

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

**June 20, 2013  
2:00 PM**

**Teleconference Call**

**BOARD MEMBERS PRESENT**

Brian Labus (acting Chair)  
Elizabeth “Betsy” Aiello  
Eric Lloyd  
Linda Montgomery  
Lindsey Niedzielski  
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

**BOARD MEMBERS EXCUSED**

Joan Hall, Chair

**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**

Kim West, Quantum Mark	Donna Knapp, NV-HIE Board member elect
Erick Maddox, HealthInsight	Tony Anderson, Tiani-Spirit
Gottfried Heider, Tiani-Spirit	Sandra Schmiddlehner, Tiani-Spirit
Jarred Clark, Cognosante	Deborah Huber, HealthInsight
Erin Russell Hayes, United Health Group	Kelly B. Stout, Bailey Kennedy
Barb Filkins, Cognosante	May Ng, Cognosante
Loren Ellery, Director, Washoe Tribal Health Center	

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

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 April 23, 2013, May 7, 2013, May 20, 2013 and June 4, 2013 meeting minutes**

Mr. Labus explained that the correct spelling of the NV-HIE bookkeepers' last name will be reflected in the final minutes.

**MOTION: Ms. Montgomery moved to approve the April 23, 2013, meeting minutes.**

**SECOND: Dr. Pasternak**

**APPROVED: UNANIMOUSLY**

**MOTION: Dr. Pasternak moved to approve the May 7, 2013, meeting minutes.**

**SECOND: Ms. Montgomery**

**APPROVED: UNANIMOUSLY**

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

**SECOND: Ms. Aiello**

**APPROVED: UNANIMOUSLY**

**MOTION: Ms. Montgomery moved to approve the June 4, 2013 meeting minutes.**

**SECOND: Mr. Lloyd**

**APPROVED: UNANIMOUSLY**

### **4. Informational Item: Status report on HIE Technical Solution RFP**

Mr. LaBarge reviewed the current timeline, stating that the RFP process was on track. He also explained that he had daily status meetings with Public Knowledge. Mr. Labus then explained his role as an Evaluator for the RFP, and thanked Mr. LaBarge for all his hard work. He also thanked the Deloitte technical assistance team, provided through ONC, for their review and feedback on the draft RFP.

Ms. O'Mara informed the Board that she had discussed the RFP evaluation process with the Attorney General's office, stating they had no issues with the current process.

Mr. LaBarge stated that he would be sending the Board a weekly CEO update that would include the RFP process status. He stated that any questions from the Board should be emailed directly to him.

### **5. Public Comment**

Ms. Huber introduced herself to Mr. LaBarge, welcomed him and expressed the willingness for collaboration between the NV-HIE and HealthIE Nevada.

### **6. Adjournment**

There being no further business to come before the NV-HIE Board, Mr. Labus adjourned the meeting at 2:28 pm.

**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

**NV-HIE STAFF PRESENT:**

Carolyn Cramer, NV-HIE Legal Counsel

**BOARD MEMBERS EXCUSED**

Eric Lloyd

**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. Under Section 6, it was agreed that CISSP or a comparable certification was required, and Ms. McNeal was directed 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.

#### **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.

#### **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 Mt. 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.



Assembly Bill No. 65—Committee  
on Government Affairs

CHAPTER.....

AN ACT relating to public meetings; exempting certain entities, proceedings and meetings from compliance with the Open Meeting Law in certain circumstances; prohibiting a member of a public body from designating a person to attend a meeting in the member's place without certain authority; revising provisions relating to the prosecution of an alleged violation of the Open Meeting Law; revising provisions governing the provision of supporting material for meetings to the public; and providing other matters properly relating thereto.

**Legislative Counsel's Digest:**

The Open Meeting Law requires that meetings of public bodies be open to the public, with limited exceptions set forth specifically in statute. (NRS 241.020) **Section 2** of this bill provides certain exceptions and exemptions to the Open Meeting Law and provides that any other provision of law which: (1) exempts a meeting, hearing or proceeding from the requirements of the Open Meeting Law; or (2) otherwise authorizes or requires a closed meeting, hearing or proceeding prevails over the general provisions of the Open Meeting Law. **Sections 6 and 8** of this bill make conforming changes.

