



Healthix Board of Director Meeting Minutes
March 5, 2025| 10am-11:30am

Board Attendees via Zoom:

- Dr. Larry McReynolds, Family Health Centers at NYU - Board Chair
- Lori Andrade, Health and Welfare Council of Long Island
- Tavora Buchman, Nassau County Department of Health
- Paul Casale, MD, New York Quality Care ACO
- Matthew Siegler, NYC Health + Hospitals
- Gerald Kelly, DO, Stony Brook
- Gabriel Cohen, MD, NYC Health + Hospitals
- David Horwitz, MD, NYU Langone
- Charles King, Housing Works
- Irene Koch, Hospital for Special Surgery
- David Leventhal, Pfizer
- Donna Rey, 1199SEIU Benefit & Pension Funds
- Anup Vidyarthi, Steppingstones Group

Absent:

- Michael Bouton, MD, NYC Health & Hospitals
- Torian Easterling, One Brooklyn Health
- Marc Paradis, Northwell Healthix
- Fred Sganga, Long Island State Veterans Home
- Gretchen Van Wye, NYC DOHMH

Healthix Management:

- Todd Rogow, President and CEO
- Arsella Burton, VP, Government Affairs
- John Chow, CISO
- Vivienne DeStefano, SVP, Corporate Affairs
- Kimberly Francois, VP, Project Mgt. & Ops
- John Guastella, SVP, Finance & CFO
- Magdalena Mandzielewska, AVP, Privacy Officer/Compliance
- Tom Moore, SVP, Strategic Partnerships
- Stephanie Scott, VP, People/Transformation
- Nick VanDuyne, SVP, CIO

Call to Order: The meeting was called to order at 4:00 PM

Action Items:

- **Approval of Minutes:** Board approved
- **Approval of 2025 Goals Framework:** Board approved
- **Governance Committee Selection:** *Pending*

Chairperson's Welcome

Dr. McReynolds thanked the Board for discussion in the executive session around goals and accomplishments of staff. Dr. Reynolds mentioned that the Board Members would like to see more stretch goals in the future. Mr. Rogow will give updates on the changes to the 1115 waiver and the roles of RHIOs in the waiver later in the meeting.

Dr. McReynolds asked for a motion to approve the minutes of the last meeting. The motion was passed unanimously.

Establishment of Governance Committee

Mr. Rogow reviewed the current membership of the Board and upcoming term expirations. He stated that we will be establishing a Governance Committee as part of our by-laws to vet and approve new Board members. Mr. Rogow and Mr. McReynolds will reach out to Board members to encourage them to serve.

2025 Conflict of Interest Status

Ms. DeStefano reported to the Board that all required Conflict of Interest Forms had been completed and returned. No conflict of interest was reported by any Board or staff members.

2024 Financial Overview

Mr. Guastella provided an overview of the 2024 preliminary financial results pending the financial audit. Expenses were lower as a result of the overall focus on reducing expenses and staffing lower than budgeted.

Proposed 2025 Company Goals

Ms. Scott started her overview of the 2025 Company Goals by pointing out that these are different than the types of goals we have had in the previous 3 years. Previous goals have focused on data quality & comprehensiveness, financial sustainability, customer satisfaction, strengthening the foundation and organizational transformation. This year there are four new areas: organizational excellence, customer retention, community engagement and growth. The previous years' goals were used as our foundation.

Mr. Rogow mentioned that funding from the state is performance-based and there is no longer core funding to run our organization. Funding is for data intake & quality and heartbeat monitor.

Ms. Scott concluded by saying that the previous year's goals have established a foundation for a mature organization and that this year's goals are more stretch goals because of factors that are beyond our direct control. Mr. Rogow mentioned that the number of goals has decreased, which will make it more challenging to reach 80% of goals.

Dr. McReynolds asked if there were any questions or comments from Board members. Ms. Rey asked how priorities will shift if funding goes away. Mr. Rogow stated that the goals will not change but appealed to the Board to allow leeway on meeting these goals if there is a major change in funding that might prevent us from achieving our goals. Ms. Scott mentioned that our goal for revenue outside of the state & federal funding has increased.

