



**IDAHO HEALTH INSURANCE EXCHANGE
DBA YOUR HEALTH IDAHO**

**GOVERNANCE COMMITTEE MINUTES
TUESDAY, DECEMBER 1, 2020**

1. COMMITTEE MEMBERS PRESENT

- Ms. Margaret Henbest, Chair (via videoconference)
- Mr. Hyatt Erstad (via videoconference)
- Ms. Karan Tucker (via videoconference)
- Mr. Paul Zurlo (via videoconference)
- Senator David Nelson (via videoconference)
- Director Dean Cameron (via videoconference)

2. OTHERS PRESENT

- Mr. Pat Kelly, Your Health Idaho (via videoconference)
- Mr. Kevin Reddish, Your Health Idaho (via videoconference)
- Ms. Alanee Thomas, Your Health Idaho (via videoconference)
- Ms. Heidi Stockert, Your Health Idaho (via videoconference)
- Ms. Tresa Ball, HR Precision (via videoconference)
- Mr. Mike Stoddard, Hawley Troxell (via videoconference)
- Ms. Cheryl Fulton, Your Health Idaho (via videoconference)

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 Ms. Margaret Henbest, Chair of the Committee (the Chair), at 8:00 a.m., Tuesday, December 1, 2020, via GoToMeeting and teleconference. In accordance with Idaho Code §41-6104 (8), In accordance with Idaho Code §41-6104 (8), and per the Governor's Proclamation dated March 13, 2020, the meeting was streamed in audio and video format. Members of the public could access the audio stream by dialing into a telephone number and view the materials by accessing a meeting link that were included in the notice of meeting posted on the Exchange Board's website.

4. ROLL CALL

The Chair called roll and determined that Mr. Erstad, Ms. Tucker, and Senator Nelson, and Director Cameron (all via videoconference), were present, resulting in a quorum. Mr. Zurlo joined at 8:05 a.m.

5. PRIOR MEETING MINUTES

Motion: Mr. Erstad moved to approve the meeting minutes from the August 31, 2020, Governance Committee meeting as presented today. **Second:** Senator Nelson. **The motion carried.**

6. REVIEW AGENDA

The Chair reviewed the Agenda and there were no changes.

7. REVIEW ROADMAP

The Chair reviewed the roadmap and there were no changes.

8. EMPLOYEE ENGAGEMENT/COVID UPDATES

Mr. Kelly reminded the Committee that back in mid-October, and in preparation for Open Enrollment, YHI moved to a hybrid model for onsite vs. remote work. This has proven to be effective at keeping our team in separate locations and protecting ourselves from an outbreak, as the case counts have risen in the valley. The health and safety measures we put in place have been well adhered to. Team members continue to wear masks at all times, perform daily temperature screenings, complete a Monday morning health screen, use hand sanitizer often, and utilize one-way paths throughout the office. YHI also disinfects all the high touch points throughout the office each day. The current plan is to have all team members back on site on February 1st. In early January, YHI leadership will reevaluate the appropriate date for returning to the office. We will use both hard criteria such as case counts and state recommendations as well as soft criteria like the team's comfort in returning, child care needs if schools are still remote, and other similar criteria. Any changes to the return to the office date will be communicated as early as possible.

9. FFCR ACT POLICY EXTENSION

Mr. Kelly said back in March, congress passed the Emergency Paid Medical Leave Act (EPSLA) and the Emergency Family Medical Leave Act (EFMLA) which will both expire on December 31, 2020. It is unclear at this point if Congress will take any action prior to these policies expiring. Your Health Idaho is recommending that the EPSLA and EFMLA policies are extended on a temporary basis to provide consistency with internal decisions regarding leave related to COVID. These scenarios generally center around childcare needs, other similar responsibilities, or COVID exposure, which are covered in this congressional action. YHI is recommending we continue to adhere to these policies on a temporary basis pending congressional action.

