

**NEVADA HEALTH INFORMATION EXCHANGE BOARD OF DIRECTORS
MEETING MINUTES**

**October 1, 2013
2:00 PM**

**Department of Employment, Training
and Rehabilitation
500 East Third Street
First Floor Auditorium
Carson City, NV**

**Department of Employment, Training
and Rehabilitation
2800 East St. Louis Avenue
Conference Room C
Las Vegas, NV**

BOARD MEMBERS PRESENT

Carson City

Elizabeth "Betsy" Aiello, Vice Chair
Andrew "Andy" Pasternak IV, MD
David LaBarge, NV-HIE President and CEO, Ex officio

Las Vegas

Brian Labus, Chair
Eric Lloyd
Linda Montgomery

Via Telephone:

Lindsey Niedzielski
Amber Joiner, DHHS Deputy Director, Ex officio
Lynn O'Mara, State Health IT Coordinator, Ex officio

NV-HIE STAFF PRESENT:

Carolyn Cramer, NV-HIE Legal Counsel
Bill Cunningham, NV-HIE Director of IT
Drew Simmons, NV-HIE Executive Assistant

DEPARTMENT OF HEALTH AND HUMAN SERVICES (DHHS) STAFF PRESENT

Megan May, Director's Office, DHHS
Stefani Hogan, Director's Office, DHHS
Sherri McGee, Division of Health Care Financing and Policy

OTHERS PRESENT

Carson City:

Kim West, Quantum Mark

Las Vegas:

none

Via Telephone:

Tristan VanHorne, Orion Health	Erick Maddox, HealthInsight
James Sullivan, Cognizant	Jeff Miller, Orion Health
Rachel Papka, HealthInsight	Chris Slabaugh, Northern Nevada Development Authority

1. Call to order, roll call, determination of a quorum and announcements

Mr. Labus called the meeting to order at 2:01 pm. Ms. Hogan called the roll, and informed Mr. Labus that a quorum was present.

2. Public comment

Ms. O'Mara commented that although portions of the federal government are currently shutdown, DHHS has been informed by its ONC Project Officer that there was full access to Nevada's State HIE grant funds, and we were encouraged to proceed with our implementation as per our timeline.

3. Approve September 3, 2013 meeting minutes

Mr. LaBarge presented the September 3, 2013 meeting minutes for the Board's review and approval. Dr. Pasternak identified a misspelling. No other comments or corrections were noted.

MOTION: Dr. Pasternak moved to approve the September 3, 2013, meeting minutes with the correction as noted.

SECOND: Ms. Montgomery

APPROVED: UNANIMOUSLY

4. Present Treasurer's Report for October 1, 2013

Ms. Montgomery explained that information necessary to complete the treasurer's report had not been received since this meeting was being held on the first of the month. She requested this item be tabled until the next meeting.

5. Present and Discuss Letter of Intent (LOI) for office space located at 3064 Silver Sage, Carson City, and Authorize NV-HIE CEO to sign Lease

Mr. LaBarge provided the Board with an update on office space for the NV-HIE operations. He explained that he had been looking for space over the last three months, focusing on the Carson City area, as the price per square footage was less than Reno and because of the close proximity to DHHS and other state agencies.

Mr. LaBarge explained he had been in negotiations with the landlord and real estate agent for space located at 3064 Silver Sage in Carson City. As of that morning, a new lease agreement had been negotiated and reviewed by NV-HIE legal counsel that included the following:

- 1,500 square feet of office space at \$1.20 per square foot;
- Four offices, a conference room, space for cubicles, and a small kitchen area;
- Some furniture and phones.
-

Terms of the lease agreement included: 1 month deposit payable today, if approved by the board. \$3600 due on October 11th for November and December rent. In December, a six month lease would be signed and rent pre-paid for that period. He noted that this expense is well under what is currently in the approved budget. He also noted that within the lease agreement are protections for the NV-HIE such as: a 60-day "opt-out clause" that would provide reimbursement for pre-paid rent with 60-day notice from the NV-HIE. Ms. Montgomery asked for clarification that this clause was part of the written document. Mr. LaBarge replied in the affirmative.

Ms. Montgomery reiterated for the Board, that Mr. LaBarge's request to the Board included approval of pre-paid rent to be disbursed on or about January for a 6-month period.

Mr. Aiello wanted assurance that the grant allowed for this pre-payment. Ms. Hogan confirmed that pre-paid office rent was an expense that was allowable under the conditions of the grant.

