

# Bylaws and Operating Guidance

## Bylaws

*Revised and Approved by Council Voting Representatives on 01/20/2023*

### I. History and Purpose

In 2015, the Centers for Disease Control and Prevention's Division of Healthcare Quality Promotion (CDC/DHQP) funded the Association of State and Territorial Health Officials (ASTHO) and the Council of State and Territorial Epidemiologists (CSTE) to create and Co-Chair the Council for Outbreak Response: Healthcare-Associated Infections (HAI) and Antimicrobial-Resistant (AR) Pathogens (CORHA) and serve as Founding Members. HAIs including AR pathogens cause hundreds of thousands of illnesses and deaths among U.S. patients each year. Consistent and coordinated approaches are needed to speed up detection of new threats, develop tools to support outbreak investigation, stop outbreaks from spreading, and better inform prevention activities. The Council will work to 'Build Capacity for Public Health and Healthcare to Improve Outbreak Detection, Response and Prevention.'

### II. Mission

To improve practices and policies at the local, state, and national levels for detection, investigation, control, and prevention of HAI/AR outbreaks across the healthcare continuum, including emerging infections and other risks with potential for healthcare transmission.

### III. Vision

Public health and healthcare collaborating effectively to protect patients and prevent harms from HAI/AR outbreaks.

### IV. Membership in CORHA

**Member Organizations** include the following categories:

1. **Founding Member Organizations** are CDC/DHQP, ASTHO, CSTE and the National Association of County and City Health Officials (NACCHO). Founding member organizations form the CORHA Governance Committee (see Section V.2) and do not have membership term limits.
2. **Stakeholder Member Organizations** serve four-year terms on CORHA, and the Governance Committee votes to renew the four-year term of each member organization.
3. **Federal Partner-Liaison Member Organizations** include federal agencies invited to participate on CORHA in a non-voting member capacity. Federal Partner Liaison member organizations serve four-year terms on CORHA, and the Governance Committee votes to renew the four-year term of their membership.

### V. CORHA's Organizational Structure

CORHA's organizational structure includes organizations, professional associations, and other agencies that have an active interest in delivering safe healthcare and promoting patient safety.



1. **Full Council (CORHA)** – the council refers to the assembly of founding member organizations, stakeholder member organizations and Federal Partner-Liaison member organizations (as defined in Section IV). Each member organization designates one individual to serve as their representative on CORHA. The number and specific mix of member organizations are approved for addition or subtraction from CORHA through action by the Governance Committee.
2. **The Governance Committee** – the Governance Committee is comprised of representatives from CORHA’s founding member organizations, CDC/DHQP, ASTHO, CSTE, and NACCHO, each of which appoints an individual representative (as described in Section VI below).
3. **Workgroups and Committees** – see Section VIII below for more information.

## **VI. CORHA Voting Representatives and Responsibilities**

Each CORHA member organization (as defined in Section IV) designates one individual to serve as a voting representative on CORHA. The following exceptions apply:

1. CORHA Co-Chair organizations (ASTHO and CSTE) will each have three voting representatives on the Council, one of whom will be designated to serve as Co-Chair on the Governance Committee.
2. Founding Member organizations that are not Co-Chairs (NACCHO and CDC/DHQP) will each have two voting representatives on the Council, one of whom will be designated to serve on the Governance Committee.
3. Federal Partner-Liaison Member Organizations will each have a formally designated representative, but they will participate in a non-voting capacity.

CORHA voting representatives will have a strong scientific background, knowledge of HAI outbreak and response, extensive knowledge of the organization they represent, understanding of HAI policy issues, and be dedicated to the mission and vision of CORHA.

CORHA voting representative responsibilities include:

- Supporting and implementing the decisions of the Governance Committee.
- Approving modifications to the CORHA Bylaws.
- Approving the addition of organizations to add to covered membership.
- Approving changes to CORHA’s vision, mission, or Strategic Map.
- Participating in and/or providing support and guidance to CORHA workgroups.
- Participating in in-person meetings and quarterly member conference calls.
- Providing feedback on CORHA initiatives.
- Reviewing, approving, and voting on CORHA-developed products.
- Disseminating and promoting final and approved CORHA products.

### **A. Casting Votes and Quorum**

- Regarding CORHA covered business (action), a quorum must be established with a simple majority of the total number of voting representatives for a vote to occur. Each voting representative may cast one vote. For an action to be considered



“approved,” the total number of affirmative votes must be equal to the simple majority of the total number of voting representatives.

- If a voting representative knows in advance that he/she will not be present for a vote, that member may designate a proxy (from the same member organization) to vote on his or her behalf.
- CORHA-developed products requiring approval and a vote will follow the processes and guidelines outlined in the CORHA Workgroup to Publication process. CORHA voting representatives will be responsible for obtaining the appropriate level of input from their respective organizations during open review periods.

