



Vermont Education Health Initiative
52 Pike Drive
Berlin, VT 05602
802/223-5040

MEMO

To: VEHI Member School Board Chairs, Superintendents and Business Officials
From: Laura Soares, President
Date: September 4, 2018
Re: **VEHI Annual Meeting Notice**

The Vermont Education Health Initiative (VEHI) will hold its Annual Meeting on Friday, **October 19, 2018 at 8:15 AM** at the Lake Morey Inn in Fairlee, Vermont. Included with this Memo are **Exhibit A: Notice of the 2018 Annual Meeting** and a copy of the Minutes of the 2017 Annual Meeting.

Please note, there is no action item requiring a vote of the membership on the enclosed Agenda. Act 11 of 2018 changed the composition of the VEHI Board effective October 1, 2018. Under this Act, the VEHI Board will consist of six members, three appointed by VSBA and three appointed by Vermont-NEA. The newly appointed VEHI Board will commence operations October 1, 2018 and be encouraged to attend the Annual Member Meeting. Representatives of the Department of Financial Regulation plan on attending the Annual Meeting to respond to questions on their role in implementing Act 11.

A school district is a member of VEHI, and therefore eligible to vote at the upcoming meeting if there is a vote, if it has a signed Health and/or Dental Member Agreement on file with VEHI by 4 P.M. on October 5, 2018. The membership list is posted online at www.vehi.org, and will close at 4 P.M. on October 5th. Members of both the Health and Dental programs have two votes. Members may vote in-person by designating an authorized representative to attend the meeting or by vote via proxy by appointing the VEHI Board. We ask each member to complete **Exhibit B: Proxy/Certificate of Authority**, enclosed, and **send it ahead** of the meeting to the following address. This will allow the authorized representative to receive his/her voting cards in an expedited manner at the meeting on the 19th.

Vermont Education Health Initiative
Attention: Laura Soares
52 Pike Drive
Berlin, VT 05602

You may submit Proxy/Certificate of Authority forms on the day of the meeting, however it may take longer to sign in and receive your voting cards.

We hope you will attend the Annual Member Meeting, where we will introduce the new VEHI Board, discuss Act 11, share the accomplishments of the Trust over the past year, and answer your questions on the upcoming year.

Over

Our Annual Report will soon be available online. Currently, two years of our financial audits are available; our most recent audit will be posted in early November. All documents can be found on our website at www.vehi.org.

We look forward to seeing you at the Lake Morey Inn on October 19th.

Enclosures



VERMONT EDUCATION HEALTH INITIATIVE

**ANNUAL MEETING
LAKE MOREY INN
FAIRLEE, VT**

**OCTOBER 19, 2018
8:15 AM**

AGENDA

- 1. Roll Call of Members**
- 2. Proof of Notice of Meeting or Waiver of Notice**
- 3. Reading of Prior Annual Meeting Minutes**
- 4. Reports of Officers and Directors**
- 5. Legislative Update – Act 11**
- 6. Information Exchange**
- 7. Adjournment**



Vermont Education Health Initiative
52 Pike Drive
Berlin, VT 05602
802/223-5040

MEMO

To: VEHI Members
From: Laura Soares, President
Date: September 4, 2018
Re: VEHI Board of Directors

VEHI Board of Directors Serving Until October 1, 2018

Elizabeth Fitzgerald, School Board Member

Martha Gagner, Business Official

Tracy Wrend, Superintendent

Jeff Fannon, Executive Director VT-NEA

Nicole Mace, Executive Director VSBA

As of October 1, 2018 the VEHI Board of Directors shall be appointed as outlined in Act 11 of 2018. Three Board Members shall be appointed by the VSBA and three Board Members shall be appointed by the Vermont-NEA. The following directors have been appointed:

By the VSBA: Elizabeth Fitzgerald, School Board Member

Martha Gagner, Business Official

Tracy Wrend, Superintendent

By the VT-NEA: Joel Cook, Former Executive Director of the VT-NEA

Fran Brock, Educator

Peggy Maxfield, Educator



EXHIBIT A

NOTICE OF MEETING

The Board of Directors of the Vermont Education Health Initiative at a regular meeting of the Board held on August 30, 2018, determined that the 2018 Annual Meeting of the Corporation will be held at the following date, time and place:

DATE: October 19, 2018

TIME: 8:15 A.M.

