

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

**GOVERNANCE COMMITTEE
MINUTES
FRIDAY, SEPTEMBER 9, 2016**

1. COMMITTEE MEMBERS PRESENT

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

2. OTHERS PRESENT

- Mr. Pat Kelly, Your Health Idaho
- Ms. Cheryl Fulton, Your Health Idaho
- Mr. Kevin Reddish, Your Health Idaho
- Mr. Ryan Beckstead, Your Health Idaho
- Mr. Mike Stoddard, Hawley Troxell

3. CALL TO ORDER

Following proper notice in accordance with Idaho Code §74-204, the Governance Committee meeting of the Idaho Health Insurance Exchange (Exchange) was called to order by Dr. Livingston, Chair of the Committee (Chair), at 11:07 a.m., Friday, September 9, 2016, 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 Mr. Settles, Mr. Kreiling (via teleconference), and Rep. Rusche (via teleconference) were present, resulting in a quorum.

Senator Rice and Mr. Erstad were absent.

5. APPROVE PRIOR MEETING MINUTES

Motion: Mr. Settles moved to approve the minutes as presented from the June 8, 2016, Governance Committee meeting. **Second:** Mr. Kreiling. The motion carried.

6. REVIEW COMMITTEE ROADMAP

The Chair reviewed the Governance Roadmap which includes the annual review of Privacy & Security Documents and the Committee Effectiveness Survey.

7. REVIEW AGENDA

There were no changes made to the Agenda.

8. PRIVACY & SECURITY POLICY REVIEW

Mr. Reddish said as part of YHI's federal requirements, YHI is required to reevaluate its policies each year. There were two main focuses in looking at these which included breaking out the responsibilities from the departure of Mr. Owen from the IT Director position and splitting those between the Privacy and Security Officer and the Director of Operations. There was one change made, per CMS requirements, to YHI's Risk Management Policy around privacy.

Motion: Mr. Settles moved that the Governance Committee recommend to the Board the changes to the Privacy & Security Policies as discussed today. **Second:** Mr. Kreiling. The motion carried.

9. REVENUE OPPORTUNITIES

Mr. Kelly provided a summary of the website advertising approach which is covered in the Advertising Policy that was included in today's materials. When one defines "Front End", it is in reference to all pages before logging into one's account. The ads would only sit in the public space prior to login. That was a key consideration for YHI to ensure those ads were not visible during the plan selection process. The ads would appear in only three locations: across the top of the page, the left margin, and the right margin. This keeps it clean and not pop-up in nature.

Mr. Kelly said initially when YHI was looking at revenue opportunities, different options were evaluated, but this one has been being considered for six to nine months in an effort to make sure it is done correctly. YHI has had numerous discussion with legal counsel to ensure it is within YHI's public purpose and that it aligns with YHI's enabling legislation. There have also been discussions with the Attorney General's Office as well as CMS to ensure YHI is within the appropriate boundaries. The output of that is the Digital Advertising Policy, which ensures YHI remains within those legislative boundaries, both legally and constitutionally, and ensures how the team will evaluate who gets to place ads on YHI's website. Today the Committee is being asked to approve the Digital Advertising Policy and the form of the actual contract for purchasing ads, but not the decisions on who gets to purchase the advertising space. The decision as to who can purchase advertising will be left to YHI's Executive Director and Director of Outreach & Education, and depends on how that organization fits within the Board approved policy.

Mr. Stoddard, YHI's legal counsel, added that the overall purpose is to generate revenues within constitutional and statutory limitations in order to reduce the amount of money YHI needs to charge Idaho consumers through assessment fees.

Mr. Kreiling said that at the last Board meeting, and in other discussions about taking on the call center, some Board members noted concern that this advertising effort will distract from the integration of the support center. Mr. Kelly said YHI certainly wants to be mindful that there is sufficient staffing for the support center. The development would be handled by a vendor, oversight would be handled by YHI resources, and evaluation of advertisers would also be handled by YHI resources, but these would be resources that are not directly related to the integration of the support center. There would be good separation of duties in order to get the support center up and running.

Mr. Kelly said there were three primary areas that needed to be vetted. First is independence and the banner ads potential to create perceived endorsement of advertiser's products or services. There will be an interstitial pop-up alerting consumers that they are being redirected from YHI's website and that YHI does not endorse or recommend any of these products. The consumer would have to acknowledge that by clicking "ok" and then be redirected to that third party website. This will address the legal concern as well as the concerns from the AG's office. It is a bit cumbersome, but it is important that YHI maintains its' independence.

