



150 Dorset Street  
Suite 245, PMB 358  
South Burlington, VT 05403

## 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               |                  |

*Mission: To securely aggregate, standardize, and share the data needed to improve the effectiveness of health care for Vermonters.*



**December 3, 2025**  
**1:00-3:00PM**  
**Board of Directors Meeting**  
**Teams Conference Call**

**Board Members Present:**

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

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

Erica Pietricola, Office Coordinator  
VITL