

MEMORANDUM

TO: VEHI Board of Directors
C: Mark Hage, Bobby-Jo Salls, and Laura Soares
FROM: Fran Brock, Peggy Maxfield, and Joel Cook, Vermont-NEA appointees
DATE: October 19, 2018
SUBJECT: List of matters to be considered soon at upcoming Board meetings

Since today's meeting is so brief, we thought that, rather than distribute here substantive proposals under several headings, we would simply provide those headings with very brief elaboration, and we will follow up before upcoming meetings with detailed proposals and rationales for them. The purpose we had in mind for today has been and is simply to begin the process of reorganization set in motion by Act 11. The singular theme underlying each proposal is to ensure a Board with 3 VSBA appointees and 3 Vermont-NEA appointees acknowledges in its structure and conduct the equal role of each delegation. We know this is new for VSBA's appointees. This is all new for Fran and Peggy. For Joel, it is more reminiscent of the successful model VEHI provided during its first 20 years. The issues we have identified for early proposals and action are, likely in this order of consideration:

- How we will reach **decisions** in the absence of consensus. The Board rejected the use of consensus decision-making when Vermont-NEA representatives were either 2 or, more recently, 1, out of 5. It is obvious that, facing the prospect of deadlock, the new Board needs a different approach. We will propose one.
- How we will determine who **chairs** the Board. Equality in Board decision-making also necessarily means equality in Board roles. If the Board faces deadlock in the selection of a chair (or vice chair), what happens? We will make a proposal addressing that possibility.
- How we will choose who acts as VEHI **president and secretary**. Similarly, the appointment of a president and, less importantly, the secretary, as it bears on the Board, could also face deadlock. These are corporate rather than Board offices. The corporate role, on behalf of VEHI (i.e., school board) members is distinguishable from any role played on behalf only of the Board. We will make a proposal to address what happens if there is deadlock in appointment of the corporate officers stemming from their Board roles.
- How to amend the **bylaws** (a) to make them consistent with Act 11 and, beyond that, (b) to reflect in other respects the equal roles played by both VSBA's and Vermont-NEA's appointees. There are many bylaw provisions that need to be changed to address both concerns. We will offer proposed bylaw amendments.
- How to amend the **conflict of interest policy** to make it workable. There are two changes we will propose, one to make it consistent with our governing bylaws, the other to address the so-called "service agreement conflict."

Vermont Education Health Initiative (VEHI)

Board of Director's Meeting Minutes

October 19, 2018
Lake Morey Resort

Present: Fran Brock, Joel Cook, Elizabeth Fitzgerald, Martha Gagner, Peggy Maxfield, Tracy Wrend, Mark Hage, Bobby-Jo Salls and Laura Soares

Members of the Public: None

The meeting was called to order at 8:40 a.m. by Chair Tracy Wrend.

Tracy welcomed the Vermont-NEA Board members and invited all members of the Board and management to introduce themselves.

Public Comment: None

Distribution of Materials: Joel Cook spoke on behalf of Vermont-NEA appointees and indicated they have a series of proposals to present to the Board to acknowledge in its structure and conduct the equal role of each delegation. Joel passed out a memo summarizing the areas of interest and requested it be attached to the minutes. Joel passed out a statement directed to the membership of VEHI and asked it be attached to the minutes as well.

The meeting adjourned at 8:55 am.

Respectfully submitted,

Laura Soares

(NOTE: This statement was to have been made at VEHI's Annual Meeting on October 19, but there was no opportunity to provide it then. It is included in minutes of the October 19 VEHI Board of Directors meeting as an alternative route to providing it to VEHI members.)

**ANNUAL MEETING STATEMENT BY
VERMONT-NEA'S APPOINTEES
TO THE VEHI BOARD**

October 19, 2018

We very much appreciate the opportunity to say just a few words to you at this gathering.

You're well aware the new Board composition restores equal representation between school districts and school employees. Our collective interests rarely diverged during the first two decades of our – that is, VEHI's – history.

That is because the matters considered by VEHI during that time never mentioned the different shares of benefit costs borne by employers and employees.

Instead, the common thread throughout that period was an exclusive focus on the purpose for which VEHI was organized. That purpose is the provision of a variety of high quality benefits for school employees and their families with attention to their overall cost.

It is that purpose that will guide our work on the Board.

Without revisiting the history that led the legislature to restore equal representation on the Board, suffice it to say that the three of us are committed to equal participation: Equal participation with our school board counterparts in how we function...So that, together, we will pursue high quality medical benefits for school employees at a price as affordable to taxpayers and employees as we can reasonably produce.