



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

**GOVERNANCE COMMITTEE MINUTES  
THURSDAY, SEPTEMBER 2, 2021**

**1. COMMITTEE MEMBERS PRESENT**

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

**2. OTHERS PRESENT**

- Mr. Pat Kelly, Your Health Idaho
- Mr. Kevin Reddish, Your Health Idaho
- Ms. Heidi Stockert, Your Health Idaho
- Ms. Frances Nagashima, Your Health Idaho
- Ms. Meghan McMartin, Your Health Idaho
- Mr. Matt Fuhrman, Your Health Idaho
- Ms. Julie Sparks, Your Health Idaho
- Ms. Tresa Ball, HR Precision
- 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 Ms. Margaret Henbest, Chair of the Committee (the Chair), at 3:05 p.m., Thursday, September 2, 2021, at the offices of Your Health Idaho, 1501 S Federal Way, Suite 100, Boise, Idaho. In accordance with Idaho Code §41-6104 (8), the meeting was held in an open public forum and was streamed in audio and video format. 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 Web site, social media platforms, and at the meeting location.

#### **4. ROLL CALL**

The Chair called roll and determined that Mr. Erstad, Ms. Tucker, Ms. McGill (for Director Cameron), and Senator Nelson were present, resulting in a quorum.

#### **5. PRIOR MEETING MINUTES**

**Motion:** Mr. Erstad moved to approve the meeting minutes from the May 27, 2021, Governance Committee meeting as presented today. **Second:** Senator Nelson **The motion carried.**

#### **6. REVIEW AGENDA**

The Chair reviewed the agenda and there were no changes.

#### **7. REVIEW ROADMAP**

The Chair reviewed the roadmap and there were no changes.

#### **8. COVID UPDATE**

Mr. Kelly welcomed Julie Sparks the new Executive Assistant and Board Liaison. Mr. Kelly said we continue to keep an open line of communication with our team via email, intranet, and manager reminders. We do not have mask or vaccinations requirements, but we have recommended people wear masks and honor everyone's decisions. We have communicated resources around vaccines to our team members. We continue to watch the case counts and have contingency plans in place and could act quickly if something were to change.

Ms. Tucker commented that they have experienced several breakthrough cases and wanted to share for awareness.

#### **9. EMPLOYEE ENGAGEMENT**

Mr. Kelly said the Employee Engagement Task Force is working on the results from the Gallup Survey. Two statements were focused on this year, "At work, I have the opportunity to do what I do best every day," and "My coworkers are committed to doing quality work." The Task Force has three takeaways including supervisors feel their days are meeting-heavy, there is a sense of being short-staffed with ongoing hiring and backfilling positions, and YHI team members want opportunities to cross train or learn more about other positions at YHI.

Being short-staffed does affect the two questions the Task Force is focusing on this year and the Task Force acknowledge that this may course correct as positions are filled.

Mr. Kelly said we moved Team Member Appreciation week for September 13-17, to align with team member availability and schedules. Activities include a cornhole tournament, theme days, superlatives, thank you notes, and small things to signal appreciation for the team. There will be a team lunch provided on September 17 and Board members are encouraged to join since the Board meeting is that day.

## **10. BOARD SURVEY RESULTS**

Ms. Ball said the annual Board survey contains 22 statements and every Board member rates their answer between strongly disagree to strongly agree. The positive pieces are that seven statements moved to 100% agreement. We had 13 participants out of 19 Board members and 77% of the survey is at 100% agreement, which is a strong result. Only a few statements were less than 100%, and three statements had a decrease in agreement. Two statements currently have 90%-100% agreement and no statements had under 75% agreement. The Board is functioning effectively, and the main takeaway is the Board would like to be involved in the strategic planning process.

Ms. McGill asked why six of the Board members didn't participate. Ms. Ball said she didn't have an exact answer, and the pattern has been 13-14 participants steadily in the past. There are a few new Board members who may not have felt they had enough experience to participate, and some may have opted out.

The Chair asked if the survey is always deployed at the same time of the year. Ms. Ball said they have deployed every 18 months and now it is every 12 months, but participation hasn't varied. Ms. Ball said she gets the names of those who participate but does not compile that information anywhere else. Mr. Kelly said the comments around the strategic focus on the Board is something we are working on and aligns with what the Board is asking. At the September Board meeting we will present our strategic plan, goals, and timeline to get the Board's input.

Ms. Tucker asked if any themes stood out in the comments that don't show up in the agreement percentages that are worth highlighting. Ms. Ball said the highlights were about strategic planning and positive comments about communication and collaboration.

