

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

**GOVERNANCE COMMITTEE
MINUTES
FEBRUARY 28, 2014**

1. COMMITTEE MEMBERS PRESENT

- Dr. John Livingston, Chair
- Mr. Hyatt Erstad
- Mr. Kevin Settles
- Representative Rusche (via teleconference)
- Mr. Dave Self

2. OTHERS PRESENT

- Mr. Tom Donovan, Idaho Department of Insurance
- Mr. Richard Riley, Hawley Troxell
- Ms. Amy Dowd, Your Health Idaho
- Ms. Jody Olson, Your Health Idaho

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 1:04pm, Friday, February 28, 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

The Chair took roll call and determined Mr. Erstad, Mr. Settles, Rep. Rusche (via teleconference) and Mr. Self were present, resulting in a quorum. Senator Rice and Mr. Kreiling were absent.

5. MEETING MINUTES REVIEW: JANUARY 30, 2014

Motion: Mr. Self moved to approve the minutes from the January 30, 2014 meeting.

Second: Mr. Erstad.

The motion carried.

A clarification was requested regarding item b on page 7 of the meeting minutes, from January 30, 2014. It was noted that Mr. Kreiling had requested revisiting the issue of the accuracy of plan information posted on the Exchange. The Committee agreed to add this issue as an agenda item for the next meeting.

6. REVIEW OF AGENDA

There were no changes made to the agenda.

7. YHI MISSION STATEMENT

The Committee revisited the concerns raised by the Department of Insurance regarding the Your Health Idaho mission statement. Mr. Donovan expressed the Idaho Department of Insurance (DOI) was concerned with the use of "insurance marketplace" in the mission statement, as the word "marketplace" is broad and may be confused with the entire Idaho insurance marketplace the DOI regulates.

Mr. Donovan provided a recommendation to define the term "marketplace" and tailor it more specifically to the exchange, rather than general health insurance.

The Committee discussed the desire to keep the mission statement concise and offered a few possible suggestions to modify the reference to "marketplace," including clearly defining the word "marketplace" to capitalize on the word. Mr. Donovan suggested substituting the word "Marketplace" with the word "Exchange."

The Committee agreed to a proposed modification to the mission statement: "The mission of Your Health Idaho is to maintain maximum control of Idaho's health insurance exchange at minimal cost to Idaho's citizens."

Motion: Mr. Erstad moved to recommend to the Board the adoption of the modified mission statement, "The mission of Your Health Idaho is to maintain maximum control of Idaho's health insurance exchange at minimal cost to Idaho's citizens," pending approval by the Department of Insurance.

Second: Representative Rusche.

The motion carried.

Action Item: The Committee requested the Department of Insurance provide their feedback by March 6, 2014 so the amendment could be sent to the Board on March 7, 2014 for approval at the next full Board meeting on March 14, 2014.

8. CYBER SECURITY POLICIES

At the request of the Committee, Mr. Riley from Hawley-Troxell walked the Committee through the cyber liability insurance policies that Your Health Idaho has in place for this first year.

Mr. Riley noted that when Your Health Idaho creates its own online health insurance technology solution, the cyber security risk will rise. Ms. Dowd clarified, at this time, there is currently no personally identifiable information being transferred from the Your Health Idaho website to a federal website, but that will change when Idaho launches its own technology solution.

Mr. Self asked if in the authority to connect process, there will be user testing and acceptance. It was confirmed there will be user testing and acceptance, which means Your Health Idaho will continue to do everything possible to ensure online security.

Ms. Dowd recommended Your Health Idaho staff, legal counsel and the technology solution vendor revisit these policies before renewal in June to ensure the policies and coverage are appropriate when Idaho begins running its own technology solution.

9. COMMITTEE CHARTER

The Committee reviewed a redline version of the Executive Committee charter and further discussed the composition of the Committee.

Mr. Stoddard presented Section 4.2 of the Executive Committee Charter and the Committee discussed the composition of the Executive Committee, including adding a legislative board member as a potential fifth member.

The Committee determined that a quorum for the Executive Committee would be three members.

Motion: Mr. Erstad moved to recommend for Board approval the redline version of the Executive Committee charter as amended today.

Second: Mr. Self.

The motion carried.

Mr. Settles and Dr. Livingston were opposed.

Mr. Stoddard will make all updates discussed today and share the updated Executive Committee Charter with the Board.

10. GOVERNANCE COMMITTEE ROADMAP

The Committee reviewed a draft of annual roadmap that outlines the time of year that the Committee will review policies, conduct the self-evaluation of the Board and hold Board training.

