Idaho Health Insurance Exchange
DBA Your Health Idaho

Governance Committee Minutes
Friday, March 3, 2023

Committee Members Present

- Ms. Margaret Henbest, Committee Chair
- Mr. Hyatt Erstad, Vice Chair (via videoconference)
- Senator James Rucho (via videoconference)
- Ms. Karan Tucker (via videoconference)
- Mr. Wes Trexler for Director Dean Cameron (via videoconference)

Others Present

- Mr. Stephen Weeg, Board Chair
- Mr. Pat Kelly, Your Health Idaho
- Mr. Kevin Reddish, Your Health Idaho
- Ms. Nichol Lapierre, Your Health Idaho
- Ms. Kelly Fletcher, Your Health Idaho
- Mr. Matt Fuhrman, Your Health Idaho
- Mr. Mike Stoddard, Hawley Troxell
- Ms. Tresa Ball, HR Precision
- Mr. Shawn Miller, Best Day HR (via videoconference)

1. Call to Order

Following proper notice in accordance with Idaho Code Section 74-204, the Governance Committee meeting of the Idaho Health Insurance Exchange (Exchange) was called to order by Ms. Henbest (Chair) at 12:06 p.m., Friday, March 3, 2023, at the offices of Your Health Idaho. In accordance with Idaho Code Section 74-203 (1), the meeting was open to the public and streamed in video conference format via GoToMeeting and the Idaho Public Television web site. Members of the public were encouraged to access the audio stream by dialing into a telephone number and view the materials by accessing a meeting link that were included in the notice of meeting posted on the Exchange Board’s website, social media platforms, and at the meeting location.
2. Roll Call

Chair Henbest called roll and determined that Mr. Erstad, Ms. Tucker, and Mr. Trexler (for Director Cameron) were present, resulting in a quorum. Senator Ruchti joined at 12:13 p.m. Ms. Hart was absent.

3. Prior Meeting Minutes

Chair Henbest asked if there were any changes to the minutes from the prior meeting and there were none.

Motion: Mr. Erstad moved to approve the meeting minutes from the December 2, 2022, Governance Committee meeting as presented today. Second: Ms. Tucker. The motion carried.

4. Review Agenda

Chair Henbest reviewed the agenda, no changes were made.

5. Review Roadmap

Chair Henbest reviewed the roadmap, no changes were made.

6. Team Member Engagement

Ms. Fletcher reported that Your Heath Idaho (YHI) has been selected as one of the 2023 Top Companies in the Treasure Valley. Selection was based on a team member survey that was administered by the Top Companies group in December 2022. The majority of the survey was made up of 77 questions that could be answered using a five-point scale ranging from strongly agree to strongly disagree. The response was over 87% agreement.

Chair Henbest asked if there had been any surprises in the survey results.

Ms. Fletcher responded the biggest surprise was the category outcomes. Physical work environment ended up being the lowest scoring category. The top category was role satisfaction with 91% agreement, followed by leadership with a 90% agreement rate.

Ms. Fletcher continued, saying we conducted a second Employee Net Promoter Score (eNPS) survey in February. This survey measures team member satisfaction and loyalty with a brief two question survey, along with the opportunity to give open-ended feedback. It is anonymous and administered through BambooHR. Scores can vary from -100 to +100, with any score greater than 30 categorized as “very good.” In November,
our response rate was 77% and our overall eNPS was 54. The response rate in February was 82% with an overall eNPS of 31.

New trends in the responses for promoters include mention of benefits provided by YHI. Trends in the neutral responses indicated a desire for consistency in training, as well as cross training. New responses from detractors were a desire for a pay audit to address market rates and cost of living. Repeat comments in the promoter category were that our team likes the people they work with, the culture, leadership and atmosphere at YHI. Neutral response repeats were the desire for training for growth in the organization, along with remote work opportunities. A consistent theme across the detractor population was a desire for better communication across the organization. Ms. Fletcher said a good thing about eNPS is that as we gather data across years, it will allow us to compare quarter to quarter.

