

HEALTHTRUST, INC.
BOARD OF DIRECTORS
WHITEFIELD, NH
Minutes of August 5, 2022

BOARD OF DIRECTORS PARTICIPATING:

Stacey, Cathy Ann, Reg of Deeds, Rockingham Cnty, <i>Chair</i>	Dunn, Scott, Town Admin, Gilford
Rossner, Daniel, Bus Admin, SAU #48, <i>Vice Chair</i>	Ford, Duane, Business Admin, SAU #67 (<i>Remote</i>)
Clark, Michelle, Bus Admin, SAU #66	Hilchey, Susan, Director of HR, SAU #25
Codling, Brigitte, Town Manager, Haverhill	Sheing, Jill, HR/Payroll Coord, Strafford Cnty
Dean, Russell, Town Manager, Exeter	

BOARD MEMBERS UNABLE TO PARTICIPATE:

Rapp, Brian, Deputy Chief, Claremont Fire Dept	Trahan, Sarah, Teacher, Winnacunnet H. Sch
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STAFF PARTICIPATING:

Bodwell, Erica, Benefits & Coverage Counsel	Parker, Wendy, Executive Director
DeRoche, Scott, Member & Enrollee Services Mgr	Simmons, Darlene, Engagement Manager
Herrick, Jeanne, General Counsel	Thompson, Jennifer, Risk & Control Officer
Kalgren, Jason, Reporting & Data Manager	Tsiopras, George, Chief Financial Officer
Olson, Barbara, Executive Assistant	

CONSULTANTS PARTICIPATING:

Buzby, Eric, Actuary, Milliman (<i>Remote</i>)	Murphy-Barron, Catherine, Actuary, Milliman (<i>Remote</i>)
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Cathy Ann Stacey opened the meeting at 9:00 a.m. Ms. Stacey welcomed everyone and thanked staff for putting together the retreat. She noted that Duane Ford is participating remotely as it was not reasonably practical for him to attend in-person. When Ms. Stacey asked if there was anyone in the room with Mr. Ford, he responded, no. Chair Stacey stated that all votes would be taken by roll call. She also welcomed Catherine Murphy-Barron and Eric Buzby, Actuaries with Milliman, who are also participating remotely.

Minutes of the May 20, 2022 HealthTrust Board of Directors Meeting

Chair Stacey asked if there were any questions regarding the minutes. None were raised.

MOTION by Michelle Clark, seconded by Daniel Rossner, to accept the minutes of the May 20, 2022 HealthTrust Board of Directors meeting.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rossner, Daniel	Y
Codling, Brigitte	Ab	Ford, Duane	Y	Sheing, Jill	Y
Dean, Russell	Y	Hilchey, Susan	Y	Stacey, Cathy Ann	Y

MOTION carried with one abstention.

Financials – May & Preliminary FY2022 Year-End

George Tsiopras reviewed the financials, in detail and offered to answer any questions. A brief discussion ensued.

MOTION by Daniel Rossner, seconded by Michelle Clark, to accept the HealthTrust Financials for May and FY2022 Year-end, as presented, with gratitude.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rossner, Daniel	Y
Codling, Brigitte	Y	Ford, Duane	N/A	Sheing, Jill	Y
Dean, Russell	Y	Hilchey, Susan	Y	Stacey, Cathy Ann	Y

MOTION carried. Duane Ford was not in attendance at the time of the vote.

Review & Action on Capital Adequacy Reserve as of June 30, 2022

Daniel Rossner, Chair of the Finance & Personnel Committee, gave a high level review of the Capital Adequacy Reserve report as of June 30, 2022, and discussions that took place at the Committee meeting on July 27, 2022. He noted that the Committee recommends that the Capital Adequacy Reserve be set at \$85 million. He welcomed any questions the Board might have and noted that Catherine Murphy-Barron and Eric Buzby were available for further discussion as well. A brief discussion ensued.

MOTION by Scott Dunn, seconded by Russell Dean, to set a capital adequacy reserve, for the protection of HealthTrust's beneficiaries, of \$85 million.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rossner, Daniel	Y
Codling, Brigitte	Y	Ford, Duane	N/A	Sheing, Jill	Y
Dean, Russell	Y	Hilchey, Susan	Y	Stacey, Cathy Ann	Y

MOTION carried. Duane Ford was not in attendance at the time of the vote.

Capital Adequacy Reserve Report for HealthTrust as of June 30, 2022

Cathy Ann Stacey noted that the board needs to accept the full Capital Adequacy Report as well.

