

Healthcare Advisory Committee Bylaws

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Approved and adopted by the Committee on [DATE].

The following Bylaws and Operating Procedures (Bylaws) will govern the operations of the Healthcare Advisory Committee (the Committee).

Section I: Purpose

The U.S. Department of Health and Human Services (HHS) and Centers for Medicare & Medicaid Services (CMS) established the Healthcare Advisory Committee—a group of experts charged with delivering strategic recommendations directly to the HHS Secretary and CMS Administrator to improve how care is financed and delivered across Medicare, Medicaid and the Children's Health Insurance Program (CHIP), and the Health Insurance Marketplace, consistent with the *Executive Order Establishing the President's Make America Healthy Again Commission (E.O. No. 14212)*.¹

On March 16, 2026, the HHS Secretary and CMS Administrator finalized [the charter](#) establishing the Committee. The Committee's focus is on developing:

- Actionable policy initiatives to promote chronic disease prevention and management;
- Opportunities for a regulatory framework of accountability for safety and outcomes that reduce unnecessary red tape and allow providers to focus on improving patient health;
- Levers to advance a real-time data system, enabling a new standard of excellence in care, rapid claims processing, rapid quality measurement, and rewards;
- Structural opportunities to improve quality for the most vulnerable in the Medicaid program; and

¹ Trump, D.J. (2025, February 13). Establishing the President's Make America Healthy Again Commission (Exec. Order No. 14212). The White House. Available at: <https://www.whitehouse.gov/presidential-actions/2025/02/establishing-the-presidents-make-america-healthy-again-commission/>.

- Sustainability of the Medicare Advantage program, identifying opportunities to modernize risk adjustment and quality measures to assess and improve health outcomes.

Section II: Authority

The Committee is established as a discretionary committee in accordance with the Federal Advisory Committee Act (FACA), as amended (5 U.S.C. Ch. 10). The authority for the Committee is 42 U.S.C. 217a, section 222 of the Public Health Service Act, as amended.

Section III: Committee Structure and Scope

Committee membership is designed to achieve the greatest impact, scope, and credibility among diverse stakeholders. This includes a fair balance among viewpoints from all relevant stakeholders and broad geographic representation — including both urban and rural perspectives. Committee composition may also include representation from stakeholders across relevant sectors, including patients, providers, payers, academia, community-based organizations, and regional, state and local government.

The Committee's recommendations are advisory in nature and non-binding. However, they will directly inform leadership decisions and serve as a resource to guide departmental strategies. Recommendations are expected to inform regulatory development, program modifications, and long-term objectives and strategic initiatives.

The Committee is structured and shall operate in accordance with its charter.

Section IV: Role of Committee Officials and Members

Designated Federal Officer (DFO)

The DFO shall:

1. Approve Committee meeting agendas;
2. Consult with the Chair and Committee members prior to final approval of the agendas;
3. Attend all meetings;
4. Convene and adjourn Committee and working group meetings when the DFO determines it is in the public interest;
5. Chair meetings of the Committee in the absence of the Chair;

6. Ensure the preparation of the minutes of all meetings of the Committee's deliberations, including any working group activities and ensure the minutes are posted to the Committee website within 90 days following the meeting;
7. Maintain official Committee records and records of all meetings;
8. Prepare and manage all reports, including the annual report as required by the FACA;
9. Designate a DFO alternate to serve in the role of DFO when the DFO is unable to attend a scheduled Committee or working group meeting; and
10. Replace Committee Members when they are unable to fulfill their duties and obligations.
11. Ensure a public-facing website is created and maintained for the Committee.
12. Ensure the public-facing Committee website provides accurate and up to date information regarding all Committee expenditures and the justification for each expenditure, when applicable, on an annual basis.

