

MEETING MINUTES

PENNSYLVANIA HEALTH INSURANCE EXCHANGE AUTHORITY BOARD SPECIAL MEETING

Date: September 10, 2019

Time: 9:00 a.m.

Location: Keystone Building: Hearing Room 3, 400 North St. Harrisburg, PA 17120

1.00 Preliminary Matters

1.01 Call to Order

- Meeting began at 9:01 AM
- Commissioner Altman remarks about Act 42
 - Reinsurance program and close relationship between PID and PHIEA

1.02 Roll Call

- Paula Sunshine – present
- Sheryl Kashuba – present
- Tia Whitaker – present
- Antoinette Kraus – present
- Mark Nave – present
- Jessica Brooks – present
- Todd Shamash – present
- Laval Miller-Wilson – present
- Dr. Rachel Levine – present
- Secretary Teresa Miller – present
- Commissioner Jessica Altman - present

1.03 Welcome/Introduce New Board Members

- Paula Sunshine, IBC
- Sheryl Kashuba, UPMC Health Plan
- Tia Whitaker, PACHC
- Antoinette Kraus, PHAN
- Mark Nave, Highmark
- Jessica Brooks, Pittsburgh Business Group on Health
- Todd Shamash, CBC
- Laval Miller-Wilson, PA Health Law Project
- Dr. Rachel Levine, DOH
- Secretary Teresa Miller, DHS
- Commissioner Jessica Altman, PID

- ***Discussion:*** All board members are excited by the flexibility that a state-based exchange provides to Pennsylvania to create a health insurance market that is crafted with Pennsylvanian's in mind. Each board member brings a wide array of experiences to this authority, from managing products in the market, to helping people enroll in the marketplace, and see this legislation as a significant benefit for consumers.

1.04 Adoption of Robert's Rules of Order to Govern Meeting of the Board

- ***Motion:*** *To adopt Robert's Rules of Order (11th Edition) for the parliamentary procedure governing this and future meetings of the Pennsylvania Health Insurance Exchange Authority's Board.*
 - *Discussion: None*
 - *Motion:*
 - *Todd Shamash*
 - *Second:*
 - *Teresa Miller*
 - *Yays:*
 - *All Board Members*
 - *Nays:*
 - *No one*

1.05 Appointment of Temporary Board Secretary for Recording of Minutes

- ***Motion:*** *To appoint Jennifer Lloyd as temporary Secretary of the Pennsylvania Health Insurance Exchange Authority's Board for the purpose of recording meeting minutes and attendance at this and future meetings of the Board until such time as a permanent Secretary is appointed.*
 - *Discussion: None*
 - *Motion:*
 - *Jessica Brooks*
 - *Second:*
 - *Laval Miller*
 - *Yays:*
 - *All Board Members*
 - *Nays:*
 - *No one*

1.06 Opportunity for Public Comment

- Please note that public participation is permitted at this meeting, as required by the Sunshine Act, 65 P.S. § 280.1. In the absence of official policy relating to public comment at Board meetings (which the Board anticipates will be forthcoming), and to ensure the orderly progress of today's meeting, all comments should be directed to the Chairperson, and should be limited to no

more than five (5) minutes in duration. Questions asked of the Chairperson or the Board as part of public comment may or may not be addressed at the meeting.

- Nancy Rowe
 - Are the agendas and meeting minutes going to be posted on the website?
 - Response:
 - Yes – they will be posted on the SBE Info website

2.00 Action/Discussion Items by the Board

2.01 Overview of Authority's Status as State-Affiliated Entity

- Sunshine Act
 - Meetings must be public, must allow for public comment, all votes must be taken in the sunshine
- Procurement Code/Rules
 - Subject to procurement code – not subject to all other DGS policies – must do competitive bidding, but much more flexibility on how they do that
 - Question: will bid protests still be in place?
 - Yes
- Hiring and Status of Authority Employees
 - All employees will be state, but non-civil service employees
- Right-to-Know Law
 - The board itself is exempted from RTK law

