the benefit of the membership and could be the basis for removal from the Executive Board.

## VI. OPERATING PROCEDURES

### A. Resignation/Vacancy

In the event of any vacancy in the Chair (by resignation, end of term or otherwise), such position shall be filled by Vice Chair (or if such position is vacant, by the Secretary). In the event of any vacancy in the Vice Chair (by resignation, end of term or otherwise), such position shall be filled by the Secretary. In the event of resignation of the Secretary prior to the completion of his/her term of office, the highest ranking officer shall have the authority to appoint a replacement from the Committee membership to serve the remainder of the term. If any Officer decides to not ascend to the next-highest ranking office in the event of a vacancy created by a resignation, then a special election will take place and such position shall be elected by a majority of the HLC membership present in a manner to be decided by the remaining members of the Executive Board.

Subcommittee Chairs can be replaced by the Chair.

### B. Removal from Office

Failure of an officer to meet responsibilities set forth in the Committee Charter may result in removal from office in accordance with the following procedure:

1. Any Committee Officer position may be brought to consideration by another Committee Officer on the Executive Board.
2. A special meeting will be called by the Committee Officers to hear each side present their case. Both the Committee Officer in question and the party that requested the special meeting must be present at the time of the meeting, as well as a majority of Committee Leaders and Council of Committees Executive Leaders. The Committee Officer in question will be provided notice of the special meeting in writing and such writing shall specify the concerns raised. It should be noted that the special meeting is not a formal hearing and no due process rights attach.
3. The decision to remove the individual in office will be decided by a majority vote of the Executive Council, with any tie being decided by the Chair. If the Chair's position is in question, the ACC Council of Committees Executive Leaders will break any tie vote.

### C. Other

Robert's Rules of Order will be the guide for all operating procedures not specifically defined in this Charter.

## VI. LEADERSHIP OBJECTIVES

The Executive Board of the HLC shall work closely with ACC Staff to advance the goals of ACC and to comply with the minimum activity guidelines for the national committees,

including, but not limited to, the following:

1. Plan and conduct at least one (1) major substantive program each year for ACC's Annual Meeting.
2. Submit at least one (1) article every year for publication in the ACC Docket.
3. Plan and conduct at least one (1) webcast on substantive health law related issue.
4. Encourage new membership and active participation in all HLC events and in ACC.
5. Develop productive working relationships with chapter presidents, other national committees, ACC Board of Directors, and ACC staff.
6. Periodically disseminate information and materials of general interest to the ACC membership in the form of Infopaks or other publication formats.

## VII. AMENDMENTS

All amendments to this Charter must be approved by the Services Committee of the ACC Board of Directors before implementation occurs.