Committee Chair

The Committee Chair shall:

1. Work with the DFO to: (a.) Identify and prioritize issues to be addressed by the Committee, (b.) Schedule meetings as necessary to carry out the work of the Committee, and (c.) Develop proposed agenda items for Committee meetings with input from the Committee members;
2. Preside at and conduct all Committee meetings in accordance with the published agenda. In the absence of the Chair, the Chair will appoint either a Committee member or the DFO to preside at and conduct the meeting in accordance with the published agenda;
3. Ensure that all rules of order and conduct are maintained during each session;
4. Call on individuals for opinions and comments, terminate any discussion that is felt to be unnecessary, and call for a vote, if required or requested by Committee members;
5. Manage public participation during the open portion of the meeting;
6. Certify the accuracy of the minutes of each Committee meeting within 21 days after the meeting has been held, as well as any working group meetings;
7. Work with the DFO to determine the number of working groups and topics to be addressed by the working groups;

8. Work with the DFO to appoint Committee members and subject matter experts to working groups as needed to efficiently carry out the work of the Committee; and invite presenters and subject matter experts to provide materials and presentations to the Committee;
9. Work with the DFO to ensure that topics and presentations are within the scope of the Committee, and approve content of the material to be presented in advance of Committee meetings; and
10. Assist in the development of any reports.

Committee Members

Composition of the Committee is outlined in the *Federal Register* notice ([90 Fed. Reg. 41089, Aug. 22, 2025](#)). The CMS Administrator shall appoint up to 20 individuals to serve on the Committee. The Committee shall consist of an appropriate selection of individuals that have practical and tactical experience or expertise working in all aspects of the US healthcare system, which may include experts from the medical field, manufacturing, government, academia, health insurance/payment programs, or health economics, with regard to issues related to chronic disease prevention and management, expanding access to primary care, reducing healthcare costs, ensuring payment accuracy, healthcare price transparency, and driving other improvements in the healthcare system for patients and providers.

The Committee shall be comprised of Representative Members and Special Government Employees (SGEs). All members shall serve on a voluntary basis, without compensation. Members shall serve a term of two years until the date on which the Committee's charter terminates. All Committee members shall:

1. Serve as a source of expertise and advice on matters addressed by the Committee as described in the Committee charter;
2. Make every effort to attend scheduled meetings of the full Committee in their entirety and, as appropriate, any meetings of working groups of which he/she is a member; and notify the DFO or other designated official, well in advance, of any changes in personal schedule that may prevent his/her presence at all or part of a scheduled meeting;
3. Designate a non-voting proxy to convey the Committee member's opinions if he/she is unable to attend a scheduled Committee meeting;

4. Review required material before meetings to allow effective discussion, commenting, and voting on issues brought before the Committee;
5. Submit written votes to the DFO within 14 days when voting is conducted on issues arising during a meeting that a Committee member is unable to attend;
6. Make recommendations on matters brought to the Committee in the manner prescribed by the Committee;
7. Serve on working groups at the request of the Chair;
8. Assist in the development and drafting of any reports;
9. Read, understand, and adhere to provisions related to conflicts of interest, ethics, and confidentiality and, as appropriate, complete necessary forms relating to these areas, and notify the DFO if potential conflicts of interest or ethics concerns arise during their term of service;
10. Protect and maintain as confidential any privileged information; and
11. Refrain from discussing outside of the Committee meetings any information obtained during closed sessions.

Membership Termination

Members may resign from the Committee at any time by submitting written notice to the Designated Federal Officer. Resignations are effective upon receipt unless a future effective date is specified.

Section V: Ethics

Members typically hold positions and are professionally involved with many entities and organizations other than the Committee. Their selection to serve on the Committee is based in substantial part on the developed expertise they bring from their individual professions and experiences. Members appointed to serve on the Committee are determined to have the technical expertise required to meet specific statutory categories and Departmental needs, and in a way to ensure an appropriate balance of membership. Committee membership is consistent with achieving the greatest impact, scope, and credibility among diverse stakeholders. Viewpoint biases that flow from diversity of expertise are inevitable and integral to the design of advisory committees. Viewpoint biases are naturally shared during deliberation and are themselves a force for collective balance in that they counter the dominance of any one perspective.

