

HEALTHTRUST, INC.
BOARD OF DIRECTORS
PUBLIC & NON-PUBLIC SESSIONS
Minutes of May 20, 2022

BOARD OF DIRECTORS PARTICIPATING:

Stacey, Cathy Ann, Reg of Deeds, Rockingham Cnty, <i>Chair</i>	Hilchey, Susan, Director of HR, SAU #25
Beaudin, K. Jeanne, Town Admin, Belmont	Rapp, Brian, Captain, Claremont Fire Dept
Clark, Michelle, Bus Admin, SAU #66	Rossner, Daniel, Bus Admin, SAU #48
Dean, Russell, Town Manager, Exeter	Sheing, Jill, HR/Payroll Coord, Strafford Cnty
Dunn, Scott, Town Admin, Gilford	Steel, Adam, Superintendent, SAU #39 (10:30 a.m.)

BOARD MEMBERS UNABLE TO PARTICIPATE:

Trahan, Sarah, Teacher, Winnacunnet H. Sch	
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STAFF PARTICIPATING:

DeRoche, Scott, Member & Enrollee Svcs Manager	Parker, Wendy, Executive Director
Herrick, Jeanne, General Counsel	Simmons, Darlene, Engagement Manager
Horne, Kerry, Wellness Assistant Manager	Thompson, Jennifer, Risk & Control Officer
Keith, Shane, Enrollment Representative	Tsiopras, George, Chief Financial Officer
Olson, Barbara, Executive Assistant	

Cathy Ann Stacey opened the meeting at 9:30 a.m.

Minutes of the March 15, 2022 HealthTrust Board of Directors Meeting

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

MOTION by K. Jeanne Beaudin, seconded by Russell Dean, to accept the minutes of the March 15, 2022 HealthTrust Board of Directors meeting.

MOTION passed unanimously.

Executive Director's Report

Wendy Parker shared an update on recent activities of the organization to include staff vacancies; July open enrollment; new groups joining HealthTrust; benefits and wellness advisors visiting on-site with Member groups; continued use of digital resources for the SMP for Member groups; an update on the OneSource system; and meetings with the BSR.

Financials – FY2022 Year-to-Date through March 31, 2022

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 March 31, 2022, as presented, with gratitude.

MOTION passed unanimously.

Strategic Planning Committee Report

• ***Slice of Life Program Vendor Recommendations***

Susan Hilchey thanked everyone for their work on the Slice of Life RFP. She invited Kerry Horne and Darlene Simmons to share a presentation on the vendors being recommended to the Board by the Strategic Planning Committee; Virgin Pulse and ComPsych. Ms. Horne and Ms. Simmons proceeded

through their presentation and discussion ensued throughout. At the conclusion of the presentation, Wendy Parker made note to the Board that staff believe it is no longer the best use of resources to continue on-site biometric screening events, flu clinics, incentives for the Future Mom's program, and the fitness device voucher option, due to a variety of factors including participation levels, cost, and alternative delivery methods with the new vendors. Significant discussion ensued. Board members felt strongly that the organization should continue with the flu clinics and staff discussed details of how that could be achieved, as well as the cost of the program.

MOTION by Daniel Rossner, seconded by Brian Rapp, to authorize staff to enter into three-year contracts with Virgin Pulse as the organization's wellness vendor and ComPsych as the organization's EAP vendor, both effective June 1, 2022 with programs commencing on January 1, 2023, and further, authorizing staff to maintain the flu clinic program as part of the Slice of Life Program.

MOTION passed unanimously. (*Russell Dean was not in the room at the time of the motion and vote.*)

- ***Retreat Agenda***

Susan Hilchey asked if Board Members had any suggested revisions, edits, or input regarding the retreat agenda that was sent out with the meeting materials. None were made and everyone thanked the Strategic Planning Committee and staff for their work on putting an agenda together.

Adam Steel in attendance at 10:20 a.m.

Finance & Personnel Committee Reports

Adam Steel, Chair of the Finance & Personnel Committee, reviewed the items that were discussed and fully vetted at the Committee meeting on April 21, 2022.

- ***Prescription Drug RFP Recommendation***

Adam Steel reviewed the recommendation from the Finance & Personnel Committee and stated that the Committee fully supports that HealthTrust enter into a contract with CVS Caremark. Discussion ensued.

MOTION by Adam Steel, seconded by Daniel Rossner, to authorize staff to renew with CVS Caremark for a three-year, six-month period (January 1, 2023 - June 30, 2026) to provide pharmacy benefit manager services.

MOTION passed unanimously.

- ***Actuarial RFP Recommendation***

Adam Steel reviewed the memo that was sent to Board members and which recommends that HealthTrust enter into a contract with Milliman for 2 years to provide actuarial consulting services. The recommendation comes after significant discussion took place at the Finance & Personnel Committee meeting on April 21, 2022. Discussion ensued.

MOTION by Adam Steel, seconded by Daniel Rossner, to authorize staff to enter into a two (2) year contract from June 1, 2022 – May 31, 2024, with Milliman for provision of HealthTrust's actuarial consulting services.

MOTION carried 9:1. *Brian Rapp voted against the motion.*

- ***Proposed FY2023 Internal Audit Plan***

Adam Steel shared that the Finance & Personnel Committee met on April 21, 2022 and was presented with the proposed FY2023 Internal Audit Plan by Jennifer Thompson, Risk & Control Officer. He stated

that the Committee fully supports the Plan and asked if there were any questions, also noting that Ms. Thompson was available to address any questions or concerns as well. No question were raised. The Board thanked Ms. Thompson for her work on the Plan.

MOTION by Adam Steel, seconded by K. Jeanne Beaudin, to adopt the proposed FY2023 Internal Audit Plan, as drafted and shared.

