

HEALTHTRUST, INC.
BOARD OF DIRECTORS
Minutes of March 15, 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 (<i>Remote via phone</i>)
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	

BOARD MEMBERS UNABLE TO PARTICIPATE:

Steel, Adam, Superintendent, SAU #39	Trahan, Sarah, Teacher, Winnacunnet H. Sch
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STAFF PARTICIPATING:

Frydman, David, General Counsel	Parker, Wendy, Executive Director
Herrick, Jeanne, General Counsel	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 Brian Rapp is participating remotely. When asked if it was not reasonably practical for him to attend in-person, Mr. Rapp responded that it was not and that there was no one in the room with him.

Minutes of the January 20, 2022 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 K. Jeanne Beaudin, to accept the minutes of the January 20, 2022 HealthTrust Board of Directors meeting.

Roll Call Vote

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

MOTION carried 8:1

Cathy Ann Stacey then introduced Jeanne Herrick, HealthTrust's new General Counsel, and the Board thanked David Frydman for his service to the Board and the organization as this is his last HealthTrust Board meeting.

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 is working on final recommendation for the Slice of Life Program and that will go to the Strategic Planning Committee on April 21. Two vendors are very close in pricing for the RX RFP and a recommendation will be made soon. Regarding the actuarial RFP, there have been 3 respondents. That RFP will be brought before the Finance & Personnel Committee on April 21. She noted that both the Slice of Life and RX RFPs have implementation dates of January 1, 2023, while the actuarial RFP implementation date is June 1, 2022. 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 for the HR Coordinator position with an anticipated start date of April 18. Ms. Parker let the board know that staff continue to meet with individuals from the BSR to discuss issues of concern and will continue to share updates with the Board as we learn more about their requests and concerns. She then offered to answer any questions. Board members thanked Wendy Parker for her report.

Financials – FY2022 Year-to-Date through January 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 K. Jeanne Beaudin, to accept the HealthTrust Financials for FY2022 Year-to-Date through January 31, 2022, as presented, with gratitude.

Roll Call Vote

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

MOTION passed unanimously.

FY2023 Proposed Budget

Cathy Ann Stacey invited George Tsiopras to give a review of the proposed FY2023 budget. He did so and questions were asked about the cost for cybersecurity insurance which has increased significantly. Mr. Tsiopras stated that it is getting more and more difficult to obtain cybersecurity insurance and that many organizations are pooling together to create their own coverage. A brief discussion ensued. Wendy Parker addressed merit increases and the percentages used for each of the ratings.

MOTION by Michelle Clark, seconded by Daniel Rossner, to adopt the proposed FY2023 budget of \$10,617,478, as presented.

Roll Call Vote

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

MOTION passed unanimously.

Pay & Classification Study

Cathy Ann Stacy asked Board members if they had reviewed the meeting materials regarding the Pay and Classification Study. She noted that the Finance & Personnel Committee voted at their meeting on January 10th to recommend that the full board adopt the Study. There were numerous questions and Chair Stacey invited Wendy Parker to address the Board. Ms. Parker gave a brief overview of the Study and touched on the proposed pay bands that, if approved, will go into effect today. It was proposed to remove the line for Grade 24 since that position falls into a different category and is negotiated directly with the Board.

MOTION by Daniel Rossner, seconded by Russell Dean, to adopt the Pay & Classification Study, as presented, and adjust the grid by removing Grade 24 from the Recommended Salary Structure.

Further discussion ensued.

Roll Call Vote

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

MOTION carried 8:1

Succession Plan Annual Update

Cathy Ann Stacey invited Wendy Parker to give an update on the Annual Succession Plan. Ms. Parker did so and made note of staff who will be retiring in the next 1-5 years and how the succession process will be utilized to ensure a smooth transition.

FY2023 July Medical Revisit Rating

Cathy Ann Stacey stated that the Finance & Personnel Committee met on March 10th and approved a recommendation for the FY2023 July Medical Revisit Rate to be considered by the full Board. She noted that a letter from Catherine Murphy-Barron, Actuary, with findings for the Revisit Rating for the July 2022 Medical Renewal was included with the Board materials. The Finance & Personnel Committee recommends that the final revisit rate for each group be the group's indicated revisit rate plus up to 1%, or the GMR, whichever is less. That would result in an overall revisit rate of 5.2%. Ms. Stacey asked if the board had any questions. Discussion ensued.

MOTION by Daniel Rossner, seconded by Michelle Clark, to adopt a July 2022 Medical Revisit rate as outlined above.

Roll Call Vote

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

MOTION carried 8:1.

Internal Audit Reports

Cathy Ann Stacey invited Jennifer Thompson to review her internal audit reports. Ms. Thompson offered to review the two reports in detail, or simply respond to questions the Board may have on either the Return of Surplus Audit, or the FY2022 Q1 & Q2 Continuous Evaluation Results that were included with the meeting materials. No questions were raised. The Board thanked Ms. Thompson for her work on these reports.

MOTION by Scott Dunn, seconded by K. Jeanne Beaudin, to adopt the Return of Surplus Audit and the FY2022 Q1 & Q2 Continuous Evaluation Results, as drafted and presented.

Roll Call Vote

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

MOTION passed unanimously.

Strategic Planning Committee Report

Susan Hilchey, Chair of Strategic Planning Committee gave a brief overview of the HealthTrust Board Retreat Agenda that was discussed at the meeting on March 10th. Ms. Hilchey invited Wendy Parker to give a more

in-depth update on the agenda. Ms. Parker did so and noted that sessions being planned include: a review of FY2022 accomplishments; a presentation from Anthem on the ever changing healthcare landscape in NH; virtual primary care; prescription drug formulary; medical and FSA plan design; and transparency in health care. Day three of the Retreat will be the business meeting. Ms. Parker also noted that her annual evaluation will not occur on day three of the Retreat as has been the practice in past years, but instead will occur at the May Board meeting.

Other Business

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

MOTION by Russell Dean, seconded by K. Jeanne Beaudin, to adjourn the meeting.

Roll Call Vote

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

MOTION passed unanimously 10:43 a.m.

Respectfully submitted,



Barbara Olson, Executive Assistant