



Board Charter

INTRODUCTION

The University of Wisconsin-Madison (“UW”) is committed to ensuring that its activities in support of patient care and human subjects research are conducted in accordance with applicable laws, statutes and regulations, including but not limited to the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”). HIPAA was enacted in part to protect health information by establishing privacy and security standards for the use and disclosure of individually identifiable health information.

HIPAA is enforced by the U.S. Department of Health and Human Services’s Office for Civil Rights. UW recognizes the need to ensure all faculty, staff, students and volunteers (“UW Workforce”) are well informed about state and federal information privacy and security laws, statutes and regulations, including HIPAA, applicable to the UW community.

The HIPAA Privacy and Security Executive Board (the “Board”) is responsible for the institutional level oversight of the UW-Madison HIPAA Privacy and Security Compliance Program (the “Program”). The Chancellor has the authority to determine the composition of the HIPAA Executive Board and may add and remove officials/titles at their discretion. The Chancellor appoints individuals holding those titles to the Board. The Board shall be comprised of the following officials/titles:

SPONSOR & MEMBERSHIP

Sponsor(s)	<ul style="list-style-type: none"> ● Chancellor
Committee Co-Chairs	<ul style="list-style-type: none"> ● Director of Compliance ● Chief Information Security Officer
Official Members	<ul style="list-style-type: none"> ● Vice Provost for Information Technology and Chief Information Officer (or designee) ● The Executive Director for the Institute of Clinical and Translational Research (“ICTR”) (or designee) ● The Dean of the School of Medicine and Public Health (or designee) ● The Dean of the School of Pharmacy (or designee) ● The Dean of the School of Nursing (or designee) ● The Director of the Waisman Center (or designee) ● The Executive Director of University Health Services (or designee) ● The Director of the State Lab of Hygiene (or designee) ● The Director of Athletics (or designee) ● The Associate Vice Chancellor for Research Policy and Compliance

University of Wisconsin-Madison
HIPAA Privacy & Security Executive Board



	Office of the Vice Chancellor for Research and Graduate Education (or designee)
Ex Officio Members	<ul style="list-style-type: none"> ● The HIPAA Privacy Officer (or designee) ● The HIPAA Security Officer (or designee) ● Chief Data Officer (or designee) ● Chief Human Resources Officer (or designee) ● A representative of the Office of Legal Affairs
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A. Vision

The University of Wisconsin-Madison (“UW”) is committed to ensuring that its activities in support of patient care and human subjects research are conducted in accordance with applicable laws, statutes and regulations, including but not limited to the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”). UW recognizes the need to ensure all faculty, staff, students and volunteers (“UW Workforce”) are well informed about and comply with state and federal information privacy and security laws, statutes and regulations, including HIPAA, applicable to the UW community.

B. Authority

The Board is authorized to recommend to the UW-Madison Chancellor those policies necessary for the proper implementation of UW-Madison’s HIPAA Privacy and Security Program. The Chancellor has the authority to approve or issue such policies. The Board is authorized to implement and enforce UW-Madison HIPAA Policies.

1. Authority of the Co-chairs

The Co-chairs of the Board may act on behalf of the Board in an emergency when immediate action is necessary and it is impractical to convene the Board. In such instances, the Co-chairs shall, as soon as possible, report to the Board on any actions taken.

2. Advisory Resources

The Board may obtain such advice as is necessary to meet its responsibilities, whether through the appointment of one or more Advisory Councils to provide expert input, the engagement of consultants or other advisory resources, or through any other appropriate action.

University of Wisconsin-Madison
HIPAA Privacy & Security Executive Board



3. Delegation

The Chancellor may delegate all or any part of her authority under this Charter to the Vice Chancellor for Legal Affairs or other designee. If authority is delegated by the Chancellor, the delegate shall consult with the Chancellor prior to approving any policy with major import, interest or significance for the campus.