MOTION: Mr. Lloyd moved to approve the leasing agreement as outlined by Mr. LaBarge
SECOND: Dr. Pasternak
APPROVED: UNANIMOUSLY

6. Present CEO Status Report

Mr. LaBarge announced that NV-HIE and Orion Health (OH) had signed a Software as a Service (SaaS) Agreement on Thursday September 26, 2013, for HIE System Services. Prior to signing, the final SaaS Agreement was reviewed by Amber Joiner, DHHS Deputy Director (for Director Mike Willden) and Ms. O'Mara, State HIT Coordinator. He continued with his report:

Key Accomplishments This Week:

Contract Negotiations with Orion Health

- a. The SaaS Agreement was signed last Thursday, September 26, 2013
- b. The NV-HIE and OH began the HIE system implementation on Friday 9/27/13

Hiring the Key NV-HIE Staff

- a. Director of Finance
 - The job description has been posted on the NV-HIE website, and Nevada Department of Employment, Training, and Rehabilitation (DETR) website.
 - A message has been posted on Craigslist redirecting applicants to the NV-HIE and DETR websites.
 - The job description has also been posted on free job boards at UNR, UNLV, and WNC.
 - Three resumes have been received to date. 30 minute introductory interviews will be scheduled the week of 9/30/13.
- b. Director of Marketing and Communications
 - The job description has been posted on the NV-HIE website, and the Nevada Department of Employment, Training, and Rehabilitation (DETR) website.
 - A message has been posted on Craigslist redirecting applicants to the NV-HIE and DETR websites.
 - The job description has also been posted on free job boards at UNR, UNLV, and WNC
 - Four resumes have been received to date. 30 minute introductory interviews will be scheduled the week of 9/30/13.

NV-HIE Finances

- a. Self-sustainability Planning and Development
 - A conference call with Deloitte Consulting was held with Liesa Jenkins and her team to review and discuss self-sustainability alternatives and pathways

- A second meeting with NV-HIE, Northern Nevada Development Authority and Office of Health Information Technology has been scheduled with Lee Weber Koch for the week of 9/30/13.
- b. NV-HIE Budget Status
 - Sub-recipient grant check in the amount of \$161,139.00 was received.
 - c. Heritage Bank Checking Account Status
 - Sub-recipient check was deposited 9/26 in the amount of \$161,139.

Commercial Office Space for NV-HIE Staff

- a. Fourth submission of the commercial office space Letter of Intent (LOI) was submitted to the realtor and landlord for consideration. This will be a talking point at the October 1, 2013 Board Meeting.
- b. An IT infrastructure proposal for the space is in process and will include network, telephony and print solutions for the facility. All core IT services are expected to be available within 7-10 business days of lease signing.

NV-HIE Board Meeting on Tuesday 9/03/13 Follow-up

- a. NV-HIE Implementation Timeline Requested by the NV-HIE Board
 - The first draft Timeline was distributed to NV-HIE Board on Thursday 9/05/13.
 - A detailed Project Timeline was emailed to the NV-HIE Board on Friday 9/20/13

The first NV-HIE Board Nominating Committee meeting was conducted 9/19/13

- a. Eric Lloyd was elected Chair.
- b. The first Nominating Committee discussion focused around the desired character, industry, background, and geographic location of the Board and the process to select and on-board them.
- c. Nominations for the Board position will be forwarded to David LaBarge by 9/27/13 and he will contact nominees during the week of 9/30/13 to discuss the responsibilities, purpose, and commitments necessary to be a member of the NV-HIE Board.
- d. A follow-up Nominating Committee meeting is being scheduled for the week of 10/07/13.

NV-HIE Board member 1:1 updates with David LaBarge have been scheduled with individual NV-HIE Board members for every other week.

7. Present Nominating Committee Report

Mr. Lloyd provided the Board with a summary of the Nominating Committee meeting held on September 19, 2013. He explained the Committee established an informal process to nominate an individual to the NV-HIE board. Board members should submit nominations for the open position to Mr. LaBarge by September 27, 2013. He will then contact nominees during the week of September 30th. The next Nominating Committee meeting will be scheduled the week of October 7th. Mr. LaBarge will present the Committee with feedback from the nominee discussions. At that point, the Nominating Committee will make a collective decision on who to recommend to the full Board of Directors for approval. Mr. Labus asked for clarification as to what the next step would be once the Nominating Committee recommended a candidate. Ms. Cramer explained that in accordance with the Board's bylaws, the name is advanced to the full Board for final approval. Ms. O'Mara clarified that it was up to the Nominating Committee to

establish criteria for new Board members and a process for selecting new Board members, as well as have that process documented and applied consistently. Mr. Labus stated an agenda item would be put on the next Board of Directors meeting.

Ms. Montgomery asked how many potential Board member candidates the Committee had to date. Mr. LaBarge replied there were four candidates.

Mr. Labus stated that he appreciated the efforts of the Nominating Committee and would look forward to their recommendation at the next Board of Directors meeting.

8. Review and Discuss proposed NV-HIE Board conflicts of interest policy to support current bylaws and meet 501(c)3 status requirements, and Approve the policy

Mr. Labus explained that the Board had first discussed the Conflicts of Interest policy at the August 6th meeting, and again at the last Board meeting. He then asked Ms. Cramer to review the policy and lead the discussion on this item.