**Section 3** of this bill prohibits a member of a public body from designating a person to attend a meeting of the public body in the place of the member unless members of the public body are expressly authorized to do so by the constitutional provision, statute, ordinance, resolution or other legal authority that created the public body. **Section 3** also requires that any such designation be made in writing or made on the record at a meeting of the public body, deems any person so designated to be a member of the public body for purposes of determining a quorum at the meeting and entitles such a person to exercise the same powers as the regular members of the public body at the meeting.

Any action taken by a public body in violation of the Open Meeting Law is void. (NRS 241.036) Under existing law, the Attorney General is required to investigate and prosecute any violation of the Open Meeting Law. (NRS 241.039) Existing law authorizes the Attorney General or a member of the public to sue a public body: (1) within 60 days after an alleged violation to have an action by the public body declared void; or (2) within 120 days after an alleged violation to require the public body to comply with the Open Meeting Law. (NRS 241.037) **Section 4** of this bill provides that if a public body takes certain corrective action within 30 days after an alleged violation, the Attorney General may decide not to commence prosecution of the alleged violation if the Attorney General determines that foregoing prosecution would be in the best interests of the public. **Section 4** also extends by 30 days the deadline by which lawsuits to enforce the Open Meeting Law may be filed by the Attorney General in the context of corrective action. **Section 4** further provides that any action taken by a public body to correct an alleged violation of the Open Meeting Law is effective prospectively.

With certain exceptions, a public body is required to comply with the Open Meeting Law when a quorum of its members is present to deliberate toward a decision or take action on a matter over which the public body has supervision,



control, jurisdiction or advisory power. (NRS 241.015) **Section 6** of this bill defines “deliberate” for purposes of this requirement to mean collectively examining, weighing and reflecting on the reasons for or against an action and includes the collective discussion or exchange of facts preliminary to the ultimate decision. **Section 6** also clarifies that a quorum of members may be present in person or by means of electronic communication.

Under the Open Meeting Law, a public body is required, upon request and at no charge, to provide a copy of an agenda for the meeting, any proposed ordinance or regulation to be discussed at the meeting, and other supporting material, with certain exceptions, provided to members of the public body for an item on the agenda. (NRS 241.020) **Section 7** of this bill requires that a public body include on the notice for a meeting: (1) the name and contact information for the person designated by the public body from whom a member of the public may request the supporting material for a meeting; and (2) a list of the locations where the supporting material is available to the public. **Section 7** also requires the governing body of a city or county whose population is 45,000 or more (currently Clark, Douglas, Elko, Lyon and Washoe Counties and the cities of Carson City, Henderson, Las Vegas, North Las Vegas, Reno and Sparks) to post the supporting material to its website not later than the time at which the material is provided to the members of the governing body or, if the supporting material is provided to the governing body at a meeting, not later than 24 hours after the meeting. **Section 7** also authorizes such a public body to provide the supporting material via a link to the posting on its website to a person who has requested to receive the material by electronic mail if the person so agrees.

EXPLANATION – Matter in *bolded italics* is new; matter between brackets ~~omitted material~~ is material to be omitted.

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THE PEOPLE OF THE STATE OF NEVADA, REPRESENTED IN  
SENATE AND ASSEMBLY, DO ENACT AS FOLLOWS:

**Section 1.** Chapter 241 of NRS is hereby amended by adding thereto the provisions set forth as sections 2, 3 and 4 of this act.

**Sec. 2. 1. *The meetings of a public body that are quasi-judicial in nature are subject to the provisions of this chapter.***

**2. *The following are exempt from the requirements of this chapter:***

**(a) *The Legislature of the State of Nevada.***

**(b) *Judicial proceedings, including, without limitation, proceedings before the Commission on Judicial Selection and, except as otherwise provided in NRS 1.4687, the Commission on Judicial Discipline.***

**(c) *Meetings of the State Board of Parole Commissioners when acting to grant, deny, continue or revoke the parole of a prisoner or to establish or modify the terms of the parole of a prisoner.***

**3. *Any provision of law which:***

**(a) *Provides that any meeting, hearing or other proceeding is not subject to the provisions of this chapter; or***



*(b) Otherwise authorizes or requires a closed meeting, hearing or proceeding,*

*↳ prevails over the general provisions of this chapter.*

*4. The exceptions provided to this chapter, and electronic communication, must not be used to circumvent the spirit or letter of this chapter to deliberate or act, outside of an open and public meeting, upon a matter over which the public body has supervision, control, jurisdiction or advisory powers.*