Chair Henbest asked Ms. Fletcher to share her thoughts on the difference in scores from November to February.

Ms. Fletcher replied that when interpreting results from surveys, whether it be Gallup or the Top Companies survey, it is important to take into account what is happening at that point in time in the organization, the community, and the economy. She said that when the first survey was completed in November, even though it was Open Enrollment (OE), things were going pretty good and had not yet been very stressful. By the time we did the second survey in February, we were through OE and people had had time to reflect on things that could have gone better. It is also important to note the impact of temporary team members, as their experience within the organization is different from those who have been here longer.

Chair Henbest asked if temporary employees had participated in both surveys.

Ms. Fletcher responded that while there were temporary employees in both surveys, there were fewer in February than there had been in November.

Mr. Kelly added that while we are mindful of survey fatigue, it is important to do these surveys each quarter to learn the seasonality of the business and how team members are feeling at different times of the year. He noted that going from a 54 to a 31 was a 43% decline, which prompted us to look more closely at the potential causes. Just prior to the survey, we had deployed some new operational practices and had some conflict in that same department. While we need to pay attention to the survey responses, it is important to note that there were some environmental things occurring at the same time. We will keep this in mind when we review the next survey, which will be in May. If we look at the eNPS decline and exclude that one area, it only declined 12%.

Chair Henbest asked if the plan was to repeat the eNPS, Top Companies, and Gallup surveys through the year.
Ms. Fletcher replied that we will definitely do the Gallup survey as we have so many years’ worth of data there. eNPS will be done every quarter. Regarding Top Companies, we are not sure if we will do that again, as we had to apply for it.

Chair Henbest asked if we knew where we ranked in Top Companies.

Mr. Kelly responded that we do not know where we are in the rankings, only that we are a Top Company. The event is on March 30, and we will find out then.

Ms. Ball added that there tends to be a point of diminishing returns regarding surveys. While the information gathered from the Top Companies survey is valuable, she would not recommend doing it annually.

Chair Henbest asked if we were receiving the information we need from the eNPS and Gallup surveys.

Ms. Fletcher stated that the eNPS survey is free and quick to complete and offers a good pulse check. The Gallup survey questions are more in depth, as are the Top Companies questions. We should consider doing the Top Companies survey again moving forward, maybe every other year.

Ms. Fletcher continued, saying YHI will conduct stay interviews in March 2023. Stay interviews are conducted to help managers understand why team members stay and what might cause them to leave. The goals of these interviews are to increase team member engagement and reduce turnover.

In 2021, YHI deployed total compensation conversations with each team member with the goal of increasing understanding of individual total compensation components. We have found these conversations to be valuable, so they will continue this year and be completed in March 2023.

Chair Henbest commented that since we hold total compensation conversations annually, she was surprised to see the comments regarding a pay audit and cost of living in the surveys. She asked if we needed to start addressing pay in a different way.

Ms. Fletcher replied that total compensation conversations are only held once a year, so it may be that the info is not top of mind for team members. She said we will think of things we can do to help keep total compensation top of mind year-round.

7. Flexible Work Policy

Mr. Kelly began by saying one of the key initiatives we began to discuss last summer was how YHI can address team members’ desires for remote and hybrid work environments. YHI is a unique work environment, with our own privacy and security structure and exposure to consumers’ personal identifiable information (PII). We wanted to make sure that when we created this policy, we were addressing the needs of our team. Last July, we
deployed a survey regarding remote and hybrid work. Respondents were given several options and asked to rank them. The three highest-ranking options were: 1) Work four ten-hour days per week. 2) Work from home one or two days per week. 3) Flexi Fridays, which would be closing YHI at 1:00 p.m. each Friday, outside of OE. We then asked the reason for selecting each option. The most common responses were that with four tens, you get a three-day weekend. Remote work has the perception of fewer distractions and in both scenarios, less commuting and flexibility for appointments were common reasons. Interesting to note is that about 15% of respondents were not interested in either scenario, indicating they prefer coming to work.

