



Board of Directors Meeting

Meeting Location: VITL, 1 Mill Street, Suite 249, Burlington, VT

March 21, 2017

4:00-6:00 pm

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

Agenda

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| I. | Consent Agenda | Bruce Bullock, MD |
| | • Approval of Minutes from January 20, 2017 Board Meetings | |
| II. | Welcome New Board Member – Rep. Lori Houghton | Bruce Bullock, MD |
| III. | President’s Report | John K. Evans |
| IV. | Financial Update | Bob Turnau/Mike Del Trecco |
| | • Policy Review | |
| | • FY16 Draft Financial Statement Review with JMM & Associates | |
| V. | Next Meeting: | |
| | • Tuesday, May 30, 2017 4:00-6:00pm – VITL – 1 Mill Street, Burlington | |
| VI. | Adjourn Board | Bruce Bullock, MD |

Vermont Information Technology Leaders, Inc.



Annual Meeting Minutes

Meeting Date: March 21, 2017

Location: VITL, 1 Mill Street, Suite 249, Burlington

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"/> John K. Evans | <input checked="" type="checkbox"/> Richard Elmore |
| <input checked="" type="checkbox"/> Jerry Ford | <input type="checkbox"/> Don George | <input checked="" type="checkbox"/> Paul Harrington (phone) | <input checked="" type="checkbox"/> Joel Benware (phone) | <input checked="" type="checkbox"/> Amy Putnam (phone) |
| <input checked="" type="checkbox"/> Todd Moore | <input checked="" type="checkbox"/> Mike Del Trecco | <input type="checkbox"/> Rep. Lori Houghtson | | |

Staff and Others: Robert (Bob) Turnau, Randall Sargent, CPA, JMM & Associates & Heidi Banks

Topic	Presentation	Discussion and Action	By Whom or When
Meeting convened	Dr. Bruce Bullock convened the meeting at 4:04pm	Bruce welcomed Rep. Houghton to the Board and gave a brief overview of her career.	
Consent Agenda	<ul style="list-style-type: none"> Dr. Bullock called for approval of the January 21, 2017 Board meeting minutes. 	<p>Motion:</p> <ul style="list-style-type: none"> To accept the minutes from the January 21, 2017 Board meeting. 	<p>Motion: Rich Elmore; 2nd – Mike Del Trecco; All Approved</p>
President's Report	<ul style="list-style-type: none"> John provided an update on the following topics: <ul style="list-style-type: none"> Environment State of Vermont 	<ul style="list-style-type: none"> At the federal level, it appears that neither the Center for Medicare & Medicaid Innovation (CMMI) or the Office of the National Coordinator for HIT (ONC) have been told they will be eliminated. At the State level, there may be a \$200,000,000 reduction in Medicaid funding. The State has decided not to pursue delivery system reform and infrastructure funds. Additionally, there continues to be little known about the future of many healthcare reform actives. The State has proposed legislative language which tasks the Secretaries of Administration and Human Services with conducting a review of the State Health Information Technology (HIT) Fund, The HIT Plan (this was developed by the Department of Vermont Health Access (DVHA) but not approved by the Green Mountain Care Board (GMCB)) and VITL. Discussion of the FY18 agreement process and contracting process to date. The State Auditor has proposed legislative language to the House Government Operations Committee regarding VITL. 	

