



## **A Governance Plan for the Wyoming Telehealth Network**

**Prepared for  
The Wyoming Telehealth Consortium and the  
Wyoming Department of Health**

May 29, 2010



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May 29, 2010

Dear Dr. Bush:

The Wyoming Health Information Organization (WyHIO) is pleased to present the final version of the Governance Plan for the Wyoming Telehealth Network (WTN). This document represents a plan for setting direction, ensuring accountability, and being responsive to the needs of Wyoming's telehealth stakeholders. The plan covers a five year period, consistent with that of the Business Plan previously submitted - July 2009 through June 2014, and incorporates feedback from the Wyoming Telehealth Consortium and other interested parties.

The WyHIO appreciates the opportunity to present this plan.

Sincerely,

Jerry Calkins, Ph.D., M.D.  
Chairman  
WyHIO Board of Directors

## MISSIONS

The mission of the Consortium shall include:

Facilitating the operation of a statewide interoperable telemedicine/telehealth network using existing internet protocol based communication and videoconferencing infrastructure and telecommunication services to the extent possible;

Coordinating with appropriate state agencies to establish incentives to implement, promote and facilitate the voluntary exchange of secure telemedicine/telehealth network information between and among individuals, entities and agencies that are providing and paying for services authorized under the Medicaid program, in conformity with rules adopted by the state chief information officer;

Develop and promote a common direction for a statewide interoperable telemedicine/telehealth network among state agencies, in conformity with rules adopted by the state chief information officer.

The mission of the Wyoming Health Information Organization (WyHIO) is to enhance access, quality, safety, and the efficiency of healthcare in Wyoming through the implementation of a telecommunications network supporting telehealth/telemedicine and the interoperable exchange of electronic health information exchange that is secure and confidential, assuring interconnectivity within Wyoming and the rest of the nation.

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## **Purpose/Scope of the Plan Document**

This governance plan is the product of the Wyoming Telehealth Consortium. It describes the current and proposed governance structures of the Wyoming Telehealth Network (WTN), including roles and responsibilities of the parties and proposed processes for how the WTN leadership will guide operations of the network. This document should be considered a living document that will be revised to reflect the consensus and changing telehealth needs of the Wyoming's healthcare system.

The primary objective of this plan is to establish the format of a governance structure for the WTN. Other objectives are:

- Empower stakeholders in the governance structure to provide strategic insight to and influence direction of the WTN, and drive the strategic initiatives of the WTN;
- Identify appropriate resources needed to support the governance structure;
- Suggest initial governing policies and procedures for the WTN.

The plan articulates a desired future state for the WTN, in which the WTN and related healthcare information technologies support the healthcare system's goals of increased collaboration, improved access and quality, and increased efficiency for providers. Additionally, the document provides information for those unfamiliar with telehealth on past and current telehealth activities in Wyoming.

An effective governance plan ensures the WTN is well managed and achieves its goals. The management of the WTN will require both a strategic, business-minded board to adopt operating policies of the network, and technically-competent resources to meet the service levels expected by network users.

The Consortium members acknowledge that they cannot anticipate all future telehealth delivery needs. To that end, the plan recommends governance structures for the WTN that will establish a solid and sustainable base for currently anticipated service delivery, allow the WTN to adapt as needed to leverage and integrate with future infrastructure development, and grow to meet future service delivery needs identified by Wyoming's healthcare community.

Please provide your feedback to

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## Executive Summary

The Wyoming Telehealth Consortium currently provides governance for the Wyoming Telehealth Network. The Consortium's mission is to facilitate the operation of a statewide interoperable telemedicine/telehealth network using existing internet protocol based communication and videoconferencing infrastructure and telecommunication services to the extent possible.

The Consortium operates within the Wyoming Department of Health, and has established short term goals of expanding clinical telehealth services, and building the organizational capacity and infrastructure to support expanded clinical services.

This document suggests criteria for evaluation of governance model options, and makes governance model recommendations to support the delivery of telehealth/telemedicine in Wyoming, focusing on a two time periods:

- Years 1 and 2 – July 2009 to June 2011
- Years 3 through 5 – July 2011 to June 2014.

Potential governance models for each of the time periods were evaluated against four criteria:

- Can the governance option effectively represent Wyoming's telehealth stakeholders and be responsive to their needs?
- Can the leadership model for the governance option support setting WTN goals, driving WTN success, and holding leadership accountable for WTN operations?
- Can the underlying organization supporting the governance option accept funding from various sources, and be accountable to those sources and WTN members?
- Will the governance option be acceptable to and have the support of the WTN members?

Four potential governance models were reviewed against the criteria:

- Decentralized
- Distributed
- Shared/Partnership
- Centralized.

For years 1 and 2, it is recommended that the existing governance structure of the Wyoming Telehealth Consortium should be continued, with an expanded committee structure and a more targeted set of objectives. To help strengthen the Consortium and focus its activities, the following specific steps are also recommended:

- Broaden the Consortium's activities;
- Adopt a defined set of Consortium deliverables;
- Implement an expanded committee structure, along with more specific roles/responsibilities of parties.

Goals for years 3 through 5 address increasing the network's capacity to deliver clinical services and maintaining sustainable network operations. To help accomplish those goals, it is recommended that the network operations and governance should be handled by an independent, member based, public-private collaborative.

A public-private collaborative, in the form of a not-for-profit corporation, with a representative Board of Directors would direct the operations of the network. The Board would set network goals and directions, be representative of and accountable to stakeholder groups.

In addition to the Wyoming Telehealth Network, there are two other related projects ongoing in Wyoming:

- The Wyoming Healthcare Information Exchange
- The Governor's Audio Visual Task Force project.

It is recommended the Wyoming Telehealth Network partner with organizations managing these other projects to leverage shared investments that further the mission of the telehealth network.

Additionally, there are significant interdependencies among telehealth, Healthcare Information Exchange, Audio Visual networks, broadband capabilities, and other related technologies. A final recommendation is that Wyoming should leverage existing and planned clinical data, HIE, telehealth, AV, and broadband investments to create cost effective, shared healthcare information technology services across the healthcare community.

# Introduction/Overview

## ***Telehealth/telemedicine***

Telemedicine and telehealth are defined as shown below:

Telemedicine is the use of medical information exchanged from one site to another via electronic communications to improve patients' health status. Closely associated with telemedicine is the term "telehealth," which is often used to encompass a broader definition of remote healthcare that does not always involve clinical services. Videoconferencing, transmission of still images, e-health including patient portals, remote monitoring of vital signs, continuing medical education and nursing call centers are all considered part of telemedicine and telehealth.<sup>1</sup>

## **Governance**

Governance focuses on management and achieving the organization's goals. For purposes of this plan, governance is defined as

"... a set of responsibilities and practices exercised by the board and executive management with the goal of providing strategic direction, ensuring that objectives are achieved, ascertaining that risks are managed appropriately and verifying that the enterprise's resources are used responsibly."<sup>2</sup>

Historically, telehealth services in Wyoming focused on educational and administrative activities. For the near term, the Wyoming Telehealth Consortium has made the implementation of clinical services a priority.

Additional factors will impact the near-term development of telehealth/telemedicine in Wyoming, and must be addressed by the governance body. Among these are the following:

- Lack of uniform connectivity;
- Concerns over Quality of Service with the public internet network;
- Education needed to inform providers of telehealth services and how telehealth can be used to improve healthcare delivery;
- Need for expanded wireless services and integration with existing landline networks;
- Demand for new services is increasing – ICU monitoring, mobile applications via handheld devices, expansion into long term care facilities, home and remote patient monitoring, etc.;
- Emergency services and response – public health, disaster response, Emergency Medical Services;
- Reimbursement for telehealth services still lacking;

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<sup>1</sup> American Telemedicine Association (ATA)

[http://www.americantelemed.org/files/public/abouttelemedicine/What\\_Is\\_Telemedicine.pdf](http://www.americantelemed.org/files/public/abouttelemedicine/What_Is_Telemedicine.pdf)

<sup>2</sup> IT Governance Institute, Board Briefing on IT Governance, 2nd Edition

[http://www.itgi.org/AMTemplate.cfm?Section=Board\\_Briefing\\_on\\_IT\\_Governance&Template=/ContentManagement/ContentDisplay.cfm&ContentID=39649](http://www.itgi.org/AMTemplate.cfm?Section=Board_Briefing_on_IT_Governance&Template=/ContentManagement/ContentDisplay.cfm&ContentID=39649)

- Need for coordination and resource sharing between telehealth and Healthcare Information Exchange;
- Legal barriers – medical licensure, electronic prescribing via telehealth, malpractice issues;
- Privacy/security;
- Infrastructure expansion and demand for bandwidth;
- Sustainability.<sup>3</sup>

Top performing organizations have designed their governance structures linked to the performance measures on which they excelled. This has the effect of harmonizing their business objectives, governance approach, governance mechanisms, and performance goals and metrics. While businesses may use a variety of methods to govern operations and use of assets, common governance methods across an organization lead to better results.<sup>4</sup>

### ***Governance Options***

A number of models exist for telehealth governance structure. The choice of a particular model can depend on a number of factors, such as what structures currently exist, what resources are available, and the focus and scope of the telehealth effort. A more detailed discussion of these models is included in a later section.

- Decentralized - Each partner independently determines their own governance model, strategic direction, and what project elements need to be sustained. Each assumes responsibility for necessary resources to sustain the project
- Distributed - Partners/participants are organized in regional or other logical groupings that function as the main decision-making body. Each group determines strategic direction and project scope, and resources are usually shared.
- Shared or Partnership - The partners function as a central decision-making body with some central and distributed staff, and a shared budget.
- Centralized - A designated central body determines strategic direction and provides the resources necessary to sustain the project.<sup>5</sup>

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<sup>3</sup> American Telemedicine Association, Comments of the ATA before the FCC, In the Matter of Healthcare Delivery Elements of National Broadband Plan, Public Notice # 17  
[http://www.americantelemed.org/files/public/policy/FCC\\_12\\_2\\_2009.pdf](http://www.americantelemed.org/files/public/policy/FCC_12_2_2009.pdf)

<sup>4</sup> Weill, Ross, IT governance : how top performers manage IT decision rights for superior results  
<http://hbr.org/products/2535/2535p4.pdf>

<sup>5</sup> Health Canada, Transitioning Project Leadership and Governance Structures,  
<http://www.hc-sc.gc.ca/hcs-sss/pubs/ehealth-esante/2002-tele-sustain-viab/index-eng.php#tra>

# Telehealth in Wyoming

## *Current telehealth efforts in Wyoming*

Wyoming Medical Center (WMC) in Casper initiated a pilot tele-stroke program in July 2005. In January 2006, the hospital obtained a grant from the Wyoming Hospital Association (WHA) to acquire a communications toolkit for stroke consultation. A pilot site, Memorial Hospital of Converse County, went live in October 2008.

The Wyoming Department of Corrections in conjunction with Prison Health Services has implemented a telemedicine program at four Wyoming institutions. Services delivered via telehealth include tele-psychiatry, primary care, and chronic disease management.

CRMC currently operates the Southeast Wyoming Telehealth Network (SEWTN), a consortium of healthcare facilities working together to improve healthcare in the region. The SEWTN serves eight hospitals in Southeast Wyoming through development and operation of clinical telemedicine applications, healthcare related educational programs, and other telehealth related activities.<sup>6</sup>

The Veteran's Administration operates a closed broadband network, utilizing video over Internet Protocol (IP) to provide telehealth services across the United States. Their mission includes rural health the VA has set up 4 new outreach clinics in Wyoming.

Several out-of state networks provide services to healthcare providers in Wyoming. The Eastern Montana Telemedicine Network (EMTN) began in 1993 as a cooperative effort between Billings Clinic and five rural healthcare facilities in eastern Montana. It now has 26 partners in 19 communities throughout eastern and central Montana, and in Cody and Lovell, Wyoming.<sup>7</sup>

The Cooperative Telehealth Network (CTN) in Idaho operates as part of The Hospital Cooperative. The CTN provides services to sites in Idaho, as well as Afton, Wyoming.<sup>8</sup>

Partners in Health Telemedicine Network (PHTN) is a collaborative partnership of healthcare facilities and providers in south-central Montana and Cody, Wyoming. The network operations center is located on the St. Vincent Healthcare campus in Billings, Montana. Partner sites include seven other hospitals, six outpatient clinics, two mental health facilities, and six specialty physician practices, and the Montana Hospital Association.<sup>9</sup>

Apollo Telemedicine, under contract to the Wyoming Department of Health, is developing a pilot project to test an integrated system of mental health care based on telemedicine services. When successful, this model will support earlier psychiatric evaluation of patients, more appropriate specialty care, and more efficient transfer of the most seriously ill patients to inpatient psychiatric facilities. It is expected this pilot will develop the model for delivery of tele-psychiatry services statewide.