After the survey results were compiled, Mr. Kelly and his team created and considered many options which were distilled to three options. Anytime someone works remotely, it generates an audit finding and creates privacy and security risks. It is also challenging to implement and have it feel fair to everyone. Working four tens avoids privacy and security risks but not everyone can be productive during a ten-hour day. This option also necessitates frequent schedule changes which can be challenging to administer. Flexi Fridays ended up at the top of the list because it avoids privacy and security risks, everyone gets to participate, and it is operationally easy to implement. We recognize that Flexi Fridays does not address everyone’s needs, so we are implementing a pilot program where we will combine Flexi Fridays with four tens. Flexi Fridays was implemented in February and has been well received. In May we will implement four tens and let team members opt out if they do not wish to work longer days. Those people will continue to work five days per week and participate in Flexi Fridays. Since we are not implementing four tens until May, we have time to work out how to ensure we have enough people at the right times of the day to address inbound customer volume.

Chair Henbest asked for an explanation of what an audit finding was with regard to someone working from home.

Mr. Reddish explained that when people work from home, they are in an environment that has not been assessed and YHI cannot attest that a consumer’s PII has not been seen or overheard. The audit finding is where we note the occurrences where we cannot attest if PII was kept private or not.

Chair Henbest asked if a PII violation would make a team member ineligible for remote work.

Mr. Kelly responded, saying our Customer Advocates (CAs) are assessed in several ways, one being their performance in our phishing campaigns. Their quality of performance is also assessed when they verify the identities of consumers who call us. If someone were to score poorly in these assessments, it is an indication that they might not be as careful with PII in a remote setting. It is important to us to keep team members’ performance private, so if someone was not allowed to work remote it would cause questions from other team members. Mr. Kelly said he and his team ultimately felt that it would not be possible to implement remote work in a way that would be equitable for everyone. He added that all team members, including himself, participate in phishing
campaigns and if anyone fails them, their privilege to work remotely would be questioned.

Chair Henbest referred to Ms. Fletcher’s earlier comment that the purpose of stay interviews was to reduce turnover. She asked if turnover and retention were tracked and if there had been a noticeable difference since YHI started conducting stay interviews.

Mr. Kelly replied that yes, turnover and retention are tracked. Due to the economic dynamics that have overlayed the same time period, meaning the pandemic and the Great Resignation, it would be impossible to separate the impact those things have had on employee retention at YHI.

Chair Henbest asked the committee for opinions on the committee receiving an annual retention and turnover report.

Ms. Tucker said she thinks it is a great idea and would help us get a sense of where we are.

Mr. Erstad commented that clients of his have said they are seeing an increase in employment applicants and asked Mr. Kelly if YHI was seeing that as well.

Ms. Ball cautioned that different organizations have different turnover and benchmarks. It is not a good idea to compare turnover rates between companies. However, looking at historical trends within one organization is valuable.

Mr. Kelly spoke to Mr. Erstad’s question and said that the volume of incoming resumes is slightly up but nothing dramatic. The Great Resignation and overall unemployment rate in Idaho contribute to a higher turnover rate in general and YHI is not immune to that. He said we will present those numbers in June, although there may be challenges to present some details under Open Meeting Laws, but we will work to navigate those challenges.

8. FY24 Compensation and Staffing

Mr. Kelly said that while the Finance Committee has the overall responsibility to review YHI’s budget, the Governance Committee is responsible for both the compensation portion of the budget and the associated headcount. The proposed budget is aligned with our strategic goal of 125,000 in 2025.

Chair Henbest asked for confirmation that this goal was originally staged over three years.

