



# MINUTES for Special Board Meeting March 27, 2024

Meeting: 03/27/2024 11:00 – 12:00 pm Mountain Time

Location: Zoom Meeting  
<https://zoom.us/j/8256677745>  
Meeting ID: 825 667 7745

## ATTENDEES

### Presiding Officer:

Rohan Shahani – **Vice-Chair**

### Board Member Attendees:

Korey Hampton – **Chair**

Leslie Sohl – **Member**

Kennerly de Forest – **Member**

*Joined at 11:30a*

Michael Smith – **Secretary**

Lori Stover - **Member**

Alicia Bourke – **Member**

Erik Marter – **Treasurer**

Jason Ong – **Member**

Melissa Webb – **Executive Director**

### Quorum?

Yes       No

### Guests:

Melissa Webb

Heather Brooks

Meeting called to order at **11:00 am** Mountain Time by Rohan Shahani.

**Welcome Guests & Housekeeping** | (Rohan)

**Approval of Agenda** | **11:02a - 11:04a** (Rohan)

<b>Motion:</b>	Review and approve the meeting agenda
<b>Made by:</b>	Erik
<b>Seconded by:</b>	Kennerly
<b>Discussion:</b>	Melissa requested that we schedule another meeting to create a plan for Vendor reviews due this year.
<b>Vote:</b>	In Favor – All Opposed - 0 Abstaining - 0
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No



### Vendor Accreditation Approval Steps | 11:04a – 11:10a (Rohan)

- Recap Outstanding Items
  - Vendor Accreditation Policy
    - The items listed here are outstanding or require clarification in the VA Policy before approval.
      - Vendor Agreement
      - Indemnification language
      - Vendor Auditor Status
      - Review Terms
      - Fees
    - Other items which need attention but can be further developed following approval of the policy include:
      - Benefits

### Vendor Agreement | 11:10a – 11:44a (Rohan)

- Indemnification Section of the Vendor Agreement
  - Proposed terms were originally presented to the BoD at the Fall Face-to-Face meeting. BoD Member comments were received. Our insurance broker, IRMC, and legal have passed the current terms.
- The agreement was reviewed, and comments were resolved. Rohan will address unresolved issues with legal and necessary parties. A redlined version of the agreement will be distributed to BoD members with proposed resolutions.

<b>Motion:</b>	Accept Section 4. Indemnification of the Vendor Agreement
<b>Made by:</b>	Rohan
<b>Seconded by:</b>	Erik
<b>Discussion:</b>	
<b>Vote:</b>	In Favor – Erik, Jason, Alicia Lori, Kennerly, Rohan Opposed – Mike Abstaining by Absence – Leslie, Korey
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

### Vendor Auditor Models | 11:44a – 11:50a (Rohan)

- Recap of Models (Rohan, Heather, Melissa)
  - Part-time staff member
  - Contract laborer
  - Volunteer
- Path Forward



- The ED prefers the volunteer model for the first round of renewals. This will provide time for staff to get systems in place and better understand the vendor auditor's labor requirements if we choose to move in the direction of part-time or contract laborers. The role of the Vendor Auditor is very similar to what Technical Reviewers have done in the past. Technical Reviewers were volunteers.
- Contract laborer best fits the U.S. More research is needed to determine what challenges might exist if we use contract laborers for international reviews.
- The volunteer model is the most fiscally responsible. As quality is a key concern, it will be important to develop policies and procedures, develop systems to collect feedback from reviewed vendors, and audit the program.

<b>Motion:</b>	To approve the Vendor Accreditation Program's use of volunteers as Vendor Auditors.
<b>Made by:</b>	Rohan
<b>Seconded by:</b>	Lori
<b>Discussion:</b>	Labor models will be reviewed before the next review cycle begins (in three years).
<b>Vote:</b>	In Favor – Leslie, Jason, Michael, Alicia, Erik, Lori, Kennerly, Rohan Opposed – 0 Abstaining – 0
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

#### Vendor Accreditation Policy | 12:00a – 12:00a (Rohan)

- Board Members should monitor Slack for the next meeting and action items.

#### Meeting Closing | 12:00p (Rohan)

<b>Motion:</b>	Motion to adjourn the meeting.
<b>Made by:</b>	Erik
<b>Seconded by:</b>	Alicia
<b>Discussion:</b>	None
<b>Vote:</b>	In Favor – All Opposed – 0 Abstaining – 0
<b>Motion Carries:</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Meeting adjourned at 12:00 pm Mountain Time.