

HEALTHTRUST, INC.
BOARD OF DIRECTORS
Minutes of February 2, 2023

BOARD OF DIRECTORS PARTICIPATING:

Stacey, Cathy Ann, Reg of Deeds, Rockingham Cnty, <i>Chair</i>	Hilchey, Susan, Director of HR, SAU #25
Rossner, Daniel, Bus Admin, SAU #48, <i>Vice Chair</i>	Rapp, Brian, Deputy Chief, Claremont Fire Dept
Codling, Brigitte, Town Manager, Haverhill (<i>Via Phone</i>)	Sheing, Jill, HR/Payroll Coord, Strafford Cnty
Dean, Russell, Town Manager, Exeter	Trahan, Sarah, Teacher, Winnacunnet H. Sch
Dunn, Scott, Town Admin, Gilford	

BOARD MEMBERS UNABLE TO PARTICIPATE:

Clark, Michelle, Bus Admin, SAU #66	Ford, Duane, Bus Admin, SAU #67
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STAFF PARTICIPATING:

Christiansen, Theresa, Risk & Control Officer	Olson, Barbara, Executive Assistant
Fox, Kathy, Controller	Parker, Wendy, Executive Director
DeRoche, Scott, MES Manager	Saucier, Pamela Executive Assistant
Herrick, Jeanne, General Counsel	Tsiopras, George, Chief Financial Officer

Cathy Ann Stacey opened the meeting at 10:43 a.m. She noted that Brigitte Codling is participating remotely and all votes will be by roll call. Chair Stacey asked Ms. Codling if it was not reasonably practical for her to attend in-person and if there was anyone with her. She responded that it was not practical and there was no one in the room with her.

Minutes of the December 1, 2022 HealthTrust Board of Directors Meetings

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

MOTION by Daniel Rossner, seconded by Sarah Trahan, to accept the minutes of the December 1, 2022 HealthTrust Board of Directors meeting.

Roll Call Vote

Codling, Brigitte	Y	Hilchey, Susan	Y	Trahan, Sarah	Y
Dean, Russell	Y	Rapp, Brian	Y	Sheing, Jill	Y
Dunn, Scott	Y	Rossner, Daniel	Y	Stacey, Cathy Ann	Y

MOTION passed unanimously.

Minutes of the December 1, 2022 HealthTrust Annual Member Meeting and Board Elections

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

MOTION by Russell Dean, seconded by Jill Sheing, to accept the minutes of the December 1, 2022 HealthTrust Annual Member Meeting and Board Elections.

Roll Call Vote

Codling, Brigitte	Y	Hilchey, Susan	Y	Trahan, Sarah	Y
Dean, Russell	Y	Rapp, Brian	Y	Sheing, Jill	Y
Dunn, Scott	Y	Rossner, Daniel	Y	Stacey, Cathy Ann	Y

MOTION passed unanimously.

Executive Director's Report

Wendy Parker began by first introducing Pam Saucier as the new executive assistant and announcing that Barbara Olson's last day would be Friday, February 3. She thanked Ms. Olson for her years of dedication to HealthTrust; the Board shared in her thanks and appreciation. Ms. Parker shared an update on the successful launch of the two new vendors for the Slice of Life Program. Both Virgin Pulse and ComPsych were successfully rolled out to Member Groups and Enrollees on January 3. In less than a month there are already 5,000 individuals enrolled in Virgin Pulse. She noted a few enrollee experience examples and discussed the overall satisfaction with the new app. Other updates included the continued success of the Wellness Coordinator program as well as a scheduled enhancement to the Virgin Pulse platform, which will introduce social engagement components for participants. She continued with her report on new and cancelled groups in medical, dental, HSA, FSA, as well as ancillary programs. Ms. Parker reported Anthem had a claims issue relative to claims with coordination of benefits in January. Anthem is working to reprocess claims that were impacted. Anthem and HealthTrust will examine the issue further and implement measures to prevent its reoccurrence in the future. HealthTrust currently has two vacancies and are in the interviewing stages of filling those needs. Ms. Parker also reported the 2023 Vendor Summit is scheduled for March 23, 2023. In final exciting news, Ms. Parker announced that Erica Bodwell has been invited to be a board member of the Public Sector HealthCare Roundtable, a national organization, which HealthTrust is a member. She then offered to answer any questions. Board members thanked Wendy Parker for her report.

Financials – FY2023 Year-to-Date through December 31, 2022

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

MOTION by Daniel Rossner, seconded by Brian Rapp, to accept the HealthTrust Financials for FY2023 Year-to-Date through December 31, 2022, as presented, with gratitude.

