



Board of Directors Meeting
Meeting Location: Conference Call
February 27, 2018
8:00-9:00am

Call-in number: (866)-906-9888; Passcode – 6850751#

Agenda

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| I. | Consent Agenda | Bruce Bullock MD |
| | • Approval of Minutes from January 23 and February 13, 2018 Board meetings | |
| II. | Interim President's Report | Michael Smith |
| III. | Financial Update | Bob Turnau |
| IV. | Transition Planning (Executive Session) | Bruce Bullock MD |
| V. | Next Meeting: | |
| | • March 27, 2018 – 4:00-6:00pm – VITL | |
| VI. | Adjourn Board | Bruce Bullock MD |

Vermont Information Technology Leaders, Inc.



Board Meeting Minutes

Meeting Date: February 27, 2018

Location: Conference Call

Attendees:

- | | | | | |
|---|--|--|--|--|
| <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 |
| <input checked="" type="checkbox"/> Don George | <input checked="" type="checkbox"/> Joel Benware | <input type="checkbox"/> Amy Putnam | <input checked="" type="checkbox"/> Todd Moore | <input type="checkbox"/> Mark Nunlist, MD |
| <input checked="" type="checkbox"/> Mike Del Trecco | <input checked="" type="checkbox"/> Rep. Lori Houghton | <input checked="" type="checkbox"/> Jessa Barnard | | |

Other: Doug Gentile MD, UVM Health Network

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

Topic	Presentation	Discussion and Action	By Whom or When
Meeting convened	Dr. Bruce Bullock convened the meeting at 8:03 am.		
Consent Agenda	<ul style="list-style-type: none"> Dr. Bullock called for approval of the January 23 and February 13, 2018 Board meetings. 	<ul style="list-style-type: none"> Correct spelling of Dr. Nunlist and Kristina Choquette's name. <p>Motion:</p> <ul style="list-style-type: none"> To accept the minutes from the January 23 and February 13, 2018 Board meetings with the above corrections. Dr. Bullock welcomed Mike Smith to VITL and to the Board. 	<ul style="list-style-type: none"> Motion: Mike Del Trecco; 2nd – Richards Slusky; All Approved
Interim President's Report	<ul style="list-style-type: none"> Mike provided an update on the following topics <ul style="list-style-type: none"> Financial legacy Legislation Green Mountain Care Board (GMCB) 	<ul style="list-style-type: none"> Mike provided a historical overview of the correspondence between VITL and the State of Vermont regarding cost allocations. There was a meeting on February 26th that included Michael Costa, Emily Richards, Mike Del Trecco, Bob Turnau and Mike Smith to discuss issue. State of Vermont will keep VITL up to date as they work through the issue. As VITL has switched from grant to contract funding, this should be less of an issue for FY18. Mike testified before the House Ways and Means Committee regarding H 901 about the HIT Fund. Mike met with Kevin Mullin, Chair of the GMCB yesterday, February 26th. Discussed schedule for restructuring the VITL Board as called for in the HTS report. 	

	<ul style="list-style-type: none"> ○ Request from Representative Lippert ○ Presentation to the GMCB ○ Operations Business Manager 	<ul style="list-style-type: none"> • GMCB is looking to introduce legislative language that would move oversight of VITL’s core actives from GMCB to the HIE Steering Committee. The GMCB would still be responsible for approving VITL’s budget. • VITL has no objection to this change. • Need to assure the Board has approved the budget prior to it going before the GMCB in May. • Mike received a request from Representative Lippert for a copy of Mike’s employment letter with VITL. • As Mike’s salary was listed in the VITL press release he sent Rep. Lippert a copy. Additionally, Mike’s salary and bonus is less than his predecessor and all other benefits are the same. • Mike and Kristina presented to the GMCB yesterday, February 26th. • Heidi to send the GMCB presentation to the Board. • Kristina reviewed the promise of the Vermont Health Information Exchange (VHIE). What has been built today. Improvements made since the HTS report in November. • The GMCB approved the current Connectivity Criteria (CC). • VITL is working with DVHA to perform a major overhaul of the CC to align with the HIT Plan. • Tom Pelham has been selected as VITL’s liaison to the GMCB. • DVHA then gave a presentation regarding the HTS report and the steps they are taking with VITL to move forward. • Mike said he wanted to alert the Board that he will be moving forward with hiring a business operations manager. • Mike Del Trecco asked that the Board have an opportunity to review the reforecast F18 budget. • Bob is working on this for the next Finance Committee meeting. 	<ul style="list-style-type: none"> • Heidi Banks
<p>Financial Update</p>	<ul style="list-style-type: none"> • Robert (Bob) Turnau provided an updated on the following topics: <ul style="list-style-type: none"> ○ FY18 Year to Date Financials ○ FY18 Interface Revenue Forecast ○ FY17 Indirect Cost Rate (ICR) Audit 	<ul style="list-style-type: none"> • Bob presented a summary of the FY18 year to date financials which were reviewed in depth by the Finance Committee February 8th. • Bob reviewed the updated FY18 interface revenue forecast. • Bob reviewed the amount of information that has been requested by the SOV and the amount of data that has been delivered to the SOV. • He then reviewed the tasks and the tentative timeline for completing this 	

	<ul style="list-style-type: none"> ○ Remove Acting President & CEO as Authorized Signatory ○ Add Interim President & CEO as Authorized Signatory ○ Line of Credit (LOC) 	<p>process.</p> <p>Motion:</p> <ul style="list-style-type: none"> ● To approve the resolution to remove Kristina Choquette as signatory. <p>Motion:</p> <ul style="list-style-type: none"> ● To approve the resolution to add Michael K. Smith as signatory. <ul style="list-style-type: none"> ● Mike and Bob will be meeting with VITL's bankers regarding the LOC. ● The next Finance Committee is scheduled for March 8th. 	<ul style="list-style-type: none"> ● Motion: Richard Slusky; 2nd - Todd Moore; All Approved ● Motion: Richard Slusky; 2nd - Todd Moore; All Approved
Transition Planning		<ul style="list-style-type: none"> ● The Board went into Executive Session at 8:44 am. ● The Board came out of Executive Session at 8:56 am. 	
Next Meeting		<ul style="list-style-type: none"> ● Next VITL Board Meeting: March 27, 2018 4-6pm – VITL 	
Adjournment	Dr. Bullock adjourned the meeting at 8:56 am.		

Heidi K. Banks, Executive Assistant
VITL