2.02 Discussion of Board Governance and Process

- We need to produce on an exchange that works within the first year
- Want to empower Executive Director to be able to move swiftly and not have to wait until every board meeting
- More frequent board meetings in the beginning
 - Board should have oversight/fiduciary oversight responsibilities
- Telephone meetings are allowable

3.01 Establish Board Meeting Calendar

- Jessica wants to schedule meetings for 4 – 6 weeks out
- Next meeting, second week of October
- ***Motion:*** To hold monthly in-person meeting and phone call meeting bi-weekly.
 - *Discussion:* None
 - *Motion:*
 - Paula Sunshine
 - *Second:*
 - Tia Whitaker

- Yays:
 - All Board Members
- Nays:
 - No one

Sarah Boateng took Dr. Rachel Levine's seat as an authorized delegate – 9:44 am

3.02 Discuss Development and Adoption of Bylaws

- 3.02.1 Formal procedures will not be established until we have a Chief Counsel and Executive Director on board
- 3.02.2 Are there certain actions where we would want a supermajority vote? Or will majority vote always carry the day?
- 3.02.3 Navigator groups should have ability to serve on the board, but need to recuse themselves when a vote occurs pertaining to them
- 3.02.4 Can board members have delegates? Can they vote?
 - 3.02.4.1 Cabinet members have explicit ability to have delegates serve
 - 3.02.4.2 Could include in bylaws that board members could have delegates, but that person needs to be clearly identified
 - 3.02.4.3 Proxy?
 - 3.02.4.4 Pull from other state-affiliated agencies for rules?
- 3.02.5 Can we vote through virtual meetings?
 - 3.02.5.1 Can have telephonic meetings, but email voting is something to be explored

3.03 Discuss Advisory Council

- 3.03.1 Representation for people who are English as a Second Language
- 3.03.2 Important to have someone who utilizes the marketplace
- 3.03.3 Representation from rural areas of the state
- 3.03.4 Do we need an actuary? Someone to bridge the gap between the reinsurance program and the exchange?
- 3.03.5 Is the maximum member total for the advisory council set?
 - 3.03.5.1 Beam: yes, eight total (statutorily designated)
- 3.03.6 Results driven person – quality and affordability of access
- 3.03.7 What is the advisory council's relationship to this authority in terms of communication? Should be included in bylaws

2.05 Discussion of Potential Conflicts of Interest

- **Ratification of Actions Taken by Chairperson Pursuant to 40 P.S. §9301**
- ***Motion:*** To ratify and adopt, as the Board of the Pennsylvania Health Insurance Exchange Authority in its entirety, all actions taken by Insurance Commissioner Jessica Altman to begin establishment and implementation of the Authority and

Pennsylvania's state-based exchange pursuant to 40 P.S. § 9301, including but not limited to the following:

- Hiring of Zach Sherman as Authority's Executive Director at an annual salary of \$200,001.00;
 - *Discussion:* Starting August 23
 - *Motion:*
 - Sheryl Kashuba
 - *Second:*
 - Jessica Brooks
 - *Yays:*
 - All Board Members
 - *Nays:*
 - No one
- Selection of Pennsylvania Association of Community Health Centers as Navigator for Authority;
 - *Discussion:* None
 - *Motion:*
 - Mark Nave
 - *Second:*
 - Teresa Miller
 - *Yays:*
 - All Board Members except Tia Whitaker (this board member abstained because she currently works for the Navigator Organization)
 - *Nays:*
 - No one
- Adoption of MOU Between the Authority and Pennsylvania Insurance Department for Reimbursement of Costs Associated with the Implementation of the State-Based Exchange;
 - *Discussion:* None
 - *Motion:*
 - Paula Sunshine
 - *Second:*
 - Laval Miller-Wilson
 - *Yays:*
 - All Board Members
 - *Nays:*
 - No one
- Issuance of RFP Number 6100048766 for Technology Platform and Consumer Assistance Center for the Pennsylvania Health Insurance Exchange, including any addenda thereto that the Chairperson determines in her discretion to be reasonably necessary and in the best interest of the Pennsylvania Health Insurance Exchange Authority, including provision for small and diverse business participation;
 - *Discussion:*

