



Board of Director's Meeting  
November 29<sup>th</sup>, 2022  
3:00-5:00 pm  
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Agenda

1. Call to Order	5 Minutes	Richard Elmore
• Vote September Meeting Minutes		<b>Action Required</b>
2. FY22 Audit Draft	20 Minutes	Deb Royce
• FY22 Audit Presentation – Connie Fellion, McSoley McCoy & Co.		<b>Action Required</b>
• <i>Possible Executive Session</i>		
3. Board Chair's Report	10 Minutes	Richard Elmore
• Discussion and vote on change to Finance Committee membership in by-laws		<b>Action Required</b>
• Discussion and vote on formation of Nomination and Education Committee		<b>Action Required</b>
4. President's Report	10 Minutes	Beth Anderson
5. Resolution for CFO Signing Authority	5 Minutes	Beth Anderson
		<b>Action Required</b>
6. Business Model	60 Minutes	Beth Anderson
• Background		
• Discussion		
7. Finance Update	10 Minutes	Deb Royce, Bob Turnau
• September YTD Financials		
8. Adjourn		



**November 29<sup>th</sup>, 2022**  
**3:00-5:00PM**  
**Board of Directors Meeting**  
**Teams Conference Call**

**Board Members Present:**

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| <input checked="" type="checkbox"/> Beth Anderson  | <input checked="" type="checkbox"/> Jessa Barnard      | <input checked="" type="checkbox"/> Susan Besio | <input checked="" type="checkbox"/> Shawn Burroughs |
| <input checked="" type="checkbox"/> Richard Elmore | <input checked="" type="checkbox"/> Mary Beth Eldredge | <input checked="" type="checkbox"/> Leah Fullem | <input checked="" type="checkbox"/> Emma Harrigan   |
| <input type="checkbox"/> Kelly Lange               | <input checked="" type="checkbox"/> Debra Royce        | <input checked="" type="checkbox"/> Jimmy Mauro | <input checked="" type="checkbox"/> Dr. Norman Ward |

**VITL Staff Present:** Jillian Carpenter, Bob Turnau, Kristina Choquette, Maurine Gilbert, Sue Fritz

Topic	Presenter	Discussion	Action
Meeting Convened		Richard Elmore convened meeting at 3:00pm.	
1. Meeting Minutes	Richard Elmore	<b>Motion:</b> Approve the September 27, 2022, meeting minutes as presented.	<b>Motion:</b> Norm Ward <b>Second:</b> Mary Beth Eldredge <b>Approved</b>
2. FY22 Draft Audit <ul style="list-style-type: none"> <li>• FY22 Audit Presentation</li> <li>• Possible Executive Session</li> </ul>	Deb Royce, McSoley McCoy & Co.	<p><b>Motion:</b> To approve FY22 Audited Financial Statements as presented.</p> <p>Connie Fellion, Engagement Partner from McSoley McCoy &amp; Co. provided the board with a background on the audit process and audit results.</p> <p>Connie Fellion joined at 3:03pm.</p>	<b>Motion:</b> Leah Fullem <b>Second:</b> Norm Ward <b>Approved</b>
3. Board Chair's Report <ul style="list-style-type: none"> <li>• Discussion and Vote on change to Finance Committee membership in by-laws</li> </ul>	Richard Elmore	<p><b>Motion:</b> To update the VITL bylaws as presented, to remove the requirement that the Board Chair sit on the Finance Committee.</p> <p>Richard gave a brief explanation of the current by-laws pertaining to the Finance Committee membership. The board discussed the proposed update</p>	<b>Motion:</b> Leah Fullem <b>Second:</b> Debra Royce <b>Approved</b>

<ul style="list-style-type: none"> <li>Discussion and vote on formation of Nomination and Education Committee</li> </ul>		<p>to remove the requirement that the Board Chair sit on the Finance Committee was presented.</p> <p><b>Motion:</b> To designate a new board committee called the board development committee.</p> <p>Richard gave a brief explanation of the new board committee, Nomination and Education Committee, and the board discussed the proposal. The Nomination and Education Committee would assist with board education and seek/vet candidates for the board and will be led by Mary Beth Eldredge. Jessa suggested a new name for the committee, Board Development Committee.</p>	<p><b>Motion:</b> Leah Fullem  <b>Second:</b> Debra Royce  <b>Approved</b></p>
<p>4. President’s Report</p>	<p>Beth Anderson</p>	<p>Beth provided an update on key projects (FHIR R4 Update, Medicaid Data Warehouse), the CY23 contract, an organizational update, and the HIE Strategic Plan presented by the State to the Green Mountain Care Board (GMCB).</p> <p>VITL will be signing a 6-month contract extension (January 2023 – June 2023) with the State of Vermont to allow for future contracts to align with both the state’s and VITL’s fiscal years. A budget amendment may need to be brought forward to the board and the GMCB in January.</p> <p>Beth provided an update about VITL’s Quarterly Update and the State’s HIE Strategic Plan that were presented to the Green Mountain Care Board on November 16<sup>th</sup>.</p>	
<p>5. Resolution for CFO Signing Authority</p>	<p>Beth Anderson</p>	<p><b>Motion:</b> To approve the resolution related to the CFO's signing authority as presented.</p>	<p><b>Motion:</b> Norm Ward  <b>Second:</b> Deb Royce  <b>Approved</b></p>
<p>6. Business Model</p> <ul style="list-style-type: none"> <li>Background</li> <li>Discussion</li> </ul>	<p>Beth Anderson</p>	<p>Beth provided background on VITL’s current business model and a discussion followed on opportunities for future business models.</p>	
<p>7. Finance Update</p> <ul style="list-style-type: none"> <li>September YTD Financials</li> </ul>	<p>Deb Royce, Bob Turnau</p>	<p>Bob provided the board with an update on September year to date financials.</p>	

Adjournment		The meeting adjourned at 4:52pm.	<b>Motion:</b> Leah Fullem <b>Second:</b> Mary Beth Eldredge <b>Approved</b>
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Jillian Carpenter, Executive Assistant  
VITL