



**Board of Directors Meeting**  
**Meeting Location: VITL, 1 Mill Street, Suite 249, Burlington, VT**  
**April 19, 2017**  
**8:00-10:00am**  
**Call-in number: (866)-906-9888; Passcode – 6850751#**

**Agenda**

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|------|--|------------------|
| I.   | Consent Agenda   | Bruce Bullock MD |
|      | a) Approval of Minutes from March 27, 2018 Board meeting |                  |
| II.  | Interim President's Report                               | Michael Smith    |
|      | b) FY19 Budget   |                  |
|      | c) Work Plan Discussion                                  |                  |
| III. | Financial Update   | Bob Turnau       |
| IV.  | VITL Board Composition & Direction                       | Bruce Bullock MD |
| V.   | Next Meeting:  |                  |
|      | • May 22, 2018 from 4:00-6:00pm at VITL                  |                  |
| VI.  | Adjourn Board  | Bruce Bullock MD |

Vermont Information Technology Leaders, Inc.



Board Meeting Minutes

Meeting Date: April 19, 2018

Location: VITL, 1 Mill Street, Suite 249, Burlington, VT – Stratton Conference Room

Attendees:

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|---|--|---|--|--|
| <input type="checkbox"/> Adam Buckley, MD           | <input checked="" type="checkbox"/> Bruce Bullock, MD          | <input checked="" type="checkbox"/> Richard Slusky        | <input checked="" type="checkbox"/> Michael K. Smith | <input checked="" type="checkbox"/> Richard Elmore (phone) |
| <input checked="" type="checkbox"/> Don George      | <input checked="" type="checkbox"/> Joel Benware (phone)       | <input checked="" type="checkbox"/> Amy Putnam (phone)    | <input checked="" type="checkbox"/> Todd Moore       | <input checked="" type="checkbox"/> Mark Nunlist, MD       |
| <input checked="" type="checkbox"/> Mike Del Trecco | <input checked="" type="checkbox"/> Rep. Lori Houghton (phone) | <input checked="" type="checkbox"/> Jessa Barnard (phone) |  |  |

Other:

Staff: Robert (Bob) Turnau and Heidi Banks

Topic	Presentation	Discussion and Action	By Whom or When
Meeting convened	Dr. Bruce Bullock convened the meeting at 8:02am.		
Consent Agenda	<ul style="list-style-type: none"> <li>Bruce called for approval of the March 27, 2018 Board meeting.</li> </ul>	<p><b>Motion:</b></p> <ul style="list-style-type: none"> <li>To accept the minutes from the March 27, 2018 Board meetings.</li> </ul>	<ul style="list-style-type: none"> <li><b>Motion:</b> Mark Nunlist, MD; 2<sup>nd</sup> – Don George; <b>All Approved</b></li> </ul>
Interim President’s Report	<ul style="list-style-type: none"> <li>Mike Smith provided an update on the FY19 budget.</li> <li>Robert (Bob) Turnau then moved into the financial update on the following topics:                             <ul style="list-style-type: none"> <li>Review February YTD financial statements</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Mike Del Trecco said the FY19 budget materials that the Board received in their packet were reviewed by the VITL Finance Committee. The focus has been on the vision for VITL regarding sustainability and plans related to restructuring and the future. Additionally, we took into account the need to be realistic regarding the changes that are taking place at the State and at VITL. He then expressed this thanks to Bob Turnau and the team at VITL for all their hard work. They have been under the gun not only with the FY19 budget materials but all the other work that needs to be accomplished.</li> <li>Mike Smith then reiterated that over the next 2 fiscal years VITL will be reducing its budget by \$1,000,000. In FY21 VITL will need to attract an additional \$500,000 in outside revenue or face additional cuts.</li> <li>Bob presented a summary of the FY18 year to date financials, which were reviewed in depth by the Finance Committee April 12<sup>th</sup>.</li> </ul>	