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<sup>6</sup> <http://www.sewtn.net/>

<sup>7</sup> <http://www.emtn.org/>

<sup>8</sup> <http://www.hospitalcooperative.org/CTNHome/tabid/86/Default.aspx>

<sup>9</sup> <http://www.nwrei.org/?page=3>

The Wyoming Department of Health (WDH) through its past and current budget requests provides funding for support of technical and business services for the existing telehealth network operations.

In 2008 Governor Freudenthal appointed an Audio Visual Task Force to examine all systems delivering distance education, video conferencing, and IP-based communications throughout the state. The consultant conducting the study made a series of recommendations, two of which, if implemented, could support development of any future telehealth network infrastructure:

- Provide or subsidize funding for broadband connectivity to member sites to attain a minimum baseline bandwidth standard in alignment with each stakeholder's videoconferencing business requirements;
- Determine and deploy a unified, reliable, and flexible videoconferencing infrastructure platform to include equipment components that can be shared yet individually accessed and allocated for all business functions that utilize videoconferencing.<sup>10</sup>

The Consortium has formed a working relationship with the AV Task Force, and will continue to pursue opportunities to collaborate.

### ***Current statewide telehealth governance***

In 2009, the Wyoming Legislature created the Wyoming Telehealth Consortium (WTC) and charged it with "Facilitating the operation of a statewide interoperable telemedicine/telehealth network..." Telehealth in Wyoming is evolving quickly. To help accommodate this change and provide for the anticipated future role of telehealth in Wyoming, the WTC has adopted a vision, mission, and set of guiding principles to guide its telehealth efforts.

- **Vision** - Telehealth will play a major role in improving both access to and quality of healthcare to Wyoming's citizens.
- **Mission** - Facilitating the operation of a statewide interoperable telemedicine/telehealth network using existing internet protocol based communication and videoconferencing infrastructure and telecommunication services to the extent possible.
- **Guiding Principles**
  - Existing resources and knowledge will be leveraged.
  - Telehealth initiatives will be interoperable.
  - The telehealth network will be collaborative.
  - Telehealth will integrate into the health system and support other initiatives.
  - Healthcare providers will be educated on the capabilities and benefits of telehealth.

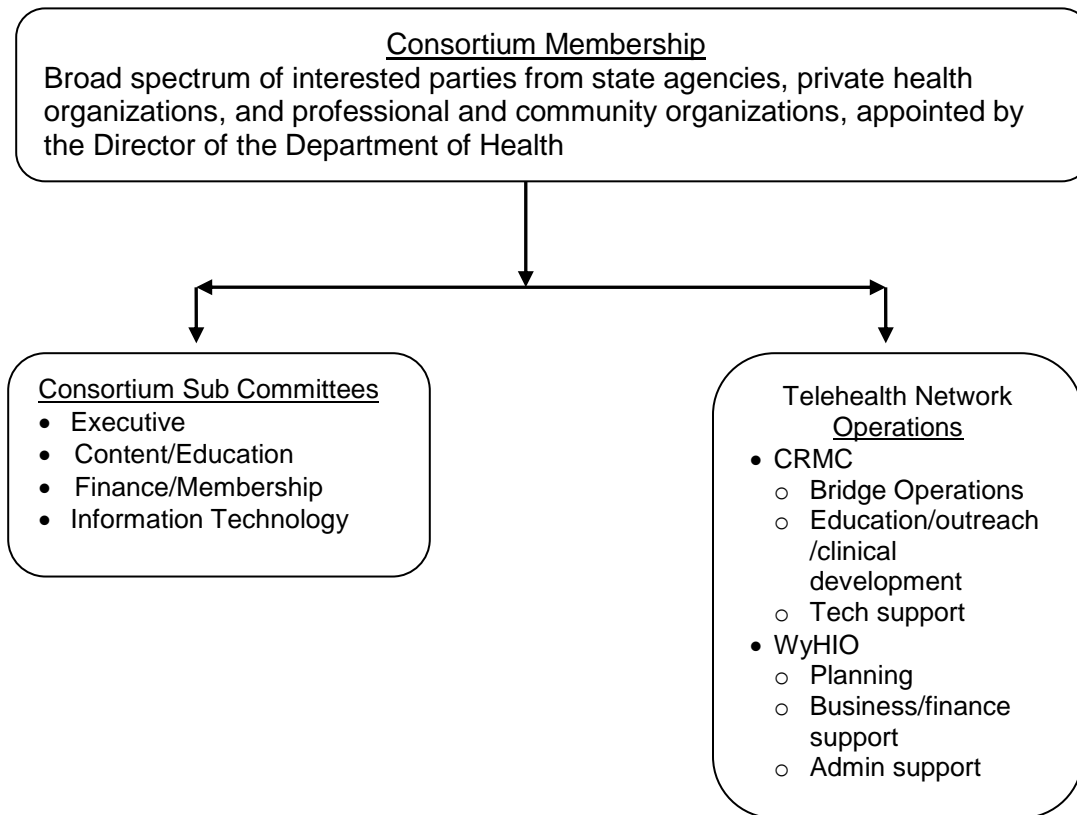
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<sup>10</sup> PlanNet Consulting, LLC, State of Wyoming, Governor's Task Force, Video Conferencing and IP-Based Communications, DRAFT Final Report, July 31, 2009, <http://sites.google.com/site/wyovideo/Home/reference-documents>

The Consortium operates under the authority of the Wyoming Department of Health, with members appointed by the Director of the Department. The Consortium's enabling legislation is shown in Appendix B.

Figure 1 below depicts the current structure of the Consortium and its sub-committees.

**Figure 1. Wyoming Telehealth Consortium**



## Goals of the Wyoming Telehealth Network

The Consortium, in its Business Plan, focused planning efforts on two time periods, identifying goals/outcomes for both the short and long terms:

- 7/1/2009 to 6/30/2011- years 1 and 2;
- 7/1/2011 through 6/30/2014 - years 3 through 5.

Consortium efforts, in years 1 and 2, will focus on expansion of services, especially clinical, and building organizational capacity and infrastructure to support expanded service delivery. These initial efforts will result in the development and implementation of the telecommunications infrastructure and related services that will provide access to network connectivity across Wyoming. The network capacity will provide a quality of service sufficient for real time information transfer and telehealth applications, monitoring of connections, troubleshooting, and technical support to users.

The Consortium also identified a number of long term (years 3 to 5) expected outcomes of telehealth/telemedicine implementation:

- Improved access to clinical services in rural areas;
- Increased clinical services and integration into clinical practice;
- Increased provider collaboration;
- Increased educational opportunities for healthcare professionals and patients;
- Flexibility to adapt to changing service delivery needs;
- Current technology adoption and Integration.

Additionally, desired key characteristics of the WTN were identified:

- Use of telehealth/telemedicine is widespread, with a variety of services delivered to rural communities and patient's homes; telehealth is a cost-effective service delivery mechanism;
- Telehealth/telemedicine is routinely integrated into the delivery of healthcare services;
- Barriers to telehealth usage are removed: reimbursement, licensing, credentialing;
- Technical, business, educational, scheduling, and other needed support services will be readily available; telehealth is easy to use;
- Telehealth consults will enable interaction among members of multi-disciplinary teams;
- Increased support for geographically isolated providers will be available, including relief support for provider shortage areas and disciplines;
- Providers have increased access to educational opportunities, saving travel time and money;
- Patients have convenient access to education relating to their healthcare needs or those for whom they care;
- The telehealth/telemedicine network infrastructure has the ability to implement new telehealth services as needed;
- Telehealth/telemedicine has strong participation levels, provider support, and sustainable funding;
- Telehealth/telehealth services evolve with technology advances; telehealth integrates with EHRs and HIE; home based services are expanded.

The remainder of this document suggests criteria for evaluation of governance model options, and governance model recommendations to support the delivery of telehealth/telemedicine in Wyoming, focusing on two time periods: years 1 and 2, and years 3 through 5.

## Evaluating Options for Governance Models

As indicated earlier, experience indicates a critical success factor for telehealth networks is an effective governance structure.

A critical factor in sustainable telehealth and electronic health record projects is developing and maintaining effective leadership and governance structures. In most cases, governance structures need to be distributed enough to be responsive to site or community specific needs, yet provide some level of coordination to ensure overall project objectives are met, knowledge is shared, and economies of scale are realized where possible. The most successful leadership and governance models share common elements:

- Strong executive support and representation from all partners (e.g. government, health care organizations, community, etc.);
- A strong leadership role for clinicians, and specifically physicians;
- An oversight function which ensures participation in decision-making and representation from the various diverse partners required to make the project a success;
- Integration with existing organizational structures and functions;
- An ability to demonstrate the successes of the project; and
- A clear mandate and purpose.<sup>11</sup>

With the importance of leadership and governance in mind, the following criteria are used to evaluate governance structure options for the WTN.

- Can the governance option effectively represent Wyoming's telehealth stakeholders and be responsive to their needs?
- Can the leadership model in the governance option support setting WTN goals, driving WTN success, and holding leadership accountable for WTN operations?
- Can the underlying organization supporting the governance option accept funding from various sources, and be accountable to those sources and WTN members?
- Will the governance option be acceptable to and have the support of the WTN members?

Briefly restated, potential governance models and their characteristics are as follows:

- Decentralized – independent determination of own governance model, strategic direction, and project elements; individual responsibility for resources;
- Distributed - organized in regional/logical groupings for decision-making; group determines strategic direction and project scope; shared resources;
- Shared or Partnership - partners as a central decision-making body; shared staff and budget;
- Centralized - designated central body determines strategic direction and provides the resources.<sup>12</sup>

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<sup>11</sup> Health Canada, Transitioning Project Leadership and Governance Structures  
<http://www.hc-sc.gc.ca/hcs-sss/pubs/ehealth-esante/2002-tele-sustain-viab/index-eng.php#tra>

<sup>12</sup> Health Canada, Transitioning Project Leadership and Governance Structures,  
<http://www.hc-sc.gc.ca/hcs-sss/pubs/ehealth-esante/2002-tele-sustain-viab/index-eng.php#tra>

Figure 2 below provides a comparison of how the four governance options matched to the evaluation criteria described earlier.<sup>13</sup>

**Figure 2. Comparison of Proposed Governance Models under the Evaluation Criteria**

Criteria/Model	Decentralized	Distributed	Shared	Centralized
Representation/responsiveness	In this model, the partners generally provide their own governance, direction, and resources. This model is generally more responsive to local community needs. However, the model provides limited economies of scale, or sharing of resources. Lack of standardization between partners may limit interoperability, and lead to unnecessary duplication.	This model is more oriented to organization of participants in a geographic region or other logical organization. Some neighboring states have formed coalitions of independent networks that operate within those states. This model is usually less responsive to member needs than the decentralized model, but does provide opportunities for sharing knowledge and resources. Lack of standardization between partners may limit interoperability,	In this model, the partners share a common goal or project, constitute the decision making authority, and often share a budget or other resources. Opportunities for economies of scale and knowledge sharing are increased. Project costs are shared in some fashion among the partners. This model can be less responsive to individual member needs than the distributed model.	In the Centralized model, a single, designated entity makes critical decisions and provides the resources for operations. There is little ownership among the participants, leading to a lessened consideration of participant goals and needs. There is also less interest in sharing/leveraging resources among participants. Knowledge sharing, standardization, interoperability, and decision making can be simplified.
Leadership accountability	Leadership is established locally, with each partner providing their own direction, and being accountable to their individual organization. This is consistent with the way telehealth networks are organized in Wyoming and neighboring states. Telehealth networks operating in Wyoming include	The group makes decisions regarding direction of the agreed to project or coalition. However, participants have a dual role, and are responsible to both their home entities and the joint project.	The participants make decisions on behalf of the entire organization. Decision making can be complex, because of the shared responsibility.	The designated entity makes critical decisions, and is accountable to the entity's oversight body rather than the project participants.

<sup>13</sup> Adapted from Health Canada, Transitioning Project Leadership and Governance Structures, <http://www.hc-sc.gc.ca/hcs-sss/pubs/ehealth-esante/2002-tele-sustain-viab/index-eng.php#tra>

	SEWTN, VA, CTN, EMTN, and PHTN. The networks have traditionally been responsible for their own operations and resources.			
Funding/ accountability	This model has limited sharing of resources, and limited need for a common funding or accountability mechanism.	There is an increased need for sharing of resources and financial accountability over the decentralized model.	Project implementation and sustainability costs are shared among the project partners, increasing the need for a process to collect and distribute funds according to the directions of the partners.	The decision making entity would be responsible for funding and sustaining the project, and would provide for needed accountability.
Acceptability	This model provides a high level of autonomy and ownership, and is usually accepted.	There is less autonomy in this model than in the Decentralized model. However, there is generally good acceptance within the geographic region or other grouping.	This model may be less responsive to the needs of individual partners than the Distributed model. However, the partners generally enter into the project with an understanding of the shared decision making process.	Decision making is handled by the designated entity, and input into those decisions and responsiveness to individual participant's needs are limited.

