



**Idaho Health Insurance Exchange  
DBA Your Health Idaho**

**Governance Committee Members  
Tuesday, August 30, 2022**

**Committee Members Present**

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

**Others Present**

- Mr. Pat Kelly, Your Health Idaho
- Mr. Kevin Reddish, Your Health Idaho
- Ms. Nichol Lapierre, Your Health Idaho
- Ms. Kilee Lane, Your Health Idaho
- Ms. Kelly Fletcher, Your Health Idaho
- Mr. Bobby Vernon, Your Health Idaho (via videoconference)
- Mr. Matt Fuhrman, Your Health Idaho
- Ms. Julie Sparks, Your Health Idaho
- Mr. Mike Stoddard, Hawley Troxell
- Ms. Tresa Ball, HR Precision

**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 11:00 a.m., Tuesday, August 30, 2022, 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 Senator Nelson were present, resulting in a quorum. Mr. Trexler (for Director Cameron) joined via videoconference at 11:31 a.m.

### 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 June 1, 2022, Governance Committee meeting as presented today. **Second:** Ms. Tucker. **The motion carried.**

## 3. Review Agenda

Chair Henbest reviewed the agenda, no changes were made.

## 4. Review Roadmap

Chair Henbest reviewed the roadmap, no changes were made.

## 5. Human Resources Update

### a. Gallup Q12 Engagement Survey

Ms. Fletcher began the HR update with a review of the results for the Gallup Q12 survey. The Gallup Q12 employee engagement survey was first used by Your Health Idaho (YHI) in 2016 and has been used every year since. It is a 12-question survey that measures the strength of a workplace by measuring employee engagement. The survey was deployed the week of July 18 to 63 team members who have been with YHI for at least 60 days and had 100% participation. The overall grand mean score increased 3%, from 4.35 to 4.47 and we have observed a general upward trend since 2016 when we first began using the survey.

In the past, YHI utilized the Employee Engagement Task Force to address opportunities identified by the survey, but time-to-respond was a drawback. To be more responsive, a second survey was deployed immediately following the Gallup survey to get more timely feedback on areas of opportunity. The participation rate for this survey was 80%. The information gained from this survey not only allowed for timelier follow-up but enabled us to focus on team members' needs and ask open-ended questions. The results were discussed with team members at our monthly manager meeting, the Round Up, and All Hands

meeting, and they were encouraged to engage in dialogue and make sure to follow up on any issues that were brought up.

To promote understanding of the Gallup questions and emphasize their importance, we will continue this conversation over the next several months by discussing it at Round Up and All Hands Meetings, utilizing the Insider for posts, and hosting Lunch and Learns.

Ms. Tucker asked if the follow-up survey asked for details on all the questions or a specific few.

Ms. Fletcher replied it focused on certain questions.

Mr. Kelly added that the questions that were focused on in the follow-up survey were questions where we had scored lower, or the responses did not make sense. For example, when we deployed the survey, we had just finished annual reviews so we should have received a solid score of five on the question "In the last six months someone has talked to me about my progress." These follow-up questions were so we could get direct feedback from team members. To avoid influencing the answers, a dialog box was provided for responses and Ms. Fletcher and Ms. Lapierre consolidated those responses to find themes we could act on and, in some cases, we have already followed up. In the case of the 1:1 reviews we are making sure that the correct process is being followed. Regarding the question about people feeling as if their opinion counts, people just want to know that they were heard, so even if their idea is not implemented, we need to make sure we follow up with them.

Chair Henbest commented that we had some team members leave the organization in May and June and questioned if the Gallup survey was done after those departures.

Mr. Kelly confirmed that the people who departed in May and June did not take the Gallup survey, however, when people leave YHI, we always offer an exit interview which provides meaningful feedback.

Chair Henbest stated employee engagement would likely change depending on tenure within the organization and asked if we tracked engagement with relation to tenure.

Mr. Kelly said that he was not sure how to directly correlate tenure to score, but an interesting thing that we have noticed is that, particularly in the support center, we have people who have been here five or six years and people who are relatively new, but not many people in between. As the year progresses and we continue to work on these areas, we may get a better indication of how tenure impacts engagement when we do the survey again next year.

Chair Henbest observed that with a score of 4.47 out of a possible five, it will be difficult to make much of an improvement moving forward. We may need to consider whether this is still the right tool.