Ms. Cramer reviewed the current draft of the Conflicts of Interest Policy, highlighting key points. She believed the policy provided a clear process for the board to discuss, address and ultimately resolve any potential conflicts. Ms. Cramer acknowledged that Mr. Lloyd had provided her a copy of the Southern Nevada United Way Conflict of Interest Policy. She had reviewed the policy, but stated that this particular policy applied more towards employees of the organization rather than the entity itself. Ms. Cramer stated that NV-HIE employees already do have a conflict of interest policy in place.

Ms. Aiello noted that the policy requires periodic reviews. Just as the Bylaws require an annual audit, she recommends there is a tracking system to ensure meeting these requirements and holding the Board accountable. Dr. Pasternak recommended reviewing this policy annually, perhaps in conjunction with the beginning of each fiscal year. Both new and continuing Board members could sign the policy at that time. He also commented that new Board members who joined during the interim would need to sign the policy, once appointed.

Ms. Cramer reminded the Board that as with any policy, it can be reviewed periodically by the Board and revised. She stated that a policy is needed at this time in order to satisfy IRS requirements for non-profit boards.

Ms. Montgomery asked about the audit requirement. Ms. Cramer explained the annual financial audit helps to demonstrate compliance with the Board's Bylaws on a consistent basis. It is the responsibility of Mr. LaBarge to help the Board with ensuring this happens.

Ms. Aiello expressed concern regarding the fact that the audit had not been done yet and about the basis of compensation phrase in Article 7a: "competent survey information and the result of arm's length bargaining." Ms. Cramer noted that since the NV-HIE did not have significant expenditures until the last month of its fiscal year 2013, an audit would not take long to complete. Mr. Labus suggested revising the compensation wording to "whether compensation arrangements and benefits are reasonable", and Ms. Cramer stated that was acceptable.

Ms. Montgomery raised concern about the use of the word “loyal” versus “fiduciary” in Article 1, and stated she did not like “undivided loyalty.” Dr. Pasternak agreed with Ms. Montgomery. After further discussion, Dr. Pasternak suggested, “Additionally, an officer, director, staff member or contractor of the Organization has a duty to use the Organization’s funds and property to advance the public benefit of the Organization rather than private interests.” Mr. Labus agreed with Dr. Pasternak. Mr. Labus recapped the Article 1 and Article 7 a. changes. He then suggested that Article 6 include, “Each director, principal officer, member of a committee with governing board delegated powers, staff member and contractor shall at the initial term of appointment and annually sign a statement which affirms such person.”

MOTION: Ms. Montgomery moved to approve the Conflict of Interest Policy as amended in the three areas.

SECOND: Ms. Aiello

APPROVED: UNANIMOUSLY

9. Informational Item: Status of IRS Form 1023 filing to request 501(c)(3) status

Ms. Hogan reported that the required annual list of officers and directors has been submitted to the NV Secretary of State’s office on time. The new Board member (Director) will be added when selected. The Conflict of Interest policy, when approved will be submitted with the current Bylaws to the IRS to update the NV-HIE’s current application for 501(c) 3 status. The letter requesting IRS expediting is being draft and will be submitted once verification of the Conflict of Interest and updated bylaws is received from the IRS. There is no additional fee to request the expediting.

10. Informational Item: NV DIRECT Update

Ms. Hogan provided the Board with an update on NV DIRECT. There are 35 current participants, 21 pending and 2 attestation forms have been received to date. Ms. Hogan stated that she would be providing the Community Health Nurses an NV DIRECT presentation/overview. Dr. Pasternak stated he would like NV DIRECT to provide a listing of who is currently participating in DIRECT, listing the doctor’s offices and contact person. Ms. O’Mara explained that would be something we could look into, taking into consideration any state law requirements for giving out information. Mr. Lloyd said he might have some contacts and would pass along. Mr. Sullivan of Cognizant inquired about the type of provider offices enrolled in NV DIRECT and their geographic location. Ms. Hogan stated that family practice and specialty groups were represented, with offices located in Reno, Carson City and Las Vegas.

11. Public Comment

Ms. Aiello asked that the Audit be included in the next meeting agenda. Dr. Pasternak asked for an update on the grant match activities to be included in the next meeting as well. Ms. O’Mara explained that grant match is a part of the sustainability plan, and DHHS and Mr. LaBarge were currently working on the plan.

12. Adjournment

There being no further business to come before the NV-HIE Board, Mr. Labus adjourned the meeting at 3:37pm.

CERTIFICATE OF SECRETARY

I, Lindsey Niedzielski, the undersigned, the duly elected and acting Secretary of the NEVADA HEALTH INFORMATION EXCHANGE (A Nevada Non-Profit Corporation), do hereby certify that the foregoing Meeting Minutes of said Corporation are a true and correct reflection of the Board of Director's Meeting held on the 1 day of October, 2013.


Lindsey Niedzielski, Secretary