## The Short-term Governance Model – Years 1 and 2

*Recommendation 1: in years 1 and 2, the existing governance structure of the Wyoming Telehealth Consortium should be continued, with an expanded committee structure and a more targeted set of objectives.*

The proposed criteria for evaluation of governance models include the following:

- Representation and responsiveness to telehealth stakeholder needs;
- Leadership's role in goal setting, driving success, accountability;
- Ability to accept and be accountable for funding;
- Acceptability by members.

Considering the statutory mandates already defined and the existing Consortium structure in place, continuation of the Consortium with some enhancements is recommended for the remainder of years 1 and 2. The Consortium satisfies the evaluation criteria as related to activities in years 1 and 2, as indicated below.

The current Consortium represents telehealth stakeholders and is responsive to their needs.

In 2007, a number of interested parties came together to apply for a grant under the FCC's Rural Health Care Pilot Program.<sup>14</sup> That group evolved into an informal telehealth governance organization, and in mid 2008 formed the Wyoming Telehealth Steering Committee. The primary members of that group were

- Cheyenne Regional Medical Center
- University of Wyoming
- Wyoming Department of Health
- Wyoming Hospital Association
- Wyoming Medical Center
- Wyoming Medical Society
- Wyoming Health Information Organization

The Steering Committee continued to guide statewide telehealth efforts until 2009, when the Wyoming Legislature established the Wyoming Telehealth Consortium. The Consortium is open to "state agencies, private health organizations and professional and community organizations". As part of the legislation, the Consortium was charged with a primary responsibility to "facilitate the operations of a statewide interoperable telemedicine/telehealth network, and a number of other tasks. See Appendix B for further information.

While participation in the Consortium's activities is open to any interested party, the primary parties driving telehealth activities in years 1 and 2 include those originally in the informal Telehealth Steering Committee as well as additional members, as follows:

- Wyoming Department of Health

<sup>14</sup> <http://www.fcc.gov/cgb/rural/rhcp.html>

- Cheyenne Regional Medical Center
- The Wyoming Hospital Association
- The University of Wyoming
- The Wyoming Department of Corrections
- Prison Health Services
- The Veterans Administration
- The Wyoming Medical Society
- Wyoming Medical Center
- The Wyoming Office of the CIO
- Laramie Oncology & Hematology
- The Wyoming Behavioral Institute
- The Wyoming Association of Mental Health and Substance Abuse Centers
- Blue Cross Blue Shield of Wyoming
- Great West/Cigna Healthcare
- The Wyoming Health Information Organization.

The Telehealth Consortium has set goals and its leadership is representative of and accountable to Consortium membership.

The Telehealth Consortium has adopted a mission, vision, activities, and operating principles that are consistent with the requirements of its founding legislation.

#### Vision/Mission

The mission of the Consortium shall include:

- Facilitating the operation of a statewide interoperable telemedicine/telehealth network using existing internet protocol based communication and videoconferencing infrastructure and telecommunication services to the extent possible;
- Coordinating with appropriate state agencies to establish incentives to implement, promote and facilitate the voluntary exchange of secure telemedicine/telehealth network information between and among individuals, entities and agencies that are providing and paying for services authorized under the Medicaid program, in conformity with rules adopted by the state chief information officer;
- Develop and promote a common direction for a statewide interoperable telemedicine/telehealth network among state agencies, in conformity with rules adopted by the state chief information officer.

#### ACTIVITIES

Initial Consortium activities will consist of the following:

- Coordinate the development and promotion of statewide standards for an interoperable telemedicine/telehealth network and, where applicable, promote definitions and standards for statewide electronic health transactions;
- Promote and conduct education programs that inform network users that information communicated through the use of telemedicine/telehealth shall conform with state and federal privacy and security laws and information security programs established by the state chief information officer;
- Seek funds and contract as necessary to carry out its statutorily authorized responsibilities;

- Establish operating policies and procedures as needed to carry out its responsibilities.

#### **OPERATING PRINCIPLES**

Consortium operations will be guided by the following set of principles:

- Support inclusiveness in participation across all consortium members and other interested parties;
- Recognize the varying organizational needs, models, and developmental stages of telemedicine/telehealth initiatives across Wyoming;
- Build upon existing activities, experience, skills and resources in the design and implementation of statewide networks;
- Encourage participation and commitment by members to build consensus, support network operations, and establish an effective voice for state-level telemedicine/telehealth perspectives, issues, and opportunities.

The Consortium has the ability to accept funds to support operations.

In its enabling legislation, the Consortium was given "the authority to seek funds for consortium operation and contract as needed to carry out its responsibilities." However, that authority comes under the umbrella of the Wyoming Department of Health, and as such revenues collected by the Consortium would fall under all the accompanying state financial requirements. A significant amount of revenue available to support network infrastructure development has been awarded to entities outside of state government.

Known revenues available to support the WTN in years 1 and 2 budget include FCC Pilot Rural Health Care Pilot Program federal and matching revenues, a second federal grant for project management and education/outreach, in-kind support from CRMC, and two supporting contracts from the Department of Health. Only the two supporting contracts fall under the responsibility of the Department of Health. The accountability for the remaining funds rests with the University of Wyoming and CRMC.

Additionally, the bulk of these revenues are from non-recurring sources: federal grants and a state appropriation for a pilot mental health project. This is indicative of the larger problem facing the network - the need for stable, recurring revenue sources. The Consortium is exploring several options to address the shortfall, including the Universal Services Fund to help reduce telecommunications line charges to rural participants, additional state funds, additional federal grants, and membership/user fees for continuing revenue.<sup>15</sup>

The Consortium as a governance model is acceptable to members for years 1 and 2.

As indicated earlier, the Consortium grew from the initial Telehealth Steering Committee, an informal organization created to guide statewide telehealth efforts. Those initial Steering Committee members continue to support Consortium efforts, and have been joined by more interested parties. Support for and participation in Consortium efforts remains strong.

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<sup>15</sup> Ongoing revenue sources for Arizona Telemedicine Program, Utah Telehealth Network, Eastern Montana Telehealth Network, Alaska Rural Telehealth Network

However, a number of the non-state government participants have expressed concerns about committing any significant amount of their funds to statewide efforts without some assurance of ownership of assets and participation in decisions regarding statewide network operations.

To help strengthen the Consortium and focus its activities, a number of recommendations are made, as follows:

- Broaden the Consortium's activities;
- Adopt a defined set of Consortium deliverables;
- Implement an expanded committee structure, along with more specific roles/responsibilities of parties.

As per the Consortium's bylaws, its current mission/vision focuses heavily on meeting the requirements of its enabling legislation, with two of three items addressing coordinating and compliance activities within state government. However, the bulk of the members of the Consortium are not state government agencies, and there is no mention of healthcare service related items in the mission/vision. The Consortium has addressed this issue.

In its first draft of the Telehealth Business Plan, the Consortium indicated activities in years 1 and 2 should focus on expansion of services, especially clinical, and building organizational capacity and infrastructure to support expanded service delivery. This is consistent with the future service goals of the Consortium as well as its legislative mandate.

To deliver on its original statutory requirements, the additional activities, and more targeted accountability, the Consortium should adopt a set of deliverables around the expansion of clinical services and the development of the network infrastructure and supporting network services. Suggested deliverables include

- Complete installation of the equipment and telecommunications lines supported by the FCC Rural Health Care Pilot Program grant in 2010;
- Define and vet telehealth value propositions for the stakeholder groups;
- Define the network products and services;
- Expand education/outreach to increase network usage in all service areas;
- Recruit providers and support delivery of at least three clinical programs;
- Develop and adopt standards for network connectivity;
- Adopt a reasonable operating budget and identify reliable, consistent funding sources for continued operation in years 3 through 5;
- Formalize a partnership with the Veteran's Administration for collaborative network operations and expanded services through Wyoming providers;
- Transition the network operations and governance structure to an independent, member based entity.

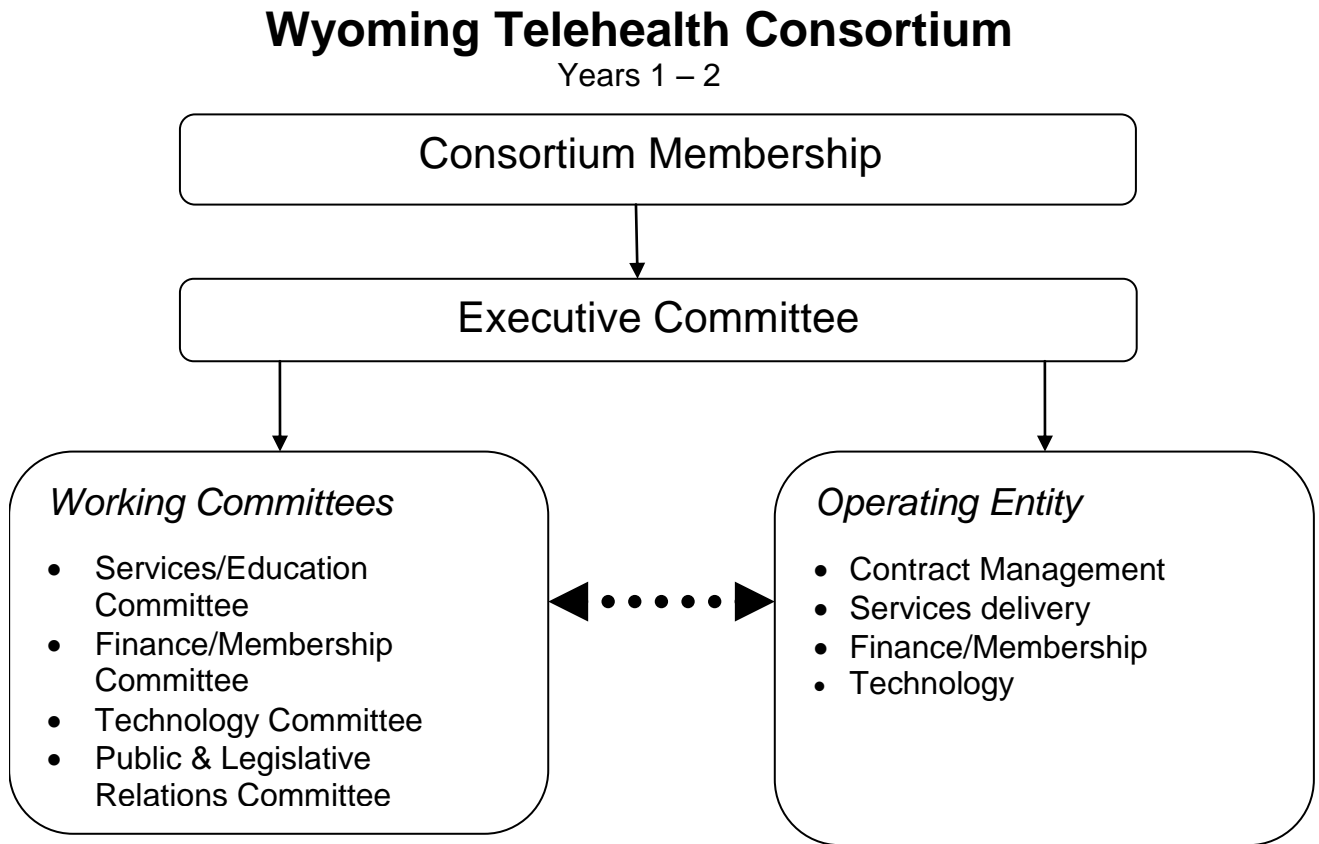
During the next two years, the Consortium should work aggressively to recruit providers of additional clinical services. Some specific activities could include the following:

- Statewide expansion of the existing tele-stroke program at Wyoming Medical Center (WMC);
- Expansion of an existing tele-psych pilot program to hospitals and MHSAs in Wyoming;

- Development of a SEWTN based tele-cardiology program, with eventual statewide expansion;
- Delivery of Title 25 emergency mental health services via telehealth;
- Provision of routine mental health evaluations through telehealth.

To address the final point of an expanded committee structure, and more specific roles/responsibilities of parties in the Consortium, some minor changes are recommended to the Consortium structure and committee responsibilities as shown in Figure 3 below.

**Figure 3. Year 1 and 2 Recommended Governance Structure**



The recommended structure consists of four major groups:

- The Consortium membership as appointed by the Director of the Department of Health;
- An Executive Committee consisting of the elected officers of the Consortium;
- The Consortium's working committees;
- A contractor to support Consortium and network operations.