**Sec. 3.** *1. A member of a public body may not designate a person to attend a meeting of the public body in the place of the member unless such designation is expressly authorized by the legal authority pursuant to which the public body was created. Any such designation must be made in writing or made on the record at a meeting of the public body.*

*2. A person designated pursuant to subsection 1:*

*(a) Shall be deemed to be a member of the public body for the purposes of determining a quorum at the meeting; and*

*(b) Is entitled to exercise the same powers as the regular members of the public body at the meeting.*

**Sec. 4.** *1. Except as otherwise provided in subsection 4, if a public body, after providing the notice described in subsection 2, takes action in conformity with this chapter to correct an alleged violation of this chapter within 30 days after the alleged violation, the Attorney General may decide not to commence prosecution of the alleged violation if the Attorney General determines foregoing prosecution would be in the best interests of the public.*

*2. Except as otherwise provided in subsection 4, before taking any action to correct an alleged violation of this chapter, the public body must include an item on the agenda posted for the meeting at which the public body intends to take the corrective action in conformity with this chapter. The inclusion of an item on the agenda for a meeting of a public body pursuant to this subsection is not an admission of wrongdoing for the purposes of civil action, criminal prosecution or injunctive relief.*

*3. For purposes of subsection 1, the period of limitations set forth in subsection 3 of NRS 241.037 by which the Attorney General may bring suit is tolled for 30 days.*

*4. The provisions of this section do not prohibit a public body from taking action in conformity with this chapter to correct an alleged violation of the provisions of this chapter before the adjournment of the meeting at which the alleged violation occurs.*



*5. Any action taken by a public body to correct an alleged violation of this chapter by the public body is effective prospectively.*

**Sec. 5.** NRS 241.010 is hereby amended to read as follows:

241.010 *1.* In enacting this chapter, the Legislature finds and declares that all public bodies exist to aid in the conduct of the people's business. It is the intent of the law that their actions be taken openly and that their deliberations be conducted openly.

*2. If any member of a public body is present by means of teleconference or videoconference at any meeting of the public body, the public body shall ensure that all the members of the public body and the members of the public who are present at the meeting can hear or observe and participate in the meeting.*

**Sec. 6.** NRS 241.015 is hereby amended to read as follows:

241.015 As used in this chapter, unless the context otherwise requires:

1. "Action" means:

(a) A decision made by a majority of the members present , *whether in person or by means of electronic communication*, during a meeting of a public body;

(b) A commitment or promise made by a majority of the members present , *whether in person or by means of electronic communication*, during a meeting of a public body;

(c) If a public body may have a member who is not an elected official, an affirmative vote taken by a majority of the members present , *whether in person or by means of electronic communication*, during a meeting of the public body; or

(d) If all the members of a public body must be elected officials, an affirmative vote taken by a majority of all the members of the public body.

2. *"Deliberate" means collectively to examine, weigh and reflect upon the reasons for or against the action. The term includes, without limitation, the collective discussion or exchange of facts preliminary to the ultimate decision.*

3. "Meeting":

(a) Except as otherwise provided in paragraph (b), means:

(1) The gathering of members of a public body at which a quorum is present , *whether in person or by means of electronic communication*, to deliberate toward a decision or to take action on any matter over which the public body has supervision, control, jurisdiction or advisory power.

(2) Any series of gatherings of members of a public body at which:



(I) Less than a quorum is present , *whether in person or by means of electronic communication*, at any individual gathering;

(II) The members of the public body attending one or more of the gatherings collectively constitute a quorum; and

(III) The series of gatherings was held with the specific intent to avoid the provisions of this chapter.

(b) Does not include a gathering or series of gatherings of members of a public body, as described in paragraph (a), at which a quorum is actually or collectively present ~~+~~ , *whether in person or by means of electronic communication*:

(1) Which occurs at a social function if the members do not deliberate toward a decision or take action on any matter over which the public body has supervision, control, jurisdiction or advisory power.

(2) To receive information from the attorney employed or retained by the public body regarding potential or existing litigation involving a matter over which the public body has supervision, control, jurisdiction or advisory power and to deliberate toward a decision on the matter, or both.

