

Sunset Advisory Commission Board and Commission Review of VITL Board of Directors

The Commission reviews every State board and commission and takes testimony regarding whether each board or commission should continue to operate or be eliminated and whether the powers and duties of any board or commission should be revised. Each board and commission has the burden of justifying its continued operation. The Commission also reviews whether members of a board or commission should be entitled to a per diem and, if so, the amount of that per diem.

In testifying before the Commission, you should be able to provide the following information:

- 1. In general, how often does the board and commission meet? Provide specific information on how often the board or commission has met in the past two fiscal years. Provide information on where agendas and minutes of meetings can be found.**

Per the VITL By-Laws:

“An annual meeting of the Board of Directors is be held each year during the month of September at the corporation's principal office or at such other location as designated in the notice of meeting. The annual meeting may be held by telephone conference call or by use of unanimous written consent of Directors. Regular meetings of the Board are held no less than six (6) times per year.”

The VITL Board met 22 times in the past two fiscal years.

Agendas and minutes can be found on VITL's website:

<https://www.vitl.net/about/corporate-structure/board-meetings/archive>

- 2. Provide the names of members of the board or commission, their term length and expiration, their appointing authority, and the amount of any per diem they receive.**

Per the By-Laws:

Appointment: With the exception of any ex-officio Director, Directors shall be elected by the Board at the annual meeting.

Term: Each Director shall hold office for two (2) years and until their successors have been duly elected or appointed, as the case may be, and qualified. In order to establish staggered terms to maintain continuity of Directors from year to year, terms shall be staggered such that approximately one-half of the Board of Directors is elected/re-elected in any annual election.

Members were elected by the Board at the annual board meeting in September 2019.

Jessa Barnard, Esq.	Richard Elmore
Joel Benware	Tom Evslin
Bruce Bullock, MD – Board Chair	Kelly Lange – Board Secretary
Michael Del Trecco - Board Treasurer	Victoria Loner
Mary Beth Eldredge	Mark Nunlist, MD
Michael K. Smith	Leah Fullem – Board Vice Chair

Information on specific members is included in **Attachment 1**.

Per Diem: In general, Board members do not receive per diem or compensation.

VITL has a policy in place for a clinician directly involved in patient care to receive a \$125 per hour stipend for board related activities and a \$300 dollar flat stipend per event in order to compensate for loss of patient care revenue. At this time, there are not Board members who use this policy.

Please reference **Attachment 2 - By-Laws** - for more detail on questions 1 and 2.

3. Provide an overview of the board or commission’s purpose.

The VITL Board of Directors has authority for all corporate powers and oversees the management of the business and affairs of the VITL as a corporation.

The VITL Board of Directors represents a diverse group of professionals. Each VITL board member brings a variety of experiences that are essential to directing VITL’s current and future role in health care reform in Vermont.

4. Is that purpose still needed? What would happen if the board or commission no longer fulfilled that purpose?

Yes. VITL is designated by the Vermont Legislature to develop, operate and maintain the Vermont Health Information Exchange (VHIE) and is incorporated as a nonprofit corporation. The VITL Board of Directors is required component of nonprofit incorporation.

5. How well is the board or commission performing in executing that purpose? What evidence can you provide to substantiate that performance?

In 2017, the General Assembly, concerned about VITL’s performance passed Act 73 which required the State to conduct a comprehensive review of Vermont’s HIT Fund, the Health

Information Technology Plan, the VHIE and VITL. That evaluation identified areas for improvement and provided clear recommendations to the Department of Vermont Health Access and VITL to achieve the intended goal of the Vermont Health Information Exchange.

In 2018, as a result of that evaluation, the Vermont General Assembly passed Act 187, requiring the State and VITL to operationalize the recommendations from the Act 73 Evaluation Report. DVHA and other stakeholders were required to produce a report on the State's consent policy and regular reporting to the General Assembly and Green Mountain Care Board on progress was required. Subsequent to the consent report, the General Assembly passed Act 53 of 2019, requiring DVHA and VITL to change to an opt-out consent policy for the Vermont Health Information Exchange.

Throughout this time period, VITL has been able to meet all deliverables including significant improvement to VITL's operations and sustainability as a corporation. These improvements in the operations of the organization result from the deliberate and direct oversight from the current Board of Directors.

Further, the VITL Board is an experienced group of professionals and they are well versed in executing their operational responsibilities as a board. A recent example is related to the search to replace VITL's interim CEO. The Board established an executive search committee and has been able to execute a robust search to identify the right candidate for the President and CEO at VITL.

6. If the purpose is still needed, can State government be more effective and efficient if the purpose was executed in a different manner?

No, the Board functions well in its current structure.

7. If the purpose is still needed, do any of your board or commission's functions overlap or duplicate those of another State board or commission or federal or State agency? If so, is your board or commission still the best entity to fulfill the purpose?

No, there does not appear to be any overlap or duplicative functions with those of another State board or commission or federal or State agency.

8. Does the board or commission's enabling law continue to correctly reflect the purpose and activities of the board or commission?

Yes, the enabling law continues to reflect the purpose and activities of the Board.

9. Provide a list of the board and commission's last fiscal year expenditures including staffing costs. How are these funded?

The VITL Board of Directors did not have expenditures for last fiscal year. If expenditures were to be incurred, VITL would fund them.

10. Is the board or commission required by law to prepare any reports or studies for the Legislature, the Governor, or any State agency or officer? If so, have those reports or studies been produced? Does the board or commission have ongoing reporting obligations?

No, the Board of Directors is not required to produce any reports or studies.

11. How would you measure the performance of the board or commission?

Performance of the Board is measured by the success of VITL in meeting the obligations for managing the Vermont Health Information Exchange.