Suggested roles and responsibilities of each of those groups are as follows:

- Consortium Membership – overall governance of network activities; approval of mission/objectives; policy adoption and enforcement; assuring

- integrity/accountability; funding and financial oversight; adopting and promoting programs and services; public relations; and legislative activities.
- Executive Committee - oversight of day-to-day activities; strategic planning; implementation activities of the WTN in accord with Consortium directions; and contract supervision and Working Committee oversight;
  - Services/Education Committee - advise Consortium members and staff on improvement and development of clinical, educational, administrative programs/services; and promote the WTN for clinical, educational, administrative uses;
  - Finance/Membership Committee – oversee financial operation of WTN; determine funding sources and recommend fee structures; recommend fiscal policy; annual audit; and advise contractor on policy implementation;
  - Technology Committee - recommend strategic technical direction for WTN; and advise contractor staff on technical needs and improvements for the network and telehealth activities;
  - Public & Legislative Relations Committee - recommend telehealth legislative and public policy agenda; and advise and assist contract staff on public and government relations strategies;
  - Contract Operating Entity
    - Consortium contract management - staff supervision; planning and research assistance; legislative and government relations; and marketing;
    - Services delivery - education/outreach to providers statewide; assistance in developing services/educational applications; and service delivery tracking;
    - Finance/Membership - day to day accounting and reporting activities; audit support; grant application; membership enrollment/tracking; and contracting/procurement;
    - Technology – oversight of day-to-day operation of the central network components and connectivity infrastructure; subcontractor management; help desk; user environmental support; and WTN user training.

## The Long-term Governance Model – Years 3 through 5

Where the first two years of telehealth network operations are characterized as building capacity and implementing clinical services, the next three years focus on increasing capacity to deliver services and maintaining sustainable operations. Beginning in year 3, the network membership and usage is expected to increase substantially, with the associated delivery of additional and more complex clinical applications.

The demands for new and expanded services will address all service areas: educational, administrative, and especially clinical. The additional clinical services are expected to encompass all major clinical service areas, and home-based monitoring. Services begun in years 1 and 2 are expected to see increased demand as well.

The expansion into areas such as hospital-based emergency services and mobile EMS will significantly increase the need for support to providers. Existing telecommunications networks will be impacted by increased usage of telehealth services as well as the exchange of other healthcare data. Many of the anticipated clinical services and moving to High Definition (HD) equipment will provide increased demand for bandwidth.

Currently, provision of services primarily involves hospital settings. However, a major change is expected as healthcare providers and patients access telehealth services from a series of non-traditional settings and technologies: office, home, mobile locations, cell phones, home monitoring devices, etc.

In years 3 through 5, the same governance model decision criteria are recommended as that proposed in years 1 and 2:

- Representation and responsiveness to telehealth stakeholder needs;
- Leadership's role in goal setting, driving success, accountability;
- Ability to accept and be accountable for funding;
- Acceptability by members.

*Recommendation 2: in years 3 through 5, the network operations and governance should be handled by an independent, member based public-private collaborative.*

The section of this report entitled Evaluating Options for Governance Models described four possible models for telehealth governance. Considering the goals and characteristics of telehealth in Wyoming for years 3 through 5, the best model fits appears to be either the Distributed or the Shared Model.

The primary distinction between the Distributed and Shared models is the existence of independently functioning networks within the service area. The charge in the Consortium's enabling legislation is to "...facilitate the operations of a statewide interoperable telemedicine/telehealth network..." However, there are already existing telehealth networks operating in Wyoming, and those will probably continue into the future. These include the SEWTN (a Wyoming based network), other out-of-state networks, and the Veterans Administration network.

A public-private collaborative would provide a governance and operational structure that could adapt to the needs of either a single telehealth network or a coalition of multiple networks sharing telecommunications resources for the interoperable delivery of telehealth services.

The proposed model will provide for both representation of stakeholders and responsiveness to their needs.

As discussed earlier, governance structures need to be "distributed enough to be responsive to site or community specific needs, yet provide some level of coordination to ensure overall project objectives are met, knowledge is shared, and economies of scale are realized where possible."<sup>16</sup>

In years 1 and 2, use of the telehealth network and the size of the network stakeholder group are projected to be manageable. Direct representation by stakeholders in the Consortium is feasible. Over time, both overall use of the network and the number of those using the network are projected to expand. Once the expansion occurs, inclusion of all stakeholders in the governance group would not be workable, and a dual participation structure is proposed: major financial contributors and stakeholder group representatives.

Based on the anticipated network budget, a minimum financial threshold could be established that would allow a fixed number of participants a seat on the network Board of Directors. At this time, the recommended minimum contribution amount is \$500,000 and the number of directors in this membership group should be limited to two (2). This would ensure the major financial contributors a voice in the use of network resources and the network's direction.

Additionally, the Board would include representatives of the major telehealth stakeholder groups. Other potential membership groups would include the following:

- Hospital Organizations
- Health Professionals and Health Profession Organizations
- Insurance Organizations
- Government Organizations
- Professional Health Care Organizations
- Business / Purchaser Organizations
- Consumers / Public Interest Organizations
- Supporting Member Organizations
- Safety Net Organizations
- At-Large Individuals

Additional stakeholder input will be available through a high-level Advisory Group as well as a number of working committees.

The membership based Board of Directors would be responsible for goal setting, driving success, and accountability to the stakeholder members.

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<sup>16</sup> Health Canada, Transitioning Project Leadership and Governance Structures  
<http://www.hc-sc.gc.ca/hcs-sss/pubs/ehealth-esante/2002-tele-sustain-viab/index-eng.php#tra>

The Board, through its Executive and Working Committees would set network direction and goals, ensure the successful operation of the network, and be accountable to the stakeholders.

The Executive Committee, comprised of the elected officials of the Board, would be responsible for day-to-day oversight of network operations.

The public-private collaborative will have the ability to accept and be accountable for sustaining funding.

The public-private collaborative could be formed through a number of entity types:

- A member based, not-for-profit corporation;<sup>17</sup>
- A quasi-governmental corporation;<sup>18</sup>
- A quasi-public corporation.<sup>19</sup>

All the entities above would normally have the ability to accept and disburse funds under the direction of their respective Board of Directors.

A not-for-profit corporation established under IRS Section 501 (c) must comply with a rigorous set of accountability standards as per Internal Revenue Service requirements. The IRS form 990 now requires not only financial information, but additional information regarding corporate structure, policies, related organizations, joint ventures, investments, and compensation of officers, directors, and highest paid employees.<sup>20</sup>

The public-private collaborative model would be acceptable to stakeholder members.

As mentioned earlier, a number of non-state government network participants have expressed concerns about committing any significant amount of their funds to statewide

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<sup>17</sup> A non-profit organization ...[1] is an organization that does not distribute its surplus funds to owners or shareholders, but instead uses them to help pursue its goals.[2] Examples of NPOs include charities (i.e. charitable organizations), trade unions, and public arts organizations. Most governments and government agencies meet this definition, but in most countries they are considered a separate type of organization and not counted as NPOs. They are in most countries exempt from income and property taxation.

[http://en.wikipedia.org/wiki/Non-profit\\_organization](http://en.wikipedia.org/wiki/Non-profit_organization)

<sup>18</sup> A quasi-governmental *organization, corporation, business, or agency* (parastatal) is an entity that is treated by national laws and regulations to be under the guidance of the government, but also separate and autonomous from the government. While the entity may receive some revenue from charging customers for its services, these organizations are often partially or majorly funded by the government. They are usually considered highly important to smooth running of society, and are sometimes propped up with cash infusions in times of crisis to help surmount situations that would bankrupt a normal privately-owned business. They may also possess law-enforcement authority, usually related to their functions.

[http://en.wikipedia.org/wiki/Government-owned\\_corporation](http://en.wikipedia.org/wiki/Government-owned_corporation)

<sup>19</sup> A privately owned company with a public mandate. This mandate includes specific responsibilities that are delineated in the company's legal charter. Although they can usually issue stocks publicly, the primary obligation of quasi-public corporations is fulfilling the responsibilities enumerated in their mandates. This makes creating shareholder value a secondary objective. Often quasi-public corporations have some kind of government backing, for example of their direct debt obligations. Essentially, quasi-public corporations have been granted a monopoly by the government to provide a specific service, often for a designated region.

<http://www.fxwords.com/q/quasi-public-corporation.html>

<sup>20</sup> For additional information see their publication on the form 990, <http://www.irs.gov/pub/irs-tege/f990rcore.pdf> as well as Hyatt, Thomas K., "Show Me What I'm Looking For: A Trustee's Guide to Reviewing the new IRS Form 990".

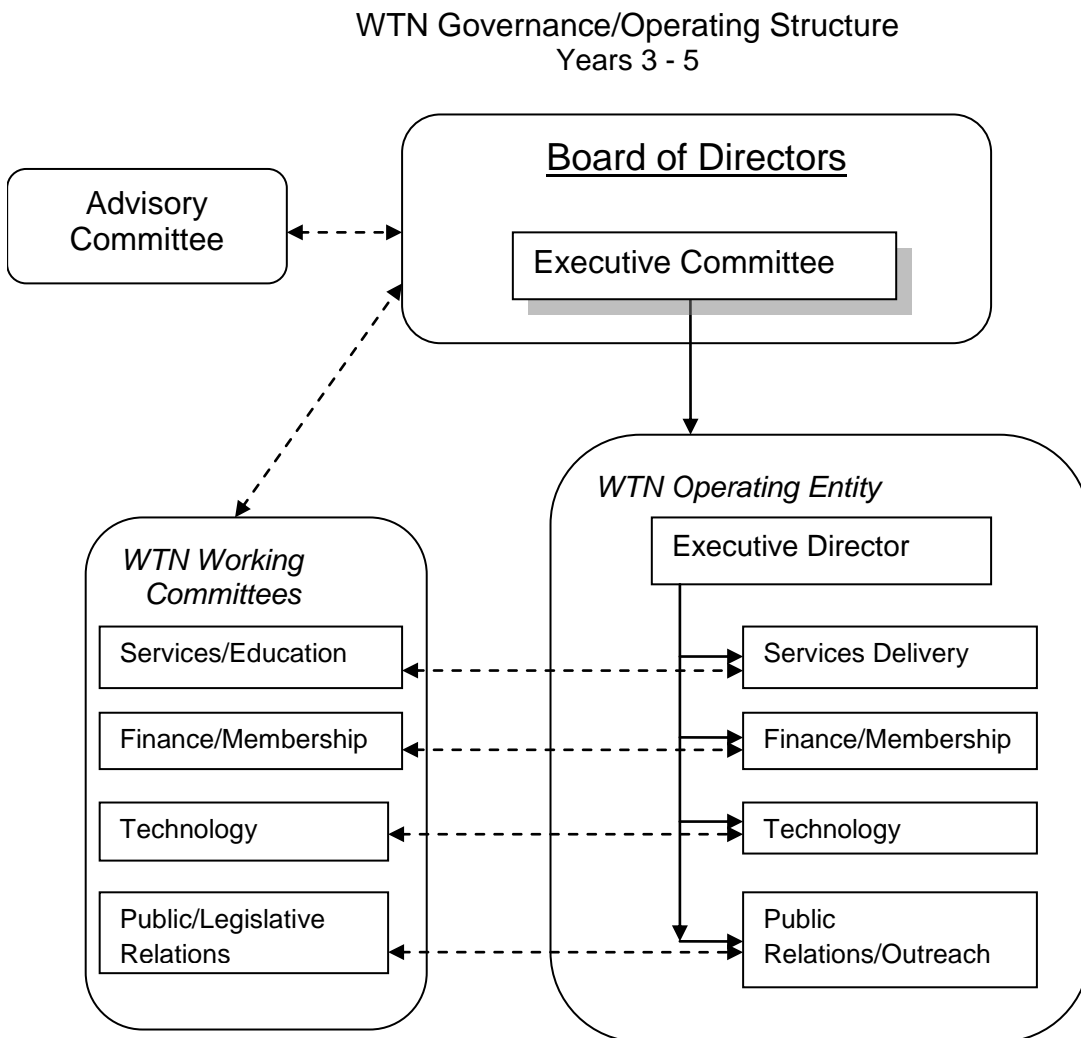
[http://www.sonnenschein.com/docs/docs\\_healthcare/Hyatt\\_Form990.pdf](http://www.sonnenschein.com/docs/docs_healthcare/Hyatt_Form990.pdf)

efforts without assurance of ownership of and participation in decisions regarding statewide network assets and operations. This argues for the longer term transition from the current Consortium model to the public-private collaborative.

State government is anticipated to continue as a major participant in the telehealth network. Some key state managers have expressed concern about what corporate format would permit state agencies to join as a participating member of the corporation. The state must address this question prior to year 3 operations.

Figure 4 below depicts the proposed organizational and operating structure of the Wyoming Telehealth Network (WTN) in years 3 through 5.

**Figure 4. Governance Structure, Years 3 through 5**



The recommended governance structure consists of five major groups:

- The network's Board of Directors;
- A high level Advisory Committee to the Board;
- An Executive Committee consisting of the elected officers of the Consortium;

- The Board's working committees;
- A contractor to support the Board and network operations.

