

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

**GOVERNANCE COMMITTEE
MINUTES
AUGUST 14, 2014**

1. COMMITTEE MEMBERS PRESENT

- Dr. John Livingston, Chair
- Mr. Kevin Settles, Vice Chair (via teleconference)
- Mr. Hyatt Erstad
- Representative Rusche (via teleconference)
- Mr. Scott Kreiling

2. OTHERS PRESENT

- Mr. Pat Kelly, Your Health Idaho
- Ms. Delfina Krakau, Gallatin Public Affairs
- Mr. Gabe Hamilton, Hawley Troxell Ennis & Hawley
- Ms. Tresa Ball, HR Precision

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. John Livingston, Chair of the Committee (Chair), at 8:03 am, Thursday, August 14, 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 that the Chair, Mr. Erstad, and Mr. Kreiling were present, resulting in a quorum.

Mr. Self was absent. Vice Chair Settles joined via teleconference at 8:01 am. Rep. Rusche joined via teleconference at 8:03 am. Vice Chair Settles left the teleconference at 8:03 am.

5. REVIEW OF AGENDA

Motion: Mr. Kreiling moved to revise the agenda to move the Draft Board Effectiveness Survey and the Draft Discussion Guidelines for Committee Assessment to the top of the agenda.

Second: Mr. Erstad.

The motion carried.

6. APPROVE PRIOR MEETING MINUTES: JUNE 16, 2014

Motion: Mr. Erstad moved to approve the minutes from the June 16, 2014 meeting.

Second: Mr. Kreiling.

The motion carried.

7. DRAFT BOARD EFFECTIVENESS SURVEY AND DRAFT DISCUSSION GUIDELINES FOR COMMITTEE ASSESSMENT

Ms. Ball suggested submitting a Board Effectiveness Survey via survey monkey for completion. Ms. Ball will bring the results back to the Board for feedback. Ms. Ball passed around a draft survey and would like suggestions and edits prior to finalizing. Mr. Erstad suggested keeping the survey simple and agrees with the Survey Monkey format. Mr. Kreiling suggested an Individual Self-Assessment as part of the survey for each Committee member as well to assess themselves as individuals on the Board. Rep. Rusche concern shared that this Draft Survey and Assessment may be a bit long.

There was discussion around making the Board Effectiveness Survey and the Discussion Guidelines for Committee Assessment two separate surveys. The decision was made to leave as one survey, and condense the survey to a lesser number of questions. Ms. Ball mentioned that the questions are based on a five-point scale with opportunity for comments. This survey will be presented to the Board this month (August) for review and approval.

Motion: Mr. Rusche moved to allow Tresa Ball from Precision HR to make the suggested corrections to the Board Effectiveness Survey and Draft Discussion Guidelines as per the discussion and bring the draft back to the Committee for review and to the Board for approval this month. In addition, the Individual Self-Assessment will be added to the end of the survey.

Second: Mr. Erstad.

The motion carried.

8. REVIEW GOVERNANCE COMMITTEE ROADMAP

The Chair reviewed the Roadmap. There will be a discussion to review the annual review of operations and governance documents to follow in this meeting. Nothing further needs to be addressed.

9. REVIEW EXISTING BUSINESS POLICIES

Data Sharing Agreement - There will be a separate administrative agreement between carriers and YHI which would incorporate a lot of detail of the policy and assign and establish duties regarding shared customer data. Hawley-Troxell along with YHI staff is drafting this agreement. This agreement is consistent with what is already being used in other states. Mr. Erstad suggested also reviewing other successfully-run state exchanges' policies and agreements.

Retention and Destruction Policy – Due to the nature of the Exchange’s records, a charge is being led to create stand-alone policies around privacy and security of data and customer information that follow the CMS guidelines. These policies will be brought back to Committee for review. Mr. Kelly mentioned that there are various policies and procedures that will need to be executed and reviewed as part of Federal law in creating a State Based Exchange. Part of the agreements will be presented to the Board next week. The Board will need to be aware that these agreements are being put in place. These agreements will not need Board approval as there are no dollar values associated with them, rather authority to execute these agreements will be delegated to the Executive Director with guidance of the Chairman of the Board and legal counsel.

