

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

**August 2, 2013
8:30 AM**

**Nevada Early Intervention Services
2667 Enterprise Road
Reno, NV 89512**

BOARD MEMBERS PRESENT

Brian Labus, Chair
Elizabeth “Betsy” Aiello, Vice Chair
Eric Lloyd
Linda Montgomery
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

Lindsey Niedzielski
Andrew “Andy” Pasternak IV, MD
Donna Knapp

NV-HIE STAFF PRESENT:

Carolyn Cramer, NV-HIE Legal Counsel

DEPARTMENT OF HEALTH AND HUMAN SERVICES (DHHS) STAFF PRESENT

Stefani Hogan, Director’s Office, DHHS
Ernesto Hernandez, Division of Public and Behavioral Health
Sherri McGee, Division of Health Care Financing and Policy
Theresa Presley, Division of Public and Behavioral Health

OTHERS PRESENT

Kim West, Quantum Mark,	Gerald Papazian
Erick Maddox, HealthInsight	Armand Morin
Nicole McNeal, Public Knowledge	Tom Ard, South Lyon Medical Center
Gabriele Newmann, The Ferraro Group (United Health)	
Leonard Hamer, Physician Select Management	

Vendors

Orion Health Team

Tristan VanHorne, James Date, Jerry Rankin

Medicity Team

Heather Hallett, Ryan Brantley, Patty Hayward, Brad Overby

Cognosante Team

Dennis Dworman, Mike Lundie, Jarred Clark, Rhonda Warnack, Barb Filkins, Eric McLaughlin, Rick Williams

HealthUnity: Prem Urali, Sam Godwin, Rajesh Kumar

Robinson & Associates: Carol Robinson

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

Mr. Labus called the meeting to order at 8:30 am. Ms. Hogan called the roll, and informed Mr. Labus that a quorum was present.

2. Public Comment

There was none.

3. Informational Item: Overview of the RFP Solicitation # NV-HIE-01 Vendor Demonstration and Presentation Process

Ms. McNeal reviewed the RFP Vendor demonstration and presentation process, stating that each vendor would have two hours for their demonstration, presentation and questions. Mr. Labus asked Ms. Aiello to take over as chair for the next 3 agenda items since he was one of the RFP evaluators.

4. Informational Item: Demonstration and Presentation for NV-HIE RFP Solicitation # NV-HIE-01 –

Orion Health presented a summary of their NV-HIE RFP proposal and provided a demonstration of their solutions, after introducing their team. Orion Health gave an overview of their HIE Solution that included the following items; Web-based access to the longitudinal patient record (Clinical Portal); Clinical Messaging: HL7, CCD, XDS, Web Services (Rhapsody™); Storage of clinical information (CDR); User Subscribed Notifications; Privacy & Consent; Semantic Interoperability; Enterprise Master Person Index (EMPI); DIRECT Secure Messaging; eHealth Exchange Gateway (NwHIN); Public Health reporting; Case Management; Patient Portal; EMR; Diagnostic Orders; HIE Problem List; Clinical Documentation; Web-based Imaging, Reporting and Analytics. Orion Health continued with a demonstration of their product and included a sample timeline for implementation based on prior experiences, as well as a summary of staff that would be required during the implementation plan. The RFP evaluators asked clarifying questions regarding text messaging, transmitting lab results via DIRECT, consent management to meet Nevada state law, patient directory services, and how Orion Health addressed privacy and security issues in other states. Orion Health referred to their slide presentation, answering each question and provided an example to demonstrate their capability. Regarding the timeline, Orion Health was asked if they could provide a “skinny” version in order to meet the rigorous NV-HIE timeline. Orion Health explained they had provided a “skinny” version previously in coordination with ONC and the typical staff required to for implementation was 20.

5. Informational Item: Demonstration and Presentation for NV-HIE RFP Solicitation # NV- HIE-01 –

Medicity presented a summary of their NV-HIE RFP proposal and provided a demonstration of their solution, after introducing their team. Medicity provided an overview of their information exchange solution; secure messaging; tools and options offered by their solution, providing examples during their demonstration. Clarifying questions asked by the RFP evaluators regarded their schedule to meet the RFP timeline requirements; an explanation of their most difficult implementation; and their approach to privacy and security. Medicity explained they have one person focused on privacy and security issues who work with a group of users to address related issues, since issues vary from state to state and the risk is so high.

6. Informational Item: Demonstration and Presentation for NV-HIE RFP Solicitation # NV-HIE-01 –

Cognosante presented a summary of their NV-HIE RFP proposal and provided a demonstration of their solution, after introducing their team. Cognosante described their prior experience with State of Nevada agencies in other capacities, and described their solution as a team effort between Cognosante, HealthUnity and Robinson & Associates. Cognosante would provide the project management, HealthUnity had the HIE solution, and Robinson & Associates would handle the outreach. Evaluators asked clarifying questions regarding upgrades to their HIE solution; capability of their Direct Secure Messaging tool; and the experience this team had in implementing HIE solutions. Cognosante explained that while they each had experience working with various states in a wide range of projects, this particular team had not worked together previously on a similar project.

