



Greater Tompkins County Municipal Health Insurance Consortium

125 East Court Street • Ithaca, New York 14850 • (607)274-5590
www.tompkinscountyny.gov/hconsortium • consortium@tompkins-co.org

"Individually and collectively we invest in realizing high quality, affordable, dependable health insurance."

Board of Directors Meeting June 27, 2019 – 6:00 pm – TC3 Sprole Conference Room 170 North Street, Dryden, NY

1. Call to Order
2. Approval of March 28, 2018 Minutes (**VOTE**) (6:00)
3. Changes to the Agenda
4. Chair's Report: (6:05) J. Drake
 - a. Code of Ethics – Conflict of Interest Signatures
5. Report from Executive Committee (6:10) J. Drake
 - a. **Resolution:** Creation of Operations Committee
 - b. **Resolution:** Approval of Contract for Consulting Services – Barber
Pending Audit and Finance Committee action 6-25-2019:
 - c. **Resolution:** Creation of Positions: Administrative/ Computer Assistant and Clerk of the GTCMHIC Board
 - d. **Resolution:** Appointment of Clerk of the GTCMHIC Board
 - e. **Resolution:** Charging Governance Structure Committee with the 2020 Municipal Cooperative Agreement Review
6. Executive Director's Report (6:25) E. Dowd
7. Financial Report (6:40) S. Locey
 - a. 2019 YTD Financial Update
8. Report from Governance Structure Committee (6:50) C. Rankin
 - a. Proposed Governance Structure (Draft Executive Committee bylaws and MCA changes)
9. Report from Audit and Finance Committee (7:10) M. Cook
 - a. Report on External Audit
 - b. **Resolution:** Approval of Adjustments to the Premium Equivalent Rates for the City of Ithaca Professional Firefighters Unit
 - c. **Resolution:** Authorization to Enter into Contract with BMI Audit Services – Prescription Drug Claim Audit – 2017-2018
Pending Audit and Finance Committee action 6-25-2019:
 - e. **Resolution:** Board Policy Regarding Compliance with Section A.3 of MCA
 - f. **Resolution:** Amendment to Resolution Nos 2 of 2015 and 7 of 2018 – Application Materials Municipalities Must Present for Application to Join the Consortium and Recommended Municipal Resolution Language
 - g. **Resolution:** Approval of Adjustment of Fee for Auditing Consortium's 2019 Financial Statements – Insero & Co. LLP

10. Report from Joint Committee (7:30) O. Hershey
 - a. **Resolution:** Adoption of Rounding Method for Standard Deviation of Actuarial Values
(pending Audit and Finance Committee action 6-25-2019)
 - b. Report: Excellus and ProAct Utilization Review
11. Report from Owning Your Own Health Committee (7:45) K. Servoss
12. New Business (7:55)
13. Adjournment (8:00)

Next Meeting: August 22, 2019

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Board of Directors March 28, 2019 – 6:00 p.m. **Draft** Tompkins County Legislature Chambers

Municipal Representatives: 31

Mack Cook, City of Cortland
Alex Patterson, Town of Aurelius
Judy Drake, Town of Ithaca
Charmagne Rungay, Town of Lansing
Eric Snow, Town of Virgil
Michael Murphy, Village of Dryden
Peter Salton, Village of Cayuga Heights
Bud Shattuck, Village of Union Springs
Laura Shawley, Town of Danby
Kathrin Servoss, Town of Dryden
Don Scheffler, Town of Groton
Terrance Baxter, Town of Moravia
Christine Laughlin, Town of Newfield
Gary Mutchler, Town of Scipio
Rich Goldman (excused at 7:06 p.m.)
Tom Brown, Town of Truxton

Kevin Williams, Town of Homer (arrived at 6:03 p.m.)
Rordan Hart, Village of Trumansburg
Donna Dawson, Village of Horseheads
David Schenck, Town of Springport
Don Hartill, Village of Lansing
Jim Doring, Town of Preble (arrived at 6:05 p.m.)
Kristen Case, Village of Homer
Amy Guereri, Tompkins County
Betty Conger, Village of Groton
Rick Gagliardi, Town of Sennett
Miles McCarty, Village of Freeville
Steve Thayer, City of Ithaca (arrived at 6:05 p.m.)
Greg Pelicano, Seneca County
Ann Rider, Town of Enfield
Mark Emerson, Town of Mentz

Labor Representatives: 5

Olivia Hersey, 1st Labor Representative and Joint Comm. on Plan Structure & Design
Chair; Jim Bower, 2nd Labor Representative
Zack Nelson, 3rd Labor Representative
Tim Farrell, 5th Labor Representative
Carol Sosnowski 6th Labor Representative

Excused: 6

Ed Fairbrother, Town of Big Flats
Edward Wagner, Town of Owasco
Joan Jayne, Town of Niles

Tom Adams, Town of Marathon
Alvin Doty, Town of Willet
John Fracchia, Town of Caroline

Absent: 3

Doug Perine, 4th Labor Representative John
John Malenick, Town of Montezuma

Luann King Town of Cincinnatus

Others in attendance:

Don Barber, Executive Director
Rick Snyder, Treasurer
Greg Potter, Director of ITS
Loren Cottrell, Deputy Director of ITS
Michelle Courtney Berry, Wellness Consultant
Andrew Braman, Deputy Finance Director
Chris Laverty ProAct

Jason Molino, County Administrator
Rita Barber
Kari Wheeler, Village of Horseheads
Sundae Eare, TC3
Robert Spenard, Locey & Cahill
Corey Prashaw, ProAct

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Beth Miller, Excellus

Call to Order

Ms. Drake, Chair, called the meeting to order at 6:02 p.m.

