

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

**GOVERNANCE COMMITTEE
MINUTES
DECEMBER 15, 2014**

1. COMMITTEE MEMBERS PRESENT

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

2. OTHERS PRESENT

- Mr. Pat Kelly, Your Health Idaho
- Ms. Cheryl Fulton, Your Health Idaho
- Mr. Mike Stoddard, Hawley Troxell
- Mr. Gabriel Hamilton, 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 11:03 am, Monday, December 15, 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 Mr. Settles, Mr. Kreiling, Rep. Rusche (via teleconference) and Mr. Erstad were present, resulting in a quorum.

Senator Rice was absent.

5. REVIEW AGENDA

Motion: Mr. Kreiling moved to amend the agenda to move the Board Effectiveness Survey into Executive Session due to the confidential nature of the information.

Second: Mr. Settles.

The motion carried.

6. REVIEW COMMITTEE ROADMAP

The Chair reviewed the Roadmap and noted the quarterly schedule where applicable. Mr. Stoddard said the Annual Report to the Legislature is currently in review. Mr. Kelly added that there is not a date currently from the Legislature, but part of the legislation says “prior to January 31” so it will likely be sometime in late January. An additional meeting of this Committee will be needed prior to that to review the document.

There was some discussion about the possibility of two new Board members in 2015 and how the training might be relayed to them. A video taping of the training will be made available to new Board members.

7. POLICY UPDATES

Mr. Stoddard informed the Committee that there were some issues with the Documentation Retention Policy and so those will be deferred until January.

(a) Amendment to Public Record Policy

Mr. Stoddard said YHI is directed by statute to be certain that the Public Records Policy is in place and doesn't have any loopholes. YHI's mechanisms to have information related to privacy and security kept confidential and the manner by which that is done is of equal concern. Language was added to make sure any possible loophole was plugged.

Motion: Mr. Erstad moved that the Governance Committee recommend the Board approve the amendments to the Public Records Policy as presented at this meeting.

Second: Mr. Settles.

The motion carried.

(b) Amendment to the Document Retention Policy

This agenda item was struck from the agenda due to its complexity in nature in relation to the new security policies. It will be presented at the January meeting.

8. BOARD TRAINING REVIEW

Mr. Stoddard said the Board training will happen at the beginning (for the first hour and a half) of the Board meeting tomorrow. There are four sections of the Board Training:

(a) The first part will be presented by Mr. Stoddard and Brian Kane, Assistant Chief Deputy Attorney General. It will be a review of the Organizational Structure, Governmental Structure and Organizational Policies. This will include topics touching on rules for independent bodies, general review of Governance Structure, YHI policies and federal and state requirements.

(b) The second part will be presented by Mr. Kane and Betsy Russell from the Spokesman Review and Mr. Stoddard. It will cover applicability of public records laws, public records requests open meeting laws, Committee meetings subject to open meeting laws, Executive sessions and other specific areas of interest.

(c) The third part will be presented by Mr. Stoddard and Mr. Kane and will review Governance topics including Board member roles, duties and liabilities, conflicts and liability.

(d) The final section will include issues related to specific policy reviews like procurement, privacy and security and other items. This section will be presented by Mr. Stoddard and Mr. Kane.

The Committee discussed the timing of the presentations and the Chair suggested that the information for each section be presented followed by a comments period in order to keep the pace rolling.

9. EXECUTIVE SESSION

Motion: The Chair moved that the Committee enter into Executive Session pursuant to Idaho Code 67-2345 to consider records that are exempt from disclosure under YHI's Public Record Retention Policy and Idaho's Public Record Act pursuant to Idaho Code Section 67-2345 (1)(d).

Executive Session Roll Call: The Chair called the roll and determined that Mr. Kreiling, Mr. Settles, Rep. Rusche (via teleconference) and Mr. Erstad were present, resulting in a quorum. The Committee entered into Executive Session at 11:24 am.

The Executive Session ended at 11:59 pm.

10. NEXT MEETING

The next meeting of the Governance Committee will be held in January and will be dependent on the date the report to the Legislature is due. Ms. Fulton will send out a Doodle poll with suggested dates and times.

11. ADJOURN

The Committee adjourned at 12:01 pm.

Signed and respectfully submitted,



Dr. John Livingston, Committee Chair