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 3:59 pm.

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

**August 6, 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, Vice Chair
Donna Knapp
Andrew “Andy” Pasternak IV, MD
David LaBarge, NV-HIE CEO, Ex officio
Amber Joiner, DHHS Deputy Director, Ex officio
Lynn O’Mara, State Health IT Coordinator, Ex officio

Las Vegas

Brian Labus, Chair

Via Telephone:

Eric Lloyd
Linda Montgomery
Lindsey Niedzielski

BOARD MEMBERS EXCUSED

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
Sherri McGee, Division of Health Care Financing and Policy
Ernesto Hernandez, Division of Public and Behavioral Health
Theresa Presley, Division of Public and Behavioral Health
Dan Olsen, Division of Public and Behavioral Health

OTHERS PRESENT

Reno:

Kim West, Quantum Mark
Jarred Clark, Cognosante
Gerry Yantis, Deloitte
Leonard Hamer, Physician Select Management

Las Vegas:

Deborah Huber, HealthInsight
Erick Maddox, HealthInsight

Via Telephone:

Tracy Okubo, ONC
Nicole McNeal, Public Knowledge
Barb Filkins, Cognosante
Heather Hallett, Medicity
Ryan Brantley, Medicity

Tristan VanHorne, Orion Health
Erin Russell Hayes, United Health Group
May Ng, Cognosante
Brad Overby, Medicity

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

There was none.

3. Approve June 20, 2013 and July 2, 2013 meeting minutes

Mr. LaBarge recommended the Board approve both sets of meeting minutes. Dr. Pasternak requested that his specific comments be added to the July 2, 2013 meeting minutes, for a review and approval at the next meeting. Ms. Montgomery requested that her July 2, 2013 Agenda Item #6 comments regarding potential conflict of interest be added. Ms. O'Mara reminded the Board that Mr. LaBarge needed the July 2, 2013 meeting minutes to be approved as soon as possible, so the NV-HIE bank account signatures could be updated. It was agreed that a conference call Board meeting would be scheduled within the next two weeks, so the amended minutes could be approved.

MOTION: Dr. Pasternak moved to approve the June 20, 2013, meeting minutes.

SECOND: Ms. Aiello

APPROVED: UNANIMOUSLY

MOTION: Ms. Aiello moved to amend as discussed the July 2, 2013, meeting minutes.

SECOND: Ms. Montgomery

APPROVED: UNANIMOUSLY

4. Informational Item: Present comments and feedback from the Office of the National Coordinator for Health IT (ONC)

As Nevada's State HIE Program Project Officer, Ms. Okubo provided feedback from ONC regarding Nevada's HIE grant progress. She stated that she had read the State Strategic and Operations Plan, or SOP, for most of the states, and assessed Nevada's as being very well thought out. Ms. Okubo said that it lays out a very clear, comprehensive and integrated approach to health information exchange, or HIE, for the State of Nevada, and demonstrates that Nevada took to heart the purpose of the American Recovery and Reinvestment Act (ARRA) to stimulate the economy, create jobs, and further develop the workforce. Nevada's plan also provides a path for secure and interoperable exchange of patient health information, both within and beyond Nevada's borders. She stated that the most recent updated version of the SOP is consistent with what was originally approved by ONC in 2011 and with the required status reports to ONC. She encouraged Nevada to continue to implement its approved SOP, according to the updated

timeline provided in the 2013 SOP update, in order to meet key milestones that line up with the remaining time frame of the State HIE Cooperative Agreement Program. Ms. Okubo stated that she was pleased with Nevada's progress, and offered support from ONC to keep the momentum moving forward. She also thanked the Board for their service and hard work.

5. Present and Discuss HIE Technology Solution Request for Proposal results and staff recommendations, Approve HIE Technology Solution Vendor, and Discuss any next steps

Mr. LaBarge presented the HIE Technology Solution Request for Proposal results in ranked order: Orion Health, Medicity, and Cognosante. Mr. LaBarge reviewed the NV-HIE Vendor Demonstration and Presentation Process, with supporting comments from Ms. McNeal. Dr. Pasternak requested clarification of the RFP process. Referring back to the information presented during the July 2, 2013 meeting, Mr. LaBarge outlined the RFP process and evaluation steps, including the use of the Letter of Intent process to determine the final three vendors asked to submit full proposal responses to the RFP. Mr. LaBarge recommended that the Board approve Orion Health as the NV-HIE's HIE solution vendor, with the provision that if a contract could not be negotiated, then he could proceed to negotiate a contract with the 2nd ranked vendor, or the 3rd ranked if necessary.

Dr. Pasternak requested the ranking information for the other four vendors who were not selected. Ms. McNeal stated that since the vendors were not told that the Letter of Intent rankings would be provided to the Board, she would need to obtain their permission, and was directed to do so by Mr. LaBarge. Mr. Labus asked for a motion to have Ms. McNeal request permission from the other four vendors to share their rankings with the Board.