Mr. Kelly provided some background on the utilization of these policies at YHI and said about 14 team members have leveraged the Emergency paid sick leave for an average of 40 hours per team member. There was a slight increase in this last pay period which we attribute to the rising case counts here in the valley. In terms of Extended Family Medical Leave Act, YHI has had two team members who qualified, but none have used it.

Mr. Kelly said should we have congressional action that is different than these two policies, we would evaluate that in relation to these two policies and then bring it back to this Committee and the Board for review.

Senator Nelson asked if this Committee and the Board approves the extension on these, does it need to be done for a particular amount of time? Mr. Kelly said the motion we have proposed for today is a temporary extension and we don't see it running past the next time this Committee gets back together in February or March of 2021. We would expect that Congress will do something early in the year, and this is just a stopgap until they do. If no action is taken, we will revisit this again in February or March to see if these are the right policies to continue to carry forward, end them and revert back to our traditional policies, or adopt something else completely.

Motion: Ms. Tucker moved that the Governance Committee, recommend to the Board, that in the absence of Congressional action, YHI continue its current policy and practice regarding Emergency Paid Sick Leave Act and Emergency Family Medical Leave Act into 2021, as presented today. **Second:** Mr. Erstad. **The motion carried.**

10. EMPLOYEE HANDBOOK UPDATE

Ms. Thomas said YHI completes a comprehensive annual review of the Employee Handbook. Last year was quite extensive as there were many updates and this year was considerably lighter. We added a new policy to the handbook, the Infectious Disease Policy, which was brought on by COVID but written very generically for all infectious diseases. The policy focuses on epidemic control as guided by local government, epidemic spread containment in the workplace, cleaning, social distancing, temperature checks, reporting, etc. in a way to provide clarity. The policy does include the necessity of medical information or documentation, depending on the specific scenario or disease. Finally, there is a catch all since we don't know what kind of infectious diseases may be in our future.

Ms. Thomas said there were some additional edits to the Handbook that were also made and include minor grammatical edits to existing policies. We also added a new remote work section, which includes information about training and policy around this to clarify expectations of team members when working remotely. Our privacy and security framework does not provide for the opportunity to work remote, so this helped clarify the exception for 2020 and COVID. We decided to make this a standard policy that is in place should we have team members working remotely in the future. Finally, we added wording around stepfamilies and other relatives in the Bereavement Policy.

We also initially thought to update the Privacy and Security section and then decided to remove it from the Handbook completely, as it is a stand-alone policy and will be managed and updated by Mr. Reddish and his team going forward.

Motion: Senator Nelson moved that the Governance Committee, recommend to the Board, the updates to the Employee Handbook as presented today. **Second:** Mr. Erstad. **The motion carried.**

11. EMPLOYEE BENEFITS UPDATE

Ms. Thomas said each year YHI also performs a comprehensive review of benefits. This year we spoke with our benefits broker and reviewed the plans offered by all carriers. This year, because of our size, we were able to view both small group and mid-sized group plans and rates. The benefits structure selected has not changed much as far as what is provided from last year's plans. Open enrollment ended yesterday for employees to opt in or out of benefits and these benefits will be effective on January 1, 2021.

YHI did stay with Blue Cross this coming year but moved from small to mid-sized group plans. This provided us with lots of options and allowed us to offer better plans to our team with lower deductibles, lower premiums, and allowing us to offer both plans at no cost to the employee.

Dental and Vision policies remained with the current carriers: Delta Dental and Willamette for dental and VSP for Vision. Life, Short- and Long-Term Disability were moved from Lincoln Financial to Mutual of Omaha. This allowed for a small amount of savings in that space, but also allowed us to move our other benefits to an easier platform to utilize. We will also ensure our employees have information on the SIMPLE IRA at the first of the year, as we had quite a few new hires this year.

Mr. Kelly added that YHI received a rebate from our current plan year for the last three months and was able to return that savings to the employees.

