Meeting Date	Meeting Time	Location – Zoom Web Conference	
Wednesday, June 20, 2018	10:00am - 11:30am EDT	Webinar link: https://zoom.us/j/815997759	
		<b>Telephone</b> : (408) 638-0968 or (669) 900-6833	
		<b>Meeting ID:</b> 815 997 759	

Design Group Members			
Lisa Stump, MS, RPh, Yale New Haven Health		Bruce Adams, JD, Office of the Lieutenant Governor	X
<b>Patricia Checko, DrPH,</b> Consumer Advocate and Public Policy Professional	X	<b>Commissioner Roderick Bremby,</b> Department of Social Services Representative (supported by Polly Bentley and Joe Stanford, as needed)	X
Jake Star, VNA Community Healthcare & Hospice	X	<b>Bill Roberts, JD,</b> Office of the Attorney General (on assignment from Shipman & Goodwin)	X
Design Group Support			
Michael Matthews, CedarBridge Group	X	M.J. Lamelin, HIT PMO	Х
Chris Robinson, CedarBridge Group	Х	Sarju Shah, HIT PMO	Х
Jennifer Richmond, HIT PMO	Х	Kelsey Lawlor, HIT PMO	
Grace Capreol, HIT PMO	Х	Dino, Puia, HIT PMO	

	Minutes						
	Agenda Topic	Notes					
	Welcoming Remarks – Meeting	Jennifer Richmond thanked everyone for joining today's Governance Design Group meeting and reminded everyone that these meetings are public and recorded.					
1.	Overview and Objectives						
2.	Recap of Prior Meeting (June 14) and Approval of Meeting Summary	During Session 3 we dove into the construction phase. Today there will be more exercises to continue development of governance building blocks. Last week (Session 3) we reviewed the high-level critical success factors which were discussed in Session 2, and we started to develop additional considerations for the characteristics of a neutral and trusted entity, the elements of a Trust Agreement, and the policies and procedures table of contents. We will be reviewing the outcome of these exercises during today's meeting. Additionally, we focused on the national and state perspectives related to trust and interoperability.  Everyone should have received the Meeting Summary for Session 3 and Jennifer asked if anyone had any disagreements to this Meeting Summary.  • Bill Roberts – a very minor correction on the top of page 5 it says "Bill Adams" and it should say "Bill Roberts."  Jennifer asked if we make this change are there any other disagreements from members? No additional comments were made. Jennifer asked if members could approve the Meeting Summary.  • Pat Checko made the motion to approve the Meeting Summary. Jake Star seconded the motion. Members voted to approve the Meeting Summary.					

Jennifer thanked Bill Roberts and Bruce Adams for their work during the past week to develop a list of miscellaneous provisions to be included in the elements of a Trust Agreement exercise.

Michael provided a high-level review of the meeting schedule and the schedule of building block exercises.

#### **Building Block Exercises and Discussion**

- Characteristics of a Neutral and Trusted Entity (confirm previous discussion)
- Elements of a Trust
   Agreement (confirm previous discussion)
- Policies and Procedures Table of Contents (confirm previous discussion)
- Relationship of State / HIE Entity / Health IT Advisory Council
- Relationship of Governance vs. Corporate Governance
- Pros and Cons of Newco vs.
   Designation of Existing Entity

#### Characteristics of a Neutral and Trusted Entity (confirm previous discussion)

First, we will review what was accomplished during Session 3 and make sure there is nothing to add or change. The first exercise relates to the characteristics of a neutral and trusted entity (slide 6). We had a great conversation about the considerations relating to the use of "may" versus "shall" in regard to organizing the entity as a not-for-profit. Michael asked Design Group members if they have any comments, additions, or questions about the list of characeristics for a neutral and trusted entity. There were no comments or questions from Design Group members.

#### Elements of a Trust Agreement (confirm previous discussion)

The next exercise was to define the elements of a Trust Agreement (slide 7). There was one addition around an amendment process. Bruce Adams and Bill Roberts developed the list of miscellaneous provisions during the past week as a homework assignment. They have flagged the "mediation of HIE-related disputes between participants" as a topic of conversations. Michael asked if Bruce and Bill had any other comments relating to the list of Miscellaneous provisions.