Mr. Kelly replied that the value in the Gallup survey is that we have trending and historical measures. We also do this survey at the department level so we can track different areas of the company. Some of those opportunities get muted at the overall company level, but that is what the follow-up survey is for.

Mr. Erstad said he thought that there may be some movement with questions four and five (“In the last seven days, I have received recognition or praise for doing good work” and “My manager, or someone at work, seems to care about me as a person.”) because of the number of new employees. He added that otherwise it is consistent and that we are doing a great job.

Mr. Kelly said that question five was one of the two that saw a measured decline year over year. When people have not been here long enough to develop those relationships, it could definitely influence the answers to that question.

Ms. Fletcher added she thinks the survey continues to be a valuable tool and guidepost. It is a fantastic way to focus on what is important and keep the messages going throughout the year.

#### **b. Team Member Engagement**

Ms. Fletcher said our annual Team Member Engagement week was held August 15-19 and was planned by our wellness team. We had five days of activities and team member recognition including themed dress-up days, treats, contests, and prizes. Our annual cornhole tournament finished up during that week. We ended with a lunch on Friday and closed early, giving the team a head start on their weekend.

Ms. Fletcher moved onto a review of the current hiring climate, saying that culture can be a differentiator in the current job market and that has been highlighted during recruiting. Candidates often speak of their positive experiences as a customer of YHI, which speaks highly of our team and culture and how it comes through with our agents. Because compensation is still a challenge with hiring, YHI will provide a total compensation letter to new hires starting in September 2022 to help people realize that their total compensation is much more than just their wages.

Ms. Tucker asked if Ms. Fletcher felt as if total compensation statements help employees to realize just how much they are getting.

Ms. Fletcher replied that it is a useful tool for job seekers to use when comparing multiple offers. The letters will include a graphic which is a great visual enhancement.

Mr. Kelly added that total compensation letters will be a critical tool for new hires. When it comes to current employees, the reactions have usually been expressions of surprise at how comprehensive and significant it is. It also helps with retention, particularly when people leave for an extra dollar an hour then realize that they may actually be making less because of the benefit structure. We have also learned that it helps inform people of an opportunity to participate in a program that they previously did not know about, such as a Flexible Spending Account (FSA).

Mr. Erstad asked who generated the total compensation letters.

Mr. Kelly replied the YHI team creates them. In order to do the correct calculations, data must be pulled from multiple systems. We put it in a letter with a pie chart and define each element. PTO is listed separately.

**c. Remote / Hybrid Work Policy**

Ms. Fletcher stated remote work continues to be a theme with both our current team and potential candidates. As we work to develop a remote / hybrid work policy, we want to make sure we understand the needs of the team. With this in mind, we deployed a remote / hybrid work survey to the team in mid-August. Questions focused on preferences for different options and the reason(s) for interest in those options. There were text boxes so people could provide comments and concerns. This survey had a 78% response rate. The results were evenly divided among team members who want to work four ten-hour days, work from home one or two days per week, or have the office close at 1:00 on Fridays (excluding Open Enrollment).

When we looked at the reasons people gave for their answers, we found that commuting was the primary concern for those who wanted the option to work from home. For those who preferred a shorter work week, the reasons were flexibility for appointments and the desire for a three-day weekend.

Mr. Kelly added the “other” category was mainly people who had given more than one answer and we did not know where to put them. There were very few respondents in the “other” category.

Mr. Erstad wondered how the responses would have differed if the survey had been done prior to the pandemic or when gas prices were lower. COVID-19 has changed the work dynamics.

Ms. Henbest added that she felt it had changed for committee members as well. She used to dislike remote meetings, but she has found that there are benefits. Employees likely have the same love-hate relationship with remote work.

Mr. Kelly said that in discussing remote work and the things we need to consider to keep YHI competitive as an employer, he spoke with a few board members who have larger organizations. He discovered that there are three common themes that need to be in place for remote work to be successful: structure, accountability, and requiring people to be on site for certain meetings. Our challenge will be figuring out how to incorporate these three concepts.

Ms. Fletcher said YHI wants to ensure the policy that is deployed is well-formed and meets the needs of the team. The goal is to deploy a hybrid work policy no later than February 28, 2023. We will leverage team members' experience and knowledge, consult with experts, and continue open communication as we develop policies and practices for workplace flexibility. Next steps will include developing policies, accountability models, and determining metrics to use to ensure we maintain the highest levels of customer service and team member engagement.