MOTION passed unanimously.

- ***Recommended Core System Implementation Appreciation Payments for Designated Staff***

Adam Steel shared that appreciation payments were discussed at the April 21, 2022 Finance & Personnel Committee meeting. Board members from the Committee weighed in on their feelings regarding the payments. Discussion ensued.

MOTION by Adam Steel, seconded by Russell Dean, to authorize the Executive Director to make one-time, core system implementation appreciation payments to seven key HealthTrust staff in the combined amount of \$40,000, not including employer based payroll taxes.

To further discuss the proposal related to compensation, it was suggested that a non-public session was appropriate.

MOTION by Scott Dunn, seconded by Daniel Rossner, to enter non-public session relative to RSA 91-A:3, II (a) the dismissal, promotion, or compensation of any public employee.

Roll Call Vote

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

MOTION passed unanimously at 10:35 a.m.

Board members, Wendy Parker, and Jeanne Herrick remained in the room for the discussion. All other staff left the meeting.

~NON-PUBLIC SESSION I~

The Board discussed compensation in the form of appreciation payments to seven key HealthTrust staff in the combined amount of \$40,000, not including employer based payroll taxes, due to the extraordinary efforts put forth by this core team of staff involved in the implementation of the new core system, OneSource. Discussion ensued regarding the nature of the work involved and how the proposed compensation relates to each position and performance of the work. No action was taken in the non-public session.

MOTION Adam Steel, seconded by Daniel Rossner, to exit non-public session.

Roll Call Vote

Beaudin, K. Jeanne	Y	Hilchey, Susan	Y	Sheing, Jill	Y
Clark, Michelle	Y	Rapp, Brian	Y	Stacey, Cathy Ann	Y

Dean, Russell	Y	Rossner, Daniel	Y	Steel, Adam	Y
Dunn, Scott	Y				

MOTION passed unanimously at 10:47 a.m.

A vote was taken on the **MOTION** made before entering the non-public session. The **MOTION** carried 9:1. *Cathy Ann Stacey voted against the motion.*

Election of Vice Chair to the HealthTrust Board of Directors

Cathy Ann Stacey invited nominations for the vice chair position.

MOTION by Michelle Clark, seconded by Brian Rapp, to nominate Daniel Rossner as Vice Chair of the HealthTrust Board of Directors.

Mr. Rossner was asked if he would be willing to serve in the capacity as Vice Chair of the HealthTrust Board of Directors, if elected. He responded that he would be happy to serve in that capacity.

MOTION carried 9:1. Daniel Rossner abstained.

Cathy Ann Stacey paused the meeting for a moment so that she could extend appreciation and thanks to K. Jeanne Beaudin and Adam Steel who will both be leaving the HealthTrust Board of Directors. She presented them with a plaque commemorating their years of service on the Board. Everyone chimed in with their thanks and well wishes. Both Ms. Beaudin and Mr. Steel addressed the Board also expressing their appreciation for having gotten to work with them and also stated how much they have learned while on the Board.

Governance & Nominating Committee Report

Russell Dean, Chair of the Governance & Nominating Committee shared that there are two vacancies coming up on the HealthTrust Board of Directors. One for a Municipal Official position as K. Jeanne Beaudin is retiring as Town Administrator in Belmont, and a School Official position as Adam Steel is leaving his role as Superintendent for SAU #39. Chair Dean asked if board members had reviewed the applications included with their meeting materials and the recommendations fully supported by the Governance & Nominating Committee. Those recommendations are for Brigitte Codling, Town Manager, Town of Haverhill to fill the Municipal Official vacancy and for Duane Ford, Business Administrator, SAU #67, Bow & Dunbarton School Districts, to fill the School Official vacancy.

MOTION by Adam Steel, seconded by K. Jeanne Beaudin, to appoint Brigitte Codling, Town Manager, Town of Haverhill, to the municipal public official vacancy on the HealthTrust Board of Directors, to serve out the remainder of K. Jeanne Beaudin’s term which expires in December 2024. Following completion of the term, Ms. Codling will be eligible to serve five additional, three-year terms. And, further to appoint Duane Ford, Business Administrator, SAU #67, Bow and Dunbarton School District, to the school public official vacancy on the HealthTrust Board of Directors, to serve out the remainder of Adam Steel’s term which expires in December 2023. Following completion of the term, Mr. Ford will be eligible to serve five additional, three-year terms.

MOTION passed unanimously.

Wendy Parker stated that with K. Jeanne Beaudin’s retirement from the Board, there is a vacancy to be filled on the HealthTrust/NHMA Retirement Committee. Cathy Ann Stacey asked if there were any volunteers. Scott Dunn volunteered to serve on the Retirement Committee and Barbara Olson will send him the materials necessary to become informed on the Committee’s work.

Executive Director’s FY2022 Performance Evaluation Discussion and FY2023 Goal Setting

MOTION by Adam Steel, seconded by Michelle Clark, to enter non-public session relative to RSA 91-A:3, II (a) the dismissal, promotion, or compensation of any public employee.

Roll Call Vote

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

MOTION passed unanimously at 11:05 a.m.

Board members remained in the room for the discussion. All other staff left the meeting.

~NON-PUBLIC SESSION II~

Board members discussed the annual review of the Executive Director as well as proposed FY2023 goals. No action was taken.

MOTION by Adam Steel, seconded by Daniel Rossner, to exit non-public session.

Roll Call Vote

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

MOTION passed unanimously at 11:21 a.m. and the Board exited non-public session.

MOTION by Adam Steel, seconded by K. Jeanne Beaudin, to adjourn the meeting.

MOTION passed unanimously at 11:22 a.m.

Respectfully submitted,

Barbara Olson
 Barbara Olson, Executive Assistant