

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

**OPERATIONS COMMITTEE
MINUTES
JANUARY 30, 2014**

1. COMMITTEE MEMBERS PRESENT

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

2. OTHERS PRESENT

- Ms. Amy Dowd, Your Health Idaho
- Ms. Jody Olson, Your Health Idaho
- Mr. Edwin Vining, Nelnet/Proxi
- Ms. Cheryl Jablonski

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 9:03am, Thursday, January 30, 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.

4. ROLL CALL

Mr. Erstad took the roll and determined that the Chair, Mr. Erstad, Mr. Settles, Mr. Kreiling and Mr. Self were present, resulting in a quorum.

Representative Rusche and Senator Rice were absent.

Note: Mr. Settles left the meeting at 10:30 am.

5. MEETING MINUTES REVIEW: JANUARY 16, 2014

Motion: Mr. Self moved to approve the minutes from the January 16, 2014 meeting.

Second: Mr. Erstad

The motion carried.

6. REVIEW OF AGENDA

There were no changes to the agenda.

(a) Update on Vice-Chair Position

The Chair updated the Operations Committee on a conversation he had with Mr. Stephen Weeg, Chair of the Board, regarding items discussed at the last Operations Committee meeting. Mr. Weeg wanted to have a Vice-Chair for each Committee and Mr. Weeg said that the Executive Committee will write a Charter.

The Chair said that Mr. Self has agreed to be the Vice-Chair of the Governance Committee. The Chair will appoint him to this position once the Governance Committee Charter is adopted by the full Board.

7. REVIEW GOVERNANCE DOCUMENTS- ORGANIZATIONAL ROLES & RESPONSIBILITIES

There were no changes to the Organizational Roles & Responsibilities document that was approved at the January 16, 2014, meeting.

8. EXECUTIVE COMMITTEE CHARTER

(a) Creation of Executive Committee Charter

Following the last meeting of the Operations Committee, the Chair suggested that the Executive Committee write a Charter. The Chair recommended that the Executive Committee serve as an advisory committee that meets to advise the Executive Director and Chairman of the Board when the entire Board is not able to meet.

Mr. Stoddard sent a draft of the Executive Committee Charter to the current Executive Committee members for review. A majority of the Executive Committee signified they were in agreement with the direction of Executive Committee Charter. Absent any other suggested changes, the current version Executive Committee Charter will be presented to the Board with the approval of the Operations Committee.

(b) Executive Committee Membership

The Executive Committee Charter presented to the Committee provides for seven members: the Chair of the Board, the Vice-Chair of the Board and the Chairs of the five standing Committees (Finance, Operations, Outreach & Education, Product and Personnel). Additionally, the Chair may also appoint one of the legislative members of the Board to the Executive Committee at his discretion. The Operations Committee agreed that a legislator should be appointed to the Executive Committee.

(c) Frequency of Executive Committee Meetings

Mr. Settles suggested the Executive Committee should meet more than twice a year as required by the current version of the Executive Committee Charter. Mr. Self agreed and suggested that the Executive Committee should meet a minimum of six times per year.

Mr. Stoddard will amend the first sentence of section 5.1 of the Executive Committee Charter to address the suggestion that the Executive Committee shall meet more frequently than two times per year.

Motion: Mr. Settles moved that the Operations Committee recommend that the Executive Committee Charter, with the edits discussed at today's meeting, be presented to the Board for approval.

Second: Mr. Kreiling.

The motion carried.

9. PERSONNEL COMMITTEE CHARTER

The Personnel Committee Charter has not been circulated to the current Ad Hoc Personnel Committee. The Charter was created with input from the Chair of the current Ad Hoc Personnel Committee, Ms. Margaret Henbest.

Mr. Settles asked if the purpose of the Personnel Committee, defined in the Charter as "established to assist the Board to oversee Your Health Idaho's personnel policies and related matter" was too broad and if some of the responsibility of overseeing personnel policies should reside in other Committees.