Approval of Minutes of December 13, 2018

It was MOVED by Mr. Farrell, seconded by Ms. Rungay, and unanimously adopted by voice vote by members present, to approve the minutes of December 13, 2018 as submitted. MINUTES APPROVED.

Mr. Williams arrived at this time.

Changes to the Agenda

A resolution was added to the agenda entitled Authorizing Entering into Agreement with Locey and Cahill, LLC for Assisting Consortium Employers with the Centers for Medicare & Medicaid Services (CMS) Retiree Drug Subsidy (RDS) Program Application, Cost Reporting, and Reconciliation.

Chair's Report

Ms. Drake asked Directors who have not yet signed an acknowledgement of receiving and reviewing the Consortium's Code of Ethics/Conflict of Interest form to do so as soon as possible.

Mr. Thayer and Mr. Doring arrived at this time.

Addition of Resolution to the Agenda

Ms. Drake said this evening is Don Barber's last meeting in which he will serve as the Consortium's Executive Director and added the following resolution to the agenda.

RESOLUTION NO. 001-2019 - RECOGNITION OF DONALD BARBER'S DEDICATED YEARS OF SERVICE TO THE GREATER TOMPKINS COUNTY MUNICIPAL HEALTH INSURANCE CONSORTIUM

MOVED by Judith Drake, unanimously seconded and adopted by voice vote.

WHEREAS, Donald "Don" Barber, was the founding member of the Tompkins County Council of Governments ("TCCOG"), a collaborative that brings municipal leaders together to discuss and strategize to find solutions to common problems facing municipal governments in Tompkins County, and

WHEREAS, in 2007 under his leadership as Chair, TCCOG began working on a Shared Service Municipal Incentive grant to research how to provide quality and affordable self-funded health insurance to municipal employees and their families, and

WHEREAS, after two years and several meetings with many New York State officials the Greater Tompkins County Municipal Health Insurance Consortium ("Consortium") received a Certificate of Authority in October 2010 and began operations on January 1, 2011, and

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WHEREAS, during the organizational set-up of the Consortium, Don was elected Chair of the Board of Directors, a role he filled until May 2014, and

WHEREAS, Don was appointed as the first Executive Director effective July 1, 2014, and has served in that role until his successor's appointment effective April 15, 2019, and

WHEREAS, Don has been instrumental in designing, developing, and growing the Consortium from the initial 13 members covering 2,000 municipal employees to an organization of 39 members covering 2,460 municipal employees and retirees, and

WHEREAS, with Don's dedication and devotion to the Consortium, it has become a well-recognized leader in municipal health insurance consortiums across the State of New York, and

WHEREAS, the Consortium has greatly benefited from Don's vast knowledge and experience with governmental agencies, his skilled stewardship of the mission of the Consortium, the goodwill he generated with the members and their employees through his thoughtful interactions, and his tireless devotion and desire to proudly serve our organization in order to make it a renowned intermunicipal cooperative, now therefore be it

RESOLVED, on this 28th day of March, 2019, That the Greater Tompkins County Municipal Health Insurance Consortium Board of Directors expresses its sincere appreciation, admiration, and gratitude to Donald Barber for his distinguished and dedicated service to our organization.

* * * * *

Mr. Barber thanked the Board for the recognition and said the only way this Health Consortium got off the ground and continues to exist is because of intermunicipal cooperation. He said this is also recognition of the Board of Directors and its faith in intermunicipal cooperation. As stated in the resolution, he said this Consortium is recognized across the State of what government can do for its people.

Report from Executive Director Interview Committee

Ms. Drake thanked 12 members of the Committee for their dedication in working on this very important Committee. She said she has circulated Elin Dowd's resume and stated she comes to the Consortium with a lot of Executive Director experience in both non-profit and profit organizations. She noted the recommendation comes with the unanimous recommendation of the Committee.

RESOLUTION NO. 002 - 2019 – APPOINTMENT OF EXECUTIVE DIRECTOR

MOVED by Ms. Drake, seconded by Mr. Hart, and unanimously adopted by voice vote by members present.

WHEREAS, the Board of Directors adopted resolution No. 026-2018 which created the position of Executive Director, approved the position's job description, and formed a subcommittee to interview and recommend a candidate for the new position of Executive Director as the first employee of the Consortium, and

WHEREAS, the subcommittee, over the past three months has developed a pay and benefit structure, recruited, and interviewed seven candidates for the position, and

WHEREAS, the subcommittee has determined that Elin Dowd possesses the necessary knowledge and skills to fill the duties of Executive Director, and hereby recommends their appointment, and

WHEREAS, this appointment is a provisional appointment pending Civil Service classification of the position in the Non-Competitive Policy Influencing classification, now therefore be it

RESOLVED, That the Board of Directors hereby approves the provisional appointment of Elin Dowd to the position of Executive Director effective April 15, 2019,

RESOLVED, further, That this position is classified as a salaried position exempt from overtime, at the salary of \$90,000, with full time benefits,

RESOLVED, further, That a minimum twenty-six week probationary period applies, in which the Executive Committee is charged with developing the position's performance review criteria and conducting said review.