Chair Henbest said she is glad to see that we plan to continue with open communication, as a pitfall of surveys whose results are evenly split is that some people will be happy, and some will not. It will not be easy to figure out what makes sense for the organization and satisfies the concerns of the team

Ms. Tucker added that she remembered that when we originally went to forced remote work, one of the concerns was IT and security. She asked if that was still a complication that was being considered.

Mr. Kelly said it was and that it was part of why this policy will take a while to figure out. We need to take lessons learned from the earlier forced remote work and merge them to the survey results and the information that we have gathered. It may take a while, but we need to make sure we do this right. Before we do any of that, we need to have an excellent Open Enrollment (OE) and then we can work on delivering a better solution for our team.

Chair Henbest asked Ms. Ball if there were any best practices for remote work.

Ms. Ball replied while there is nothing official, several of her clients have stayed mainly remote since the pandemic started. What they have found works best is determining the minimum parameters, such as days or meetings people have to attend, how many days in the office per week are expected, etc. It is also important to maintain flexibility and to be mindful of the impact on collaboration.

Chair Henbest stated you cannot be so flexible that people just stay home when they feel like it.

Ms. Ball agreed and said that generally there is a schedule, and everyone knows who is working on what and when. She added that it has evolved because at first, there was forced remote work, which was met with resistance. Now a lot of leaders have the desire to have some semblance of hybrid work and they are

trying to find what works best for their organizations. Some employers have opted to stay fully remote.

Mr. Kelly said that has been seen at the national level in the last two weeks, with both Apple and Google noting collaboration as a key reason that they are bringing more people back on site. We did not collaborate as well when we were fully remote, and these are the things we need to be intentional about.

Mr. Stoddard asked if we would have to amend the privacy and security policies or if that was already done due to the earlier remote work.

Mr. Reddish replied there would be no policy changes for a remote / hybrid work policy as we added the Remote Workforce Policy when COVID-19 first happened.

## **6. Board Survey Results**

Ms. Ball presented the results of the annual board survey. We have used the same process for several years with primarily the same questions. This year's questions were the same as last year's. This year's results are a bit more normalized as last year's results were a little high. Generally, we see the trend starting high and going low, we still have good results but we have an uptick in the 60-80% category.

This year, 13 of the 19 board members participated, which is the same number as last year. There are 13 statements that have 100% agreement, which is 59% of the survey. We tend to generally have positive results from board members on collaboration and being united without a lot of conflict or tension.

Three statements increased in agreement total, with one statement increasing by double digits. Overall, the end result was higher in level of agreement but there were a few comments around the board's level of involvement and whether YHI or the board is guiding strategy, which might be a topic for further discussion.

Three of the five statements that decreased in agreement decreased by double digits. These are probably board training opportunities. Those three statements were around the board presenting a common presence to the public, the existence of clearly defined parameters that define responsibilities, and the avoidance of any conflicts of interest. There are always comments on the conflict-of-interest question because that is the nature of the board.

The four statements that currently have 70-90% agreement are the same as the three statements mentioned in the previous paragraph plus board members familiarizing themselves with meeting materials prior to meetings.

Ms. Ball continued that there are no brand-new statements in the survey and the responses speak to the trends. There may be opportunities to discuss how to present a

common presence to the public, how to ensure we do not have conflicts, and how to find balance in roles and responsibilities. Survey individual comments align with changes in level of agreement. A common theme in survey responses centered around the involvement and participation of board members, suggesting that the difference in the perceived level of engagement could be a matter of members being virtual vs physically present.

Mr. Erstad asked if Ms. Ball felt remote participation was a factor in level of involvement.

Ms. Ball said absolutely. It is not always possible for everyone to physically attend, but this might be an opportunity to discuss level of engagement and participation in board training.

Chair Henbest commented that she also saw the implication that the board is not quite sure about its level of involvement. There were questions about remote work, board members participating fully and whether the board is participating in board meetings or just being fed information. She wondered if Hawley Troxell might be able to add some of these topics to the upcoming training.

Mr. Erstad added that he found it disheartening that only 13 of the 19 board members participated in the survey. He said he felt that if a person volunteers, it is important for them to take an interest and participate on the board and their respective committees.