~~13-1~~ 4. Except as otherwise provided in ~~{this subsection,}~~ *section 2 of this act*, “public body” means:

(a) Any administrative, advisory, executive or legislative body of the State or a local government consisting of at least two persons which expends or disburses or is supported in whole or in part by tax revenue or which advises or makes recommendations to any entity which expends or disburses or is supported in whole or in part by tax revenue, including, but not limited to, any board, commission, committee, subcommittee or other subsidiary thereof and includes an educational foundation as defined in subsection 3 of NRS 388.750 and a university foundation as defined in subsection 3 of NRS 396.405, if the administrative, advisory, executive or legislative body is created by:

(1) The Constitution of this State;

(2) Any statute of this State;

(3) A city charter and any city ordinance which has been filed or recorded as required by the applicable law;

(4) The Nevada Administrative Code;

(5) A resolution or other formal designation by such a body created by a statute of this State or an ordinance of a local government;

(6) An executive order issued by the Governor; or

(7) A resolution or an action by the governing body of a political subdivision of this State;



(b) Any board, commission or committee consisting of at least two persons appointed by:

(1) The Governor or a public officer who is under the direction of the Governor, if the board, commission or committee has at least two members who are not employees of the Executive Department of the State Government;

(2) An entity in the Executive Department of the State Government consisting of members appointed by the Governor, if the board, commission or committee otherwise meets the definition of a public body pursuant to this subsection; or

(3) A public officer who is under the direction of an agency or other entity in the Executive Department of the State Government consisting of members appointed by the Governor, if the board, commission or committee has at least two members who are not employed by the public officer or entity; and

(c) A limited-purpose association that is created for a rural agricultural residential common-interest community as defined in subsection 6 of NRS 116.1201.

~~† → “Public body” does not include the Legislature of the State of Nevada.~~

~~—4.†~~ 5. “Quorum” means a simple majority of the constituent membership of a public body or another proportion established by law.

**Sec. 7.** NRS 241.020 is hereby amended to read as follows:

241.020 1. Except as otherwise provided by specific statute, all meetings of public bodies must be open and public, and all persons must be permitted to attend any meeting of these public bodies. A meeting that is closed pursuant to a specific statute may only be closed to the extent specified in the statute allowing the meeting to be closed. All other portions of the meeting must be open and public, and the public body must comply with all other provisions of this chapter to the extent not specifically precluded by the specific statute. Public officers and employees responsible for these meetings shall make reasonable efforts to assist and accommodate persons with physical disabilities desiring to attend.

2. Except in an emergency, written notice of all meetings must be given at least 3 working days before the meeting. The notice must include:

(a) The time, place and location of the meeting.

(b) A list of the locations where the notice has been posted.

(c) *The name and contact information for the person designated by the public body from whom a member of the public may request the supporting material for the meeting described in*



*subsection 5 and a list of the locations where the supporting material is available to the public.*

(d) An agenda consisting of:

(1) A clear and complete statement of the topics scheduled to be considered during the meeting.

(2) A list describing the items on which action may be taken and clearly denoting that action may be taken on those items by placing the term “for possible action” next to the appropriate item ~~H~~ *or, if the item is placed on the agenda pursuant to section 4 of this act, by placing the term “for possible corrective action” next to the appropriate item.*

(3) Periods devoted to comments by the general public, if any, and discussion of those comments. Comments by the general public must be taken:

(I) At the beginning of the meeting before any items on which action may be taken are heard by the public body and again before the adjournment of the meeting; or

(II) After each item on the agenda on which action may be taken is discussed by the public body, but before the public body takes action on the item.

➤ The provisions of this subparagraph do not prohibit a public body from taking comments by the general public in addition to what is required pursuant to sub-subparagraph (I) or (II). Regardless of whether a public body takes comments from the general public pursuant to sub-subparagraph (I) or (II), the public body must allow the general public to comment on any matter that is not specifically included on the agenda as an action item at some time before adjournment of the meeting. No action may be taken upon a matter raised during a period devoted to comments by the general public until the matter itself has been specifically included on an agenda as an item upon which action may be taken pursuant to subparagraph (2).

(4) If any portion of the meeting will be closed to consider the character, alleged misconduct or professional competence of a person, the name of the person whose character, alleged misconduct or professional competence will be considered.

(5) If, during any portion of the meeting, the public body will consider whether to take administrative action against a person, the name of the person against whom administrative action may be taken.

(6) Notification that:

(I) Items on the agenda may be taken out of order;



(II) The public body may combine two or more agenda items for consideration; and

(III) The public body may remove an item from the agenda or delay discussion relating to an item on the agenda at any time.

