VEHI Board Meeting Minutes for June 24, 2026

Present:

VEHI Board Members: Lance Mills – Board Chair, Mike Fisher – Vice Chair, Suzanne Dirmaier, Lisa Grout, and Cheryl Scarzello.

VEHI Management Team: Mark Hage, Chris Roberts, and Bobby-Jo Salls

Absent from Management Team: Jonathan Steiner

VEHI Guests: Jeff Fannon, VT-NEA Executive Director

Members of the Public: None

The meeting was called to order at 3:07 pm, by Chair Lance Mills.

Agenda

Suzanne Dirmaier made a motion to approve the agenda as presented, seconded by Cheryl Scarzello. The motion passed unanimously.

Public Comment

No public comment.

Review Meeting Minutes from May 19, 2026

Mike Fisher made a motion to approve the meeting minutes May 19, 2026 as written. The motion was seconded by Cheryl Scarzello, and it passed unanimously.

Set Date & Time for the Annual Meeting and Closing the Membership Books

Mike Fisher made the motion to hold the annual meeting on October 30th at the VSBA conference and to close the membership books on October 15th, seconded by Suzanne Dirmaier. The motion passed unanimously. Auditor Engagement

Legislative Updates

Mark Hage provided an update on the conclusion of S.190, which went through various iterations as it passed the house and senate, but was ultimately vetoed by Governor Scott. The primary substance of the final bill would allow (not require) the Green Mountain Care Board (GMCB) to implement Reference Based Pricing (RBP) for Qualified Health Plans

(QHP) or VEHI. With the veto, QHPs and VEHI will be subject to RBP when it goes int effect in October of 2027 for the hospitals' fiscal years.

Review and Approve VT-NEA Service Agreement

Jeff Fannon, the Executive Director of the VT-NEA, joined the VEHI meeting to discuss the VT-NEA Service Agreement. Mike Fisher led the initial discussion giving an overview of the contract discussion between Mike, Lance and Jeff that had happened after the May 19th meeting. The group discussed a dry run of the true-up of the VT-NEA contract and costs, similar to what exists in the VSBIT service agreement. The group agreed that the dry run would be for FY26 to be completed by January with the VT-NEA reporting back at the January meeting.

After discussion, the group also agreed to keep the VT-NEA service agreement as-is for now, only updating the dates and the FY27 amount provided by Mark Hage earlier that week.

Mike Fisher made a motion to renew the Vermont NEA services contract as written with the only changes to reflect the FY 27 dates and for the amount in Section 3 to be updated to $250,387. Cheryl Scarzello seconded the motion. The motion passed unanimously.

Review and Approve the Blue Cross of Vermont Contract Amendment

Mark Hage noted that we were very close with the Blue Cross Contract Amendment but still had a couple of points that were being negotiated. The VEHI management team suggested authorizing the team to finalize the contract and send for signature. Some board members requested that the final copy be sent to the board and to hold a special meeting to approve. The management team agreed to work as quickly as possible to finalize the contract, send it out to board members and schedule a special meeting, hoping to have it in place by July 1.

Management Team Updates

Bobby-Jo updated the board that the management team is waiting on the final list, with deductible/coinsurance noted for distribution. Mark updated the board that the Pharmacy Benefit Manager agreement would be handled by Remedy Analytics.

Benefit Design Committee Update

The benefit design committee reported progress with the consultant RFP noting that the team wanted to move forward with reference checks on the top contender and may request a second special meeting to approve the hiring of the consultant. No action taken.

Review and Approve the Whistleblower Policy

The board agreed to table this policy until later in the meeting after the role of president was discussed since the president is noted in the policy.

Review and Approve the Code of Ethics Policy

After a brief discussion, Cheryl Scarzello moved to approve the code of ethics policy as written. Seconded by Mike Fisher. The motion passed unanimously.

Review and Approve FY27 VEHI Budget

Chris reviewed the VEHI budget with the board, highlighting proposed changes from FY26. The biggest difference was the reduction of some areas (such as cost and quality and actuarial services) and an increase in others to account for the consultant fee for the benefit re-design. After discussion, Cheryl Scarzello made a motion to approve the FY27 VEHI budget as presented, seconded by Suzanne Dirmaier. The motion passed unanimously.

Investment Strategy

The board discussed investment alternatives, with Chris recommending Alternative 2 which would increase expected returns from 4.2% to 4.9% while doubling the downside risk from 0.8% to 2%. After discussion, the board agreed to modify the approach by splitting the difference rather than fully adopting Alternative 2, with Mike B. Fisher suggesting moving to 23-25% allocations instead of the proposed 43-5% split. Chris decided to revise the investment policy to reflect these changes and bring it back to the board for formal approval at the October meeting, ensuring flexibility in the ranges rather than fixed percentages.

Legal Strategy

Mike Fisher raised the issue of whether the board had considered engaging a lawyer on a regular, non-ad hoc basis to serve as the primary legal advisor for the organization. The board discussed their current practice of using attorneys like Frank Fanshawe for specific matters and Rob Halpert for corporate matters. The group agreed that any future legal arrangement should start with defining the appropriate type of attorney and expertise needed rather than immediately selecting a person, with the research phase to include gathering past legal matters that required escalation over the past 5-10 years.

President Role

The board discussed the role and necessity of having a president for the corporation, reviewing historical documents and current delegation of authority. The board concluded they need legal guidance to determine whether they are legally required to have a president and what the implications of removing this role would be, with plans to address this question in their October meeting after conducting further research and reading relevant documents.

Review and Approve the Whistleblower Policy

The board returned to this topic and agreed to to table this policy until later in the meeting after the role of president was discussed since the president is noted in the policy. Mike suggested that he and Bobby-Jo update the policy and bring it to the October meeting.

Adjournment

Suzanne Dirmaier made a motion to adjourn, seconded by Lisa Grout. The motion passed unanimously. The meeting was adjourned at 5:59 pm.

Respectfully submitted by Bobby-Jo Salls