As discussed earlier, the Board would consist of representatives of major network supporters and stakeholder groups. Responsibilities of the Board, with the advice and counsel of its Advisory Committee and its Working Committees would include the following:

- Ensure the development of an appropriate telehealth network strategy that supports the network's telehealth service goals;
- Prepare appropriate plans in support of telehealth service goals;
- Measure network performance and value, and report regularly to stakeholders and the public;
- Adopt an appropriate operating budget and fees structure to ensure sustainable network operations;
- Continually evaluate the governance model to ensure performance and accountability to stakeholders;
- Thoroughly review planned upgrades or changes to the network to ensure continued, reliable service delivery to participants and patients;
- Consider and support new telehealth services that advance healthcare in Wyoming;
- Promote the work of the network and encourage additional usage;
- Act as a liaison to other related telecommunications networks such as the Wyoming HIE and the Governor's AV project to leverage telecommunications assets in Wyoming;
- Build telehealth support with healthcare providers, consumers, and state and local governments;
- Monitor and review new developments, technologies, statutes, and regulations for impacts on the network and stakeholders.

The Advisory Committee would provide advice and counsel to the Board of Directors in determining needs, setting general direction, and application of resources. Suggested makeup of the Advisory Committee would include 15 members as follows:

- Wyoming legislators (2)
  - Senator
  - Representative
- Government representatives (4)
  - State agency representative
  - Veterans Administration representative
  - Indian Health Services representative
  - Local government representative
- Public members (9)
  - University of Wyoming
  - Wyoming Association of Mental Health and Substance Abuse Providers
  - Regional telehealth network representative
  - Insurer representative
  - Major employer
  - Wyoming Medical Society
  - Wyoming Hospital Association
  - Wyoming HIE representative

- Patient/consumer representative.

The Executive Committee would consist of the four (4) elected officers of the Board: Chairperson, Vice Chairperson, Secretary, and Treasurer. Responsibilities of the Executive Committee would include oversight of day-to-day activities, strategic planning and implementation activities, contract supervision, and Working Committee oversight.

The following four (4) Working Committees and their respective roles are proposed:

- Services/Education Committee - advise on improvement and development of all programs/services; promote the WTN for clinical, educational, administrative uses;
- Finance/Membership Committee – oversee financial operation of WTN; determine funding sources and recommend fee structures; recommend fiscal policy; annual audit; and advise contractor on policy implementation;
- Technology Committee - recommend strategic technical direction for WTN; and advise contractor staff on technical needs and improvements;
- Public & Legislative Relations Committee - recommend telehealth legislative and public policy agenda; and advise and assist contract staff on public and government relations.

The contract operating entity would provide an Executive Director and support functions to network under the direction of the Board's Executive Committee, in four (4) major areas, corresponding to the Working Committee structure:

- Services delivery - education/outreach to providers statewide; assistance in developing services/educational applications; and service delivery tracking;
- Finance/Membership - day to day accounting and reporting activities; audit support; grant application; membership enrollment/tracking; and contracting/procurement;
- Technology – oversight of day-to-day operation of the central network components and connectivity infrastructure; subcontractor management; help desk; user environmental support; and WTN user training;
- Public relations/outreach – day-to-day communications with providers, patients, consumers, supporters, and other interested telehealth parties.

## Coordination with Other Telecommunications Projects

*Recommendation 3: The Wyoming Telehealth Network should be ready to partner with other organizations to leverage existing and planned expenditures to create cost effective, shared investments that further the mission of the telehealth network.*

Three major telecommunications projects currently underway in Wyoming include:

- The Wyoming Telehealth Network;
- The Wyoming Healthcare Information Exchange;
- The Governor's Audio Visual Task Force project.

Resources to support telecommunications projects in Wyoming are scarce, and those resources should be leveraged as much as possible. Existing and planned telehealth, HIE, and AV expenditures create opportunities for cost-effective, shared investments across all projects. These opportunities also require a process for making decisions as to how to leverage assets across the multiple projects.

As of this writing, governance of the Wyoming HIE is currently being planned by the Wyoming e Health Partnership Governance Work Group. Preliminary recommendations for HIE governance include the following:

- The governance Board will include:
  - State Healthcare Information Technology (HIT) Coordinator
  - Director of the Department of Health
  - State Medicaid Director
  - Payer representative
  - Hospital representative
  - Physician representative
  - Ancillary provider representative
  - Consumer representative
  - Employer/business community representative;
- Board meetings to be monthly during the start-up and execution phase and then move to no less than quarterly;
- Board appointments will be held by virtue of stakeholder representation;
- Board terms will be staggered.

Additionally, the HIE will support standing committees and work groups on specific domains and based on the needs of the participants of the HIE, and will include non-governance members.<sup>21</sup>

In June 2009, the contractor supporting the planning effort for the Governor's Audio Visual Task Force – PlanNet Consulting – submitted its governance report. High level recommendations from that report included the following:

- The State of Wyoming should establish a federated (shared responsibility) governance model that includes all of the State of Wyoming video operators.
- The Federated Governance Model should empower a central authority to:
  - Create and enforce minimum baseline standards;
  - Fund or subsidize broadband connectivity to member sites;

<sup>21</sup> Agenda of the Wyoming e Health Partnership Governance Work Group, April 19, 2010.

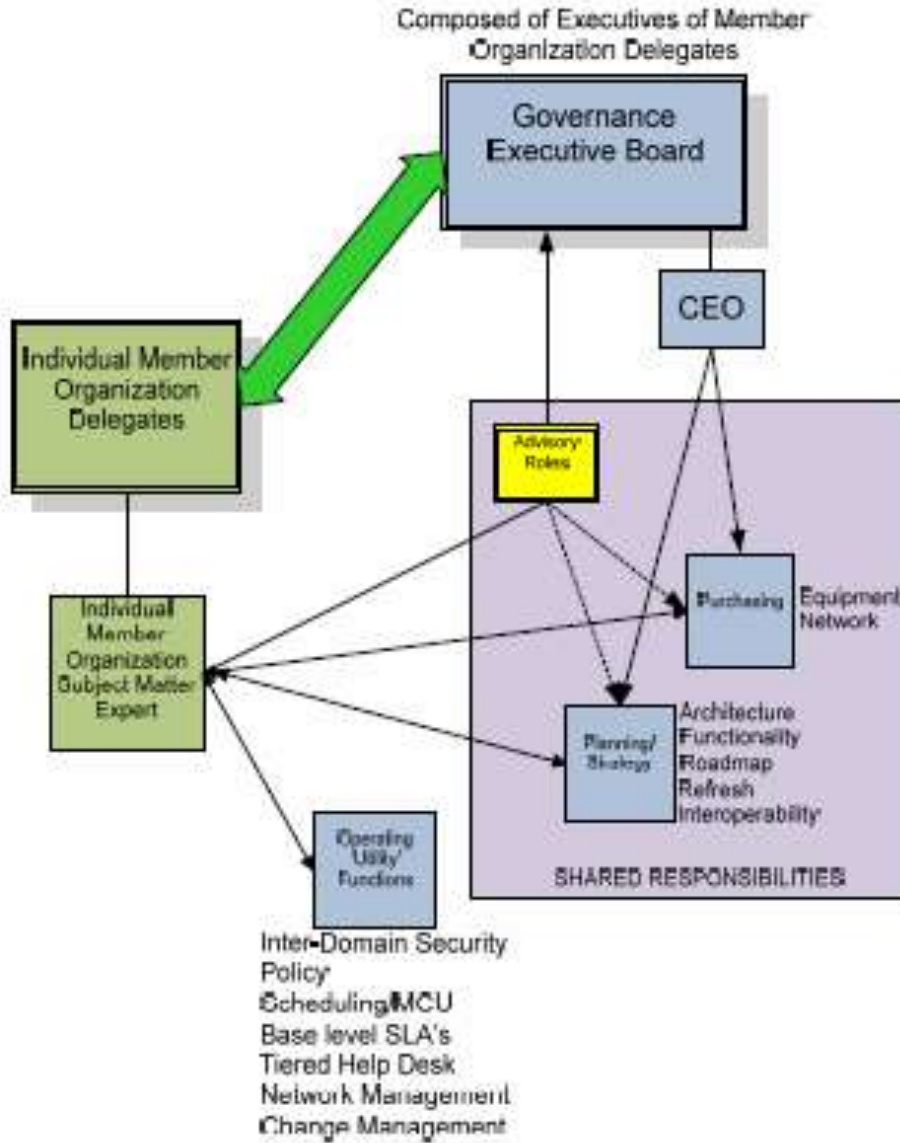
- Fund or subsidize periodic equipment refresh;
  - Operate utility functions;
  - Facilitate knowledge transfer among all members.
- The Federated Governance Model should allow individual constituent members to:
  - Create and enforce 'above-baseline' standards and policies to meet their specific needs;
  - Develop and support custom service levels to their constituents;
  - Participate with the Central Authority in an advisory capacity.<sup>22</sup>

The proposed organizational structure for the AV Governance entity is shown in Figure 5 below.

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<sup>22</sup> PlanNet Consulting, State of Wyoming, Governor's Task Force Video Conferencing and IP-Based Communications, Governance Report, June 26, 2009, <http://sites.google.com/site/wyovideo/Home/reference-documents>

Figure 5. Proposed Governance Structure for the AV Network



Members of the WTN are prepared to partner in opportunities that allow leveraging resources to further advance the network and its mission.

## Statewide Healthcare Information Technology Coordination

Recommendation 4: *Wyoming should leverage existing and planned clinical data, HIE, telehealth, AV, and broadband investments to create cost effective, shared healthcare information technology services across the healthcare community.*

There are significant interdependencies between telehealth, HIE, Audio Visual networks, broadband capabilities, and other related technologies.

Understanding the connection between telehealth, health information exchange (HIE), electronic health records (EHRs), and other health information technologies is critical to understanding how they and broadband factor into the state's plan to improve residents' health. The value of telehealth encounters is greatest when they are supported by clinical and administrative information technology (IT), such as interoperable EHRs that enable providers in different health care settings to readily exchange patient information. Secure and reliable broadband connections are crucial to making telehealth and HIE possible.<sup>23</sup>

While information technology is only one of the many tools supporting healthcare delivery, successful application of these related healthcare information technologies can play a key role in healthcare delivery. The ultimate purpose for the application of healthcare information technologies is to support improvement in healthcare access, quality, safety, and efficiency for Wyoming citizens.

A traditional view of healthcare information technology (HIT) focuses on the study, design, development, implementation, support or management of computer-based information systems, specific to the healthcare industry.<sup>24</sup> However, in the current discussion, a more expansive view is taken to encompass not only computer based technologies, but also the data and other resources needed support healthcare information technology's contribution to the improving access, quality, safety and efficiency,

The following five major areas are proposed as the key building blocks for establishing and sustaining coordinated HIT services in Wyoming:

- Clinical data
- Healthcare Information Exchange (HIE)
- Telehealth
- AV and Broadband Infrastructure
- Sustainable funding.

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<sup>23</sup> California Center for Connected Health, Connecting California: The Impact of the Stimulus Package on Broadband and Telehealth Expansion, April 2009, <http://www.connectedhealthca.org/>

<sup>24</sup> WyHIO, Results of a Needs Assessment Focusing on Factors impacting the implementation of a Healthcare Information Exchange (HIE) in Wyoming, <http://www.wyhio.org/resources/WHCC+HIE+Needs+final+report+5-28-09.pdf>

Ready access to and use of clinical data impacts both quality and safety through clinical evidence-based guidelines, enhancing monitoring of population health indicators, reducing medical errors, and decreasing utilization of redundant, unnecessary or inappropriate care.

Effective healthcare information exchange promotes improved safety, reduced duplication of testing, increased portability of information among providers, and greater collaboration among healthcare providers.

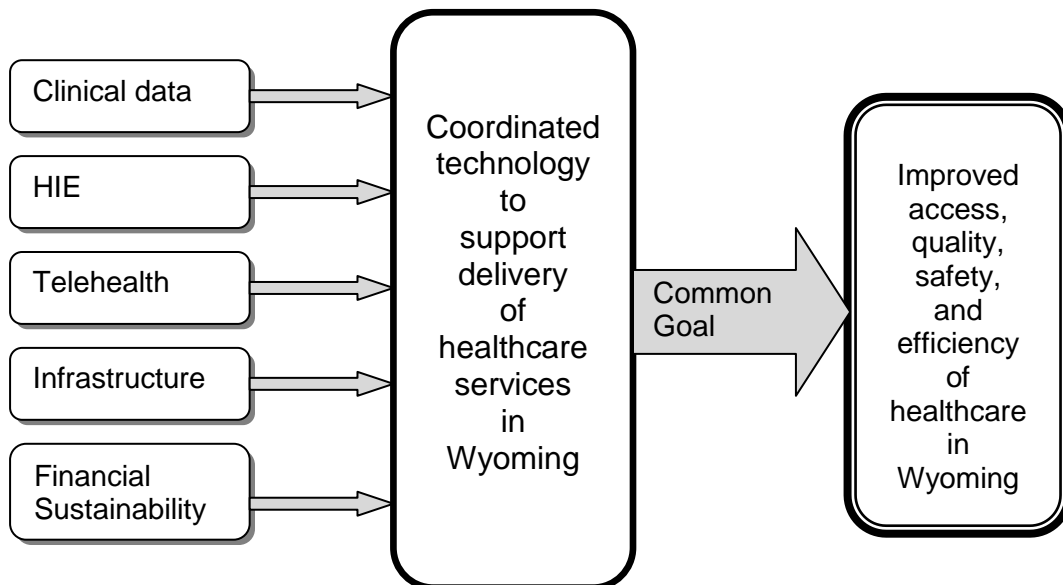
Benefits of telehealth include improved access to care in rural areas, improved access to specialists, keeping patients in local communities, and savings in time, travel, and related costs.

