

UPPER MIDWEST VASCULAR NETWORK (UMVN)

BYLAWS

- I. **Mission Statement:** The Upper Midwest Vascular Network (UMVN) 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 UMVN strives to continuously improve the quality, safety, effectiveness, and cost of vascular healthcare.

- II. **Membership:** Hospitals, physicians, or physician groups that participate in the Society for Vascular Patient Safety Organization (SVS PSO) are eligible for membership in the UMVN if they are located within Wisconsin, Minnesota, South Dakota, or North Dakota. If the center's healthcare network is partially located in another VQI region, that center will be given the option to join the region associated with their state or join the healthcare network's region. A center can only join one region. Any new contracting entity in this geographic area will automatically be a welcomed member. Hospitals, physicians, or physician groups contracted with the SVS PSO that participate in UMVN are termed "Members." Clinicians employed by a Member, hospital administrators, data managers and research personnel who participate in the UMVN are termed "Participants." They are required to follow the policies and procedures established by the UMVN (see Section VIII.). If hospitals act as the contracting entity with the UMVN (see Section III.), any clinician in that hospital who perform vascular procedures and submits cases to the VQI become automatic Members in the UMVN.

- III. **Contracts:** The UMVN is an unincorporated association of Members that contract with the Society for Vascular Surgery Patient Safety Organization (SVS PSO). SVS PSO is a Patient Safety Organization, as defined by The Patient Safety and Quality Improvement Act of 2005 (PSQIA), implemented to protect the confidentiality of all data analyses, and resulting patient safety work product. Additionally, the SVS PSO can only share de-identified data that do not identify or permit re-identification of individual patients, Hospital, Physicians or Members with the UMVN. UMVN regional activities, including semiannual meetings, administrative activities, and regional data analyses, are funded by UMVN Members through either an annual fee established by the UMVN Executive Committee, Industry Grants, member hospitals, or other funding sources. If the UMVN votes to fund through annual member fee, each UMVN Member must contract with the agreed upon fiduciary agent for UMVN to receive these payments. All industry grants should be processed through the Society for Vascular Surgery, as a non-for-profit entity, with legal standing.

- IV. **Committees and Staff:**

- A. Executive Committee (EC):** The UMVN Executive Committee (EC) consists of one representative appointed by each UMVN Member, as well as the Regional Medical Director, all of whom are voting members. The appointed representative should be an actively participating clinician and commit to attending all regional meetings. For purposes of clarity, the Regional Medical Director will be counted as the EC representative for that Member. The EC manages and conducts the business of the UMVN and makes all decisions on behalf of the UMVN, including oversight of budgets, contracts, publications, and relationships with outside parties, requests for membership, and the general direction of the regional group. The EC oversees the interaction of UMVN with the fiduciary agent, including costs and contractual details for UMVN Member participation. The EC may designate other committees as necessary to conduct the business of UMVN.
- B. Arterial/Venous Quality Council Representatives:** Every regional group has one representative to the National Arterial and Venous Councils. These two appointments are determined by a majority vote of the EC as defined in Section VI (Nomination Process). The term of the appointment is for three years, with the ability to be renewed for one additional three-year term. The mission of the Quality Councils (QCs) is to oversee quality improvement efforts in the VQI and National quality improvement initiatives. This includes the development of specific quality improvement projects for approval by the EC, organizing quality presentations at the UMVN semi-annual meetings, developing practice guidelines, care plans, and other clinical aids; revising data collection forms and reports, and reviewing regional data to identify areas for quality improvement.
- C. Regional Research Advisory Committee (Regional RAC):** Every Regional RAC has one Chair representative to the National RAC. This appointment is determined by a majority vote of the EC as defined in Section VI (Nomination Process). The term of the appointment is for three-years, with the ability to be renewed for one additional three-year term. Members appointed by the Chair of the Regional RAC will have interest and expertise in the design, conduct, interpretation, and presentation of analytic projects involving data collected by the UMVN. The mission of the Regional RAC is to facilitate the conduct of quality improvement research by UMVN Participants. The Regional RAC will review research proposals from UMVN Participants that request UMVN de-identified regional datasets that are derived from the SVS PSO. The Regional RAC will work with researchers to ensure that proposed research projects are novel, central to the UMVN mission, have an appropriate analytic plan, are correctly interpreted, and are properly presented and published. The Regional RAC will also be responsible to review any National RAC submissions from Members of UMVN. All UMVN Members conducting such research agree to abide by all UMVN confidentiality rules, all privacy regulations as set forth in the SVS PSO service agreement, and all PSQIA regulations that are relevant to protecting the privacy of both patients and Members, none of whom shall be identified in any publication. All resulting publications and presentations shall be authored by the specific participating researchers from the UMVN and carry the author byline “on behalf of

UMVN.” The Principal Investigator of, and each Participant in, such research projects must sign a statement that attests to these agreements.