MOTION: Ms. Niedzielski moved for Ms. McNeal to obtain permission to share the rankings of the other four vendors.

SECOND: Dr. Pasternak

APPROVED: UNANIMOUSLY

Ms. Aiello said that she wanted to be sure that the motion for the vendor approval included having the contract reviewed by the NV-HIE Legal Counsel. Dr. Pasternak repeated his concerns voiced during previous Board meetings regarding the RFP and the selection of an HIE vendor. He stated that he was uncomfortable entering into a contract without better understanding the target market and customers, as well as the plan for sustainability. Ms. Okubo stated that Nevada must use its State HIE Program funds to implement its ONC-approved State Health IT Plan, which did address potential customers and sustainability options, that the Board would need to further define. She also stated that starting this process over was not an option. Mr. LaBarge stated that there were two options. One was to not approve an HIE vendor, and shut down the NV-HIE and disband the Board. The other option was to approve an HIE vendor, go forward, and have a fighting chance at success. Ms. O'Mara reminded the Board that the Board is included in Nevada's approved SOP as part of the state plan, is the governing entity for the statewide HIE system, and the NV-HIE gives providers a choice, which was the intent of the legislation passed by the Nevada Legislature. Ms. Okubo reiterated that the grant dollars can only be spent to implement the approved SOP. She encouraged the Board to take action and stay on point.

Ms. Knapp asked if any of the evaluators had a financial interest regarding any of the three final vendors. Mr. LaBarge explained that none of the evaluators had any financial interest with any of the vendors. He stated that part of the evaluator selection process was ensuring that evaluators that did not have a financial interest. Ms. Knapp then asked if any of the vendors were public-held companies. Mr. LaBarge responded that all three were publicly-held.

Ms. Montgomery requested clarification of how the three vendors scored in each of the critical elements used to evaluate the RFP responses. Ms. McNeal verified that the highest ranked vendor also scored highest in all critical element categories.

Ms. Aiello said that she was ready to make a motion on the HIE Technology Solution Request for Proposal.

MOTION: Ms. Aiello moved to approve the HIE Technology Solution Request for Proposal results and staff recommendation to approve Orion Health as the HIE Technology Solution vendor, to have the NV-HIE legal counsel review the final vendor contract, and to approve moving forward with the next ranked vendor if a contract could not be negotiated with Orion Health.

SECOND: Ms. Niedzielski

YAY: Ms. Niedzielski, Ms. Aiello, Ms. Knapp, Mr. Labus, Mr. Lloyd, and Ms. Montgomery

NAY: Dr. Pasternak

ABSTENTIONS: None

APPROVED: MAJORITY VOTE

6. Present Treasurer's Report

While Ms. Montgomery presented a Treasurer's Report, she stated that she did not have a copy of the NV-HIE Sub-recipient award from DHHS. As a result, she was unable to certify the accuracy of the information, and requested that approval of the report be deferred to the regular September 2013 Board meeting. Mr. LeBarge requested that DHHS provide Ms. Montgomery with a copy of the of the NV-HIE Sub-recipient award as soon as possible.

7. Present CEO Status Report

Mr. LaBarge presented the following written report:

1. Three Finalists for the NV-HIE RFP

The Evaluation Panel members submitted their comments and scores for the seven NV-HIE RFP Letters of Intent (LOI) received, and Public Knowledge (PK) tabulated the results. The following top three HIE System Contractors were asked to submit a Technical and Cost Proposal, as well as provide a System Demo:

- a. Orion Health
- b. Medicity
- c. Cognosante

2. Contractor Questions and Answers (Q&A) were finished and posted to www.NV-HIE.org

3. HIE System Contractor Demonstrations were held on 08/02/13 in Reno, NV.

- a. Agenda
 - a. 30 minutes for Contractor Setup
 - b. 25 minutes for the Contractor Product Demonstration
 - c. 30 minutes for the Contractor Oral Presentations
 - d. 30 minutes for the Evaluation Panel Questions and Answers
- 4. Key Dates in the RFP Evaluation Process**
 - a. 7/31/13 - RFP Proposal Responses Due
 - b. 8/02/13 - Contractor Demos in Reno, NV
 - c. 8/06/13 – NV-HIE Board Approval of the Selected Contractor
 - d. 8/07/13 – Selected Contractor negotiations begin
- 5. Finances for NV-HIE**
 - a. Self-sustainability goal after February 7, 2014.

