

## **A regular board meeting of OEMR, held virtually, on Wednesday evening, April 13, 2016**

### **1. Call to Order**

Meeting called to order at 18:02, Pacific Daylight Savings Time by Treasurer Stephen Waite, who chaired the meeting (Chair was in Ireland & Secretary resigned on the same day).

### **2. Roll Call**

1. A quorum of members was present to conduct business
2. Those Present
  - \* Down, Robert
  - \* Fsgl
  - \* Hameed, Sam
  - \* Miller, Brady
  - \* Palansami, Sena
  - \* Vasquez, Roberto
  - \* Waite, Stephen
3. Those Absent
  - \* Chawla, Jit (No reason provided)
  - \* Eaton, Art (Resigned from Board effective 4/13/2016)
  - \* Galterio, Lou (Ill)
  - \* McCormick, Tony (Unavailable, in Ireland)
  - \* Yeh, Kevin (No reason provided)

### **3. Minutes Approved**

1. **MOTION:** To approve the minutes and Addenda from March 12, 2016, brought by Robert Down, seconded by Stephen Waite. Approved.
2. Discussion on recording meetings, deferred to forums for specifics

### **4. Financial Committee Report**

Presented by Stephen Waite

1. On the reinstatement of tax-exempt status
  - \* Form 1023 files & IRS Request for Information retrieved.
  - \* Response to Request for Information will be ready shortly. IRS agent in charge, agreeable person.
  - \* The missing 990's for 2012, 2013 & 2014 will not have to be filed by virtue of the filing of 1023.
  - \* In the past 990N, postcard version, had been filed because revenue was less than \$50K. It can't be filed for 2015 as a result of the revocation, instead a paper 990EZ must be filed.
  - \* Balance Sheet has been posted to the Wiki.
2. Treasurer's Report will be filed for audit.

### **5. Committee Reports**

#### **Bylaws**

- \* Personnel Committee brought forth the name of Brady Miller for election to the office of Executive Director
- \* **MOTION:** To hold a special meeting for the election of an Executive Director brought by Robert Down, seconded by Sam Waite (This motion was not voted upon.)

\* Robert proposed another method of vote counting, instead of asking for yea's, ask for nay's & to allow nay's to speak, thus counting only nay's to expedite voting. (No motion nor voting on proposal.)

## **6. MU2 Committee Report**

Presented by Brady Miller

1. 7 items remaining
2. A8 Clinical Decision Support
  - \* Lots of testing, ViSolve doing Gap Analysis to determine
3. B5 Close to passing
4. Clinical Qualities Measures
  - \* Code contributed by Ensofttek.
  - \* Visolve's gap analysis revealed 3 out of 9 rules missing
  - \* Issues with committed code
  - \* Several rules short, lots of errors
5. E2 Clinical Summaries
  - \* ZH is working on it, will pass soon
6. F2 Transmission of Immunization Registry?
  - \* ZH is testing
7. G2 Automated Measured Calculations
  - \* ViSolve G/A
8. G3 Safety Enhanced Design
  - \* Paper work item
  - \* Work done by Columbia University Health IT Certificate Program outdated & must be redone.
  - \* If Columbia can't redo, Visolve will take over
  - \* How much devel left for this
9. **MOTION:** To approve the MU2 Committee Report brought by Robert Down, seconded by Stephen Waite. Approved.

## **7. Unfinished Business**

### **8. New Business**

1. The resignation of Art Eaton as Secretary
  - \* **MOTION:** To accept the resignation of Art Eaton as Secretary brought by Robert Down, seconded by Stephen Waite. Approved.
  - \* The Personnel Committee will meet to discuss any further needs related to Art's resignation
2. Discussion of Board Officers
  - \* Sam expressed thought that officers should not be developers to avoid competition/bad blood & to foster cooperation among developers; but had no opposition to any specific candidates to fill vacancies.
  - \* Brady said that it is very difficult to fill office with non-developers because there are only 3 non-vendors serving on the Board. The pool of non-developers is very limited, therefore it's inevitable that developers/vendors must serve as officers.
  - \* Robert vaguely recalled a discussion of a requirement of non-developers serving.
  - \* Brady noted that discussion was limited only to the MU3 Committee.
  - \* Dr. Lee said that as a condition to serve on the MU3 Committee, vendors may not serve on that committee (to avoid a conflict of interest when the work/funding is assigned). This was granted with other conditions in the MU3 Charter.
  - \* Stephen noted it would be better to have 1 person serving in each of the offices, rather than 1 person serving in multiple positions.

### 3. Election of Secretary and Vice-Chair

- \* Robert Down self-nominated for Secretary.
- \* Brady nominated Robert for Secretary, seconded by Stephen.
- \* Robert elected as Secretary on voice vote.
- \* Sam was asked to nominate Sena, which he did; nomination seconded by Robert Down.
- \* Sena elected as Vice Chair on voice vote.

### 4. Discussion of requirement for election of Executive Director

- \* **MOTION:** To have write-in ballots for the election of Executive Director brought by Robert Down, seconded by Sena. Approved.

## 9. Adjournment

1. **MOTION:** To adjourn meeting, brought by Robert Down, seconded by Stephen Waite. Approved.
2. Meeting adjourned at 19:02, Pacific Daylight Savings Time