	<ul style="list-style-type: none"> <li>○ Review FY19 budget</li>   <li>○ Status on State review of FY17 grant reconciliation</li>   <li>○ RFP for FY18 Audit Services</li>   <li>• Mike Smith then provided an update on the following additional topic: <ul style="list-style-type: none"> <li>○ Legislature</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• In creating the FY19 budget VITL worked towards predictability and sustainability: <ul style="list-style-type: none"> <li>○ Looking at budget over a 3-year period.</li> <li>○ Implementing savings now to carry-forward in future periods.</li> <li>○ Focused on meeting HTS recommendations.</li> </ul> </li> <li>• Bob then reviewed the major reductions that will be put in place to reduce the budget by \$1,000,000 over the next two fiscal years. Those reductions include: eliminated 3 FTEs positions; eliminated 6% discretionary match; increased employee health insurance contribution; and reduced office space.</li> <li>• He then reviewed FY19 budget assumptions in detail related to: revenue; staffing; benefits; expenses; risks; and other considerations.</li> <li>• And finally, he reviewed the FY19 budget summary chart, balance sheet and the projected cash flow chart.</li>   <li>• As discussed at last month’s Board meeting VITL missed the submission of FY17 financials to the federal clearinghouse by March 31<sup>st</sup> because the State has yet to finish its review of VITL’s FY17 financials .</li> <li>• As part of the FY19 budget review packet requested by the Green Mountain Care Board (GMCB) VITL has submitted its FY17 draft form 990. VITL recognizes that it will have to be amended once the FY18 reconciliation is complete. The FY17 audited financials were also requested but were not submitted as they have yet to be finalized.</li> <li>• The lingering FY17 audit could affect the FY18 audit RFP process.</li> <li>• The Board would like to have an update on the FY17 grant reconciliation once it is complete.</li>   <li>• Bob briefly reviewed the RFP for the FY18 audit and the operational audit.</li>   <li><b>Motion:</b> <ul style="list-style-type: none"> <li>• To accept the FY19 budget as presented to the Board.</li> </ul> </li>   <li>• Mike provided an update on H.901.</li> <li>• The work plan to be submitted to the legislature and the GMCB on May 1<sup>st</sup> is the product of the Board Advisory Group which is made up of indivial from VITL leadership team, the Board and DVHA.</li> <li>• <b>Heidi</b> to schedule a 20-minute call next week for the Board to approve the work plan prior to its submission to the Legislature and the GMCB.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Motion:</b> Mike Del Trecco; 2<sup>nd</sup> – Richard Slusky; <b>All Approved</b></li>   <li>• <b>Heidi</b> to schedule</li> </ul>
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Financial Update		<ul style="list-style-type: none"> <li>• See above.</li> </ul>	
VITL Board Composition & Direction	<ul style="list-style-type: none"> <li>• Bruce led a discussion on this topic:</li> </ul>	<ul style="list-style-type: none"> <li>• Bruce said that no one has volunteer to be on the Executive Committee. We need people to step up and volunteer.</li> <li>• We need to be using the standing Board Committees.</li> <li>• Also need more members on the Governance and Nominating Committee.</li> <li>• We need to create a standing Audit Committee. This will require a by-law change. Will be looking for a Chair of this Committee.</li> <li>• Question was asked if the Finance Committee could function as the Audit Committee?</li> <li>• Bruce said we need to have two separate Committees. This is something that was called out in the HTS report.</li> <li>• We need to be gleaning feedback from customers. The Provider Advisory Committee is currently not meeting.</li> <li>• Discussion regarding the State's HIE Steering Committee. <ul style="list-style-type: none"> <li>○ Bruce asked if it was possible to get a copy of the HIE Steering Committee's charter.</li> </ul> </li> <li>• Discussion regarding Board composition. Having a balance of high level thinkers and process people.</li> <li>• Suggestions was made to develop allied Committees that would inform the Board but would not be Board members. Their feedback could/should be brought back to the full Board.</li> <li>• Bruce proposed having a Strategic Planning Committee. It would build off the progress made by the Advisory Committee.</li> <li>• Bruce will be hiring a facilitator to help the Board through the re-composition process leading up to the Annual Meeting as part of the Board Retreat on September 25<sup>th</sup>.</li> <li>• Request was made to have 20-30 minutes education session as future Board meeting for the Board to better understand the products and services VITL offers.</li> <li>• Suggestions was made to invite various groups like the Green Mountain Care Board, OneCare Vermont, the State of Vermont, etc. to attend future Board meeting for relationship building.</li> <li>• Brief discussion regarding interoperability in communities.</li> <li>• Request was made to have a dashboard that is used with the Board at each meeting.</li> <li>• <b>Motion:</b></li> <li>• To create a Strategic Planning Committee and an Audit Committee.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Heidi</b> will follow-up on this request.</li> <li>• Education session at future Board meetings.</li> <li>• Relationship building at Board meetings with stakeholders.</li> <li>• Dashboard to use at Board meetings.</li> <li>• <b>Motion:</b> Don George; 2<sup>nd</sup> – Mike Del</li> </ul>

			Trecco; <b>All Approved</b>
Next Meeting		<ul style="list-style-type: none"> <li>Next VITL Board Meeting: May 22<sup>nd</sup> from 4-6pm at VITL.</li> </ul>	
Adjournment	Dr. Bullock adjourned the meeting at 9:53am.		

Heidi K. Banks, Executive Assistant  
VITL