

Vascular Study Group of New England

Bylaws

I. Mission Statement

The Vascular Study Group of New England (VSGNE) is a voluntary, cooperative group of clinicians, hospital administrators, and research personnel organized to improve the care of patients with vascular disease. By collecting and exchanging information, the group strives to continuously improve the quality, safety, effectiveness and cost of caring for patients with vascular disease.

II. Membership

Hospitals and physicians performing any of the vascular procedures recorded by VSGNE are eligible for full membership if they are located within the New England states of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont. Full Membership requires that the member hospital or physician follow the policies and procedures established by VSGNE (see Section VII). Hospitals act as the contracting agent for membership in VSGNE, such that physicians who perform vascular procedures in that hospital are eligible to participate. A majority vote of the VSGNE Executive Committee is required to approve full membership of new hospitals. A hospital which is approved for full membership is hereinafter referred to as a "VSGNE Member".

III. Adjunct Membership

Hospitals and physicians performing any of the vascular procedures recorded by VSGNE are eligible for Adjunct Membership in VSGNE if they are located outside the 6 New England states. Adjunct members will receive all quality and benchmark reports that are regularly prepared for VSGNE member hospitals and physicians. However, they are not expected to attend VSGNE semiannual meetings and do not have a representative on the VSGNE Executive Committee. Adjunct Membership requires that the hospital or physician follow the policies and procedures established by VSGNE (see Section VII). Hospitals act as the contracting agent for Adjunct Membership in VSGNE, such that physicians who perform vascular procedures in that hospital are eligible to participate. A majority vote of the VSGNE Executive Committee is required to approve Adjunct Membership of new hospitals. Adjunct Membership in VSGNE is conceived as a mechanism for hospitals and physicians in other regions to begin collecting data and receiving quality reports immediately, and to function until such Adjunct Members are able to establish their own regional quality improvement group. Except as otherwise specified in these Bylaws, a "member" means either a full Member or an Adjunct Member.

IV. Patient Safety Organization

The VSGNE is an unincorporated association of member hospitals and physicians. Contractual obligations between member hospitals and VSGNE are organized through the Vascular Study Group Patient Safety Organization, LLC (VSG PSO). VSG PSO is a Patient Safety Organization, as defined by The Patient Safety and Quality Improvement Act of 2005 (Public Law 109-41), implemented to protect

the confidentiality of all data and resulting patient safety work product. VSG PSO is a limited liability company created for the purpose of satisfying VSGNE's desire for a patient safety organization by M2S, Inc. of West Lebanon, NH. M2S provides web-based services to VSG PSO related to the VSGNE registry, under an administrative services agreement. Under the relevant agreements with each member hospital, VSG PSO will perform common data management services for member institutions, as determined by the VSGNE Quality Committee.

Each member hospital must have a contract with VSG PSO (the Hospital Contract), which affirms adherence to the VSGNE Bylaws. The form of the Hospital Contract between VSG PSO and member hospitals must be approved by the VSGNE Executive Committee, including the costs for VSG PSO services for full and Adjunct Member hospitals. The Hospital Contract shall include annual charges, based on hospital procedure volume or number of participating physicians, to be paid to VSG PSO for web-based data collection, data management and report generation.

V. Committees and Staff

1) Executive Committee:

The business of the VSGNE shall be managed by or under the direction of an Executive Committee, which may exercise all the powers of the VSGNE except as otherwise determined by two-thirds of the VSGNE Member hospitals. The Executive Committee conducts the business of the VSGNE and makes all decisions on behalf of the VSGNE, including oversight of budgets, contracts, publications, relationships with outside parties, requests for membership, and the general direction of the association. In the event of a vacancy in the Executive Committee, the remaining members of the Executive Committee may exercise the powers of the full Executive Committee until the vacancy is filled. The Executive Committee may designate other committees as necessary to conduct the business of VSGNE.

The VSGNE Executive Committee consists of one representative appointed by each VSGNE Member hospital, as well as the Medical Director, Project Manager and Epidemiologist, all of whom are voting members of the Committee. The Executive Committee may meet in person, or by conference call or email. Meetings may be called by the Medical Director, or at the request of any other two members of the Executive Committee. The Executive Committee oversees the interaction of VSGNE with the VSG PSO, including costs and contractual details for VSGNE Member and Adjunct Member hospital participation in the VSG PSO. It also selects and oversees the vendor for patient safety organization services (currently VSG PSO). It approves research studies and publications, relationships with outside parties, requests for membership, de-identified data distribution for research or sale to commercial entities and the general direction of the VSGNE.

A quorum of the Executive Committee consists of representatives of at least two-thirds of the VSGNE Member hospitals, which is necessary to conduct business. A majority vote of the members present at a meeting at which a quorum exists is required to pass resolutions. In the event that an Executive Committee member cannot attend a meeting, the hospital may designate an alternate, who shall

have full voting rights. Minutes of the Executive Committee meetings are distributed electronically or via the VSGNE website to all hospital and physician members of the VSGNE.

