

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

**GOVERNANCE COMMITTEE  
MINUTES  
JANUARY 26, 2015**

**1. COMMITTEE MEMBERS PRESENT**

- Dr. John Livingston, Chair
- Mr. Hyatt Erstad
- Mr. Scott Kreiling (via teleconference)
- Rep. John Rusche (via teleconference)

**2. OTHERS PRESENT**

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

**3. CALL TO ORDER**

Following proper notice in accordance with Idaho Code § 67-2343, the Governance Committee meeting of the Idaho Health Insurance Exchange (Exchange) was called to order by Dr. Livingston, Chair of the Committee (Chair), at 4:06 pm, Monday, January 26, 2015, 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 website and at the meeting location.

**4. ROLL CALL**

The Chair took roll call and determined that Mr. Kreiling and Mr. Erstad were present, resulting in a quorum.

Rep. Rusche joined the meeting at 4:06 (via teleconference).

Mr. Settles and Senator Rice were absent.

**5. APPROVE PRIOR MEETING MINUTES: October 17, 2014**

Motion: Mr. Erstad moved to approve the minutes as presented from the November 7, 2014 and December 15, 2014 Governance Committee meetings.

Second: Mr. Kreiling.

The motion carried.

## **6. REVIEW COMMITTEE ROADMAP**

The Chair reviewed the Governance Roadmap and noted that the Committee is slated to have a meeting in April but may need to meet prior to that to approve the Records Retention and Destruction Policy.

## **7. REVIEW AGENDA**

There were no changes made to the agenda.

## **8. RECORDS RETENTION POLICY UPDATES**

Mr. Stoddard reviewed the Records Retention and Destruction Policy and noted two important factors:

- YHI is not a state agency and thus does not need to follow the state guidelines
- Expertise is on-board at YHI, with IT and Security staff members now in place

Mr. Stoddard confirmed with the Attorney General's Office that YHI is not a state agency and thus does not need to follow the guidelines put forth by the state. Therefore, from a state law standpoint, it is not an absolute requirement. From a practical standpoint the staff would like to be able to simplify this and eliminate some of the burden imposed on the staff and the budget. He asked if direction from the Committee should include the detail and onerous rules or if the Committee is more comfortable being "business friendly" and creating a policy that imposes fewer restrictions, costs less, and is less of a burden on staff.

Mr. Kelly said when the policy was written, YHI didn't fully grasp the burden it would impose on the staff and the budget. In lieu of taking the current policy and figuring out how much it costs to implement, it makes sense to figure out what needs to be done and what YHI can afford to do, and then do something in between those two.

Rep. Rusche said the most important thing that the Committee can do is to keep it affordable from an operations standpoint. He suggests looking at what other insurance entities that deal with PII do and YHI should align with that.

Mr. Stoddard said the second thing is YHI's agreements with its vendors and carriers should be reviewed. What obligations will YHI be imposing on DHW who does a large part of YHI's work because they are a state agency and subject them to many of these guidelines, but what would work best for them. YHI will also need agreements with all of its vendors.

Mr. Erstad agrees with what Rep. Rusche said, and can see Records Retention Policy being reduced to a much less complicated document.

Mr. Stoddard said that the Records Retention and Policy document is only half as long as the documents that the state agencies have and that the format of this document is based on their format, but dumbed down. If YHI can build it from the ground-up based on its needs that might be a better way to approach it.

Mr. Kreiling said if YHI does a gap analysis or redline of what YHI needs, as long as it meets the requirements of an agency that wants to operate in good faith, it will be a strong retention and destruction policy and he believes it should be sufficient.

Mr. Stoddard said if the ground-up direction is taken, the document should be prefaced with a statement of what YHI's purpose is.

The Chair restated the discussion and said that legal can come back to the Committee for final review and recommendation to send to the Board for approval in April. He also asked how this would be communicated to the YHI team members.