Leveraging common AV and Broadband infrastructure, when possible, can simplify the HIT process, and make implementing and supporting the infrastructure easier and more economical.

The question of financial sustainability is always a difficult one, with the costs and benefits of adoption not always borne in an equitable fashion. Stakeholders must come together to develop an equitable and sustainable method of financing HIT.

These five key areas are depicted in the Figure 6 below.

**Figure 6. Components of Coordinated HIT Service Delivery**



Additionally, there are numerous entities engaged in new and existing HIT related projects in Wyoming. A sample of these includes the following:

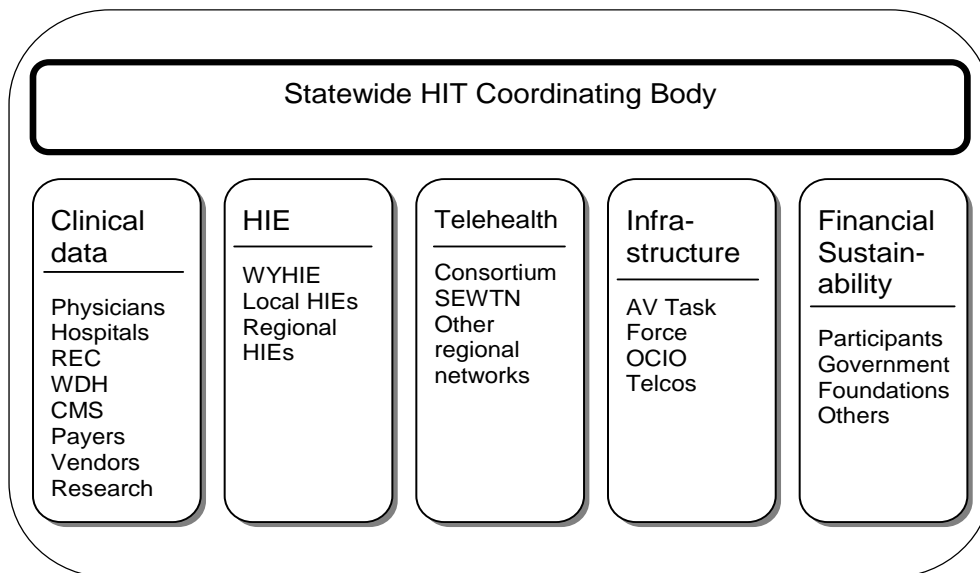
- EMR/EHR implementations by healthcare providers
- Department of Health Total Health Record

- Quality data reporting to state and federal government
- Healthy Families Succeed – state agencies and HCMS Group
- Mountain Pacific QIO REC program
- Wyoming statewide HIE
- CRMC regional HIE
- Neighboring state HIEs
- Southeast Wyoming Telehealth Network
- Wyoming Telehealth Network
- Other neighboring state telehealth networks
- The Governor's Audio Visual Task Force
- Broadband Mapping
- Telecommunications companies broadband expansion efforts.

Parties working in the projects above span both the public and private sectors. Effective collaborative among the parties can add to the overall efficiency and effectiveness of HIT in Wyoming. Additionally, scarce financial and personnel resources can be leveraged across all projects. Collaboration can help assure that those who benefit from HIT also participate in supporting HIT efforts.

Figure 7 below depicts a high level model for building coordination and collaboration among the Wyoming HIT community.

**Figure 7. HIT Coordination Model**



In Wyoming, the Statewide HIT Coordinating Body can play an important role in healthcare information technology adoption and expansion. The Coordinating Body should be the champion to build and maintain coordination and collaboration between the public and private sectors, and can act as a "single face" for healthcare information technology with providers, consumers, and financial and other supporters.

## Appendix A, Glossary of Terms

The following terms and definitions are taken from the American Telemedicine Association website.<sup>25</sup>

### **Telemedicine/Telehealth Terminology**

The following is a partial list of terms and definitions that are commonly used in telemedicine/telehealth. The list was assembled for the purpose of encouraging consistency in employing these terms in ATA related documents and resource materials. The list is not all-inclusive and may be augmented by for specialty areas as deemed appropriate by ATA member groups.

**Bandwidth:** A measure of the information carrying capacity of a communications channel; a practical limit to the size, cost, and capability of a telemedicine service.

**Broadband:** Communications (e.g., broadcast television, microwave, and satellite) capable of carrying a wide range of frequencies; refers to transmission of signals in a frequency-modulated fashion, over a segment of the total bandwidth available, thereby permitting simultaneous transmission of several messages.

**Clinical Information System:** Relating exclusively to the information regarding the care of a patient, rather than administrative data, this hospital-based information system is designed to collect and organize data.

**Diagnostic Equipment (Scopes, Cameras & Other Peripheral Devices):** A hardware device not part of the central computer (e.g. digitizers, stethoscope, or camera) that can provide medical data input to or accept output from the computer.

**Distant Site:** The distant site is defined as the telehealth site where the provider/specialist is seeing the patient at a distance or consulting with a patient's provider. (CMS) Others common names for this term include – hub site, specialty site, provider/physician site and referral site. The site may also be referred to as the consulting site.

**Home Health Care & Remote Monitoring Systems:** Home health care is care provided to individuals and families in their place of residence for promoting, maintaining, or restoring health; or for minimizing the effects of disability and illness, including terminal illness. In the Medicare Current Beneficiary Survey and Medicare claims and enrollment data, home health care refers to home visits by professionals including nurses, physicians, social workers, therapists, and home health aides. Using remote monitoring and interactive devices allows the patient to send in vital signs on a regular basis to a provider without the need for travel.

**Internet Protocol:** The Internet Protocol (IP) is the protocol by which data is sent from one computer to another on the Internet. Each computer on the Internet has at least one address that uniquely identifies it from all other computers on the Internet. IP is a connectionless protocol, which means that there is no established connection between

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<sup>25</sup> ATA Glossary of Terms, <http://www.americantelemed.org/files/public/standards/glossaryofterms.pdf>

the end points that are communicating. The IP address of a videoconferencing system is its phone number.

**Interoperability:** Interoperability refers to the ability of two or more systems\* to interact with one another and exchange information in order to achieve predictable results (\*refers to more than technical systems) (Bergman, Ulmer and Sargious, 2001). There are three types of interoperability: human/operational; clinical; and technical (Canadian Society for Telehealth, 2001). Interoperability refers to the ability of two or more systems (computers, communication devices, networks, software, and other information technology components) to interact with one another and exchange data according to a prescribed method in order to achieve predictable results (ISO ITC-215).

**Originating Site:** The originating site is where the patient and/or the patient's physician is located during the telehealth encounter or consult (CMS). Other common names for this term include – spoke site, patient site, remote site, and rural site.

**Peripheral Devices:** Any device that is attached to a computer externally, i.e. Scanners, mouse pointers, printers, keyboards; and clinical monitors such as pulse oximeters, weight scales, are all examples of this.

**POTS:** Acronym for Plain Old Telephone Service.

**Presenter (Patient Presenter):** Telehealth encounters require the distant provider to perform an exam of a patient from many miles away. In order to accomplish that task an individual with a clinical background (e.g., LPN, RN, etc) trained in the use of the equipment must be available at the originating site to “present” the patient, manage the cameras and perform any “hands-on” activities to successfully complete the exam. For example, a neurological diagnostic exam usually requires a nurse capable of testing a patient's reflexes and other manipulative activities. It should be noted that in certain cases, such as interview based clinical consultations such as Telemental Health or Nutrition Services, that a licensed practitioner such as an RN or LPN, might not be necessary, and a non-licensed provider such as support staff, could provide telepresenting functions.

**Standard:** A statement established by consensus or authority, that provides a benchmark for measuring quality, that is aimed at achieving optimal results (NIFTE Research Consortium, 2003).

**TCP/IP (Transmission Control Protocol/Internet Protocol):** The underlying communications rules and protocols that allow computers to interact with each other and exchange data on the Internet.

**Teleconferencing:** Interactive electronic communication between multiple users at two or more sites which facilitates voice, video, and/or data transmission systems: audio, graphics, computer and video systems.

**Telehealth and Telemedicine:** Telemedicine and telehealth both describe the use of medical information exchanged from one site to another via electronic communications to improve patients' health status. Although evolving, telemedicine is sometimes associated with direct patient clinical services and telehealth is sometimes associated with a broader definition of remote healthcare services.

**Telemonitoring:** The process of using audio, video, and other telecommunications and electronic information processing technologies to monitor the health status of a patient from a distance.

**Telepresence:** The method of using robotic and other instruments that permit a clinician to perform a procedure at a remote location by manipulating devices and receiving feedback or sensory information that contributes to a sense of being present at the remote site and allows a satisfactory degree of technical achievement. For example, this term could be applied to a surgeon using lasers or dental hand pieces and receiving pressure similar to that created by touching a patient so that it seems as though s/he is actually present, permitting a satisfactory degree of dexterity.

**Videoconferencing Systems:** Equipment and software that provide real-time, generally two way transmission of digitized video images between multiple locations; uses telecommunications to bring people at physically remote locations together for meetings. Each individual location in a *videoconferencing* system requires a room equipped to send and receive video.

**Videoconferencing:** Real-time, generally two way transmission of digitized video images between multiple locations; uses telecommunications to bring people at physically remote locations together for meetings. Each individual location in a *videoconferencing* system requires a room equipped to send and receive video.

## Appendix B, Consortium Legislation

### **W.S 9-2-117. Office of rural health care created; duties.**

(a) The office of rural health care is created within the department of health. The office shall:

(vi) In collaboration with the state health officer and the state chief information officer, represent the department of health in a consortium of state agencies, private health organizations and professional and community organizations to facilitate the operations of a statewide interoperable telemedicine/telehealth network using existing internet protocol based communication and videoconferencing infrastructure and telecommunication services to the extent possible. The consortium shall:

(A) Consist of members appointed by the director of the department of health, to include the Wyoming chief information officer or the officer's designee;

(B) Coordinate the development and promotion of statewide standards for an interoperable telemedicine/telehealth network and, where applicable, promote definitions and standards for statewide electronic health transactions;

(C) Promote and conduct education programs that inform network users that information communicated through the use of telemedicine/telehealth shall conform with state and federal privacy and security laws and information security programs established by the state chief information officer;

(D) Have the authority to seek funds for consortium operation and contract as needed to carry out its responsibilities.

(vii) In collaboration with the state health officer and the state chief information officer or their designees, coordinate with appropriate state agencies to establish incentives to implement, promote and facilitate the voluntary exchange of secure telemedicine/telehealth network information between and among individuals, entities and agencies that are providing and paying for services authorized under the Medicaid program, in conformity with rules adopted by the state chief information officer;

(viii) In collaboration with the state health officer and the state chief information officer or their designees, develop and promote a common direction for a statewide interoperable telemedicine/telehealth network among state agencies, in conformity with rules adopted by the state chief information officer.

## Appendix C. DRAFT Corporate Documents

### DRAFT Bylaws of the Wyoming Telehealth Network Governance Entity

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#### Table of Contents

Place Table of Contents here

#### Article I: Office

The registered office of Wyoming Telehealth Network (Corporation) within the State of Wyoming shall be located at the principal place of business of the Corporation or individual acting as the Corporation's registered agent in Wyoming.

#### Article II: Organization

The Corporation is

*Include legal description of the final form of corporate organization chosen here.*

##### **Section 2.1: Limitations on Activities**

- i. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
- ii. *Include any activities prohibited by the corporate structure or enabling legislation here*

##### **Section 2.2: Prohibitions against Private Inurement**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, Officers, Directors, shareholders, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

##### **Section 2.3: Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the State of Wyoming or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

#### Article III: Purposes

##### **Section 3.1: Mission**

The mission of the Corporation is to improve access to and use of telehealth clinical services, increase healthcare provider collaboration, and increase educational opportunities for healthcare professionals and patients through the operation of a secure, confidential, interoperable telehealth network.

### ***Section 3.2: Purposes***

The Corporation is formed to encourage and promote, through the collective efforts of its members, a telehealth environment in Wyoming which exhibits the following characteristics:

- i. Use of telehealth is widespread, with a variety of services delivered to rural communities and patient's homes in a cost-effective service manner;
- i. Telehealth is routinely integrated into the delivery of healthcare services;
- ii. Barriers to telehealth usage are removed;
- iii. Technical, business, educational, scheduling, and other needed support services will be readily available, resulting in an easy to use service;
- iv. Telehealth consults will enable interaction among participants in multi-disciplinary teams;
- v. Increased support for geographically isolated providers will be available, including relief support for provider shortage areas and disciplines;
- vi. Providers have increased access to educational opportunities;
- vii. Patients and caregivers have convenient access to education relating to their healthcare needs or those for whom they care;
- viii. The telehealth network infrastructure has the ability to implement new telehealth services as needed;
- ix. Telehealth has strong participation levels, provider support, and sustainable funding;
- x. Telehealth services evolve with technology advances; telehealth integrates with EHRs and HIE; home based services are expanded.