Mr. Kelly said that was correct, and that last year’s budget assumed that Medicaid Continuous Coverage (MCC) would end in 2022 and our OE23 enrollment goal was 96,000. With MCC not ending until 2023, we achieved 94,000, which is about 91% of that goal. According to the rough numbers in the current budget, we are looking at about
115,000 for the end of OE24 next year and 126,000 for the following year, projecting a little higher than 125,000 to help ensure we meet that goal. The end of MCC will cover a big portion of that. We continue to see good traction from real-time eligibility (RTE) and Always Present Advertising. The extension of enhanced subsidies through the end of 2025 helps with affordability as well. Something we learned this year is that consumers are finding their relationship with their agent or broker more and more important. Retention for someone with an agent or broker is significantly higher than those without.

While some of the staffing challenges that we faced last year have subsided, the market remains competitive and we still find it challenging to fill open positions. Our compensation policy states that we provide compensation that is market competitive, internally equitable, and enables us to retain and motivate highly qualified employees. Compensation actions taken at the end of the last fiscal year helped slow turnover and increase team member satisfaction. Market and economic realities have slowed over the past year but remain challenging when trying to retain and attract a highly qualified workforce. The end of MCC has placed increased demands on the organization and we have had steady call volume all day, every day since the middle of February.

The fiscal year 2024 (FY24) budget assumes headcount at previously budgeted levels, plus one operations analyst and two customer advocates. Automation has allowed enrollment to grow at a faster pace than the headcount for customer facing roles. To put that into perspective, about 70% - 73% of our customers had zero contact with YHI during the last OE. As people get more comfortable with the automated systems, we can increase enrollments without adding a corresponding increase in headcount.

Included in the compensation plan is a merit pool of 3%, which is consistent with current practices and historical norms. Market is currently proposed at 2% and reflects national economic trends and growth in the Treasure Valley. Given market dynamics, YHI requested a market compensation analysis for specific roles from HR Precision, which helped inform the 2% market pool. However, compensation pressures continue and an additional 1% to market would be helpful in attracting and retaining the talent needed to achieve our goals. It would cost about $45,000. Employee benefits assume 15% growth in medical, while increases in dental, vision, and supplementary benefits have historically been relatively small.

Chair Henbest asked Ms. Ball and Mr. Miller for comments on the compensation pools.

Ms. Ball said that most companies are at a total of about 5%, having reverted back from having such high rates last year.

Mr. Miller said that is consistent with what he is seeing, and it is important to note that since YHI has kept up with the market rate, the number is not as high as it could be.

Chair Henbest stated that we have increased the compensation pool the last couple of years and she thinks that this year, we should stick with something more normative and see what happens. She asked the committee for their thoughts.
Ms. Tucker said currently, YHI is financially strong. A 1% increase to the compensation pool would have a small impact to the budget but it could make a big difference to team members.

Mr. Kelly added that although the Board approved a 10% compensation pool last year, we only used about 8%. It would be good to keep that in mind, as well as the economic dynamics that continue to impact everyone.

Mr. Kelly stated we have run two scenarios regarding variable pay. He reminded the committee that variable pay is the program where we compensate team members based on performance for our operational goals. In the first scenario, managers and above would be increased by one percentage point and the total cost of this change would be $9,200. The second scenario is identical to the first, with the exception of the separation of the supervisors from the rest of the team, moving the supervisors up one percentage point and leaving the team as is. The cost of this change would be $5,250. These changes are linear, so if the committee wanted to discuss a 2% change, the cost would simply double.

Chair Weeg asked why the second scenario costs less than the first.

Mr. Kelly replied that if you were to make the change to separate supervisors from the team and make the 1% change for everyone else, you would add the two together for a total cost of $14,450.

Chair Weeg said that he likes the idea of making changes to the variable pay. He thinks that being able to increase that percentage is important, even if we do not increase the compensation pool.

Chair Henbest asked Mr. Kelly what his recommendation was.