Mr. Self explained that Ms. Tresa Ball, a human resources consultant, has been retained by Your Health Idaho to advise the personnel process. Anything that comes out of the Personnel Committee is a recommendation and it is appropriate for other Committees to weigh in on the personnel process. The intent of the Personnel Committee is to focus on the review of the Executive Director and to provide tools for the Executive Director to manage the Your Health Idaho staff.

Motion: Mr. Self moved that the Operations Committee recommend that the Personnel Committee Charter, subject to any revisions in the next week that will be shared with the Operations Committee, be presented to the Board for approval.

Second: Mr. Erstad.

The motion carried.

10. GOVERNANCE COMMITTEE CHARTER

Motion: Mr. Erstad moved that the Operations Committee recommend the Governance Committee Charter be presented to the Board for approval.

Second: Mr. Kreiling.

The motion carried.

11. PRODUCT COMMITTEE CHARTER

(a) Committee Name

Mr. Self and Mr. Settles suggested that the Product Committee choose a name that is more aligned with its function. Mr. Erstad suggested changing the name to the Marketplace Committee.

(b) SHOP Oversight

Mr. Settles asked why oversight of the SHOP marketplace is a responsibility of the Product Committee since SHOP may operate under a different paradigm than the individual marketplace. Mr. Stoddard said the Board had wanted to reduce the number of Committees and it seemed most logical to delegate oversight of SHOP to the Product Committee.

Mr. Self said that it makes sense to condense oversight of the SHOP marketplace and individual marketplace into the Product Committee, because both marketplaces will presumably leverage the same technology platform if Your Health Idaho does operate a SHOP marketplace. If there are complex issues specific to SHOP that arise in the future, the Product Committee will have the flexibility to amend the Charter as necessary.

Motion: Mr. Erstad moved that the Operations Committee recommend the Product Committee change its name to the Marketplace Committee and that the Operations Committee recommend the Product Committee Charter, subject to any changes in the coming week, be sent to the Board for approval.

Second: Mr. Settles.

The motion carried.

Ms. Dowd will reach out to Mr. Mark Estess, Chairman of the Product Committee to discuss the recommended name change.

12. FINANCE COMMITTEE CHARTER

Mr. Stoddard discussed modifications made to the Finance Committee Charter at the last meeting of the Finance Committee. The Finance Committee decided to delegate responsibility for oversight of the Exchange's yearly stakeholder activities report to the Outreach and Education Committee.

The Finance Committee Charter was also amended to clarify that the Committee would have overarching responsibility to oversee compliance with legal and regulatory requirements, strictly related to financial matters.

Motion: Mr. Settles moved that the Operations Committee recommend the amended Finance Committee Charter be sent to the Board for approval.

Second: Mr. Self.

The motion carried.

13. OUTREACH & EDUCATION

Mr. Stoddard discussed minor language edits that the Outreach & Education Committee suggested for their Charter.

Motion: Mr. Self moved that the Operations Committee recommend the Outreach & Education Committee Charter, with the amendments provided by the Outreach & Education Committee, be presented to the Board for approval.

Second: Mr. Kreiling.

The motion carried.

14. PLAN OF OPERATIONS & GOVERNANCE SUMMARY

(a) Governance Summary

The Governance Summary binder will contain the key Governance Documents and Your Health Idaho Policies that are scheduled to be approved at the February 7, 2014, Board meeting. A copy will be provided to each Board member. The Chair suggested that a description of how each Governance Policy Document or Charter can be amended be included in the Governance Summary.

Mr. Kreiling suggested that all of the Governance Policy Documents and Charters be available electronically, in addition to hard-copy, so that Board members can retain the most up-to-date documents in their Governance Summary binders.

(b) Committee Roadmap

In addition to the Committee Charters, each Committee will also create a roadmap outlining specific actions and milestones for each Committee. The roadmap will serve as an annual project management calendar to ensure that each committee is meeting benchmarks throughout the year. The Committee agreed to use the same format as the Board Actions roadmap for the individual Committee Roadmaps.

A log of past Board and Committee decisions will also be included in the binder.

