

HL7 FHIR Foundation Board Call
Wednesday, June 1, 2016
5:00 – 6:00 pm ET

Participants: Stan Huff, MD; Russ Leftwich, MD; Chuck Jaffe, MD, PhD; Wayne Kubick; Grahame Grieve; Karen Van Hentenryck (scribe)

Regrets: Pat Van Dyke; Ed Hammond, PhD

Agenda

1. **Roll call/agenda review** – (3 minutes) Huff called the meeting to order at 5:07 pm ET. No additional suggestions to the agenda were suggested. Board composition should be added to the next agenda (both enlisting and retiring).
2. **Approval of the minutes from 05/08/2016 minutes** (2 minutes) – **MOTION** by Kubick to approve the minutes; seconded by Jaffe. The motion carried unanimously.
3. **Developing mission/vision statements** (10 minutes) - Huff – There is a statement of purpose in the bylaws, which needs to be there for legal purposes, but this is not the mission statement. Mission statements should define purpose for which the organization exists. A good statement should be a short, concise expression that people can easily remember. Vision says more about the details of what the future should look like and can be multiple sentences. Kubick suggests focusing on mission at this time and the other Board members agreed. **ACTION ITEM**: Grieve will draft both and run distribute to the core group and then bring it to this Board for review. Kubick is happy to help if desired/needed.
4. **Funding model** (30 minutes) – Kubick worries about Foundation membership conflicting with HL7's members. Within an organization, the same person is going to approve payment and may choose one or another. Jaffe agrees. He suggests grants/benefactors as the source of funding and suggests we try benefactors. Strings will be attached. Persistent (a potential benefactor) had strings attached that we weren't agreeable to but Grieve feels we can work through those issues. What do we feel we need as a minimum to accomplish our goals?

Grieve responded that there will be legal fees, and suggested that someone else determine the minimum amount for those services. Grieve agrees with Kubick that the FHIR Foundation will compete with HL7 organization for funds. We could operate via projects and seek funding for specific projects rather than selling memberships in the traditional sense. FHIR registries and the website will require funding, and Grieve estimates \$30-\$30k/year will be required to maintain both. Several organizations are willing to host the website. The registry is harder work; the issue is that everyone benefits from the work but no one in particular benefits for the work.

If we had a few benefactors, we could provide some exposure and advertising for them on the FHIR.org website and make the \$30-\$40k. Then, plan specific projects and

seek funding for that project. Kubick feels that philanthropic organizations may be interested if we put the right story together. Specifically, the John and Laura Arnold Foundation has approached us. They attended Partners and participated in the biopharma track. Their representative followed up with us and asked if we'd thought about how philanthropic support could help our cause – how FHIR will improve patient health and safety. They want to know where the funding is going – they are supporting of public programs that will benefit public health. Other philanthropic organizations would have an interest as well.

The cost for running the Foundation includes legal fees, accounting fees, a \$30 annual fee to keep us on the list of Foundations once we are organized. Huff estimates \$2k/year.

Grieve wants to consider an individual membership model whereby a few people can be affiliated with the Foundation. The cost would probably be \$200 - \$300. Foundations might be interested in funding a registry. Others agreed that a membership model at this level would add credibility to the Foundation. We could allow corporations join for \$1k but we wouldn't promote that option.

ACTION ITEM: Grieve will write up a paper proposing membership and its benefits.

5. **Approval of policies** (10 minutes) - Kubick provided a brief introduction to each of these. **MOTION** by Kubick to approve the three policies; seconded by Leftwich.

We could set up electronic approvals for disbursing the funds. This also provides a record of what has been done. Huff noted that for HSPC, they adopted a policy that allowed the treasurer to disburse fund for something that was already approved as part of a budget (either project or annual). He noted we don't need to put that level of detail into the documents we submit for our tax exempt status. The consent policy needs to be approved (it was not distributed with the package).

- Conflict of interest policy – Grieve noted this is focused on conflict with regard to the foundation and its corporate affairs. We need a similar policy to address conflicts in operational actions (expand beyond judiciary responsibilities). Huff noted that the scope of this policy is directed at what is required for tax exempt status. If we want to go beyond that, we should draft a separate policy.
- Records retention policy
- Whistleblower policy – Grieve noted there is no procedure for submitting a complaint. Not certain if this is a weakness in the policy. Huff noted that again the policy in front of us covers what is needed for our tax exempt status. The IRS doesn't really care what the procedures are as long as they support the general idea behind whistleblower policies

The motion carried unanimously.

ACTION ITEM: Van Hentenryck will distribute the Consent policy for eVote.

6. Housekeeping

- Next call/frequently of calls – Next meeting should be in two weeks. June 17 @ 5 pm ET
- Agenda items for next call
 - Board composition s (both enlisting and retiring)
 - Review mission/vision - Grieve
 - Review membership proposal/benefits - Grieve
 - Review/approve Form 1023

7. Concerns of the Core team:

- Transparency and visibility – regarding minutes, we should post these publically. Van Hentenryck will prepare two sets when there is confidential information
- Membership – the Core team would like to be involved and Grieve will consult them as he drafts his proposal

Call adjourned at 6:02 pm ET