The Committee decided the Your Health Idaho committees will conduct self-evaluations in August. In August, the Governance Committee will also conduct the self-evaluation of the Board, which would be reviewed with the Board in September. The annual Board training will be held in July. Annual review of governance and operations documents would begin in August so that they could be presented for Board approval in October, to allow for Board vote ahead of the submission of the annual report to the Idaho legislature.

This schedule will allow for the Board review of itself and its policies to occur near the end of the year. Those policy amendments and reflections could be included as part of the annual report to the legislature.

Motion: Mr. Self moved to adjust the timeline of Committee self-evaluations from February to August and to move the annual evaluation of the Board from March to September.

Second: Mr. Erstad.

The motion carried.

Action Item: Ms. Dowd requested the Committee to bring suggestions to the next Governance Committee Meeting regarding ideas for board training. She also noted that annual board training will adjust to July, in accordance with the current schedule.

11. BOARD TRAINING/ANNUAL RETREAT

Ms. Dowd presented the Board Strategic Planning Retreat Coordination document and requested input regarding timing and facilitator options.

The Committee agreed that having a full day session followed by a board meeting the next day will work best to maximize board member's time. The retreat will be held in Boise and depending on meeting topics some parts of the retreat may be open while others will be closed.

The committee expressed a preference and familiarity with the facilitator Ms. Marsha Bracke.

Sample topics for discussion include:

- **Level Setting/Look Back**: Where is Your Health Idaho today and what we have accomplished since April 2013.
- **Strategic Look Ahead/Future Planning**: Short-term 1-2 year horizon discussion of strategic objectives and operational needs.
- **Scenario Planning**: Discussion of "what if" scenarios.

The Committee also suggested putting together a panel of experts (i.e. DOI representative, DHW rep) to provide different perspectives on the health insurance landscape to foster further discussion.

Suggested timing was late April or early May. Ms. Dowd and Ms. Olson will engage Ms. Bracke to develop a program and an agenda, and they will present a draft agenda and strategic planning concept back to the Governance Committee at a meeting in Mid-April.

12. AGENDA CHANGE

Motion: Mr. Settles moved to amend the agenda to include a discussion of the Personnel Committee Charter.

Second: Mr. Erstad.

The motion carried.

13. BOARD PERSONNEL COMMITTEE CHARTER

The Committee reviewed a redline draft of the Personnel Committee Charter, which has been updated to reflect changes to roles and responsibilities as suggested by the Personnel Committee.

Motion: Mr. Erstad moved to recommend for Board approval the Personnel Committee Charter, as presented today.

Mr. Settles voiced additional questions regarding salaries, paid time off and Your Health Idaho compensation policies.

Second: Mr. Settles.

The motion carried.

13. NEXT MEETING

The next Committee meeting will be held in mid-April depending on Committee availability.

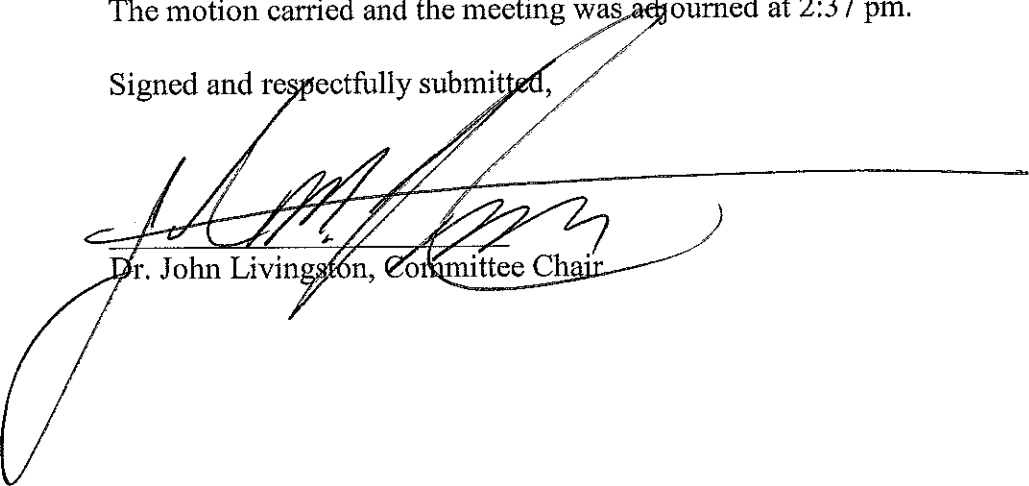
14. ADJOURN

Motion: Mr. Erstad moved to adjourn the meeting.

Second: Mr. Self.

The motion carried and the meeting was adjourned at 2:37 pm.

Signed and respectfully submitted,



Dr. John Livingston, Committee Chair