Mr. Kelly mentioned review of the Delegation of Authority and Procurement Policy by the Finance and Governance Committees to clarify RFP and signature authority to lessen complexity of the procedures. YHI will work with legal to clarify delegation of authority in regards to the Procurement Policy. The Chair mentioned that no motion is needed at this time, however, legal and YHI staff will make all changes to the procurement policy to bring back to the Governance and Finance Committees for review.

Motion: Mr. Erstad moved to notify all YHI Committees that the charter review process is ongoing and all Committees need to send their recommendations of change to the Governance Committee for review before passing along to the Board for approval.

Second: Mr. Kreiling.

The motion carried.

10. BOARD TRAINING FOCUS AREA

Media Training - Ms. Olson expressed concern around bringing in media to tell YHI what they want, rather to bring in experts to provide training. The training should include the public information process, clean and clear messaging, legal training on public requests, Board responsibilities and interview training. This will serve the Board better in increasing their skill set. Rep. Rusche mentioned that having the media leading a discussion rather than a training may also be useful so as to understand the message format the media wish to receive from YHI. Mr. Erstad mentioned that he is provided with talking points for other groups which he is a part of. It may be useful to utilize the current Gallatin Public Affairs contract, and their former media staff members, to create talking points and help ensure a uniform message from YHI. It could also be helpful to provide a training session to allow for role-play using media interviewing technology. Rep. Rusche reminded that all Board members represent many different groups, and that training will help to create a cohesive message. The Chair suggested that the training last no longer than two hours as it will be part of a Board meeting.

Motion: Mr. Erstad moved that YHI staff and legal counsel proceed with developing a formal program for Media Outreach Board Training which will be held in November.

Second: Mr. Kreiling.

The motion carried.

11. CONFLICT DISCLOSURE FORM STATUS

Mr. Hamilton gave a brief update on the Conflict Disclosure Form. Legal has received several reviews of the form from the Board, and the goal is to receive all reviews by the Board meeting on August 20. It is imperative that all Board members send in their reviews, and this will be addressed at the August 20 Board meeting.

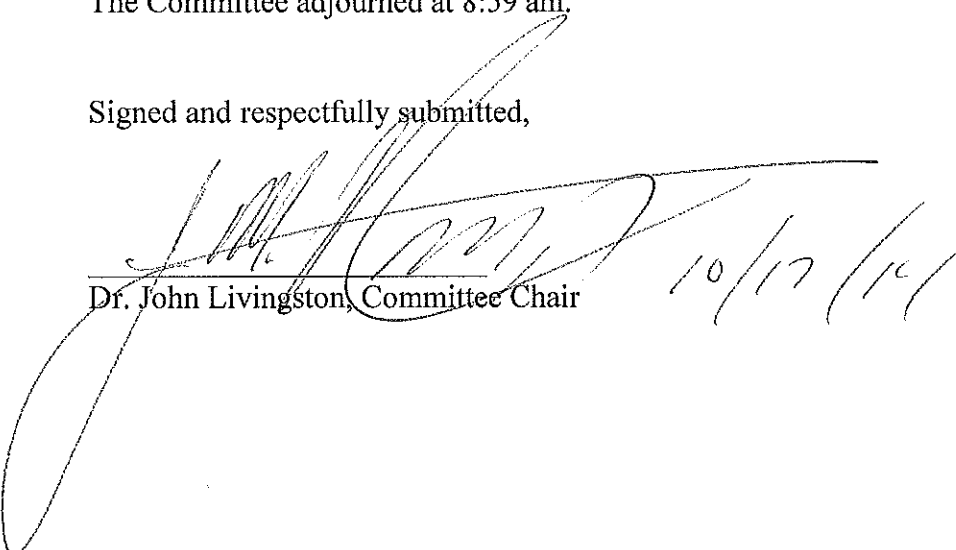
12. NEXT MEETING

The next Committee meeting will be held upon determination of the date of the September Board meeting. Mr. Kelly will follow up with Chair Livingston regarding the date of the September Board meeting. Ms. Fulton will send around a poll to determine next meeting date.

13. ADJOURN

The Committee adjourned at 8:59 am.

Signed and respectfully submitted,


Dr. John Livingston, Committee Chair

10/17/14