



Board Members Present			
A	Davis, Jeff – Premera BC/BS	P	Luby, Pat - AARP
P	Hamblin, Garth – Bartlett	P	Nighswander, Tom, MD - ANTHC
P	Harris, Jan – University of AK (NV)	P	Perdue, Karen - ASHNHA
P	Stevi Morton – Providence	P	Sherry, Paul - Tribal
P	Kasmar, Marilyn - APCA	A	Spector, Alex –VA, AFHCP
P	List, Jerome, MD - AEHRA	A	Bill Streur, DHSS (Proxy - Paul Cartland)
		P	Jim Yarmon – Yarmon Enterprise

P=Present / T=Teleconference / A=Absent / NV=Non-voting Member (Quorum = 7 Voting Members or Member Proxies)

Guests Present		
Carolyn Heyman-Lane, AeHN	Amelia Nazworth, CPA, MBA – Thomas, Head and Greisen	Wendy Chamberlain, Legislative Consultants

Supporting Documents:

TIME	AGENDA ITEM – Presenter/Discussion	Consensus/Action
10:23 am	<p>1. CALL TO ORDER The regular meeting of the AeHN Board of Directors was called to order at 10:23 am</p> <p>Welcome and Introductions It was determined that a quorum was present in order to conduct business.</p> <p>a. Approval of Agenda President Sherry provided a brief review of the agenda. There was consensus from the AeHN Board of Directors to run this meeting as a regularly scheduled AeHN Board Meeting.</p> <p>b. Approval of Minutes President Sherry announced that the meeting minutes from October 19, 2011 will be sent out to the AeHN Board of Directors for review and will be presented for approval at the December AeHN Board Meeting.</p> <p>Introduction of Thomas, Head and Greisen (Amelia Nazworth, CPA, MBA) Amelia Nazworth of Thomas, Head and Greisen, PC (TH&G) introduced herself to the AeHN Board of Directors. Amelia explained that TH&G has begun the planning process and will examine AeHN Financial Statements and disclosures. Field work will be conducted by the end of November or the beginning of December 2011. A report to the AeHN Board of Directors will be presented in January 2012. A question was asked on what we are auditing against. Amelia answered this question. Paul Cartland will be emailing his questions to Amelia directly.</p>	

President Sherry asked for a motion to approve the agenda. There was a motion by Jim Yarmon to approve, seconded by Thomas Nighswander. Motion carried unanimously.

Motion to approve the agenda for 11.11.11 as written. Motion passed unanimously.

2. Cognosante Report (AeHN Board)

Review of Report (Bill Sorrells)

Bill Sorrells gave a recap of the approach to the response to the Cognosante report. AeHN is in the process of exploring findings and assigning a person of responsibility to each topic. Bill asked Jim Yarmon, Carolyn Heyman Lane, Doris Yanas-House, Joseph Furrer and Paul Sherry to join the workgroup on this report. By November 28th, 2011 a formal response draft will be presented to the AeHN Board of Directors for review. A question was asked if we will we work with Cognosante and see if it is ok to close an issue? Bill Sorrells answered this question.

President Sherry reminded the Board that Cognosante required a time limit to answer the report. If AeHN can provide documents to Cognosante, they will go to Paul Cartland with a revised report

It was recommended from the Board that there needs to be explanation on how a status goes from opened to closed. A recommendation was made that instead of "closed" we use the verbiage of 'recommended closed, etc'. From a board perspective we need to be clear that AeHN has a response.

Bill Sorrells has asked Cognosante for inspection criteria

It was asked when a response was due for the Cognosante report. Bill Sorrells said the AeHN Board was meeting on November 28th, 2011 to discuss the final response.

President Sherry mentioned that there would be a 1 hour meeting between the AeHN Board, Commissioner Streur and Katherine Sherman. – this was requested next week for November 14th, 2011

3. Discussion of Push Messaging with the AeHN Board (Bill Sorrells)

A question was asked from the Board if the requirements were clearly and specifically documented for organizations who can demonstrate push messaging and if we can get credit without the HIE? Bill Sorrells addressed this question. AeHN needs to demonstrate messaging between all the entities. Bill Sorrells mentioned that the push messaging capability can be turned on in 2 weeks. President Sherry stated that AeHN needs a plan for this as well.

Paul Sherry brought up the two points of the meeting with Commission Streur

1. To meet over ONC Funding issue
2. Address the Boards engagement

It was stated that organizations and individual organizations are not compelled to sign up. President Sherry recommended that we get statements of intent.

