

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

**GOVERNANCE COMMITTEE
MINUTES
DECEMBER 15, 2015**

1. COMMITTEE MEMBERS PRESENT

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

2. OTHERS PRESENT

- Mr. Pat Kelly, Your Health Idaho
- Ms. Cheryl Fulton, Your Health Idaho
- Ms. Jody Olson, 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 8:02 a.m., Tuesday, September 15, 2015, 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. Erstad, Mr. Kreiling, and Rep. Rusche (via teleconference) were present, resulting in a quorum.

Mr. Settles arrived at 8:04 a.m. Senator Rice was absent.

5. REVIEW COMMITTEE ROADMAP

The Chair reviewed the Governance Roadmap and noted that the Committee is tasked with reviewing and recommending the annual Board effectiveness survey, the annual Board training program, and the annual plan of operations. Looking forward, the Committee will meet in March where the results of the Board Effectiveness Survey will be presented and will review the Strategic Goals for the year.

6. APPROVE PRIOR MEETING MINUTES

Motion: Mr. Erstad moved to approve the minutes as presented from the September 8, 2015 Governance Committee meeting.

Second: Mr. Settles.

The motion carried.

7. REVIEW AGENDA

There were no changes made to the agenda.

8. ANNUAL BOARD EFFECTIVENESS SURVEY

Chair Livingston said that the last survey was conducted in June/July of 2014. The recommendation was made to delay this year's survey to allow sufficient time to determine the effectiveness of the technology and process enhancements deployed in 2015 during open enrollment. It would also allow additional time for evaluation from the Executive Director and the overall Board effectiveness.

The Chair said the questions are roughly the same as last year, except for one additional question around long-term strategy, to enable comparisons year over year. This year's survey will be conducted by Ms. Ball to ensure independent review of the results and comparison to the prior year. The survey will be conducted via Survey Monkey in January with results presented at the March 2016 Board meeting.

Motion: Mr. Kreiling moved that the Governance Committee recommend to the Board that the Board effectiveness survey be conducted as presented today.

Second: Mr. Erstad.

The motion carried.

9. ANNUAL BOARD TRAINING PROGRAM

Mr. Kelly said in trying to determine the appropriate path for Board training, Mr. Stoddard, Chair Livingston and himself have discussed holding a training session with the Board in a public meeting format, then break out into small groups to discuss key initiatives. There would not be a phone at the table recording each of the breakout groups, but if members of the public attend the meeting, they would need to choose which small group to sit with and listen to. Topics would be distributed in advance of the meeting. Once those groups disperse, they will present to the entire Board what was discussed within their groups and next steps. These breakout topics would be looking 2-4 years out into the future.

Rep. Rusche said this sounds more like a planning session than a training session. Mr. Kelly agreed that this is more strategic than operationally focused. Rep. Rusche asked if the newer Board members have been brought up to speed on regular training items. Mr. Kelly said when a new Board member is on-boarded, they go through a series of meetings with himself and Mr. Weeg to get background on YHI's history, the enabling legislation, and are directed to view the

board training from last year. Mr. Stoddard reviews all the legalities around the exchange related to media, open meetings, etc.

Mr. Stoddard said if the Governance Committee deems it appropriate to do, we could do a 30 minute refresher prior to the planning session. There have not been any particular issues in the past year. Mr. Kreiling would like to see a quick check in with the Board prior to the planning session, as well as conflicts of interest, media issues, etc. plus new Board members don't have the history, so that is important too. Mr. Erstad suggested we call it annual board training and strategic planning. Mr. Stoddard said we can pick and choose what we want to review and share some object lessons as well. Dr. Livingston thinks once a year is appropriate to present annually the enabling legislation, conflicts of interest, procurement, etc. Dr. Livingston said that having strategic discussion outside of Executive Session can be tricky. Mr. Stoddard said it would be difficult to find a reason to go into Executive Session so this needs to stay open and materials and topics should be developed with that in mind.

Motion: Mr. Erstad moved that the Governance Committee recommend to the Board approval of the annual Board training and strategic planning update as presented today.