(7) Any restrictions on comments by the general public. Any such restrictions must be reasonable and may restrict the time, place and manner of the comments, but may not restrict comments based upon viewpoint.

3. Minimum public notice is:

(a) Posting a copy of the notice at the principal office of the public body or, if there is no principal office, at the building in which the meeting is to be held, and at not less than three other separate, prominent places within the jurisdiction of the public body not later than 9 a.m. of the third working day before the meeting; and

(b) Providing a copy of the notice to any person who has requested notice of the meetings of the public body. A request for notice lapses 6 months after it is made. The public body shall inform the requester of this fact by enclosure with, notation upon or text included within the first notice sent. The notice must be:

(1) Delivered to the postal service used by the public body not later than 9 a.m. of the third working day before the meeting for transmittal to the requester by regular mail; or

(2) If feasible for the public body and the requester has agreed to receive the public notice by electronic mail, transmitted to the requester by electronic mail sent not later than 9 a.m. of the third working day before the meeting.

4. If a public body maintains a website on the Internet or its successor, the public body shall post notice of each of its meetings on its website unless the public body is unable to do so because of technical problems relating to the operation or maintenance of its website. Notice posted pursuant to this subsection is supplemental to and is not a substitute for the minimum public notice required pursuant to subsection 3. The inability of a public body to post notice of a meeting pursuant to this subsection as a result of technical problems with its website shall not be deemed to be a violation of the provisions of this chapter.

5. Upon any request, a public body shall provide, at no charge, at least one copy of:

(a) An agenda for a public meeting;

(b) A proposed ordinance or regulation which will be discussed at the public meeting; and





(c) Subject to the provisions of subsection 6 ~~H~~ or 7, as *applicable*, any other supporting material provided to the members of the public body for an item on the agenda, except materials:

(1) Submitted to the public body pursuant to a nondisclosure or confidentiality agreement which relates to proprietary information;

(2) Pertaining to the closed portion of such a meeting of the public body; or

(3) Declared confidential by law, unless otherwise agreed to by each person whose interest is being protected under the order of confidentiality.

➤ The public body shall make at least one copy of the documents described in paragraphs (a), (b) and (c) available to the public at the meeting to which the documents pertain. As used in this subsection, “proprietary information” has the meaning ascribed to it in NRS 332.025.

6. A copy of supporting material required to be provided upon request pursuant to paragraph (c) of subsection 5 must be:

(a) If the supporting material is provided to the members of the public body before the meeting, made available to the requester at the time the material is provided to the members of the public body; or

(b) If the supporting material is provided to the members of the public body at the meeting, made available at the meeting to the requester at the same time the material is provided to the members of the public body.

➤ If the requester has agreed to receive the information and material set forth in subsection 5 by electronic mail, the public body shall, if feasible, provide the information and material by electronic mail.

7. *The governing body of a county or city whose population is 45,000 or more shall post the supporting material described in paragraph (c) of subsection 5 to its website not later than the time the material is provided to the members of the governing body or, if the supporting material is provided to the members of the governing body at a meeting, not later than 24 hours after the conclusion of the meeting. Such posting is supplemental to the right of the public to request the supporting material pursuant to subsection 5. The inability of the governing body, as a result of technical problems with its website, to post supporting material pursuant to this subsection shall not be deemed to be a violation of the provisions of this chapter.*

8. A public body may provide the public notice, information ~~and~~ or supporting material required by this section by electronic



mail. ~~HH~~ *Except as otherwise provided in this subsection, if a public body makes such notice, information ~~and~~ or supporting material available by electronic mail, the public body shall inquire of a person who requests the notice, information or supporting material if the person will accept receipt by electronic mail. If a public body is required to post the public notice, information or supporting material on its website pursuant to this section, the public body shall inquire of a person who requests the notice, information or supporting material if the person will accept by electronic mail a link to the posting on the website when the documents are made available.* The inability of a public body, as a result of technical problems with its electronic mail system, to provide a public notice, information or *supporting material or a link to a website* required by this section to a person who has agreed to receive such notice, information ~~or~~ , *supporting material or link* by electronic mail shall not be deemed to be a violation of the provisions of this chapter.

~~8~~ 9. As used in this section, “emergency” means an unforeseen circumstance which requires immediate action and includes, but is not limited to:

(a) Disasters caused by fire, flood, earthquake or other natural causes; or

(b) Any impairment of the health and safety of the public.