(c) Makeup of Finance Committee

Mr. Erstad asked for clarification on the makeup of the Executive Committee. Mr. Stoddard said the Executive Committee is made up of: Chairs of the five standing Committees, the Board Chair, the Board Vice-Chair and a legislative representative.

Mr. Erstad expressed concern that there was no producer representation on the Executive Committee. Mr. Self and Mr. Settles agreed that having the Committee Chairs sit on the Executive Committee is most feasible to fulfill the role of the Executive Committee. Mr. Self said that the all of the constituencies of the state are represented on the Board.

The Committee also discussed concerns that the Board Secretary did not have a seat on the Executive Committee. In order to resolve this issue, the Committee discussed adding the Board Secretary to the Executive Committee in the seat currently assigned to the Chair of the Personnel Committee.

Motion: Mr. Self moved to change the composition of the Executive Committee to be the Board Chairman, Board Vice-Chairman, Board Secretary and the Chairs of the Product Committee, Governance Committee, Outreach & Education Committee, Finance Committee and a legislative representative chosen at the pleasure of the Chair of the Executive Committee.

Second: Mr. Kreiling.

The motion carried.

(d) Timing of Annual Review

The Committee discussed the most appropriate time of year to conduct an annual review of Your Health Idaho's governance and policy documents. There was consensus that the documents should be reviewed and any amendments should be sent to the Board for approval before the annual report to the legislature is due each January. Mr. Stoddard suggested that that annual document review should begin in July or August of each year.

The Committee will discuss specific timing of annual policy reviews at a future meeting and add timing for annual review of governance and policy documents to the Operations Committee Roadmap.

15. RECORD RETENTION POLICY

Staff and legal counsel have been working together to finalize the Record Retention Policy document, which also addresses issues of privacy and security. In the coming months, as an Idaho based technology solution is built, Your Health Idaho will develop a separate Privacy and Security Policy.

(a) Discussion of Your Health Idaho Insurance Coverage

Mr. Erstad asked if Your Health Idaho has insurance coverage so in the event of a breach of Personal Health Information (PHI). Mr. Stoddard mentioned that Your Health Idaho has worked previously with legal counsel to secure insurance coverage for the Exchange.

Mr. Self said that Your Health Idaho should also require vendors to carry insurance coverage in the event of a data breach. Mr. Stoddard clarified that Your Health Idaho builds that requirement into vendor contracts.

Ms. Dowd will provide an update on risk mitigation and applicable insurance provisions that Your Health Idaho carries at the next meeting.

(b) Accuracy of Plan Information Posted on the Exchange

Mr. Kreiling asked if there is risk mitigation process in place to ensure that the Exchange correctly posts information received from the carriers once Your Health Idaho has its own technology solution. Ms. Dowd clarified that there will be several validation steps before any plan information is posted on the Exchange. After plan information is reviewed by the System for Electronic Rate and Form Filing (SERFF) and the Idaho Department of Insurance (DOI), Your Health Idaho will ask carriers to verify plan information before plan information is posted on the Exchange website.

Ms. Dowd explained that in addition to a quality control check, Your Health Idaho is also building into the technology vendor contract the accountability to ensure that the data transferred from SERFF onto the website accurate.

Mr. Kreiling requested revisiting this issue at a future meeting.

(c) Records Retention Policy Overview

Mr. Stoddard gave an overview of the Record Retention Policy.

The Committee discussed how data from the current and future Your Health Idaho website is to be retained. Ms. Dowd said that the plan is to store all historical data in an electronic database, including metadata once Idaho's technology solution up and running.

The Finance Director will be the custodian of the policy, and Mr. Kelly and Ms. Dowd plan to meet on how to operationalize the Records Retention Policy in day-to-day operations. Many of the items in the record retention policy will be adjusted as Idaho builds and implements its own technology solution and the staff works to implement the policy over the coming year.

(d) Privacy and Security Requirements

Legal Counsel prepared a memo on February 1, 2014 that outlines privacy and security requirements outlined in the Affordable Care Act (ACA) for a state-based Exchange.

