

**Delaware Health Information Network
Executive Committee Meeting
Friday, August 19, 2016
10:00 a.m. –11:30 a.m.**

In-Person

**Christiana Data Center
Conference Room 205
One Reads Way
New Castle, DE 19720**

Meeting Minutes

I. CALL TO ORDER

Dr. Stephen Lawless called the meeting to order at 10:08 a.m.

II. APPROVAL of June 24, 2016 MINUTES

Bill Kirk motioned for the minutes to be accepted as presented. Meredith Stewart-Tweedie seconded the motion. Minutes were approved unanimously.

**III. Management Reports
Grant Activities and Targets**

Behavioral Health/Long Term Post-Acute Communities:

DHIN continues working with both Behavioral Health and Long Term Post-Acute Communities in executing our grant outcomes. It has been a long process, but we continue to move forward.

Eligible Professionals: One of DHIN's goals is to have eligible professionals sending CCDs at the conclusion of each encounter. We continue to make great progress on all portions of the grant execution with Eligible Professionals to include the Event Notification System and CCDs.

Consumer Engagement:

DHIN submitted an RFP for a state-wide patient portal on July 11, 2016; and we received four proposals. The selection committee consisted of four DHIN management staff members; three hospital representatives from Nemours, Beebe and Christiana; in addition to one representative from the Medical Society of Delaware. Fifty-five percent of the selection criteria is based on technical quality/completeness and cost/business sustainability. Three vendors have been asked to present a demo of their product to the committee on August 31, 2016; and we are expecting the final evaluation and vendor selection by September 7, 2016.

Cooperative Agreement Spend Down:

At the July Annual Board of Directors Meeting, we announced the DHIN's spend down for the grant was twenty-six percent. On average, all grantees are currently at fifteen percent spend down. ONC remains satisfied with DHIN's overall progress and continues to release funds.

Grant Application Update

ONC recently announced a new grant with a very short timeline and will be supplemental to our current grant. The grant is only being offered to the twelve HIEs that currently have a grant under ONC; a total of four grants will be awarded in the amount of \$625,000; and the announcement will be made in mid-September.

The purpose of this grant is to expand the exchange of ADT files and the notification Services driven by ADTs. Delaware is fortunate that our neighboring state, Maryland also has a very mature and robust state-wide HIE. Based on the state residence of the patient, Delaware receives ADTs from all Maryland hospitals and Maryland receives ADTs from Delaware hospitals, enabling both states to use the shared data to fuel our ENS. However, our biggest population is in New Castle County which borders the Pennsylvania line. We have approached Health Share Exchange (HSX), the HIE for the five counties of Southeastern Pennsylvania, in hopes they would commit to this grant opportunity; we have received a firm commitment from HSX and they are ready to work with us to exchange ADTs between the five counties of Southeastern Pennsylvania and Delaware.

ONC is also looking for grantees to develop a trust and legal framework that can be scalable nationwide, achieve standardization of the ADT messages that would allow for exchange nationwide to fuel Event Notification and clinical quality measure reporting, and Provider Directory for Direct Secure Messaging that crosses state borders. When we begin crafting the agreement with Pennsylvania, we want to ensure that we can frame a trust bundle that can be used across the nation. Once announced, the period of performance will be ten months.

Governance: Delaware Healthcare Claims Data Base

We have the good fortune of having available the consultants who are working with SIM work to help with technical assistance and operational set up of the claims database.

The Healthcare Claims Data Base statute states that the DHIN Board or committee of the Board will provide the governance of the Claims Database. Since all requests for access to data must go through the governance review, a committee may be the better option. A cross section of stakeholder representation similar to that of the full DHIN Board would be needed, striking a balance so that the committee would be small enough to function, but large enough to include broad representation and allow for recusal for members with conflicts.

Revision of DHIN By-Laws

Confidential Draft dated 8-18-16; for discussion purposes only

Meredith Stewart-Tweedie stated that the DHIN Executive Committee has the power to act for the Board of Directors on certain matters. As we begin developing the governance and the technical specifications in support of a health claims database, we should also review DHIN's By-Laws. Below is an executive summary for review in order to provide feedback which can be then presented to the Board of Directors at the October meeting:

Executive Summary—Proposed Changes to DHIN Bylaws

(1) **Article III: Corporate Purposes.** This provision outlines the statutory purposes of the DHIN. The proposed revision adds a sentence about administering the Health Care Claims Database pursuant to DHIN’s authority under the new statute, 16 *Del. C.* Ch. 103, Subch. II.

