

**HEALTHTRUST, INC. BOARD OF DIRECTORS**  
**Minutes of August 6, 2025**

**BOARD OF DIRECTORS PARTICIPATING:**

Rossner, Daniel, Business Administrator, SAU #48, <i>Chair</i>	Limanni, Michael, Chief Financial Officer, SAU #11
Hilchey, Susan, Director of Human Resources, SAU #25, <i>Vice Chair</i>	Scholes, Amy, Teacher, SAU #21
Brown, Troy, Town Manager, Town of Littleton	Sheing, Jill, Human Resources/Payroll Coordinator, Strafford County
Kivikoski, Alison, Senior Director of Human Resources, Rockingham County	

**BOARD MEMBERS UNABLE TO PARTICIPATE:**

Dean, Russell, Town Manager, Town of Exeter	Ruehr, Timothy, Chief Financial Officer, SAU #29
Rapp, Brian, Deputy Chief, Claremont Fire Dept.	

**STAFF PARTICIPATING:**

Bodwell, Erica, Benefits and Coverage Counsel	Thomas, Keri, Executive Assistant
DeRoche, Scott, Executive Director	Tsiopras, George, Deputy Director and Chief Financial Officer
Herrick, Jeanne, General Counsel	Turmel, Lynne, Director of Risk Pool Operations
Kalgren, Jason, Chief Information Officer	

Chair Daniel Rossner opened the HealthTrust Board Retreat at 9:00 a.m. He thanked staff for their efforts throughout the year and in preparation for the Retreat. Susan Hilchey also expressed appreciation for the staff's work and welcomed Michael Limanni and Amy Scholes as new members of the HealthTrust Board.

Scott DeRoche gave a summary of last year's retreat and outlined this year's agenda. He mentioned that each presentation is structured to provide a clear definition of HealthTrust and its corporate organization.

**Line of Coverage Request for Proposal (RFP) Project - Status Report**

George Tsiopras introduced the first presentation topic and highlighted the need to hire a consultant to assist the organization is preparing an RFP for HealthTrust's Medical, Prescription Drug, MAPD and stop loss insurance that is in line with effective practices operationally and contractually. He noted the project team focused on the initiative includes himself, Erica Bodwell and Lynne Turmel and turned it over to Erica Bodwell to present the team's progress and findings to date.

Erica Bodwell reported on the research and analysis completed by the team over the past few months to inform preparation of the RFP for a consultant. She stated that the staff worked to understand industry trends, including strategies that affect cost and quality, relationship patterns with suppliers, and potential next steps. She emphasized the need to recognize reality and complexity, and make strategic choices in cost management. The staff has additionally reviewed the practices of CALPERs in addition to other risk pools. She reaffirmed the discussion from the February board meeting regarding the line of coverage RFP and coordination of all vendors, including addressing fiduciary responsibilities and member group concerns. She noted challenges with the current contracts, including Per Member Per Month (PMPM) pricing model, potentially high administrative costs, no trend guarantees, and no vendor risk.

Erica Bodwell emphasized the value of leveraging knowledge and data and suggested hiring a consultant is necessary to access broader market insights and contract negotiation expertise. She proposed exploring innovative strategies

like tiered networks, site-neutral pricing, Population Health Management, and Centers of Excellence. She stressed the importance of balancing pricing with quality of care in these considerations.

Alison Kivikoski said her staff has begun looking into a Center of Excellence Model and would be happy to send over more information. Chair Rossner asked staff to be cognizant of the large portion of our Member Groups who do not have the same options as southern New Hampshire when looking into the Center of Excellence model.

A discussion ensued with respect to CALPERs model, which utilizes Included Health for population health management and the importance of understanding the demographics of the pool and how the market is shifting.

Erica Bodwell continued her presentation by noting medical coverage is the largest component of the benefit budget for our Member Groups but it is also important to focus on prescription drug costs and the role of Pharmacy Benefit Managers (PBM). She discussed ongoing PBM reforms nationwide and emphasized the importance of understanding drug pricing for making informed decisions on formularies and benefits. She also presented information on the vertical integration of major PBMs and the emergence of group purchasing organizations (GPOs) in recent years.

Scott DeRoche advised the board that CVS contracts through a GPO and as such we are limited in our ability to audit or obtain any information on pricing as a result of these newly formed structures.

