

THINC RHIO, Inc.

Taconic Health Information Network and Community

THINC RHIO Annual Meeting of the Board of Directors
August 6, 2008, 6:30pm-8:30pm

Board Members Present: Mike Duffy, Chairperson
Mark Foster
Gene Heslin
Arthur Levin
Art Nizza
Robert Savage

Board members Absent: Paul Kaye

Non-Board Members Present: A. John Blair, III
Steve Rossi
Susan Stuard
Asha Upadhyay

Meeting materials: 1) Annual Board Meeting Agenda, 2) List of THINC Directors, 3) List of THINC Officers, 4) List of THINC Committee Members, 5) THINC Board Requirements, 6) THINC Board Seat Matrix, 7) July 2008 Board Meeting Minutes, 8) THINC Update Report August 2008, 9) THINC Financials.

I. MEMBERSHIP MEETING

A) Election of Directors

A motion was made to accept the election of the Directors of the corporation. The motion was seconded and approved.

II. ANNUAL MEETING OF THE BOARD OF DIRECTORS

A) Election of Officers

A motion was made to accept the election of the Officers of the corporation. The motion was seconded and approved.

B) Approval of Committee Members

A motion was made to approve the Committee members of the corporation. The motion was seconded and approved.

C) Governance Structure

Mike Duffy reviewed the Board seat matrix document stating that currently there are seven members on the board. The by-laws call for a certain types of representation on the board. The current configuration of the Board fulfills the requirements of the by-laws, with the exception of the Public Health slot which needs to be filled. This recruitment for the public health slot is in process. The THINC by-laws indicate that the maximum term for a board member to serve is for six years. Noting that several board members are three years into the six year limit, Mike Duffy

asked the Board members to think of potential candidates to add to the board and come to the next board meeting with names of individuals for discussion.

Susan Stuard said that in her discussions with Board members several suggestions were made for the Board positions - consumer representative, health plan representative, employer representative, or providers.

Art Nizza suggested that if a health plan representative was added then to select someone from a regional state health plan. Mark Foster suggested IBM for an employer representative, since they are a big player in the region. Dr. John Blair suggested that Martin Sepulveda, head of IBM Global Well Being for the Business representative slot.

Mike Duffy said that Health Plans were initially left off the board for strategic reasons. Health Plans are very active on the Quality committee.

Art Levin suggested that consumers be added to the Privacy Committee. In general, he said the committees can be utilized as a resource for finding candidates for the Board based on their level of interest and commitment. In the case of the consumer slot on the Board, a person whose health information is flowing through the system would be ideal.

Mike Duffy asked the Board members to come to the next meeting with a couple of nomination ideas for discussion at the next meeting. We can discuss and then issue invitations to the selected nominees. This list should be kept confidential.

III. PUBLIC SESSION

A) APPROVAL OF July 2008 MEETING MINUTES

Mike Duffy, Chair asked for a motion to approve the minutes of the July 2008 meeting of the Board of Directors. A motion was made and seconded and the minutes were unanimously approved.

B) THINC PROJECTS UPDATE

Susan Stuard gave an update on the following projects:

1. NYSDOH – HEAL 1

THINC requested a two year no-cost extension from NYSDOH for this project, from August 1, 2008 to July 31, 2010. We have been informed that the NYS DOH Office for Health Information Technology Transformation (OHITT) recommended to the NYS DOH HEAL Office and the NYS Office of the Controller (OSC) that an extension be given. The HEAL office has verbally approved the extension. It is now under review by the OSC which could take up to eight weeks for a decision. The details of the extension are being discussed, including a revised EMR rollout plan.

The HEAL NY office at the NYSDOH has referred a matter of THINC vouchering to the audit office. The Board discussed the issue and asked THINC management to give ongoing updates as information becomes available.

Dr. John Blair gave the MedAllies update for the project. He said that MedAllies has close to 220 providers implemented on EMRs. MedAllies is also close to finalizing a contract with a Hudson Valley hospital which will be for approximately 150 to 200 EHR licenses. This contract would help THINC get to approximately 400-450 implementations by the end of 2008.

2. NYSDOH – CDC HIE

THINC will sign the contract for this project this week. In anticipation of the public health work on this grant, THINC reconvened the Public Health Committee on July 24th. We will have another meeting in September.

3. NYSDOH-P4P/Medical Home

We have received the Kingston IRB approval and are now waiting for the Cornell IRB approval on the participation agreements. We had some contract delays with VIPS, the data aggregator for this project.