V. UMVN Staff:

- A. Regional Medical Director (MD):** The Medical Director is a VQI participating physician selected for a three-year term, renewable for one additional three-year term, by a majority vote of the regional EC, as defined in Section VI (Nomination Process). The Regional Medical Director chairs the regional EC, prepares the agenda for meetings, prepares an annual budget and is responsible for the overall operations of the region between meetings of the regional EC. The Regional Medical Director will represent the region on the SVS PSO National Governing Council unless the regional EC decides to elect someone else in the region.
- B. Regional Associate Medical Director (AMD):** The Regional Associate Medical Director (AMD) is a VQI participating physician selected for a three-year term, renewable for one additional three-year term, by a majority vote of the regional EC, as defined in Section VI (Nomination Process). This position will report directly to the Regional Medical Director. The Regional AMD will support the Regional Medical Director in managing the region with the application of regional guidelines. Tasks include, but are not limited to, assisting with agenda preparation, budgeting, regional meeting planning and the overall operations of the region. This role is a three-year renewable term, with an automatic succession into the Regional Medical Director’s role unless the SVS PSO receives written objection(s) from member(s) of the regional EC. A final vote of the regional EC is required to sanction the transition from Regional AMD to Regional Medical Director.
- C. Staff Members:** Staff may be hired by the EC to meet organizational and analytical needs of UMVN, or such services may be contracted from an outside entity. Staff members are selected by the Medical Director with approval by the EC. Their percentage effort and associated salary are set by the EC, consistent with the annual budget. UMVN Staff may include but are not restricted to statisticians, data analysts or administrative assistants. All associated costs will be funded by the region.

VI. Nomination Process

- A. Meetings:** The EC may meet in person, by conference call, or email. Meetings may be called by the Medical Director, or at the request of any other two members of the EC.
- B. Voting:** All voting, nominations, and election of officers will be conducted electronically, even during in-person regional meetings. In order to conduct business, a quorum of the regional Executive Committee (EC) is considered a majority vote of all regional members of the EC that participate in the voting process. Centers are eligible to vote as of the date

of the signed contract. No waiting period is required. The regional EC is entitled to one vote per center.

- C. Nomination Period:** An email notification to the region will be forwarded one week prior to the opening of officer nominations. A region will be permitted a period of one week to nominate individuals for the respective office and subsequently the regional EC will be given three weeks to vote for their member of choice. All nominations are will be conducted in the spring.
 - D. Proxy:** A regional EC member may designate a proxy for the purposes of voting provided that the VQI is notified in writing, by replying to the voting communication, prior to the end of the voting period. For voting that takes place without SVS PSO involvement, the Regional Medical Director will manage and conduct the voting process in accordance with the regional Bylaws' rules of voting, meeting a quorum. The Regional Medical Director will give prior notification to the regional EC, by means of an agenda, if a vote will be conducted during an upcoming EC meeting or regional meeting.
- VII. Shared Data Ownership:** Each UMVN Member owns the clinical data that it submits to the SVS PSO and is entitled to specify and control the use of its data as set forth in its contract with the SVS PSO. Thus, any UMVN use of de-identified data that do not identify or permit re-identification of individual patients, Hospital, Physicians or Members data submitted by Members for purposes other than the quality improvement functions performed by the UMVN, such as health services research, shall require the prior consent of the Member requested and recorded by the SVS PSO for each instance.
- VIII. Policies:** The following principles guide the function of the UMVN and must be adhered to by all Members and Participants, which have been contractually agreed to with the SVS PSO:
- A.** All activities of the UMVN must be consistent with the Mission Statement. All data reports that compare physicians or hospitals must be de-identified, as specified in the PSQIA. All Participants in the UMVN agree to follow the rules of the PSQIA and keep such information strictly confidential.
 - B.** Each physician Participant must submit data for all consecutive procedures for the procedure types they elect to enter through the SVS PSO.
 - C.** Each Member agrees to submit billing data as specified by the SVS PSO on a periodic basis to allow an audit to ensure accurate and complete data entry.
 - D.** Each Member agrees to participant in periodic source audits conducted by the PSO and contracted PSO workforce members.

- E.** Each Member and Participant must submit complete data forms using a web-based system approved by the SVS PSO, including follow-up data at one year, or other time points established by SVS PSO.
- F.** Each Member and Participant agrees that comparative data can never be used for competitive marketing. Thus, benchmarking reports that compare hospitals or physicians can never be published, consistent with the PSQIA.
- G.** Each Member and Participant agrees to follow all provisions of the PSQIA to prevent the disclosure of any patient identifiable information, as well as any hospital or physician identifiable information. Further, each Member and Participant agrees to follow all privacy regulations as set forth in the SVSPSO service agreement.
- H.** Failure to adhere to these policies may result in loss of membership in UMVN for a hospital or physician group, if so, determined by a majority vote of the EC.