

Vermont Education Health Initiative (VEHI)
Board of Directors
Meeting Minutes
August 18, 2020

Present: Joel Cook, Tracy Wrend, Peggy Maxfield, Lisa Grout, Zach McLaughlin
Laura Soares, Mark Hage and Bobby-Jo Salls
Chris Roberts (Manager of Finance) and Jonathan Steiner (incoming VSBIT President)

Members of the Public: Jeff Fannon, Executive Director of the VT-NEA

The meeting was called to order at 4:02 p.m., by Chair Joel Cook.

Review and Adoption of Agenda:

The agenda was adopted as presented.

Public Comment: None

Approval of Board Minutes of June 8, 2020

Joel Cook asked to amend the June 8th meeting minutes to remove the percentage amount (13.4%) from Joel's motion regarding the VT-NEA service contract. There were no objections. Peggy Maxfield made a motion, seconded by Zach McLaughlin, to adopt the minutes as amended. The motion passed 5-0.

Tracy Wrend made a motion, seconded by Zach, to adopt the protocols that were drafted by her and presented on 8/18/2020, titled "VEHI Board Protocol on Attachments to Minutes", which was provided to the board in the meeting packet.

After discussion, Tracy called the question. The motion did not pass (Wrend and McLaughlin voted in support and Cook, Maxfield and Grout opposed).

Introduction of Jonathan Steiner, new VSBIT President

Joel welcomed Jon Steiner to the meeting and to the VEHI team. Laura Soares introduced Jon to the board, explaining that he is working with her over the next four months until Laura retires on December 31, 2020 when he will become VSBIT President. Jon provided a brief synopsis of his background.

Set date and time for 2020 Annual Meeting, Appoint Corporate Secretary

Laura explained normally the VEHI Annual Meeting is held in conjunction with the Annual Meetings of VSA and VSBA for convenience of the members. Unfortunately, due to COVID-19, the VSA and VSBA will not be having these meetings in person this year. Since the VEHI

Board is meeting on October 20, 2020, Laura suggested holding the Annual Meeting in conjunction with the Board Meeting.

Tracy made the motion, seconded by Peggy Maxfield to set the date and time of the Annual Meeting on October 20, 2020 at 5:00 p.m., and close the membership books as of the end of business October 9, 2020. This meeting will be held remotely.

The motion passed unanimously. The Board agreed to hold their business meeting remotely, beginning at 3:00 p.m. on October 20th.

The position of Corporate Secretary is currently vacant and Laura noted that the Secretary is responsible for the notification to the membership of the Annual Meeting. (Chris Roberts also noted that this person will also be a secondary check signatory for VEHI).

Tracy Wrend made a motion to appoint Zach McLaughlin to the position and Zach accepted the appointment.

Joel noted that the position would be reconsidered at the reorganizational meeting of the Board held after the Annual Meeting.

The motion passed unanimously.

Settlement Agreement regarding Express Scripts Audit via BCBSVT

After a lengthy audit with ESI, involving BCBSVT, Remedy Analytics and VEHI, the BCBSVT team agreed (and it was verified by Remedy) that \$612,162 is due to VEHI. Joel, VEHI Board Chair, was asked to sign the settlement agreement (which releases ESI/BCBSVT from any further review of this timeframe) in order for VEHI to receive the settlement. Joel asked that it be reviewed by the entire board before he signed.

After a summary review by Mark Hage, Tracy made the motion to approve the settlement agreement as presented. This motion was seconded by Zach.

The motion passed unanimously.

VT-NEA Service Agreement – potential action

Joel Cook opened the discussion about the VT-NEA service agreement, and then invited VT-NEA Executive Director Jeff Fannon to speak.

Peggy made a motion, seconded by Lisa Grout, to adopt the VT-NEA proposal (emailed to all during the meeting by Jeff) for a 3 year agreement with annual adjustments to amounts, as well as quarterly written reports from the VT-NEA on the work they are doing on behalf of VEHI. Peggy spoke to her motion. Tracy, Zach, Lisa and Joel all spoke to the motion.

After the lengthy discussion, Joel asked for a friendly amendment to Peggy's original motion to adopt the VT-NEA agreement as presented by Jeff, with a payment for FY 21 in the amount of \$215,209, striking the 2022 and 2023 language, but retaining the language in section 2.8 on quarterly written reports. Peggy accepted the friendly amendment.

The motion passed unanimously.

Discuss and Adopt the FY 21 Budget

This item was not addressed.

Review Fiscal Year End 2020 Unaudited Financials and Investments

This item was not addressed.

Review and Discuss Management Updates

This item was not addressed.

Discuss future agenda items

This item was not addressed.

Next meeting(s) of the Board

As discussed in item 6 of the agenda, the next board meeting date is October 20, 2020, immediately followed by the VEHI Annual Meeting.

Adjournment

The meeting adjourned at 6:02 p.m.

Respectfully submitted by: Bobby-Jo Salls