

# CHARTER ADVISORY COUNCILS.

Member input is the cornerstone of Vizient's™ competitive contracting process. To ensure we award agreements that represent the needs of members, Vizient provides several options for members to provide input. These include advisory councils, contracting councils, task forces, and expert panels.

Each Vizient council is composed of a maximum of 25 individuals representing some of the most engaged health care organizations within our customer base. To ensure that each customer segment is fairly represented, we carefully evaluates council applications to ensure that the membership is balanced with the diversity of our broad customer base.

## ADVISORY COUNCILS

Advisory councils provide crucial input at the beginning of our competitive bidding process – the time when correctly identifying member needs is most vital. Advisory councils provide strategic direction and sourcing input relative to areas of member need specific to various classes of trade and functional areas within the health care space. Examples include the Ambulatory Surgery, Long-Term Care & Home Health, Alternate Site, Alternate Site Pharmacy, Supplier Diversity, and Environmental Advisory Councils. The input provided by our Advisory Councils is incorporated into the work of Vizient Sourcing with the further input and guidance of the relevant Contracting Council which has oversight over each bid category.

## ROLES AND RESPONSIBILITIES

### Facilitator

A Vizient or Provista staff member from the relevant business unit where the council resides will serve as facilitator to perform the following functions:

- Conduct oversight of the council, task force or expert panel
- 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 member feedback is fully incorporated into the sourcing process

### Chairperson, vice chairperson and past chairperson

The chair of each council 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

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.

## 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. As members, Advisory Council participants are responsible for providing input and assisting with decisions during the earliest phase of the bid process. They accomplish this by helping to identify member needs in the following ways:

- Assist in determining RFP strategy and relevant guidance on product category minimum requirements
- Provide feedback regarding quality, product offerings, service and other pertinent factors
- Provide insights into new and innovative technology or new market entrants
- Share knowledge of emerging trends and best practices
- Provide 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, we will cancel the call with timely notice. Meetings are scheduled a year in advance and published to members. Members receive electronic calendar invitations in advance on a rolling three-month basis.

Councils generally meet one or 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 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

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. Members should exercise sound judgment and reasonable business discretion while avoiding any appearance of impropriety.

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](http://www.ethicspoint.com). The hotline is available at all times to employees, suppliers, members or any parties or persons involved with Vizient.

## 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 Health Association as your organization's primary group purchasing organization
- Serve on no more than one council at a time
- Member 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