Bill Sorrells stated to the AeHN Board that staff is working on a Sustainability Plan and will have this by the end of next week (25-30 page document).

Concerns brought up during this discussion:

- concerned that we are in a situation that we cannot pay a vendor that has delivered
- concerned about immediate requirements to ONC

A question was asked if AeHN will have a functional product in the future. Bill addressed this question. Wendy Chamberlain mentioned that the number one priority is push messaging, then we decide what the substantial participation is - Wendy gave an overview of this process to the AeHN Board of Directors.

The AeHN board of Directors entered into Executive Session at 12:10 pm. The AeHN Board of Directors came out of the executive session at 12:55 pm.

4. FCC Rural Healthcare Pilot Project: GCI Proposal (Bill Sorrells)

Bill Sorrells asked by the close of business Monday the 31st to get the score sheets in. There is an agreement from the meeting to press forward with the contract with GCI. A team needs to be put together; Carolyn Heyman-Lane will help with finding a Procurement Specialist. The contract is between AeHN and GCI. Bill Sorrells stated that when AeHN gets to the point of a contract, this will be present to the AeHN Board of Directors. The goal of this is to improve broadband performance in the State of Alaska.

Carolyn Heyman-Lane will work on a briefing memo for issues that may come up.

Board Member recommendations:

- bring board up to date with the history – contract negotiations briefing paper on contract / conditions
- request that we assemble workgroups and RFP

5. Update/Proposed Policy Discussion (Carolyn Heyman-Lane)

- a. Finance – Marilyn Kasmar was kind enough to provide the Finance Policy from the Primary Care Association as a draft that we can use.

Do we leave items in or do we take them out them, or approach them when we get there? President Sherry addressed this question.

- b. Personnel – we also have policies to draft off of from Marilyn Kasmar. Carolyn has highlighted items that will vary from institution to institution.
- c. Compliance – Carolyn has gone over and tabbed items that need revisions.
- d. Transparency – Carolyn looked through ONC guidelines and policies from various companies in the USA – addressing issues from Cognosante report – this will be drafted for adoption at the next meeting – public participation, if board members have concerns email Carolyn between now and the next meeting.

Workgroup Policy – group to meet (Masters Operations Group) – have heard of each workgroup and 1 board member- this is still in draft form.

6. Bylaws Discussion/Remainder of Meeting

President Sherry asked the AeHN Board if they have any ideas on enhancing the mission statement with any references. Carolyn Heyman-Lane stated if the AeHN Board is ok with it, she will put in language about the EHR's.

Members

Paul Sherry gave an overview of membership. There was a recommendation from the Board to make sure participants have a mechanism for having a voice. Carolyn Heyman-Lane stated that this will be approved through the Transparency policy and public meeting. Language will be added regarding the Nominating committee.

4.2 – Delete Commissioner representation

4.7 – Getting a written document for the proxy that shows up

Board Responsibilities

There was a question on the AeHN Treasurer position. The Treasure is a part of finance. It was recommended that a formal finance committee be created and the committee gives the report. Finance and audit committee needed for the whole company?

Committees/Workgroups

Recommendation of a charter being created for the Executive Committee and each workgroup.

Carolyn Heyman-Lane will work on creating this charter

The Board wants to see and approve major contracts and a designation for signing small contracts. Carolyn Heyman-Lane will put this language together.

Stevi Morton will share a signature authority form with Carolyn.

There was discussion on Attendance requirement for Board members. Carolyn will work on finding a procedure from another state and send out to the AeHN Board.

There was discussion of Rules of Order in Board Meetings. There was a recommendation for the board to talk to Cognosante to see what they really mean regarding this.

There was discussion on Annual elections. AeHN Board Members are formally elected each year by the AeHN Board members at the Annual Meeting. The Board would like more structure of decisions and items voted on as well as formalizing our accounting procedures and how things are done.

Carolyn will bring back the proposed Bylaw Provisions.

President Sherry provided a re-cap of the upcoming meetings:

11/21/11 meeting with commissioner Streur

11/28/11 – review of Cognosante report at AARP Conference room

12/21/11 – next AeHN Board meeting

Carolyn Heyman-Lane will get the red line version of the AeHN Bylaws out to the board.

7. ADJOURNMENT

The AeHN Board of Directors meeting adjourned at 2:08 pm