Mr. Erstad asked if we have the opportunity to put something in the Board training and request Board members fill out the survey and make it part of the job description. Ms. McGill said that's a good idea and full participation is important. Mr. Stoddard agreed and noted it is part of the Board member expectations.

## **11. ANNUAL COMMITTEE SELF-EVALUATION**

The Chair said the Committee charters require an annual self-assessment. The Governance Committee has provided some sample questions that address various aspects of the Committee's functions. The Chair asked if Committee meetings (frequency and length), as well as actions, align appropriately with its defined charter.

Senator Nelson commented he has felt informed enough and that the Committee is getting the work done that they need to do.

The chair asked if the Committee meetings have written agendas and materials related to significant decisions, and are materials provided to Committee members in advance.

Ms. Tucker said absolutely.

Mr. Erstad agreed with Ms. Tucker and said great length of time and amount spent on meetings now that the Committee has matured, I think we are in great shape.

The Chair asked what improvements to the effectiveness of this Committee occurred over the last year then said being on this Committee for a while it seems with the new Committee members everyone is settling into a routine, and it is fairly predictable, and we are understanding our work better every year.

Mr. Erstad mentioned video conferences have been a very useful tool and it is nice to see everyone for the quarterly meetings.

The Chair agreed and said everyone having to get used to working remotely has been a challenge, but the Committee was still able to get the job done.

The Chair asked what suggestions for improvement should this Committee consider? Mr. Stoddard said we effectively delayed our Board training by three months due to COVID, so the Governance Committee did it during the March meeting. I am assuming we are going to do that again unless we want to do it in December as we usually do. Mr. Kelly said it will be moved to December but will defer to the Committee on if they would like to push it to March. Mr. Stoddard agreed. Kelly said his suggestion is to plan for December knowing the training can always be pushed out if needed and the Chair agreed.

Senator Nelson agreed and said we have legislatures that are often times tied up in session when we have our spring meeting and if we can address it December.

Mr. Stoddard said maybe we should send out a list of topics under the open meetings law and have the Board members email us back with their thoughts then we could have a semi fully thought-out proposal for the December meeting.

The Chair and Mr. Kelly agreed.

The Chair asked if we are doing a good job preventing privacy and security issues with how we go about reviewing the plan of operations, evaluating personnel policies, and meeting our responsibility to monitor security issues. Ms. Tucker mentioned the absence of the operational policy portion of the charter.

Mr. Kelly said in December we reviewed our plan of operations. Mr. Kelly said this Committee does review operational policies such as the employee handbook, the compensation policy, and also reviews and recommends the compensation plan and any variable pay or merit components that go into the annual budgeting process. Finally, we have a full privacy and security review in June of every year. Those policies are not sent out to the Committee members, but they are on the Board section of the Hawley-Troxell ShareFile site.

Mr. Stoddard said our legal team spends somewhere between two and ten hours re-reading all the operational policies, all the documentation, travel, etcetera and makes sure there is nothing that needs to be updated. Mr. Stoddard noted to make these policies available to those who would like to view them.

Mr. Kelly confirmed that the policies are added to the ShareFile site.

The Chair agreed with Ms. Tucker with the confusion around the charter and suggested this topic be moved to the next meeting in December.

## **12. EXECUTIVE SESSION**

**Motion:** The Chair moved that the Committee enter into Executive Session Pursuant to Idaho Code Section § 74-206(1), to consider the evaluation of an employee and to consider documents that are exempt from disclosure, pursuant to Idaho Code Section § 74-206 (1)(b)(d).

**Executive Session Roll Call:** The Chair 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 4:07 p.m. and reconvened at 5:10 p.m. No final actions nor decisions were made while in Executive Session.

**Motion:** Mr. Erstad moved that the Governance Committee recommend to the Board authorized the Governance Committee to 1.) conduct an RFP for an independent verification and validation (IV&V) services 2.) establish a proposal evaluation team (PET) to evaluate responses of the RFP and 3) accept the recommendations of the PET and upon acceptance the Executive Director and the Chair of the Governance Committee may negotiate and

execute the contract with amounts that did not exceed monies otherwise available in the approved fiscal year 22 budget. **Second:** Senator Nelson. **The motion carried.**

**13. PRIVACY & SECURITY**

**14. REQUEST FOR PROPOSAL IV&V SERVICES**


**15. NEXT MEETING**

The Chair noted that the next meeting will be held in November or December.

**16. ADJOURN**

There being no further business before the Committee, the Chair adjourned the meeting.

Signed and respectfully submitted,

  
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Margaret Henbest, Committee Chair