

Verification Router Service (VRS) Provider Network

MEMBERSHIP GUIDELINES

I. Mission of the VRS Provider Network

The VRS Provider Network (PN) provides a structure for maintaining interoperability among its members, in coordination with industry stakeholders, to fulfill DSCSA requirements.

II. Membership

SECTION 1. Membership Classes of the VRS Provider Network.

- (a) **Full Member:** A full member is a business entity with an interoperable VRS solution or related interoperable solution. Full membership is reserved for active VRS Provider Network participants who have completed interoperability testing and have committed to ongoing interoperability. These members have a VRS product and a demonstrated commitment to engage and participate in work purposed to maintain interoperability. Minimum qualifications of demonstrated commitment are defined as follows:
- i. Meets all necessary system requirements;
 - ii. Timely completion of all necessary syncing and integration exercises;
 - iii. Participation in all necessary testing and reporting activities to achieve and maximize interoperability; and,
 - iv. All full members are eligible to participate in the Advisory Board.
- (b) **Affiliate Member:** An affiliate member is a business entity developing a VRS solution, product or related interoperable solution for DSCSA compliance. An affiliate member can also be a VRS Provider Network member who may have a fully implemented and interoperable solution but does not wish to have full member benefits such as Advisory Board and governance participation.
- (c) **General Member:** Manufacturers, wholesalers, dispensers, consultants, advisors and regulators, who are DSCSA stakeholders with a common interest in the progress of VRS activities. Also, any business entity interested in developing a VRS solution or related interoperable solution **who does not wish to be an associate member.**

SECTION 2. Application for Membership: Any business entity eligible for full or associate membership in the VRS Provider Network in accordance with Section 1 shall make a written application and, if such application is accepted, agree to pay its dues according to a schedule approved by the Advisory Board and HDA and abide by the established governance guidelines.

SECTION 3. Approval of Membership: Applications for governance and general membership in the VRS Provider Network Advisory Board shall be reviewed and approved by HDA salaried staff, pursuant to criteria established and approved by the Advisory Board.

III. Governance and Committees

SECTION 1. **Advisory Board:**

(a) The VRS Provider Network shall be governed by the Advisory Board, which is responsible for identifying and developing the network's priorities, policies and positions. The Advisory Board shall comprise the full members who choose to participate.

(c) To be a member of the Advisory Board, the member must conform to the following:

- i. Be a full member in good standing of the VRS Provider Network;
 - ii. Has a VRS solution, product or related interoperable solution for DSCSA compliance;
- and,
- iii. Has completed interoperability testing and is interoperable with other members of the Advisory Board by:
 - Meeting all necessary system requirements;
 - Completing all necessary syncing and integration exercises;
 - Participating in all necessary testing and reporting activities to maximize interoperability; and,
 - Has committed to maintaining interoperability.
 - iv. Is committed to engaging and maintaining interoperability; and,
 - v. Agrees to abide by the internal governance rules of the Advisory Board, including methods for resolution of conflict.

SECTION 2. **Meetings:** The Advisory Board shall have a minimum of two regular meetings each year. HDA staff shall maintain a written record of all Advisory Board meetings and record all votes.

SECTION 3. **Removal from office:** Any member of the Advisory Board who fails to attend two (2) consecutive meetings of the Advisory Board without adequate explanation may be removed. Any member of the Advisory Board may be removed for cause by most members.

SECTION 4. **Task Forces, Work Groups and Sub-groups:** The Advisory Board has the authority to establish work groups, sub-work groups and task forces as needed. All work groups and task forces shall operate under the direction of the Advisory Board.

IV. Advisory Board Meetings

SECTION 1. **Participation in Meetings:** Members of the Advisory Board may participate in a meeting of the membership using conference telephone, videoconference, webinar or similar communications media by which all persons participating in the meeting can communicate with each other at the same time. Participation at such a time shall constitute presence in person at such meeting. Multiple individuals representing an Advisory member may participate in meetings. The Advisory Board may establish reasonable procedures for the efficient conduct of meetings.

SECTION 2. **Quorum:** At each meeting of the members, the minimum number of Advisory Board members necessary in person or by proxy to constitute a quorum shall be a majority of the total number of Advisory Board members. Members who vote by facsimile, mail, electronic mail or similar means in accordance with Section 5 shall be deemed to be present for purposes of the quorum.

SECTION 3. **Voting:** Each Advisory Board business entity in good standing at the time of any meeting of members shall be entitled to one (1) vote. Such Advisory Board members can vote in person or by proxy, facsimile, mail, electronic mail or similar means.

Action required or permitted by the Advisory Board members may be taken without a meeting if all members consent in writing (including consents transmitted by facsimile, electronic mail or similar means) to the adoption of a resolution authorizing the action. The resolution and written consent by the Advisory Board members shall be filed with the minutes of the Advisory Board and maintained by HDA staff.