Mr. Kelly stated that one of the things he has been thinking about is how to engage board members. We want to create opportunities to draw more conversation in our meetings and to this end, we have discussed putting questions in the slide deck. Simple questions, such as “What are we missing?” or “What suggestions do you have?” We want to be intentional about stopping the presentation and posing questions. We have been working on evolving the meeting decks so that there are fewer graphs and operational pieces in the body of the deck and putting those items in the appendix instead. The hope is that this change will help us be more intentional about asking questions.

Mr. Erstad stated that adding questions was a good idea, citing experiences in other meetings when members gave input. Whether you agreed with it or not, it elicited a response.

Mr. Stoddard commented that some of his other public entity clients have struggled with the same thing in regard to board member engagement via videoconference. An idea that they are trying is to remind the board chair during the meeting to ask questions of those who attend remotely. He acknowledged the difficulty of inclusion in the board meeting due to the larger group size. Mr. Stoddard added that another client had a similar issue in the sense that their board members were appointed by the Governor and board participation was not always at the level they would hope. They made the determination that they would let the board know who participated and who did not.



Chair Henbest remarked that the composition of this board and the fact that it is statutorily driven makes it a different entity than other types of boards where you join voluntarily out of interest. She suggested that we acknowledge up front to new members that at times ongoing engagement is a challenge.

Ms. Tucker stated she likes the idea of adding specific questions because sometimes it is hard to know if it is okay to interject. Sometimes meetings carry along so well that we do not enable constructive conversation, which would benefit the board.

Senator Nelson said he thinks hybrid meetings work best when there is a fair bit of remote participation. It is harder for those who are remote to interject and making space for people to speak is important. He added that he appreciated the option to attend remotely as it was not always easy for him to travel to Boise.

Chair Henbest said another thing that she has seen in larger remote meetings is that you can notify whoever is running the meeting that you have something to say via the chat function. That way, they can call on people to share and avoid the feeling of interrupting. She added that she had been thinking about the short summaries that the committee chairs give in the board meetings and how that information is redundant as it is presented in the meeting slides. She suggested that committee chairs capture the breadth of the perspective, questions, and nuances that come up in the discussion. They could be responsible for sharing those thoughts during the slide presentation. That seems more powerful than a recap of the committee meeting.

Mr. Stoddard said if committee notes were detailed enough, you could ask committee members to bring up the questions they raised during the committee meetings as another way to encourage participation.

Chair Henbest replied that it should be possible because the draft minutes come out pretty fast. The committee chair can be accountable for capturing those. Posing purposeful questions is a good idea.

Mr. Kelly stated that he appreciated the feedback and that it is something that is being worked on for the upcoming board meeting. We have struggled with the chair summary and how to differentiate it from the slides presented. Capturing the questions, conversation, and deliberation is a great suggestion. He stated that it may take a couple of cycles to fully integrate the new method but that the team would do their best.

Chair Henbest stated that she would be happy to take that responsibility on behalf of the Governance Committee.

Ms. Tucker suggested that board members be given a few brief talking points on topics that they should be highlighting or sharing while they are out in public. This could help the board in presenting a common presence.

Chair Henbest said that was a great suggestion.

## **7. Annual Committee Self-Evaluation**

Committee charters require that each committee perform an annual self-assessment. The Governance Committee has provided the sample questions listed below as suggested discussion points to enable committees to assess their effectiveness. Chair Henbest said that she would like to have committee members look at the charter while they completed this review so they can more effectively ensure that they are fulfilling their duties.

Chair Henbest began the charter review by saying section 2.1 of the charter states that the Governance Committee nominates candidates for election as YHI's officers.

Mr. Kelly commented that Ms. Fulkerson was the last officer elected and that took place in 2016.

Senator Nelson asked why we have not appointed new officers for so long.

Mr. Kelly said that he misspoke and that we had a new Vice Chair of the board two or three years ago. Prior to that it was a change in Treasurer. Of note is the fact that the term limit for Treasurer is eight years, which means Mr. Settles' term will be up at the end of 2024. The reason for the lack of new officers is a combination of board turnover and simply that the organization has not been around long enough to require new officers.

Mr. Erstad and Chair Henbest commented that Board Secretary and Chair have terms of eight years as well.

