



Legislation Details (With Board Report)

File #: A 21-045 **Name:** Secure Exchange Solutions, Inc. Master Software-As-A-Service Subscription Agreement
Type: BoS Agreement **Status:** Passed - Natividad Medical Center
File created: 2/12/2021 **In control:** Board of Supervisors
On agenda: 3/5/2021 **Final action:** 3/5/2021

Title: a. Authorize the Chief Executive Officer for Natividad Medical Center (NMC) or his designee to execute an agreement with Secure Exchange Solutions, Inc. for secure messaging services at NMC for an amount not to exceed \$58,500 with an agreement term retroactive to December 1, 2020 through November 31, 2023.
b. Approve the NMC Chief Executive Officer's recommendation to accept non-standard indemnification, insurance, limitations on liability, and limitations on damages provisions within the agreement.

Sponsors:

Indexes:

Code sections:

Attachments: 1. Board Report, 2. Secure Exchange Solutions SaaS Agreement.pdf, 3. Secure Exchange Solutions BAA.pdf, 4. Completed Board Order Item No. 4

Date	Ver.	Action By	Action	Result
3/5/2021	1	Board of Supervisors	approved - natividad medical center	Pass
3/2/2021	1	Board of Supervisors	removed from agenda via additions and corrections	

a. Authorize the Chief Executive Officer for Natividad Medical Center (NMC) or his designee to execute an agreement with Secure Exchange Solutions, Inc. for secure messaging services at NMC for an amount not to exceed \$58,500 with an agreement term retroactive to December 1, 2020 through November 31, 2023.
b. Approve the NMC Chief Executive Officer's recommendation to accept non-standard indemnification, insurance, limitations on liability, and limitations on damages provisions within the agreement.

RECOMMENDATION:

It is recommended the Board of Supervisors:

a. Authorize the Chief Executive Officer for Natividad Medical Center (NMC) or his designee to execute an agreement with Secure Exchange Solutions, Inc. for secure messaging services at NMC for an amount not to exceed \$58,500 with an agreement term retroactive to December 1, 2020 through November 31, 2023.
b. Approve the NMC Chief Executive Officer's recommendation to accept non-standard indemnification, insurance, limitations on liability, and limitations on damages provisions within the agreement.

SUMMARY/DISCUSSION:

Healthcare providers require the use of a Health Information Services Provider (HISP) to securely transmit protected patient data via Direct Secure Messaging (DSM). DSM is a Health Insurance Portability and Accountability (HIPAA) compliant transport method promoted by the Department of Health and Human Services.

HISPs offer healthcare organizations an onramp to the Direct Secure Messaging network where trading partners can exchange protected health information (PHI). Secure Exchange Solutions is the industry leader in providing HISP services and has been providing the underlying service, through an intermediary, to NMC for many years. NMC is now requesting an agreement that will

connect us directly to Secure Exchange without the need to contract through a reseller.

NMC is requesting a retroactive agreement because our previous vendor exited the business abruptly, giving NMC no time to negotiate a new agreement with a new vendor before cutting off our service. Because this is a regulatory required service, Secure Exchange Services agreed to provide the service while NMC negotiated in good faith. Secure Exchange has been providing this service to NMC since November, 2020.

OTHER AGENCY INVOLVEMENT:

The Office of County Counsel has reviewed and approved this agreement as to form, and the Auditor-Controller has reviewed and approved as to payment provisions. The agreement has also been reviewed and approved by NMC's Finance Committee and by its Board of Trustees on February 12, 2021.

FINANCING:

The cost for this agreement is \$58,500 of which \$19,500 is included in the Fiscal Year 2020-21 Adopted Budget. Amounts for remaining years of the agreement will be included in those budgets as appropriate.

BOARD OF SUPERVISORS STRATEGIC INITIATIVES:

This agreement allows NMC to satisfy regulatory requirements regarding transmission of protected health information (PHI) between systems and providers.

- ☐ Economic Development
- ☒ Administration
- ☐ Health and Human Services
- ☐ Infrastructure
- ☐ Public Safety

Prepared by: Charles Harris M.D., Chief Quality Officer, 783-2785

Approved by: Gary R. Gray, DO, Chief Executive Officer, 783-2553

Attachments:

Secure Exchange Solutions, Inc. Master Software-as-a-Service Subscription Agreement
Secure Exchange Solutions Business Associate Agreement

Attachments on file with the Clerk of the Board