Erica Bodwell stated a consultant can help understand and negotiate rebates given current practices, allowing for more transparency on costs. She reviewed emerging models that align care with cost controls, compliance and health outcomes, and provided an example of a disrupter model. She then reviewed the importance of contracting and vendor alignment and provided several examples.

George Tsiopras emphasized the importance of hiring a consultant who understands the models and the impacts. He said current contracts are complicated and volume-based. A consultant would assist with transparency and identifying the appropriate levers to pull to hold vendors accountable.

Scott DeRoche stated this team is able to contract effectively, however, services are getting more complex to navigate noting several changes that consultants have seen happening all over the country. He believes this step is a prudent management measure. Each consultant has teams of data scientists and databases able to statistically analyze items such as provider discounts based on the machine readable files, etc. to model each proposed relationship, from a data analytics standpoint, to determine which would be most advantageous. These are resources HealthTrust does not have in-house.

Erica Bodwell reported to the board that the current HealthTrust legal team, together with Jeanne Herrick, has over 70 years of experience. Erica herself has more than 20 years of experience in healthcare law and pointed out how matters have become increasingly complex.

Jeanne Herrick advised the State of New Hampshire regularly uses a consultant (Segal) for procurement support and general health benefit plan consulting services.

Erica Bodwell outlined the RFP process and stated that staff were looking for consultants with expertise in building innovative medical and pharmacy benefit programs based on shared savings and population health management approaches, capable of meeting fiduciary responsibilities and requirements aligned with financial and healthcare quality goals. Staff considered the final candidates, all of whom expressed concerns about the timeline, but also noted there was potential for immediate savings. As the next step, Bodwell asked the board to authorize staff to negotiate and contract with a consultant to conduct an assessment of current medical and pharmacy contracts and the New Hampshire market as the first phase of the RFP process.

Susan Hilchey noted the huge price difference between the two finalists, Milliman and Healthscape. Scott DeRoche advised there were concerns that were raised at the finalist presentations in respect to the 1-year timeline but there

was an opportunity for immediate savings that could impact negotiating an extension and RFP. Staff would like the opportunity to retain one of the consultants to perform a market analysis in preparation of the RFP process. He advised the Board that in-line with the Board's direction he had contacted Anthem and CVS over the winter requesting a 1-year extension and CVS is offering a 3-year extension that is still being drafted with an option to term, Anthem has not yet sent an offer but has indicated a potential increase to administrative fees for a 1-year extension. He feels it makes sense to contract with one of the consultants to evaluate these extensions.

Michael Limanni asked what an appropriate timeline for a full line of coverage RFP would be. Scott DeRoche stated a full analysis of various competing models is key to this process and estimated 18-months at minimum would be a more realistic timeline, as you would have to account for any associated operational changes such as plan builds, data migrations, communications, etc.

Erica Bodwell noted that staff is not interested in strategies that shift the cost to the enrollees. The goal for this RFP was to receive better pricing, including from the providers.

Scott DeRoche advised the Board that staff will be looking for action on day 3 of the retreat to contract with either Milliman or Healthscape to assist in the first phase of the RFP process.

Chair Rossner asked staff to provide a brief overview and recommendation on day 3 for any Board members who missed this presentation.

Troy Brown stated he feels his employees are happy with having Anthem coverage but also agrees with working with a consultant to negotiate a better contract. He added that he wants the Board to do everything it can to keep Anthem but if Anthem is not willing to come to the table with their best offer it may be in the best interest of our Member Groups to go elsewhere.

There was a discussion regarding the potential costs for a consultant and that effective changes resulting in lower medical and prescription costs could more than outweigh the consultant costs.

### **Insulin Multi-District Litigation**

Erica Bodwell provided an overview on alleged price fixing and its impact on consumers noting manufacturers and pharmacy benefit entities may have exploited unfair trade practices by manipulating drugs' list prices forcing payers to shoulder inflated bills. This has resulted in lawsuits across the country.

Erica Bodwell explained artificially inflated pricing noting the costs for insulin has increased 1000% but the formula has not changed in over 100 years. She then reviewed the price fixing lawsuits and potential legal claims noting the preliminary damages model estimates the recovery could be in the millions of dollars for HealthTrust. She advised the Board there is no cost to investigate and recovery is contingency based. She stated the attorneys will review PBM contracts and insulin drug spend and evaluate HealthTrust's potential claims and recovery. She also advised the Board that CVS Caremark and Anthem have both been advised of the possibility of claims being filed against them.