- Bill Roberts I want to call out a few of the items. When Bruce and I were drafting this list and discussing what to include or exclude we wanted to note that some of these items are fairly obvious, such as "notices." We want to let people ask questions about the topics covered under these items. I also want to call out a couple of items. The first is the "HIE's relationship to the state." It will be important in the agreement to put participants on notice in regard to the HIE's status and whether or not the HIE is a state agency, for example. It will be important to be clear on this point. I also want to call out the last bullet point, "mediation of HIE-related disputes between participants." This is an item we wanted to discuss as well. We can do that now, and I also want to allow any questions from the Design Group.
- Michael Matthews let's open it up to the group for questions.
- Pat Checko what is meant by "force majeure"?
  - o Bruce Adams essentially this is an act of god.
  - Bill Roberts I will give an example of when you will see this in a contract. One party will make a commitment, such as developing a certain number of widgets, but they are not responsible for developing these widgets if something extreme happens outside of the control of either parties, such as a tornado destroying the factory, that prevents the

3.

party from meeting their obligations. I hope we will never have to rely on that provision.

- Michael Matthews any other questions or comments from the group? Unless I hear otherwise, I will assume we have support for dropping these provisions into the baseline elements of a Trust Agreement.
- Pat Check do Bill and Bruce want to discuss the point about mediation?
  - o Bill Roberts this is a topic that Bruce and I have been discussing in terms of what mechanisms need to be in place when there is an HIE-related dispute between participants, such as if a hospital were to use data for anti-competitive purposes, or if a participant lacks proper security and is putting sensitive data at risk. In any of these cases, and there are countless more examples, there may be a desire from this group to have the HIE play a role in these disputes. I will ask Bruce if he has any other comments, or if there are any questions from Design Group members.
  - Bruce Adams the only bit of context I would add is if the HIE plays a role, it could be as big or small as the group decides. It could be as simple as notice of the dispute, or on the other side it could be mediating the dispute, and all manner of activities in between.
  - Jake Star it would make sense for the HIE to be the step before more formal mediation.
  - Michael Matthews yes, that makes sense. This is one of those topics where there will be a lot more considerations. For the scope of this group, let's note that this will be something to be addressed in the Trust Agreement, and then the development of the details can be addressed by the actual HIE entity, or whatever group is tasked with developing the actual Trust Agreement.
  - Bruce Adams I would agree with that approach. I am glad we had the opportunity to put this item into everyone's minds.
- Michael Matthews any other comments?
  - No other comments were made by Design Group members.

#### Policies and Procedures Table of Contents (confirm previous discussion)

This exercise (slides 8-9) relates to the policies and procedures table of contents. The first slide (slide 8) relates to the privacy and security policies and procedures. Jake had a good addition related to the "auditing and monitoring" bullet point, where we broke out "HIE entity" and "HIE participants" underneath this item. There was another good addition and conversation related to "participant subcontractor requirements." We had a discussion earlier about flow-down requirements so that users on a participant's system would be expected to follow the rules of the road, but this item would be related to the vendors and subcontractors of a

Participant. The last addition was to break out the "permitted purposes" bullet point into "permitted uses" and "permitted disclosures."

Michael asked if there is anything to add or change on this slide. There were no additions or comments from Design Group members.

Slide 9 provides an overview of the technical and operational policies and procedures, as well as the organizational policies and procedures. There is a lot of similarity in these provisions in the policies and procedure documents that we reviewed. Michael asked if there were any final thoughts. No comments or additions were provided by Design Group members.

Michael explained that we will now consider the prior work affirmed from the last Design Group session and these outcomes will be recorded.

#### Relationship of State / HIE Entity / Health IT Advisory Council

Today's first exercise is to look at the relationship of the State, HIE Entity, Health IT Advisory Council, and the Health Information Technology Officer (HITO) position. We will discuss the defined relationships amongst these parties and see if there are any additional considerations for which the Design Group wants to provide guidance.

A lot of the roles of these four entities are defined by statute. On this slide, we can see the relevant provisions from Public Act 17-2 relative to the HIE Entity (slide 12-13). We have touched on this topic previously. The HIE Entity shall be governed by a party or parties other than the state and may be organized as a nonprofit entity. The statute also defines the composition of the board of directors if a new entity is created. The Chief Information Officer, Secretary of OPM, and the HITO (or their designees) will serve as exofficio members of the board, and the HITO (or their designee) will serve as the chairperson of the board. The HIE entity shall be subject to the powers, purposes and restrictions of relevant statutes. PA 17-2 also defines required activities. Bruce will be happy to opine on any of these provisions.