However, biases driven by opportunities for financial gain or other personal advantage are not necessarily apparent and, rather than fulfilling the statutory mandate of the Committee, risk undercutting it. Therefore, members agree that both actual and perceived conflicts of interest should be avoided. Members agree that the process should not be perceived as being “biased” because of a member’s organizational affiliation or contractual arrangements. Members shall comply with all applicable laws and regulations.

As directed by CMS, members shall disclose financial and other potential conflicts of interest in accordance with the system for public disclosure developed by the Comptroller General. Additionally, although not all members of the Committee are SGEs, the Committee has decided to adopt conflict of interest policies and procedures similar to those of other advisory committees and commissions to the extent practicable.

Guiding Principles

The following agreed-upon principles underlie the Committee’s conflict of interest policies and procedures. These principles will guide members as they make disclosures and recusal determinations.

1. Members should not participate in the Committee’s review of their own work.
2. While serving on the Committee, members should not accept offers to engage in outside projects that will be deliberated upon by the Committee.
3. Members should not participate in any particular matter before the Committee that could directly and predictably affect their personal financial interest.
4. In general, members can participate where a conflict of interest arises from an employment or consulting arrangement as long as the matter under discussion will not have a special or distinct effect on the individual or their organization other than as part of a class.
5. There may be circumstances which, although not constituting a financial conflict of interest, may raise questions regarding a member's impartiality. Members should apply the following rule of thumb: Members should not participate if a reasonable individual would view there to be a conflict of interest or an inability to remain impartial.

Disclosures

Disclosures assist members with recusal determinations. Having a disclosure does not necessarily mean that a member has a conflict of interest or inability to remain impartial.

1. If a member believes that he/she may have a conflict of interest or partiality with respect to a matter to be addressed by the Committee, the member should disclose it.
2. Disclosures should be made to the DFO and Chair in writing prior to participating in any Committee work related to the matter.
3. During each meeting, members shall read out their written disclosures on any matters to be reviewed, deliberated, and/or voted on by the Committee. Any decisions with respect to members' participation shall also be read out.

Recusal Determination

1. The Committee shall determine on a case-by-case basis whether a member should be recused. The Committee shall discuss with the member his/her disclosures and/or any additional information which other members might raise. Afterwards, he/she shall:
 - a. Have the opportunity to voluntarily recuse himself/herself with respect to the matter at issue; or
 - b. Leave the room or call while the recusal determination is voted upon.
2. Committee decisions described above shall be made by polling at a meeting or administrative session (or, if necessary, by email). Committee decisions shall be made by a vote by all members in attendance. The Committee's decision shall be that representing at least a two-thirds supermajority of votes of members in attendance.
3. The Committee's review of disclosures does not relieve members of their ongoing responsibility to be mindful of the influence their interests may exert on their performance of Committee functions.

Recused Members

1. Whether a member voluntarily recuses himself/herself or is recused from a matter based on the finding of the Committee, that member:
 - a. Shall not serve on the particular working group for the matter;

- b. Shall not participate in the discussion, deliberation, or voting on the matter from which he/she is recused;
 - c. Shall be present at meetings to read his/her disclosure but shall leave the meeting while the Committee is discussing, deliberating, or voting on the matter;
 - d. Shall not provide oral or written input on the matter in any reports to the HHS Secretary and CMS Administrator;
 - e. Shall not try to influence the Committee directly or indirectly on matters from which they are recused;
 - f. Shall not express opinions that would influence the Committee's position on matters from which they are recused; and
 - g. Shall not come before the Committee to advocate for a position on the matter, even if fully recused.
2. When Committee work involves matters for which a member has been recused, these matters may be intertwined with other work being discussed. Other members shall be informed/cognizant of a particular member's disclosure and recusal and shall not ask the member to provide views on matters for which the member has been recused.
 3. During Committee/working group meetings or administrative sessions, the Committee Chair/working group Chair is responsible for ensuring that the above procedures are implemented properly.

