

**HEALTHTRUST, INC.**  
**BOARD OF DIRECTORS**  
**Minutes of May 25, 2023**

**BOARD OF DIRECTORS PARTICIPATING:**

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

**BOARD MEMBERS UNABLE TO PARTICIPATE:**

Rapp, Brian, Deputy Chief, Claremont Fire Dept	
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**STAFF PARTICIPATING:**

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

Daniel Rossner opened the meeting at 9:30 a.m. He noted that they would make one adjustment to the agenda to move item 2cii, Succession Plan Update, to after item 3 on the agenda.

**Minutes of the March 28, 2023 HealthTrust Board of Directors Meeting**

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

**MOTION** by Michelle Clark, seconded by Brigitte Codling, to accept the minutes of the March 28, 2023 HealthTrust Board of Directors meeting.

**MOTION** carried unanimously.

*Duane Ford arrived 9:33am.*

**Executive Director's Report**

Wendy Parker provided a number of updates to the Board including on the Slice of Life program, which transitioned in January to new vendors, Virgin Pulse and ComPsych. She reported that 73% of individuals enrolled in Virgin Pulse have received at least one rewardable activity during the month, which is almost double than last year with Onlife. She recapped a number of Medical updates with July renewals and enrollment including the BlueChoice plan migration and the new managed formulary, which is set for implementation on July 1, 2023 and for which notification letters have already been sent out to those impacted. An overview of a pilot program to increase participation in the Medical Safety Program was also discussed. She noted that HealthTrust has been able to negotiate a 15% decrease in rates for base Life and LTD rates for a 5 year extension, and NIS has additionally committed to quote any new group at 20% below their current base life and LTD rates for the same 5-year period.

Ms. Parker reviewed a number of additions and cancellations to Medical, Dental, FSA, Life, and HRA.

Ms. Parker gave a brief update on an Attorney General's Consumer Protection Bureau Complaint including a meeting with the Bureau Chief on May 5, 2023. The BSR will also be conducting an on-site visit on June 12 and June 13. Participants will include HealthTrust staff, outside counsel, the BSR, its outside counsel, actuarial

consultant and account consultants to discuss HealthTrust's financial condition from June 30, 2022 to present and its anticipated future financial condition, as well as its investment policy and investment portfolio.

**Financials – FY2023 Year-to-Date through April 30, 2023**

Chair Daniel Rossner invited George Tsiopras to review the financials. Mr. Tsiopras reviewed the year-to-date financials through April 30, 2023 in detail. He offered to answer any questions. A brief discussion ensued on investments.

**MOTION** by Sarah Trahan, seconded by Cathy Ann Stacey, to accept the HealthTrust Financials for FY2023 Year-to-Date through April 2023, as presented, with gratitude.

**MOTION** passed unanimously.

**Recommended FY2024 Internal Audit Plan**

Chair of the Finance and Personnel Committee, Scott Dunn invited Compliance, Risk and Control Officer, Theresa Nareau to review the proposed FY2024 Audit Plan. Ms. Nareau introduced the proposed FY2024 HealthTrust Audit Plan in detail, providing an overview of the audit schedule. Questions and some discussion took place, and Ms. Nareau went into further detail on the more recent audits of Anthem and CVS.

**MOTION** by Scott Dunn, seconded by Michelle Clark, to adopt the FY2024 Audit Plan as proposed.

**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 pursuant to RSA 91-A:3, II(a).

*Roll call vote*

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

**MOTION** passed unanimously at 10:04 a.m. The Committee, Wendy Parker, Jeanne Herrick, and Pamela Saucier remained in the meeting.

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**~NON-PUBLIC SESSION~**

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**~PUBLIC SESSION~**

**MOTION** by Russell Dean, seconded by Brigitte Codling to seal the minutes of the Non-Public Session until all personnel actions associated to the plan are complete.

*Roll call vote*

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

**MOTION** passed unanimously

**Strategic Planning Committee**

Chair Daniel Rossner asked Strategic Planning Chair Susan Hilchey to provide a Strategic Planning update. Susan Hilchey reported that the committee would meet at 1pm to finalize the Board Retreat agenda for August. She also informed the Board that the Retreat would be moving back to the Mountain View Grand. Brief retreat planning discussion, questions and requests ensued.

**Other Business**

Chair Rossner asked if there was any other business to discuss. No other business was brought forth.

**MOTION** by Cathy Ann Stacey, seconded by Russell Dean, to adjourn the meeting.

**MOTION** passed unanimously at 10:41a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Pamela L. Saucier". The signature is fluid and cursive, with the first name "Pamela" and last name "Saucier" clearly distinguishable.

Pamela Saucier, Executive Assistant