As you know whatever federal dollars are not spent by the NV-HIE as of February 7, 2014 revert back, which means NV-HIE must have additional matching funds and/or be able to charge users for the services provided by NV-HIE. I'm working on a financial plan for the NV-HIE to become self-sustainable in the near future, and what the steps are required to achieve that goal. Mike Willden-Director of DHHS, Amber Joiner-Deputy Director DHHS, and Lynn O'Mara-DHHS OHIT are an integral part of this plan and are actively pursuing additional matching funds for continuing NV-HIE operations after 2/07/14. The primary ingredient to the self-sustainability plan is to finish the RFP selection process, and implement the HIE system. This will provide the NV-HIE with a marketable state-of-the-art HIE service that's in-line with the NV State IT Plan.
 - b. NV-HIE Budget
 - i. An update draft Budget was delivered to DHHS-OHIT on 8/05/2013.
 - ii. The draft NV-HIE Budget shifted some excess dollars from Personnel to the Contractor Consulting category. Since the Budget has been previously approved by the NV-HIE Board, the total budgeted dollars was not changed
 - c. Heritage Bank Checking Account
 - i. New bank signature cards have been signed.
 - ii. Linda Montgomery will be included as a signatory on the NV-HIE Checking account once the previous Board Minutes are approved, signed and delivered to Heritage Bank.
 - iii. A NV-HIE Visa credit card from Heritage Bank was received on 8/05/13.
- 6. Commercial Office Space for NV-HIE Staff**
 - a. Continued to inspect South Reno and Carson City commercial office space with real estate Agent.
 - b. Final inspections and selection to be completed by 8/30, and begin lease negotiations afterwards
- 7. Administrative**
 - a. A NV-HIE Hiring Policy was drafted by Carolyn Cramer and is presently being used by the NV-HIE Staff to interview, select, hire, and on-board new NV-HIE Staff.
 - b. Hiring key NV-HIE Staff:
 - a. Director Information Technology

- i. Three qualified candidates.
 - ii. Follow-up interview will be done next week.
- e. Administrative Assistant
 - i. 14 cover letters and resumes received. Initial screening was performed
 - ii. Follow-up interview will be done next week.
- f. Director Finance and Operations
 - i. Job description draft has been written
 - ii. Job to be posted next week.
- g. Director – Marketing and Communications
 - i. Job description draft has been written
 - job to be posted next week

8. Review, Discuss, and Approve potential NV-HIE System consulting services agreement, and Determine any next steps

Mr. LaBarge discussed the need to potentially hire NV-HIE consulting services to support and/or augment the resources needed to implement the HIE vendor solution, and provided a draft agreement template for the Board's review. After determining actual needs, he will present consulting services agreement(s) for the Board's approval during future meetings.

MOTION: Mr. Lloyd moved to approve the draft NV-HIE System consulting services agreement template.

SECOND: Ms. Aiello

APPROVED: UNANIMOUSLY

9. Informational Item: Present summary information regarding Assembly Bill 65 from the 2013 session of the Nevada Legislature

Ms. Cramer presented the provisions of Assembly Bill 65, passed during the 2013 regular session of the Nevada Legislature, that were pertinent to the NV-HIE Board. She noted that the Board's bylaws and meetings were already in compliance with the new requirements that became effective July 1, 2013.

10. Present and Discuss resolution to amend NV-HIE Articles of Incorporation to reflect current bylaws, and Approve resolution

Ms. Cramer presented the resolution to amend the NV-HIE Articles of Incorporation to reflect the current NV-HIE bylaws, for the Board's approval. She explained that once the resolution is approved, Mr. Tiras would file the authorized amendment with the Nevada Secretary of State.

MOTION: Ms. Knapp moved to approve amend the NV-HIE Articles of Incorporation to reflect current bylaws, and approve the resolution

SECOND: Dr. Pasternak

APPROVED: UNANIMOUSLY

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

Ms. Cramer presented the proposed conflicts of interest policy to support current bylaws and meet 501(c)3 status requirements. Mr. Lloyd questioned the use of the term “financial interest”, as it may be limiting regarding actual conflicts. He cited that conflicts could arise from Board members serving on other boards. Ms. Cramer noted that loyalty was an important consideration. Ms. O’Mara suggested using the word fiduciary, and shared a dictionary definition. Ms. Montgomery stated that she thought fiduciary was the better word, and would like to see it replace financial. Ms. Cramer recommended that the Board refer the draft back to staff for review and editing to address Board concerns. She noted that at she would also research Nevada’s laws governing non-profit organizations, for additional suggested language.

MOTION: Ms. Montgomery motioned to refer this back to staff for language.

SECOND: Mr. Lloyd

APPROVED: UNANIMOUSLY

12. Present and Discuss attendance at a Cross Functional Consent Workgroup, scheduled for Friday, 08/09/13 from 8:00-9:00 am

Dr. Pasternak discussed his involvement with HealthIE Nevada, as a member of its Cross Functional Consent Workgroup prior to his appointment to the NV-HIE Board. The Workgroup was scheduled to meet on August 9, 2013, and Dr. Pasternak requested permission from the Board to attend. Ms. Knapp disclosed that she was also a member of the Workgroup, was invited to attend the meeting, and would need permission as well. Mr. Labus asked what their roles at the meeting were going to be. Ms. Knapp commented that she thought this was a follow-up meeting whose purpose was to provide the Workgroup members with the final results of their work. Ms. Aiello said that she did not perceive any conflict issues. Mr. Lloyd stated that he could not determine if there were any conflicts, as he did not have enough information. Mr. Labus stated that he did not believe there were any conflicts, and noted that it was good to disclose these kinds of situations for the record.

