

HEALTHTRUST, INC.
BOARD OF DIRECTORS
Minutes of October 4, 2022

BOARD OF DIRECTORS PARTICIPATING:

Stacey, Cathy Ann, Reg of Deeds, Rockingham Cnty, <i>Chair</i>	Hilchey, Susan, Director of HR, SAU #25
Clark, Michelle, Bus Admin, SAU #66	Rapp, Brian, Deputy Chief, Claremont Fire Dept
Codling, Brigitte, Town Manager, Haverhill	Rossner, Daniel, Bus Admin, SAU #48
Dean, Russell, Town Manager, Exeter	Sheing, Jill, HR/Payroll Coord, Strafford Cnty <i>(Remote)</i>
Dunn, Scott, Town Admin, Gilford	Trahan, Sarah, Teacher, Winnacunnet H. Sch
Ford, Duane, Business Admin, SAU #67	

STAFF PARTICIPATING:

DeRoche, Scott, Member & Enrollee Svcs Manager	Parker, Wendy, Executive Director
Fox, Kathy, Controller	Simmons, Darlene, Engagement Manager
Herrick, Jeanne, General Counsel	Tsiopras, George, Chief Financial Officer
Olson, Barbara, Executive Assistant	

CONSULTANTS PRESENT:

Buzby, Eric, Milliman, Actuary <i>(Remote)</i>	Murphy-Barron, Catherine, Actuary, Milliman <i>(Remote)</i>
Klein, Brad, Johnson Lambert, CPA <i>(Remote)</i>	Rice, Carrie, CPA, Johnson Lambert <i>(Remote)</i>

Cathy Ann Stacey opened the meeting at 9:30 a.m. She noted that Jill Sheing is participating remotely. She asked Ms. Sheing if it was not reasonably practical for her to attend in-person and if there was anyone in the room with her. Ms. Sheing stated she was unable to attend in-person and that there was no one in the room with her.

Minutes of the August 3, 4, & 5, 2022 HealthTrust Board of Directors Meetings

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

MOTION Michelle Clark, seconded by Russell Dean, to accept the minutes of the August 3, 4, & 5, 2022 HealthTrust Board of Directors meetings.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rapp, Brian	Y	Stacey, Cathy Ann	Y
Codling, Brigitte	Y	Ford, Duane	Y	Rossner, Daniel	Y	Trahan, Sarah	Y
Dean, Russell	Y	Hilchey, Susan	Y	Sheing, Jill	Y		

MOTION passed unanimously.

Executive Director's Report

Wendy Parker shared an update on recent activities of the organization to include staff vacancies; renewal of rates that will occur after decisions are made by the Board today; steps staff are taking toward the rollout of the new Slice of Life and EAP programs; plans for a vendor summit in January 2023; and celebrating staff during Customer Service Week.

Eric Buzby and Catherine Murphy-Barron with Milliman, as well as Carrie Rice and Brad Klein with Johnson Lambert participated remotely beginning at 9:34 a.m.

HealthTrust Audited Financial Statements Ending June 30, 2022

Daniel Rossner, Chair of the Finance & Personnel Committee, stated that the Committee met on September 20, 2022 and reviewed the draft audit report in depth. The report was clean and there were no significant deficiencies or material weaknesses in internal controls and no noncompliance issues were identified. The Committee recommends the full Board adopt the report. He offered to answer any questions and noted that staff from Johnson Lambert are available to address any concerns as well. No questions or concerns were raised by the Board.

MOTION by Scott Dunn, seconded by Michelle Clark, to adopt the Audited Financial Statements ending June 30, 2022.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rapp, Brian	Y	Stacey, Cathy Ann	Y
Codling, Brigitte	Y	Ford, Duane	Y	Rossner, Daniel	Y	Trahan, Sarah	Y
Dean, Russell	Y	Hilchey, Susan	Y	Sheing, Jill	Y		

MOTION passed unanimously.

HealthTrust Financials FY2023 Year-to-Date for July and August, 2022

George Tsiopras presented on the FY2023 year-to-date financials for July and August, 2022, in detail. He offered to answer any questions the Board may have. Brief discussion ensued.

MOTION by Michelle Clark, seconded by Sarah Trahan, to accept the FY2023 Year-to-Date Financials, for July and August, 2022, as presented, with gratitude.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rapp, Brian	Y	Stacey, Cathy Ann	Y
Codling, Brigitte	Y	Ford, Duane	Y	Rossner, Daniel	Y	Trahan, Sarah	Y
Dean, Russell	Y	Hilchey, Susan	Y	Sheing, Jill	Y		

MOTION passed unanimously.

Report on Public Hearings on Rates

Wendy Parker shared a brief report on the public hearings on rates which were held on September 22 in Concord. There were 8 individuals in attendance at the morning session including 2 Board members, and 4 individuals at the afternoon session, including 1 Board member. A few questions were raised at the hearings but not anything that would impact information the Board would need to decide upon rates today.

