

HEALTHTRUST, INC.
BOARD OF DIRECTORS
Minutes of February 8, 2024

BOARD OF DIRECTORS PRESENT:

Rossner, Daniel, Bus Admin, SAU #48, <i>Chair</i>	Hilchey, Susan, Director of HR, SAU #25
Dunn, Scott, Town Admin, Gilford, <i>Vice Chair</i>	Rapp, Brian, Deputy Chief, Claremont Fire Department
Clark, Michelle, Bus Admin, SAU #66	Ruehr, Timothy, Chief Financial Officer, SAU #29
Codling, Brigitte, Town Manager, Haverhill	Sheing, Jill, HR/Payroll Coord, Strafford Cnty
Dean, Russell, Town Manager, Exeter	Stacey, Cathy Ann, Reg of Deeds, Rockingham Cnty (virtual)

BOARD MEMBERS UNABLE TO PARTICIPATE

Trahan, Sarah, Teacher, Winnacunnet H. School	
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STAFF PRESENT:

Bodwell, Erica, Benefits & Coverage Counsel	Saucier, Pamela, Executive Assistant
DeRoche, Scott, Acting Deputy Director	Simmons, Darlene, Engagement Manager
Herrick, Jeanne, General Counsel	Tsiopras, George, Chief Financial Officer
Kalgren, Jason, Chief Information Officer	

Chair Daniel Rossner opened the HealthTrust Board meeting at 10:01 a.m. Chair Rossner noted that Cathy Ann Stacey would be participating remotely as it was not reasonably practical for her to attend in-person. When Chair Rossner asked if there was anyone in the room with Ms. Stacey, she responded, no. Chair Rossner stated that all votes would be taken by roll call.

Chair Rossner note that there would be a change to the agenda to include a non-public session pursuant to RSA 91-A:3, II(b), the hiring of a public employee after new business.

Minutes of the December 4, 2023 HealthTrust Board of Directors Meeting and December 7, 2023 Annual Member Meeting

Chair Rossner asked if there were any questions or other revisions to the minutes. None were raised.

MOTION by Russell Dean, seconded by Scott Dunn to approve both the minutes of the December 4, 2023 and December 7, 2023 HealthTrust Board of Directors meeting.

Roll call vote

Clark, Michelle	Y	Brian Rapp	Y
Codling, Brigitte	Y	Rossner, Daniel	Y
Dunn, Scott	Y	Sheing, Jill	Y
Dean, Russ	Y	Stacy, Cathy Ann	Y
Hilchey, Susan	Y		

MOTION passed unanimously.

Interim Executive Director Report

Chair Daniel Rossner introduced Interim Executive Director Jeanne Herrick to provide HealthTrust updates. Ms. Herrick announced that the contract with Anthem for Medicare Advantage was signed on January 9. Staff has been working diligently in work groups meeting weekly within the scope of their respective assignments. Additionally, HealthTrust and Anthem have been holding weekly implementation meetings. Board members had questions in regards to Medicare Advantage communication. Scott DeRoche clarified to the expected

timing of mailings and announcements to go out to retirees and Member Groups. Both Susan Hilchey and Daniel Rossner offered to host informational sessions for their regions/districts. Chair Rossner asked about billing for Medicare Advantage. Mr. DeRoche clarified that the individual billing process would continue with HealthTrust processing NHRS annuity and subsidy payments and directly billing retirees. Discussion and questions took place about rate setting and the rating process for active and Medicare Advantage coverage for both January and July retiree groups. Mr. DeRoche also noted that dental coverage would continue to remain with the normal renewal group and would be a separate enrollment form from Medicare Advantage.

10:11am Timothy Ruehr arrived.

Chair Daniel Rossner introduced newly elected Board member Timothy Ruehr, Chief Financial Officer of SAU 29.

Jeanne Herrick continued with HealthTrust's technology updates including upgrades to the firewalls, switches, and servers. There have been a number of staffing updates, including transitions, and two new contact center employees to start over the next month. She noted that there has been some difficulty finding qualified candidates for the open Benefit Services Manager as well as the Financial Analyst position. She announced that HealthTrust's IT Administrator, Dan Bartlett will be retiring in July, and the staff is working on documenting the roles of this position to ensure that the job description accurately reflects current duties. In a final note, Ms. Herrick reviewed a variety of upcoming professional development opportunities for board members in 2024.

Financials – FY2024 Year-to-Date through December 31, 2023

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

MOTION by Russell Dean, seconded by Susan Hilchey, to accept the HealthTrust Financials for FY2024 Year-to-Date through December 31, 2023, as presented, with gratitude.

Roll Call Vote

Clark, Michelle	Y	Brian Rapp	Y
Codling, Brigitte	Y	Rossner, Daniel	Y
Dunn, Scott	Y	Ruehr, Tim	Y
Dean, Russ	Y	Sheing, Jill	Y
Hilchey, Susan	Y	Stacy, Cathy Ann	Y

Legal Duties of a Director – Annual Review

Jeanne Herrick reviewed the legal duties of a director with the Board. Discussion ensued throughout the presentation. The Board thanked Attorney Herrick for her presentation.

Conflict of Interest Policy and Form – Annual Review

Jeanne Herrick reviewed the policy with the Board and asked if they had any questions. None were raised. She also reminded the Board that the NH State Department's RSA 15-A Financial filings were electronic this year.

Board Commitment Letter – Annual Review

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

Other Business

The Chair suggested that the Board consider entering a Non-Public Session under RSA 91-A:3, II(b) to discuss the hiring of a public employee.

MOTION by Michelle Clark, seconded by Russell Dean, to enter Non-Public Session pursuant to RSA 91-A:3, II(b).

Roll Call Vote

Clark, Michelle	Y	Brian Rapp	Y
Codling, Brigitte	Y	Rossner, Daniel	Y
Dunn, Scott	Y	Ruehr, Tim	Y
Dean, Russ	Y	Sheing, Jill	Y
Hilchey, Susan	Y	Stacy, Cathy Ann	Y

MOTION passed unanimously The Board remained in the meeting.

~NON-PUBLIC SESSION~

The public meeting resumed at 11:22 a.m.

MOTION by Michelle Clark, seconded by Brian Rapp to seal the Non-Public Session until after the hiring process is completed and all parties have been notified.

Roll Call Vote

Clark, Michelle	Y	Brian Rapp	Y
Codling, Brigitte	Y	Rossner, Daniel	Y
Dunn, Scott	Y	Ruehr, Tim	Y
Dean, Russ	Y	Sheing, Jill	Y
Hilchey, Susan	Y	Stacy, Cathy Ann	Y

MOTION passed unanimously.

HealthTrust staff returned to the meeting at 11:23 a.m.

Chair Rossner declared the meeting adjourned at 11:26 a.m.

Respectfully submitted,



Pamela Saucier, Executive Assistant