**Sec. 8.** NRS 241.030 is hereby amended to read as follows:

241.030 1. Except as otherwise provided in this section and NRS 241.031 and 241.033, a public body may hold a closed meeting to:

(a) Consider the character, alleged misconduct, professional competence, or physical or mental health of a person.

(b) Prepare, revise, administer or grade examinations that are conducted by or on behalf of the public body.

(c) Consider an appeal by a person of the results of an examination that was conducted by or on behalf of the public body, except that any action on the appeal must be taken in an open meeting and the identity of the appellant must remain confidential.

2. A person whose character, alleged misconduct, professional competence, or physical or mental health will be considered by a public body during a meeting may waive the closure of the meeting and request that the meeting or relevant portion thereof be open to the public. A request described in this subsection:

(a) May be made at any time before or during the meeting; and

(b) Must be honored by the public body unless the consideration of the character, alleged misconduct, professional competence, or



physical or mental health of the requester involves the appearance before the public body of another person who does not desire that the meeting or relevant portion thereof be open to the public.

3. A public body may close a meeting pursuant to subsection 1 upon a motion which specifies:

- (a) The nature of the business to be considered; and
- (b) The statutory authority pursuant to which the public body is authorized to close the meeting.

4. ~~{Except as otherwise provided in this subsection, meetings of a public body that are quasi-judicial in nature are subject to the provisions of this chapter. The provisions of this subsection do not apply to meetings of the State Board of Parole Commissioners when acting to grant, deny, continue or revoke parole of a prisoner or to establish or modify the terms of the parole of a prisoner.~~

~~—5.—~~ This chapter does not:

- (a) ~~{Apply to judicial proceedings.~~
- ~~—(b)—~~ Prevent the removal of any person who willfully disrupts a meeting to the extent that its orderly conduct is made impractical.
- ~~{(c)}~~ (b) Prevent the exclusion of witnesses from a public or ~~{private}~~ *closed* meeting during the examination of another witness.
- ~~{(d)}~~ (c) Require that any meeting be closed to the public.
- ~~{(e)}~~ (d) Permit a closed meeting for the discussion of the appointment of any person to public office or as a member of a public body.

~~{6. The exceptions provided by this section, and electronic communication, must not be used to circumvent the spirit or letter of this chapter to act, outside of an open and public meeting, upon a matter over which the public body has supervision, control, jurisdiction or advisory powers.}~~

**Sec. 9.** NRS 241.035 is hereby amended to read as follows:

241.035 1. Each public body shall keep written minutes of each of its meetings, including:

- (a) The date, time and place of the meeting.
- (b) Those members of the public body who were present , *whether in person or by means of electronic communication*, and those who were absent.
- (c) The substance of all matters proposed, discussed or decided and, at the request of any member, a record of each member's vote on any matter decided by vote.
- (d) The substance of remarks made by any member of the general public who addresses the public body if the member of the general public requests that the minutes reflect those remarks or, if the member of the general public has prepared written remarks, a



copy of the prepared remarks if the member of the general public submits a copy for inclusion.

(e) Any other information which any member of the public body requests to be included or reflected in the minutes.

2. Minutes of public meetings are public records. Minutes or audiotape recordings of the meetings must be made available for inspection by the public within 30 working days after the adjournment of the meeting at which taken. The minutes shall be deemed to have permanent value and must be retained by the public body for at least 5 years. Thereafter, the minutes may be transferred for archival preservation in accordance with NRS 239.080 to 239.125, inclusive. Minutes of meetings closed pursuant to:

(a) Paragraph (a) of subsection 1 of NRS 241.030 become public records when the public body determines that the matters discussed no longer require confidentiality and the person whose character, conduct, competence or health was considered has consented to their disclosure. That person is entitled to a copy of the minutes upon request whether or not they become public records.

(b) Paragraph (b) of subsection 1 of NRS 241.030 become public records when the public body determines that the matters discussed no longer require confidentiality.

(c) Paragraph (c) of subsection 1 of NRS 241.030 become public records when the public body determines that the matters considered no longer require confidentiality and the person who appealed the results of the examination has consented to their disclosure, except that the public body shall remove from the minutes any references to the real name of the person who appealed the results of the examination. That person is entitled to a copy of the minutes upon request whether or not they become public records.

