

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

**OPERATIONS COMMITTEE
MINUTES
JANUARY 16, 2014**

1. COMMITTEE MEMBERS PRESENT

- Dr. John Livingston, Chair
- Mr. Hyatt Erstad
- Mr. Scott Kreiling
- Mr. Dave Self

2. OTHERS PRESENT

- Mr. Mike Stoddard, Hawley-Troxell
- Ms. Amy Dowd, Your Health Idaho
- Mr. Pat Kelly, Your Health Idaho
- Ms. Jody Olson, Your Health Idaho

3. CALL TO ORDER

Following proper notice in accordance with Idaho Code § 67-2343, the Operations Subcommittee meeting of the Idaho Health Insurance Exchange (Exchange) was called to order by Dr. John Livingston, Chair of the Committee (Chair), at 9:01am, Thursday, January 16, 2014, 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.

3. ROLL CALL

Mr. Erstad took roll call and determined that the Chair, Mr. Erstad, Mr. Kreiling, and Mr. Self were present resulting in a quorum. Senator Rice, Representative Rusche and Mr. Settles were absent.

4. MEETING MINUTES REVIEW: NOVEMBER 26, 2013, AUGUST 29, 2013

Motion: Mr. Erstad moved to approve the Governance Committee minutes from the August 29, 2013 meeting.

Second: Mr. Kreiling.

The motion carried.

Motion: Mr. Erstad moved to approve the Operations Committee minutes from the November 26, 2013 meeting.

Second: Mr. Self.

The motion carried.

5. REVIEW OF AGENDA

Motion: Dr. Livingston moved to amend the agenda to discuss the Organizational Roles & Responsibilities document first.

Second: Mr. Erstad.

The motion carried and the agenda was amended.

6. REVIEW GOVERNANCE DOCUMENTS

(a) Organizational Roles & Responsibilities (Global Charter)

Mr. Stoddard gave an overview of the document to the committee.

Motion: Mr. Erstad moved that the committee recommend that the Organizational Roles & Responsibilities document be sent the Board for approval.

Second: Mr. Kreiling.

The motion carried.

(b) Record Retention and Destruction Policy

The committee reviewed the Record Retention and Destruction Policy. The document touches on many issues that have been directly or indirectly addressed in other policies of the Exchange, including the Public Records Policy and security and privacy protections that are contained in contracts with In-Person Assistors and others.

The committee recommended that legal counsel develop an easy-to-reference lists of laws and regulations that describe the obligations of the Exchange under this policy and the requirements contained in the Exchange's enabling legislation.

The committee then shared suggested edits and feedback to the document:

- The committee discussed if the custodian of the policy should be outside counsel or a member of the Your Health Idaho staff. The staff will review this section of the policy and provide input back to the subcommittee.
- The committee reached consensus that revisions and edits to this document be a top priority ahead of the Your Health Idaho report to the legislature next week.
- The committee had an extended discussion on emails and the extent to which emails between members of the Board are subject to public records requests. Based on the discussion, legal counsel and staff will further review and provide input on an email policy for members of the Board.

Upon further review by staff and further input from legal counsel, the document will be recommended to the full Board for approval in the coming weeks.

(c) Public Records Policy

Mr. Stoddard discussed that this document was reviewed and approved previously and no further action is necessary by the committee at this time.

(d) Governance Committee Charter

The Operations Committee reviewed the Governance Committee charter, which will be the name Operations Committee once the updated bylaws are adopted by the Board.

Motion: Mr. Self moved that the committee recommend that the Governance Committee charter be sent the Board for approval.

Second: Dr. Livingston.

The motion carried.

(e) Finance Committee Charter

The committee reached consensus that the Treasurer does not need to be the chair of the Finance Committee as it currently reads in Section 6.1 (i). The proposed changes to the Bylaws also suggest this change.

The committee also discussed if the Treasurer should be removed from the list of Board members with signature authority to maintain independence. Dr. Livingston will follow-up with the Board Chairman on this issue.

(f) Ad Hoc Personnel Committee

Motion: Dr. Livingston made a motion to recommend that the board retain a standing Personnel Committee.

Second: Mr. Kreiling.

The motion carried.

(g) Executive Committee

The committee discussed the possible roles and responsibilities for an Executive Committee and possibilities for committee membership. The committee reached a consensus about the need for an Executive Committee that can be nimble and efficient and assembled quickly to get a recommendation to the Board.

It was recommended that the Executive Committee meet to review a charter and their roles and responsibilities and then report back to the Operations Committee.

(h) Bylaw Amendments

The committee reviewed amendments that were made to the Bylaws. Since the last meeting, the Your Health Idaho mission statement that was adopted at the January 10, 2014, Board meeting was added.

The Bylaws call for three committees: Governance, Finance and Executive. At the discretion of the Board other committees may be established. The Board will approve a written charter for each committee, and under the amended Bylaws each committee Chairperson shall appoint a vice-chair.

The amended Bylaws also eliminate the reference to the Treasurer as Chairperson of the Finance Committee.

Motion: Mr. Self moved to recommend the amended Bylaws document to Board for approval.

Second: Mr. Erstad.

The motion carried.

(e) Plan of Operations-Governance Summary

The committee reviewed the plan of operations binder that will house all approved policies and procedures of the Board. It was recommended that the Board Decisions Roadmap be added to the binder as well as a log of past Board decisions and votes on provisions and policies.

(e) Conflict of Interest Policy Amendments

Motion: Mr. Erstad moved that the January 7, 2014, version of the Conflict of Interest Policy be sent to the full Board for approval. .

Second: Mr. Self

The motion carried.

(f) Board Governance Policy

The committee decided not to adopt this document for recommendation to the full Board.

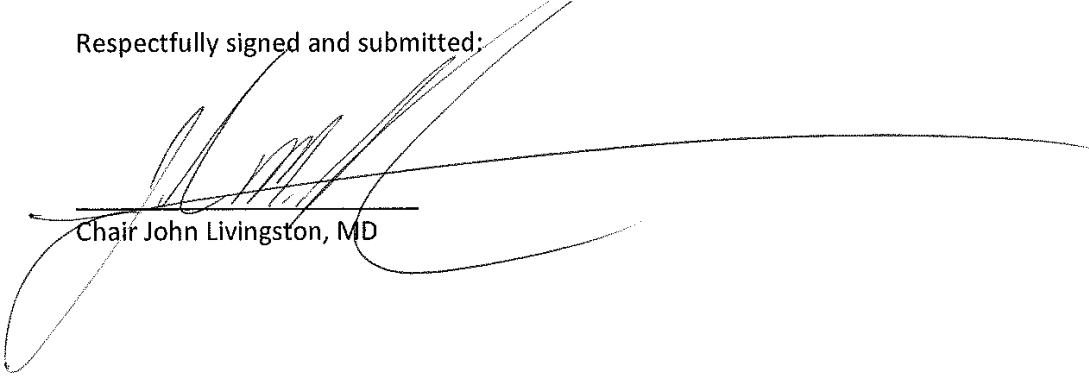
7. NEXT MEETING

The next meeting of the Operations Committee will take place on January 30, 2014, from 9:00 am- 11:00 am.

8. ADJOURN

There being no further business before the committee, the Chair adjourned the meeting at 11:05 am.

Respectfully signed and submitted:

A large, stylized handwritten signature in black ink, written over a horizontal line. The signature is highly cursive and extends significantly to the right of the line.

Chair John Livingston, MD