Next, we get into the relevant provisions of PA 17-2 relative to the HITO position (slide 14). The Lieutenant Governor shall, within existing resources, designate an individual to serve as HITO who will be responsible to coordinate all health information technology initiatives, the administration of the all-payer claims database (APCD) program, and the establishment of a consumer health information website. In addition, the HITO shall, in consultation with the Advisory Council, maintain written procedures for implementing and administering the APCD program.

Next, we will review the relevant provisions of PA 17-2 relative to the Health IT Advisory Council (slide 15-17). As you can see, the Advisory Council's role is to advise the HITO in the development of priorities and policy recommendations for advancing the state's health information technology and HIE efforts and goals, in the development and implementation of the

state-wide health information technology plan and standards and the state-wide HIE, and the development of appropriate governance, oversight, and accountability measures. In addition, the HITO shall serve as a chairperson of the HITO, and a co-chair will be nominated who will not be a state official, and the Council shall establish the APCD Advisory Group. The next slide shows the list of individuals who get to participate on the Advisory Council. The current member roster contains 34 individuals.

Finally, we will review the relevant provisions of PA 17-2 relative to the Office of Policy and Management (OPM). The Secretary of OPM, in collaboration with the HITO, shall establish a program to expedite the development of the state-wide HIE to assist the state, health care providers, insurance carriers, physicians, and all stakeholders in empowering consumers to make effective health care decisions, promote patient-centered care, improve the quality, safety, and value of health care, reduce waste and duplication of services, support clinical decision-making, keep confidential health information secure and make progress toward the state's public health goals.

The next slide (slide 19) shows a diagram of the relationship of these key entities / parties. Michael created this graphic to capture the information we just covered relative to Connecticut's statutes. If we put the HITO in the middle, who is designated as a co-chair of the Advisory Council, the Advisory Council is providing advisory support to the HITO. There will be a governing board over the HIE entity. I want to call out the distinction that the Health IT Advisory Council is advisory, and the HIE entity will be independent and have fiduciary responsibility over the HIE activities. The HITO shall serve as chairperson of the HIE entity. When we bring the State of Connecticut into the picture, there are several more connection points. The state has some defined board member roles for the HIE entity governing board. The state will also be an HIE participant, most likely. Likewise, the State of Connecticut has a relationship with the Advisory Council, including designated membership positions. Finally, the OPM will work collaboratively with the HITO to expedite the HIE program, which was covered on the previous slide. This is our foundational, statutory-guided relationship amongst the four entities.

Michael asked if there is anything Bruce Adams has to add to Michael's overview.

- Bruce Adams I think this is complete, and in the interest of not being duplicative, I think we should open it up for questions.
- Commissioner Roderick Bremby I have several questions. In referring back to Public Act 17-2, section 128, which outlines the members of the board of directors, is there an understood rationale for the two members with expertise in group health insurance coverage, one of which is appointed by the minority leader of the House of Representatives, and the other appointed by the minority leader of the Senate?

- Bruce Adams I am going back to the bill itself.
- Commissioner Roderick Bremby if you look at the members in section 128 (c), you can see the duplicative members with expertise in group health insurance coverage.
   Is there any rationale or discussion as to why these members would be represented?
- Bruce Adams the balance that we tried to strike in building this group, not only in subject matter expertise, but also who gets the appointment. We realized that perhaps the largest stakeholder group would be in the health insurance sector, so we wanted to have members with this expertise.
- Commissioner Roderick Bremby is anyone aware of any group or health insurance organization in the state that has more covered lives than the State Medicaid population?
- Bruce Adams I would presume not, but others may know better than I.
- Commissioner Roderick Bremby in looking at other state constructs for HIE entities, I am not sure if the relatively small number of members is typical for exclusion of the Medicaid program. I think others may have more insights into how other states are constructed, such as Michigan or the others that we say or were referenced in past meetings. This looks like a departure.
- Bruce Adams I am now looking at the actual bill and it looks like the minority leader of the Senate appoints a person with expertise in the area of corporate law or finance.
- Commissioner Roderick Bremby so there is an error on the slide that has that bullet duplicated?
- Bruce Adams there appears to be an error on the slide, I
  was just able to pull up the actual bill. In Section 128, the
  minority leader of the senate appoints a member with
  expertise in the area of corporate law or finance.
- Michael Matthews my apologies for the error, thank you for the clarification, Bruce. If the statute needs to be modified in the future, that would be outside the scope of this Design Group. This issue could be captured as a parking lot issue. We will spend some time on the July 11 meeting discussing any other items that need to be captured. Commissioner, would this be an appropriate disposition for discussing this? It will be captured as part of the record.
- Commissioner Roderick Bremby I think it does, but it calls into question the relationship of the key parties. The State of Connecticut, on the bottom of the slide, is shown as having a relationship to the HIE entity, but the relationship is through the HITO and the Secretary of the OPM, but there does not appear to be representation for the largest spending entity in the state.