Mr. Kelly replied that the increase in market would affect everyone, while the changes to variable pay would only impact managers or supervisors and above. His recommendation is to do the 1% market and separate the supervisors from the team members, for a total cost of about $60,000. To put that in perspective, the FY23 budget was approved at a deficit of $677,000. This year we expect to beat that budget by at least $500,000. The proposed budget for FY24 is about $20,000 negative for net operating income, so the numbers are comparable.

Mr. Kelly reviewed the staffing org chart, highlighting the new positions.

**Motion:** Mr. Erstad moved that the Governance Committee recommend to the Board approval of the Strategic Staffing Plan for FY24 as presented today. **Second:** Ms. Tucker. **The motion carried.**

**Motion:** Ms. Tucker moved that the Governance Committee recommend to the Board approval of Merit of 3% and Market of 3% as presented today. **Second:** Mr. Erstad. **The motion carried.**
9. FY23 Goals Update

YHI’s Idahoans’ Experience goal is comprised of our Net Promoter score (NPS) measured both during and outside of OE. NPS at the end of OE was 69, compared to a goal of 43, which is 100% outcome. Outside of OE, NPS is 65, which is also trending at a 100% outcome.

Pertaining to our Retention and Enrollment goal, Mr. Kelly reported that OE ended this year with enrollment just short of 94,000, which is 91% for that goal. Auto-renewals ended at 99.9% and enrollments are trending above last OE.

Our Risk Management goal is made up of two parts. The first part is related to our phishing campaigns. Period to date response rates are 0.6%, which is 100% outcome. Proper reporting is at 93%, which is 60% outcome. The other part of this goal is brand image, which is measured via the annual customer survey. We measure the differential between those who see us favorably and those who see us unfavorably. We had a +70-point differential, compared to a goal of +59, so that is 100% outcome.

We still have a few months to go before the Low Cost Promise goal is final, but we are on track for 100% outcome.

Employee Engagement is measured on the Gallup Q12 survey that will be deployed in May. We are working toward that goal with eNPS and Top Companies surveys, stay interviews, total compensation, and monthly one-on-one meetings with managers and team members.

10. Board Strategic Goal Planning and FY24 Goal Concepts

Chair Henbest said at the December Board meeting, there was a discussion about strategic planning, and it was decided that Board members would have discussions about strategic initiatives that they were interested in and then share that information with the YHI team. The intent was to develop multiple year, strategic priorities with some annual objectives. The six goal topics that were submitted are increase enrollment, enhance partnerships, enhance presence and communication, fiscal stability, succession planning, and staff satisfaction, development, continuity, and retention.

Chair Weeg stated that building on strengths was something that was discussed. He said that our core goals of low cost promise, excellence in customer service, and enrollment growth are solid. We have completed some initiatives like RTE so it is time to start thinking about the next stages in our growth and development.

Mr. Kelly said that his team was able to have a retreat in February to discuss the items suggested by the board and also to work on leadership development. Many of our goal categories have not changed, so we analyzed them, asking if we need to freshen them up, are there too many, or if we are focused on the right things. We distilled the list of suggestions from the board down to three items that can have variable pay attached to
them. They are customer experience, enrollment growth, and fiscal sustainability. In addition, we discussed simplifying the variable pay goal structure by only having three goals and introducing the concept of individual accountability. We are proposing three goal categories for FY24. While we still plan to focus on the other two goals, only these three would be connected to variable pay.

First up would be working toward a Flawless Customer Experience. This would be measured by NPS as an overall companywide goal but introduce an individual responsibility component which would largely be based on a team member’s quality scores. The highest performers will earn a little more than the average, with standards and performance metrics to help us quantify that. Brand Image would be moved to the Flawless Customer Experience.

Chair Henbest commented that Mr. Kelly had referenced individual quality scores earlier and asked what goes into those.