The second area is advertisers and content. YHI has articulated what type of companies and organizations can and cannot advertise on its website. At a high level, they need to be germane to the purpose of YHI, meaning insurance companies, carriers, agents and brokers, and non-profits. Obvious restrictions include alcohol, weapons, pornography, political, and tobacco related companies, among others. YHI will have the right to remove any content that is inappropriate or out of alignment with YHI's public purpose.

Mr. Settles asked about content and the difference between what is informative and what is a claim. Mr. Stoddard said those types of specific differences should not exist as they will not be applicable. The lines will be drawn on a case by case basis. Rep. Rusche wanted to ensure that YHI has the right to remove content. Mr. Kelly said yes.

Mr. Stoddard said there is broad discretion, but it is also important how it is implemented and that it satisfies the constitutional guidelines that are applicable to YHI as a government entity.

Mr. Kreiling asked if there were any tax implications and Mr. Kelly assured him that there are not and he added that he checked with YHI's audit firm.

The third area is funding. The front end was paid for via federal grant funds and YHI verified that there weren't any restrictions related to this. YHI has worked with CMS and they said as long as any ongoing costs related to this do not use federal dollars, this shouldn't be an issue.

Mr. Stoddard said YHI must ensure that advertising is aligned with YHI's purpose and Idaho's constitutional requirements. The first part of this, the subject of selling advertising space, has been addressed with the Board over the past month. It has to be ancillary and separate from YHI's activities. This clearly meets all of that. The second area of concern is that there is nothing that makes CMS uncomfortable, and that has been worked through on a federal level as well as a state level. The third area hasn't yet been addressed with the Board or Committees. The team has worked with the AG's office and checked to ensure first amendment issues were worked through.

Prohibiting certain types of advertising is important here to ensure no favoritism or endorsement. That is why the policy was created and why the idea of the interstitial pop-up was developed.

Motion: Mr. Settles moved that the Governance Committee recommend to the Board that the Policy regarding digital advertising presented to this Committee be adopted, that the related form of contract be approved for use, and that the Executive Director and staff are directed to implement such policy. **Second:** Mr. Kreiling. The motion carried.

Motion: Mr. Settles moved that the Governance Committee recommend to the Board that the Executive Director be authorized to enter into contracts with advertisers, such contracts being consistent with the proposed digital advertising policy and form of contract attached thereto.

Second: Mr. Kreiling. The motion carried.

Rep. Rusche left the meeting at 11:39 a.m. The Committee lost its quorum so the Committee meeting officially ended and the remainder of the meeting is considered unofficial discussion.

10. NEXT MEETING

The next meeting of the Governance Committee will be held in early December 2016.

11. ADJOURN

The Committee adjourned at 11:39 a.m.

Signed and respectfully submitted,



Dr. John Livingston, Committee Chair

DISCUSSION (unofficial business)

12. COMMITTEE EFFECTIVENESS SURVEY

Mr. Kelly shared feedback from the other Committees regarding their discussion. Overall, in respect to the frequency and length, the other Committees have agreed that the frequency is about right but that the time needed to cover all of the items on the agenda doesn't always align with the scheduled time for the meeting. YHI staff will work to more appropriately schedule based on content so that everyone's schedules are respected. In respect to written agenda's and materials and whether they are provided in advance, other Committee's had general agreement that has been very positive. Improvements to Committee's were really centric to topics that are Committee specific. For example, Marketplace would like to have more consumer experience centric discussions. Personnel suggested doing more to assist the Executive Director with the effort centering on the employee engagement survey. Finance was effective and had no specific improvements. O&E was also on target. Mr. Settles said in Finance there is a pretty good routine, the information is well presented, and the Committee is in a pretty solid routine. This Committee can vary and has more flex to it and it seems that the Committee always finishes within an hour.

Mr. Stoddard said in terms of the Committees and the review in December, does it make sense to examine the overall Committee structure, look at combining Committees or move things around? The Chair said yes, but with this Committee, it is a catch-all Committee. When there is a topic that doesn't fall under a particular spot, it is always given to the Governance Committee. The pre-meeting discussions around formulating the agendas has been helpful, has streamlined the process, and organizes the meetings better. He noted that no decisions or business is done, it just helps organize the meeting better. Mr. Kelly said in Marketplace, the focus has changed. It used to focus on the technology and moving forward it looks to be centering more on the consumer experience.