## **Article IV: Members**

### ***Section 4.1: Membership***

No member shall hold more than one membership in the Corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this Corporation or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions. The Corporation shall have the following eleven (11) classes of Membership:

- i. Major Financial Supporters: Membership in this class is limited to those individuals or entities providing major financial support to the Corporation at a minimum level established by the Board of Directors.
- ii. Hospitals and Hospital Associations: Membership in this class may include profit and non-profit hospital associations and individual hospital corporations.
- iii. Health Professionals and Health Profession Organizations: Membership in this class may include individual physicians and allied health practitioners and their respective practices, professional organizations, associations, corporations, and group practices. Membership in this class may include individuals and their respective practices, professional organizations, associations, corporations, and group practices where the individual members are licensed by the State of Wyoming or agencies of the State of Wyoming to provide health care.
- iv. Insurance Organizations: Membership in this class may include insurance companies writing health care insurance, insurance associations, licensed health care service plans, health maintenance organizations, preferred provider arrangements and organizations, third party plan administrators, or self-insured employee welfare benefit plans providing benefits for hospital, medical, or other health care services.
- v. Government Organizations: Membership in this class may include federal, state, and local government agencies.
- vi. Professional Health Care Organizations: Membership in this class may include organizations, private, public, for-profit, not-for-profit, that provide direct-care services or professional services, including professional associations.
- vii. Business / Purchaser Organizations: Membership in this class may include employer coalitions, associations and purchasing groups, as well as individual corporations.
- viii. Consumers / Public Interest Organizations: Membership in this class may include those individuals, organizations, corporations, and associations that represent consumer or public interest in HIT.
- ix. Supporting Member Organizations: Membership in this class may include any business or corporation that is dedicated to the purpose of the Corporation.
- x. At-Large Individuals: Membership in this class may include those individuals dedicated to the purposes of the Corporation.
- xi. Safety Net Organizations: Membership in this class may include any entity public or private entity organized to improve the health interests of the population that is rural, under-served, under-insured, or un-insured.

## ***Section 4.2: Rights and Benefits***

Membership shall be open to all individuals or organizations interested in the mission of the Corporation. The Board of Directors shall specify the application process for individuals or organizations to attain membership in the Corporation.

Members are eligible to be nominated to serve as Directors and Officers of the Corporation and may serve on any committee, task force or panel of the Corporation. Members may further participate in the conduct and affairs of the Corporation to the extent authorized by the Board of Directors. Members shall be accorded such additional benefits as may be authorized by resolution of the Board of Directors. No Member shall use or refer to the Corporation's name or logo, his or her Membership status, or any promotional material of the Corporation for any use or purpose without the prior approval of the Board of Directors.

### ***Section 4.3: Dues***

The Board of Directors may establish dues for the Membership, and such dues shall be for the purposes of the management of the Corporation.

### ***Section 4.4: Term of Membership***

The Board of Directors shall determine what action to take (including termination of Membership) in the event any Member defaults in the fulfillment of any obligation or duty owed to the Corporation. Termination of Membership shall not relieve a Member from any obligation to the Corporation existing as of the date of termination.

### ***Section 4.5: Non-liability of Members***

A member of this Corporation is not, as such, personally liable for the debts, liabilities or obligations of the Corporation.

### ***Section 4.6: Meetings of Members***

Meetings of members shall be held at such other place or places as may be designated from time to time by resolution of the Board of Directors.

### ***Section 4.7: Notice of Meetings***

Unless otherwise provided, a notice stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be delivered not less than fourteen (14) days before the date of the meeting, using a method(s) of delivery to be specified by the Board of Directors.

### ***Section 4.8: Action by Written or Electronic Ballot***

Except as otherwise provided, any action which may be taken at any regular or special meeting of members may be taken without a meeting.

## **Article V: Directors**

### ***Section 5.1: Board of Directors***

The business and affairs of the Corporation shall be managed and governed by or under the direction of its Board of Directors, which may exercise all such powers of the

Corporation and do all such lawful acts and things on its behalf as are not forbidden by statute, the Articles of Incorporation or these Bylaws.

### ***Section 5.2: Initial Members of the Board of Directors***

The initial members of the Board of Directors shall consist of the Executive Committee and Working Group Chairs of the Wyoming Telehealth Consortium at the time of transition of the telehealth network governance to the Corporation. The term of office of the initial members of the Board of Directors shall not exceed six (6) months.

The authority of the initial Board of Directors shall be the same as contained in Section 5.1 of these Bylaws. In addition, the initial Board of Directors shall appoint a Nominating Committee which will identify nominees for Board membership in sufficient number to meet any requirement of these Bylaws.

### ***Section 5.3: Number; Appointment; Tenure***

- i. Unless amended, the Bylaws will afford each of the following classes of membership with one (1) position on the Board of Directors:
  - a. Hospitals and Hospital Associations
  - b. Health Professionals and Health Profession Organizations
  - c. Insurance Organizations
  - d. Government Organizations
  - e. Professional Health Care Organizations
  - f. Business / Purchaser Organizations
  - g. Consumers / Public Interest Representatives
  - h. Supporting Member Organizations
  - i. Safety Net Organizations
- ii. Unless amended, the Bylaws will afford each of the following classes of membership with two (2) positions on the Board of Directors:
  - a. Major Financial Supporters
  - b. At-Large Individuals
- v. The full Board of Directors shall consist of not less than nine (9) or more than thirteen (13) Directors.
- vi. The Board of Directors shall be divided into three classes, selected by lottery, with as equal a number of Directors in each class as possible. Directors of the first class shall be appointed for a one-year term; Directors of the second class shall be appointed for a two-year term; and Directors of the third class shall be

appointed for a three-year term. Directors thereafter shall be appointed for two-year terms. A Director shall not be appointed to more than six consecutive years on the Board of Directors. Any Director who has served six (6) consecutive years on the Board of Directors cannot serve on the Board of Directors for at least one (1) full year before being appointed to an additional two-year term.

- vii. The seated Board of Directors will be responsible for nomination and appointment for members of the Board of Directors.

#### ***Section 5.4: Resignation and Removal***

Any Director may resign at any time by written notice to the Corporation. Any Director may be removed, pursuant to Wyoming Law, by the Board of Directors at a special meeting called for that purpose. Board members who are absent for 50% of regular Board of Director meetings in any twelve month period will be reviewed for possible removal from the Board of Directors.

#### ***Section 5.5: Vacancies***

Any vacancy in the Board of Directors occurring by reason of death, resignation or removal of a Director, or an increase in the number of Directors, may be filled by a vote of the Board of Directors. Each Director appointed to fill a vacancy shall hold office for the unexpired term and until such Director's successor is elected to fill that vacancy.

#### ***Section 5.6: Time and Place***

Meetings of the Board of Directors may be held at such time and place as shall be determined in accordance with these Bylaws.

#### ***Section 5.7: Notice of Meetings***

Notices to Directors shall be in the manner as prescribed by the Board of Directors.

#### ***Section 5.8: Quorum and Voting***

At all meetings of the Board of Directors or of any of the committees of the Board, a majority of the whole Board of Directors or a majority of the whole membership of such committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the vote of a majority of the Directors or members of the committee present at any meeting at which a quorum is present shall be the act of the Board of Directors or such committee, except as otherwise provided. A super-majority of two-thirds (2/3) of the Board of Directors is required to approve matters involving budget approval.

#### ***Section 5.9: Participation in Meetings by Electronic Means***

Member(s) of the Board of Directors or of a committee of the Board may participate in a meeting of the Board or committee by electronic means allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### ***Section 5.10: Compensation***

Directors shall serve without compensation except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### ***Section 5.11: Non-liability of Directors***

The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

## **Article VI: Committees of the Board**

### ***Section 6.1: Executive Committee***

The Board may appoint an Executive Committee which shall consist of the Officers of the Corporation and such other Directors as the Board may appoint. The Executive Committee, to the extent provided in a resolution of the Board of Directors, shall have and may exercise all of the powers and authority of the Board in the management of the business and affairs of the Corporation.

### ***Section 6.2: Other Committees***

The Board shall appoint other committees as may be in the best interest of the management of the Corporation. Unless otherwise specified, the Board shall outline for each committee its purpose, charge, objectives, projects, relationship, and staffing support.

## **Article VII: Officers**

### ***Section 7.1: Officers and Duties***

The Corporation shall have a Chairperson of the Board, a Vice-Chairperson of the Board, a Secretary, and a Treasurer appointed by the Corporation Board of Directors. The Officers shall perform the following duties:

- i. Chairperson of the Board: The Board shall elect from its members an individual as the Chairperson. The Chairperson shall have general charge and supervision of the day-to-day management of the affairs of the Corporation, and over its several Officers, all subject to the ultimate supervision, direction and control of the Board of Directors.
- ii. Vice Chairperson of the Board: The Vice-Chairperson shall assume the duties of the Chairperson in the event of the Chairperson's inability, absence, or unwillingness to serve, and shall have such other duties as the Chairperson or the Board may assign from time to time.
- iii. Secretary: The Secretary shall keep or cause to be kept a record of all the meetings and proceedings of the Board of Directors. The Secretary shall notify the Directors of their meetings and shall have charge and custody of the Corporation's seal.
- iv. Treasurer: The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and shall deposit all such funds in the name of the Corporation in such depositories as shall be selected by the Board. The Treasurer shall, subject to the direction of the Board of Directors,

supervise the disbursement of funds of the Corporation. The Treasurer shall at each regular meeting of the Board of Directors provide an account of all the transactions and the financial condition of the Corporation.

### ***Section 7.2: Compensation***

Officers shall serve without compensation except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### ***Section 7.3: Tenure; Resignation***

- i. Any Officer may resign at any time by written notice to the Corporation. Any Officer may be removed, for cause or without cause, by the Board of Directors at a special meeting called for that purpose. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.
- ii. In case of the absence of any Officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that office to any other Officer or to any other Director or employee of the Corporation.

### ***Section 7.4: Term Limitations***

Officers of the Corporation shall serve for a two-year term with the opportunity to extend at the discretion of the individual and approval of the Board of Directors. In order to promote continuity of the Board of Directors, the initial terms for officers elected shall be staggered. The initial terms of the Chairperson and the Secretary shall be one year. The initial terms of the Vice-Chairperson and the Treasurer shall be two years. The provisions described in this section shall not conflict with other provisions in these Bylaws. The initial term of an officer appointed under the provisions of Section 7.3 of these Bylaws shall not be considered in the two term limitation described in this Section.

## **Article XIII: General Provisions**

### ***Section 8.1: Annual Statement***

The Officers shall present, at least annually, at a meeting of the Board of Directors, a full and clear statement of the business and financial condition of the Corporation including financial statements of the Corporation. Such financial statements shall be prepared in accordance with generally accepted accounting principles. The annual financial statements of the Corporation shall be audited by a certified public accountant, independent of the Board of Directors.

### ***Section 8.2: Fiscal Year***

The fiscal year of the Corporation shall be fixed and may from time to time be changed by resolution of the Board of Directors.

## **Article IX: Indemnification**

### ***Section 9.1: Indemnification in General***

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

### ***Section 9.2: Authorization of Indemnification***

Any indemnification under Section 9.1 of these Bylaws (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 9.1. Such determination shall be made (a) by a majority vote of the Directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (b) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion.

### ***Section 9.3: Insurance***

The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

### ***Section 9.4: Nonexclusivity***

The foregoing rights of indemnification:

- i. shall in no way be exclusive of any other rights of indemnification to which any such person may be entitled, under any Bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office;
- ii. shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation; and
- iii. shall inure to the benefit of the heirs, executors and administrators of such a person. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person.

## **Article X: Amendments of Bylaws**

These Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of a simple majority of the whole Board of Directors at any regular or special meeting.

## **Article XI: Conflict of Interests**

All Directors, Officers, management, and staff of the Corporation shall abide by, and comply with, all applicable federal, state and local laws, rules, regulations, and contract clauses involving conflicts and/or organizational conflict of interests. The Board of Directors shall adopt and implement, from time to time, such policies, procedures and practices as the Board deems reasonably necessary to assure compliance by such individuals and the Corporation with such applicable laws, rules, regulations, and contract clauses.

## **Article XII: Construction and Terms**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Corporation filed with an office of the state of Wyoming and used to establish the legal existence of this Corporation.