Now that there are enrollees on the Exchange, the Exchange will have interaction with Personal Identifiable Information (PII) or Personal Health Information (PHI) of the enrollees.

While the ACA itself does not contain explicit privacy and security requirements for the handling of PII or PHI, the ACA directs the Secretary of Health and Human Services (HHS) to establish regulations and protocols and standards for information security. As a result several technical requirements have been created that Exchange vendors will need to meet. There is less guidance available for the Exchange staff, day-to-day activities and interaction with vendors.

In the coming months as the Idaho technology system is built and implemented, Your Health Idaho will develop a Privacy and Security Policy to address the technical requirements for

privacy and security as outlined by the ACA, the Health Insurance Portability and Accountability Act (HIPAA) the Internal Revenue Service (IRS), Idaho state law for handling data breaches. For now, relevant policies related to privacy and security are incorporated into the Record Retention Policy.

Additionally, when Your Health Idaho builds its own technology solution and signs data sharing agreements with the Centers for Medicare and Medicaid Services (CMS), it may be subject to a data breach reporting requirement. This requirement states that the Exchange would be required to report a data breach 60 minutes after discovery of the breach.

Motion: Mr. Self moved that the Operations Committee recommend the Record Retention Policy be submitted to the Board for approval, contingent upon further input from staff and legal counsel on issues regarding the website and Schedule A, as discussed today.

Second: Mr. Erstad.

The motion carried.

Mr. Self suggested that once the Record Retention Policy is approved, staff should adopt a more formal risk mitigation strategy.

16. PUBLIC RECORDS POLICY

An amendment was made to Section 3, Part B to clarify the process to appeal denials of public record requests.

Motion: Mr. Erstad moved that the Operations Committee recommend that the Public Records Policy, as presented today, be sent to the Board for Approval.

Second: Mr. Self.

The motion carried.

17. BYLAW AMENDMENTS

No changes had been made to the Bylaws since the last meeting.

18. CONFLICT OF INTEREST POLICY

Motion: Mr. Erstad moved that the Operations Committee recommend the Conflict of Interest Policy, amended with changes discussed at the last meeting, be sent to the Board for Approval.

Second: Mr. Kreiling.

The motion carried.

19. DISCUSSION OF COMMITTEE WORKFLOWS

This item was raised as part of the discussion on Committee Charters.

20. DISCUSSION OF ADDITIONAL GOVERNANCE COMMITTEE RESPONSIBILITIES

The Committee will discuss Board training, Board retreat and other responsibilities at the next meeting.

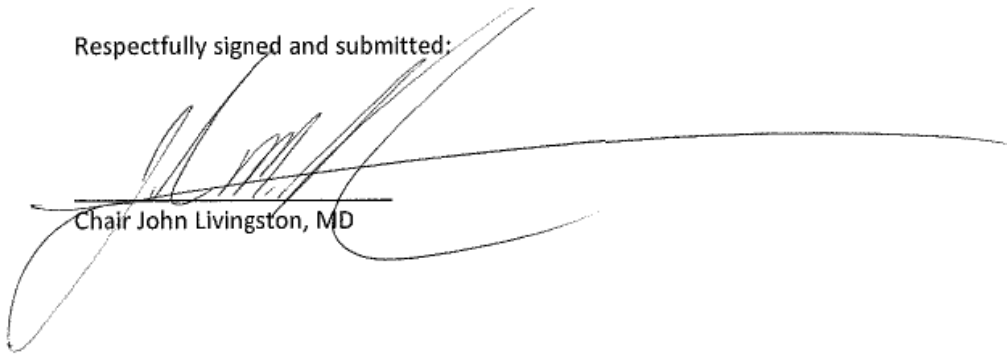
21. ADJOURN

Motion: Mr. Erstad moved to adjourn the meeting.

Second: Mr. Kreiling.

The motion carried and the meeting was adjourned at 11:05 am.

Respectfully signed and submitted:



Chair John Livingston, MD