Mike Duffy asked what are we trying to prove with this project. Dr. Blair noted that we want to help doctors achieve advanced medical home certification, look at the difference in quality between these providers and the rest of the hudson valley providers, and assess utilization metrics across the whole community of patients. The assumption is implementation of medical home will result in a reduction of re-admissions for chronic patients and decrease in specialty referrals. Cornell is overseeing this evaluation.

4. NYSDOH- HEAL 5 - SHINNY & CIS

THINC contracts for the HEAL 5 projects were executed two weeks ago. THINC received approval from the OHITT office on 20% of the budget advances on the projects for approximately \$2.2M. We will now enter the first phase of the project in which we will develop the detailed work plans and budgets for the project.

THINC & MedAllies is staffing several of the NYeC's 14 committees workgroup's and sub-workgroups for the HEAL 5 projects. Two of the THINC Board members are also on the NYeC Board – Gene Heslin and Art Levin.

C) THINC FINANCIALS

Steve Rossi reviewed the details of the THINC Financials documents with the Board. The implementation and license revenue is less than budget due to slower than expected implementations. A new sales person will be joining MedAllies shortly and should be able to increase the interest in EHRs. Overall, THINC is on budget for the year.

Steve Rossi informed the Board that the 2007 audited financial statements for THINC should be ready for review at the next Board meeting. A Finance Committee will be scheduled to review the audit report.

A motion was made, seconded and approved to accept the Financials.

D) THINC – Feedback from 1:1 Sessions with Board members

Susan gave a powerpoint presentation to the Board about her findings with her 1:1 discussions with the Board members. She wanted to get initial feedback on THINC and the organization's priorities for the next twelve months.

She said in general the Board members are excited about the possibilities of THINC. But there was emphasis to regain momentum on promises made to stakeholders, i.e., EHR implementations, HVHIE build, etc. She asked the Board for help on introductions to organizations and individuals in the Hudson Valley. She also asked for support in affirming relationships with Hospitals, county health departments, and other support that will be needed as we move forward.

She said that in general, the Board would like to have more information about the various grant projects – what are the goals, what is the second generation HVHIE, how do the various grant projects come together in the overall strategic planning and vision for THINC.

She said that in fall 2008, THINC management will layout for the Board the high level work plans and goals for the various grant projects. A more comprehensive written update will be prepared for each Board packet that will be sent in advance of the Board meeting. Board members are asked to review this update before the meeting and come prepared with any questions. Mike Duffy noted that discussion of the project update at the Board meeting should be able to happen at a higher level with the update being sent in advance.

Susan Stuard noted feedback that Board meetings are too long. She proposed that the Board meet bi-monthly in 2009. Mike Duffy and a few of the Board members said that we should keep the 2008 monthly meetings on the calendars and cancel a meeting if it is not needed.

Susan suggested topics for future topics of the Board meetings: HVHIE vision and architecture, high level grant work plans and goals; evaluation efforts with Cornell, and an overview of NYeC and its Statewide Collaboration Process.

Susan Stuard asked the Board for additional comments and feedback. Mark Foster said that what is interesting is that THINC is nationally known, but locally unknown. He said that the local constituents know TIPA or MedAllies but not THINC. Mike Duffy said that this is why we need to expand the Board members with leaders who have a larger network – physicians, employers, hospitals, etc. He said that when we think of a company, we should think of not just someone who works in this area, but someone who is a general executive. This person would be more interested in everything that is going on and sees this as a piece of the big picture. This type of individual can help us shape the vision.

Mike Duffy said in addition, we need to have a spokesperson visiting organizations and people on a regular basis. He said that many are starting to use EHRs in the community, including large practices but the next step is to get this more widely accepted. So there is a need to do more selling. Susan Stuard said that people need to be more involved in the Privacy and IT committees as an engagement and connection process.

Mike Duffy said that we need to build the HVHIE and then convince everyone that there is value in participating in the exchange. Gene Heslin said that a physician wants this to help in their ability to see more patients and increase revenue.

Dr. Blair said that in the future, THINC RHIO will not only be about EMRs and the HVHIE, but it will be about creating an integrated community network. There is a long term value proposition here with THINC which is more than just a technical exchange of data.

E) NEW BUSINESS

There was no new business. A motion was made, seconded and approved to adjourn the public meeting and the Board reconvened in Executive Session.