## **Article XIII: Corporate Records, Reports, and Seal**

### ***Section 13.1: Maintenance of Corporate Records***

The Corporation shall keep at its principal office:

- i. Minutes of all meetings of Directors, committees of the board and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- ii. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- iii. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

- iv. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

**Section 13.2: Directors' Inspection Rights**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

**Section 13.3: Members' Inspection Rights**

If this Corporation has any members, then each and every member shall have the right to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

**Adoption of Bylaws**

We, the undersigned, are all of the initial Directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of xxxxxx (xx) pages, as the Bylaws of this Corporation.

Dated: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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# DRAFT Conflict of Interest Policy

The Wyoming Telehealth Network (Corporation) has adopted the following general policy in regard to conflicts of interest between the Corporation and any Interested Person.

## I. Definitions.

For purposes of this policy:

A. "Interested Person(s)" includes but is not limited to any Director, officer, employee or volunteer of Corporation, member of a committee with Board-delegated powers, an immediate relative (including any non-relative whose relationship with an Interested Person closely resembles a family member) or person with whom a Director, officer, employee or volunteer of Corporation shares an investment interest in an entity or with whom an Interested Person has a compensation arrangement.

B. An actual or potential conflict of interest may arise when an Interested Person is in a position to influence a decision or have business dealings on behalf of Corporation that might result in a personal gain for the Interested Person. Such personal gain may be direct, or indirect, monetary or non-monetary.

An exhaustive list of situations in which Interested Persons may have conflicts of interest cannot be given. In general, an Interested Person has a conflict of interest whenever an Interested Person achieves personal gain, or incurs personal obligation, to another at the expense of the Corporation unless the procedures set out in this policy are followed. The list attached hereto as Exhibit "A" illustrates situations where a conflict of interest is likely to arise, but it is not meant to limit the situations in which a conflict of interest may be found to arise.

## II. General Statement of Policy.

- A. It is the policy of the Corporation that no Interested person shall:
- i. Take any action, or cause Corporation to take any action, which involves a conflict of interest or any action contrary to the Corporation's best interest, which includes but is not limited to, activities inconsistent with the Corporation's tax-exempt status, or
  - ii. Be present for or take part in the consideration, deliberation or decision-making process by the Board or any committee with Board-delegated powers of any matter in which the Interested Person has a conflict of interest.
- B. Any and all financial transactions entered into by the Corporation with an Interested Person shall be conducted at arms-length and shall be a fair market value exchange for the goods and services provided.

- C. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable nonprofit and charitable corporations.

### **III. Conflicts of Interest Process.**

A. Each Director and member of any committee with Board-delegated powers shall declare the existence of, and material facts underlying any actual or potential conflict of interest that he or she may have on matters coming before the Board of Directors or the committee, as applicable. The Director or committee member shall have the opportunity to disclose all material facts and circumstances pertinent to such conflict of interest prior to any discussion being had or action being taken on any such matter by the Board or committee. Each Director or committee member shall abstain from voting on matters in which the Director or committee member has a potential or actual conflict of interest, and any person with an actual or potential conflict of interest in any matter coming before the Board or committee shall leave the meeting while such matter is discussed. The Corporation Board of Directors shall, in the absence of the Director with a potential conflict of interest, determine whether the Director or committee member has a conflict of interest in each situation.

B. After determining that the threshold set out in Section II.B is met, the Board or committee shall exercise due diligence to determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that could not give rise to conflict of interest. If appropriate, the Board or committee may request an investigation of alternatives to the proposed transaction or arrangement, in accordance with Section III. C, below and may hold a meeting in recess or postpone action on any item until such investigation is concluded. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors or committee members whether the transaction or arrangement is in the Corporation's best interest and for its own benefit, and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

C. The Board Chair, in collaboration with the CEO, shall serve as the investigating committee, to determine whether any specific transaction, relationship or other situation presents a conflict of interest for any Director, officer, employee or volunteer of Corporation and, if requested by the Board or committee, as set out in Section III. B, shall investigate alternatives to the proposed transaction or arrangement. Questions arising regarding situations involving the potential for conflicts of interest should be addressed to the Board Chair or CEO. Should the Board Chair or the CEO be the subject of the investigation, the Treasurer will serve in the place of the party in question.

Inquiries regarding conflicts of interest may be brought to the attention of the Board Chair and/or the CEO either directly or indirectly by the individual(s) involved.

D. In those situations where there is reasonable cause to believe that an Interest Person has failed to disclose actual or possible conflicts of interest and has thus violated this policy, the investigating committee shall inform the individual of the basis for

such belief and afford the individual an opportunity to explain the alleged failure to disclose. If, after hearing the response of the individual and making such further investigation as may be warranted in the circumstances, the investigating committee shall report its recommendations to the Board. The Board will determine if the individual has in fact failed to disclose an actual or possible conflict of interest and violated this policy, and shall take the appropriate corrective or disciplinary action.

E. In the case of a Director or officer, corrective action could range from public or private censure to a request for resignation. For employees or volunteers, a violation of this policy will result in immediate and appropriate discipline, up to and including immediate termination. If warranted, appropriate legal action may be taken.

F. All Directors, officers, employees and volunteers of the Corporation shall provide signed evidence that he or she has received a copy of this conflict of interest policy, has read and understood the policy and agrees to abide by the policy. All such persons shall, on at least an annual basis, disclose all of their material relationships with individuals, organizations, companies, and governmental agencies that may serve as the basis of a conflict of interest. The Corporation shall provide forms for documenting these potential conflicts. The Board shall, and/or relevant committee with Board-delegated powers, at least annually, review the provided statement. Failure to disclose any material fact with respect to any such relationship shall be considered a breach of this policy and corrective action under Section III.D may be taken.

#### **IV. Records of Proceedings.**

The minutes of meetings of the Board and all committees with Board-delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have an actual or potential conflict of interest in any transaction or arrangement coming before the Board or committee at that meeting, the nature of the conflict of interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

#### **V. Compensation.**

A. A voting member of the Board of who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

**VI. Periodic Reviews.**

To ensure that the Corporation operates in a manner consistent with its purpose, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

A. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

B. Whether partnership and joint venture arrangements and arrangements with persons and entities providing goods and services to the Corporation conform to written policies, are properly recorded, reflect reasonable payments for goods and services.

**VII. Use of Outside Experts.**

In conducting the periodic reviews provided for in Article VI, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

Approved by the Corporation Board of Directors on \_\_\_\_\_

# **DRAFT Financial Policies**

The Board of Directors of the Wyoming Telehealth Network (Corporation) acknowledges that it carries the fiduciary responsibility for the Corporation. The budget, the accounting information system and financial policies are the tools the Board uses to exercise its fiduciary responsibility.

The Board may choose to delegate authority for some financial management duties to one or more of the following:

- Finance/Membership Committee: usually composed of two or more Board members who carry out duties as assigned to the committee.
- Treasurer: duties include maintaining all bank accounts, supervising all financial transactions, reporting to the Board and general membership on finance, and preparing required financial documents.
- Contract entity staff: Under the guidance of the Finance/Membership Committee and the Treasurer, contract staff provides day-to-day accounting, reporting, audit support, and contracting/procurement.

The Corporation strives to have the best possible internal controls and financial systems. These financial policies are created to guide the work of the Board, Finance/Membership Committee members, and contract staff.

## **I. Finance/Membership Committee**

The Board will annually appoint a Finance/Membership Committee who works under the Board Treasurer to ensure the appropriate preparation of an annual budget, appropriate handling and distribution of funds, and the appropriate preparation and presentation of regular financial statements. The Finance Committee directs, reviews, and presents the annual audit to the Board of Directors.

## **II. Approval of plans and commitments before they are implemented**

The Board of Directors will set the annual budget, based on the Corporation's fiscal year, to direct how funds are spent. Board approval is necessary in order to spend significant funds or make significant financial commitments to projects that have not already been incorporated into the approved budget.

## **III. Accurate, timely financial reports and information returns**

The Finance/Membership Committee will ensure that the Corporation provides accurate, timely financial reports and information returns. The Finance/Membership Committee will regularly review all financial statements required under Generally Accepted Accounting Principles or other requirements. The contract staff will maintain a calendar of report deadlines and will advise the Board of Directors to ensure that all financial reports and information returns have been filed as required.

#### **IV. Banking institutions and accounts**

The Corporation will use federally insured local banking and savings institutions. The Finance Committee will review the banking relationship annually.

#### **V. Deposits**

All income intended for Corporation will be properly received, deposited, recorded, reconciled, and kept under adequate security. Any cash received must be promptly and fully deposited.

#### **VI. Grants and gifts**

All grants and gifts will be properly received and recorded. Compliance with terms of any related restrictions will be monitored by staff and reported to the Finance/Membership Committee.

#### **VII. Donated goods and in-kind services**

Donated goods and in-kind services are recorded in the accounting records when they would have been purchased if they were not donated. Gifts are recorded at fair market value.

#### **VIII. Fixed assets**

Expenditures for land, building and equipment are recorded at cost. Donated assets and capitalized donated leases are recorded at their estimated fair market values at the date of donation.

Maintenance and repairs, which materially add to the value of the property or appreciably prolong its life, are recorded as an increase to the appropriate asset account. The Corporation will capitalize all fixed assets with a cost greater than or equal to \$5,000 and a useful life of at least three years, unless otherwise stipulated by a grant. When an asset is purchased through a grant, the grant's capitalization rules apply.

The Corporation will conduct a regular inventory of fixed assets and maintain a central list of fixed assets which includes date of purchase, registration numbers, warranty information, original cost, and estimated life.

#### **IX. Line of credit**

The Corporation may maintain an appropriate line of credit to ensure regular cash flow, the use of which may be approved by the Treasurer and shall be reported to the Finance/membership Committee.

#### **XII. Procurement and purchasing**

The Corporation will always seek to maximize value and cost-effectiveness in all procurement and purchasing. Purchases exceeding \$2,500 shall require at least three competitive bids.

### **XIII. Disbursements**

Funds will be disbursed only upon proper authorization and only for valid business purposes. All disbursements will be initiated only from properly authorized documentation and will be properly recorded. No check may be made out to Cash. The Board shall designate the Board Chair, the Board Treasurer, and any other Board member or contract staff member deemed appropriate as authorized signers of checks on behalf of the Corporation. No check signer may sign a blank check.

### **XV. Reconciliation of banking/security statements**

All banking/security statements will be delivered unopened to a designated individual who is not otherwise involved in the preparation of checks, the depositing of funds, or is an authorized signer of checks. This designated individual shall review and initial each statement on a timely basis. An appropriately qualified staff person will reconcile each bank account monthly prior to the issuance of financial statements.

Approved by the Corporation Board of Directors on \_\_\_\_\_

*The above has been adapted from the following sources:*

*Greenlights for Nonprofit Success,*

[http://www.greenlights.org/resources/resource\\_directory.asp](http://www.greenlights.org/resources/resource_directory.asp)

*Financial Management of Not-for-Profit Organizations, Blackbaud, Inc.*

[http://www.blackbaud.com/files/resources/downloads/WhitePaper\\_FinancialManagementForNPO.pdf](http://www.blackbaud.com/files/resources/downloads/WhitePaper_FinancialManagementForNPO.pdf)

*Accountability Matters, Liz Marenakos, Blackbaud, Inc.*

[http://www.blackbaud.com/files/resources/downloads/WhitePaper\\_Accountability\\_Full.pdf](http://www.blackbaud.com/files/resources/downloads/WhitePaper_Accountability_Full.pdf)

## Appendix D. Business and Governance Interview Questions

Name:

Date:

*Purpose: obtain participant's view on the future of telehealth/telemedicine in Wyoming, and on the need for, structure of, capabilities, and sustainability of a single telehealth network for Wyoming*

1. What do you see as the future of telehealth in Wyoming?
2. Does Wyoming need a statewide telehealth network?
3. If no to #2, how do you think telehealth services should be provided?
4. If yes, how would you describe the ideal state of a statewide telehealth network in two years and five-years?
  - Characteristics
  - Capabilities
  - Priority initiatives
5. How should the statewide network be organized and governed? i.e. Wyoming Telehealth Consortium; stand alone corporation; public private partnership; roles/responsibilities of parties; membership based organization; any difference in short and long term views?
6. What are your thoughts on how operational and technical services should be provided? i.e. by the organization; by a third party contractor; state government; some combination?
7. What services/programs should be available through telehealth?
  - Educational
  - Administrative
  - Clinical
8. Who should provide the services offered through the network?

9. What legal/policy issues must be addressed?
10. Are there partnerships/alliances the network should pursue?
12. What is the value of telehealth to various stakeholder groups?
- Hospitals
  - Physicians
  - Insurers/payers
  - Employers
  - Consumers
  - Government
  - Other groups
11. What should the network do to build participation/usage?
12. Any thoughts on a maximum acceptable operations budget for the telehealth network?
13. What are your thoughts on how to financially support the network?
- Potential revenues by type and source
    - Memberships – by group and size
    - Services
      - Network usage
      - Value added services
    - Grants/contracts
      - Federal and state government
      - Foundations
      - Private sources
    - Specific appropriations
      - Federal
      - State
    - Facility fees
    - Educational sessions
    - Endowments
    - In-kind services/resources
    - Other