PLACE: Lake Morey Inn, Fairlee, Vermont

The Agenda for said Annual Meeting is as follows:

1. Roll Call of Members
2. Proof of Notice of Meeting or Waiver of Notice
3. Reading of Prior Annual Meeting Minutes
4. Reports of Officers and Directors
5. Legislative Update
6. Information Exchange
7. Adjournment

At the regular meeting of the Board of Directors of the Corporation held on June 11, 2018, it was resolved by the Board that the Membership Books would be closed as of October 5, 2018 for the purpose of determining members entitled to vote at the October 19, 2018 meeting.

A list of voting members of the Corporation entitled to vote at said Annual Meeting is posted online at www.vehi.org and available for inspection by any member at the principal office of the Corporation located at 52 Pike Drive, Berlin, Vermont (Telephone: (802) 223-5040).



INSTRUCTIONS FOR EXHIBIT B VEHI PROXY OR CERTIFICATE OF AUTHORITY

- **In order to vote at the VEHI Annual Meeting on *October 19, 2018* Exhibit B must be completed prior to the meeting.**
- **If you will be sending a person to the Annual Meeting to represent you, complete the first selection, option (a) by checking the box and listing the name of your representative and their title. **This person must be present, with a copy of this form on file, in order to vote.****
- **If you will not be attending or sending a person to the Annual Meeting but wish to cast a vote, complete the second selection, option (b) by checking the box and in doing so, naming the VEHI Board as a proxy to cast a vote on your behalf.**
- **If your school district is a participating member of **both** the VEHI health program **and** dental program, a separate Exhibit B form must be filled out for each program.**
- **In either case, sign and date the bottom of the form and either bring it to the meeting or mail it ahead to:**

**VEHI
52 Pike Drive
Berlin, Vermont 05602**



EXHIBIT B

VEHI PROXY OR CERTIFICATE OF AUTHORITY

LET IT BE KNOWN THAT: _____, member of
(Name of Member School District/Supervisory Union)
the VEHI Health Program, a body corporate and politic, created and existing under the laws of
the State of Vermont, does hereby:

Certificate of Authority

(a) appoint as its authorized representative to appear and vote on its behalf at any and all meetings of the members of the Vermont Education Health Initiative, or any adjournment thereof, the following person:

Name

Title

Note: If option (a) is selected, the person listed above must attend in-person to vote.

OR

Proxy

(b) appoint as its true and lawful attorney, the Board of Directors of the Vermont Education Health Initiative, by majority vote, with the power of substitution for it and in its name to vote at the Annual Meeting of the Vermont Education Health Initiative, to be held on the 19th day of October, 2018 or at any adjournment thereof, with all the powers it should possess if personally present through its authorized representative.

Please sign and date this section once you have chosen (a) or (b):

Dated at _____, Vermont, this ____ day of _____, 20__.

This action is valid for one year [365 days] from the date of enactment, or until it is superseded by subsequent action of the member filed with the Trust.

Name of Member District

BY: _____

TITLE: _____



EXHIBIT B

VEHI PROXY OR CERTIFICATE OF AUTHORITY

LET IT BE KNOWN THAT: _____, member of
(Name of Member School District/Supervisory Union)
the VEHI Dental Program, a body corporate and politic, created and existing under the laws of
the State of Vermont, does hereby:

Certificate of Authority

(a) appoint as its authorized representative to appear and vote on its behalf at any and all meetings of the members of the Vermont Education Health Initiative, or any adjournment thereof, the following person:

Name

Title

Note: If option (a) is selected, the person listed above must attend in-person to vote.

OR

Proxy

(b) appoint as its true and lawful attorney, the Board of Directors of the Vermont Education Health Initiative, by majority vote, with the power of substitution for it and in its name to vote at the Annual Meeting of the Vermont Education Health Initiative, to be held on the 19th day of October, 2018 or at any adjournment thereof, with all the powers it should possess if personally present through its authorized representative.

Please sign and date this section once you have chosen (a) or (b):

Dated at _____, Vermont, this ____ day of _____, 20__.

This action is valid for one year [365 days] from the date of enactment, or until it is superseded by subsequent action of the member filed with the Trust.

Name of Member District

BY: _____

TITLE: _____

VERMONT EDUCATION HEALTH INITIATIVE

ANNUAL MEETING

October 20, 2017, 8:30 A.M.