- Michael Matthews we will capture that comment,
   Commissioner and we appreciate the point.
- Jake Star does the statue say that this must be the board, or do we have the ability to recommend additional appointees?
- o Bruce Adams the statute defines the board precisely.
- Commissioner Roderick Bremby if there is any other information or context that can be provided based on your experience for how HIEs are formed, that would be helpful in determining if this would be a reasonable decision or an irrational one.
- Michael Matthews very good, I would be happy to provide additional information at our next meeting.
- Bruce Adams for anything to change there would have to be a legislative change. Commissioner, you will probably want to take this up with Vicki and Allan.
- o Commissioner Roderick Bremby sounds good.

Michael asked if there are any other comments or considerations around the relationship of these parties. This exercise was intended to confirm the understanding of statutory considerations and to provide additional considerations for relationships among key parties. There were no other comments or additions from Design Group members.

Michael explained that this is largely defined by statute, so we may not have as many recommendations for this item.

#### Relationship of Data Governance vs. Corporate Governance

The next exercise will cover the relationship of corporate governance vs. data governance. The schematic on slide 22 is taken from the article that was distributed to the group. Most of what we have been talking about is corporate governance, such as what is the governing body, and the characteristics of corporate governance. There will be a function in play with any HIE called data governance. There is a data governance function that will occur in most corporate entities. This schematic is trying to display that data governance is an increasingly important and critical function for any organization. Data governance informs information, the type of information that flows to the corporate governance function and informs what activities are undertaken and the resources. It also supports human resources, risk and regulatory governance, financial governance, and all of these items fall under corporate governance. We will not go into any detail of what constitutes data governance; we are trying to illustrate that data governance is a component of overall corporate governance.

The next slide (slide 23) shows the HIE activities roadmap, which has been presented to the Advisory Council previously. Michael has circled governance and enterprise data governance (EDG) on the diagram. Corporate governance goes above the entire roadmap. The governance

workstream begins with this Design Group; there will also be the development of the Trust Agreement, the creation or designation of the HIE entity, and the development of a sustainability model. Within the EDG workstream, the eCQM, data analytics, and the core data analytics solution are included.

The Data Governance Institute defines data governance as (slide 24): "a system of decision rights and accountabilities for information-related processes, executed according to agreed-upon models, which describe who can take what actions with what information, and when, under what circumstances, using what methods."

Michael reviewed the Guiding Principles of Data Governance from the Data Governance Institute (slide 25). These are suggested general guiding principles and do not represent the guiding principles specifically for Connecticut. Alan Fontes and his team will be responsible for develop specifics on data governance and they will get into quite a bit of detail.

For this exercise (slide 26), we will review and comment on the schematic and to see if there are any additional considerations around the guiding principles. First, does anybody have any comments on the schematic, specifically the concept of data governance being a component of overall corporate governance. No comments were made by Design Group members. Michael than asked if this concept makes sense to the group.

- Jake Star yes, this makes sense.
- Bruce Adams yes, this makes sense.

Michael then asked if there are any comments on the guiding principles that can be passed along to the folks working on data governance.

- Jake Star the one consideration I would think about adding is "attainable." We often see a set of standards that only a small number of participants can achieve.
  - Michael Matthews this is a good point. To contextualize, we have talked about TEFCA. There are some provisions in TEFCA that some participants are concerned about. This is a real-life example.