13. Informational Item: NV DIRECT Update

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

Mr. Labus stated that in the interest of time, he was combining Agenda Items 13 and 14. Ms. O’Mara reported that she and Ms. Joiner had met with the Division of Public and Behavioral Health regarding utilizing NV DIRECT for some of their programs. Follow-up is needed, and she would keep the Board updated. She said that the pilot with Hawaii and Las Vegas was moving forward, and Ms. Okubo offered her assistance.

Ms. O’Mara reported that there had been no further communication from the IRS regarding the NV-HIE’s 501(c)(3) request. Ms. Aiello asked about the annual audit required by the bylaws. Ms. Cramer noted that an annual audit did need to be done, and noted that it could probably be done quickly, as the NV-HIE said yes that we would have an audit but it would be a small since we just started spending money.

15. Public Comment

Mr. Labus thanked everyone who worked on the RFP.

Mr. Maddox introduced himself, including his association with HealthInsight's EHR Regional Extension Center (REC) Cooperative Agreement program for Nevada. He provided information regarding HealthIE Nevada and cited the challenges that organization had experienced. He summarized the content of a letter from Ms. Huber that was addressed to the NV-HIE Chair and which had been sent to the NV-HIE Board members regarding these concerns. He requested that the letter be included as part of the record for this meeting. Mr. Maddox then stated his concerns, as a Nevada citizen, regarding the NV-HIE RFP and the utilization of Nevada's State HIE Cooperative Agreement funds. He further stated his personal belief that the NV-HIE Board would have better spent their time doing regulations and policies for the other HIEs that are already out there. Mr. Labus asked if the Board members had any questions for Mr. Maddox. There were none.

16. Adjournment

There being no further business to come before the NV-HIE Board, Mr. Labus adjourned the meeting at 4:10pm.

July 11, 2013

Brian Labus
Chairman of the Board of Directors
NV-HIE

Dear Mr. Labus,

I am writing at the request of the Board of Directors of HealthIE Nevada, a community-based, privately-funded 501(c) 3 Nevada corporation to share our experiences over the past 3 years. This is not a letter of intent to respond to NV-HIE's RFP. HealthIE Nevada is managed and operated by HealthInsight Nevada, also a 501(c) 3 Nevada corporation.

HealthInsight is the Quality Improvement Organization and the Regional Extension Center (REC) for Nevada and Utah. The REC is an initiative to help primary care providers adopt and meaningfully use electronic health records and is funded by the same federal agency, the Office of the National Coordinator (ONC) that funds the State HIT program. HealthInsight's CEO, Marc Bennett, is the former Vice-Chair of the Nevada Governor's Blue Ribbon Commission on HIT and the current Board Chair of the Utah Health Information Network (UHIN).

HealthInsight staff have attended all NV-HIE Board meetings and have offered our assistance to support and collaborate with NV-HIE since its creation. In April, we were asked to provide information about HealthIE Nevada to the NV-HIE Board. Our plan was to provide an update of our experiences launching an HIE here in Nevada: the successes, the barriers, and the lessons learned. Since that presentation did not occur, and NV-HIE is now embarking on a major initiative to secure an IT vendor contract, the HealthIE Nevada Board felt that it would be even more beneficial for your Board to be aware of our approach, our journey, and our future plans.

We believe that the current path with both an active, robust community-based, statewide, and privately funded HIE (HealthIE Nevada) and a planned state-affiliated HIE (NV-HIE) is not designed to result in success. This approach poses great risk for both HIEs: including duplication of services (as described by the Deloitte consultant at a recent Board meeting, States need a population of at least 5 million to support multiple HIEs), confusion among providers and consumers, dilution of resources and commitment, and an uncertain financial future for both organizations. The current course has the potential to negatively impact both NV-HIE and HealthIE Nevada.

Perhaps the thorniest of the many issues facing any HIE are the availability of funding for its start-up and the long-term sustainability of the enterprise. In its first two plus years of operation, HealthIE Nevada has already invested millions of dollars to hire and train staff, launch the technology, and recruit participants. As we review the planning documents for NV-HIE, we see no clear way for NV-HIE to cover the start-up expenses, secure the necessary non-kind matching funds required by ONC, and provide for long-term sustainability. Our experience leads us to believe that is unlikely that any experienced vendor would be willing to sign a multi-year contract to provide services with only the promise of the remaining funding that NV-HIE has available from the ONC.