LAKE MOREY INN

Fairlee, Vermont

Board and Staff Present: Tracy Wrend, Elizabeth Fitzgerald, Nicole Mace, Jeff Fannon, Mark Hage, Laura Soares, Tim Vincent, Gillian Pieper, Lisa Locke, Shevonne Travers, and Angela Tremblay

Others Present: Lisa Kenyon/Rutland Northeast, Deborah Songiser/Rutland Northeast, Patrick Murray/Essex Westford Educational Community Unified Union, Kelley Hersei/SAU #70, Mary Moran/Rutland City, Laurie Childers/Addison Northwest, David Whitcomb/Lamoille North, Dana Peterson/Patricia A. Hannaford Career Center, Mark Tucker/Washington Northeast, Lynn Cota/Franklin Northeast, Beth Pearce/State Treasurer/VSTRS, Suzanne Hull-Parent/Franklin Northeast, Emily Long/Windham Central, Kevin Christie/Hartford, Jen Botzjorns/Caledonia North, Martin LaLonde/South Burlington, Joanne LeBlanc/Orleans Southwest, Clarence Haynes/Rutland Southwest, Debra Taylor/Rutland Central, Michael Clark/Essex Caledonia, Winton Goodrich/Franklin Northwest, Laurie Gossens/Washington South, Tom Candon/SAU #70, Neil Odell/SAU #70, Andre Roy/Westford, Amy McMullen/Windsor Southeast, Edward Canon/Springfield, Karen Conroy/Essex North, and 185 proxies.

The Meeting was called to order by Chair, Tracy Wrend at 8:30 a.m. Tracy introduced members of the current board and staff.

Items 1-3

Readings of the Roll Call of Members, Proof of Notice of the 2017 Annual Meeting and the Minutes of the previous meeting were waived. Winton Goodrich, made a motion and Joanne LeBlanc, seconded the motion to waive the readings. The vote to waive was unanimous, the motion passed.

Item 4

Reports from the Officers and Directors were included in the VEHI 2017 Annual Report, which is posted on the VEHI website. Prior to the meeting, members were notified electronically how to access the report. Additional copies were available at the Meeting. Tracy Wrend drew member's attention to the Mission of the organization included in the report. Winton Goodrich made a motion and Amy McMullen, seconded the motion to accept the VEHI Annual Report. The vote to accept was approved, the motion passed.

Item 5

Tracy asked President Laura Soares to summarize the work of the Vermont Education Health Benefits Commission work to date. The Commission is charged with looking at the advantages and disadvantages of a single statewide health benefit plan for school employees, considering a variety of factors, including the structure and composition of the VEHI Board. The Commission has met four times and requested an extension of the due date of November 15th for its report to be complete. The structure and composition of the VEHI Board has not yet been discussed.

VEHI provided the Chair of the Commission a letter of introduction and information on VEHI's current structure, regulatory structure, Bylaws etc.

Meetings are open to the public-agendas and minutes are available on the Vermont Department of Financial Regulation website.

Tracy asked Nicole Mace, who is on the Commission, and Jeff Fannon who has a designee on the Commission, if they wished to add anything, neither did.

Item 6

Tracy Wrend opened the meeting to questions concerning VEHI Programs.

A request from member Laurie Childers of Addison NWSD was made for a brief overview of why the Commission exists. Tracy explained it was included in Act 85 which was passed by the Legislature in the veto session in June.

Jen Botzjoorns requested photos in VEHI materials, such as the Benefit Guides, reflect greater diversity. Laura Soares acknowledged that this had been identified by staff as well, and increased efforts are being made to capture the diversity of those we serve.

Tracy Wrend announced there were 146 votes represented at the meeting. The Board has 39 votes and the Board will vote for the slate.

Tom Candon made a motion, seconded by Winton Goodrich, to reassert the vote taken last year by the membership on the current board composition, to inform the VEHB Commission discussion. Tracy requested voting members hold up their voting cards as the vote was taken. The motion carried with four votes against. Beth Pearce requested her vote on behalf of VSTRS be reflected in the minutes as a vote against the motion.

Laurie Childers inquired as to why the Annual report did not include a balance statement. Laura Soares responded that it has been historical practice to include the Combined Statement of Revenue in the Report and make the full audit available upon request.

Laurie Childers asked for a summary of the rate setting process and the role of DFR, which Laura provided.

Item 7

As there was no further business, the meeting adjourned at 8:55 a.m.

Respectfully submitted,
Gillian Pieper
Health Promotion Specialist