Scott DeRoche added that he has spoken to CVS and although HealthTrust would be suing their partner he felt it is prudent to pursue any monies owed to HealthTrust. He said although there is no guarantee in recovery, original estimates were over \$90M in recovery but could be potentially lower.

Erica Bodwell stated staff will be asking the Board to allow them to file suit if the evaluations reveal that HealthTrust has viable claims.

*Break 10:44-11:00*

## Artificial Intelligence in the Health Coverage Space

Jason Kalgren provided an educational presentation on Artificial Intelligence (AI) and potential opportunities for HealthTrust. He provided examples of the different types of AI and how they could be used within the organization. He concluded his presentation by stating AI will not replace workers but will become a critical tool for workers and expressed the importance of defining goals and developing a path forward to keep up with the changing technology.

Scott DeRoche stated a number of risk pools are using AI to assist with rating and medical underwriting but it is unclear if it is accurate.

Michael Limanni expressed the importance of consistency and understanding how it will work across all platforms.

## Employee Assistance Program Options

Lynne Turmel provided an overview of the Employee Assistance Program (EAP) at the request of the Board. She advised that EAP programs are designed to be a resource for communications and opportunities such as trainings and workshops, crisis management and strategies that are accessible 24/7 via phone, in person, or online. She reviewed the current contract and utilization and the scope of services for the RFP. She reviewed the RFP proposal requirements adding staff had pushed vendors for fee for service based pricing. She informed that RFPs were sent to eight vendors and reviewed the selection criteria and provided highlights of all three finalists. She noted AllOne Health focused on the public sector and during their interview had provided examples of services that can be used by police and teachers. She stated ComPsych (our current vendor) only offered a Per Enrollee Per Month (PEPM) pricing and only came down \$0.03 from their current contract.

Michael Limanni asked what level of utilization staff would like to see. Erica Bodwell said we would like to see all vendors on a utilization model that way we are only paying for what is being used. Scott DeRoche added as this is an employer service there is not an engagement or ROI goal, unlike the well-being programs. The Board voted to continue offering this service as part of the overall benefits package. Michael Limanni stated so it is ok if there is only 14% utilization if that is 100% of the need and we only pay for it when it is needed.

Alison Kivikoski asked how AllOne's services have advanced since we sent out the last RFP. Lynne Turmel advised that the last RFP was for a total well-being program and they did not offer it at the time.

Alison Kivikoski stated she was glad this went out to RFP and asked about marketing tools to increase utilization. Lynne Turmel explained this would be part of the contract negotiations and there were program parameters that could be put in place. She added that staff is looking for effort on both sides to make sure the program is working and not just locking in a price or offering an automatic renewal. She said there needs to be transparency.

Chair Rossner provided historical context for the new Board members advising that the EAP program was looked at from a cost standpoint and they are not looking to market it however, it is great that we can provide it for our groups, and it is there if it is needed. He advised Human Resource Directors at the Member Groups can obtain the information through HealthTrust staff when it is needed. Susan Hilchey agreed the information should be kept with Human Resources and provided to employees that need it. Scott DeRoche stated this is the right balance with a high-quality partner enhancing our services.

Lynne Turmel concluded her presentation stating staff is recommending entering into a contract with AllOne Health.

Chair Rossner thanked Ms. Turmel for her presentation and advised the Board will discuss the recommendation on Friday. He asked if the EAP program had been removed from the budget after the Board had discussed cutting it.

Scott DeRoche advised EAP had not been cut from the budget.

Troy Brown raised a question regarding state laws and if this was a qualifying service. Scott DeRoche stated the regulator had raised concerns with respect to programs like this but then recognized that HealthTrust is a full-service option and, while others may go direct to a third party for these services, there was a place for both models. He noted Christina Ferrari, the regulator's attorney, stated they would evaluate programs individually. Jeanne Herrick advised this is a risk management tool and utilized by those who use it that way.