Michael asked if there were any other comments or questions. No additional comments were made by members.

#### Pros and Cons of Newco vs. Designation of Existing Entity

The final exercise will be related to the creation of a new entity versus the designation of an existing entity. The first slide covers the relevant provisions of 17-2 relating to the HIE entity (slide 28). This slide is redundant to an earlier slide and we need to make the correction to the list of HIE entity board of director members. As an example, should the entity be designated, rather than created, then there are a host of issues that need to be addressed related to stakeholder representation and responsibilities. A not-

for-profit entity could be designated, but still have a body that is overseeing the HIE. As an example, the Sequoia Project has two major activities, the eHealth Exchange and Carequality. The eHealth Exchange is governed by the Coordinating Committee, which is itself the creation of the Data Use and Reciprocal Support Agreement, or DURSA. The Coordinated Committee makes all major governance decisions for eHealth Exchange, such as who is eligible to be a Participant, policies and procedures, etc. The Coordinating Committee is not a corporate entity, however. To conduct basic business activities in support of eHealth Exchange, the Sequoia Project handles operational aspects under the specific policy direction of the Coordinating Committee. This example could be analogous for how the statewide HIE is operated in CT should an existing entity be designated. There are other models that could work as well.

On every other exercise we have done, we have come up with a starter set of considerations, and the members have been great about adding to these considerations or adding clarifications. On this exercise we will not begin with a starter set of considerations. You all have experience with organizations of different types and purposes. Let's focus first on the creation of a new entity, and let's assume this is a not-for-profit. I want to hear the pros and cons of establishing a new entity to oversee the HIE.

- Commissioner Roderick Bremby I just have one clarifying question. As we are thinking about a new entity not-for-profit, are we thinking of this as quasi-governmental entity?
  - Bruce Adams there is no statutory authority to create a new state agency or a quasi-public organization. We only have the statutory authority to create a private entity.
  - Commissioner Roderick Bremby so this is unlike the last HIE that was stood up?
  - o Bruce Adams that is correct.
- Bruce Adams as a clarifying question, what is the distinction you are drawing between a new entity and the designation of an existing entity?
  - Michael Matthews all we are trying to get at here is that the statute allows for either the creation of a new entity, or the designation of an existing entity. If you are the decision maker, what are the considerations for why you would create a new entity and what are the considerations for designating an existing entity?
  - Bruce Adams that makes sense. One major pro for why
    you would create a new entity is that you have more
    opportunity to drive towards neutrality and the opportunity
    to build the trust. When you designate an existing entity,
    you can never be sure how the stakeholder perceives that
    company and you certainly won't get a uniform perception.
  - Commissioner Roderick Bremby with a new entity you have the ability effectuate the intent of the statute, rather

- than designating existing entity; it may be difficult to make the board appointments in line with statutory intent.
- Bruce Adams I would agree with that point. You would have to create a subsidiary or some kind of advisory board and shoe-horn the statues. I would have to think on this more.
- Pat Checko- I have a question for Bruce and Bill. If you start a new company, is there a difference in the time for how long it will take to create the new company versus designating an existing company.
  - o Bill Roberts the creation of a new company, and we are talking about a nonprofit organization, is not a very time-consuming process. This would likely be quicker than shoe-horning the statute into an existing entity. The creation of a new company may see some risk in how long it takes to achieve not-for-profit status from the IRS. This is not a guarantee. In the same token, and especially with respect to the comment about effectuating the intent of the statute, it may take some time to modify the internal procedures of an existing entity. Either way, timing is a consideration. If we do go the route of designating an existing entity, then the difficulty of effectuating the intent of the statute should be a primary point. We do not want to create unnecessary delays for the HIE.
  - o Bruce Adams I would add that there are ways when you start a new company to have your set-up tasks run in parallel to one another. You can divide the labor and have people working on various tasks simultaneously. This requires planning.
  - Jake Star is it still likely that we would need a 501(c)(3) anyway even if we designate an existing entity for the management of it?
    - Bruce Adams this is a good question. It would be advisable, but I don't think it is necessary.
    - Bill Roberts I think it is how closely the existing entity's 501(c)(3) approval and mission statement relate to the HIE.
    - Jake Star so we may have that same risk for an existing entity that we do have for the new entity.
    - Bruce Adams I think you have a comparable risk.
       No existing entity will want to risk their existing status without an exploration of how the new services will work within their mission statement.
- Bill Roberts I want to add a con for the new entity, and a
  corresponding pro for the existing entity. With a new entity we will
  need to build out the staffing, from IT to leadership. The benefit of
  an existing entity, it may be possible for this entity to find a not-forprofit with leadership and support staff in place that will be readily
  available to support the HIE.