12. REVIEW ANNUAL PLAN OF OPERATIONS

Mr. Kelly said the Plan of Operations is a collection of all major policies that govern the day-to-day operations of YHI. It is comprised of two primary categories of documents. The more static set of documents include the governing documents such as the Idaho Health Insurance Exchange Act, Bylaws, Committee Charters, Conflicts of Interest policies, Privacy and Security policies, and Public Records policy. These policies do not change much from year to year and are considered more static. The second group is more dynamic and includes operational documents such as the approved financial year budget, Board and Committee roadmaps, and Committee and Board decisions. Connecting the Governing documents to the Operational documents are the Committee recommendations and the Board resolutions and decisions. Combined, these documents, policies and decisions comprise YHI's Plan of Operations.

Mr. Kelly said YHI keeps these documents current, active, and relevant with reviews throughout the year at different times. Finance reviews key accounting policies such as the Procurement policy, including the Delegation of Authority, Travel policy and other key financial policies in advance of the annual audit. Governance reviews Employee policies, Privacy and Security policies, as well as the Board conflict of interest documents, public records, and records retention policies. Each Committee reviews its Committee Charter as part of the annual effectiveness survey. We also look at our daily operational practices to ensure the things we do day to day are accurately reflected in those policies. We also have our general counsel review these to ensure we are compliant with open meeting laws.

Mr. Kelly shared some of the key policy revisions that occurred this year including revisions to the Compensation plan regarding variable pay and executive compensation, new policies adopted

related to COVID-19 including CARES Act policies and YHI's Infectious Disease policy which were changes to the Employee Handbook made here today. Since we became landlords this year, we created a new policy, the Landlord Financial policy, which outlines framework for expenses related to landlord operations at View Pointe. Additional financial policy updates including Fraud, Waste, and Abuse, Revenue, and key Financial Policies to reflect current operational practices and organizational structure. There were some changes to the Finance Committee charter this year to clarify Committee roles with respect to Executive Director compensation. Finally, there were minor changes to the Privacy and Security policies to align with federal requirements and YHI organizational structure.

Chair Henbest said the Plan of Operations has been relatively unchanged since inception of the Exchange so she assumed that means the structure is working well for YHI. Mr. Kelly said yes.

Motion: Mr. Erstad moved that the Governance Committee, recommend to the Board, approval of the Annual Plan of Operations as presented today. **Second:** Senator Nelson. **The motion carried.**

13. MARS-E SECURITY ASSESSMENT REQUEST FOR PROPOSAL

Mr. Reddish reminded the Committee that the MARS-E Assessment is required for Idaho to operate as a state-based exchange. The major component to that is the Authority to Operate (ATO). In order to obtain an ATO, YHI must complete an Authority to Connect (ATC) package with the Federal government which was achieved in 2017. One component of the ATC package is an annual technology assessment of both YHI and GetInsureds infrastructure, called a Security Assessment Report (SAR). The SAR requires an independent, third-party assessment of the MARS-E control framework required of both YHI and GetInsured. This annual assessment is used by YHI Leadership to continue to assess overall security posture of YHI and GetInsured to safeguard Idahoans' Personally Identifiable Information (PII).

Mr. Reddish said one change this time is writing the RFP in such a way that provides us with the opportunity to extend the contract into a second three-year period for up to six years. This (RFP) would potentially span the two ATC periods (OE 2021 thru OE 2027).

Ms. Tucker asked if there are a large number of vendors that do this work or is this fairly specialized where there are not a lot of vendors in this space? Mr. Reddish said there are a lot of vendors that claim to know this space and we typically get 3-5 responses to the issued RFP.

Motion: Senator Nelson moved that the Governance Committee recommend to the Board that the Board authorize the Governance Committee to 1) conduct an RFP for a MARS-E Security Assessment Report (SAR) services, 2) establish a Proposal Evaluation Team (PET) to evaluate the responses to the RFP, and 3) accept the recommendations of the PET; and that upon such acceptance the Executive Director and the Chair of the Governance Committee may negotiate and execute the contract with an amount consistent with the approved budget for the current year and it is anticipated that the Board will include such funds in each subsequent year's budget.

