

Board of Director's Meeting**December 3, 2025****1:00-3:00pm****Agenda**

1. Call to Order	Emma Harrigan	5 min
a. Vote on September Meeting Minutes		*Action Required
2. Chair's Report	Emma Harrigan	10 min
3. Board Business	Emma Harrigan	10 min
a. Vote on new VITL Board members*		*Action Required
b. Vote on resolutions related to Randy Farmer as CEO*		*Action Required
4. Treasurer's Report	Deb Royce	10 min
a. Vote to approve the 2025 audited financial statements*		*Action Required
5. President's Report	Cara Callanan & Sue Caswell	45 min
a. Procurement Update – areas of concern identified by the Board		
b. Discussion regarding liability insurance and risk mitigation		
6. Adjournment	Emma Harrigan	

VITL

December 3, 2025

1:00-3:00PM

Board of Directors Meeting

Teams Conference Call

Board Members Present:

<input type="checkbox"/> Jessa Barnard	<input checked="" type="checkbox"/> Shawn Burroughs	<input checked="" type="checkbox"/> Leah Fullem	<input checked="" type="checkbox"/> Emma Harrigan
<input checked="" type="checkbox"/> Dr. Rick Hildebrant	<input checked="" type="checkbox"/> Sarah Lindberg	<input checked="" type="checkbox"/> James Mauro	<input checked="" type="checkbox"/> Debra Royce
<input checked="" type="checkbox"/> Dr. Norman Ward			

VITL Staff and Other Present Cara Callanan, Justin Tease, Sue Caswell, Kristina Choquette, Maurine Gilbert, and Erica Pietricola.

Topic	Presenter	Discussion	Action
Meeting Convened		Emma Harrigan convened the meeting at 1:05pm.	
1. Meeting Minutes*	Emma Harrigan	Motion: Approve the September 2025 meeting minutes as presented.	Motion: Leah Fullem Second: Shawn Burroughs Abstain: n/a Approved
2. Chair's Report	Emma Harrigan	New CEO Randy Farmer starting work at VITL on December 15 th , we have been busy scheduling introductory meetings. - <i>Sarah joined the meeting at 1:07pm</i>	
3. Board Business	Emma Harrigan	<ul style="list-style-type: none">• New Board Member approval• Resolutions <p>Effort to recruit new board members after the departure from our board of Sue Besio (resigned) and Kelly Champney (moved to Maine):</p> <ul style="list-style-type: none">• Steve Cummings• Carrie Hathaway <p>Motion to approve Steve and Carrie as new members of the VITL Board</p> <p>Motion to approve resolutions for Randy</p>	Motion: Dr. Norman Ward Second: Debra Royce Abstain: n/a Approved

			Motion: Debra Royce Second: Sarah Lindberg Abstain: n/a Approved
1. Treasurer's Report	Deb Royce	Audit approval Finance Committee minutes shared for disclosure	Motion: Shawn Burroughs Second: Dr. Norman Ward Abstain: n/a Approved
2. President's Report <ul style="list-style-type: none"> • CSS Contracting • Areas of Concern: <ul style="list-style-type: none"> - Interfaces - Insurance 	Cara Callanan	Contracting Update CSS MSA, SOW and T&C Attachments <ul style="list-style-type: none"> - Draft MSA under review with State of Vermont and VITL legal counsel currently - SOW is still being composed, pricing out all requested services and any additional services we may be interested in for our consideration Areas of Concern: Interfaces - Discussed options to address data inputs to CSS platform Cyber Security – Discussed insurance strategy for the CSS environment	
3. Adjournment		Motion to adjourn 2:08pm	Motion: Sarah Lindberg Second: Leah Fullem Abstain: N/A

Erica Pietricola, Office Coordinator
VITL