

HEALTHTRUST, INC.
BOARD OF DIRECTORS
Minutes of January 20, 2022

BOARD OF DIRECTORS PARTICIPATING:

Stacey, Cathy Ann, Reg of Deeds, Rockingham Cnty, <i>Chair</i>	Hilchey, Susan, Director of HR, SAU #25
Steel, Adam, Superintendent, SAU #39, <i>Vice Chair</i>	Rapp, Brian, Captain, Claremont Fire Dept
Beaudin, K. Jeanne, Town Admin, Belmont	Rossner, Daniel, Bus Admin, SAU #48
Clark, Michelle, Bus Admin, SAU #66 (<i>Virtual</i>)	Sheing, Jill, HR/Payroll Coord, Strafford Cnty
Dean, Russell, Town Manager, Exeter	Trahan, Sarah, Teacher, Winnacunnet H. Sch

BOARD MEMBERS UNABLE TO PARTICIPATE:

Dunn, Scott, Town Admin, Gilford	
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STAFF PARTICIPATING:

Frydman, David, General Counsel	Parker, Wendy, Executive Director
DeRoche, Scott, Mgr, Member & Enrollee Svcs	Thompson, Jennifer, Risk & Control Officer
Olson, Barbara, Executive Assistant	Tsiopras, George, Chief Financial Officer

Cathy Ann Stacey opened the meeting at 9:30 a.m. She noted that Michelle Clark is participating remotely. When asked if it was not reasonably practical for her to attend in-person, Ms. Clark responded that was not and that there was no one in the room with her. Chair Stacey then turned the meeting over to Russell Dean, Chair of the Governance & Nominating Committee, so that he could proceed with the Board Chair and Vice Chair elections.

Election of HealthTrust Board Chair and Vice Chair

Mr. Dean reviewed the nomination process:

- Nominations will be requested for Chair of the HealthTrust Board of Directors.
- Once nominations have been received, Mr. Dean will ask for a discussion or comments on any nominee for the position.
- Each Board member has one vote per open position and in the event of a tie; a revote would be taken between the candidates who were tied.
- Then there will be a roll call vote for the position of Chair of the Board.
- After completing the process for nomination and election of a Board Chair, he will repeat the process for Vice Chair of the HealthTrust Board of Directors.

Russell Dean asked for a nomination for Chair of the HealthTrust Board of Directors.

Adam Steel nominated Cathy Ann Stacey as Chair of the HealthTrust Board of Directors.

Mr. Dean asked if there were further nominations to be considered. None were raised.

Roll Call Vote to elect Cathy Ann Stacey as Chair of the Board

Beaudin, K. Jeanne	Y	Hilchey, Susan	Y	Sheing, Jill	Y	Steel, Adam	Y
Clark, Michelle	Y	Rapp, Brian	Y	Stacey, Cathy Ann	Y	Trahan, Sarah	Y
Dean, Russell	Y	Rossner, Daniel	Y				

Mr. Dean declared Cathy Ann Stacey re-elected as Chair of the HealthTrust Board of Directors.

Mr. Dean then invited nominations for Vice Chair to the Board.

Daniel Rossner nominated Adam Steel for Vice Chair of the HealthTrust Board of Directors. He explained that he believed changing up the leadership roles on the board was a good practice and that's why he was nominating Mr. Steel. Mr. Dean asked if there were further nominations. Cathy Ann Stacey nominated Daniel Rossner as Vice Chair of the HealthTrust Board of Directors. Mr. Dean asked each candidate if they would be willing to serve. Both candidates answered in the affirmative. He then proceeded with a roll call vote and asked each board member to state who they were voting for.

Roll Call Vote

Beaudin, K. Jeanne	AS	Hilchey, Susan	AS	Sheing, Jill	AS	Steel, Adam	DR
Clark, Michelle	DR	Rapp, Brian	AS	Stacey, Cathy Ann	DR	Trahan, Sarah	AS
Dean, Russell	DR	Rossner, Daniel	AS				

Russell Dean declared Adam Steel elected to the role of Vice Chair of the HealthTrust Board of Directors with a vote of 6:4.

Mr. Dean then turned the meeting back over to Cathy Ann Stacey. Wendy Parker expressed her appreciation for Mr. Rossner's years of service to the Board and the HealthTrust organization in his role as Vice Chair. Board members also expressed their thanks to Mr. Rossner.

Minutes of the October 5, 2021 HealthTrust Board of Directors Meetings

Chair Stacey asked if there were any questions regarding the minutes. None were raised.

MOTION by Daniel Rossner, seconded by Russell Dean, to accept the minutes of the October 5, 2021 HealthTrust Board of Directors meeting.

Roll Call Vote

Beaudin, K. Jeanne	Y	Hilchey, Susan	Y	Sheing, Jill	Ab	Steel, Adam	Y
Clark, Michelle	Y	Rapp, Brian	Y	Stacey, Cathy Ann	Y	Trahan, Sarah	Y
Dean, Russell	Y	Rossner, Daniel	Y				

MOTION carried with one abstention.

Minutes of the December 2, 2021 HealthTrust Annual Member Meeting and Board Elections

Chair Stacey asked if there were any questions regarding the minutes. None were raised.

