

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

**February 26, 2014
2:00 pm**

Via Teleconference

BOARD MEMBERS PRESENT

Brian Labus, Chair
Elizabeth "Betsy" Aiello, Vice-Chair
Andrew "Andy" Pasternak IV, MD, Treasurer
Lindsey Harmon, Secretary
Eric Lloyd
David LaBarge, NV-HIE CEO, Ex officio
Lynn O'Mara, State Health IT Coordinator, Ex officio
Amber Joiner, DHHS Deputy Director, Ex officio

BOARD MEMBERS EXCUSED

Mary Siero
Linda Montgomery

NV-HIE STAFF PRESENT:

Carolyn Cramer, NV-HIE Legal Counsel
Alan Tiras, NV-HIE Legal Counsel
Sherry Hayden, NV-HIE Director of Finance & Operations
Hope Tingle, NV-HIE Staff

DEPARTMENT OF HEALTH AND HUMAN SERVICES (DHHS) STAFF PRESENT

Stefani Hogan, OHIT

OTHERS PRESENT

Dana Edberg, University Nevada Reno
Grayson Wilt, Nevada State Medical Association

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

Mr. Labus called the meeting to order at 2:02 pm. The agenda was posted according to Open Meeting Law requirements by 9:00 am on Friday, February 21, 2014. Ms. Tingle called the roll, and informed Mr. Labus that a quorum was present.

2. Public comment

There was none.

3. Approve meeting minutes from February 7, 2014, board meeting

Mr. Labus asked if there were any changes to the minutes of the February 7, 2014, meeting. Ms. Aiello was concerned that there had been some language removed but it looked like it had been put back in. Ms. Tingle explained that the only language retained in the sections Ms. Aiello referred to was related to the need for the purchases requiring 3 estimates for comparison. Ms. Aiello was satisfied with the explanation, and Mr. Labus indicated the minutes were approved as distributed.

4. Election of new NV-HIE Corporate Officers

Mr. LaBarge advised the Board that he had tendered his resignation as President of the Nevada Health Information Exchange to the Board Chair, Mr. Brian Labus, as necessary to allow for new signatories on the Heritage Bank Account. Mr. Labus offered to assume the role of President of the Board for purposes of the bank account.

MOTION: Mr. Lloyd make a motion to offer the position of President of the Nevada Health Information Exchange to Mr. Brian Labus.

SECOND: Dr. Pasternak

APPROVED: Unanimously

5. Discuss and decide on:

- A. NV-HIE actions needed to dissolve the corporation**
- B. Funding options for the dissolution of the corporation**

6. Discuss and decide on Federal and State Tax Forms, and payments

- A. IRS 990**
- B. 1099**
- C. W2**
- D. FUTA (Federal Unemployment Tax Act)**
- E. 941 Quarterly Tax Return**
- F. NV Bond Obligation Assessment**
- G. NV State Unemployment Insurance**
- H. Workers Compensation**
- I. NV Career Enhancement Program**
- J. 2014 Modified Business Tax Report**
- K. Federal Withholding**
- L. FICA/Medicare Taxes**
- M. Any other items identified**

Mr. Labus advised that items 5 and 6 would be taken as a combined agenda item. Mr. LaBarge reviewed the actions staff have taken to date to assist with the corporate close-out. A Status List of Unfinished Tasks was distributed to the board members for their review. After review of the list and some additional discussion, Dr. Pasternak has volunteered to be the custodian of the paper records as well as the QuickBooks software and related documents. Mr. LaBarge

informed the Board the credit balance on the Visa card in the amount of \$5,086.76 has been transferred over to the Heritage Bank Account and the Visa account has been closed.

Mr. Labus asked Mr. Tiras if there was anything else required. Mr. Tiras advised Mr. Labus that the dissolution documents would need to be signed by Mr. Labus and forwarded to Mr. Tiras for filing with the Secretary of State's Office. The remaining documents will be forwarded to Dr. Pasternak for storage with the rest of the corporate documents.

MOTION:
SECOND:
APPROVED:

7. Discuss and decide on the duties and responsibilities of the NV-HIE Agents.
Per Mr. Labus, the NV-HIE agents will not have any additional duties assigned to them.

MOTION:
SECOND:
APPROVED:

8. Discuss and decide how to proceed with the NV-HIE audit and what funding options there are to pay for it.

After some discussion, it was determined the Trustees of the Company would be the contact persons for the staff at DHHS when the audit is performed. Rather than have the Board as a whole act in the capacity of Trustee, Mr. Labus and Dr. Pasternak volunteered to act as trustees.

MOTION: Mr. Lloyd made a motion to assign Mr. Brian Labus and Dr. Andy Pasternak as sole Trustees for the Nevada Health Information Exchange for any audit which might take place.

SECOND: Ms. Aiello
APPROVED: Unanimously

Also, as this is the last meeting of the Board of Directors for the NV-HIE, Mr. Labus asked Ms. Harmon if she would sign the final meeting minutes to make them official. She agreed to do so.

MOTION: Mr. Lloyd made a motion to have the Secretary of the Board, Lindsey Harmon sign the final meeting minutes for the February 26, 2014 board meeting.

SECOND: Dr. Pasternak
APPROVED: Unanimously

9. Public Comment #2
There was none.

10. Adjournment

Mr. Labus adjourned the meeting at 2:37 pm.

CERTIFICATE OF SECRETARY

I, Lindsay Harmon, 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 26 day of February, 2014.

Lindsay Harmon
Lindsay Harmon, Secretary