



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, VEHI
Date: September 8, 2020
Re: **VEHI Annual Meeting Notice**

The Vermont Education Health Initiative (VEHI) will hold its Annual Meeting on Tuesday, **October 20, 2020 at 5:00 P.M.** Due to the COVID-19 pandemic, this meeting will be held **remotely**.

Members may vote at the meeting by designating an authorized representative to attend the meeting to cast their vote or via proxy by appointing the VEHI Board to vote on their behalf.

We ask each member to complete **Exhibit B: Proxy/Certificate of Authority**, enclosed, and **send it ahead** of the meeting. Please mail to the address above or email to Lisa Locke at lisa@vsbit.org. This will ensure the authorized representative is able to vote at the meeting on the 20th.

A link to the remote meeting will be provided to individuals authorized to vote. Individuals that wish to attend but are not authorized to vote can request access to the remote meeting by contacting Lisa Locke **by 4:00 P.M. on October 19th** at lisa@vsbit.org or calling (802) 223-5040 extension 200 and leaving a message.

Also included with this Memo are **Exhibit A: Notice of the 2020 Annual Meeting** and a copy of the Minutes of the 2019 Annual Meeting. We hope you will join us remotely to hear more about the work of the organization over the past year. Board members and staff will be available to answer questions. The VEHI Annual Report will soon be posted online. At least two years of financial audits are always available as well; our most recent audit will be posted in early October. All documents can be found on our website at www.vehi.org.

Please remember each member entity is entitled to one vote for each program (Health or Dental) of which they are a member. The membership books close at 4 P.M. on October 9th; the final list will be posted online at www.vehi.org.

We look forward to seeing you remotely on October 20th.



VERMONT EDUCATION HEALTH INITIATIVE

ANNUAL MEETING HELD REMOTELY THIS YEAR

**October 20, 2020
5:00 P.M.**

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. Information Exchange**
- 6. Adjournment**



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 18, 2020 determined that the 2020 Annual Meeting of the Corporation will be held at the following date, time and place:

DATE: October 20, 2020

TIME: 5:00 P.M.

PLACE: This meeting will be held remotely due to the COVID-19 pandemic

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. Information Exchange
6. Adjournment

At the regular meeting of the Board of Directors of the Corporation held on August 18, 2020, it was determined by the Board that the Membership Books would be closed as of October 9, 2020 for the purpose of determining members entitled to vote at the October 20, 2020 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, being held remotely this year on October 20, 2020, Exhibit B must be received by 4:00 P.M. October 19, 2020.**
- If you will be participating remotely, please complete the first selection, option **(a)**, by checking the box and listing the name of your representative, their title, and providing an email. **This person must be present, with a copy of this form on file, in order to vote.**
- If you will not be assigning a representative to participate remotely at the Annual Meeting but wish to cast a vote, complete the second selection, option **(b)**, by checking the box and in doing so, name 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 mail it ahead to:**

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

Or email to:

Lisa@vsbit.org



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

Email: _____

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 20th day of October, 2020 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

Email: _____

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 20th day of October, 2020 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

November 8, 2019, 8:15 A.M.

LAKE MOREY INN

Fairlee, Vermont

Board and Staff Present: Joel Cook, John Pandolfo, Mark Hage, Laura Soares, Bobby-Jo Salls, Lisa Locke, and Angela Tremblay