### **Well-Being Program Update and Future Outlook**

Lynne Turmel provided an overview of the current Well-Being programs. She said as part of HealthTrust's mission, the goal is to offer a robust program that meets the needs of members and covered individuals and promotes better health outcomes. She advised staff has been looking at the program as a whole, proving out ROI, effectiveness of the programs in keeping the population healthy, and utilization. As part of proving out ROI, it was decided to sunset the SmartShopper program. She also recognized the achievements noting that staff has been leveraging utilization pricing to lower costs of the program and has also on-boarded Hinge Health, Headway, and Headspace.

Lynne Turmel then reviewed the Well-Being budget advising the program runs on a calendar year. She pointed out two of the largest factors in the Slice of Life Program were the cost of incentives and administrative fees. She reviewed the ROI process and how the ROI is calculated by Personify Health. She provided a full analysis of the Slice of Life (SOL) Personify Health program adding it is a nice platform with communications channels and partnerships within the program to make it more robust. She noted there was some concern in how their ROI was calculated as it included turnover and absenteeism factors and how the ROI changes when those items are removed. She said staff would like time to evaluate the cost break downs, reward structure and work towards a utilization model. She also wanted time to evaluate if it is better to have everything under one platform or negotiate with outside vendors. She noted the Well-Being programs are being looked at strategically to evaluate how the programs fit together today and how the stewardship reports could be used to drive better outcomes. She stated staff would like the Board to authorize them to negotiate a 1-year extension to allow time for additional review and provided the Board with a timeline for this evaluation process.

Scott DeRoche stated staff went through the entire Well-Being program and found great solutions for areas that were lacking. He noted the ROI for SOL would suggest a lack of return, however revisiting the incentive structure could get the ROI more in line with our goals. He advised that this program will continue through 2026 and a potential proposal would be brought to Strategic Planning and then to the full Board in the spring to be implemented in 2027.

Alison Kivikoski asked if this program was offered to enrollees or enrollees and spouses. Scott DeRoche advised this is available for both.

Susan Hilchey voiced concerns about lowering the incentives and the potential of losing engagement.

### **AGRiP Advisory Standards and Recognition**

Jeanne Herrick provided an overview of Association of Governmental Risk Pools (AGRiP) accreditation and why to pursue it. She said HealthTrust is in a good position to pursue accreditation, however it would require more clearly articulating what our philosophies and operational policies are. She reviewed the governance standards advising these are already being followed at HealthTrust. She noted that fiduciary and financial solvency standards require the governing Board to review once every five years and clearly state whether the pool offers assessable or non-assessable coverage. She then reviewed operational and staffing standards noting the standards are typical for employer policies and there would be a need to pull policies that are embedded in the current handbook to have a clearly defined code of conduct. She provided an overview of the member services standards noting it is making sure members understand how the organization is doing, which is currently being done.

Jeanne Herrick concluded her presentation by reviewing the remaining standards and noted HealthTrust overall is in good shape to be awarded recognition. She reviewed the application process which includes a self-assessment and \$750.00 fee. She stated the recommendation is for the Board to vote to allow staff to pursue AGRiP accreditation and that staff bring to the appropriate Board committee(s) any policy or other recommendation that requires Board approval.

Chair Rossner asked about the potential impact this will have on staff. Jeanne Herrick stated there will be some effort and anticipates it taking approximately six months for her department to work through while managing other work flow but does not expect this being a heavy lift. Scott DeRoche stated that to his knowledge HealthTrust is the second largest health risk pool in the nation and is a leader in many of these areas however he feels it is important to clearly define how we operate and will be a benefit to the Member Groups to have this accreditation.

Troy Brown asked how long the accreditation is good for. Jeanne Herrick said it is good for three years.

Scott DeRoche noted if AGRiP felt HealthTrust was lacking in any area we could still receive the accreditation but would allow us the opportunity to fix it. He said it is his understanding that a similar situation occurred with SchoolCare when they went through their accreditation with respect to not having a policy on being an assessable or non-assessable risk pool.

*Break 2:17-2:30*

### **HealthTrust Staff Organizations Structure**

Scott DeRoche provided an overview of the staff structure noting the organization went through a reorganization prior to him taking over as Executive Director. He reviewed other areas that have been discussed such as the pay and classification studies, work arrangement, and new positions. He reviewed HealthTrust's philosophy noting other risk pools operate as a TPA however HealthTrust does more in-house and stated staff is a key part in the success of the organization. He presented a historical overview of staffing levels which have reduced significantly since 2014 based on productivity and efficiencies. He noted however that in recent years things have become more complex which requires more staff. He acknowledged the need for an additional underwriting position and for a dedicated information security-focused role in the future.

