NEVADA HEALTH INFORMATION EXCHANGE BOARD OF DIRECTORS MEETING MINUTES

July 2, 2013
2:00 PM

Department of Employment, Training and Rehabilitation
1325 Corporate Blvd.
Reno, NV

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

BOARD MEMBERS PRESENT

Reno
Elizabeth "Betsy" Aiello
Donna Knapp
Andrew "Andy" Pasternak IV, MD
David LaBarge, CEO of NV-HIE Ex officio
Lynn O'Mara, State Health IT Coordinator, Ex officio
Amber Joiner, Deputy Director, DHHS, Ex officio

Las Vegas
Brian Labus (Acting Chair)

Via Telephone:
Linda Montgomery
Lindsey Niedzielski

BOARD MEMBERS EXCUSED
Eric Lloyd

NV-HIE STAFF PRESENT:
Carolyn Cramer, NV-HIE Legal Counsel

DEPARTMENT OF HEALTH AND HUMAN SERVICES (DHHS) STAFF PRESENT
Megan May, Director's Office, DHHS
Stefani Hogan, Director's Office, DHHS

OTHERS PRESENT

Carson City:
Kim West, Quantum Mark

Las Vegas:
Deborah Huber, HealthInsight
Rachel Papka, HealthInsight

Via Telephone:
Tony Anderson, Tiani-Spirit
Sandra Schmidlehner, Tiani-Spirit
Deborah Huber, HealthInsight
Erin Russell Hayes, UnitedHealth Group
Barb Filkins, Cognosante
May Ng, Cognosante
Brett Crown, Tiani-Spirit
Jim Sullivan, Cognizant Technology Solutions
Alan Tiras, NNDA
Nicole McNeal, Public Knowledge
Liesa Jenkins, Deloitte Consulting
Sam Godwin, HealthUnity Corporation
Kathleen Conaboy, McDonald Carano Wilson LLP
Tracy Okubo, ONC
Ernesto Hernandez, State Health Division

1. Call to order, roll call determination of a quorum, and announcements
Mr. Labus called the meeting to order at 2:02 pm. Ms. Hogan called the roll, and informed Mr. Labus that a quorum was present.

2. Public comment
There was none.

3. Present Treasurer's Report
Mr. Labus informed the Board that recent NV-HIE expenses of $15,772.40 chiefly included payroll and insurance. He reported that the process to add Mr. LaBarge as a signatory on the NV-HIE bank account had been initiated.

MOTION: Ms. Aiello moved to approve the Treasurer's Report.
SECOND: Dr. Pasternak
APPROVED: UNANIMOUSLY

4. Present CEO Status Report, that includes, but is not limited to, the following items:

- **Key accomplishments/successes:**
  - **RFP**
  - **Additional NV-HIE Staff**
  - **Commercial Office Space for NV-HIE Staff**
  - **Checking Account – New signature cards**
- **Future work/deliverables:**
  - **NV-HIE Policies and Procedures**
- **Potential threats/risks:**
  - **7/07/14 Timeframe for self-sustainability.**

Mr. LaBarge briefly referenced the status of the RFP and noted that the final draft and the process timeline were provided in the meeting packet and would be addressed in greater detail during Agenda Items 5 and 6. Next, he stated that he had started the process to hire four critical NV-HIE Staff positions:

- Director – Information Technology
- Administrative Assistant
- Director – Finance and Operations
- Director – Marketing and Communications

Mr. LaBarge reported that an NV-HIE Webmaster, Greg Howard, had been hired through NNDA, and that a final agreement and Statement of Work were being negotiated. The goal was to have the NV-HIE Web site updated in time for the release of the RFP, so that it could be used for related vendor communications, such as questions and answers.

Mr. LaBarge stated that he had met with Heritage Bank about the checking account signature cards and to discuss and decide on credit card options. He informed the Board that he had also met with NNDA and a commercial real estate agent to discuss commercial office space possibilities in Carson City and Reno.