Mr. Reddish said that the quality analysis is based on things like whether or not the CA followed PII procedure correctly, handle time, and pace. Sentiment and empathy are also part of the score.

Chair Henbest asked if there were industry standards to these scores and if we could compare similar metrics with other exchanges.

Mr. Kelly said that the answer is likely no. Our Director of Customer Experience, Mr. Vernon, created much of our performance management program. GetInsured runs the support centers for Nevada and Pennsylvania, but they do not have the same focus on PII and empathy that YHI does.

Chair Henbest asked when our quality program was started.

Mr. Kelly replied that YHI launched the support center in September 2016 and the formal quality program followed shortly thereafter. We have data from the beginning of the program but the criteria and how we measure quality have evolved over time, due to both our business practices changing and the things we have learned along the way.

Chair Henbest had questions about the weighting of variable pay and how it is linked to an individual’s performance.

Mr. Kelly explained if we were to move forward with these three components, each team member would receive a weighting of their goals based on their role at YHI. The intent is to incent the right behaviors in each team member’s day to day work.

The second goal we are proposing is Enrollment, which aligns with the board’s strategic feedback and is critical for all of our goals.

The final goal is our Low-Cost Promise, which is maintaining focus on net operating income performance compared to budget.
With all of these goals we would set baselines and expect improvement from those baselines, which would then trigger a variable pay payout. If the Committee approves of these, we will bring them to the Board. There is no formal action taken until June, when we come back with metrics assigned to the goals.

The other two goals, Risk Management and Employee Engagement, would shift from variable pay to an emphasis on individual responsibility.

Phishing, which is part of Risk Management, remains the single largest risk vector for YHI. As stated, we would like to focus more on individual accountability. An example of a way we might do that is if we do five phishing campaigns, a team member would get a $20 gift card for each phish they caught. If they catch all five, maybe they get a $50 gift card, whereas a team member who only caught a few of them would get less money. We are early in designing this process and this is just an example of what it might look like.

In the Employee Engagement goal, we have added career web. You often hear career ladder, but career paths are not always vertical. We liked the concept of a career web that gives everyone the opportunity to grow without necessarily having to move vertically or horizontally in the organization. This idea came from the feedback that we got from the board around strategic concepts. We are not sure what the incentive for this goal would look like, but if the committee is generally supportive of these goals, we can work that out between now and the June meetings.

Ms. Ball asked if the five goals get separated as is being proposed, would the two that are not in variable pay still have dollars attached but be separate from variable pay, or should they be left in variable pay because of that.

Mr. Kelly replied the idea is still very conceptual, and this would need to be worked out.

Ms. Ball asked how a non-customer facing role would be weighted on customer service.

Mr. Kelly gave the example of Ms. Lapierre and her team being responsible for communications and talking points. If they do not provide clear communications such as accurate talking points for CAs, the customer experience will not be flawless. Ms. Lapierre and her team would have lower weighting on that goal, but everyone at YHI contributes to the goal in some way.

Chair Henbest remarked that when we created some of these goals ten years ago, Low Cost Promise meant that we were functioning below the federal rate. She asked where that stands.

Mr. Kelly replied that we are lower than any other state by a long shot. The federal exchange’s assessment fee for plan year 2023 (PY23) is 2.75%. The Notice of Benefit and Payment Parameters (NBPP) proposes the federal exchange’s rate for 2024 at 2.5%. YHI’s assessment fee is at 2.49%, so we are lower, although not substantially. He continued that not only does YHI provide excellent service, but the exchange has a
positive economic impact across the state. While our annual revenue is only $10 million or $11 million, the premium dollars that we support are in close to $500 million. While we are close to the cost of the federal exchange, we deliver a much greater value than healthcare.gov would in the state of Idaho. He added that the projections show that if things go the way they are expected, we could reconsider the assessment fee for PY25.

Chair Henbest asked if Mr. Kelly had said that the federal exchange had lowered their rate.