C. Purpose

The Board shall:

1. Provide strategic guidance to support the vision and purpose of the Program;
2. Promote the institution's philosophical principles reflected in the Program's HIPAA privacy and security policies and procedures (compliance.wisc.edu/hipaa);
3. Approve the institution's risk-based strategy to address the business, individual, financial and reputational risks associated with the creation, storage, use, transmission, release and disposal of paper, verbal and electronic protected health information ("PHI") under HIPAA;
4. Receive and review reports from the Operations Committee relating to HIPAA risk management.
5. Provide adequate authority and support for the successful administration of the Program including endorsements from individual units, and advocacy where appropriate;
6. Evaluate periodic reports from the UW HIPAA Privacy and Security Operations Committee ("Operations Committee"), as delivered from the HIPAA Privacy or HIPAA Security Officer, summarizing PHI compliance performance metrics and program initiatives for the purposes of:
 - a. Assessing the quality, effectiveness, and efficiency of the Program;
 - b. Identifying process improvement and training opportunities and resources; and
 - c. Providing executive guidance to the Operations Committee.

D. Responsibilities

The Board will:

1. Ensure proper implementation of the HIPAA Privacy and Security Program;

University of Wisconsin-Madison

HIPAA Privacy & Security Executive Board



2. Assess the quality, effectiveness, and efficiency of the Program;
3. Identify process improvement opportunities and the resources needed to achieve them;
4. Provide executive guidance to the Operations Committee in setting their priorities; and
5. Take direct action in response to risk reports delivered by the Operations Committee.

E. Decision-making

A majority of the number of Official Members in office at the time of a meeting shall constitute a quorum for the transaction of business. The act of a majority of the Official Members present at a meeting at which a quorum is present shall be the act or decision of the Board.

F. Administrative Structure

1. Composition

The Board is co-chaired by the UW-Madison Director of Compliance and the UW-Madison Chief Information Security Officer (“CISO”), who work at the direction of the Vice Chancellor for Legal Affairs and Vice Provost for Information Technology, respectively. If needed in the event of absence of both of the co-chairs, those Official Members of the Board present shall designate an Official Member to serve as the Acting Chair.

2. Meetings

Meeting will be held once per semester for up to 90 minutes with one additional meeting in the summer, as needed. The Co-chairs will identify if additional meetings of the Board or a sub-committee need to be coordinated in order to address outstanding business. The Co-chairs will post agenda and supporting documentation at least 72 hours prior to meetings to a common repository available to all Official and Ex-Officio Members of the Board.

3. Quorum

Quorum to conduct business is defined as a simple majority of the Official Members of the Board. Quorum to conduct Board business, including policy approval, may be achieved electronically by a simple majority of the Official Members affirmatively responding to an electronic request to conduct Board business, following the opportunity for discussion.

4. Board Records

The Board shall maintain all of its records in a manner available to all Official and Ex-Officio members of the Board. The Co-chairs are responsible for managing the Board’s records as determined by the Board in conjunction with



the UW-Madison Records Office.

5. Staff Liaison

The Board may designate existing staff to assist the Board and to perform liaison functions between staff and the Board. Attendance at meetings may be required of such staff.

G. Process for Modifying the Composition of the Board

These provisions are intended to ensure that relevant campus units have Board representation, and to provide a process to modify the units represented as UW-Madison's HCC or the needs Board itself change. The provisions are not intended to address personal or interpersonal conflicts involving individual people serving on the Board.

(a) New titles may be added to the Board using the following process:

1. Direct Appointment by Chancellor

The Chancellor has the authority to identify title(s) and appoint individuals holding that title(s) to the Board.

2. Nomination By Official Member and Appointment by the Chancellor

A nomination for the Board may be made by an Official Member and, if a majority of the Board supports the nomination, considered by the Chancellor. If the Chancellor approves of the nomination, the nominee is appointed to the Board.

(b) Official Members by Title may be removed from the Board using the following process

1. At the Request of the Chancellor

Official Members by Title may be removed directly by the Chancellor.

2. At the Request of the Board and Approval by the Chancellor

A request to remove an Official Member by Title may be made by the Board and considered by the Chancellor. If the Chancellor approves the request, the Board member will be removed.