Finance & Personnel Committee Report

Board Chair, Cathy Ann Stacey invited Daniel Rossner, Chair of the Finance & Personnel Committee to report to the Board on items that were taken up at the Committee meeting on September 20, 2022. He stated that the Finance & Personnel Committee took up the following items:

- *Rates for CY2023 and FY2024 (Medical, Dental, Short-Term Disability)*
Daniel Rossner reviewed the rates that were discussed at the Finance & Personnel Committee and are now recommended to the full Board. The Committee fully vetted the proposed rates at their meeting on September 20 and discussed them with HealthTrust’s Actuary, Catherine Murphy-Barron. Mr. Rossner noted that Catherine Murphy-Barron is in attendance today and willing to answer any questions the Board may have. The proposed rates are as follows:

Coverage/Renewal	Finance & Personnel Committee Recommended Rates
July Medical GMR (FY2024)	+8.4%
January Medical (CY2023)	+5.2%
Dental (CY2023 and FY2024)	+1.5%
Short-Term Disability (CY2023 and FY2024)	+3.2%

Discussion ensued. The Board agreed with the rates as proposed by the Finance & Personnel Committee and decided to make one MOTION for all of the above-noted proposed rates.

Carrie Rice and Brad Klein with Johnson Lambert, attending by video, left the meeting at 9:49 a.m.

MOTION by Daniel Rossner, seconded by Michelle Clark, to accept rates for CY2023 and FY2024 as follows: to accept an overall rate increase for the July FY2024 Medical Renewal GMR of 8.4%; to accept an overall rate increase for the January CY2023 Medical renewal of 5.2%; to accept an overall rate increase of 1.5% for the CY2023 and FY2024 Dental program; and to accept an overall rate increase of 3.2% for the CY2023 and FY2024 Short-Term Disability program.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rapp, Brian	Y	Stacey, Cathy Ann	Y
Codling, Brigitte	Y	Ford, Duane	Y	Rossner, Daniel	Y	Trahan, Sarah	Y
Dean, Russell	Y	Hilchey, Susan	Y	Sheing, Jill	Y		

MOTION passed unanimously.

Eric Buzby and Catherine Murphy-Barron, attending by video, left the meeting at 9:51 a.m.

- FSA/HRA Fees for CY2023 and FY2024

Daniel Rossner, Chair of the Finance & Personnel Committee, stated that the Committee discussed a proposal by staff that the current program, including rates, be approved for CY2023 and FY2024 with the addition of the new Open Access High Deductible Health Plan (OAHD/2.5K/20COIN) to the list of HRA preferred medical benefit options. The Committee concurs with staff's recommendation to maintain the FSA and HRA fees of \$2.75 per-participant, per-month for CY2023 and FY2024

MOTION by Michelle Clark, seconded by Daniel Rossner, to accept the Finance & Personnel Committee recommendation to adopt the FSA and HRA Administrative Fee and program, as outlined above, with no change in the Administrative Fee of \$2.75 per-participant, per-month, for FSA and HRA for CY2023 and FY2024.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rapp, Brian	Y	Stacey, Cathy Ann	Y
Codling, Brigitte	Y	Ford, Duane	Y	Rossner, Daniel	Y	Trahan, Sarah	Y
Dean, Russell	Y	Hilchey, Susan	Y	Sheing, Jill	Y		

MOTION passed unanimously.

Wendy Parker noted that all rate letters will include a statement that there will be no Return of Surplus for FY2022.

Kathy Fox left the meeting at 9:53 a.m.

Workforce Design

Cathy Ann Stacey asked Board members if they had read the memo, policy and organizational chart that were included with the meeting materials. She then invited Wendy Parker to address the Board regarding

Workforce Design. Ms. Parker shared with the Board that she appreciated the opportunity to address them and concerns that had been raised regarding information she provided to the Board over the last two years regarding her management of the HealthTrust workforce, specifically with respect to use of remote work alternatives, designating certain positions as primarily remote and hybrid, and others as primarily in-office. She stated that she kept the Board informed of these changes through her reports to the Board as well as her performance evaluation and further stated that it is her understanding that in her role as Executive Director, it was within her authority to move staff to work environments that she feels best serves the organization. Discussion ensued. The Board applauded the Remote Work Policy that had been shared in the materials. Concerns were raised that the Board did not adopt the Policy. Further discussion ensued on whether the Board needs to adopt all Policies, just some of the Policies or a mix of the two. It was agreed that this discussion should be had at a later date and staff offered to gather information and details for a specific discussion.

A number of Board members shared their thoughts regarding remote/hybrid work. Further, significant discussion ensued.

MOTION by Daniel Rossner, seconded by Brigitte Codling, to affirm that the Executive Director has the authority for day-to-day operations of the organization including determining the best structure for staffing including permanently or temporarily designating positions as remote, hybrid, and/or in-office work arrangements.

The Board requested that Ms. Parker continue to provide updates to the Board on how things are going and her evaluation of the effectiveness of the current workforce design. Ms. Parker noted that she will include that information with her Executive Directors reports.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	N	Rapp, Brian	N	Stacey, Cathy Ann	Y
Codling, Brigitte	Y	Ford, Duane	Y	Rossner, Daniel	Y	Trahan, Sarah	Y
Dean, Russell	Y	Hilchey, Susan	Y	Sheing, Jill	Y		

MOTION carried: 9:2.

Other Business

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

MOTION by Michelle Clark, seconded by Brian Rapp, to adjourn the meeting.

Roll Call Vote

Clark, Michelle	Y	Dunn, Scott	Y	Rapp, Brian	Y	Stacey, Cathy Ann	Y
Codling, Brigitte	Y	Ford, Duane	Y	Rossner, Daniel	Y	Trahan, Sarah	Y
Dean, Russell	Y	Hilchey, Susan	Y	Sheing, Jill	Y		

MOTION passed unanimously at 10:37 a.m.

Respectfully submitted,



Barbara Olson, Executive Assistant