

Vermont Education Health Initiative (VEHI)
Board of Directors
Meeting Minutes
November 21, 2019

Present: Joel Cook, Tracy Wrend, John Pandolfo, Frances Brock, Martha Gagner, Peggy Maxfield, Laura Soares, Mark Hage, Bobby-Jo Salls and Chris Roberts, Manager of Finance

Members of the Public: Rob Halpert Esq., Zalinger, Cameron & Lambek, P.C., (Until 5:10 p.m.) and Jeff Fannon, Executive Director of the VT-NEA (6:30 to 8:45 p.m.)

Introductions were made and the meeting was called to order at 4:30 p.m. by Chair Joel Cook.

Review and Adoption of Agenda:

Tracy Wrend noted that the secretary of the corporation position will need to be filled as Martha Gagner indicated she needs to step down from the Board on December 31, 2019 due to time constraints. Martha affirmed that her work demands preclude her from continuing to serve past the end of the calendar year. Joel noted the appointment of corporate officers is the agenda for action as part of the annual reorganization. The agenda was adopted as presented.

Public Comment: None

Approval of Board Minutes of September 24, 2019

Martha Gagner made a motion, seconded by Fran Brock, to approve the meeting minutes of September 24, 2019 as presented. Joel Cook made a motion, seconded by Tracy Wrend, to amend the minutes to replace the second paragraph under the Update on VSBIT's letter of August 9th with the following language:

Joel reported on the work he and Tracy were able to do since the last meeting. They spoke with our legal counsel Rob Halpert. Rob concluded he should not work with us on this matter since he also serves, in many other contexts, as VSBIT's legal counsel and VSBIT referred in its letter about this matter to a "conflict of interest" regarding its providing an employee to serve as VEHI's president. Rob did say that Vermont law does not specify the duties of a nonprofit corporation president, only that there be one.

The motion to amend passed and then the main motion passed as amended.

Discussion with Legal Counsel on Role of President

Laura's report at the September 24 meeting made it clear that VSBIT's "conflict of interest" concern was really about its potential liability for acts of our president. As a result, Joel and Tracy spoke again with legal counsel Rob Halpert about advising us regarding this matter. He concluded he could provide us direct guidance about the role of our president. He reviewed all the documents provided him and engaged the Board in discussing his conclusions.

Joel Cook made a motion, seconded by Tracy Wrend, to request that we engage Rob Halpert to provide specific recommendations, consistent with his review and our discussion with him, for changes to our documents addressing the role of the president. The motion passed.

The Board agreed to a future agenda item to reconsider the 2017 recommendation by VSBIT to engage an investment advisor.

Review and Accept Quarterly Financials as of 9-30-19 – C. Roberts

Chris Roberts reviewed the 9-30-19 financials (in a new format as a result of VSBIT's new business software) and responded to questions. Martha Gagner made a motion, seconded by Peggy Maxfield, to accept the financials as presented. Motion passed.

Update on Dental and Health Rate Filings

Laura Soares provided the update. The dental rates were approved by DFR as filed. The dental rates were held level for FY 21, using an estimated \$1,046,449 from reserves and investment income. This is within the Board's authorization of up to \$1,150,000 million from reserves and investment income but did not allow for the enhancement of the dental benefits to remove preventive and diagnostic services from the annual maximum limits as was under consideration. Management, with Bobby-Jo Salls as point, is undertaking a comprehensive review of the dental program. We anticipate bringing recommendations to the Board in 2020. The health rates are still under review by DFR.

Authorize Management to file an Amicus Brief on Behalf of Green Mountain Surgery Center

Mark provided an overview of the information provided to the Board. Management recommends the Board file the Amicus Brief to reaffirm VEHI's 2014 support for the Green Mountain Surgery Center as a multispecialty option for our subscribers. Mark will take the lead to develop the Brief with legal support. Fran Brock made a motion, seconded by Martha Gagner, to approve the filing, subject to final review by the Chair and Vice Chair once the Brief is written. The motion passed.

Discussion of Potential Changes to BCBSVT Network (OneCare) Reimbursements for 2020

Joel asked management to provide a brief overview of OneCare Vermont. Mark took the lead, with Laura and Bobby-Jo adding additional information. After discussion of OneCare, as well as the memo from BCBSVT and their decision to include VEHI subscribers in the all-payer model effective calendar year 2020, Joel made a motion, seconded by Peggy Maxfield, to set a meeting as soon as possible to arrange for presentations from Andrew Garland, Vice President of BCBSVT, a representative from OneCare Vermont, and a representative from the Health care Ombudsman's Office to present on the implications of VEHI permitting its pool of subscribers to be brought into the all-payer model from the standpoint of the individual and the health care system. The motion passed.

Discussion on Criteria for Decisions Regarding Service Agreements

Fran reviewed her suggestions for criteria. There was discussion but no action was taken.

a. Discuss November 7th memo from VT-NEA on Service Agreement with Potential Action

Joel invited Jeff Fannon, Executive Director of the VT-NEA, to provide an overview of his November 7th memo, provided in the Board's materials. Jeff did so and responded to questions. There was a discussion. Peggy Maxfield made a motion, seconded by Fran Brock, to accept the VT-NEA proposal as written. After further discussion, Fran called the question. Joel asked Fran if discussion could continue and she agreed. Several potential amendments to the motion were discussed, but none were formally made. John Pandolfo made a motion, seconded by Martha Gagner, to table the motion to be picked up at the next business meeting. The motion passed with Fran Brock voting against the motion.

Discuss Framework for taking positions on Legislation

There was no time for discussion, but Joel asked member to review his draft to take up at the next business meeting.

Reorganization – no action was taken

- a. Update from Annual Membership Meeting
- b. Review of Documents
 - 1) Communication Protocol
 - 2) Agenda Protocol
 - 3) Election of Board Officers Protocol
 - 4) Mission and Decision Guidelines
 - 5) Code of Ethics Policy
 - 6) Conflict of Interest Policy
 - 7) Whistleblower Policy
- c. Election/Affirmation of Board Officers (Chair and Vice Chair)
- d. Appointment of Corporate Officers (President and Secretary)

Discuss future agenda items – discussed throughout the meeting.

Set next meeting(s) of the Board

December 20, 2019 9:00 a.m. to learn more about OneCare Vermont
January 15, 2020 4:30 p.m.

Adjournment

There being no further business, the meeting adjourned at 9:00 p.m.

Respectfully submitted by: Laura Soares