RESOLUTION NO. 003 - 2019 – ADOPTION OF PERSONNEL-RELATED POLICIES AND PROCEDURES – CONSORTIUM EMPLOYEES

MOVED by Ms. Hersey, seconded by Mrs. Shawley, and unanimously adopted by voice vote by members present.

WHEREAS, as the Consortium is now hiring employees there is the need to establish Personnel related policies, procedures and a benefit structure, and

WHEREAS, with the Town of Ithaca as the designated "Employer of Record", the Executive Director Employment Committee recommends utilizing the established policies, procedures and benefit structure of the Town of Ithaca, now therefore be it

RESOLVED, That the Board of Directors hereby adopts the Personnel-related Policies and Procedures and established benefit structure of the Town of Ithaca for the Consortium employees.

RESOLUTION NO. 004 - 2019 – AUTHORIZING OFFICE SPACE LEASE AGREEMENT WITH THE TOWN OF ITHACA

MOVED by Mr. Salton, seconded by Ms. Rungay, and unanimously adopted by voice vote by members present. Ms. Drake noted this agreement has been reviewed by both the Town of Ithaca Attorney and the Consortium's Attorney.

WHEREAS, the Executive Committee has negotiated a lease agreement with The Town of Ithaca for office space for its employee and future employees, and

WHEREAS, the Consortium's legal counsel has reviewed and approves the language of the lease agreement, and

WHEREAS, the term of the lease is for one year with the ability to extend annually and all utilities are the responsibility of the landlord, now therefore be it

RESOLVED, That the Board of Directors authorizes the Vice Chair to sign said lease agreement with the Town of Ithaca for office space.

* * * * *

Report from the Executive Committee

Ms. Drake, Chair, reported the Committee will meet next on April 9th. The Committee has been very busy but will be returning to its regular schedule. She highlighted items the Committee will be discussing include the Segal report on the Consortium's operations audit and a staffing plan for the Consortium to address the needs of the Consortium going forward.

Report from Executive Director

Mr. Barber reported on communications with the Department of Financial Services (DFS) and said the Consortium had asked DFS to consider amendments to Article 47. One request was to change the statutory reserve requirement to less than 25% and to also consider changes that would make it easier for other local governments to create an Article 47.

Mr. Barber brought to the Board's attention that the FDA has cited CanaRx, a mail order pharmacy used by the Consortium, for illegal activity. Information was included in the agenda packet and also a response to each point by CanaRx. He referred to an article in the New York Times and said as the number of municipal governments doing business with CanaRx increases there is increased pressure from Pharma. He said this appears to be politically motivated and stated Steve Locey, the Consortium's Consultant, does not think there is any reason for there to be concern by the Consortium at this time.

Wellness Consultant Report and Branding Work

Ms. Berry provided the Board with a PowerPoint presentation. Highlights from the report are as follows:

Preventive Care Matters

1. The system is broken. Preventive care helps us fix it.
2. We tend to blame the victim. You can't make healthy choices if none are available.
3. According to the CDC, Americans use preventive services at half the rate they should.
4. The Consortium is leading the way in preventive care so that groups that have often been left out, are now included and at the table.
5. We spend more than other countries on healthcare, but we're sicker than those that spend less than we do.
6. The top diseases that kill us are mostly preventable.
7. Preventive care has less "pain points." It's substantially cheaper.
8. It creates longer, happier, healthier lives.

RESOLUTION NO. 015-2014 -RESOLUTION URGING MEMBER MUNICIPALITIES TO ADOPT A WELLNESS POLICY (signed August 24, 2014)

- Resolved, on recommendation of the Owning Your Own Health Committee, That the GTCMHIC Board of Directors urges its member municipalities to adopt a wellness policy (an example is attached that has been vetted by the Owning Your Own Health Committee) before the end of calendar year 2014,
- Resolved, further, That the GTCMHIC Board of Directors urges the member municipalities to direct representatives of their respective Wellness Committees, to regularly attend the GTCMHIC's Owning Your Own Health Committee to share

questions, accomplishments, and strategies for developing a culture of wellness awareness.

TOP 5 REASONS FOR WELLNESS

1. Decrease medical claims and reduce claims costs. Claims costs are currently increasing at an average of 8% per year which is unsustainable in the municipal environment.
2. Improve employee health and reduce absenteeism and presenteeism.
3. Catapult employee engagement and morale.
4. Build stronger, more productive teams.
5. Reinforce the preventive health care message.
 - Working with the ideas and words most used about health from OYOH minutes, meetings, and findings.
 - Listening deeply to the committee and their work efforts over the years.