Managed by HealthInsight

We believe a collaborative effort between the two HIEs could solve both the start-up issues for NV-HIE and could help HealthHIE Nevada accelerate the pace of adoption and use of HIE services. In addition to funding, HealthHIE Nevada could bring a number of positives to such a joint effort, including:

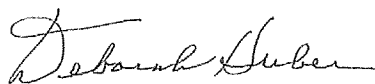
- Chief among these is our experience—we have successfully operationalized a statewide HIE in Nevada.
- A broad group of participants from across the State with live data and strong financial, time, and energy commitments to health information exchange. This includes hospitals, physicians, radiology centers, laboratories, long term care facilities, school-based clinic, and emergency medical services providers.
- As a community-based organization, we have sought and received input from a wide variety of Nevada stakeholders to address and develop a roadmap that includes governance, financial sustainability, privacy and security, HIE metrics, information technology, physician adoption, communications, education/ outreach.
- A sustainability model that includes an extremely reasonable fee structure for participants while at the same time supporting sustainability of the HIE.
- A patient consent model developed with input from community stakeholders and piloted in medical practices in both the north and the south.
- In place and operational policies and procedures that comply with all state and federal laws and regulations
- Experienced HIE staff with expert knowledge of Health Information Technology (HIT) and meaningful use
- A technology vendor with years of experience and over 25 HIE contracts across the country that includes (among others) a master patient index, consent management, and record locator services.
- A unique understanding of the State of Nevada, its politics, its demographics, and its healthcare system.
- HealthHIE Nevada's management company (HealthInsight) is also an ONC contractor that understands the milestones and requirements to "pull down" this type of federal funding,

Both HealthHIE Nevada and HealthInsight Nevada are interested in working with NV-HIE in a more formalized manner in order to facilitate our mutual success. We look forward to supporting and providing input into NV-HIE's critical and mandated role to set standards, develop regulations, and provide oversight for the exchange of health information in our State. We view these legislatively-mandated roles for the NV-HIE as valuable leadership and critical activities to assure the long-term success of health information exchange in Nevada.

However, we believe a partnership between NV-HIE and HealthHIE Nevada would provide more effectively for the management and operations of the actual data exchange and would dramatically increase the likelihood that effective health information exchange will be available to benefit the citizens of Nevada in the coming years. Working together, we can take advantage of the extensive community investment already in place, bring immediate value to the community, and build the new policies, services, and models that will assure continued success in the future.

Although NV-HIE's published RFP does recognize HealthHIE Nevada in Section 3, we are concerned that it does not anticipate or allow for the kind of collaborative partnership that we envision. We would be very interested in working with the NV-HIE Board to determine how and if that kind of arrangement could be designed. If you, the other Directors, or staff have any questions, please don't hesitate to contact me at 702-933-7305 or dhuber@healthinsight.org.

Sincerely,



Deborah Huber
Executive Director, HealthInsight Nevada
Ex-Officio Board Member, HealthHIE Nevada

cc Mike Willden
David LaBarge

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

**August 16, 2013
9:30 AM**

Teleconference Call

BOARD MEMBERS PRESENT

Brian Labus, Chair
Eric Lloyd
Linda Montgomery
Lindsey Niedzielski
Andrew “Andy” Pasternak IV, MD
David LaBarge, NV-HIE CEO, Ex officio
Lynn O’Mara, State Health IT Coordinator, Ex officio

BOARD MEMBERS EXCUSED

Elizabeth “Betsy” Aiello
Amber Joiner, Ex officio

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

Tracy Okubo, ONC
Kim West, Quantum Mark
Erick Maddox, HealthInsight
Erin Russell Hayes, United Health Group

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

Mr. Labus called the meeting to order at 9:32 am. Ms. Hogan called the roll and informed Mr. Labus that a quorum was present.

2. Public comment

There was none.

3. Approve July 2, 2013 meeting minutes

Mr. LaBarge presented the revised July 2, 2013, minutes and asked the Board if they had any questions or changes. Ms. Montgomery thanked staff for including her comments that she requested.

MOTION: Dr. Pasternak moved to approve the July 2, 2013, meeting minutes.

SECOND: Ms. Montgomery

APPROVED: UNANIMOUSLY

4. Approve August 6, 2013 Treasurer's Report

Ms. Montgomery stated that she had received from staff the May, June and July monthly status reports. However, the July report was missing supporting documentation. Mr. LaBarge said he would ensure that Ms. Montgomery received the appropriate supporting documentation later that day. Ms. Montgomery thanked Ms. O'Mara for providing her with the necessary material to determine allowable expenditures under the sub-recipient grant. Ms. Montgomery requested this agenda item be moved to the September 3rd board meeting, allowing time for her to review the information provided.

Ms. O'Mara clarified that the monthly financial status reports Ms. Montgomery discussed earlier, did not require Board approval. Rather, they were documents requiring DHHS approval, and should be summarized in the Treasurer's Report presented for approval to the Board.

5. Present resignation of Board member Donna Knapp, Appoint Nominating Committee to fill Board vacancy, and Determine next steps

Mr. Labus announced that Ms. Knapp resigned from the board earlier that week and thanked her for her service. He then asked Mr. LaBarge to explain the process for filling this vacancy. According to the NV-HIE revised bylaws, Mr. LaBarge explained, a nominating committee must be appointed by the Board to fill any board vacancies. He further stated that the nominating committee members would serve for one year, and that a copy of the NV-HIE bylaws were now available on the NV-HIE website at www.nv-hie.org under the "About" section.