Chair Rossner asked if the succession plan has been updated for this year. Scott DeRoche stated it has not been updated and would like to discuss this with the Finance and Personnel committee first to review the methodology and work to reengage the process.

Scott DeRoche continued his presentation by reviewing the organizational chart. He reviewed the current practice of performing a pay and classification study every five years stating the next one is scheduled to take place in the fall of 2026. He provided an overview of the work environment, noting changes that have been made. In November 2024 a revised policy was adopted emphasizing the most effective work environment which varies by business need and time of year and removing the permanent hybrid, fully remote, and the four day remote positions. He stated one employee resigned due to this new policy but, now that it is place, we are seeing the benefit in leveraging both worlds.

Scott DeRoche then presented the results of the Great Place to Work survey noting the survey was conducted to evaluate employee engagement after the reorganization and leadership changes. He provided the results of the survey noting 91% of staff reported HealthTrust was a great place to work. He highlighted some key factors and areas that will continue to be worked on but noted HealthTrust earned the certification for being a great place to work.

Chair Rossner asked when the survey was completed relative to Mr. DeRoche taking over as Executive Director. Scott DeRoche stated the survey was conducted in May of 2025, just over a year since he had taken over. He reviewed the next steps including the Board/staff work group, insight, and action items from the Great Place to Work Survey. Staff will continue to engage the mid and front-line management team and mid-tenure team, acknowledgement of

professional development milestones, and staffing recommendations and pay study for FY2027 budget.

### **Cybersecurity Presentation**

Jason Kalgren provided an overview on cybersecurity and what is at risk. He also provided examples of vulnerabilities, protections, and strategies, stating not all threats are external. He stated public sector and healthcare are two of the biggest targets for a cyber-attack noting HealthTrust is both. He provided examples of threats such as malware, ransomware and phishing and vulnerabilities such as employees, software, and networks. He reviewed several large data breaches that affected healthcare and public sector noting some of them were not realized or publicized until the following year. He then went on to review protection strategies such as network security, access management, endpoint security, and operational security. He advised the Board that HealthTrust's systems block hundreds of thousands of bad actors looking to penetrate our network every day. He reviewed the NIST cybersecurity frameworks 5 key functions and feels the organization is in a decent place compared to peers but that we need to always be prepared for the threat both today and in the future. He praised HealthTrust's current Infrastructure and Security Manager but noted as I&S Manager he is really filling three roles. He stated he would like to work with Finance and Personnel to discuss strategies to put even more focus on cybersecurity to allow the organization to maintain the current IT operations posture and continue to grow and evolve the cybersecurity protections and capabilities.

Michael Limanni asked if HealthTrust partners with other organizations to outsource IT functions. Jason Kalgren said HealthTrust does not outsource but performs penetration testing with several vendors, to provide new perspectives and better test for gaps.

Michael Limanni stated he has seen some schools try to do the whole thing and it does not work well. He said he finds it helpful to have it monitored 24/7, noting the Newfound School Systems was attacked three years ago and still not back fully. He said a third party option is typically cheaper than having a security officer and you are getting an entire vendor and not just a person.

Jason Kalgren stated staff would be able to do more if it was his only focus and he would like to allow him more time to focus on security. He also noted that a security officer should not be reporting to IT, it should be similar to the Risk and Control officer.

Chair Rossner asked if the Board had any thoughts on a future conversation noting the Board had in the past established a temporary IT Steering committee and noted these are concepts that can be discussed moving forward.

Scott DeRoche noted staff turnover and Mr. Kalgren has been working with the I&S Manager to prioritize tasks.

Amy Scholes asked if staff was requesting additional staff. Scott DeRoche replied not at this time; this is conceptual and further work needs to be done, noting one path to explore could be for the I&S Manager role to change so as to have a dedicated focus on security, some tasks be reassigned, and hire a lower level systems engineer. He thought there were a lot of great ideas being discussed today.

Chair Rossner declared the meeting adjourned at 3:34 p.m.

Respectfully submitted,

*Keri Thomas*

Keri Thomas, HealthTrust Executive Assistant