Themes:

- Owning Your Own Health
Ownership of Health
- The Value of Owning Your Health

- Putting Fruit to Work Campaign and the Importance of Being in Nature - Natural Environment - Trees - Growth - Roots - Long-Lasting Impacts and Effects
- Graphics and Language are Designed to create a visual image that reminds everyone of the importance of preventive care and the value of that care for health, cost-savings, and lifelong benefits.
- Draft of logos and slogans to match these sentiments - shared here and with OYOH next month. Final versions will be available for voting on in the Board Retreat in May.

Financial Report

Mr. Spenard provided a financial update on 2018 results and said the Consortium had a total income of \$42,574,000. On the expense side there was a total of \$41,341,000; this resulted in the Consortium having a net income of \$1.2 million. In terms of assets the Consortium had an unencumbered fund balance of slightly over \$18 million. He reviewed budget performance through February 28, 2019, noting there are still claims for new members that have not yet matured as it is still early in the year. He referred to the expense distribution chart and noted 93% of income was use directly to pay benefits of members.

Mr. Snyder introduced Andrew Braman, Deputy Finance Director, who recently joined his staff and will also be working with the Consortium. Mr. Snyder said the Consortium's Investment subcommittee was tasked with looking at what the Consortium could do within the restricted nature of municipal government to gain better interest rates. They looked at the existing rates and began exploring how the Consortium could do better with local banks that the Consortium deals with for its operating funds and the other task was to have an investment firm manage the Consortium's investments within very tight parameters. An RFP was issued and Wilmington Trust was selected to be the Consortium's Investment Management Firm.

He said the Consortium keeps approximately \$8 million locally in accounts which represents less than two months of funds needed to pay bills and has been able to increase the interest rate earned on those funds by eight times what the Consortium was getting previously. The rest of the Consortium's funds have been invested and is in treasury notes earning an average yield of 2.41%. At the end of February the Consortium had accrued interest in the

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amount of \$26,000 for just that month; last year the Consortium received a total \$18,000 in interest for the entire year.

Mr. Goldman was excused at this time.

Mr. Snyder spoke of the activities his Office is engaged in that involves a number of different people working to provide information that is used in the preparation of the annual financial filing (Jurat); a required filing with the Department of Financial Services that contains information that is also used in the independent external audit and the actuary report. He said the auditors are currently on site and the process is on schedule to be brought to the Audit and Finance Committee at its April 23rd meeting.

Lastly, Mr. Spenard reported the IBNR (Incurred But Not Reported) is set at 12% and currently the Consortium is at 6.6%.

Audit and Finance Committee Presentation of Resolutions and Report

RESOLUTION NO. 005 - 2019 – ADOPTION OF CYBER SECURITY POLICY

MOVED by Mr. Salton, seconded by Ms. Rungay, and unanimously adopted by voice vote by members present.

WHEREAS, the Department of Financial Services (DFS) has promulgated Part 500 of Title 23 of the Official Compilation of Codes, Rules, and Regulations (NYCRR) of the State of New York, and requires Article 47 Municipal Cooperative Health Benefit Plans to comply, and

WHEREAS, Part 500 Cyber Security allows for agencies to seek exemption from some portions of this Part, and

WHEREAS, the Executive Director has filed and received exemption under the conditions of: 1) fewer than 10 employees, and 2) does not control any information systems, and

WHEREAS, these exemptions still require the Consortium to comply with sections 500.09 Risk Assessment, 500.11 Third Party Service Provider Security Policy, 500.13 Limitations on Data Retention, and sections 500.17 through 500.23, with only sections 9,11, and 13 requiring action by the Consortium's Board of Directors to establish a policy and perform risk assessments, and

WHEREAS, the Consortium has entered into a contract with the Tompkins County Information Technology Services Department for developing such policy and to perform the stated risk assessment thereafter, and

WHEREAS, the Tompkins County Information Technology Services Department has developed and presented a policy proposal for review by the Audit and Finance Committee, and

WHEREAS, the Audit and Finance Committee has reviewed said Cyber Security Policy and deems it to be in compliance with NYCRR Part 500 sections 09,11, and 13, now therefore be it

RESOLVED, on recommendation of the Audit and Finance Committee, That the GTCMHIC Board of Directors hereby adopts said policy,

RESOLVED, further That the Board of Directors directs the Executive Director to conduct an assessment for operations compliance with this Cyber Security Policy, and

RESOLVED, further, That the Board of Directors hereby delegates the authority to approve the amendments to this policy to the Audit and Finance Committee.

**RESOLUTION NO. 006 - 2019 – 2019 BUDGET AMENDMENT – CONSORTIUM
EMPLOYEE EXPENSES**

MOVED by Ms. Servoss, seconded by Ms. Conger, and unanimously adopted by voice vote by members present.

WHEREAS, the position of Executive Director has expenses associated with the position not anticipated in the adopted 2019 Consortium budget, and

WHEREAS, the Consortium will be entering into a lease with the Town of Ithaca for office space and will be acquiring additional equipment for its staff, now therefore be it

RESOLVED, on recommendation of the Audit and Finance Committee, That the following budget amendment be hereby approved by the Board of Directors:

FROM: Account No.