Mr. Kelly said YHI will handle this the same way as any other policy and it will be brought to the attention of the team during a team meeting.

The Chair said the Committee will report to the Board at the next Board meeting with approval from the Board at the April Board meeting.

## **9. NEW BOARD MEMBER ORIENTATION**

The Chair reviewed the suggested components for training new Board members. The components include reviewing the Board Training Video, a Board Member Handbook, a One-on-One with General Counsel, a One-on-One with the Executive Director, a One-on-One with any others based on Committee assignments, and a copy of "The Ten Basic Responsibilities of a Non-Profit Board".

Mr. Kelly said YHI currently has two open Board seats and in the interest of those candidates coming on, it would be good to have formal training for them. A one and a half hour training session for the current Board members took place at the December Board meeting.

Mr. Erstad suggested the handbook be online as well as that would be the appropriate place to make future update.

Rep. Rusche said one of the biggest issues is the contradictory nature of the fiduciary responsibility Board members have along with the representative nature of their appointments on the Board. He thinks this is the biggest difference between the YHI Board and a not-for-profit Board. Mr. Stoddard said it will be covered in the training video and determining the order in which this happens along with all the other pieces would be important in this respect. Mr. Kelly said the enabling legislation tied in with the video will help tie-in that class vs. individual perspective.

Mr. Stoddard said as he looked through his other clients Board books, he noticed there is more legal time with the clients' Board. But with YHI, it is more a reiteration of what the exchange does, a tour of the website, etc. Determining what YHI really does and how it does it is the more critical information.

Mr. Kelly said he sees more of a high-level organizational discussion and then maybe additional one-on-one's as they evolve, delving into to the particular areas they are going to deal with in their Committee appointments.

Mr. Erstad noted that he went through the online agent training and said it is very thorough and is a good tool. He suggested this might be a good tool for new Board members to review. Dr. Livingston agreed.

Mr. Stoddard said that legal will put this together and see how it works for the two new people coming on board. It can be adjusted as needed going forward.

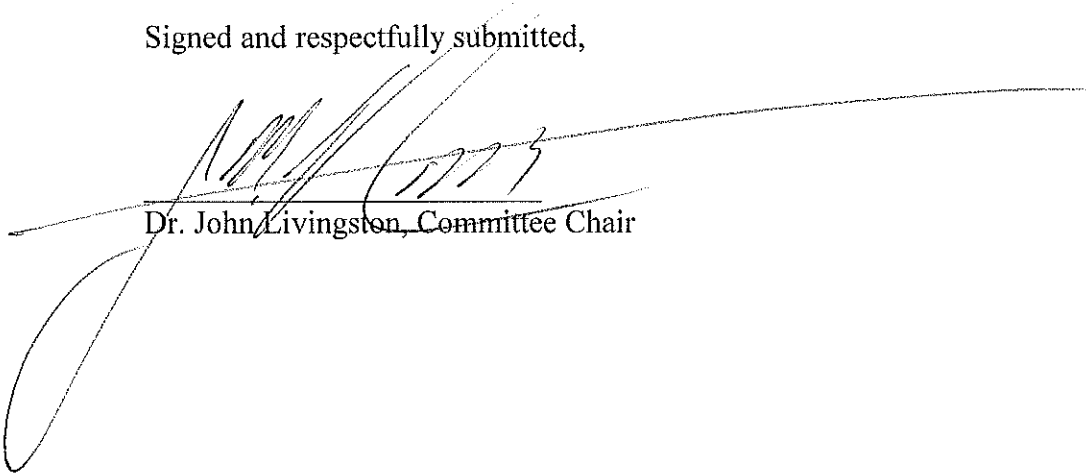
**10. NEXT MEETING**

The next meeting of the Governance Committee will be held sometime in late March or early April.

**11. ADJOURN**

The Committee adjourned at 4:38 pm.

Signed and respectfully submitted,



Dr. John Livingston, Committee Chair