Section VI: Communications

The Committee functions as a collegial body, focusing the members' disparate views into a common position. For this reason, it is inappropriate for an individual member to attempt to interpret Committee positions or actions, except as authorized by the Committee and specifically regarding recommendations reviewed by the Committee. Except as noted below, individual members are always free, as individuals, to interact and communicate with other parties. However, it should always be clear that the member is not representing the Committee and is functioning as an independent expert/entity. It is inappropriate for a member to use the latitude provided in this paragraph to undermine a declared Committee position.

Where requests for interpretation of Committee positions are received, appropriate judgment should be used. Requests from Congress should be referred to the Chair and DFO. If an individual member is asked for an opinion, the member may respond but should emphasize the fact that the individual members do not speak for the Committee. Requests from the media require more circumspection. The guiding principle is that a member should not undermine or reinterpret a Committee position but is under no obligation to profess agreement with the Committee majority. The right to disagree does not imply the right to reinterpret.

To the extent that individual members engage in activities and communications outside of but related to the work of the Committee, and which could be inadvertently mistaken for representing the work or opinion of the Committee, the Committee adopts the following expectations:

1. Members who have prepared papers, presentations, and other media that reference the Committee or recommendations submitted to the Committee should share them with the full Committee sufficiently in advance of their release such that revisions could be made in response to comments from the Committee if the member chooses to make such revisions.
2. Committee members should be given at least 48 hours to respond with suggestions or express concerns on content related to the Committee. Such content shall include a disclaimer that the member is not representing the Committee. Except for discussions taking place as part of the Committee's review of recommendations, members shall refrain from discussing:
 - a. Recommendations (or related information) that are pending submission or have been submitted to the Committee, unless the member has announced to the Committee his/her recusal from Committee and working group work on the matter; and
 - b. The Committee's processes surrounding the Committee's receipt, review, deliberation, and voting on the recommendations that are pending submission to the Committee or have been submitted to the Committee.

Section VII: Committee Meetings

The Committee will meet as often as necessary to complete its work, though it is anticipated that the Committee will meet quarterly. Meetings will be called by the DFO in consultation with the Committee Chair and will operate as follows:

1. Quorum - No meeting shall be held in the absence of a quorum. A quorum is a majority of the Committee's appointed membership.
2. DFO Attendance - The DFO or the alternate DFO designated by the DFO must be present at each Committee meeting.
3. Agenda - Each meeting of the Committee shall be conducted in accordance with an agenda approved by the DFO. The DFO or those acting on behalf of the DFO will distribute the agenda to the members prior to each meeting and will publish an outline of the agenda with the notice of the meeting in the Federal Register. Items for the agenda may be submitted to the DFO and/or the Chair by any member of the Committee.
4. Minutes - The DFO, or those acting on behalf of the DFO, will prepare minutes of each meeting and distribute copies to each Committee member. For open meetings, CMS will post summary minutes on the CMS website. Full meeting minutes (including reports and supporting documents) from open meetings will be made available to the public upon request. Minutes of closed meetings will also be available to the public upon request, subject to the withholding of matters about which public disclosure would be harmful to the interests of the Government, industry, or others, and which are exempt from disclosure under the Freedom of Information Act (FOIA). The minutes will include a record of the attendees present (including the names of Committee members, staff, and members of the public from whom written or oral presentations were made), a complete and accurate description of the matters discussed and conclusions reached, and copies of all reports received, issued, or approved by the Committee. All documents, recordings, reports, or other materials prepared by, or for, the Committee constitute official government records and must be maintained according to United States General Services Administration (GSA) policies and procedures governing FACA committees.
5. Committee Deliberations - Committee deliberations on evidence, comments, and recommendations shall be open to the public, except where a closed or partially-closed meeting has been determined proper and consistent with the exemption(s)

of the Government in the Sunshine Act (GISA), 5 U.S.C. 552b(c), as the basis for closure.