8805	Executive Director Fees	\$130,566
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TO:

<u>Account No.</u>		<u>Amount</u>
66002	Fringes	\$20,333
66001	Executive Director Salary	\$90,000
8805	Executive Director Fees	(to remain open for Consultant charges)
8151	Computer Equipment	\$5,602
8152	Lease Expense/Parking	\$4,500 (\$900 parking + \$3,600 lease)
8044	Compensation – County ITS Support	\$10,131

**RESOLUTION NO. 007 - 2019 – AUTHORIZING ENTERING INTO AN AGREEMENT WITH
LOCEY AND CAHILL LLC FOR ASSISTING CONSORTIUM
EMPLOYERS WITH THE CENTERS FOR MEDICARE &
MEDICAID SERVICES (CMS) RETIREE DRUG SUBSIDY
(RDS) PROGRAM APPLICATION, COST REPORTING,
AND RECONCILIATION PROCESS**

MOVED by Mr. Schenck, seconded by Ms. Rider, and unanimously adopted by voice vote by members present.

WHEREAS, the Centers of Medicare and Medicaid Services (CMS) Retiree Drug Subsidy (RDS) Program was authorized by enactment of the Medicare Prescription Drug Improvement and Modernization Act of 2003, and

WHEREAS, employers which provide prescription drug coverage to Medicare-eligible retirees which is at least equivalent to the Medicare Part D prescription drug program may be eligible to participate in the CMS-RDS Program, and

WHEREAS, the CMS-RDS Program application requires among other information, an actuarial attestation, and

WHEREAS, Locey & Cahill, in partnership with the Consortium's current actuary, Armory Associates, has presented a Consultant Services Agreement for assisting Consortium employers seeking to apply for funds from the CMS-RDS Program and that Agreement has been reviewed by the Audit and Finance Committee, and

WHEREAS, by entering into this agreement, the Consortium will be providing to its municipal partners a very competitive fee for CMS-RDS Program assistance which includes, but may not be limited to, the Application and Reconciliation processes and said fee will be a pass-through charge to the municipal partner seeking such services, now therefore be it

RESOLVED, on recommendation of the Audit and Finance Committee, That the Board of Directors authorizes the Board Chair to execute the Consultant Services Agreement for the service associated with the CMS-RDS Program with Locey and Cahill, LLC,

RESOLVED, further, That the Executive Director shall communicate this Consortium service to all current and future municipal partners.

* * * * *

Report from the Governance Structure Committee

Mr. Barber said the Committee is Chaired by Chuck Rankin and has been working very hard. Currently the Consortium has 45 Directors and the Board has directed the Committee to recommend an alternative model for governance. The Committee recognized that there are restrictions set by Article 47 that include a requirement that every municipal partner have a vote on certain items such as benefit plan design and premium equivalent rates.

Mr. Barber explained the structure currently under consideration includes having an Executive Committee that would be elected by the Board of Directors at an annual meeting where plan design and premium equivalent rates are adopted. There would also be other standing committees appointed by the Board, having claims administrators report to the Executive Director, and because the Directors would only be meeting once per year that there would be a Nominations Committee that would be responsible for training and educating Directors. Next the Committee will be discussing bylaws and potential changes to the Municipal Cooperative Agreement; an update will be provided at the June meeting.

Report from the Joint Committee on Plan Structure and Design

Ms. Hersey, Chair, said the each year the Committee reviews the actuarial values for the Metal Level Plans to make sure they are within the valued specified by the Consortium. She said the Consortium set a standard deviation rate of two percent but this is based on a whole number; the Committee will be considering a recommendation relating to rounding to the nearest percentage number. The Committee will be hearing an update on the Blue4U Program and Telemedicine at the next meeting. She encouraged Directors to attend meetings that are held the first Thursday of each month at 1:30 p.m. at the Health Department.

Report from the Owning Your Own Health Committee

Ms. Servoss, Chair, reiterated what was stated earlier in the meeting by Ms. Berry that preventive care and a healthier lifestyle helps reduce claims costs. She said an initiative of the Committee this year is to get wellness committees started, and to encourage healthy lifestyles and activities, She encouraged Directors to look at the Consortium's wellness resolution template

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and take back to municipal boards for approval. Ms. Servoss provided an update on Telemedicine and said it is now available for all covered members and encouraged Directors to get employees to sign up. Ms. Miller reviewed the status of signups to the program, stating only four members have signed up at this time. She explained the benefit and said Excellus customer service representatives are available to help members register for the program.

Mr. Brown said while he appreciates the intent of the program and also wants to provide better care for members at a lower cost. However, he has concerns for the number of prescriptions that will be written through Telemedicine visits versus office visits and asked that reporting include information on this.

Adjournment

The meeting adjourned at 7:40 p.m.