#### **B. Meeting Attendance and Participation**

- The Council will strive to meet quarterly, including two in-person meetings per year (e.g., once in the spring/summer and once in the fall/winter) with intervening meetings occurring via video or teleconference. In-person meetings are subject to availability of Council funds.
- If a voting representative is unable to represent their organization at quarterly meeting, they or their member organizations should propose an alternate. *Notification of all proposed alternates must be sent to the Council Co-Chairs and the meeting planning staff as soon as possible prior to the meeting or call. Alternates should have a strong scientific background, knowledge of HAI outbreak and response, extensive knowledge of their member organization they represent and understanding of HAI outbreak policy issues, and CORHA.*

### **VII. CORHA Governance Committee Responsibilities**

The CORHA Governance Committee is responsible for providing overall guidance for CORHA. One representative from each of the four founding member organizations (ASTHO, CDC/DHQP, CSTE, NACCHO) serves on the Governance Committee. Governance Committee members are appointed by the organizations they represent and have relevant leadership and management experience. If a Governance Committee member is no longer able to serve on the Governance Committee, the sponsoring organization will present another candidate for consideration.

The Governance Committee strives to make decisions by consensus, but when consensus is not clear, a vote will be conducted. Each Governance Committee member will have one vote and a decision must be approved by at least three-fourths of Governance Committee members.

CORHA Governance Committee responsibilities include:

- Approving changes to CORHA’s vision, mission, and Strategic Map.
- Providing strategic direction for CORHA.
- Introducing, prioritizing, and maintaining a list of proposed CORHA projects for consideration.
- Providing guidance on policy, legal, and financial matters of CORHA.
- Approving new CORHA processes and all internal and external-facing documents bearing the CORHA logo.



- Suggesting, vetting, and approving member organizations to be voted upon by CORHA.
- Approving four-year term renewals for additional member organizations.
- Approving federal liaison member organizations.
- Approving CORHA voting representatives and workgroup members.
- Approving the creation, scope, and goals of workgroups.
- Providing guidance to CORHA workgroups, committees, and other initiatives.
- Inviting voting representatives, their alternates, selected non-voting representatives or subject matter experts to CORHA meetings.
- Promoting and representing CORHA at public events.
- Responding to media requests for CORHA.
- Granting permission to persons and organizations who wish to make presentations, announcements to or on behalf of CORHA.
- Attending CORHA meetings and conference calls.
- Providing resolution if conflicts arise with member organizations.
- Advocating for CORHA.

#### **VIII. CORHA Workgroups and Committees**

CORHA Workgroups and Committees will be formed to address specific short or long-term projects as approved by the CORHA Governance Committee. CORHA workgroups will be led by a Chair and a Co-Chair, one of whom should be a current CORHA voting representative. If CORHA voting representatives do not volunteer to serve in these roles, the Governance Committee will consider an alternate designee. Individual workgroup members may be identified and recommended by CORHA voting representatives and the Governance Committee. Workgroup members will have a strong scientific background, knowledge of HAI outbreak and response, and be dedicated to the mission and vision of CORHA. The Governance Committee will consider approving the inclusion of workgroup members who do not represent a CORHA member organization, on the advice of the workgroup co-chairs, when this is deemed necessary to expand the subject matter expertise and perspectives represented in the workgroup.

## Operating Guidance

*Revised and Approved by the CORHA Governance Committee on 01/20/2023*

*The CORHA Operating Guidance supplements the formal CORHA Bylaws.*

### I. CORHA In-Person and Video/Teleconference Meeting Logistics

- Meeting Frequency:
- The Council will strive to meet quarterly, including two in-person meetings per year (e.g., once in the spring/summer and once in the fall/winter) with intervening meetings occurring via video or teleconference. In-person meetings are subject to availability of Council funds.

The CORHA meeting schedule will occur as follows:

Meeting	Format	Tentative Month
CORHA Member Call	Video/Teleconference	Winter
CORHA In-Person Meeting (Spring)	In-Person	Spring
CORHA Member Call	Video/Teleconference	Summer
CORHA In-Person Meeting (Fall)	In-Person	Fall

- Meeting Notices and Invitations: The hosting organization (ASTHO or CSTE), with direction from the Governance Committee will be responsible for identifying and inviting voting representatives, their alternates, selected organization representatives and Subject Matter Experts (SMEs) to the meeting. Invited in-person meeting participants will be given at least 6 weeks' notice when practicable, while video or teleconference meeting participants will be given at least 3 weeks' notice when practicable. Meeting invitations and notices may be in the form of a calendar meeting request, email, or formal digital letter.
- Meeting Attendance, Absences and Alternates: Per the CORHA Bylaws, if a member organization representative is unable to attend a quarterly meeting, they or their member organizations should propose an alternate. Notification of all proposed alternates must be sent to the Council Co-Chairs and meeting planning staff as soon as possible prior to the meeting or call.

Alternates preferably will be drawn from persons active in CORHA (e.g. as a workgroup member or a staff representative). Any member organization which has only one formally designated representative (per section VI in the Bylaws; APIC, APHL, CMS, FDA, and SHEA) is encouraged to designate an individual as its standing alternate representative. However, all member organizations may specify an alternate on an ad hoc basis.