2) **Quality Committee:**

The VSGNE Quality Committee consists of physicians, analysts, and administrative personnel as appointed by the VSGNE Executive Committee. These individuals represent VSGNE on the VSG PSO, and are contracted by the VSG PSO to provide medical expertise, analyses, and administrative support, and to oversee all PSO quality functions. The VSGNE Quality Committee is responsible for all decision making concerning patient safety work product production using shared data within the VSG PSO, including types of analyses, reports, benchmarking, and risk adjustment to be conducted by the VSG PSO. The Quality Committee represents the interests of all member hospitals and physicians on the VSG PSO, and oversees all VSG PSO quality improvement activities.

3) **Staff:**

a) The **Medical Director** is a vascular surgeon nominated by the Executive Committee and elected by a majority vote of the full membership of the Executive Committee to a three year renewable term. The Medical Director chairs the Executive Committee, prepares the agenda for VSGNE meetings, prepares an annual budget and is responsible for the overall operations of the VSGNE between meetings of the Executive Committee.

b) **Staff Members** may be hired by the Executive Committee to meet organizational and analytical needs of VSGNE. Staff members are selected by the Executive Committee and their percentage effort and associated salary are set by the Executive Committee, consistent with the annual budget. VSGNE Staff shall include but are not restricted to:

i. A **Project Manager**, who is responsible for day-to-day operation of the VSGNE under the supervision of the Medical Director, including but not limited to support to member hospitals regarding web-based data submission and report generation, as well as preparing for VSGNE meetings, coordinating quality improvement activities and all other operational functions of the group.

ii. An **Epidemiologist**, who is responsible for oversight of the analytic and statistical functions of the group.

iii. A **Statistician**, who is responsible for the analyses of data necessary to conduct quality improvement activities.

VI. Shared Registry Data Ownership

Each hospital owns the data that it submits to the VSGNE registry via the VSG PSO, and is entitled to specify and control the use of its data in the manner set forth in the Hospital Contract. Thus, any use of a hospital's data by the VSGNE for purposes other than quality improvement research or any of the standard quality assurance functions performed by the VSGNE shall require the prior consent of the hospital, in the manner set forth in the Hospital Contract.

VII. Policies

The following principles guide the function of the VSGNE and must be adhered to by all members.

- 1) All activities of the VSGNE must be consistent with the mission statement above. All data reports that compare physicians or hospitals must be anonymous, unless identification of specific hospitals or physicians is unanimously approved by the involved hospitals or physicians. Any reports that identify hospitals or physicians are considered quality assurance documents. All members of the VSGNE agree to keep such information strictly confidential.
- 2) Each physician member must submit data for all consecutive procedures that are recorded by VSGNE and must agree to submit office claims data on a periodic basis to allow an audit to ensure accurate and complete data entry.
- 3) Each member hospital agrees to submit ICD-9 based claims data on a periodic basis to allow an audit to ensure accurate and complete data entry.
- 4) Each member hospital and physician must submit complete data forms, including all elements of the VSGNE registry for all eligible procedures, using a web-based system approved by the VSGNE, including follow-up data at one year, or other time points established by the VSGNE.
- 5) Each member hospital and physician agrees that comparative data can never be used for competitive marketing. Hospitals and physicians own their own data, and can publish such data with the indication that it has been audited by the VSGNE. However, they may not publish data provided in benchmarking reports that compares their hospital or practice with other groups in the VSGNE.
- 6) Each hospital and physician member must agree to follow the VSGNE Confidentiality Manual which is available on the VSGNE website (www.vsgne.org), and is designed to prevent the disclosure of any patient identifiable information, as well as any hospital or physician identifiable information. Further, each VSGNE hospital and physician member agrees to follow all regulations contained within the Hospital Insurance Portability and Accountability Act (HIPAA) and the Patient Safety Quality Improvement Act (PSQIA).
- 7) Failure to adhere to these policies may result in loss of membership in VSGNE for a hospital or physician, if so determined by a majority vote of the Executive Committee.

VIII. Research

Analyses will be regularly performed by the VSGNE to provide feedback to member hospitals and physicians for purposes of quality improvement within the VSG PSO. These may yield useful information that could benefit the medical community at large, and warrant scientific publication or presentation. Proposals for specific research projects using shared regional data may be made by any VSGNE Member hospital or physician, and shall be considered by the Executive Committee. If approved by the Executive Committee such projects may proceed. All VSGNE Members conducting such research agree to abide by all VSGNE confidentiality rules, all HIPAA regulations, and all PSQIA regulations that are relevant to protecting the privacy of both patients and the member hospitals and physicians, none of whom shall be identified in any publication. All resulting publications and presentations shall be authored by the specific participating individuals from the VSGNE and carry the author byline "on behalf of the Vascular Study Group of New England." Each participant in such research must sign a statement that attests to these agreements.

VIII. Amendments

Bylaws may be amended by a vote of two-thirds of the full membership of the Executive Committee, provided that such amendments are circulated electronically and on the VSGNE website at least 30 days prior to their consideration. Any amendments published on the VSGNE website shall be deemed incorporated herein by reference.

Version 1.1 Amended January 15, 2010