

# Vermont Education Health Initiative (VEHI)

## Board of Director's Meeting Minutes

May 14, 2019

Present: Robert Letovsky, Peggy Maxfield, Joel Cook, Tracy Wrend, Laura Soares, and Mark Hage.

Members of the Public: Rob Halpert Esq., Zalinger, Cameron & Lambek, P.C. (until 4:15 pm)

The meeting was called to order at 1:30 p.m., Chair Joel Cook.

### **Public Comment**

None. Tracy Wrend noted the objection to public comment made at the last meeting and requested Joel Cook share his process and guidelines for public comment at this or the following meeting. Joel indicated he would do so at the next meeting when the full Board was in attendance.

### **Review and Adoption of Agenda**

Joel requested a change in the order of the sub items under item 7 (Service Agreements), to address them in the order c, a, b. There was no objection to this approach.

### **Approval of Board Minutes of April 29, 2019**

Tracy made a motion, seconded by Peggy Maxfield, to approve the meeting minutes of April 29, 2019 as presented. Motion passed.

### **Presentation and discussion with Rob Halpert regarding his Assessment of the Conflict of Interest Policy as requested by the Board**

Rob Halpert provided two handouts related to conflict of interest. There was a wide-ranging discussion on this complex issue. Joel suggested Board members provide Laura Soares any follow-up questions they have for Rob on this topic, so he may provide responses. It was agreed to take this approach. Rob was asked to remain through the discussion of item 7 (Service Agreements).

### **Staff Roles & Responsibilities (2017 overview by M. Hage and L. Soares)**

The Board reviewed the 2017 overview of roles developed by Laura Soares and Mark Hage. Mark added additional comments on the topic.

## **Service Agreements**

### **c. Potential action on extension of VT-NEA Service Agreement**

Joel Cook raised the possibility of discussing this item in executive session, but made no request to do so.

Joel made a motion, seconded by Peggy Maxfield, that:

*1. VEHI, in agreement with Vermont-NEA, extend the current Fiscal Year 2019 service agreement between them for up to 3 months, until October 1, 2019 with the following provisions:*

*a. During the extended period, VEHI will pay Vermont-NEA \$47,500 (one fourth the total compensation in the FY 2019 agreement);*

*b. Vermont-NEA will provide services as provided in the FY 2019 agreement;*

*c. By the end of the extension period, the parties will endeavor to agree to terms for a post-FY 2019 agreement; and*

*d. If the total compensation for FY 2020 in a subsequent agreement is greater than that in the FY 2019 agreement, VEHI will, upon executing the subsequent agreement, make up the difference between the quarterly amount due Vermont-NEA in the subsequent agreement and the \$47,500 VEHI will have paid it for this extended period.*

*2. VEHI prepare and present to Vermont-NEA a letter of agreement with containing these provisions.*

After discussion, in which Tracy raised a potential conflict of interest by the members appointed by VT-NEA acting in regards to the Service Agreement with VT-NEA, the motion failed (Joel and Peggy for, Tracy and Robert against).

Tracy Wrend made a motion, seconded by Robert Letovsky, to offer VT-NEA a Service Agreement for one year with the same scope of services and a 2% increase to reflect CPI. After discussion the motion failed (Tracy and Robert for, Joel and Peggy against).

After further discussion, Tracy requested Rob Halpert be invited to provide any observations he had. Rob noted that a formal conflict of interest complaint has been made by Tracy regarding Joel pertaining to his role with the VT-NEA Service Agreement, and it needs to be addressed according to the Board's Policy.

### **a. Update on extension inquiries to VT-NEA and VSBIT**

Joel and Robert Letovsky updated the Board on VBSIT's and VT-NEA's responses received by Joel and Robert in March. VSBIT is open to amendment to the scope of services during the next 3-year contract term. VT-NEA is open to a short-term extension.

**b. Consideration of meeting(s) with VT-NEA and VSBIT**

It was agreed that the Board should identify the scope of services it desires from Service Agents prior to engaging with either organization. This discussion may occur in June or be appropriate for discussion at a summer retreat.

After review of VT-NEA Service Agreement language added in 2018 to Section IV regarding renewal procedures, Peggy made a motion, seconded by Tracy Wrend, for the Chair and Vice-Chair to notify the VT-NEA that VEHI has no changes to the scope of services desired for FY 20. The motion passed 4-0. The VT-NEA has 15 days after receipt of this notice to respond to VEHI in writing on its intent to renew and provide the proposed itemized cost to provide these services in FY 20. The Board will discuss this at the June meeting.

**Review FY 20 Contracts**

There was a discussion on the recommendation memo provided by management to approve these contracts as presented. This will be an action item on the June agenda.

**Identify the Work of the Board for 2019 and Update the Annual Work Plan**

This item was not addressed.

**Financial Items**

- a. **Review Quarterly Financials March 31, 2019.** This item was not addressed.
- b. **Initial FY 20 Budget Discussion.** Laura Soares provided a brief overview of the memo and draft budget included in the Board materials.
- c. **Discuss Meeting with Auditor regarding FY 18 and 19 Audits.** This item was not addressed.
  - a. **What is the “industry standard” regarding retaining or changing auditors?** This item was not addressed.

**Retreat: Discussion topics, guidelines, facilitation, expectations, hopes and schedule**

It was agreed to identify and prioritize retreat topics ahead of the next meeting. Laura Soares will coordinate.

**Management Updates:** This item was not addressed.

### **Scheduling Items**

- d. Discuss future agenda items and set next meeting(s) of the Board.** This was not addressed beyond the items previously identified in the meeting.
- e. Set meeting date for health program rate setting meeting [August 19<sup>th</sup> – 30<sup>th</sup> timeframe].** The meeting date was tentatively set for August 26<sup>th</sup> at 4:30 pm subject to confirmation by Fran Brock and Martha Gagner.
- f. Set tentative retreat date.** It was agreed to identify potential dates ahead of the next meeting. Laura Soares will coordinate.
- g. Schedule open meeting law training from Secretary of State's Office.** This item was not addressed.

### **Adjournment**

There being no further business, the meeting adjourned at 5:05 p.m.

Respectfully submitted by: Laura Soares