6. Committee Decision-Making - Committee decision-making (other than that described above in Section V, Ethics) will include both decisions on recommendations and other decisions that will be considered procedural decisions.
 - a. Committee decisions on recommendations for the HHS Secretary and CMS Administrator shall be made in accordance with the procedures established by the Committee regarding recommendation review.
 - b. Other procedural decisions will be made by the Chair, first seeking to determine if consensus exists on the question under discussion. If consensus does not exist, the Chair will request a motion for a vote. Any member, including the Chair, may make a motion for a vote. No second after a proper motion will be required to bring any issue to a vote. If a quorum exists, a majority vote of the members present will be sufficient to approve a motion.
7. Openness - In compliance with the provisions of FACA, unless otherwise determined in advance, all meetings of the Committee will be open to the public and accessible via webcast or other remote means. Notice of Committee meetings will be published in the Federal Register at least 7 calendar days in advance. Members of the public may observe any portion of a meeting that is not closed to the public. All materials brought before, or presented to, the Committee during the conduct of an open meeting, including the minutes of the proceedings of an open meeting, will be available on the Committee website for review by the public no later than 90 government business days after the meeting. Written input from the public, including official public comments, may be submitted as described in the "Public Comment (Written)" section below.
 - a. Public Comment (Written) - Any member of the public may submit written public comments for consideration by the Committee on a rolling basis by emailing HAC@cms.hhs.gov. Submissions should clearly identify the applicable topic and/or Committee meeting (e.g., meeting date and any reference number listed in the Federal Register notice, if provided) and include the commenter's name and contact information. Written public comments may be shared with Committee members and, consistent with

applicable law and policy, may be included in the Committee's public meeting materials or administrative record.

8. Closed Meetings - Meetings of the Committee will be closed in accordance with applicable law. In addition, requests for closed meetings will be approved by GSA's Office of General Counsel 30 days in advance of the session. Where the DFO has determined in advance that discussions during a Committee meeting will involve matters about which public disclosure would be harmful to the interests of the Government, industry, or others, an advance notice of a closed meeting, citing the applicable exemptions of GISA, will be published in the Federal Register. The notice may announce the closing of all or just part of a meeting. If, during the open portion of a meeting, matters inappropriate for public disclosure arise during discussions, the Chair or DFO will order such discussion to cease and will schedule it for a closed session. Notices of closed meetings will be published in the Federal Register at least 7 calendar days in advance.
9. Working Groups - The Committee may establish time-limited working groups to support its work by researching issues, gathering input, and developing draft materials for the Committee's consideration. Working groups are advisory to the Committee and do not make recommendations, take votes on behalf of the Committee, or otherwise act in lieu of the full Committee. Any recommendations to CMS must be deliberated and adopted by the full Committee consistent with applicable FACA requirements.
 - a. Working groups will be established by the Committee (or the Chair, in consultation with the DFO, as authorized by the Committee) with a defined written charge, scope, and expected deliverables. Each working group will report its activities and outputs to the full Committee.
 - b. Working group members will be selected from among current Committee members based on interest, relevant expertise, and balanced representation consistent with the Committee's mission. With DFO approval and consistent with applicable requirements, a working group may include non-Committee participants (e.g., subject-matter experts) to provide technical input; such participants serve in an advisory capacity only, may not chair, and may not vote or otherwise act on behalf of the Committee. The number of Committee members on any working group may be limited as specified in the working group's charge.

- c. Each working group will have a Lead who is a current full Committee member. A Committee member may serve as Lead of no more than two (2) working groups at any one time.
- d. Working group outputs (e.g., summaries, issue briefs, prioritized ideas) are intended to inform Committee deliberations. Working group outputs will be clearly labeled as working group products and will not be presented as Committee findings or recommendations unless and until adopted by the full Committee.

Section VIII: Staff Support

CMS is responsible for providing technical and operational support for the Committee, which may occur through a contractor.

Section IX: Amendments

These Bylaws may be amended as needed by a vote of the members of the Committee. A simple majority vote in favor of amending the Bylaws shall constitute an approval of the amendment.