



Board of Directors Meeting
Meeting Location: Conference Call
(866) 906-9888; Pass code: 6850751#
August 29, 2019 | 4:00 – 6:00 pm

Agenda

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| I. Consent Agenda <ul style="list-style-type: none">• Approve June 4, 2019 Board Minutes | Bruce Bullock, MD Action Required |
| II. President's Report | Michael Smith |
| III. Board Chair's Report | Bruce Bullock, MD |
| IV. Financial Update <ul style="list-style-type: none">• Finance Report• Audit Update• VITL Policy Review:<ul style="list-style-type: none">○ Conflict of Interest | Robert Turnau Action Required |
| V. Collaborative services Update <ul style="list-style-type: none">• Approval of HIN Agreement | VITL Leadership Action Required |

Next Meeting September 24, 2019
VITL Board Retreat & Annual Meeting

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| | | evaluating the candidates. | |
| Financial Update | Robert Turnau | <p>Preliminary FY19 Financials were viewed by Finance Committee on Tuesday, August 27. VITL is on plan for revenue and low on expenses in part due to vacancies in administration and technology teams. We have tapped the breaks on technology projects so we can evaluate how to incorporate it into the Collaborative Services Project. Had a contingency fund in the budget. We did not need to use it... added to our surplus. Balance sheet is strong.</p> <p>Audit Status: The annual audit is underway. The auditors will complete the field work next week, ahead of schedule. Bob will present the findings to the Board and the GMCB by in October.</p> <p>VITL has updated our Conflict of Interest policy. The changes are as follows:</p> <ul style="list-style-type: none"> • Changed review frequency from annually to biannually • Added signature blocks to survey for reviewers of the form • Other minor changes to improve clarity and readability. <ul style="list-style-type: none"> • Motion: Approve the updated Conflict of Interest policy as presented | <p>Motion: M. Del Trecco 2nd V. Loner All Approved</p> |
| Collaborative Services | Michael K. Smith | <ul style="list-style-type: none"> • Contract is with Cureous Innovations, Inc., a subsidiary of HealthInfoNet (HIN). • Term is 4 years with an option for two renewal terms (1 year each) if VITL wishes. • Term may end early if contract is breached and not repaired or if the State does not provide sufficient funding for the project. • Contract includes Rhapsody and TermAtlas Services. • Cureous Innovations will make the above services available in 14 weeks. • Service quality metrics have been added to the contract including data backups and incident notification. VITL will receive credits against our monthly cost for a failure to meet the metrics laid out with a maximum of 18% credit per month. Failure to meet the same metric 6 months in a row equals breach of contract. That, along with any other failure to provide services as specified in the contract is grounds for termination if not resolved in 30 days. • Internet bandwidth is included in the monthly fee along with 20 hours of network setup. Hourly rates have been negotiated with Cureous Innovations if VITL needs to have them perform other services such as software development. • Discussion: Rhapsody & TermAtlas • Discussion: Impact on providers <ul style="list-style-type: none"> • Motion: The board moves to approve Michael K. Smith to enter into 4-year contract with Cureous Innovations, Inc. not to exceed \$1.8 million with the requirement that the VITL management team sign off that they read and understand the elements of contract and will provide updates to the board on a quarterly basis. | <p>Motion: S. Besio 2nd V. Loner Approved Abstained: R. Slusky and R. Elmore</p> |
| Adjournment | Mike Del Trecco | Adjourned the meeting at 5:33 pm | |