

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

**January 31, 2014  
1:00 pm**

**Via Teleconference**

**BOARD MEMBERS PRESENT**

Brian Labus, Chair  
Elizabeth "Betsy" Aiello, Vice Chair  
Lindsey Harmon, Secretary  
Linda Montgomery, Treasurer  
Andrew "Andy" Pasternak IV, MD  
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

**NV-HIE STAFF PRESENT:**

Chris Henkenius, NV-HIE HIE Consultant  
Carolyn Cramer, NV-HIE Legal Counsel  
Sherry Hayden, NV-HIE Director of Finance & Operations  
Jane Holman, NV-HIE Director of Marketing & Communications  
Hope Tingle, NV-HIE Staff

**DEPARTMENT OF HEALTH AND HUMAN SERVICES (DHHS) STAFF PRESENT**

Stefani Hogan, OHIT

**OTHERS PRESENT**

Todd Radtke, Nevada Rural Hospital Partners (NRHP)  
Chris Nelson, WestCare  
Eric Maddox, HealthInsight

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

Mr. Labus called the meeting to order at 1:01 pm, and advised meeting attendees there was an error on the agenda regarding the posting date of the agenda. The agenda was posted according to Open Meeting Law requirements by 9:00 am on Tuesday, January 28, 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 January 15, 2014, board meeting**

Mr. Labus asked if there were any changes to the minutes of the January 15, 2014, meeting. Hearing none, the minutes were approved as written.

**4. Approve meeting minutes from January 24, 2014, board meeting**

Mr. Labus asked if there were any changes to the minutes of the January 24, 2014, meeting. Hearing none, the minutes were approved as written.

**Mr. Labus combined both Items 5 and 6 for purposes of discussion. 5. Discuss and decide on actions to cease operations of the NV-HIE at the end of the Grant Period (i.e. 02/07/2014). 6. Discussion and action related to dissolution of the non-profit corporation and/or NV-HIE Board of Directors.**

- 5. A. Discussion and action regarding the release of NV-HIE staff from the non-compete clause in their employment letters.**
- 5. B. Discussion and action regarding final financial liabilities including payroll.**
- 5. C. Discussion and action regarding Board Responsibilities after 02/07/2014.**
- 5. D. Discussion and action regarding termination Orion SaaS Software Agreement.**

Mr. Labus turned the floor over to Ms. Cramer. After having some discussions with Mr. Tirus, the attorney responsible for filing the initial Articles of Incorporation, Ms. Cramer advised the board they needed to appoint someone to act on behalf of the Board as an agent responsible for the wind-down activities of the Corporation. These activities could likely take more than 30-45 days to complete. Ms. O'Mara indicated there were compliance requirements with both NRS.82.451 and NRS.82-456. Mr. Lloyd advised that he had joined the meeting. Dr. Pasternak asked how much work and what needs to be done? Ms. Cramer indicated she did not know how much time will still be needed. In answer to Dr. Pasternak's question, Mr. LaBarge called on Ms. Hayden to review the sequence of events and tasks needing to be done in order to dissolve the corporation. There is a question as to what is and isn't covered by the current grant if done prior to February 7, 2014. The estimated time to complete the tasks on the Dissolution Task List, developed by NV-HIE staff, is approximately 446 man hours which includes 60 hours of clerical support. It is likely to take until the end of February 2014 to complete most items on the list. Ms. Montgomery asked what the implications were of keeping staff on after February 7, 2014.

Ms. Joiner indicated she had received the plan that morning and had not yet had time to review it completely. DHHS will continue to look for funds to cover staff for a few weeks. Future board meetings will likely be needed through the wind-down period. It is anticipated the additional funds would be in place by February 8, 2014. Ms. Cramer advised that the board could name Mr. LaBarge and Ms. Hayden as agents, and the scope of work in the additional grants would be to engage in the wind up affairs of the NV-HIE. Ms. Joiner indicated there would be funds to cover the activities, but the question is how much and for how long they would cover. Dissolution costs are not part of the federal grant, according to Ms. O'Mara. Additional discussion ensued regarding the timing of naming a trustee or an agent to act on behalf of the board during the dissolution process, and after. Mr. Labus asked Ms. Cramer what the motions

would need to be from the board's perspective. Ms. Cramer listed two possible motions: 1) a motion to name Mr. LaBarge and Ms. Hayden as the board's agents for the purposed of taking actions to wind down the corporate business; 2) give Mr. LaBarge authority to sign and accept the additional grant funds from DHHS if appropriate.

Ms. Montgomery stated she could not vote on something she doesn't know what she's voting on, and can't vote if she doesn't know there will be funds available. Ms. Aiello is concerned that there might be more tasks to do, and that having another meeting next week is a good idea. Ms. O'Mara pointed out there is a Corporate Dissolution packet on the Secretary of State's website that walks through everything. After additional discussion, Ms. Harmon made a motion to allow Mr. LaBarge to accept the funds from DHHS. There was follow up discussion and no second was made on this motion. Ms. Harmon made a motion to appoint Mr. David LaBarge and Ms. Sherry Hayden as agents for the dissolution of the corporation.

**MOTION: To appoint Mr. David LaBarge and Ms. Sherry Hayden as agents for the board for the dissolution of the corporation.**

**SECOND: Dr. Pasternak**

**APPROVED: Unanimously**

There was additional discussion related to the time period Mr. LaBarge and Ms. Hayden would act as agents on behalf of the board. As a result, the following motion was made by Dr. Pasternak:

**MOTION: To end the trustee's duties by February 28, 2014.**

**SECOND: Mr. Lloyd**

**APPROVED: Unanimously**

In order to cover the personnel costs during the wind down period, the DHHS grants must be made available to the NV-HIE staff. To accomplish this, the following motion was made by Dr. Pasternak:

**MOTION: To authorize Mr. LaBarge to accept the funds from DHHS as needed for the purposes of close out.**

**SECOND: Mr. Lloyd**

**APPROVED: Unanimously**

Discussion regarding 5.A. was held. Mr. Henkenius of H4 Technology advised his contract also had a non-compete clause which he wished to be relieved from. After more discussion, Mr. Henkenius asked to retract his request as he did not want to impact the removal of this clause from Mr. LaBarge and Ms. Hayden. Ms. Harmon made the following motion:

**MOTION: To release all employees of the NV-HIE under a non-compete clause from their non-compete agreements.**

**SECOND: Mr. Lloyd**

**APPROVED: Unanimously**

Item 5.B. has already been covered. Ms. Cramer indicated there was nothing to do with regards to Item 5.D. as Mr. LaBarge and Ms. Hayden will be forwarding the paperwork to her. Ms. Montgomery feels there will be a need for more than one or two additional board meetings before this is all done, as there are still outstanding issues to be addressed. Ms. Hayden advised she had not put any hours in the plan to engage an auditor to do the final audit in order to file the 990. Ms. Hayden will re-activate the three RFPs for the audit under the new conditions. Ms. Aiello asked if someone needs to take over the Open Meeting Law responsibilities once the NV-HIE staff are no longer available. Ms. Harmon volunteered to assume those responsibilities after the end of February 2014. Ms. Montgomery volunteered to assume responsibilities on the financial side after the end of February 2014.

#### **7. Public Comment #2**

There was none.

#### **8. Adjournment**

Mr. Labus adjourned the meeting at 2:55pm.

### **CERTIFICATE OF SECRETARY**

I, Lindsey 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 31 day of January, 2014.

  
Lindsey Harmon, Secretary