

Health Information Alliance, Inc.

Board Meeting Agenda

October 1, 2019

4:00-7:00 pm

Regular Meeting

Location: ProHealth Physicians, Inc. Administrative Offices

3 Farm Glen Boulevard

Farmington, CT 06032

- I. Opening
- II. Roll Call
- III. Opening Statement
 - a. Introductions
 - b. Meeting Agenda

RECOMMENDED ACTION: That the Board accept the meeting agenda.

- IV. Business Agenda
 - a. Incorporation
 - i. Conflict of Interest Policy
 - ii. Articles of Incorporation
 - iii. Board Bylaws

RECOMMENDED ACTION: That the Board accept the Conflict of Interest Policy, Articles of Incorporation and Board Bylaws.

- b. Election of Officers
 - i. Executive Director

RECOMMENDED ACTION: That the Board hereby create an Executive Search Committee as an ad-hoc committee of the Board of Directors which will be comprised of no fewer than three (3) voting members of the Board and will be charged with identifying, interviewing and recommending a candidate/candidates to the full Board for appointment to Executive Director.

Health Information Alliance, Inc.

RECOMMENDED ACTION: That the Board hereby delegates the authority to supervise and control all the business and affairs of the Corporation and the power to sign, acknowledge and deliver on behalf of the Corporation all deeds, agreements and other formal instruments, and implementation of orders and policies of the Board to the Chairperson of the Corporation, Allan Hackney, until such time as the Board appoints an Executive Director pursuant to the recommendation of the Executive Director Search Committee. Such authority shall be subject to the input and control of the Board.

ii. Treasurer

RECOMMENDED ACTION: That the Board table the election of the Board Treasurer until the regularly scheduled Board meeting in November.

iii. Secretary

RECOMMENDED ACTION: That the Board table the election of the Board Secretary until the regularly scheduled Board meeting in November.

c. Business Plan Highlights

i. Mission, Vision and Governance Framework

ii. Financials

RECOMMENDED ACTION: That the Board authorize a majority of its members to begin the negotiation of a contract with the Office of Health Strategy (OHS).

iii. Trust Framework

RECOMMENDED ACTION: That the Board authorize the Chairperson to negotiate trusted legal framework agreements with organizations sharing information (i.e., Covered Entities and Trusted Data Sharing Organizations) with HIA, Inc.

d. Board Policies

V. Consent Agenda

RECOMMENDED ACTION: That the Board accept the consent agenda.

a. Annual Board Meeting Schedule

VI. Adjournment

Health Information Alliance, Inc.

Board Meeting Minutes

October 1, 2019

4:00-7:00 pm

Regular Meeting

Location: ProHealth Physicians, Inc. Administrative Offices

3 Farm Glen Boulevard

Farmington, CT 06032

Directors Present: Allan Hackney, Jill Hummel, Mark Raymond, Lisa Stump, John Vittner.

Opening Roll Call, Opening Statement:

Allan Hackney recognized a quorum and called the meeting to order at 4:05 pm. The members were welcomed and introductions were made around the table.

The Chairperson invited Sri Muthu, Brenda Shipley and Allen Davis to join the Board discussion.

Meeting Agenda

Motion: To approve the 10/1 Board Meeting Agenda.

Mark Raymond created the motion. Lisa Stump seconded the motion. There was no further discussion.

Motion carried.

Business Agenda

Conflict of Interest Policy, Articles of Incorporation, Board Bylaws

Steve Bonafonte reviewed the Conflict of Interest Policy and opened the discussion for questions. Directors were asked to sign the Conflict of Interest Policy Statements.

Motion: For the Board to accept the Conflict of Interest Policy, Articles of Incorporation, and Board Bylaws.

Jill Hummel created the motion. Sri Muthu seconded the motion. There was no further discussion.

Motion carried.

Election of Officers

- i. Executive Director

The Board discussed the need for an Executive Director of HIA, Inc.

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Motion: To form an Executive Director Search Committee, as an ad-hoc committee of the Board of Directors. The Executive Director Search Committee shall be composed of no less than three voting members of the Board who are charged with identifying, interviewing and recommending a candidate/candidates to the full Board for appointment to Executive Director, within six months of the October 1, 2019 meeting.

Moved by Lisa Stump and seconded by John Vittner. There was no further discussion. **Motion carried.**

Motion: To delegate authority to the chairperson, Allan Hackney to supervise and control all the business and affairs of the Corporation and the power to sign, acknowledge and deliver on behalf of the Corporation all deeds, agreements and other formal instruments, and implementation of orders and policies of the Board to the Chairperson of the Corporation, until such time as the Board appoints an Executive Director pursuant to the recommendation of the Executive Director Search Committee. Such authority shall be subject to the input and control of the Board.

This motion was created by Allen Davis, and seconded by Lisa Stump. There was no further discussion. **Motion carried.**

ii. Treasurer

Motion: For the Chairperson make a recommendation for an interim treasurer to the board in November until a permanent treasurer is hired or appointed subject to prior resolution.

Moved by Jill Hummel and seconded by Allen Davis. There was no further discussion. **Motion carried.**

iii. Secretary

Motion: That the Board appoint an interim secretary to perform duties outlined in section 4.5 of the bylaws, until such time as the Board appoints a permanent secretary, subject to interpretation of the bylaws. Mark Raymond created the motion. Seconded by Lisa Stump. **Motion carried.**

Motion: To appoint Tina Kumar as interim secretary. Jill Hummel created a motion. Lisa Stump seconded the motion. There was no further discussion. **Motion carried.**

Business Plan Highlights

Sabina Sitaru presented an overview of the HIA's mission, vision and governance framework.

Brenda Shipley requested a discussion with the Michigan Health Information Network model regarding its approach and operational experiences at an upcoming Board meeting.

Grace Austin presented an overview of the HIA's financial plans over the next five (5) year projections.

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Motion: That the Board authorize Steve Bonafonte to identify and select outside counsel to represent the entity and negotiate the OHS contract within available resources, subject to Board approval. Jill Hummel created the motion. Allen Davis seconded the motion. There was no further discussion.

Motion carried.

Steve Belafonte gave a very brief overview of the Trust framework. A more detailed presentation will be given at the regular November Board meeting.

Consent Agenda

Steve Belafonte reported that the HIA management is working on a number of Board policies. They will be presented to the Board for first read during future meetings.

Motion: That the Board accept the consent agenda and authorize incubation staff to develop draft policies and bring to the Board for their review. Mark Raymond created motion. John Vittner seconded the motion. There was no further discussion. **Motion carried.**

Executive Search Committee:

The Board recognizes Mark Raymond, Lisa Stump, and John Vittner as voting members of the Executive Director Search Committee, and Brenda Shipley as a non-voting member.

Adjournment:

Motion: A motion was made to adjourn the meeting by Lisa Stump and seconded by John Vittner.

Motion carried. The meeting adjourned at 7:35 PM.