

**PENNSYLVANIA HEALTH INSURANCE EXCHANGE AUTHORITY d/b/a PENNIE®  
BOARD OF DIRECTORS SPECIAL MEETING MINUTES**

**Date:** February 3, 2023  
**Time:** 1:30 PM  
**Location:** Microsoft Teams meeting

**I. Preliminary Matters**

- a. Call to Order
- b. Roll Call
  - Acting Commissioner Michael Humphreys, Pennsylvania Insurance Department (Chair) - **Present**
  - Sheryl Kashuba, University of Pittsburgh Medical Center Health Plan (Vice Chair) - **Present**
  - Dr. Valerie Arkoosh, Acting Secretary, Department of Human Services - **Absent**
  - Dr. Debra Bogen, Acting Secretary of Health and Physician General, Department of Health
    - Megan Barbour, Senior Advisor to the Secretary of Health as designee - **Present**
  - Koleen Cavanaugh, Independence Blue Cross - **Present**
  - Dr. Tracey Conti, University of Pittsburgh Medical Center - **Present**
  - Frank Fernandez, Capital Blue Cross - **Present**
  - Antoinette Kraus, Pennsylvania Health Access Network - **Present**
  - Laval Miller-Wilson, Pennsylvania Health Law Project - **Present**
  - Alexis Miller, Highmark - **Present**
  - Tia Whitaker, Pennsylvania Association of Community Health Centers - **Present**
- c. **The floor was opened for public comments, of which there were none.**

**II. Overview**

- a. Acting Commissioner Humphreys provided the Board with an overview of the schedule for the afternoon and how to access each interview.

**III. Executive Session**

- a. An executive session was held to discuss the details of a personnel matter which, if conducted in public, would violate a lawful privilege, or lead to the disclosure of information or confidentiality protected by law.

**IV. Return to Public Session**

- a. **Roll Call was taken again**
  - Acting Commissioner Humphreys, Pennsylvania Insurance Department (Chair) - **Present**
  - Sheryl Kashuba, University of Pittsburgh Medical Center Health Plan (Vice Chair) - **Present**
  - Dr. Valerie Arkoosh, Acting Secretary, Department of Human Services - **Absent**
  - Dr. Debra Bogen, Acting Secretary of Health and Physician General, Department of Health
    - Megan Barbour, Senior Advisor to the Secretary of Health, as designee - **Present**
  - Koleen Cavanaugh, Independence Blue Cross - **Present**
  - Dr. Tracey Conti, University of Pittsburgh Medical Center - **Present**
  - Frank Fernandez, Capital Blue Cross - **Present**
  - Antoinette Kraus, Pennsylvania Health Access Network - **Present**
  - Laval Miller-Wilson, Pennsylvania Health Law Project - **Present**
  - Alexis Miller, Highmark - **Present**
  - Tia Whitaker, Pennsylvania Association of Community Health Centers - **Present**

**V. Personnel Matter Vote**

- a. **Motion:** The Board authorizes Acting Commissioner Humphreys to make an offer to the selected candidate to serve as Executive Director of Pennie, pending a background check and reference check.
  - i. Motion: Antoinette Kraus
  - ii. Second: Alexis Miller
  - iii. Board Decision: Unanimous (11-0)
  - iv. **Note:** Dr. Valerie Arkoosh was not in attendance. Her vote was given by proxy to Acting Commissioner Humphreys.
- b. **Motion:** The Board authorizes Acting Commissioner Humphreys to select and appoint an interim Acting Executive Director who will take on the responsibilities of the current executive director from March 3, 2023, to the start date of the new executive director.
  - i. Motion: Frank Fernandez
  - ii. Second: Laval Miller-Wilson
  - iii. Board Decision: Unanimous (11-0)
  - iv. **Note:** Dr. Valerie Arkoosh was not in attendance. Her vote was given by proxy to Acting Commissioner Humphreys.
- c. **Motion:** The next meeting to finalize this process will be held on February 13, 2023, at 12:00 p.m. The meeting should last not more than 15 minutes since it will just be a vote to approve the hiring of the new Executive Director, annual salary, and preliminary start date.
  - i. Motion: Laval Miller-Wilson
  - ii. Second: Frank Fernandez
  - iii. Board Decision: Unanimous (11-0)
  - iv. **Note:** Dr. Valerie Arkoosh was not in attendance. Her vote was given by proxy to Acting Commissioner Humphreys.

**VI. Meeting adjourned at approximately 6:04 PM.**