



**IDAHO HEALTH INSURANCE EXCHANGE
DBA YOUR HEALTH IDAHO
GOVERNANCE COMMITTEE
MINUTES
FRIDAY, SEPTEMBER 7, 2018**

1. COMMITTEE MEMBERS PRESENT

- Ms. Margaret Henbest, Chair (via teleconference)
- Mr. Hyatt Erstad, Vice Chair
- Ms. Karen Vauk (via teleconference)
- Rep. Mat Erpelding (via teleconference)
- Mr. Weston Trexler (for Director Cameron via teleconference)

2. OTHERS PRESENT

- Mr. Pat Kelly, Your Health Idaho
- Mr. Kevin Reddish, Your Health Idaho
- Ms. Katrina Thompson, Your Health Idaho
- Ms. Cheryl Fulton, Your Health Idaho
- Ms. Alanee DeRouen, Your Health Idaho
- Mr. Mike Stoddard, Hawley Troxell

3. CALL TO ORDER

Following proper notice in accordance with Idaho Code §74-204, the Governance Committee meeting of the Idaho Health Insurance Exchange (Exchange) was called to order by Mr. Hyatt Erstad, Vice-Chair of the Committee (Vice Chair), at 11:03 a.m., Friday, September 7, 2018, at the offices of Hawley Troxell Ennis & Hawley, 877 W Main Street, Suite 1000, Boise, Idaho. In accordance with Idaho Code §41-6104(8), the meeting was held in an open public forum and was streamed in audio format. Members of the public could access the audio stream by dialing into a telephone number that was included in the notice of meeting posted on the Exchange Board's Web site and at the meeting location.

4. ROLL CALL

The Vice-Chair took roll call and determined that Chair Henbest (via teleconference), Ms. Vauk (via teleconference), Rep. Erpelding (via teleconference), and Mr. Trexler for Director Cameron (via teleconference) were present, resulting in a quorum. Mr. Jeppesen was absent.

5. APPROVE PRIOR MEETING MINUTES

The Chair noted there were no edits to the May 31, 2018 meeting minutes.

Motion: Chair Henbest moved to approve the minutes as presented from the May 31, 2018, Governance Committee meeting. **Second:** Rep. Erpelding. **The motion carried.**

6. REVIEW AGENDA

There were no changes made to the Agenda.

7. REVIEW COMMITTEE ROADMAP

The Chair reviewed the Roadmap and there were no changes.

8. EMPLOYEE ENGAGEMENT UPDATE

Mr. Kelly said YHI has utilized the Gallup Q12 Survey to measure employee engagement for the past three years and as in years past, YHI has formed an Employee Engagement Task Force (EETF). This is a group of cross-functional team members that meet regularly and use a series of interview questions to help identify areas of opportunity in the Gallup Survey. This year, the EETF found two areas to focus on including “I have the materials and equipment I need to do my work right” and “My team members are committed to doing quality work.” The EETF anticipates having some action items just before Open Enrollment or immediately following and will move forward with steps to improve in those areas. Results from this work will be seen when next years’ survey is completed and report to the Governance Committee late May or early June.

9. APPROACH TO REVIEW PLAN OF OPERATIONS

Mr. Kelly said in December, this Committee is charged with reviewing the Plan of Operations. In previous years, we have spent time in this meeting discussing 1) what is the Plan of Operations, 2) how does it work, and 3) how to get through what are some voluminous documents and policies.

Mr. Kelly said when one thinks about the Plan of Operations, there are really two categories. The first are more static and include charters, by-laws, policies (operational and board related, and privacy & security policies). The second set of documents are more dynamic in that they are changed more frequently and require Board input including budgets, roadmaps, and Board decisions. These two categories of documents come together to form the Plan of Operations.

Mr. Kelly said there are several ways that YHI keeps all of these documents and policies straight. First are the Committee Charters which outline what policies each Committee is required to review and their regular cadence. For example, this Committee reviews the Employee Handbook, employee practices, and today, the Compensation policy. The Finance Committee reviews accounting policies and other related documents like the Travel policy. Each Committee also reviews their Committee Charter and makes any appropriate changes. All of this is also driven by the YHI executive team which reviews policies to ensure they are in line with what is actually done day to day. YHI also tracks all of the decisions that the Board and Committees make throughout the year, and YHI’s general counsel performs an annual review to ensure YHI

remains in compliance. For example, the Finance Committee is required by their Charter to perform an annual training and legal counsel makes certain that happens. The good news is that when they reviewed it, they found YHI and the Board to be in compliance and up to date.