MOTION by Russell Dean, seconded by Susan Hilchey, to accept the minutes of the December 2, 2021 HealthTrust Annual Member Meeting and Board Elections.

Roll Call Vote

Beaudin, K. Jeanne	Ab	Hilchey, Susan	Y	Sheing, Jill	Ab	Steel, Adam	Y
Clark, Michelle	Y	Rapp, Brian	Y	Stacey, Cathy Ann	Y	Trahan, Sarah	Y
Dean, Russell	Y	Rossner, Daniel	Y				

MOTION carried with two abstentions.

Executive Director’s Report

Wendy Parker shared an update on recent activities of the organization including RFP responses for the Slice of Life Program and Pharmacy Benefits Manager. Staff has interviews scheduled this week and next with the promising bidders. She noted that both RFPs have implementation dates of January 1, 2023. She gave an update on the status of the Core System transition, which is still on schedule for April 2022. Ms. Parker shared with the Board that an offer has been made and accepted by Jeanne Herrick for the position of General Counsel. Her anticipated start date is February 22, 2022. Staff is actively recruiting for the position of HR Coordinator and are implementing changes in staffing due to an individual from the MES team who has resigned from the organization. HealthTrust is in conversations with CVS and Anthem on direct coverage options for at-home COVID-19 test kits. At this time, HealthTrust covered individuals can submit for reimbursement through Anthem utilizing a paper claim form. Staff will be communicating with Member Groups as any new developments occur. She informed the Board that Lisa Guertin, President of Anthem NH is retiring at the end of March. Further, Ms. Parker let the board know that there have been some changes at the Secretary of State’s office and staff have met with Deputy Secretary, Bureau of Securities Regulation, Secretary of State’s Office, Eric Forcier and Chief of Staff, Dave Lang and more meetings will be scheduled. Finally, Wendy Parker asked the Board if they would be able to move the May 19, 2022 Board meeting to Friday, May 20, 2022 so that we can plan a Board/Staff luncheon. Everyone consulted their calendars and indicated that the new date would work. Barbara Olson will send out updated meeting invites for the HealthTrust Board meeting moving it from May 19 to May 20, 2022. She then offered to answer any questions. Board members thanked Wendy Parker for her report.

Financials – FY2022 Year-to-Date through November 30, 2021

George Tsiopras reviewed the financials, in detail. He offered to answer any questions. A brief discussion ensued.

MOTION by Daniel Rossner, seconded by Brian Rapp, to accept the HealthTrust Financials for FY2022 Year-to-Date through November 30, 2021, as presented, with gratitude.

Roll Call Vote

Beaudin, K. Jeanne	Y	Hilchey, Susan	Y	Sheing, Jill	Y	Steel, Adam	Y
Clark, Michelle	Y	Rapp, Brian	Y	Stacey, Cathy Ann	Y	Trahan, Sarah	Y
Dean, Russell	Y	Rossner, Daniel	Y				

MOTION passed unanimously.

Strategic Planning Committee Report on 510K Pathway Coverage

Adam Steel, Chair of the Strategic Planning Committee reviewed the memo sent to the board regarding RX coverage for 510K medications. The Strategic Planning Committee recommends that HealthTrust implement the CVS Caremark Global Strategy to exclude 510K Pathway, non-FDA approved products, with no overrides for existing users, effective as of March 1, 2022. Discussion ensued.

MOTION by Daniel Rossner, seconded by Adam Steel, to accept the Strategic Planning Committee’s recommendation to implement the CVS Caremark Global Strategy to exclude 510K Pathway, non-FDA approved products, with no overrides for existing users, effective as of March 1, 2022.

Roll Call Vote

Beaudin, K. Jeanne	Y	Hilchey, Susan	Y	Sheing, Jill	Y	Steel, Adam	Y
Clark, Michelle	Y	Rapp, Brian	Y	Stacey, Cathy Ann	Y	Trahan, Sarah	Y
Dean, Russell	Y	Rossner, Daniel	Y				

MOTION passed unanimously.

Legal Duties of a Director – Annual Review

David Frydman reviewed the legal duties of a director with the Board with a question and answer session. The Board thanked Attorney Frydman for his presentation.

Annual HIPAA Training

Jennifer Thompson, Risk and Control Officer, reviewed the Board’s HIPAA annual training, in detail. The Board thanked Ms. Thompson for her presentation.

Conflict of Interest Policy and Form – Annual Review

Chair Stacey asked if Board members had reviewed the policy and did they have any edits. None were suggested.

Board Commitment Letter – Annual Review

David Frydman reviewed the Board Commitment Letter and asked if there were any suggested revisions. None were offered.

Other Business

Chair Stacey asked if there was any other business to discuss. There were no additional items brought forward.

MOTION by Brian Rapp, seconded by Russell Dean, to adjourn the meeting.

Roll Call Vote

Beaudin, K. Jeanne	Y	Hilchey, Susan	Y	Sheing, Jill	Y	Steel, Adam	Y
Clark, Michelle	Y	Rapp, Brian	Y	Stacey, Cathy Ann	Y	Trahan, Sarah	Y
Dean, Russell	Y	Rossner, Daniel	Y				

MOTION passed unanimously 10:34 a.m.

Respectfully submitted,



Barbara Olson, Executive Assistant