Others Present: Kim Silk/Orleans Southwest SU, Elizabeth Fitzgerald/South Burlington SD, James Peyton/Kingdom East SD, Laurie Bertrand/Rutland Northeast SU, Sheila Soule/Addison Northwest SD, Brian Ricca/St. Johnsbury SD, John/Pandolfo/Barre Unified Union SD, Jeanne Collins/Rutland Northeast SU, Jennifer Botzojorns/Kingdom East SD, Andre Roy/Essex Westford Educational Community Unified Union SD, Bev Davis/Orleans Central SU, Neil Odell/SAU #70, Angela Colbeth/Orange East SU, Amy McMullen/Windsor Southeast SU, Flor Diaz Smith/Washington Central Unified Union SD, Russell North/Hartford SD, Zach McLaughlin/Springfield SD, Michael Inners/Grand Isle SU, Amy Rosenthal/Orange Southwest Unified Union SD, David Durfee/Southwest Vermont SU, Art Haytko/Southwest Vermont Regional Technical SD, Lynne Jaunich/Champlain Valley SD, Colleen MacKinnon/Champlain Valley SD, Leon Johnson/Southwest Vermont SU, Julie Regimbal/Missisquoi Valley SD, Debra Taylor/Washington Central Unified Union SD, Richard Frantz/Southwest Vermont SU, David Baker/Windsor Southeast SU, Elizabeth Burrows/Windsor Southeast SU, Lynn Cota/Franklin Northeast SU, William Mathis/Rutland Northeast SU, Judith Pullinen/Greater Rutland County SU, Dana Peterson/Patricia A. Hannaford Career Center SD, David Young/South Burlington SD, Bruce Labs/White River Valley SU, Mary Moran/J. Warren & Lois McClure Foundation, Jeanne Jensen/Champlain Valley SD, and 82 proxies.

The Meeting was called to order by Chair, Joel Cook at 8:15 a.m. The meeting was set for 8:30 a.m. but the VSBA/VSA Conference Program listed the start time at 8:15 a.m. As members were seated and no one was waiting to check in, there was no objection from those in attendance to starting at 8:15.

Item 1

The reading of the Roll Call of Members was waived on a motion by Jim Peyton, seconded by John Pandolfo. The motion passed.

Item 2

The reading of the proof of Notice of the 2019 Annual Meeting was waived on a motion by John Pandolfo, seconded by Andre Roy. The motion passed.

Item 3

The reading of the Minutes of the previous meeting was waived on a motion by Deb Taylor, seconded by Zack McLaughlin. The motion passed.

Item 4

Reports from the Officers and Directors were included in the VEHI 2019 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. There were no questions on the Reports, and they were deemed accepted by the membership.

Item 5

Joel Cook opened the meeting to questions concerning VEHI Programs.

Elizabeth Fitzgerald asked about the status of the VEHI Service Agreement with the Vermont NEA and plans to educate employees about the outcomes of Act 11. Joel believes the field is aware of the changes to the VEHI Board mandated by Act 11, and those in attendance concurred. Joel further indicated that there has been difficulty at the Board level reaching agreement on the price VEHI will pay Vermont NEA for its services. He expects action to be taken at the November Board meeting.

Neil Odell followed up on Elizabeth's question, asking if VEHI was planning to educate employees about the outcome of the Act 11 Statewide Commission's bargaining over health care cost-share. Joel indicated the VEHI Board has not talked about the issue specifically. Laura Soares spoke that the management team has been discussing VEHI's role in this arena. VEHI will update its materials and website to reflect the outcomes of the statewide bargaining. Since the Commission is tasked with bringing greater consistency of benefits across public schools, VEHI should be able to provide more specific information of benefits, including HRA and/or HSA specific options that has not been possible with the wide range of benefits negotiated at the local level. Once the Commission decision is final, VEHI will determine how it can best support its members and subscribers.

Zack McLaughlin greatly appreciates that VEHI is a trusted source of neutral information on health benefits and he looks to VEHI to continue in and expand this role.

Elizabeth Fitzgerald recommended VEHI consider generating, in conjunction with BCBSVT, annual utilization reports on medical and pharmacy by subscriber. Joel thanked her for the suggestion, which will be taken under consideration.

Item 7

As there was no further business, the meeting adjourned at 8:30 a.m. on a motion of Andre Roy, seconded by John Pandolfo and approved by the membership.

Respectfully submitted,
Laura Soares
VSBIT President