Second: Rep. Rusche.

The motion carried.

10. ANNUAL PLAN OF OPERATIONS

Mr. Stoddard said that YHI's governing documents require an annual review and adoption of a Plan of Operations, which is comprised of all of the documents approved by the Board to date and that are still in effect, the annual budget, governance policies and charters along with the Committee and Board roadmaps. This year no material changes are proposed to the existing Plan of Operations. There were some minor changes that were previously approved by the Board which include updates to existing policies to reflect maturation of YHI's business and organizational structure and additional privacy and security policies were added to ensure compliance with CMS guidelines, MARS-e, and best practices. Mr. Kelly said some of those new privacy & security documents include the clean desk and mobile device management policies, which basically tightens things up in the privacy and security space. These will continue to evolve as we move through MARS-e V2.0 and CMS guidelines change or mature. The Plan of Operations overall serves us well and there have not been any structural changes. Mr. Stoddard added that this Committee is not charged today with adopting any new documents, just including in the Plan of Operations any new documents that have been added and approved by the Board throughout the year.

Mr. Settles asked about voting by email. Mr. Stoddard said that public body are not allowed to vote via email in the State of Idaho. YHI is an independent body corporate and politic created by the state legislature.

Motion: Mr. Kreiling moved that the Governance Committee recommend to the Board approval of the Annual Plan of Operations as presented today.

Second: Mr. Erstad.

The motion carried.

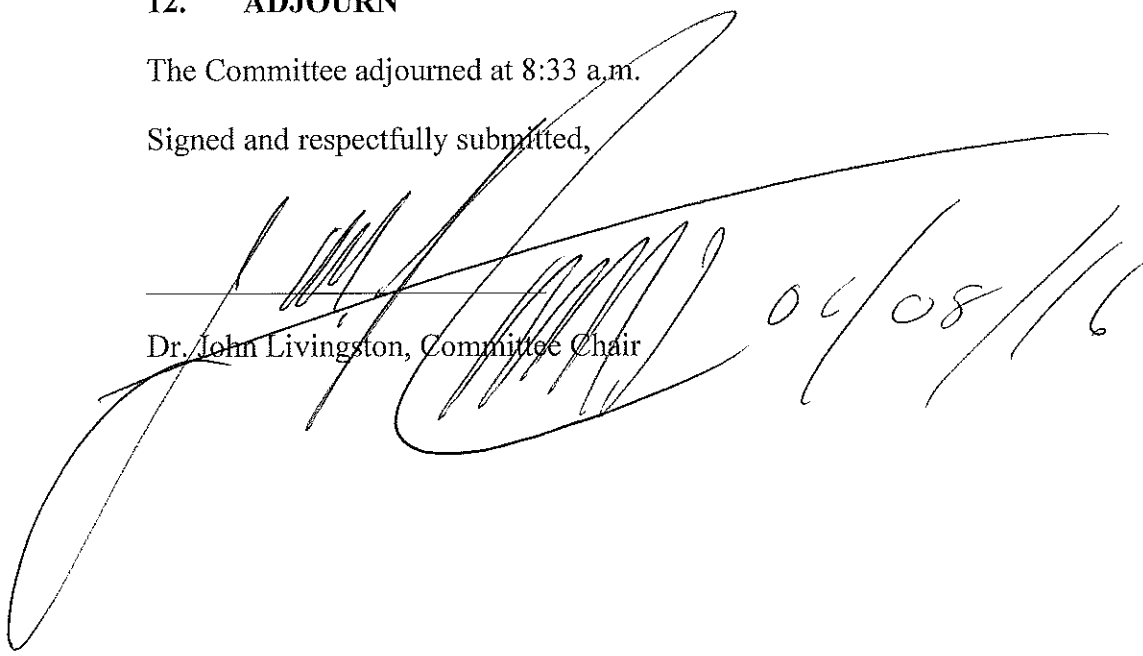
11. NEXT MEETING

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

12. ADJOURN

The Committee adjourned at 8:33 a.m.

Signed and respectfully submitted,



Dr. John Livingston, Committee Chair

04/08/16