Mr. LaBarge stated that proposed bylaw revisions had been developed, with help from Mr. Tiras, Ms. Cramer, Ms. Hogan, Ms. O'Mara, and Ms. Jenkins. The proposed changes would be discussed in greater detail during Agenda Item 13.

Next, Mr. LaBarge reported that the NV-HIE Policies and Procedures were under review and any proposed changes would be addressed during the July 2013 Board meeting.

Mr. LaBarge commented that by the end of July a strategic plan needs to be developed for the sustainability timeline, and a marketing plan is also needed.

A typographical error was noted by Mr. Labus. The NV-HIE needed to be sustainable by February 7, 2014, not July 7, 2014. Ms. Montgomery asked if sustainability was a factor, what was the reason staff was being added and commercial office space being considered with February being only 8 months away. Mr. LaBarge responded that with commercial property rental, there was an out clause, and that potential new staff was being informed that their jobs would be contingent on sustainability. Mr. LaBarge expressed his gratitude for the office space so generously provided by NRHP, while he is getting NV-HIE operations up and running. He further noted that he did not want to overstay his welcome. Ms. Okubo stated that it was important to add the staff to meet the grant requirements that NV-HIE was responsible for, as part of its sub-recipient award from DHHS. Dr. Pasternak asked if there was budget allocated for staff and commercial office space, and Mr. LaBarge replied in the affirmative. Ms. O'Mara noted that both ONC and DHHS had approved the NV-HIE sub-recipient award budget.

MOTION: Ms. Knapp moved to approve the CEO Status Report.
SECOND: Ms. Montgomery

APPROVED: UNANIMOUSLY

5. Present HIE Technology Solution Request for Proposal Process
Mr. LaBarge discussed the RFP timeline and process. He explained that he and Public Knowledge had reviewed all verbal and written comments received, and incorporated the feedback, if applicable, into the final RFP draft that would be considered under Agenda Item 6. Dr. Pasternak asked if the Board was responsible for selecting the three RFP finalists from the Letters of Intent. Mr. LaBarge explained that the evaluators would review and score the letters, based on the criteria stated in the RFP. Selection of the final three would be based on the aggregated scores of the evaluators. Ms. O'Mara reported that the selection of the HIE vendor would not have to go through an additional ONC approval process.

MOTION: Dr. Pasternak moved to approve the timeline for the HIE Technology Solution Request for Proposal.
SECOND: Ms. Knapp
APPROVED: UNANIMOUSLY

6. Review HIE Technology Solution Request for Proposal and Approve Release
Mr. LaBarge reviewed the draft HIE Technology Solution Request for Proposal. There was discussion regarding key personnel staffing qualifications, and typographical errors were noted for correction. Regarding Section 6, Ms. Montgomery expressed concern about a conflict of interest, since her business was the only one in Las Vegas that provided CISSP training and certification. She questioned if she ought to not attend the vendor demonstration meeting on August 2, 2013. As an RFP Evaluator, Mr. Hernandez stated that CISSP or a comparable certification could be required, not specifically CISSP, and the Board agreed. Mr. La Barge directed Ms. McNeal to revise the RFP accordingly. Mr. Crown commented that Section 3.3x did provide specific information regarding the expected requirements for provider on boarding and the related milestones. Mr. LaBarge, Ms. Jenkins, Ms. McNeal, and Ms. O'Mara responded to the related questions. In summary, it was that only general information was provided in the RFP, giving the vendors the opportunity to state their expectations. At Ms. Knapp's request, Ms. McNeal explained Section 11.1.1 for the Board.

MOTION: Ms. Montgomery moved to approve with the noted corrections to the HIE Technology Solution Request for Proposal
SECOND: Dr. Pasternak
APPROVED: UNANIMOUSLY

7. Informational Item: NV-HIE Board Members Update
Ms. Joiner reported that Ms. Aiello's term ended June 30, 2013, and informed the Board that Mr. Willden had re-appointed Ms. Aiello for a second term that goes through June 30, 2016.

