



Board of Directors Meeting
Meeting Location: VITL – 1 Mill Street, Suite 249, Burlington
July 24, 2018
4:00-6:00pm
Call-in number: (866)-906-9888; Passcode – 6850751#

Agenda

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| I. | Consent Agenda | Bruce Bullock MD |
| | a) Approval of Minutes from June 26, 2018 Board meeting | |
| II. | Interim President's Report | Michael Smith |
| III. | VITL Board Composition & Direction | Bruce Bullock MD |
| IV. | Financial Update | Bob Turnau |
| V. | Board Dashboards | Kristina Choquette |
| VI. | Education Session: Data Flow to Our Customers | Kristina Choquette |
| VII. | Next Meeting: 1-hour conference call in August - TBD
September 25 th 9-5pm – Annual Meeting/Board Retreat | |
| VIII. | Adjourn Board | Bruce Bullock MD |

Vermont Information Technology Leaders, Inc.



Board Meeting Minutes

Meeting Date: July 24, 2018

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

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 type="checkbox"/> Richard Elmore |
| <input type="checkbox"/> Don George | <input checked="" type="checkbox"/> Joel Benware | <input checked="" type="checkbox"/> Amy Putnam (phone) | <input type="checkbox"/> Todd Moore | <input checked="" type="checkbox"/> Mark Nunlist, MD |
| <input type="checkbox"/> Mike Del Trecco | <input checked="" type="checkbox"/> Jessa Barnard | | | |

Other: Randall L. Sargent, CPA, JMM & Associates

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 4:05pm.		
Consent Agenda	<ul style="list-style-type: none"> Bruce Bullock, MD called for approval of the June 26, 2018 Board meeting. 	<p>Motion:</p> <ul style="list-style-type: none"> To accept the minutes from the June 26, 2018 Board meeting. 	<ul style="list-style-type: none"> Motion: Jessa Barnard; 2nd – Mark Nunlist, MD; Abstained: Joel Benware and Richard Slusky; Approved
Financial Update	<ul style="list-style-type: none"> Bob Turnau provided an update on the following topics: <ul style="list-style-type: none"> Review and approve FY17 Financial Statements 	<ul style="list-style-type: none"> Bob gave a high-level overview of the FY17 audited financial statements that were reviewed by the VITL Finance Committee at their July 12th meeting. He then reviewed next steps, which are: <ul style="list-style-type: none"> Board approval. VITL management to meet with SOV leadership. Submit Financial Statements to Federal Audit Clearinghouse. Revised 990 to be reviewed by Finance Committee and then submitted. Randy Sargant then answered questions from the Board. <p>Motion:</p> <ul style="list-style-type: none"> Based upon the Finance Committee’s recommendation, a motion is made to approve the FY17 audited financial statements as presented to the Board. 	<ul style="list-style-type: none"> Motion: Joel Benware; 2nd – Mark Nunlist, MD; All Approved
	<ul style="list-style-type: none"> Review May 2018 Financial 	<ul style="list-style-type: none"> Bob presented a summary of the May FY18 year to date financials, 	

	Statements	<p>which were reviewed in depth by the Finance Committee on July 12th.</p> <ul style="list-style-type: none"> • Bob then reviewed the status of the following financial projects: <ul style="list-style-type: none"> ○ Currently supporting data requests from Capital Health Associates for the state mandated contingency report. ○ KPMG operational audit is underway. ○ FY18 audit solicitation for new firms underway. 	
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"> ○ VITL past, present and future direction ○ Revenue generation ○ VITL's strategic plan ○ FY18 Financial Audit ○ Work plan 	<ul style="list-style-type: none"> • Mike gave a brief overview of the last six months and what VITL has accomplished. He then said VITL is completing the stability phase. VITL is now moving into the credibility phase during which VITL need to deliver on all milestones and promises. And then VITL will go into the strategic phase. • Discussion of possible ways to generate revenue. • A draft of VITL's strategic discussion document for the Board Retreat in September will be sent out in August. • During the August Board call the Board will be selecting a new auditor to conduct the FY18 financial audit based upon a recommendation from the Finance Committee. • The next big objective to be completed in the Work Plan is the Board re-composition which will happen in September. 	
VITL Board Composition & Direction	<ul style="list-style-type: none"> • Bruce Bullock, MD provided an update and lead the discussion on Board composition and direction. 	<p>Motion:</p> <ul style="list-style-type: none"> • To elect Richard Slusky as Board Secretary to complete the one-year term ending September 2018. • The Governance/Nominating Committee has been meeting monthly to discuss Board composition ahead of the September annual meeting. • The Committee is still looking for a Vice Chair. • Additionally, they are also looking for a successor for the Chair after next year. • The Committee would welcome input and suggestion from the Board. If you have suggestions, please email Bruce Bullock, MD. • Discussion regarding the process for the re-composition of the Board and the need for all Board members participation. 	<ul style="list-style-type: none"> • Motion: Mark Nunlist, MD; 2nd – Joel Benware; abstained: Richard Slusky; Approved
Board Dashboards	<ul style="list-style-type: none"> • Kristina Choquette reviewed dashboards that were created for the Board. 	<ul style="list-style-type: none"> • Kristina is looking to have the dashboards show: how VITL is doing as the VHIE and is VITL hitting the areas that were criticized in the HTS report. • She then reviewed the dashboards. • Suggestions and questions from the Board: 	

		<ul style="list-style-type: none"> • Bullet points that show “here is what the data is telling us”. • Can we identify which providers are over and under performing and make that information public? • Are there benchmarks for other HIEs regarding consent that we could use as a guide? Vermont is only one of two states that have an opt-in consent policy. 	
Education Session: Data Flow to Our Customers		<ul style="list-style-type: none"> • Will review at a future meeting. 	
Future Meetings		<ul style="list-style-type: none"> • Heidi to add a one-hour Board call in August and October. 	
Next Meeting		<ul style="list-style-type: none"> • Next VITL Board Meeting: <ul style="list-style-type: none"> ○ One-hour conference call in August - TBD ○ September 25th 9-5pm – Annual Meeting/Board Retreat 	
Adjournment	Bruce Bullock, MD adjourned the meeting at 5:42pm.		

Heidi K. Banks, Executive Assistant
VITL