Roll Call Vote

Codling, Brigitte	Y	Hilchey, Susan	Y	Trahan, Sarah	Y
Dean, Russell	Y	Rapp, Brian	Y	Sheing, Jill	Y
Dunn, Scott	Y	Rossner, Daniel	Y	Stacey, Cathy Ann	Y

MOTION passed unanimously.

Legal Duties of a Director – Annual Review

Jeanne Herrick reviewed the legal duties of a director with the Board. Discussion ensued throughout the presentation. The Board thanked Attorney Herrick for her presentation.

Annual HIPAA Training

Theresa Christiansen, Risk and Control Officer/Privacy Officer, reviewed the Board's HIPAA annual training, in detail. The Board thanked Ms. Christiansen for her presentation.

Conflict of Interest Policy and Form – Annual Review

Chair Stacey asked if Board members had reviewed the policy and did they have any edits. None were suggested.

Board Commitment Letter – Annual Review

Jeanne Herrick reviewed the Board Commitment Letter and asked if there were any suggested revisions. None were offered.

Other Business

Cathy Ann Stacey took a moment to thank Barbara Olson for her years of service to HealthTrust. Other Board members shared their thanks to Ms. Olson as well.

Cathy Ann Stacey indicated that she was resigning her position as Chair of the HealthTrust Board of Directors and submitted her letter of resignation to Ms. Parker.

Election of HealthTrust Board Chair and Vice Chair

Russell Dean, Chair of the Governance Committee, explained the following with respect to election of a new Chair and Vice Chair, if necessary.

- Nominations will be requested for Chair of the HealthTrust Board of Directors.
- Once nominations have been received, Mr. Dean will ask for a discussion or comments on any nominee for the position.
- Each Board member has one vote per open position and in the event of a tie; a revote would be taken between the candidates who were tied.
- Then there will be a roll call vote for the position of Chair of the Board.
- After completing the process for nomination and election of a Board Chair, he will repeat the process, if necessary, for Vice Chair of the HealthTrust Board of Directors.

Cathy Ann Stacey, seconded by Scott Dunn, nominated Daniel Rossner as Chair of the HealthTrust Board of Directors. Daniel Rossner expressed his gratitude for the nomination.

Mrs. Stacey asked if there were further nominations to be considered. None were raised.

Roll Call Vote to elect Daniel Rossner as Chair of the Board

Codling, Brigitte	Y	Hilchey, Susan	Y	Trahan, Sarah	Y
Dean, Russell	Y	Rapp, Brian	Y	Sheing, Jill	Y
Dunn, Scott	Y	Rossner, Daniel	Ab	Stacey, Cathy Ann	Y

Ms. Stacey declared Daniel Rossner elected as Chair of the HealthTrust Board of Directors. Mr. Rossner will serve in that capacity for two years and will be up for re-election in 2025.

Mr. Rossner moved to nominations for Vice Chair of the HealthTrust Board of Directors and asked the Board for volunteers. Daniel Rossner asked Scott Dunn if he'd be willing to serve, if elected. Mr. Dunn stated that he would be happy to serve in this capacity.

Daniel Rossner, seconded by Cathy Ann Stacey, nominated Scott Dunn as Vice Chair of the HealthTrust Board of Directors.

Roll Call Vote to elect Scott Dunn as Chair of the Board

Codling, Brigitte	Y	Hilchey, Susan	Y	Trahan, Sarah	Y
Dean, Russell	Y	Rapp, Brian	Y	Sheing, Jill	Y
Dunn, Scott	Ab	Rossner, Daniel	Y	Stacey, Cathy Ann	Y

Daniel Rossner declared Scott Dunn elected to the role of Vice Chair of the HealthTrust Board of Directors.

Wendy Parker expressed her appreciation for Cathy Ann Stacey's years of service to the Board and HealthTrust in her role as Chair. Board members also expressed their thanks to Cathy Ann Stacey.

Chair Rossner asked if there was any other business to discuss. There were no additional items brought forward.

MOTION by Brian Rapp, seconded by Sarah Trahan, to adjourn the meeting.

MOTION passed unanimously at 12:02 p.m.

Respectfully submitted,

A handwritten signature in black ink, reading "Pamela L. Saucier". The signature is written in a cursive, flowing style. The first name "Pamela" is written in a larger, more prominent script, followed by the middle initial "L." and the last name "Saucier". The signature is positioned above a horizontal line.

Pamela Saucier, Executive Assistant HealthTrust