Advisory Councils Charter

PURPOSE AND STRUCTURE

Client input is the cornerstone of the Vizient® competitive contracting process. To ensure we award agreements serving the needs of the majority of our clients, we offer several options to provide input.

Each advisory council is composed of up to 20 individuals, representing the most engaged healthcare organizations within the Vizient clientele. To be certain each client segment is fairly represented, we carefully evaluate applications to ensure councils are balanced across our diverse client base which includes academic medical centers, pediatric facilities, acute care facilities, nonacute care facilities, and considers such factors as size diversity, geographic distribution, etc.

Advisory Councils

Advisory councils provide crucial input and strategic direction at the beginning of our competitive bid process - the time when identifying client needs is most vital. The councils offer feedback on client needs specific to various classes of trade and functional areas. Examples include Ambulatory Surgery, Long Term Care and Home Health, Alternate Site, Alternate Site Pharmacy, Responsible Sourcing, and Sustainability Advisory Councils. The Vizient sourcing team incorporates input provided by our advisory councils and the input provided by the contracting council that has oversight over each bid category.

ROLES AND RESPONSIBILITIES

Facilitator

A Vizient staff member from the relevant business unit where the council resides will serve as facilitator to assist the council chairperson and vice chairperson. The facilitator partners with the chair and vice chair of each council to perform the following functions:

- Conduct oversight of the advisory council
- Recruit and select new participants
- Provide group direction
- Ensure timely communication and follow-up with participants
- Participate in various Vizient meetings
- Create and disseminate online surveys
- Ensure client feedback is fully incorporated into the sourcing process

Chairperson, vice chairperson and past chairperson

The chair of each committee works with the facilitator in the following areas:

- Agenda development
- New member selection, assisting with candidate screening and providing recommendations on finalists
- Meeting management, aiding the group in adhering to the agenda, managing meeting time and flow, and ensuring professional interaction between all participants and presenters
- Member participation, performing necessary follow-up with any council member who may experience issues with participation, attendance or conduct

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Each year, Vizient and the sitting chairperson select a council member to serve as the future chairperson. This member then serves the following year as vice chairperson before taking their seat as chairperson. After a one-year term of service, the chairperson retires to the status of past chairperson for one additional year before ending their term of service.

Council Members

Advisory councils are an integral component of the Vizient competitive bid process, which operates according to the principles of the American Bar Association Model Procurement Code for evaluating bids and determining contract awards. They help to identify client needs by:

- Assisting in determining request-for-proposal strategy and providing guidance on product category minimum requirements
- Providing feedback regarding quality, product offerings, service and other pertinent factors
- Providing insights into new and innovative technology or new market entrants
- Sharing knowledge of emerging trends and leading practices
- Providing input as needed on terms and conditions or other potential negotiation points

MEETINGS

Council meetings are generally held monthly via web conference. Each call lasts one to two hours, depending upon content. If a council has no business in a given month, Vizient will cancel the call with timely notice. Some councils elect to meet less frequently due to the nature of their portfolios. Meetings are scheduled a year in advance and published to members. Members receive electronic calendar invitations a year in advance.

Councils generally meet two times annually in-person to conduct business that requires live interaction. These meetings are usually held in the Dallas-Fort Worth area but occasionally are hosted in other cities. Meetings typically last two to three days, depending on content and purpose, and may involve activities such as supplier presentations, live scoring of bids or product demonstrations. Vizient funds in-person meetings in accordance with its council reimbursement policy.

TERMS

Council member terms are three years in duration. Should an active member be selected to serve as chair, the member's term will be extended accordingly to allow one year as vice chairperson prior to assuming the chairperson role. After serving one year as chair, the member will serve one year in a past chairperson role before ending their term of service.

ETHICS AND COMPLIANCE

Council members must avoid conflicts of interest in their council work. A conflict of interest is any circumstance where a member has a professional or personal interest in or connection with any company or individual if it might influence (or appear to influence) the member’s independent judgement.

Council members should always act in the best interests of Vizient. Council members should exercise sound judgment and reasonable business discretion while avoiding any appearance of impropriety.

Council members should report any potential violation of policies or procedures or ethical or legal wrongdoing using the Vizient anonymous third-party compliance hotline at (800) 750-4972 or online at www.ethicspoint.com. The hotline is available at all times to employees, clients or any parties or persons involved with Vizient.

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MEMBER ENGAGEMENT GUIDELINES

- Demonstrate a realistic understanding of roles and responsibilities
- Represent the best interests of Vizient through shared experiences and knowledge
- Maintain 100% participation in calls and meetings unless excused due to unavoidable conflict, e.g. illness, family emergency, regulatory visit
  - Attend Vizient-funded, in-person meetings as needed, up to twice annually
  - Attend eight to 10, one- to two-hour conference calls annually
- Demonstrate objective and fact-based judgment
- Collaborate effectively with other group participants
- Make the group's goal a higher priority than any personal objective
- Be willing to share information, perceptions and feedback openly
- Challenge ideas, not individuals
- Support the group's decisions
- Advance our performance by directly confronting important issues
- Demonstrate leadership that contributes to the group's success
- Respond constructively to feedback from others
- Maintain confidentiality of all shared information

MEMBERSHIP CRITERIA

- Possess subject matter expertise in the advisory council's scope of operation
- Apply for selection through a fair and transparent recruitment process
- Hold nontransferable membership (substitutes are not permitted)
- Have a minimum of one year with employer and one year in current role
- Have Vizient, Provista or Children's Hospital Association as your organization's primary group purchasing organization
- Serve on no more than one council at a time
- Client organizations may not have more than one representative on any individual council at a time
- Complete an initial conflict of interest questionnaire and refresh annually
- Complete a confidentiality agreement

TO LEARN MORE, CONTACT:
councils@vizientinc.com

Vizient, Inc. provides solutions and services that improve the delivery of high-value care by improving financial sustainability, system performance, and accelerating strategic growth for more than two-thirds of the nation's healthcare providers. Vizient provides expertise, analytics, consulting services, and a contract portfolio representing $156 billion in annual client purchasing volume to improve patient outcomes and lower costs.

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