Mr. Lloyd, Dr. Pasternak and Ms. Montgomery volunteered to serve on the committee.

MOTION: Ms. Niedzielski moved to create the Nominating Committee consisting of Mr. Lloyd, Dr. Pasternak and Ms. Montgomery.

SECOND: Mr. Labus

APPROVED: UNANIMOUSLY

Mr. Labus suggested the committee review any nominations from the prior recruitment that are still available. Ms. O'Mara reminded the Nominating Committee that they would need to meet in accordance with Open Meeting Law. Mr. LaBarge offered to collect nominations and forward appropriately to the Nominating Committee as an initial process. Ms. Cramer suggested that "at the Board's direction", this process would be followed. Mr. Labus agreed, and stated that at the Board's direction, Mr. LaBarge is to follow the above process of gathering Board member applications and forwarding to the three members of the Nominating Committee.

6. Informational Item: Present the requested list of all vendors who submitted a Letter of Intent (LOI) in response to the HIE Technology Solution Request for Proposal (RFP) and the LOI rankings by the RFP Evaluators

Mr. LaBarge reported that Public Knowledge was successful in obtaining consent from all vendors submitting Letter of Intent. He presented the following rankings: 1. Orion Health; 2. Medicity; 3. Cognosante; 4. Presidio; 5. Allscripts; 6. Alere; and 7. Sandlot.

Dr. Pasternak had no additional questions, and thanked Mr. LaBarge for presenting this information.

Ms. Montgomery asked if Mr. LaBarge could share with the Board what the variance was between vendor number 1 and 2, and vendor number 2 and 3. Mr. LaBarge stated the variance between vendors 1 and 2 was 14.5 points, and the variance between vendors 2 and 3 was 6.5 points on a scale of 100.

There was no further discussion on this agenda item.

7. Public Comment

There was none.

8. Adjournment

There being no further business to come before the NV-HIE Board, Mr. Labus adjourned the meeting at 9:55 am.

APPENDIX A

SCOPE OF WORK

Nevada Department of Health and Human Safety (DHHS), as the State HIE grantee, has issued a sub-recipient award to the non-profit Nevada Health information Exchange (NV-HIE), pursuant to NRS 439.581-595 and Nevada's State Health IT Plan. The NV-HIE's Statement of Work includes conducting the required program evaluation, and both federal HHS/ONC and DHHS have approved sole sourcing this activity to the University of Nevada, Reno, College of Business. The effort will be coordinated with the DHHS Office of Health IT (OHIT), including Nevada's State Health IT Coordinator, to ensure the related cooperative agreement requirements are met. NV-HIE serves as the statewide HIE governance body, responsible for protecting the public interest regarding the electronic exchange of health-related information.

Federal funding from Nevada's ARRA HITECH State HIE Cooperative Agreement will be used to fund this sub-recipient grant.

Beginning in September 2013, the evaluation will be conducted concurrently with the implementation of the required core HIE technical infrastructure. Therefore, the evaluation will serve a dual purpose: (1) Collecting and assessing baseline information, while also (2) developing a strategy for the ongoing annual evaluation of the process, adoption and impact of statewide HIE. The overall goal of evaluation is to gain insight into the performance of NV-HIE based on the key aims of the State Health IT Plan. The evaluation will review the state's progress towards establishing a financially sustainable statewide HIE, while also focusing on:

- Adoption, use and impact of ePrescribing;
- Adoption, use and impact of electronic transmission of lab results;
- Adoption, use and impact of electronic transmission of patient care summaries; and
- Adoption of electronic reporting of public health data.

Two deliverables will be produced from this effort: (1) An evaluation report describing and analyzing the current state of the NV-HIE, and (2) A report presenting a design for the ongoing annual evaluation of the NV-HIE. The two tables included on the next two pages summarize the activities directly related to the two deliverables. For each deliverable, there is an explanation of the tasks to be performed, the period of performance, summarized estimates of the resources to be assigned and total estimated costs.

Activity Description	Task(s)	Deliverable(s)	Performance Period
Prepare 2013 annual NV-HIE evaluation:	Review existing documentation and analyze current status	2013 NV-HIE evaluation report	(grant award date) – (grant award + 21 weeks)
	Research 5 states evaluation plans for comparison		
	Research existing evaluation metrics		
	review relevant publications in Information Systems and Economics		
	identify, purchase and review secondary data to determine whether - and how - this data can provide efficient strategies for supporting evaluation of HIE		
	Develop evaluation questions and metrics		
	Conduct preliminary stakeholder interviews/focus groups to identify key evaluation issues and metrics		
	Interview stakeholders to collect responses to the evaluation questions		
	Create surveys		
	Conduct surveys		
	Analyze qualitative results		
	Analyze quantitative results		
	Prepare draft 2013 NV-HIE evaluation report		
	Provide opportunity for NV-HIE evaluation stakeholders to comment on the draft 2013 evaluation report, and finalize report		

