FHIR Foundation Board Meeting
Sunday, May 8, 2016
5-7 PM ET
Sheraton, Montreal, Canada

Participants: Mark McDougall, Ed Hammond, Grahame Grieve, Russ Leftwich, Pat Van Dyke, Stan Huff, Wayne Kubick, Chuck Jaffe, Karen Van Hentenryck (scribe)

Huff called the meeting to order at 5:10 pm ET

The agenda topics:

- Approving the existance of the corporation and other administrvia
- Determing composition of Foundation board
  - Who will serve as board members
  - Who will appoint them
  - How many board members should there be

1. **Approving the corporation and other administrivia** - Huff noted that the people that can't serve on the HL7 Foundation Board would be Foundation staff. The initial directors are identified on the initial Consent Resolution document, which also identifies the Foundation officers: Huff is president; Hammond is secretary, and Leftwich is Treasurer. Huff indicated that one of the first actions of the Foundation board should be the election of the board chair. Huff noted that once the Foundation is established, he would be willing to serve on the board but not as president.

   Before voting on the board chair, Grieve noted that the Core FHIR team suggests that the following interests/constitutences be represented on the Foundation board:

   - One individual appointed by HL7
   - The FHIR Implementation community
   - Business/legal type
   - The core FHIR team
   - The open source community

   MOTION by Jaffe, seconded by Kubick: To approve the articles of incorporation document, which includes:

   - Existence of the Corporation
   - Adoption of the Bylaws of the Corporation
   - Adoption of resolutions contained in the copy of the form of Bank Resolution in the records of the Corporation designating such depositor and authorizing signatures on checks, notes, drafts and other similar items and granting other authority are adopted.
   - Appointment of Officers
   - Authorization for the officers of the Corporation to certify and undertake the appropriate IRS filing for the Corporation to be treated as a tax-exempt organization.

The motion carried unanimously.

MOTION by Van Dyke, seconded by Jaffe: To extend the board to include Hammond, Huff, Leftwich and Grieve. The motion carried unanimously.

MOTION by Hammond, seconded by Jaffe: To elect Huff as chair of the board. The motion carried unanimously.

2. **Who should serve on the board and how to constitute the permanent board –** Those present reviewed Grieve's list above. There was some discussion about who should serve on the Foundation board.

Kubick suggested that the Foundation board entertain nomination from a select group, determined by the Foundation board, and that the existing Foundation board elect the other directors selected from the constituencies identified today with caveat that the categories of constituencies can be changed in the future. Huff noted that we want people who are strategic and have fund raising skills. Kubick suggested we consider including some international members on the board.

The list of constituencies, including those suggested by Grieve and other HL7 Foundation members is provided below:
- One individual appointed by HL7
- The FHIR Implementation community
- Business/legal type
- The core FHIR team
- The open source community
- The international community
- Individual with fund raising/Foundation experience

Kubick proposed that we specify a minimum number of additional members. Regarding section 3.17 of the bylaws, he suggests that contributors be eligible to serve on the advisory committee. Jaffe asked whether we would like a government representative on the board.

MOTION by Kubick, seconded by Hammond: That the current HL7 Foundation board seek nominations for between 8 – 16 total board members based on the constitutency categories listed above. The motion carried unanimously.

Non-HL7 representatives on the board might include:

- Academic community
- Research community
- Clinicians
- Payers
- Providers
- Microsoft/Google/Apple

Some specific individuals were considered as possible candidates for the Foundation board.

Communication to membership: We have an initial board; the plan is to expand the board to include various categories of constituencies representing a variety of skills.

Categories/cost of membership:

- Individual $250
- Corporate $5k (this may be too low)
- Benefactor $50k

There was not consensus on the above. This will be discussed at a future meeting.

There was brief discussion regarding why individuals/companies would pay to be a member of the Foundation:

- Associating yourself with a rising star
- Influence where to push the implementation projects

We may wish to grandfather the 8 Argonaut members into the Foundation.

Grieve proposed revising section 1.2 of the bylaws to be less US centric. The board agreed to revise that section of the bylaws with the following verbage: "FHIR protocols are supportive of the standards adopted by governments around the world. The Corporation expects that such developments will facilitate the electronic use and exchange of health-related information consistent regulations such as the legislative intent of the American Recovery and Reinvestment Act of 2009." This change will be made following the IRS submission.

One of the questions raised was strategically, should we offer individual members to elect one board members? The board was not in favor of this suggestion.

Next meeting of the Foundation: Within the next two weeks. Van Hentenryck will set up the call.

MOTION by Leftwich, seconded by Jaffe: To approve the updated Consent Resolution (to identify addition of Huff, Grieve, Hammond and Leftwich to the list of Foundation directors). The motion carried unanimously.

For next agenda:

- Membership levels/prices
- Membership benefits

ACTION: McDougall will open a bank account for the Foundation.

MOTION by Van Dyke at 6:50 pm to adjourn.