



Board of Directors Meeting
Meeting Location: Conference Call Only

August 28, 2018

4:30-5:30pm

Call-in number: 1-877-273-4202 Conf. Rm. # 5840272

Agenda

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| I. | Consent Agenda | Bruce Bullock MD |
| | a) Approval of Minutes from July 24, 2018 Board meeting | |
| II. | Vote on New Board Member | Bruce Bullock MD |
| III. | Interim President's Report | Michael Smith |
| IV. | VITL Board Composition & Direction | Bruce Bullock MD |
| | a) Audit Committee | |
| V. | Selection of Auditor and Financial Update | Bob Turnau |
| VI. | Next Meeting: September 25 th 9-5pm – Annual Meeting/Board Retreat at VITL | |
| VII. | Adjourn Board | Bruce Bullock MD |

Vermont Information Technology Leaders, Inc.



Board Meeting Minutes

Meeting Date: August 28, 2018

Location: Conference Call

Attendees:

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

Other: Kelly Lange

Staff: Kristina Choquette, Robert (Bob) Turnau and Heidi Banks

Topic	Presentation	Discussion and Action	By Whom or When
Meeting convened	Bruce Bullock, MD convened the meeting at 4:31 pm.		
Consent Agenda	<ul style="list-style-type: none"> Bruce Bullock, MD called for approval of the July 24, 2018 Board meeting. 	<p>Motion:</p> <ul style="list-style-type: none"> To accept the minutes from the July 24, 2018 Board meeting. 	<ul style="list-style-type: none"> Motion: Mark Nunlist, MD; 2nd Todd Moore; All Approved
Vote on New Board Member	<ul style="list-style-type: none"> To have Mary Beth Eldridge, Director of Regional Information Systems at Dartmouth-Hitchcock join the Board. 	<ul style="list-style-type: none"> Brief discussion of Mary Beth joining the Board. <p>Motion:</p> <ul style="list-style-type: none"> Nominate Mary Beth Eldridge to complete the two-year term to the VITL Board ending in September 2019. Mary Beth joined the call. Bruce welcomed Mary Beth to the Board. 	<ul style="list-style-type: none"> Motion: Mark Nunlist, MD; 2nd Joel Benware; All Approved
Interim President's Report	<ul style="list-style-type: none"> Mike Smith provided an update on the following topics. <ul style="list-style-type: none"> Legislative update CHA contingency report 	<ul style="list-style-type: none"> The next Legislative update will be submitted on September 1st by DVHA and VITL. Mike gave a brief overview of the report. The CHA contingency report is also due on September 1st. VITL's Leadership have reviewed and provided feedback. Brief discussion of the contingency options provided in the report. 	
VITL Board Composition & Direction	<ul style="list-style-type: none"> Bruce Bullock, MD provided an update and lead the discussion on Board composition and 		

	<p>direction.</p> <ul style="list-style-type: none"> ○ Audit Committee 	<ul style="list-style-type: none"> • Audit Committee needs to be formed. The Board Treasurer cannot lead this Committee. • Forming this Committee was requested by both the Legislature and the HTS report. • If you are willing to serve on this Committee or have a recommendation of someone who should serve on this Committee, please contact Bruce. • Brief discussion of Kelly Lange, Director of Health Care Report at Blue/Cross Blue/Shield of Vermont joining the Board in September. If you have any comments please contact Bruce. 	
Selection of Auditor and Financial Update	<ul style="list-style-type: none"> • Bob Turnau provided an update on the following topics: <ul style="list-style-type: none"> ○ Selection of audit firm for FY17 financial audit ○ Review FY18 financials 	<ul style="list-style-type: none"> • Bob reviewed the process used for evaluating the candidates for the FY18 financial audit. This information was reviewed by the Finance Committee on August 16, 2018. • Finance Committees conclusion was to down select to two audit firms and have management seek best / final offers and clarification of single audit experience. • Managements conclusion was Gallagher, Flynn & Company, LLP represents the best value to VITL. <p>Motion:</p> <ul style="list-style-type: none"> • Approve Gallagher, Flynn & Company, LLP as FY18 audit firm. • Bob reviewed the draft FY18 financials. 	<ul style="list-style-type: none"> • Motion: Mark Nunlist, MD; 2nd – Mike Del Trecco; Abstain: Mary Beth Eldridge; Approved
Other Business	<ul style="list-style-type: none"> • Technology Committee • Strategic Work Plan 	<ul style="list-style-type: none"> • Joel Benware gave a brief update on the reactivation of the Technology Committee. He is looking for one or two new members. Please let him know if you are interested. • Mark Nunlist, MD would like more information on the Committee. • Heidi to send him this information. • Rich Elmore asked for an update on the strategic/work plan. • Mike said this report will be sent out to Board members and covered at the September Board Retreat, if there are further questions. 	<ul style="list-style-type: none"> • Heidi Banks
Next Meeting		<ul style="list-style-type: none"> • Next VITL Board Meeting: <ul style="list-style-type: none"> ○ September 25th 9-5pm – Annual Meeting/Board Retreat 	
Adjournment	Bruce Bullock, MD adjourned the meeting at 5:08 pm.		