Dr. McReynolds asked for a motion to approve the goals as presented in the slides. The motion passed unanimously.

Proposed SCPA

Mr. Rogow introduced our outside counsel to present aspects of the Statewide Common Participation Agreement for SHIN-NY Participants. Mr. Rogow asked to focus on what would be most impactful to our Participants and what would be most impactful as a change to Healthix. It was pointed out that our funding is being impacted by our ability to persuade organizations to sign an agreement.

Highlights of the SCPA

- Vendors of the DOH will be eligible to participate in the SHIN-NY the same as providers and other participants.
- In addition to NYS government agencies being able to participate in SHIN-NY, federal government agencies will be allowed to participate in SHIN-NY and have access to SHIN-NY information without patient authorization.
- Healthix will not be able to develop policies more restrictive than the SOPs. We currently have policies that are more restrictive than the state policies. For example, Healthix is currently very careful about policies governing research. These added restrictions will no longer exist.
- Permitted use of PHI by the state has not been defined. This raises concerns, for example a payer could use SHIN-NY to review records to deny claims.
- All existing Participation Agreements will be void when the SCPA is executed. Since the existing Participation Agreements act as Master Services Agreements for the SOWs, it isn't clear what happens to those SOWs.
- Participants will be required to mark sensitive data such as reproductive health, HIV, mental health or substance abuse. Dr. Kelly mentioned that this will be difficult to do.

- The HINs including NYeC are required to share data with other HIEs through TEFCA but Participants will not have control over this. Mr. Rogow mentioned that this is in conflict with our current consent policies. It is not clear how this would work.
- The HINs are directly responsible for managing and authorizing users. This responsibility is currently shared with the Participants.
- HINs have to provide a copy of value-added agreements/contracts with Participants to NYeC regardless of any confidentiality concerns.
- The SOPs may require Participants to maintain any technology set forth in the SOPs which NYeC controls.
- DOH will be able to access the SHIN-NY for Medicaid purposes. This is done now but under this agreement DOH could use the SHIN-NY for claims review and adjudication without the Participants knowledge.
- HINs will be responsible for infringement claims. Currently we are only required to pass this information on to our vendors.
- Limitation on liability is \$1 million or what the insurance policy will cover except for infringement claims which are not subject to this limitation.
- HINs will be required to have \$10 million in cyber liability which we have now but Participants can choose their own level of cyber liability (the current PAs specify a minimum cyber security coverage). If a Participant has a low liability level that is exceeded by a breach event caused by the Participant, Healthix could be liable for those damages.
- The SCPA can be unilaterally amended by NYeC.
- Mr. Rogow mentioned that we have about 5,000 entities that are voluntary (not required to participate in the SHIN-NY). Ms. DeStefano pointed out that if these sites decline to sign the SCPA, their participation in Healthix will be terminated and we will no longer receive their data.

Mr. Rogow stated that after this SCPA gets finalized, we will start the process of asking organizations to sign this.

1115 Waiver

Mr. VanDuyne reported that the goal for 1115 Waiver is to collect 100% of the annual assessments statewide. There are 7 million statewide – a difficult goal to reach. NYeC was aiming for 25% by the end of March.

Mr. Rogow added that Healthix and other QEs are under pressure to work with SCNs to increase engagement by providers. Healthix has offered all three of the SCNs in our area solutions to bring in data from providers including those inside and outside of the SCN networks. The Healthix solution that will be available for all three SCNs at the end of this month will enable assessments to be completed within the Healthix Clinical Portal.

We have received due dates from various EHRs to send assessments, but they are in the 3rd and 4th quarters this year. There is a flat file format available to providers who want to create an export file.

Mr. VanDuyne mentioned that NYeC is still aiming to have 100% of screenings done by March of 2026. Mr. Rogow pointed out that this is a contractual obligation.

There were no further questions or comments. The meeting was adjourned at 5:30