- Selection committee:
 - Executive Director, IT team, Department of Human Services representatives and Pennsylvania Insurance Department representatives
- Selection committee has to be Commonwealth employees – confidentiality with Governor’s Code of Conduct, and then the authority is removed from the initial selection meeting because they are the ultimate decision maker
- What would happen if the board is not satisfied with the proposals that are submitted?
- The Authority could reissue the RFP, but it would harm the timeline; one of the components of this RFP was that they need to have proven success in another state
- There is a Small Diverse Business requirement in the RFP
 - Commonwealth has a requirement that it uses SDB – state-affiliated entity has ability to determine how they will use this in the future
- *Motion:*
 - Teresa Miller
- *Second:*
 - Sheryl Kashuba
- *Yays:*
 - All Board Members
- *Nays:*
 - No one
- Selection of Jordan Harris as Technology Platform and Consumer Assistance Center RFP Consultant;
 - *Discussion:*
 - He was chosen as a consultant by the Executive Director
 - He has the skillset to negotiate with the vendors who will be responding to RFP – bringing a perspective that the Authority could not bring on its own
 - *Motion:*
 - Teresa Miller
 - *Second:*
 - Antoinette Kraus
 - *Yays:*
 - All Board Members
 - *Nays:*
 - No one
- Adoption of Federal Platform Agreement; and
- Adoption of Federal Information Disclosure Agreement.
 - *Discussion:*

- This allows federal government to share information with the Authority
 - *Motion:*
 - Teresa Miller
 - *Second:*
 - Paula Sunshine
 - *Yays:*
 - All Board Members
 - *Nays:*
 - No one
- **Approval of Lease for Office Space for the Authority**
- ***Motion:*** *To approve the lease for office space for the Pennsylvania Health Insurance Exchange Authority at 320 Market Street, Harrisburg, Pennsylvania 17032 at an annual rate of \$62,214.23, and adopt that office space as the official business address and headquarters for the Exchange.*
 - *Discussion:*
 - There are 11 workstations, which will allow for growth in near future
 - *Motion:*
 - Jessica Brooks
 - *Second:*
 - Tia Whitaker
 - *Yays:*
 - All Board Members
 - *Nays:*
 - No one
- **Hiring of Authority Personnel**
- ***Motion:*** *To approve the recruitment and selection of persons by the Executive Director into the following positions for the Authority at salaries to be negotiated by the Executive Director of the Authority:*
 - *Chief Counsel;*
 - *Chief Financial Officer;*
 - *Chief Technology Officer;*
 - *Director of External Affairs; and*
 - *Project Manager.*
 - *Discussion:*
 - Have considerations for outsourcing been made? Contractors?
 - Exchanges that did well had very good vendor management
 - Who did it well?
 - Kentucky (no longer in operation), Massachusetts, Washington D.C., Rhode Island, Nevada (going through transition currently)

- *Motion:*
 - Teresa Miller
- *Second Motion:*
 - Laval Miller-Wilson
- *Yays:*
 - All Board Members
- *Nays:*
 - No one

3.00 Unfinished Business

- None

4.00 New Business

- None

5.00 Discussion of Miscellaneous Items to be Brought before the Board

- For next meeting – delve into the budget
- RFP agenda
- Mini education on the process and structure on the RFP
- Overview of what happened with other state exchanges – what happened well with those, and what went wrong with those?
- Obtain enrollment data from federal government?
- How will exchange interact with insurers after open enrollment?

6.00 Adjournment

- ***Motion:*** *To adjourn this special meeting of the Board of the Pennsylvania Health Insurance Exchange Authority, and to reconvene the Board in executive session for the purpose of discussing, personnel, negotiation and litigation matters.*
- ***Discussion:***
 - Permission for Brad Harker to stay in Executive Session – everyone amenable
- ***Motion:***
 - Teresa Miller
- ***Second:***
 - Jessica Brooks
- ***Yays:***
 - All Board Members
- ***Nay:***
 - No one