



Board of Director's Meeting

March 22, 2022

3:00-5:00 pm

Teams Meeting

Agenda

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| 1. Review & Vote on January Meeting Minutes | | Action Required |
| 2. Chair Report | 15 Minutes | Leah Fullem |
| • General Update | | |
| • By-Laws | | Action Required |
| 3. President's Report | 15 Minutes | Beth Anderson |
| • General Update | | |
| • Health Data Utility Introduction | | |
| 4. Policy on Policies | 05 Minutes | Action Required |
| 5. Collaboration Agreement | 15 Minutes | Action Required |
| 6. MedicaSoft Project Update | 15 Minutes | Kristina Choquette, Maurine Gilbert |
| 7. Technology Committee Update | 05 Minutes | Shawn Burroughs, Sue Fritz |
| 8. Finance Committee Update | 15 Minutes | Debra Royce, Bob Turnau |
| • General Update | | |
| • YTD Financial Performance | | |
| • Document Retention Policy | | Action Required |

VITL's mission is to securely aggregate, standardize, and share the data needed to improve the effectiveness of healthcare for Vermonters.
Our Vision is to be a leader in collaboratively delivering actionable data that leads to better health.



**Board of Directors Meeting
Meeting Minutes
March 22, 2022**

Board Members Present:

x	Barnard, Jessa	x	Elmore, Rich	x	Royce, Debra
x	Besio, Susan	x	Evslin, Tom	x	Tieman, Jeff
x	Burroughs, Shawn	x	Fullem, Leah	x	Ward, Norman
x	Eldredge, Mary Beth	x	Lange, Kelly	x	Anderson, Beth

VITL Staff Present:

Kristina Choquette, Sue Fritz, Maurine Gilbert, Carolyn Stone, Bob Turnau

Topic	Presenter	Discussion	Action
Meeting Convened		Leah Fullem, Board Chair, convened the meeting at 3:03 pm.	
1. Meeting Minutes	Leah Fullem	Motion: Approve the January meeting minutes as presented	Motion: Shawn Burroughs Second: Norman Ward Approved
2. Board Chair's Report	Leah Fullem Leah Fullem	<u>Board Development Update:</u> Leah reviewed the findings of the interviews conducted by Katie Hawley and proposed the creation of two workgroups: <ol style="list-style-type: none"> 1. Board composition & recruitment 2. Board education (focus to be expanded) <u>By-Laws Update:</u> Leah briefly reviewed the proposed bylaws document and the updates made. Motion: To adopt the updated By-Laws document as presented.	Joshua will send a note asking board members to gauge interest in workgroup participation. Motion: Susan Besio Second: Mary Beth Eldredge Approved
3. President's Report	Beth Anderson	<u>State Contract:</u> The State is identifying new opportunities for VITL to support State data needs. In addition, there is demand for new and replacement interface connections that exceeds what is in the current contract. The leadership team is working closely with the State to determine priorities and funding availability.	No action requested

		<p><u>Business Model</u>: Work on developing a model for pricing VHIE services continues. Currently working with AHS leadership to understand what services the State wants to continue to fund, and what monies will be available to support the VHIE going forward. Updates will be provided at upcoming board meetings.</p> <p><u>Outcomes-Based Certification</u>: DVHA applied for certification from CMS in November. We received positive feedback on our demo and learned we have two areas that need to be addressed:</p> <ol style="list-style-type: none"> 1. The portal needs to be section 508 compliant (a law that requires federal government websites to be accessible for people with disabilities) 2. Expanded system security planning and disaster recovery practice <p>DVHA and VITL have submitted a workplan to CMS showing how we will resolve these deficiencies, and hope to be certified soon.</p> <p><u>Health Data Utility</u>: Beth discussed this new concept, and how it might develop.</p> <p>Kelly Lange left the meeting at 3:59 pm.</p>	
4. Policy on Policies	Beth Anderson	<p>Beth presented a Policy on Policies for the board to review. The Policy’s goal is to provide clear and concise guidelines for developing policies, including clarity on required approvals, to ensure that VITL develops and maintains a set of policies that support its mission and that ensure accountability.</p> <p>Motion: To approve the Policy on Policies as presented.</p>	<p>Motion: Debra Royce Second: Susan Besio Approved</p>
5. Collaboration Agreement	Beth Anderson	<p>Beth presented a Collaboration Agreement for the board to review.</p> <p>Motion: To approve the President and CEO to sign a Collaboration Agreement in a form materially similar to the draft presented.</p>	<p>Motion: Rich Elmore Second: Mary Beth Eldredge Approved</p>
6. MedicaSoft Update	Kristina Choquette Maurine Gilbert	<p>Kristina provided an update on the MedicaSoft project. Maurine updated the board on the progress of the new provider portal.</p>	<p>No action requested</p>
7. Technology Committee Update	Shawn Burroughs Sue Fritz	<p>Shawn and Sue discussed the current cyber environment and its threats, and Sue explained what VITL is doing in terms of preparedness.</p>	<p>No action requested</p>

		Sue also presented an update on the systems security planning and disaster recovery tabletop exercises being undertaken related to the Outcomes Based Certification response.	
8. Finance Committee Update	Debra Royce	<p>Deb presented a Document Retention Policy for the board to review. The purpose of the Document Retention Policy is to ensure that necessary records and documents are adequately protected and maintained and to ensure that records that are no longer needed by VITL or are of no value, are discarded at the proper time. This Policy also is for the purpose of aiding VITL employees in understanding their obligations regarding the retention of electronic documents - including e-mail, Web files, text files, sound and movie files, PDF documents, and all Microsoft Office or other formatted files.</p> <p>Motion: To adopt the Document Retention Policy as presented.</p>	<p>Motion: Leah Fullem Second: Norman Ward Approved</p>
9. CFO Update	Bob Turnau	<p><u>Bob shared the following:</u></p> <ul style="list-style-type: none"> • The 990 is still in process. A draft is expected this week. • RFP for Investment Services was issued: Debra, Beth, and Bob will evaluate responses to the RFP and present a finalist to the board. • In April VITL will issue an RFP seeking an auditing firm. • FY23 Budgeting is Underway: <ul style="list-style-type: none"> ○ March: Estimate CY23 DVHA contract work ○ April: Complete estimates for revenue, expenses, and cash for FY22 and FY23, Prepare financial statements ○ May: Reviews with Finance Committee and VITL Board ○ June: Review with GMCB and vote • January 2022 YTD Financials <ul style="list-style-type: none"> ○ Revenue for January is over budget by \$402K. \$506k is deferred revenue being recognized. Fiscal YTD revenue is below budget by \$505K mainly due to the deferral of recognizing some of the payments received, which was not accounted for in the budget. The deferred revenue is a timing issue, and we expect to recognize all of it this fiscal year. ○ Expenses for January were below budget by \$215K. Fiscal YTD expenses are also below budget. <p>The balance sheet remains strong, with 244 days of cash on hand.</p>	<p>No action requested</p>
Adjournment		Leah Fullem adjourned the meeting at 4:40 pm	<p>Motion: Susan Besio Second: Norman Ward Approved</p>