	<ul style="list-style-type: none"> ○ Highlights Since January 	<ul style="list-style-type: none"> • In February, 50 new interfaces went live to the Vermont Health Information Exchange (VHIE). In March, Northeastern Vermont Regional Hospital's (NVRH) CCD's went live. This brings VITL's estimated percentage for aggregated available clinical data to 62% statewide. • John reviewed the status of various Health Care Organizations in the VITLAccess pipeline for rollout in March and April. • Patient data queries in VITLAccess increased by 5% from January to February. • After waiting 8 months for State approval, VITL is able to move forward on developing an automated online tool for onboarding provider to VITLAccess. 	
<p>Financial Update</p>	<ul style="list-style-type: none"> • Bob Turnau gave a financial update and reviewed the following topics: <ul style="list-style-type: none"> ○ Review of FY16 Financial Statements ○ Review of Proposed Policies 	<ul style="list-style-type: none"> • Bob reviewed the agenda for the financial update portion of the meeting and gave a brief overview of the FY16 audit process: <ul style="list-style-type: none"> ○ There was a condensed schedule for preparation of the FY16 Financial Statements due to final negotiations with State of Vermont (SOV). ○ We need to get the financial statements to the Federal Clearinghouse by March 31st. • Randy Sargent of JMM & Associates, VITL's auditor, reviewed the audited FY16 Financial Statements, FY16 Compliance Report & Management Response. Randy had previously reviewed the financial statements in detail with the Finance Committee. • Mike Del Trecco, Chair of the Finance Committee said the Finance Committee reviewed the FY16 audited Financial Statements and accompanying documentation in entirety. • Seeking conditional approval of the FY16 financial statements: <ul style="list-style-type: none"> ▪ Need approval for delegation authority to management and the Board Treasurer on finalizing the FY16 financial statement. <p>Motion: To approve the FY16 audited Financial Statement as presented to the Board.</p> <ul style="list-style-type: none"> • The FY16 indirect cost rate agreement imposed a condition that required VITL to develop "all necessary Board approved policies 	<p>Motion: Todd Moore; 2nd – Mike Del Trecco; All Approved</p>

	<ul style="list-style-type: none"> ○ Update on Status of Agreements with State 	<p>required for the receipt of Federal assets per 2 CFR Part 200”.</p> <ul style="list-style-type: none"> ● These policies must be completed and submitted to the State by April 15, 2017. ● Management has prepared 11 policies for the Boards review and approval. <ul style="list-style-type: none"> ○ Cash Management & Interest ○ Bad Debt ○ Capitalization & Depreciation Policy ○ Cell Phone Usage and Cost Allowance Policy ○ Compensation and Benefits Policy ○ Employee Expense Reimbursement Policy ○ Revenue Recognition Policy ○ Cost Policy Statement ○ Risk Management & Insurance Policy ○ Conflict of Interest Policy ○ Clinician Stipends ● Where possible Management has revised existing policies. <ul style="list-style-type: none"> ● Policies were reviewed by VITL Leadership, Steve Austin of Gallagher, Flynn & Company, LLP, and Keith Roberts, Esq. of Primmer, Piper, Eggleston, & Cramer PC. ● Bob then reviewed the proposed schedule for approval of the policies: <ul style="list-style-type: none"> ○ March 24th - Comments and/or specific language changes are due back to VITL management. ○ March 29th – VITL management will incorporate changes into the policies and send to Finance Committee. ○ March 31st – Call with the Finance Committee to review policies. ○ April 4th - Final submittal of polices to the Board. ○ April 6th – VITL Board to sent an email for an electronic vote. ○ April 14th – Approved policies submitted to the State. ● Bob reviewed the status of the following agreements: <ul style="list-style-type: none"> ○ IAPD <ul style="list-style-type: none"> ▪ FY17 contract was awarded in December, not all Business Plans have been approved. ▪ Amendment for Phase 2 of Terminology Services (~\$150K) is cancelled. ○ SIM contract amendment pending: <ul style="list-style-type: none"> ▪ No cost extension to June 30th, 2017. ○ Negotiations for FY18 work is underway. 	
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	<ul style="list-style-type: none"> ○ Update on Status of State Review of FY15 Questioned Cost 	<ul style="list-style-type: none"> • Bob gave an update on the FY15 questioned costs. 	
Next Meeting		<ul style="list-style-type: none"> • Next VITL Board Meeting: Tuesday, May 30, 2017 – 4:00-6:00pm at VITL – Burlington 	
Adjournment	Dr. Bullock adjourned the meeting at 5:46 pm.		

Heidi K. Banks, Executive Assistant
VITL