Second: Mr. Erstad. **The motion carried.**

14. OPERATIONAL GOALS UPDATE

Mr. Kelly provided a quick update on where YHI is on the goals for the current financial year. There are five key goals that we are tracking our progress against and, just a reminder, since many of the goals are tied to performance during open enrollment, some of the goals are just starting, with Idahoan's Experience being the key focus.

Idahoan's Experience has three components to the goal. The first part is First Contact Resolution (FCR), or how many contacts with a customer it takes to resolve their issue and the second component is Net Promotor Score (NPS), both of which are above our 100 percent threshold. The third component, Turnaround Time (TAT), is lagging behind and we have increased focus on managing inventory in the support center to ensure that inventory is being moved as quickly as possible while still resolving the customer's concern.

Retention and Enrollment includes the auto-renewals, which were completed 99.8 percent, leaving only 123 manual renewals. The second part of the goal is our overall enrollments. It is too early to tell on enrollments as they are typically flat through the Thanksgiving holiday. We are anxiously waiting for that to trend upwards now that the Thanksgiving holiday has passed. Call volumes today are seeing a significant increase, which is exactly what we want to see.

Risk Management revolves around safeguarding Idahoan's information and our risks around phishing, social engineering, and how we manage that internally. Proper reporting of phishing campaigns is at 95 percent, which is just below the 100 percent threshold and means that our team members are reporting phishing campaigns 95 percent of the time correctly. The response rate for those campaigns is trending at 100 percent of the goal.

Low Cost Promise, which reflects savings on our operational expenses, is on track partly because of the current hybrid work environment and is right on track. As of October 31, we are 40% to our operational expense savings goal.

Finally, Employee Engagement, which includes COMPASS cards that are peer to peer recognition, is a little behind our target as it is difficult to do remotely. We continue to encourage peer to peer recognition as a way to engage team members despite the remote environment. The other component of this goal is the Employee Engagement Task Force (EETF) which completed their recommendations prior to open enrollment. We immediately deployed a couple of those recommendations related to the two questions that were selected to work on from the survey: 1) I know what is expected from me at work, and 2) Someone at work cares about me as a person.

Chair Henbest said that the shift from in-office to remote work can shift costs back to the employee and she asked Mr. Kelly to share with the Committee what YHI is doing to help team members create an effective work environment at home. Mr. Kelly said prior to moving to View Pointe, we implemented a commuting stipend which was put in place to help offset the cost of parking downtown. The new building has free parking and so many team members do not need that stipend anymore. We decided to continue that money each month as an offset to any increased costs folks might have (getting internet installed, move up to faster speeds, or purchase other equipment to increase their efficiency working from home).

Mr. Kelly added that the details on the goals are included in the appendix.

15. BOARD TRAINING PROGRAM DISCUSSION

Chair Henbest reviewed the contents of the Board Training that will occur on December 18. Brian Kane, from the Attorney General's office, will present the material with the help of YHI's legal counsel, Mike Stoddard, from Hawley Troxell. Training will include topics that cover open meeting laws, conflicts of interest, media reminders, and social media expectations. There will also be an overview of committee structures including roles and responsibilities and Board member expectations when interacting with YHI team members, and we will touch on COVID-19 in terms of care and diligence in the context of lack of face-to-face interactions. As usual, we touch on the governance topics such as Duty of Care, Loyalty and Attention (from the National Association of Corporate Directors). Finally, any other matters as suggested by the Attorney General's office may be included. Mr. Stoddard asked if any Board members have a topic they would like to include in the December training to please send those topics to him.

16. NEXT MEETING

The Chair noted that the next meeting will be held in late February/early March.

17. ADJOURN

There being no further business before the Committee, the Chair adjourned the meeting at 8:57 a.m.

Signed and respectfully submitted,



Margaret Henbest, Committee Chair