Mr. Stoddard said the Board Chair is appointed or approved by the governor, which is different from our other officers. Going back to Senator Nelson's point, we do not have a requirement to re-elect the Board Chair and other officers very often, but we should check on those terms to be sure.

The committee reviewed sections 2.3 – 2.6 and agreed that the responsibilities outlined within were carried out by the committee as assigned.

Chair Henbest stated that section 2.7 mentions the Procurement Policy and asked which committee manages that.

Mr. Kelly replied the Procurement Policy and Delegation of Authority are typically reviewed by the Finance Committee.

Chair Henbest said we should consider removing those policies from the Governance charter.

Mr. Kelly stated he and Mr. Stoddard will review the charters and make amendments to remove duplications.

There was some discussion regarding section 2.9, which tasks the committee with establishing and overseeing personnel evaluations. This process has evolved since the beginning of the exchange and it is not necessary to have the board directly involved with employee evaluations. It was agreed that it would be beneficial to periodically review that process with the board to ensure all members stay up to date on it.

Mr. Erstad suggested that a brief review of committee responsibilities would be something that might be helpful to have added to the board training.

Mr. Kelly said that there was an overview of the committees later in today's meeting but that we would make sure to put more emphasis on it this year.

Sections 2.10 – 2.12 were reviewed and it was agreed that the committee was managing the duties contained therein.

Section 2.13 states the committee's responsibilities in relation to the security of YHI. Chair Henbest commented that she struggles with that one as the YHI staff is more knowledgeable than the board in that area. She said they have been in discussion to figure out a way for the committee to have enough information to meet this requirement but without giving them more information than is prudent or necessary.

Mr. Reddish stated the committee had approved YHI taking the option with Centers for Medicare and Medicaid Services (CMS) to use an independent third-party assessor every year. The committee meets with that assessor and has oversight of security in that area.

Senator Nelson said the security piece is important. If we are going to make changes to the charter, this section needs to be re-written. The Governance Committee needs to be more involved as to when we have those reviews and possibly even have some say in choosing the third-party reviewers. We need to have confidence that the reviewers are doing an accurate and competent job.

Mr. Kelly stated YHI agrees that the committee should be involved in the selection of the auditor and they are. We used a Proposal Evaluation Team (PET) and Chair Henbest was part of that discussion. We are happy to shed more light on that and we welcome any feedback or suggestions.

Sections 2.14, 2.15, 3, 4.1, and 4.2 were reviewed and the committee agreed that those requirements were satisfied.

Section 4.3 states that committee members serve four-year terms. Senator Nelson suggested that since there are three legislators on the board, it needs to be considered that they might lose their seat in an election, which would prevent them from continuing to serve on the board.

*Do committee meetings (frequency and length), as well as actions, align appropriately with its defined charter?*

*Do committee meetings have written agendas and materials related to significant decisions, and are materials provided to committee members in advance?*

The committee members responded positively to both of the above questions.

*What improvements to the effectiveness of this committee occurred over the last year?*

Mr. Erstad replied the ability to attend meetings remotely was an appreciated improvement.

*What suggestions for improvement should this committee consider?*

Mr. Erstad responded that it perhaps needs some fine tuning but nothing dramatic.

## **8. Committee Member Rotation**

Chair Henbest brought up that having the board members rotate through the different communities on a regular basis could be helpful. She asked if we should consider a regular cadence for committee membership updates or rotations.

Mr. Kelly stated there are four committees: Executive, Finance, Governance, and Marketplace. Of those committees, only the last three meet regularly. The Finance Committee charter is the only charter with requirements for membership. The YHI Treasurer is the Chair of the Finance Committee and may serve no more than two consecutive four-year terms. When Mr. Settles' term is up in 2024, we will need a new Treasurer, who will then be appointed Finance Committee Chair. The other requirements set for Finance Committee membership are that at least one member should have experience with Generally Accepted Accounting Principles (GAAP) and terms should be staggered. Based on conversation today and previous discussions with Chair Henbest, there are some elements of the Finance Committee charter that may be applicable to the Governance and potentially Marketplace charters. Mr. Kelly said it would be helpful to have a member of the Governance Committee who had specific experience around employment practices and compliance items. The adoption of staggered terms would also apply to governance as well.