8. Elect NV-HIE Board Officers

Ms. Cramer informed the board that it was time to elect NV-HIE Board Officers. After discussion by the Board, Mr. Labus was nominated as Board Chair, and Ms. Aiello was nominated as Board Vice Chair.

MOTION: Ms. Aiello moved to approve Mr. Labus as NV-HIE Board Chair
SECOND: Dr. Pasternak
APPROVED: UNANIMOUSLY

MOTION: Ms. Knapp moved to approve Ms. Aiello as NV-HIE Board Vice Chair
SECOND: Dr. Pasternak
APPROVED: UNANIMOUSLY

9. Elect NV-HIE Corporate Officers
Ms. Cramer informed the board that it was time to re-elect NV-HIE Corporate Officers. After discussion by the Board, Mr. La Barge was nominated as President and Ms. Montgomery as Treasurer. Ms. Niedzielski was nominated for a second term as Secretary.

MOTION: Ms. Aiello moved to approve Mr. LaBarge as NV-HIE President.
SECOND: Dr. Pasternak
APPROVED: UNANIMOUSLY

MOTION: Ms. Aiello moved to approve Ms. Montgomery as NV-HIE Treasurer.
SECOND: Dr. Pasternak
APPROVED: UNANIMOUSLY

MOTION: Ms. Aiello moved to approve Ms. Niedzielski as NV-HIE Secretary.
SECOND: Dr. Pasternak
APPROVED: UNANIMOUSLY

10. Present HIE Governance Conflicts of Interest Information
Ms. Jenkins presented information that, due to time constraints, was not presented to the Board during her presentation at the June 4, 2013 Board meeting. Mr. Tiras then presented additional information for the Board's consideration and suggested that, in addition to revising the NV-HIE bylaws, a specific Conflicts of Interest policy be developed. He noted that he had a shared a possible draft with Ms. Cramer and Ms. O'Mara. The information presented by Ms. Jenkins and Mr. Tiras included examples of the typical types of conflicts that can arise for HIE and/or non-profit Board members. Dr. Pasternak stated that he thought it was a good idea to have this presentation, and would have liked to have it a year ago when other Board members were serving on the HealtHIE Nevada Board, one as a voting member and one as non-voting. He noted that it sounded like it was the responsibility of the Board members to decide if there were conflicts of interest. Ms. Jenkins stated that was correct, and reminded the Board that it could also request advice and guidance from its legal counsel. She explained that the Board would need to understand if a Board member or an organization the member had an interest in would benefit

in some way from a decision to be made by the NV-HIE Board. If a Board member or members influenced the decision, then this would be an unfair advantage for that decision or outcome.

11. Informational Item: Nevada DIRECT Report
Ms. O'Mara reported that a press release had just been issued regarding the availability of NV DIRECT, and that a few participant applications had been received. Dr. Pasternak suggested onsite training for DIRECT users. Ms. O'Mara stated that DHHS was a considering a webinar. Dr. Pasternak commented that while that was a good idea, someone going to the physician's office would be better. Ms. O'Mara did not disagree, and stated that DHHS did not have the resources to provide onsite training.

12. Informational Item: Status of IRS Form 1023 filing to request 501(c)(3) status
Ms. O'Mara reported that there were no updates at this time.

13. Present the proposed NV-HIE Bylaws
Mr. Tiras and Ms. Cramer reviewed proposed changes to the NV-HIE Bylaws that would better meet IRS requirements for 501(c)3 status. The Board members discussed the proposed changes, and requested a few additional ones, after Mr. Tiras and Ms. Cramer answered their related questions.

MOTION: Dr. Pasternak moved to approve with the noted corrections to the NV-HIE Bylaws
SECOND: Ms. Aiello
APPROVED: UNANIMOUSLY

14. Public Comment
There was none.

15. Adjournment
There being no further business to come before the NV-HIE Board, Mr. Labus adjourned the meeting at 4:42 pm.

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 7 day of July, 2012.

Lindsey Niedzielski, Secretary