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

Board of Director's Meeting
May 19, 2026
3:00-5:00pm

Agenda

1.	Call to Order	Emma Harrigan	5 min
	a. Vote on March Meeting Minutes*		*Action Required
2.	Chair's Report	Emma Harrigan	20 min
	a. Conflict of Interest – (Guest Speaker John Wallace from Primmer)		
3.	President's Report	Randy Farmer	10 min
	a. Key Projects and Accomplishments		
4.	CSS / Platform Update	Randy Farmer	15 min
	a. Selection of New Supplier		
5.	Finance Committee Update	Deb Royce / Cara Callanan	20 min
	a. YTD Financial Statements		
	b. 2026 Projection		
	c. 2027 Budget		
6.	FY 2027 Contract	Cara Callanan	15 min
7.	Business Update	Randy Farmer	10 Min
	a. Maestro Update		
8.	HR & People Update	Cara Callanan	5 min
	a. New Hire & Currently Posted Positions		
9.	Adjournment	Emma Harrigan	

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

VITL

May 19, 2026
3:00-5:00PM
Board of Directors Meeting
Teams Conference Call

Board Members Present:

☒ Jessa Barnard ☒ Shawn Burroughs ☒ Steve Cummings ☒ Randy Farmer ☒ Emma Harrigan ☒ Carrie Hathaway

☒ Dr. Rick Hildebrant ☒ Sarah Lindberg ☒ James Mauro ☒ Debra Royce ☒ Dr. Norman Ward

VITL Staff and Others Present Cara Callanan, Justin Tease, Sarah Thompson, Sue Caswell, Jeff Reger, and Erica Pietricola.

Guest: John Wallace from Primmer

Topic	**Presenter**	**Discussion**	**Action**
Meeting Convened		Emma Harrigan convened the meeting at 3:04pm.	
1. Meeting Minutes*	Emma Harrigan	**Motion**: Approve the March 2026 meeting minutes as presented. Dr. Rick Hildebrant joined at 3:08pm	
2. Chair's Report	Emma Harrigan	***Conflict of Interest Disclosure: Review & Management*** *Board and Executive Committee workflow under Policy §§ 1–5* *1. Board reviews disclosures for awareness and completeness* *2. Executive Committee considers the development of conflict management plan for individual directors* *3. Chair discusses draft management plans with affected directors to provide an opportunity to respond* *4. Executive committee finalizes management plans* *5. Chair informs directors of any restrictions* Shawn Burroughs joined at 3:11pm	
3. CSS / Platform Update	Randy	<u>Platform Update</u> • February 27 — • Meeting with ADS and AHS leadership reviewing 5 core issues with the CSS platform, adversely impacting HCO's & care delivery.	

		• March 6 — • ADS, AHS meet with CSS to review/confirm VITL's points. • April 15 — • VITL receives ADS summary of review with CSS, confirming VITL's concerns, stipulating those gaps could close over time. • April 17 — • VITL responds to ADS and AHS, thanking them for the review and confirmed, per the advice of counsel, we would not be moving forward with CSS but will be reconstituting the RFP process and selecting from conforming proposals that had been previously submitted. • April 21 — • VITL informs CSS that we would not be moving forward with our contract. They indicated that this was not a surprise. <u>Reviewed and Scored Previously Provided RFP's (Late March - Mid-April)</u> ○ Four qualifying proposals: Orion, Smile, Outcome Healthcare and MedicaSoft ○ Reviewed Submissions, Applied Procurement Review Process used by the United States Air Force ○ Scoring elements reflect key criteria of the RFP, weighted for relative importance ○ Each element scored on a scale of 6-10, in .5 increments <u>Demos Conducted May 1st - May 8th</u> ○ Included stakeholders of AHS, UVM and Cathedral Square to review and score Portal Demos ○ Feedback collected via on-line webform ○ Included VITL leadership and key staff (Tech and Customer Facing Teams) ▪ Provider Portal Live Demonstration (Admin, Analytics, Patient Info, User Account settings, Other.) ▪ Platform Architecture Modularity (Integ. With Exist. Services, FHIR Data & Processing Services, Analytics Data, Data Portability) ▪ Enterprise Data Services (Identity Resolution/MPI, Terminology & Normalization, Consent & Access, Sensitive Data) ▪ FHIR Platform Live Demo	

		(Core FHIR Operations, Authentication & Authorization, Identity & Consent Enforc., Pop Level Data Exc., Dev. Enabl.) Reference Checks Conducted Week of May 11th **Proposed motion:** VITL requests authorization to pursue a contract for Portal and CDR services with Outcome Healthcare Vote to authorize the pursuit of a contract: 1 Abstain- Rick 8 Yes- Emma, Norm, Shawn, Carrie, James, Deb, Jessa, Steve Next Steps: VITL Staff will report any progress, concerns that arise during the contract negotiation process to the Board of Directors. VITL will also inform stakeholders in the State agencies of this decision.	**Motion:** Sarah Lindberg **Second:** Shawn Burroughs **Abstain:** Dr. Rick Hildebrant **Approved**
4. Finance Committee - FY2027 Budget	Deb Royce	• Cara presented the FY 2027 budget based upon the current draft FY27 State Contract being finalized in its current form. • Biggest revenue difference is the shift of the platform update work moving to FY27, due to delays in the RFP and procurement process. • FY 2027 Budget was recommended by the Finance Committee on 5/18/26 for final presentation to the Board of Directors for approval on 5/19/26 **Proposed Motion:** To approve the Fiscal Year 2027 budget as presented	**Motion:** Dr. Rick Hildebrant **Second:** Dr. Norman Ward **Abstain: none** **Approved**
5. FY 2027 Contract Update	Cara	• Cara presented an update to the draft FY2027 State Contract with VITL: • As of May 19th, the contract is still under negotiation and is not yet ready to be sent to CMS for approval. The State hopes to send it no later than Friday, May 22nd. • The M&O section must remain flat • We built the budget assuming DDI can remain flat, in total, with no caps in any subsection. However, we now understand that DDI, exclusive of VDH projects, must remain flat. The difference is not material to the overall budget.	
6. CEO's Report	Randy	• Key Projects: Maestro, Results Delivery, Care Coordination Service • **Key Accomplishments** ○ Finalized agreement with HIE tech expert, Jeff Reger, started May 4th ○ Completed Key Stakeholder Assessments for CX Project ○ Finalized Organizational Goals for FY27, socialized with VITL Staff	

		○ Went live with 7 new interfaces (2 QBPs, 1 VXU, 2 ORUs, 1 RAD) ○ Kicked-off RFP review process for new CDR & Portal Supplier ○ Delivered annual Blueprint extract, clinical data report ▪ Largest file contains over 53M rows of clinical data WIC staff rely heavily on their VITL connection, Dr Rick Hildebrant offered to help connect pediatric practices to VITL for WIC (Rutland & Bennington as examples)	
7. HR & People Update	Cara	HR / People Update • Org Goals Meeting 3/31 & 4/1 • Mid-year performance reviews completed • Bonus/ at-risk compensation plan presented	
8. Adjournment		Motion to adjourn at 4:59pm	**Motion:** Steve Cummings **Abstain:** none **Approved**

Erica Pietricola, Office Coordinator
VITL