Regarding the Marketplace Committee, Mr. Kelly said it is a little more difficult to find the applicable technical knowledge as that committee has a fairly broad scope. He said that staggered terms could also apply to Marketplace.

Regarding Senator Nelson's comment around legislative members, we would account for them in that staggered term. Part of the reason the committees are so lopsided right now is because of the required expertise and also because people wanted to have quite a bit of visibility into both Finance and Marketplace. Mr. Kelly said we would work with Mr. Stoddard and have some redlines of charters to propose at the December meeting.

Ms. Tucker asked if we should look for someone with security expertise for the Governance Committee.

Mr. Stoddard commented we need to be thoughtful that we do not create requirements that we then cannot fulfill.

Mr. Kelly agreed, saying that he and Mr. Reddish had discussed balancing the requirement and committee charter to make sure that the requirements could still be met.

Mr. Erstad asked if the appeals panel was a subset of the Governance Committee or if it was separate.

Mr. Kelly responded the appeals panel is not formally defined in a charter. It was created in a motion from a committee. It did not define any officers or other requirements, only that it would exist to perform certain tasks and was done via board motion.

Mr. Erstad stated that with Senator Rice's upcoming departure, we will need to appoint someone else to the appeals panel. He added that it would be beneficial if the new person had a legal background.

Chair Henbest asked what the requirements are for someone to be appointed to the appeals panel.

Mr. Kelly replied the Board Chair acknowledges the membership for the panel.

Mr. Kelly continued that the Governance and Marketplace Committees each must have four members but no other stipulations are made in the respective charters.

Chair Henbest noted that the discussion about committee membership rotation had mentioned using the Finance Committee charter as a guideline in terms of length of service as chair, having members with specific experience and staggering terms. She asked if the members of the committee felt they were ready to make a motion regarding charters and committee rotation.

Mr. Erstad stated that the committee is not ready in his opinion. He suggested that the committee work with Mr. Kelly and Mr. Stoddard to write something up and come back and make a recommendation.

Mr. Kelly said it sounded like there was a desire to make some changes to committee structure in addition to a previous recommendation to revisit some elements of the governance charter. He proposed that those be put into redline format and presented in the December meetings and changes can be made at that point if necessary.

Mr. Stoddard asked if there was any preference for a minimum or maximum amount of members for each committee.

Mr. Kelly replied that he felt a minimum of six was appropriate, allowing for adjustments for the legislators and members with specific expertise.

Mr. Stoddard stated that there are technically only 17 members who can be counted for committee assignments because the two non-voting members cannot be counted for purposes of a quorum.

Chair Henbest said she felt a target of five members would create a little more balance from a practical standpoint.

Mr. Stoddard mentioned that there have been times that we were down to 14 board members when people had resigned and the Governor had not yet appointed anyone new. He said he and Mr. Kelly would talk it over and come back with some ideas.

## **9. Annual Board Content Training**

Chair Henbest said the annual board training would be delivered by Mr. Stoddard at the December board meeting. Key areas of focus will include public meeting laws, conflict of interest, media reminders including social media expectations, overview of committee structure including roles and responsibilities, board member expectations, and virtual meetings requiring additional care and diligence. Additionally, there will be an overview based on National Association of Corporate Directors governance topics including duty of care, duty of loyalty, duty of attention, privacy and security / phishing, and other matters as suggested by the Attorney General.

Mr. Stoddard shared that Mr. Kane, who usually runs the annual training, is no longer with the Attorney General's office. Because of this, Mr. Stoddard and a partner from Hawley Troxell will deliver the training in December.

Ms. Tucker suggested that there be some discussion on some non-legal topics, including expectation and engagement and that maybe that could be delivered by Chair Weeg.

## **10. Executive Session**

**Motion:** Chair Henbest moved that the Governance Committee, pursuant to Idaho Code Section 74-206 (1), convene in Executive Session to consider records that are exempt from disclosure as provided by law and under YHI's public records policy and Idaho's public records act pursuant to Idaho Code Section 74-206 (1)(d).

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

The committee entered into executive session at 12:46 p.m. and reconvened at 1:08 p.m. No final actions nor decisions were made while in executive session.

## **11. Next Meeting**

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

## **12. Adjourn**

There being no further business before the committee, the Chair adjourned the meeting at 1:09 p.m.

Signed and respectfully submitted,



Margaret Henbest, Committee Chair