

**MINUTES OF A SPECIAL MEETING
OF THE
BOARD OF DIRECTORS
OF
WESTERN NEW YORK CLINICAL INFORMATION EXCHANGE, INC.
(HEALTHeLINK or HeL)**

Date of Meeting: January 30, 2024

Time of Meeting: 7:30 a.m.

Location: Via Teams Videoconference

Members Present: Anthony Billittier, M. D. (IHA)
Lauren Bruckner, M.D. (Roswell Park)
Michael Edbauer, M. D. (Highmark)
Michael Galang, M.D. (CHS)
Eileen Morgan (Citizen/Patient Representative)
Pastor George Nicholas (P2 Designee/RHIC)
Ann Marie Odrobina (M&T Bank/Employer Representative)
Paul Pettit (Commissioner of Health – Genesee & Orleans County Health
Departments)
Sourav Sengupta, M.D. (University Psychiatric)
Art Wingerter (Univera)

Others Present: Herbert Glose (HEALTHeLINK/Barclay Damon LLP) (Counsel)
Dan Porreca (HEALTHeLINK)
Jackie Welsch (HEALTHeLINK)

Chair of Meeting: Anthony Billittier

Secretary of Meeting: Herbert Glose

Call to Order/Agenda Review

Dr. Billittier opened the meeting at 7:32 a.m. He thanked all for attending this Special Meeting for the sole purpose of voting on membership to Technology By Design, Inc (“TBD”) and to designate a HEALTHeLINK Board Member for TBD. He then turned the meeting over to Dan Porreca and Herb Glose.

Review/Discussion/Vote

Dan Porreca reviewed prior Board discussions regarding the formation of a separate legal entity to develop shared services for NYeC and the QEs. The new entity to be formed will be known as Technology By Design, Inc and Drew McNichol is to be named Executive Director of TBD, though he still will work part-time for HEALTHeLINK on strategic ‘in progress’ IT projects.

Herb Glose reviewed the process by which TBD governance documents were reviewed and negotiated with NYeC. He highlighted several facts regarding TBD governance (final drafts of the Certificate of Incorporation and Bylaws were circulated prior to the Meeting):

It is being filed as a legal entity separate from HEALTHeLINK and will be filed as a New York State Not-For-Profit Corporation. The intention is to then promptly file for recognition of tax exemption. Filings are being coordinated by NYeC.

The initial TBD Board will consist of 3-6 Board members.

The Bylaws at Section 3.15 provide that no financial contribution of HEALTHeLINK can be required without HEALTHeLINK's consent.

After discussion and a brief Q&A, it was moved, seconded and unanimously

RESOLVED that HEALTHeLINK become a member of Technology By Design, Inc. ("TBD"); and be it further

RESOLVED that Daniel E. Porreca is appointed to serve as the HEALTHeLINK designated Board Member of TBD, until the appointment of a successor; and be it further

RESOLVED that Dan Porreca and Herb Glose are designated to take any actions necessary or appropriate to effectuate the foregoing Resolutions.

There being no other business, at 7:55 a.m. the Board Meeting was adjourned. There was no Executive Session.

Respectfully submitted,

/s/ Herbert J. Glose
Herbert J. Glose, Secretary of the Meeting