MOTION by Daniel Rossner, seconded by Russell Dean, to accept the Capital Adequacy Reserve Report as of June 30, 2022.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rossner, Daniel	Y
Codling, Brigitte	Y	Ford, Duane	N/A	Sheing, Jill	Y
Dean, Russell	Y	Hilchey, Susan	Y	Stacey, Cathy Ann	Y

MOTION carried. Duane Ford was not in attendance at the time of the vote.

Investment Policy Waiver

Daniel Rossner stated that the Finance & Personnel Committee reviewed staff's recommendation for a waiver of the Investment Policy, at their meeting on July 27, 2022. The Committee recommends a waiver of the Investment Policy through October 31, 2022 regarding the portfolios existing allocation maximums with respect to asset class. This will allow sufficient time to bring the portfolio into compliance by liquidating the required amounts from the equity account and moving them into fixed income securities. Discussion ensued. Board members asked if the waiver should extend through December 2022. Staff indicated that the investment managers feel confident that the portfolio can be brought into compliance by the end of October.

MOTION by Scott Dunn, seconded by Michelle Clark, to authorize a waiver of the Investment Policy through October 31, 2022 regarding the portfolios existing allocation maximums with respect to asset class.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rossner, Daniel	Y
Codling, Brigitte	Y	Ford, Duane	N/A	Sheing, Jill	Y
Dean, Russell	Y	Hilchey, Susan	Y	Stacey, Cathy Ann	Y

MOTION carried. Duane Ford was not in attendance at the time of the vote.

Personnel Handbook Revision Recommendation

Daniel Rossner reviewed the memo that was sent to the Board regarding proposed revisions to the Personnel Handbook, in Section 6 regarding reimbursement of meals. The Finance & Personnel Committee discussed this at their meeting on July 27, 2022 and recommend acceptance of the proposed revisions. Brief discussion ensued.

MOTION by Michelle Clark, seconded by Brigitte Codling, to adopt the proposed changes to the Personnel Handbook, Section 6, Subsection E, regarding reimbursement of meals, as presented.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rossner, Daniel	Y
Codling, Brigitte	Y	Ford, Duane	N/A	Sheing, Jill	Y
Dean, Russell	Y	Hilchey, Susan	Y	Stacey, Cathy Ann	Y

MOTION carried. Duane Ford was not in attendance at the time of the vote.

Internal Audit Reports

Daniel Rossner outlined the reports that were presented by Jennifer Thompson, to the Finance & Personnel Committee at their meeting on July 27, 2022. The four reports as shared with the Board are: Short-Term Disability Follow-up Report; Annual Inventory Audit Report; FY2022 Q3 & Q4 Continuous Evaluation; and the FY2023 Q1 Payroll Continuous Evaluation. Mr. Rossner invited any questions that either he or Jennifer Thompson would be happy to address. He also noted that all of the reports could be accepted in a single motion rather than four motions. A brief discussion ensued and everyone thanked Jennifer Thompson for her exemplary work with HealthTrust over the last five years and wished her well in her new position.

MOTION by Michelle Clark, seconded by Russell Dean, to accept the following Internal Audit Reports: Short-Term Disability Follow-up Report; Annual Inventory Audit Report; FY2022 Q3 & Q4 Continuous Evaluation; and the FY2023 Q1 Payroll Continuous Evaluation, as presented.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rossner, Daniel	Y
Codling, Brigitte	Y	Ford, Duane	N/A	Sheing, Jill	Y
Dean, Russell	Y	Hilchey, Susan	Y	Stacey, Cathy Ann	Y

MOTION carried. Duane Ford was not in attendance at the time of the vote.

Governance & Nominating Committee Report

Russell Dean, Chair of the Governance & Nominating Committee shared a brief report on the HealthTrust Annual Member Meeting and Board Elections on December 1, 2022 at 9:00 a.m. He noted that there are four board members whose terms are up in December 2022. He has spoken with those four individuals and they all expressed their interest in continuing on the Board. Applications will be obtained from all four board members.

Action on the Draft CY2023 Board Meeting Schedule

Wendy Parker and Cathy Ann Stacey reviewed the draft schedule and asked for input on certain dates. Discussion ensued and the schedule was finalized.

Other Business

Susan Hilchey, Chair of the Strategic Planning Committee outlined a number of items that were presented on by staff on Day 1 and Day 2 of the Retreat, and that now need further discussion, recommendations and/or approvals from the Board.

Medical Plan Design Modifications. The Strategic Planning Committee recommends that the full board adopt the medical plan design changes, as presented by staff.

MOTION Daniel Rossner, seconded by Scott Dunn, to adopt the following modifications to HealthTrust medical plan designs with effective dates as noted.

