

Malvern, Pennsylvania
20-21 April, 2002

Call to Order by Chris Richardson

Introduction of Interested Members Present

Chris Richardson - Martinez VA
Jim Self - UC Davis
Rick Marshall - Puget Sound VA
Dave Whitten - Houston VA
Maury Pepper - St Louis
K. S. Bhaskar - Sanchez, Malvern, PA
Joseph dal Molin - Toronto, Canada
Madie dal Molin - Toronto, Canada
Brian Lord - Boston

Discussion of the Projected Organization

Concern was made about not for profit

Some of the Not-For-Profit rules make it difficult for us to accomplish our tasks and visions. This does not exclude the persons as workers for a subsidiaries? We are interested in forming a for-profit corporation which will have a single stockholder, the World VistA not-for-profit organization.

Falone Industries is a Not-For-Profit Organization Model which seems to work well. Need to look at how it does what it does..

Steve Shreeve has formed a corporation "Medsphere". This is a "for profit" organization that has offered to be the intermediary for the HUI project and extract no profits from the transaction..

Directors may not profit by their tenure on the board. No more than 49% of the members of the Board can derive monetary benefit from the not-for-profit organization (except their expenses).

Joseph Dal Molin spoke about the European Commission's "Alice" Program and how as a non-profit, it stimulates the economy .

Free Software Foundation Model was mentioned and it was suggested that the model be investigated.

Size of the Board (minimum 3 to max of 11), then discuss who would be members;

K. S. Bhaskar - Sanchez,
Rick Marshall - VA,
Lt Cmdr. Emory Fry - U S Navy/DoD, (Accepted call to the Board)
Maury Pepper - Consultant,
Chris Richardson, Secretary - VA,
Joseph dal Molin, - Consultant/Organizer from Canada,
Peter Groen - VA Management. (Declined as a potential conflict of interest (as perceived by Gary Christopherson), but did offer to become a liaison with the VA management)

Chris Richardson is appointed as Secretary

The question came that perhaps we should become a member organization.

The board needs to have ultimate power over the organization, but can be sensitive to opinions expressed outside the organization.

The Chairman is another Officer.who needs to be elected by our board.

Concern about the <49% can profit from the corporation

Members of the Board

Rick Marshall - President - (Unanimous) VistA Development

K. S. Bhaskar - Board Member (Unanimous)

Chris Richardson - Board Member/Secretary (Unanimous)

Maury Pepper - Chair of the Board (Unanimous)

Jospeh dal Molin - Board Member (International Affairs) (Unanimously appointed, but did not accept immediately, later in the meeting he accepted the appointment.)

Officers

David Whitten - Treasurer (affirmed unanimously by the board)

Larry Landis - Communications

Chris Richardson - Secretary (Unanimous)

Joseph Dal Molin - International Affairs (Later becomes a member of the board)

Motion of the board;

The board has moved unanimously to direct the treasurer, David Whitten, to open an account in Houston and have himself as the only endorser on the account.

Adjourned at 2359, 20 April, 2002

Reconvened on the 21st April, 2002 at 1315,

Attending;

Joseph dal Molin - Independent OSHCA

Brian Lord - Independent

Chuck Link - VA OI Birmingham

Larry Landis - HealthPartners

Chris Richardson - VAMC Martinez

Dave Whitten - VAMC Houston

Maury Pepper - M-Plus, St. Louis

Rick Marshall - VA Puget Sound

K. S. Bhaskar - Sanchez, Malvern, Pa

Steve Shreeve - MedSphere, Irvine, California

Commons Model of resources. Each for-profit organization is a member on the outside of the commons. The board of directors becomes the stewards of the commons.

Convened by the chair, Maury Pepper, and called to order by the President, Rick Marshall. Maury had to leave early, the chair was handed over to Rick Marshall for the duration of the meeting.

Presentation by Joseph dal Molin to show the separate the Stewardship, Altruism, and Revenue.

Ecology of our systems. We want to provide the opportunity for a lot of small businesses to be formed to support VistA locally and globally every where VistA software is installed.

Current understanding of the organization will include the not-for-profit to be the sole owner of the stock and interests of the for-profit organization which will conduct the installation and training. The Not-For-Profit will provide registry and oversight for the for-profit, provide open access to all software and certification.

Meeting adjourned at 23:59, 20 April, 2002 in Malvern, Pa at the Sanchez facility.