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RESOLUTION NO. – 2019 – CREATION OF OPERATIONS COMMITTEE AS STANDING COMMITTEE OF GTCMHIC

WHEREAS, the Board of Directors of the GTCMHIC has created the Audit and Finance Committee as a standing committee of the Board of Directors to assist the Executive Committee and the Board of Directors in its oversight of: the integrity of the financial statements of the Consortium; the Consortium's compliance with legal and regulatory requirements; and the independence, qualifications, and performance of the Consortium's independent auditors (Auditors); all financial aspects of the Consortium, including review of: annual budgets; periodic review of financial results; evaluation of transactions that are material to the organization's business; review of business and risk insurance policies, and actuarial studies to determine premium levels; and review and approval of investments and investment plans; enterprise risk management and compliance assessment and review; and oversight of all audits, internal and external, of Consortium operations, and

WHEREAS, due to significant increase in Consortium operations activity, the Audit and Finance Committee, in addition to their fiscal responsibilities, became the default standing committee for oversight of operations issues, and

WHEREAS, this extra burden has caused the Audit and Finance Committee to either not address or not be able to adequately address issues of its assigned responsibility, and

WHEREAS, the Executive Committee wants to eliminate the additional operational burden from the Audit and Finance Committee and create the Operations Committee with oversight of Consortium operations, and the overall well-being of the organization.

WHEREAS, creating an Operations standing committee, provides another opportunity for a larger percentage of our growing number of Directors to become engaged in a more detailed manner in Consortium governance, now therefore be it

RESOLVED, on recommendation of the Executive and Audit and Finance Committees, That the Board of Directors immediately establishes The Operations Committee with responsibility for the oversight of Consortium operations and the overall well-being of the organization. The Operations Committee may recommend changes that will improve the efficiencies of the organization to practices, policies, procedures and organizational structure including personnel and staffing needs.



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RESOLUTION NO. – 2019 – APPROVAL OF CONTRACT FOR CONSULTING SERVICES – DONALD L. BARBER

WHEREAS, it was determined in 2013 that based on the increased responsibilities placed on the Consortium by the State and Federal governments, the Affordable Care Act, and the managing of an increased number of contracts it was in the Consortium’s best interest to contract for services of an Executive Director, and

WHEREAS, following the issuance of a request for proposals in 2014 seeking contractors who could fulfil the responsibilities of Executive Director a contract was entered into with Donald L. Barber in 2014 and extended in 2016 and 2018, and

WHEREAS, in 2018 the Consortium entered into a process to hire its first full-time Executive Director, Elin Dowd, who began employment on April 15, 2019, and

WHEREAS, the Executive Committee believes Mr. Barber can continue to provide valuable and important services to the Consortium and wishes to retain Mr. Barber as a Consultant, providing the following services under his contract and any others as the Executive Director may, from time-to-time, deem necessary, including:

- A. Providing historical information of the operations, vision, operations strategy, and member/associates relations.
- B. Assuming responsibility for specific projects as delegated by the Executive Director.
- C. Serving as primary interface with municipal corporations that seek information and process guidance for joining the Consortium.
- D. Attending Board and Committee meetings as directed by the Executive Director.
- E. In concert with the Executive Director providing useful and timely information to Board members, employees, retirees, and other interested parties
- F. Assisting with the preparation of the Consortium’s annual operating budget.

RESOLVED, on recommendation of the Executive and Audit and Finance Committees, That a contract for Consulting Services with Donald L. Barber be approved through December 31, 2020 under the terms and conditions in the recommended contract.

RESOLVED, further, That the Board of Directors hereby authorizes the Chair of the Board sign a contract with Donald Barber for Consulting Services.



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healthinsurance@gtcmhic.com

Pending Audit and Finance Committee Approval 6-25-2019

RESOLUTION NO. – 2019 – CREATION OF POSITIONS: CLERK OF THE GTCMHIC BOARD OF DIRECTORS AND ADMINISTRATIVE/ COMPUTER ASSISTANT

WHEREAS, in 2011 the Board of Directors authorized the hiring of an Administrative Clerk on an hourly basis through its contract arrangement with Locey & Cahill LLC, to perform administrative duties for the Consortium, and

WHEREAS, Michelle Cocco has held the position of Administrative Clerk since April 11, 2011, and

WHEREAS, the administrative work and responsibilities of one part-time position have increased exponentially as the Consortium has grown and is no longer sustainable under the current arrangement, and

WHEREAS, the Executive Committee has discussed the staffing needs of the Consortium and has directed the Board Chair to work with the Executive Director to create a staffing proposal that will meet the increasing administrative demands and ensure the Consortium maintains a strong administrative foundation, now therefore be it

RESOLVED, on recommendation of the Executive and Audit and Finance Committees, That the Board of Directors of GTCMHIC hereby creates the following positions effective July 1, 2019:

- Administrative/Computer Assistant – Civil Service Competitive Class (\$25-\$26 per hour); to be filled by the Executive Director; and
- Clerk of the GTMHIC Board – Exempt Class (\$26.50 per hour); to be appointed by and serve at the pleasure of the Board of Directors

RESOLVED, further, That due to the nature of responsibilities and the Board of Directors being comprised of elected and appointed officials from municipal corporations, the Board directs the Chair of the Board to work with the Tompkins County Department of Human Resources to formally request an exempt classification for the Clerk of the Board of Directors position from New York State Civil Service.

