### Board of Directors Meeting
**August 29, 2019**

**VITL, 1 Mill Street, Suite 249, Burlington, VT – Granite Conference Room**

<table>
<thead>
<tr>
<th>Topic</th>
<th>Presentation</th>
<th>Discussion and Action</th>
<th>By Whom or When</th>
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<tbody>
<tr>
<td>Meeting convened</td>
<td>Mike Del Trecco</td>
<td>Convened the meeting at <strong>4:03 pm</strong></td>
<td><strong>Motion: T. Evslin</strong></td>
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<td>Mike Del Trecco</td>
<td><strong>Motion:</strong> Accept the Minutes from <strong>June 4, 2019</strong> Meeting</td>
<td><strong>2nd J. Benware</strong></td>
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<td>Interim President’s Report</td>
<td>Michael K. Smith</td>
<td><strong>Consent:</strong> Duties have been divided between VITL and DVHA. DVHA will take the lead on stakeholder engagement and process development. We will be responsible for collection of consent. Andrea is VITL’s point person on the project. Project is in the beginning stages and on schedule.</td>
<td>All Approved</td>
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<td><strong>Collective Medical Event Notification Platform:</strong> We are in the process of signing an agreement with Collective Medical. A test demo was performed at NVRH and they were pleased with the results. In process of setting up demos with OCV, BC/BS. Mike Smith will notify Patient Ping of the agreement.</td>
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<td>VITL is in the process of providing immunization data to various pharmacies. We believe there is potential in this market for VITL.</td>
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<td><strong>Board Retreat:</strong> Board members have shared an interest in learning more about state and national issues. VITL is working to secure several speakers including the advisor to the national coordinator in Washington. We have asked Jenney Samuelson to offer a state perspective. Thinking about inviting Dr. Stephen Leffler – UVMMC to address HCO side.</td>
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<td><strong>Discussion:</strong> Potential speakers. Having panel discussion in the afternoon.</td>
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<td><strong>Executive Search:</strong> The committee met this morning for two hours for the initial meeting. Comprehensive discussion about candidates and how interviews will be conducted. A Doodle Poll was sent out this morning by Liz Miller to begin interview scheduling process. Liz will also work on developing interview questions and creating a matrix for scoring /</td>
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**Staff:** Andrea De La Bruere, Carolyn Stone, Christopher Shenk, Frank Harris, Robert Turnau, Joshua Cheney
### Financial Update

**Robert Turnau**

**Preliminary FY19 Financials** were viewed by Finance Committee on Tuesday, August 27. VITL is on plan for revenue and low on expenses in part due to vacancies in administration and technology teams. We have tapped the breaks on technology projects so we can evaluate how to incorporate it into the Collaborative Services Project. Had a contingency fund in the budget. We did not need to use it… added to our surplus. Balance sheet is strong.

**Audit Status:** The annual audit is underway. The auditors will complete the field work next week, ahead of schedule. Bob will present the findings to the Board and the GMCB by in October.

VITL has updated our Conflict of Interest policy. The changes are as follows:

- Changed review frequency from annually to biannually
- Added signature blocks to survey for reviewers of the form
- Other minor changes to improve clarity and readability.

**Motion:** Approve the updated Conflict of Interest policy as presented

### Collaborative Services

**Michael K. Smith**

- Contract is with Cureous Innovations, Inc., a subsidiary of HealthInfoNet (HIN).
- Term is 4 years with an option for two renewal terms (1 year each) if VITL wishes.
- Term may end early if contract is breached and not repaired or if the State does not provide sufficient funding for the project.
- Contract includes Rhapsody and TermAtlas Services.
- Cureous Innovations will make the above services available in 14 weeks.
- Service quality metrics have been added to the contract including data backups and incident notification. VITL will receive credits against our monthly cost for a failure to meet the metrics laid out with a maximum of 18% credit per month. Failure to meet the same metric 6 months in a row equals breach of contract. That, along with any other failure to provide services as specified in the contract is grounds for termination if not resolved in 30 days.
- Internet bandwidth is included in the monthly fee along with 20 hours of network setup. Hourly rates have been negotiated with Cureous Innovations if VITL needs to have them perform other services such as software development.
- Discussion: Rhapsody & TermAtlas
- Discussion: Impact on providers

**Motion:** The board moves to approve Michael K. Smith to enter into 4-year contract with Cureous Innovations, Inc. not to exceed $1.8 million with the requirement that the VITL management team sign off that they read and understand the elements of contract and will provide updates to the board on a quarterly basis.

**Motion:** S. Besio

2nd V. Loner

Approved

Abstained: R. Slusky and R. Elmore

### Adjournment

Mike Del Trecco

Adjourned the meeting at 5:33 pm

Joshua E. Cheney, Executive Assistant