Notice shall be given to the member organization (by CORHA's ASTHO or CSTE staff) when a voting representative of a member organization has been absent from two consecutive meetings.

- Agenda Development: The Council Co-Chairs, with support from CORHA staff shall be responsible for the development, review, and approval of CORHA in-person meetings



and video/teleconferencing call agendas. CORHA staff will be responsible for drafting and editing the meeting agendas, for review and feedback by the Co-Chairs. Meeting agendas will be developed and distributed with the goal of providing at least 7 calendar days advanced notice of the items to be discussed. Agendas will be developed taking into consideration the following:

- Content and Agenda Items – the Co-Chairs shall be tasked with selecting discussion topics and identifying presenters and facilitators for the selected agenda items.
  - Time Allocation and Breakout Sessions -- the Co-Chairs shall determine the structure, appropriate time necessary and facilitators for breakout sessions.
- Meeting Facilitation: The Co-Chairs shall be tasked with facilitating CORHA meetings, with the intent to cover all agenda items, prompt participant engagement, clarify action items and accomplish meeting objectives. CORHA staff will be responsible for providing meeting support to the Co-Chairs to ensure that meeting objectives are met.

Principles of Robert's Rules of Order shall be used when necessary to govern business of the CORHA, its Governance Committee, other committees, and workgroups.

- Meeting Report: CORHA staff will provide a meeting report or summary 2-3 business days after the meeting adjourns. Meeting reports will include the date, time and place, the members present, and the action(s) taken at each meeting.

## **II. Appointment of New CORHA Member Organizations and Voting Representatives**

Every effort will be made to ensure that all relevant organizations are represented in the CORHA membership. Organizations that are relevant to CORHA's work shall be identified in discussions with CORHA voting representatives, but as indicated in the Bylaws, decisions to extend membership to organizations and individuals shall be made by the Governance Committee.

- New CORHA Member Organizations: The Governance Committee will discuss and determine the need to add new member organizations to CORHA. Following the approval of the Governance Committee, member organizations of interest will be discussed for approval and a vote by the full Council. Approved organizations will be issued an official CORHA invitation letter.
- New CORHA Voting Representatives: New CORHA voting representatives may be nominated by their organizations and will be approved by the CORHA Governance Committee. Curriculum Vitae's may be required for new CORHA voting representatives for consideration. Approved CORHA members will be issued an official CORHA invitation letter. Once the invitation is accepted, the new CORHA voting representative will meet with one or both of CORHA's co-chairs, as well as with the Governance Committee, to onboard onto CORHA to begin their responsibilities.

## **III. Voting**

CORHA voting processes and quorum requirements will follow Section VI outlined in the Bylaws. A consent calendar will be considered as an option for voting, when necessary. Votes may be conducted in-person, where applicable, or via email or other electronic means. Votes will be coordinated by CORHA staff who will provide voting information and directions. Voting results

will be generated by CORHA staff and announced by the Council Co-Chairs. All voting records will be recorded and saved.

#### **IV. Workgroup Formation**

CORHA workgroups and committees will be formed to address specific short or long-term projects as approved by the CORHA Governance Committee. The Governance Committee and workgroup Co-Chairs, with support from CORHA staff will draft the workgroup charge.

Workgroup charge documents following the Governance Committee's approval, will be shared with CORHA voting representatives for review and discussion.

Following the approval of the charge document, Governance Committee members will identify workgroup Co-Chairs to lead the workgroup. The workgroup Co-Chairs and Governance Committee will be tasked with identifying workgroup members and establishing the direction of the workgroup.

CORHA will strive to maintain the following composition for workgroups:

- Workgroup Co-Chairs – CORHA workgroups will be led by a Chair and a Co-Chair as outlined in Section VII of the Bylaws. As indicated in the CORHA Bylaws, one of the workgroup Co-Chairs must be a CORHA voting member. The Governance Committee will vote to approve nominations for workgroup Co-Chairs, and as necessary, will support the Co-Chairs in recruiting representatives for other key workgroup positions.
- Workgroup Members – workgroup members will support implementation of the workgroup charge, serving as advisors, content developers and reviewers. The workgroup Co-Chairs will manage recruitment of workgroup members for approval by the Governance Committee.

#### **V. CORHA Communication and Marketing Taskforce**

The CORHA Communication and Marketing (C&M) Taskforce seeks to address all branding and marketing-related efforts of the Council. The taskforce works to advance the Council's mission and vision to both internal and external stakeholders, as well as oversee all external communication efforts of the Council. C&M taskforce activities are coordinated by CDC and NACCHO staff and include a Governance Committee liaison member responsible for decision-making and the overall direction of the taskforce.

The taskforce meets once a month via conference call to discuss taskforce activities.

#### **VI. Staff Support**

ASTHO and CSTE staff will be responsible for providing programmatic and administrative support on various CORHA activities.