* * * * *

Clerk of the GTCMHIC Board

Classification: NCP EXEMPT

Labor Grade:

Approved: GTCMHIC 6/19

Revised:

By: AG Commissioner of Human Resources

SUGGESTED MINIMUM QUALIFICATIONS:

(a) Graduation from a regionally accredited or New York State registered four year college or university with a Bachelor's Degree in Business secretarial sciences or closely related field **AND** two years of full-time paid (or the equivalent part-time or volunteer) senior-level clerical experience in an office setting which must have involved typing using a personal computer and database systems; **OR**

(b) Graduation from a regionally accredited or New York State registered two year college or university with an Associate's Degree in Secretarial Science or a closely related field **AND** four years of full-time paid (or the equivalent part-time or volunteer) senior-level clerical experience in an office setting which must have involved typing using a or personal computer and database systems; **OR**

(c) Graduation from high school or possession of a high school equivalency diploma **AND** six years of full-time paid (or the equivalent part-time or volunteer) senior-level clerical experience that involved a personal computer and database systems; **OR**

(d) Any combination of training and experience equal to or greater than that specified in (a), (b) and (c) above.

DISTINGUISHING FEATURES OF THE CLASS:

The Clerk of the GTCMHIC Board is appointed by and serves at the pleasure of the Greater Tompkins County Municipal Health Insurance Consortium Board of Directors, a Board comprised of elected and appointed officials from municipal corporations. The Clerk maintains the official records of all proceedings of the Consortium and is responsible for insuring that all proceedings and records meet legal requirements and are kept as prescribed by law. The Clerk is responsible for independently performing complex clerical operations; and for relieving the Executive Director of contacts which may appropriately be made by an assistant. The work is performed under the general direction of the Executive Director and Board Chair, with considerable leeway; and calls for frequent exercise of independent judgment in giving out information regarding Consortium policies and practices. The Clerk is responsible for relieving the Executive Director and the Chair of administrative details such as calendar management, meeting scheduling and conference arrangements as well as relieving the official of contacts which should properly be made with subordinate staff. An incumbent has frequent contact with a wide range of municipal officials in carrying out assignments. Supervision may be exercised over clerical and other staff. The incumbent will perform all related duties as required.

TYPICAL WORK ACTIVITIES:

- Acts as a personal and confidential assistant to the Executive Director, Board of Directors, and Executive Committee;
- Assists Executive Director and other members of the Executive Committee with appointments, committee meetings, letters, reports as they pertain to the Consortium;
- Independently composes and processes routine correspondence by applying a knowledge of regulations and operations;
- Coordinates, prepares, assists, and disseminates meeting agendas and resolutions and other related material to Board members, Executive Director, committee members, government officials, the public and press in accordance with the Open Meetings Law;
- Prepares resolutions, motions and actions for review by the Executive Director and Board Chair;
- Publishes legal advertisements as required by law;
- Notifies officials of any actions taken by the Executive Committee and Board;
- Ensures minutes are kept of all Board meetings and any committee meetings as necessary;
- Responsible for attending and taking minutes of Committee and Board meetings as well as any other meeting the Clerk deems necessary;
- Prepares, maintains and files various policy and procedure manuals and related records;
- Performs research and responds to requests by Board Members;
- Manages the Consortium's web site
- Maintains a directory of Participants, Municipal Board Members and Alternates, officials, boards and committees;
- Serves as Records Retention Officer;
- Maintains public access to information and assists as necessary.
- Maintains records of the Consortium as required by the NYS Department of Financial Services to comply with regulations and audit.

- Provide external auditors with records as requested.
- Maintain calendar of contract and appointment records and expirations.
- Perform tasks assigned by special committees and Executive Director.
- Oversee development of new software applications.
- Oversee publication, receipt, and distribution of Requests for Proposals.

KNOWLEDGE, SKILLS, ABILITIES AND PERSONAL CHARACTERISTICS:

- Good knowledge of Parliamentary procedures and the Consortium's By-Laws;
- Good knowledge of local, state and federal laws pertinent to the operation of the office;
- Good knowledge of the records retention schedule set by New York State;
- Good knowledge of past and present structures and systems of local government;
- Ability to produce a concise and accurate narrative that summarizes important points of discussion and an accurate record of the group's actions;
- Ability to interpret and implement policies set by the Board;
- Ability to exercise accurate independent judgement;
- Ability to follow complex instructions given both orally and in writing;
- Ability to write, edit and proofread a variety of documents;
- Ability to establish and maintain good interpersonal working relations;
- Ability to deal with the public and government officials in a helpful manner;
- Ability to perform close, detail work involving considerable visual effort and strain;
- Interest in the preservation of public documents of local historical value;
- Tact, courtesy, good judgement;
- The employee's physical and mental condition shall be commensurate with the demands of the position, either with or without reasonable accommodation.
- Regular and reliable full-time attendance, as scheduled and assigned, shall be a requirement of this position.