3. All or part of any meeting of a public body may be recorded on audiotape or any other means of sound or video reproduction by a member of the general public if it is a public meeting so long as this in no way interferes with the conduct of the meeting.

4. Except as otherwise provided in subsection 6, a public body shall, for each of its meetings, whether public or closed, record the meeting on audiotape or another means of sound reproduction or cause the meeting to be transcribed by a court reporter who is certified pursuant to chapter 656 of NRS. If a public body makes an audio recording of a meeting or causes a meeting to be transcribed pursuant to this subsection, the audio recording or transcript:



(a) Must be retained by the public body for at least 1 year after the adjournment of the meeting at which it was recorded or transcribed;

(b) Except as otherwise provided in this section, is a public record and must be made available for inspection by the public during the time the recording or transcript is retained; and

(c) Must be made available to the Attorney General upon request.

5. Except as otherwise provided in subsection 6, any portion of a public meeting which is closed must also be recorded or transcribed and the recording or transcript must be retained and made available for inspection pursuant to the provisions of subsection 2 relating to records of closed meetings. Any recording or transcript made pursuant to this subsection must be made available to the Attorney General upon request.

6. If a public body makes a good faith effort to comply with the provisions of subsections 4 and 5 but is prevented from doing so because of factors beyond the public body's reasonable control, including, without limitation, a power outage, a mechanical failure or other unforeseen event, such failure does not constitute a violation of the provisions of this chapter.

**Sec. 10.** NRS 241.037 is hereby amended to read as follows:

241.037 1. The Attorney General may sue in any court of competent jurisdiction to have an action taken by a public body declared void or for an injunction against any public body or person to require compliance with or prevent violations of the provisions of this chapter. The injunction:

(a) May be issued without proof of actual damage or other irreparable harm sustained by any person.

(b) Does not relieve any person from criminal prosecution for the same violation.

2. Any person denied a right conferred by this chapter may sue in the district court of the district in which the public body ordinarily holds its meetings or in which the plaintiff resides. A suit may seek to have an action taken by the public body declared void, to require compliance with or prevent violations of this chapter or to determine the applicability of this chapter to discussions or decisions of the public body. The court may order payment of reasonable attorney's fees and court costs to a successful plaintiff in a suit brought under this subsection.

3. *Except as otherwise provided in section 4 of this act:*

(a) Any suit brought against a public body pursuant to subsection 1 or 2 to require compliance with the provisions of this



chapter must be commenced within 120 days after the action objected to was taken by that public body in violation of this chapter.

(b) Any such suit brought to have an action declared void must be commenced within 60 days after the action objected to was taken.

**Sec. 11.** NRS 241.039 is hereby amended to read as follows:

241.039 1. ~~The~~ *Except as otherwise provided in section 4 of this act, the* Attorney General shall investigate and prosecute any violation of this chapter.

2. In any investigation conducted pursuant to subsection 1, the Attorney General may issue subpoenas for the production of any relevant documents, records or materials.

3. A person who willfully fails or refuses to comply with a subpoena issued pursuant to this section is guilty of a misdemeanor.

**Sec. 12.** This act becomes effective on July 1, 2013.



## **Resolution – Amendment to Articles of Incorporation**

The following Resolution is being considered for approval by the Board of Directors of Nevada Health Information Exchange at a Meeting dated \_\_\_\_\_, 2013:

### **Approval of Amendment to Articles of Incorporation.**

WHEREAS, the Board of Directors of the Corporation desires to amend the Articles of Incorporation of the Corporation to provide for no members.

WHEREAS, the Board of Directors of the Corporation have been presented with and reviewed a proposed Certificate of Amendment to Articles of Incorporation for Nonprofit Corporation to amend Article Eighth of the Articles of Incorporation of the Corporation to provide for no members.

RESOLVED, that the aforesaid Article Eighth of the Articles of Incorporation of the Corporation, shall be, and hereby is, amended and adopted as described in the proposed Certificate of Amendment to Articles of Incorporation for Nonprofit Corporation, without change.

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized and directed to sign and file with the Nevada Secretary of State the proposed Certificate of Amendment to Articles of Incorporation for Nonprofit Corporation.

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized and directed to place a copy of the Certificate of Amendment to Articles of Incorporation for Nonprofit Corporation in the minute book of the Corporation, and properly to certify the same.

# **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. 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, or family:

- 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.

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.



## **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