(2) Article IV: Board of Directors

a. **Art. IV §§ 2 and 3—Board Composition:** These provisions specify that there shall be 19 voting members of the Board, and that such members shall reflect certain stakeholder groups. The proposed revision clarifies that such requirements are consistent with those of the DHIN’s authorizing statute, 16 *Del. C.* § 10302.

b. **Art. IV § 7—Attendance Expectations.** This provision states that Directors are expected to attend all meetings, and states that a Director who misses more than three consecutive meetings or fails to attend a total of $\frac{3}{4}$ of all regularly scheduled meetings in a calendar year is “subject to removal for non-attendance.” The proposed revision changes this language to match the statutory language for removal of Directors. The DHIN statute states that the Board may recommend for the Governor’s approval the removal of a Director who is absent from 3 consecutive meetings “without adequate reason” or who fails to attend “at least half” of all regular business meetings during a calendar year. 16 *Del. C.* § 10302(a).

c. **Art. IV § 8—Restrictions:** This provision currently states that no more than one Director may serve from any organization or agency from which the Director receives income or primary employment. This restriction may be overly broad for its intended purpose. Accordingly, the proposed revision adds language to clarify that this restriction does not apply to the Chair of the Board, nor does it apply to State employees serving in *ex officio* appointments.

d. **Art. IV § 9—Terms:** This provision states that a Director may serve two consecutive three-year terms. It also states that Directors whose terms have ended, or Directors who have resigned, are not eligible for re-appointment to the Board for a period of one (1) year.

e. **Art. IV § 11—Conflicts of Interest:** This provision notes that as a public instrumentality of the State, all DHIN Directors, Officers, committee members and employees are subject to the State of Delaware “Code of Conduct.” This provision requires all Directors, Officers and Committee members to sign a conflict of interest statement and complete a financial disclosure statement.

Proposed revisions:

i. While the DHIN statute, 16 *Del. C.* § 10303(6), requires DHIN to include in its bylaws a conflict of interest provision requiring Board members, committee members and DHIN staff to sign conflict of interest statements, the statute language is somewhat vague and leaves to the DHIN’s discretion the format and content of such statement. The proposed revision clarifies that Conflict of Interest Statements will be on a form approved by the Executive Committee and signed upon appointment or reappointment of each Director.

ii. The second proposed revision to this Section attempts to reconcile the bylaws with what the public integrity statute actually requires. DHIN Directors are not public officers under the statute and are not required to file financial disclosure statements, nor are DHIN employees who do not also constitute public officer employees under the Statute.

(3) **Article V: Meetings of the Board**

a. **Art. V § 4—Video Conferencing:** This provision allows the Board to meet by “video conference.” The proposed revision clarifies that the Board may elect to allow Director participation by telephone or other appropriate means, and may elect to meet by video conference, webinar or other means, provided that the Board acts consistently with the requirements of the Freedom of Information Act. The revision is intended to clarify that the Board will generally conduct its business by in-person meeting, but allows flexibility for special circumstances.

b. **Art. V § 6--Quorum:** This provision currently provides that “a simple majority of the Board of Directors as composed by statute” will constitute quorum. The proposed revision states that a quorum is a majority of members appointed, which is consistent with the language of the DHIN statute, and allows quorum to be satisfied in the event of multiple unfilled vacancies on the Board.

(4) **Article VIII: Committees of the Board**

a. **Art. VIII § 5 [new]—Health Care Claims Database Committee.** This proposed new provision authorizes the establishment of a Committee of the Board to administer the Health Care Claims Database. The Committee, which will consist of a minimum of five and a maximum of eleven members, will be authorized to act on behalf of the Board with respect to the approval of requests for claims data in accordance with the statute.

(5) **Article XIII—Amendment.** This provision authorizes the Board of Directors to amend the Bylaws at any regular or special meeting “called for that purpose,” provided that notice of the proposed amendment is given to each Director at least five days in advance of the meeting. It also states that “no notice shall be required if all Directors are present and all vote in favor of the amendment.” The proposed revision removes the last sentence. The Board is already authorized to waive notice and timing requirements by written consent of the Directors pursuant to Article X of the Bylaws.

The proposed revisions to the Bylaws were discussed at length. Due to the absence of the board chair, a vote was tabled. The vote would be for or against a recommendation to the fully Board at the October meeting to adopt the proposed revisions, and there is time for further discussion at the September meeting of the Executive Committee before making a final decision.

Other Business

None

IV. NEXT EXECUTIVE COMMITTEE MEETING:

The next Executive Committee Meeting will be held on September 30, 2016
10:00 a.m. at Westside Family Healthcare.

V. Adjourn

The meeting adjourned at 11:15 a.m.

Attendance:

Executive Committee Members Present:

Dr. Stephen Lawless
Donna Goodman
Rich Heffron
Bill Kirk
Meredith Stewart-Tweedie
Tom Trezise

Executive Committee Members Absent:

Randy Gaboriault

DHIN

Jan Lee
Ali Charowsky

Guest

Dave Weber, Xerox State Healthcare, LLC.