

**HEALTHTRUST, INC.**  
**FINANCE & PERSONNEL COMMITTEE**  
**Minutes of May 9, 2023**

**COMMITTEE MEMBERS PRESENT:**

Dunn, Scott, Town Admin, Gilford, <i>Chair</i>	Ford, Duane, Business Admin, SAU #67
Clark, Michelle, Business Admin, SAU #66	Rossner, Daniel, Business Admin, SAU #48 <i>ex officio</i>
Dean, Russell, Town Manager, Exeter	

**STAFF PRESENT:**

Herrick, Jeanne, General Counsel	Saucier, Pam, Executive Assistant
Nareau, Theresa, Compliance, Risk & Control Off.	Tsiopras, George, Chief Financial Officer
Parker, Wendy, Executive Director	

Committee Chair, Scott Dunn opened the meeting at 9:00 a.m.

**Minutes of March 9, 2023 Finance & Personnel Committee Meeting**

Mr. Dunn asked if Committee members had reviewed the minutes and if there were any recommended revisions. Mr. Dunn gave a number of recommended changes for added clarification.

**MOTION** by Michelle Clark, seconded by Russell Dean to accept the minutes, as amended, of the March 9, 2023 HealthTrust, Inc. Finance & Personnel Committee meeting.

**MOTION** passed unanimously.

**Risk and Control Update**

Chair Scott Dunn invited Wendy Parker to introduce Theresa Nareau, HealthTrust's Compliance, Risk and Control Officer to share HealthTrust's Audit Reports. Ms. Nareau reviewed findings of the external auditor, J. Graham, Inc., on the Anthem Claims Audit Results and the CVS Caremark Pharmacy Claims Audit results. Discussion and questions ensued.

**MOTION** by Daniel Rossner, seconded by Michelle Clark to recommend acceptance of the Audit Reports as noted above.

**MOTION** passed unanimously.

**FY2024 Proposed Internal Audit Plan**

Theresa Nareau reviewed in great detail the FY2024 Proposed Internal Audit Plan for HealthTrust, Discussion ensued. Chair Scott Dunn shared concerns about the undertaking of the number of audits within the proposed audit plan. Discussion ensued throughout Ms. Nareau's presentation; she ensured that she would apprise the Committee of the status of the audits and any adjustments to the plan over the course of the year. The Committee thanked Theresa Nareau for her work.

**MOTION** by Michelle Clark, seconded by Russell Dean to recommend acceptance of the FY2024 Proposed Internal Audit Plan for HealthTrust.

**MOTION** passed unanimously.

The Chair suggested that the Committee consider entering a Non-Public Session under RSA 91-A:3, II(a) to discuss the next item on the agenda, 2023 Succession Plan, because the discussion would include “the dismissal, promotion or compensation of any public employee.”

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

Clark, Michelle	Y	Ford, Duane	Y
Dean, Russell	Y	Rossner, Daniel	Y
Dunn, Scott	Y		

**MOTION** passed unanimously on a roll call vote at 9:46 a.m. All of the Committee members, Wendy Parker, Jeanne Herrick, and Pamela Saucier remained in the meeting.

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**~NON-PUBLIC SESSION~**

Wendy Parker discussed the need for a comprehensive succession plan to be ready for upcoming planned and unplanned changes to leadership to ensure HealthTrust’s success in the future. She provided the committee with a detailed explanation of organizational and staffing changes that she was recommending as part of the plan. The committee discussed the importance of the continued process of succession planning, potential reorganizations as well as the importance of retaining and nurturing talent within HealthTrust’s current staff. As Ms. Parker reviewed HealthTrust’s succession plan elements in depth, the committee engaged in discussion and asked questions throughout the presentation.

**MOTION** by Daniel Rossner, seconded by Michelle Clark to exit the Non-Public Session.

**MOTION** passed unanimously at 10:12 a.m.

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**~PUBLIC SESSION~**

**2023 Succession Plan Addendum**

**MOTION** by Daniel Rossner, seconded by Michelle Clark to refer the 2023 Succession Plan Addendum and staffing changes recommended therein, to the full Board on May 25, 2023 as presented.

**MOTION** passed unanimously.

**Other Business**

Chair Scott Dunn asked the Committee if there was any other business. Wendy Parker shared that in preparation for the Retreat presentation staff is looking at options to increase the level at which any single claim is capped at the Member Group level as part of the medical rating. Ms. Parker also shared that staff

would be reviewing whether other rate-setting changes should be considered. No other business was brought forth.

Scott Dunn declared the meeting adjourned at 10:22 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Pamela L. Saucier". The signature is fluid and cursive, with a large, sweeping flourish at the end.

Pam Saucier, Executive Assistant