Mr. Kelly said if it pleases the Committee, in advance of the December meeting, YHI will provide all of the redlined documents via the Sharefile site. Committee members will only need to look at those with redlines. That is the planned approach and he welcomed any suggestions or ideas to make that process better. There were no comments.

10. BOARD SURVEY

Ms. Ball said every 18 months this Board completes a survey through Survey Monkey and the information is compiled in a year over year comparison. The survey will take place in October, the Governance Committee will look at it at the November/December Committee meeting, and then present it to the Board at the December meeting.

11. ANNUAL COMMITTEE SELF-ASSESSMENT

Vice-Chair Erstad said the Governance Committee has provided a list of questions that are to be used as discussion points to enable the Committees to assess their effectiveness. The Vice Chair stated that when he reviewed it, he felt this Committee was spot on, but asked the members to share any suggestions they might have for the Committee to consider. Mr. Kelly added that this is an informal discussion using the questions as a guide, and then the information will be collected from each of the Committees and then summarized at the Board meeting in December.

Chair Henbest said that in the schedule for the meetings is that the September meeting has only had one item on the agenda, however the agenda always fills up and she suggested that the team look at those items that always come up and see if they should be added to the roadmap. This Committee has four meetings a year and she said going to any less than that wouldn't be appropriate. The Vice-Chair said the heavy lift was already done when the Committees were consolidated from six to four and when the Plan of Operations was aligned, though there may be adjustments needed down the road. Chair Henbest said that the changes to the performance review process was also a good step this Committee made this year.

Rep. Erpelding said since he has joined the Board, he has noticed a shift from a working Committee to one of oversight. He said that has been an impressive shift. Ms. Vauk added that everything seems to be working well and didn't have anything else to add beyond what has already been said.

Mr. Kelly noted that based on Chair Henbest's comments, a logical repeating item for the Roadmap in September is the Employee Engagement Task Force Update. The survey comes in June, the team evaluates the results, and then reports to the Committee on what items will be worked on. This seems like a logical item to add to the Roadmap, though it won't likely require action by the Committee.

12. EXECUTIVE SESSION

Motion: Vice Chair Erstad moved that the Committee enter into Executive Session Pursuant to Idaho Code Section 74-206 (1), to consider the evaluation of an employee pursuant to Idaho Code 74-206 (1)(b).

Executive Session Roll Call: The Chair took a roll call vote and determined that Chair Henbest (via teleconference), Ms. Vauk (via teleconference), Rep Erpelding (via teleconference), and Mr. Trexler, for Director Cameron were present and agreeable, resulting in a quorum.

The Committee entered into Executive Session at 11:20 a.m. and reconvened at 11:40 a.m. No final actions nor decisions were made while in Executive Session.

13. COMPENSATION POLICY

Vice Chair Erstad noted that the suggested language for the Compensation policy is in the handout and asked for a motion.

Motion: Rep. Erpelding moved that the Governance Committee, recommend to the Board, approval of the revisions to the Compensation Policy as presented today. **Second:** Chair Henbest. **The motion carried.**

14. EXECUTIVE COMMITTEE CHARTER

Mr. Stoddard, YHI's legal counsel, noted there was some additional clean up to the language in the Executive Committee Charter to remove the requirement that the Committee perform an annual self-assessment, since it does not meet regularly. It was also noted that Board meetings are no longer required Executive Committee meetings but rather are at the discretion of the Board Chair.

Motion: Ms. Vauk moved that the Governance Committee, recommend to the Board, approval of the revisions to the Executive Committee Charter with the change to the leave of absence language (change from "temporary" to "leave of") as presented today. **Second:** Chair Henbest. **The motion carried.**

15. NEXT METING

The Chair noted the next meeting of the Governance Committee will be held in late November or early December.

16. ADJOURN

The Committee adjourned at 11:46 p.m.

Signed and respectfully submitted,



Margaret Henbest, Committee Chair