Activity Description	Task(s)	Deliverable (s)	Performance Period
Prepare report and design for ongoing annual evaluations	identify metrics that will be included in the ongoing evaluation, data sources and estimation methodology	Design for ongoing annual evaluation	(Grant award)-(grant award + 22 weeks)
	Research knowledge management systems		
	Select knowledge management system		
	Design evaluation database		
	Design dashboards		
	Prepare draft report on design for ongoing annual evaluation		
	Finalize report: design for ongoing annual evaluation		

Total Grant Award	\$ 122,669
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Assumptions:

Grant Period: Performance will begin on a date agreed to between the parties following approval of this grant award by the NV-HIE Board of Directors. The project in its entirety is to be completed by February 7, 2014.

Deliverable Approval: The NV-HIE CEO is responsible for issuing written approvals within 5 business days of deliverable submissions. Rejections shall be in writing within 10 business days of deliverable submissions and shall include an identification of the deficiencies so as to allow prompt and efficient correction.

Total Grant Award: This is a fixed price contract not to exceed \$122,669.

Budget: UNR will bill NV-HIE monthly up to 75% of the grant award. The remaining 25% of the award will be paid upon completion and acceptance of both deliverables.

Statement of Work

Health Information Exchange (HIE) Consulting and Project Management Services

SCOPE OF SERVICES:

- Provide Project Management (PM) vendor oversight during the implementation and on-boarding of qualified HIE participants. The PM will serve as the driving force to keep the project moving forward on time and on budget. The end goal is for all participants to be integrated by January 30, 2014 with the first three integrations by November 30, 2013.
- The PM will work with the NV-HIE President/CEO and staff to organize the implementation, user testing, and UAT in coordination with the HIE vendor selected. A MS Project Plan will be developed and provide the timeline for the implementation with weekly updates.
- Working with NV-HIE President/CEO, build a strategic and tactical self-sustainability plan for the NV-HIE.
- Bi-weekly status reports will be provided to the President/CEO and a risk management/mitigation strategy will be utilized to provide a clear line of sight for every task and timeline.
- The PM will brief the President/CEO prior to all NV-HIE Board meetings and be available to participate in NV-HIE Board meetings as needed.

PROJECT START DATE:

Project start date will be dependent upon the successful conclusion of contract negotiations with the HIE system vendor.

ASSUMPTIONS:

- Time shall be billed in no less than quarter hour increments.
- Contractor will invoice Customer on a monthly basis by the 10 day of each month for the previous month.
- Contractor will supply its own computers and software. Customer will provide access to networks and systems as required.
- Actual travel expenses required for fulfillment of the above activities will be included in the rate proposed by the HIE Project Management Consulting Firm.

CONFLICT OF INTEREST POLICY FOR NEVADA HEALTH INFORMATION EXCHANGE

Article I **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (the "Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, staff member or contractor of the Organization or might result in a possible excess benefit transaction. Additionally, an officer, director, staff member or contractor of the Organization has a duty to give their undivided loyalty to the Organization. This duty requires the board members to use the organization's funds and property to advance the public benefit of the organization rather than private interests. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II **Definitions**

1. Interested Person

Any director, principal officer, member of a committee with governing board delegated powers, staff member or contractor who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, family or competing or affinity organizations:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, ~~or~~
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement- ,
- d. An office, serving on the board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with the Organization, or

- e. Using the Organization's time, personnel, equipment, supplies, or good will for other than the Organization's approved activities, programs, and purposes, except that minor, reasonable use is allowable at the discretion of the CEO or the Board.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

The areas of conflicting interest listed above and the relations in those areas, which may give rise to conflict, are not exhaustive. Conceivable, conflicts might arise in other areas or through other relations. It is assumed that the board members, officers and management employees will recognize such areas and relation by analogy. The fact that one of the interests describe above exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of the Organization.

Article III **Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement

involving the possible conflict of interest.

- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- a. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes

relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer, member of a committee with governing board delegated powers, staff member and contractor shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is a non-profit tax-exempt organization and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

In addition to the foregoing, each aforementioned person shall, on an annual basis provide the Organization with a list of organizations that person participates with which participation may directly or indirectly create a financial interest or other conflict of interest as described herein.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with the organization's tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

Conflict of Interest Policy – Nevada Health Information Exchange

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the organization's purposes and do not result in an impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

[SIGNATURES FOLLOW]

DRAFT

IN WITNESS WHEREOF, we, being all of the directors of the Corporation have hereunto set our hands effective this _____ day of _____, 2013.

_____, Director

_____, Director

_____, Director

_____, Director

_____, Director

_____, Director

_____, Director

* * * * *

CERTIFICATE OF SECRETARY

I, _____, 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 CONFLICT OF INTEREST POLICY of said Corporation were adopted by the Corporation on the _____ day of _____, 2013, by the Directors of said Corporation

_____, Secretary