

Bylaws for Steering Committee

ARTICLE I

The Committee and its Members

The Steering Committee for ArrayRx is intended to be the governing and consulting body for ArrayRx, associated programs, and contractors.

The Steering Committee membership consists of:

- i. Originating State Members: 5 voting members from Originating States, for a total of 10 voting members. Members must be an employee of a public sector entity in an Originating State. One member from each Originating State shall be an employee of Employee and Retiree Benefits/Uniform Medical Plan and one shall be an employee of Oregon Educators Benefit Board/Public Employees Benefit Board.

Both the Oregon Prescription Drug Program and Washington Prescription Drug Program Directors from the Originating States, Washington and Oregon, shall each occupy a seat. The remaining Oregon and Washington members will be selected by the respective state's Prescription Drug Program Director.

- ii. Advisory Members: 1 voting member from each Purchasing Member that has an active Participating Program Agreement. Members must be an employee of a public sector Participating Program. This appointment will be conducted by a majority vote at the next Steering Committee meeting, which attains a quorum, after nomination. The Committee holds the right to conduct interviews for potential nominees from Purchasing Member's Participating Program. This is required so that the Steering Committee can choose the best candidate, should several exist. Once appointed, Advisory Members will receive all Steering Committee meeting appointments and notes, as well as invites for any special ad-hoc meetings.

A new Purchasing Member may nominate a candidate to be considered for appointment as Steering Committee Advisory Member once their joinder agreement and a Participating Program Agreement has been signed and there is an operational program in place. Attendance at weekly meetings is required. If the Advisory Member is absent at 50% of meetings or more without excuse, the Committee retains the right to replace Advisory Member. If Advisory Member terminates employment at the Purchasing Member agency, the Purchasing Member may nominate a new candidate for consideration within 60 days. If Purchasing Member terminates its Participating Program Agreement, they forfeit their seat on the Steering Committee effective immediately.

On the first Steering Committee meeting of every calendar year, the Steering Committee will elect a chairperson (Chair) to facilitate the meetings for the year. Steering Committee members can self-nominate for this position, as long as they have attended meetings for one year. A member who has not been Chair or is not the current Chair will have priority. A member who is in a different state than the current chair will be prioritized. The nominee shall agree to all duties outlined in **Article II**.

The Steering Committee will work collaboratively to develop decisions and solutions which align with the Mission and Vision of ArrayRx and the ArrayRx operating principles as described in **Appendix 2**. Due to the nature of the

work, the Mission and Vision may change over time to reflect the ever-changing industry. The Steering Committee provides recommendations and feedback to guide and oversee ArrayRx programs in a manner reflective of the current Mission and Vision. Oregon, as the state solely responsible for procurement authority of the master agreement, will confer with the steering committee and finalize procurement decisions with Washington.

ARTICLE II

Committee Chairperson Duties

The role of the Steering Committee Chair is to facilitate and ensure voting and other procedural provisions are carried out.

The Chair or their designee will ensure that the Steering Committee has a quorum, defined as at least 3 voting members from each Originating State, and at least 50% of other voting members from non-Originating States present. Absent members may delegate the Chair or another member to vote for them to establish a quorum.

The Chair has the responsibility to lead and delegate communications coming from the Steering Committee to contractors, internal or external partners.

The Chair can be absent from a meeting and delegate their duties to another member of the Steering Committee for the period of their absence.

ARTICLE III

Committee Member Duties

Steering Committee members are expected to attend meetings, participate in all regular meetings, and review materials prior to each meeting. If a Steering Committee member is going to be absent, it is expected that they inform the Steering Committee Chair.

At the Chair's request, agenda and meeting minutes may be prepared by a delegate. An agenda will be prepared for each meeting and distributed at least one working day prior to the meeting so that the Steering Committee can review. The Chair will be in regular communication with the individual preparing the agenda so that all agenda items are captured.

It is expected that all Steering Committee Members bring concerns, feedback, and propose agenda items. Steering Committee members will be expected to vote and actively engage in discourse and ensure motions voted upon meet the ArrayRx mission and hold true to its vision. There will be a standing agenda item quarterly to approve monthly administrative costs incurred by Oregon. Meeting minutes will be taken for each meeting, distributed to the Steering Committee no later than 2 days of when the meeting concludes, and stored in an electronic file. Access to the minutes will be available to the Steering Committee upon request.

A Conflict of Interest Statement (**Appendix 3**) must be signed by new Steering Committee members. A member shall be recused from voting on any matters for which they have an actual or potential conflict of interest. The Steering Committee will follow and adhere to ArrayRx Steering Committee conflict of interest standards set forth in the Conflict of Interest Statement. If any new conflicts occur, members are required to disclose them at the beginning of the next Steering Committee meeting.

