



**HEALTH INFORMATION TECHNOLOGY EXCHANGE OF CONNECTICUT
BOARD OF DIRECTORS REGULAR MEETING MINUTES
Monday, August 20, 2012
4:30 pm – 6:30 pm
Bureau of Enterprise Systems and Technology
East Hartford, CT**

COMMITTEE MEMBERS PRESENT: Marianne Horn (for Commissioner Jewel Mullen), Thomas Agresta (Vice Chair), Ellen Andrews, Ronald Buckman, Daniel Carmody (Secretary), Steve Casey, Peter Courtway (phone), Brenda Kelley, Mark Masselli (phone), Angela Mattie, Bettye Jo Pakulis (representing Lt.Gov. Nancy Wyman), Barbara Parks Wolf

COMMITTEE MEMBERS ABSENT: Commissioner Jewel Mullen (Chair), Commissioner Roderick Bremby, Kevin Carr, John Gadea, John Lynch, Steven Thornquist, Demian Fontanella (representing Victoria Veltri),

HITE-CT: David Gilbertson (Chief Executive Officer) (phone), John DeStefano (Chief Technology Officer); Chris Kraus (Administrative Project Officer), Lori Reed-Fourquet (Consultant); Bruce Chudwick (Shipman & Goodwin); Gregg Lallier (UKS)

STATE AGENCY REPRESENTATIVES: Karen Buffkin (OPM)

PUBLIC REPRESENTATIVES: Steve Ruth (eHealth CT), Minakshi Tikoo (UCHC), Ed Tierney (HITE-CT intern), Peter Armstrong (HITE-CT intern), Nancy Coccagna (HITE-CT intern)

CALL TO ORDER

T. Agresta recognized a quorum and called the meeting to order at 4:40PM.

HITE-CT BOARD OF DIRECTORS MEETING MINUTES – July 23, 2012

MOTION: A motion was made and seconded by S. Casey and D. Carmody, respectively, to approve the minutes. All in favor. **Motion passed.**

HITE-CT BOARD BUSINESS

Treasurer's Report (T. Agresta)

T. Agresta reported current status as of the end of the fiscal year (6/30/12): total income from the DPH contract: \$2,777,743.37 and total expenses of \$2,895,486.21; total net income of \$79,019.24. (There were funds from the previous fiscal year.)

For current status as of 8/16/12: total assets = \$529,563.52 (\$237,313.52 in bank account; 12,005.88 held in escrow for retirement account; and \$292,250.00 in Accounts Receivable). HITE-CT's current liabilities are \$584,658.74, leaving a net loss of \$55,095.22.

MOTION: A motion was made and seconded by T. Agresta and S. Casey, respectively, to accept the Treasurer's report. All in favor. **Motion passed.**

EXECUTIVE SESSION

Pursuant to Conn. Gen. Stat. Section 1-210(b)(10), to discuss communications privileged by attorney-client relationship relating to the strategy and negotiations with respect to the Axway contract.

MOTION At 4:45 p.m. a motion was made and seconded by B. Kelley and B.J. Pakulis, respectively, to move into Executive Session to discuss attorney-client privileged communications relating to the strategy and negotiations with respect to the Axway contract. J. DeStefano, C. Kraus, L. Fourquet, M. Horn, B. Chudwick, G. Lallier, and K. Buffkin were invited to attend. All in favor. **Motion passed.**

Executive Session ended at 5:55.

HITE-CT AGENCY BUSINESS

CEO Report (D. Gilbertson)

D. Gilbertson reported that the revised benefits plan was approved by the Executive Committee and the final version was distributed to the Board with the administrative procedure that outlined when the CEO can negotiate additional PTO days.

MOTION: A motion was made and seconded by B. Kelley and R. Buckman, respectively, to accept the HITE-CT benefits plan with the administrative policy related to PTO negotiations by the CEO. All in favor. **Motion passed.** E. Andrews abstained.

D. Gilbertson reported that the HITE-CT sustainability plan and update was submitted to ONC on 8/13/12.

CTO REPORT (J. DeStefano)

We have signed up with ZOHO, an online CRM (Customer Relationship Management) application to assist with our marketing and customer support efforts for Direct. We have summarized our research about HIE and Direct in other states in a Lessons Learned document, which will be distributed to the Board members. Key points include that RECs are part of some state HIEs. Since RECs have a built-in customer base, this is helpful for marketing. Rhode Island found customer word of mouth worked best. Customers talked to other customers about signing up for Direct. Pennsylvania invited HISP vendors into the state to offer Direct services. Danbury Hospital already offers Direct through Axolotl. HITE-CT wants to be able to connect providers to Direct as needed. We are also working on an Enterprise Architecture Blueprint that articulates our business—how to line up technology to support the business and the business needs of the community. D. Carmody added that we need a state approach. S. Casey offered assistance and noted that they have been working on identity and access management and are waiting to see if they can get funding from the Bonding Commission and a certificate of authority.

J. DeStefano also mentioned the HISP marketplace approach to Direct that several states have initiated. HITE-CT has created a draft framework, which will be reviewed by the Technical Infrastructure Committee and then presented to the Board.

J. DeStefano reported on the pilot status—we are working with the Axway Mailgate product to connect CHC and CMHA, so they can send secure emails back and forth. A meeting is scheduled with Quest to discuss a more Direct-type implementation.

CEO Transition

D. Gilbertson provided an update of the transition plan that details who will take on the operational tasks as of 9/1/12. C. Kraus will handle the day-to-day administrative, accounting, budgeting, contracting, HR functions, and grant reporting. She is working with Paychex on an HR Manual, which she will submit to the Board for final approval. Paychex handles the payroll and an accounting firm keeps the books. He requested that a decision be made to determine who has the authority to execute funds and sign contracts. He recommended J. DeStefano be assigned signing authority for approving and making payments, so we have a separation of duties.

B. Chudwick reported that the Board has the authority to adopt a Resolution to provide and delegate authority to someone in the absence of the CEO. T. Agresta noted that the Chair and Vice-Chair can enter into a contract, which is different than authorizing assigning authority for payment. D. Gilbertson reported that there are no pending contracts, but participation agreements for the pilot would need to be signed.

MOTION: A motion was made and seconded by A. Mattie and S. Casey respectively, to delegate and allow sign off of administrative tasks to C. Kraus and to authorize J. DeStefano to sign off on expenditures and contracts with the limits stated in our financial policies as of 8/31/12. All in favor. **Motion passed.**

COMMITTEE UPDATES

Executive Committee (T. Agresta)

The Executive Committee met once in the past month to discuss the revised HITE-CT benefits package, D. Gilbertson's transition plan and the Axway contract negotiations.

Business & Operations (B&O)

No update

Finance (D. Carmody)

No update

Legal and Policy

L. Fourquet noted that the August meeting was cancelled and the Committee is scheduled to meet on 9/5/12. The Committee is reviewing workflow and disclosure information to patients.

SPECIAL POPULATIONS (B. Kelley)

The Committee has not met since March 2012, as they are waiting to learn more about the direction of the HIE and how it applies to the consumer.

TECHNICAL INFRASTRUCTURE (J. DeStefano)

The last Committee meeting was devoted to a Direct learning session. The Committee has completed the Onboarding Agreement. P. Courtway reported that they are working through the on-boarding procedure to ensure that the technology works as needed by the end user.

PUBLIC COMMENT:

No public comment

ADJOURNMENT

MOTION: A motion was made and seconded by R. Buckman and S. Casey, respectively, to adjourn. All in favor. **Motion passed.** The meeting adjourned at 6:35 PM.

SCHEDULE OF MEETINGS

September 17, 2012