Mr. Kelly said that was correct, however he added that there is an important dynamic to understand. Generally, premiums on the federal exchange have been going up. When premiums go up, your percentage can go down and you can have more revenue dollars. Through the hard work of the Department of Insurance (DOI) and the carriers, our rates have been stable or going down. Our assessment fee is going up to account for some premium declines and the impacts from protected Medicaid. As our enrollments grow and protected Medicaid is no longer affecting them, we will be able to consider lowering the fee in the future.

Chair Henbest stated that she would be interested in more granular detail of what goes into the quality assurance scores and Mr. Kelly said that he would provide that information to the committee.

Mr. Erstad asked for the status on the situation with the end of MCC and the letters that are being sent.

Mr. Kelly replied that the Department of Health and Welfare (DHW) has said that there are about 150,000 individuals who are on protected Medicaid. They have divided them into groups of about 30,000 and expect to send re-evaluation notices to those groups one at a time over the next six months. The first group was sent on February 1, the second group on March 1, and they will continue in that manner until the last group is sent on July 1. The daily enrollments have been small, but they are growing exponentially. As of this morning, we are at about 650 enrollments, and we expect to have about 10,000 over the coming months. We will have a more comprehensive update at the Board meeting.

Mr. Erstad asked if any of the enrollments are producer-assisted.

Mr. Kelly replied that the bulk of them so far have been broker-assisted. We have taken steps to ensure that consumers have access to work with an agent or broker. Further down the road we will have paid advertising and a series of outreach campaigns that will start on April 1 and continue for several months.

Mr. Erstad asked if DHW was the first point of contact for these consumers.

Mr. Kelly said yes and added that we are encouraging everyone to complete the reevaluation with DHW. Some people come directly to us but the preferred path is through DHW.
Ms. Ball added that she thinks an additional variable pay goal regarding the career web could be considered for people with direct reports.

11. MARS-E Audit

Due to time constraints, the Minimum Acceptable Risk Standards for Exchanges (MARS-E) audit was not presented in great detail. Mr. Kelly explained that it is a request to exercise an extension and it can be taken to the board.

12. Board and Committee Tenure

Mr. Kelly stated that Mr. Erstad’s term as Board Secretary has expired, and a new Secretary will be voted on at the upcoming Board meeting. There are no other terms expiring with the exception of Mr. Settles’ term as Board Treasurer, which will expire in 2024.

13. Executive Director Evaluation Process

Mr. Kelly explained that the process for evaluating the Executive Director is the same as it has been for the last several years and Mr. Miller confirmed that statement.

14. Executive Session

**Motion:** Chair Henbest moved that the Committee, pursuant to Idaho Code Section 74-206(1), convene in Executive Session to consider the evaluation of an employee pursuant to Idaho Code Section §74-206 (1)(b).

**Executive Session Roll Call:** Chair Henbest took a roll call vote and determined Mr. Erstad and Ms. Tucker were present and agreeable, resulting in a quorum.

The committee entered into executive session at 2:01 p.m. and reconvened at 2:20 p.m. No final actions nor decisions were made while in executive session.

**Motion:** Chair Henbest moved that the Governance Committee recommend to the Board an executive long term incentive plan, contingent on alignment and agreement of long term and short term strategic goal identification. **Second:** Mr. Erstad. The motion carried.

**Motion:** Chair Henbest moved that the Governance Committee recommend to the Board target variable pay percentage as follows: directors - 8%, managers - 7%, and supervisors - 6%, with the team remaining at the current rate of 5%. **Second:** Ms. Tucker. The motion carried.
15. Next Meeting

The next Governance Committee meeting will be in June. Ms. Sparks will send a Doodle poll for availability.

16. Adjourn

There being no further business before the committee, the Chair adjourned the meeting at 2:23 p.m.

Signed and respectfully submitted,

Margaret Henbest, Committee Chair