- Pat Checko wouldn't this also be true for the time and difficulty associated with operationalization, depending on the type of existing company selected, and whether or not they are already dealing with healthcare data.
- Bill Roberts yes, I think that would be an important factor in determining whether or not to create a new entity.
- Michael Matthews Pat, in addition, you can also think about infrastructure, such as office space, and human resource capacity. It takes a lot to get any company up and running.
- Pat Checko given what the group has put up in terms of effectuating the statute, as a pro for the new entity, does that become a con for designating an existing entity?
  - Michael Matthews yes, that should be added.

Michael asked if there are any other thoughts on this topic.

- Pat Checko I know we have not talked about how the different work streams would impact this decision, such as eCQM, IIS, etc. This is just a thought that I don't think we can dismiss the interconnectivity. I am not sure where this would go in this exercise.
  - Michael Matthews we will definitely capture this as a consideration; which organization form would fit over the totality of the HIE, inclusive of eCQM and HIE services.
  - Pat Checko that sounds good.

Michael explained that now we want to spend a few minutes on a different exercise related to this topic. We just went through the pros and cons of a new entity versus designating an existing entity. If you were in the decision-maker shoes, how would you choose one approach versus the other. Which way are you inclined to support at this point? I would like to hear from each of you and document the considerations. I want to emphasize we are not leading toward any sort of firm recommendation of one approach versus the other.

- Commissioner Roderick Bremby I am thinking that trying to shoehorn the elements of the statute into an existing entity may be very difficult. I am leaning towards a new entity, because it also provides for the opportunity to begin with a clean slate and neutrality. It does beg the question of the resources to stand it up and making sure you have the right people.
  - Michael Matthews thank you, I appreciate those comments.
- Pat Checko I tend to agree with Commissioner Bremby. I feel like if you are building a new company, hopefully you get what you want and don't have to try to figure out how to build it within an existing entity. I would take it upon the person who is responsible for making this happen to think about which options works. There is a whole "doable" issue for this and "doability" has to be a consideration that moves beyond the gut feeling.

		<ul> <li>Jake Star – I think if we took away all other factors, I would agree with the new entity approach. However, time is of the essence, and I am not sure standing up a new entity will leave us any time to build anything.</li> <li>Bruce Adams – I think a new entity is the way to go and I agree with the previous points made by other members.</li> <li>Bill Roberts – I think the recommendation should be left open. I don't think a recommendation should point to a new entity or an existing entity until a survey of existing entities has been completed. The pros and cons of an existing entity depend entirely on what currently exists. I do think that my preference would be to continue to pursue both while simultaneously conducting a survey of existing entities, and then comparing the pros and cons of those actual entities against the pros and cons of a new entity.</li> <li>Bruce Adams – I think that is a good point. Whatever we end up saying, I think we should make it clear that it is not a hard and fast recommendation.</li> <li>Michael Matthews – we will take great care to make sure this is worded appropriately. You all will have the opportunity to review the final recommendations before they go to the Health IT Advisory Council.</li> <li>Pat Checko – that sounds like a pragmatic approach.</li> </ul> Michael asked if there were any final thoughts. There were no additional comments from Design Group members.
4.	Meeting Wrap-up and Next Steps	Michael thanked everyone for their thoughtful participation during today's exercises. There will be two more exercises at the next meeting on July 11. We will also make sure we allow parking lot issues and other considerations that were not otherwise captured receive their due documentation.  Jennifer shared her appreciation for people's contributions today and their engagement. If there are any comments, questions, or concerns, please reach out and we can address these.  Jennifer explained that at the Advisory Council meeting tomorrow, we will be providing an update on the work of this Design Group. Between now and July 11, Michael and Jennifer will be working behind the scenes to package the outcomes and considerations of this Design Group to get ready for the July 19 Advisory Council meeting. There may be additional homework assignments. We will see everyone on July 11.

Action Item	Responsible Party	Due Date