A Purchasing Member will be asked to help facilitate meetings with any eligible party within their state that would benefit from learning about ArrayRx, including but not limited to public agency directors, program managers or delegates thereof.

ARTICLE IV

Committee Meetings

There is a standing Steering Committee meeting on Mondays at 9:30-10:30 a.m. PST. The meeting will not be held on federal or state holidays or when the Chair determines that a quorum is not achievable.

The Steering Committee's business will generally be conducted in accordance with [Robert's Rule of Order](#).

Committee members may invite staff they feel will benefit from attending the Steering Committee meetings to attend, but they will not be able to vote.

ARTICLE V

Amendments to the Bylaws

Changes must be discussed by the Steering Committee and be approved by a majority of a quorum vote.

ARTICLE VI

Contract Oversight

Contracts and Participating Program Agreements are subject to feedback and input from the Steering Committee Members. However, final decision must be retained by Oregon as they hold the procurement authority for the procurement group. All administrative activity surrounding ArrayRx procurement and contract administration duties fall to Oregon staff.

ARTICLE VII

Operating Budget

Budget is due from OHA July 1 of each year to Steering Committee to review, amend and approve no later than July 31.

Appendix 1

Definitions

Originating State: means Oregon, acting by and through Oregon Health Authority, Oregon Prescription Drug Program; or Washington, acting by and through Washington Health Care Authority, Washington Prescription Drug Program.

Participating Program: means the public entity that may be in an Originating State or a Purchasing Member that is party to a Participating Program Agreement.

Participating Program Agreement: means the agreement under which a Participating Program purchases ArrayRx Services from Contractor, in substantially the form of a Participating Program Agreement Template, unless otherwise agreed by Participating Program, the Originating States, and Contractor.

Purchasing Member: means a non-Originating State, U.S. territory, District of Columbia, local government, public body, or public entity, and its authorizing agency, that is a party to the ArrayRx Intergovernmental Agreement, as amended from time to time.

Appendix 2

Mission

To provide high-value pharmacy solutions overseen and administered by states' public sector purchasers of prescription drugs where transparency and stewardship of tax dollars is the highest priority.

Vision

To be the most trusted pharmacy solutions provider in the industry.

Operating Principles

- Programs designed for public sector purchasers
- Fully transparent operations
- Pure pass-through pricing from pharmacies
- 100% pass-through of all manufacturer rebates and fee payments
- Fixed administration fee (per Rx per paid claim or PMPM)
- Third party annual market checks
- Comprehensive audit rights
- Custom formularies and clinical services
- Medical Rx alignment

Appendix 3

Conflict of Interest Statement

A member of the ArrayRx Steering Committee (the "Steering Committee") shall submit a signed Conflict of Interest Statement upon joining the Steering Committee.

A member shall disclose a conflict of interest at the beginning of consideration of any matter in which the member has an actual or potential conflict of interest, or at the point during consideration when an actual or potential conflict of interest becomes apparent to the member.

After disclosure, the remaining members of the Steering Committee shall decide whether the member may continue to participate in discussion of the matter, and whether the member shall abstain in any vote taken. Minutes of the meeting will reflect the disclosure and abstention from voting. Any question as to whether a conflict of interest exists shall be referred to the Steering Committee Chair.

"Conflict of interest" is defined as the following:

Any action or any decision or recommendation by a Steering Committee member, the effect of which would be to the private pecuniary benefit or detriment of the member or the member's relative or any organization with which the member or a relative of the member is associated, unless the pecuniary benefit or detriment arises out of the following:

- (a) An interest or membership in a particular business, industry, occupation or other class required by law as a prerequisite to the holding by the member of their office or position.
- (b) Any action in the member's official capacity which would affect to the same degree a class consisting of all inhabitants of the state, or a smaller class consisting of an industry, occupation or other group including one of which or in which the member, or the member's relative or business with which the member or the member's relative is associated, is a member or is engaged.
- (c) Membership in or membership on the board of directors of a nonprofit corporation that is tax-exempt under section 501(c) of the Internal Revenue Code.

"Relative" means:

- (a) The spouse, parent, stepparent, child, sibling, stepsibling, son-in-law or daughter-in-law of the member;
- (b) The parent, stepparent, child, sibling, stepsibling, son-in-law or daughter-in-law of the spouse of the member;
- (c) Any individual for whom the member has a legal support obligation;
- (d) Any individual for whom the member provides benefits arising from the member's public employment or from whom the member receives benefits arising from that individual's employment; or
- (e) Any individual from whom the member receives benefits arising from that individual's employment.

By signing below, I have read and understand the above Conflict of Interest Statement of ArrayRx Steering Committee. I agree to adhere and abide to these standards.

Signature

Date

Printed Name