1. Add 3 new BlueChoice Open Access Plans as of 1/1/2023 for January Groups and 7/1/2023 for July Groups as follows: BCOA5; BCOA10; BCOA20
2. Add 1 new BlueChoice Open Access HDHP Plan 1/1/2023 for January Groups and 7/1/2023 for July Groups as follows: BCOAHDHP
3. Retire BC Plans Effective 12/31/2024 for January Groups and 6/30/2025 for July Groups as follows: BC3T5RDR, BC3T5RDR+, BC2T20, BC2T10, BC3T10, BC3T20, BC3T15IPDED
4. Retire NE Plans Effective 12/31/2024 for January Groups and 6/30/2025 for July Groups as follows: HMOBNE; HMOBNE20; BCNE, BCNE20

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rossner, Daniel	Y
Codling, Brigitte	Y	Ford, Duane	N/A	Sheing, Jill	Y
Dean, Russell	Y	Hilchey, Susan	Y	Stacey, Cathy Ann	Y

MOTION carried. Duane Ford was not in attendance at the time of the vote.

FSA Plan Design Modifications. The Strategic Planning Committee recommends that the full board adopt the FSA Plan Design Modifications as presented by staff.

MOTION by Scott Dunn, seconded by Jill Sheing, to adopt a Plan design modification for FSA transitioning the Benefit Advantage Flexible Spending Account Program from a salary-reduction model to a claims-paid model, effective January 1, 2023 for January Groups and July 1, 2023 for July Groups.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rossner, Daniel	Y
Codling, Brigitte	Y	Ford, Duane	N/A	Sheing, Jill	Y
Dean, Russell	Y	Hilchey, Susan	Y	Stacey, Cathy Ann	Y

MOTION carried. Duane Ford was not in attendance at the time of the vote.

Managed Prescription Drug Formulary. The Strategic Planning Committee recommends the full board adopt the Managed Prescription Drug Formulary as presented by staff with the addition of enhanced messaging to Members as requested by the board.

MOTION Scott Dunn, seconded by Daniel Rossner, to adopt the CVS Caremark Standard Control with Exclusions formulary for all HealthTrust prescription plans (both January and July renewals) offered through CVS Caremark effective July 1, 2023.

Discussion ensued. The Board raised concerns regarding how long it takes to authorize an exception through CVS and the process involved. They would like to have continuous reports and updates on roll out of the formulary and its impact on Members.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rossner, Daniel	Y
Codling, Brigitte	N	Ford, Duane	Y	Sheing, Jill	Y
Dean, Russell	Y	Hilchey, Susan	Y	Stacey, Cathy Ann	Y

MOTION carried 8:1.

Virtual Primary Care. The Strategic Planning Committee recommends that the full board authorize staff to conduct further research into this benefit option for our Members.

MOTION by Michelle Clark, seconded by Brigitte Codling, to authorize staff to continue to examine and evaluate the choices available for a Virtual Primary Care benefit option and to provide ongoing updates to the Strategic Planning Committee over the next year.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rossner, Daniel	Y
Codling, Brigitte	Y	Ford, Duane	Y	Sheing, Jill	Y
Dean, Russell	Y	Hilchey, Susan	Y	Stacey, Cathy Ann	Y

MOTION passed unanimously.

MOTION Daniel Rossner, seconded by Michelle Clark, to adopt the following modifications to HealthTrust medical plan designs with effective dates as noted. Chiropractic and acupuncture – Move to no limits for the following plans as of 1/1/2023 for January Groups and 7/1/2023 for July Groups: AB15IPDED; AB15/40IPDED; AB20, ABSOS20/40/1KDED; ABSOS25/50/3KDED; ABSOS30/60/5KDED; Lumenos\$2500; ABHD/5K/20COIN

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rossner, Daniel	Y
Codling, Brigitte	Y	Ford, Duane	Y	Sheing, Jill	Y
Dean, Russell	Y	Hilchey, Susan	Y	Stacey, Cathy Ann	Y

MOTION passed unanimously.

Susan Hilchey, Chair of the Strategic Planning Committee asked to discuss options for the 2023 Retreat. She presented the Board with two locations for consideration. Discussion ensued. It was agreed to hold the 2023 Retreat on August 9, 10, & 11, 2023 at Dowd's Country Inn in Lyme, NH. Wendy Parker and Barbara Olson will work on details for securing the location.

Chair Stacey asked if there was other business to discuss. Nothing additional was brought forward.

MOTION by Susan Hilchey, seconded by Brigitte Codling, to adjourn the meeting.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rossner, Daniel	Y
Codling, Brigitte	Y	Ford, Duane	Y	Sheing, Jill	Y
Dean, Russell	Y	Hilchey, Susan	Y	Stacey, Cathy Ann	Y

MOTION passed unanimously at 10:04 a.m.

Respectfully submitted,



Barbara Olson, Executive Assistant