PHYSICAL, MENTAL AND ENVIRONMENTAL DEMANDS:

The employee must be able to sit for extended periods of time within a standard eight-hour work day. Other types of physical effort are minimal with the exception of the occasional requirement to lift boxes of office supplies and paper goods up to twenty pounds. The incumbent's visual acuity must be sufficient to enable him or her to see and accurately work with information on a computer screen. As a result, the job requires considerable visual effort. The employee's hearing must be sufficiently acute to enable him or her to hear, understand and carry out verbal instructions. The employee must have the physical ability to manipulate a computer keyboard and other types of office equipment requiring moderate precision, manual dexterity, and operating knowledge/skill. These fine motor skills include adequate hand/eye coordination and the full use of fingers, hands and arms to perform the essential functions of this job. The risk of injury or environment illness is minimal. Environmental factors include the ability to work closely and cooperatively in close physical proximity with others. He or she may occasionally be required to work alone. Almost all work is performed indoors in a temperature controlled environment, so excessive heat, cold, humidity, noise, etc., are not factors that are significant to this job.

Originally created 06/27/2019



GTCMHIC

INTERNAL JOB DESCRIPTION

Administrative / Computer Assistant

Distinguishing Features:

- Provide administrative and customer service support to the GTCMHIC – under the Town of Ithaca as “Employer”
- Assists the Executive Director and Clerk of the GTCMHIC Board in the Consortium’s day-to-day operations
- Full time position at 37.5 hours per week Monday – Friday, 8am –4pm, 30 minute lunch.
- Under the overall direct supervision of the Executive Director, but with some regular direction from the Clerk of the GTCMHIC Board.

Typical Work Activities (as directed or assigned):

- Act as Administrative Assistant to the Executive Director;
- Provide customer service (phone, email, in-person) regarding all aspects of Consortium;
- Answers phone calls, takes messages and / or provides information requested and refers calls to the appropriate person;
- Maintains membership lists and attendance at meetings, including tracking election changes that could impact membership;
- Maintains resource information contact lists (e.g. benefit clerks/ supervisors/ municipal clerks/ labor representatives)
- Updates calendar as necessary;
- Assists Executive Director and other members of the Executive Committee with appointments, committee meetings, letters, reports as they pertain to the Consortium;
- May compose and process routine correspondence by applying a knowledge of regulations and operations;
- In accordance with Open Meetings Law, may coordinate, prepare, assist, and disseminate meeting agendas and resolutions and other related material to Board members, Executive Director, committee members, government officials, the public and press;
- May assist with the preparation of the Board and committee packets;
- May assist with preparing resolutions, motions and actions for review by the Executive Director and Board Chair;
- May notify officials of any actions taken by the Executive Committee and Board;
- Ensures minutes are kept of all Board meetings and any committee meetings as necessary;
- Attends and takes minutes of Committee and Board meetings as well as any other meetings as directed;
- Assists with databases, word processing, spreadsheet and form creation and maintenance of created items;
- Assists with the development and update of forms, policies and procedures;
- Assists with upkeep of website and plans, coordinates and sets up meetings including conference calls and Skype;
- Assists with computer software and hardware needs of the Consortium, including coordinating with County IT for service;
- Edits and types correspondence, memoranda, reports, and other documents using a computer;
- Performs routine scanning, filing and copying in accordance with Records Management policies;
- May process incoming and outgoing mail;
- Publishes legal advertisements as required by law;
- May assist finance office as needed, including creating and processing of invoices;
- May assist Wellness Consultant with administrative tasks;
- Maintains office supplies inventory.
- Maintains mailing lists;
- Monitors expenditures to maintain budgetary control.



Greater Tompkins County Municipal Health Insurance Consortium

125 East Court Street • Ithaca, New York 14850 • (607)274-5590

www.healthinsuranceconsortium.org

Pending Audit and Finance Committee Approval 6-25-2019

**RESOLUTION NO. – 2019 – APPOINTMENT OF CLERK OF THE GREATER
TOMPKINS COUNTY MUNICIPAL HEALTH INSURANCE
CONSORTIUM BOARD OF DIRECTORS**

WHEREAS, since April 11, 2011, Locey and Cahill has employed Michelle Cocco, Administrative Clerk to the Consortium, with pay and benefits being a fully reimbursable cost to Locey and Cahill, LLC from the Consortium on a dollar to dollar basis, and

WHEREAS, the Consortium has established a relationship through a Memorandum of Understanding with the Town of Ithaca for administering the Consortium's payroll functions, and

WHEREAS, by Resolution No. ___ of 2019 the Board of Directors created the position of Clerk of the Greater Tompkins County Municipal Health Insurance Consortium and has appointing authority for this position, now therefore be it

RESOLVED, on recommendation of the Executive and Audit and Finance Committees, That Michelle Cocco is hereby appointed to the position of Clerk of the Greater Tompkins County Municipal Health Insurance Consortium Board of Directors effective July 1, 2019,

RESOLVED, further, That the Clerk shall be paid at a part-time hourly rate of \$26.50 with no benefits,

RESOLVED, further, that the wages of this position shall be reported to the New York State Local Retirement System,

RESOLVED, further, That the Board of Directors hereby authorizes the Executive Committee to oversee annual performance evaluations and approve any compensation adjustments.

* * * * *



Greater Tompkins County Municipal Health Insurance Consortium

125 East Court Street • Ithaca, New York 14850 • (607)274-5590
www.healthconsortium.net • consortium@tompkins-co.org

“Individually and collectively we invest in realizing high quality, affordable, dependable health insurance.”

RESOLUTION NO. - 2019 – CHARGING GOVERNANCE STRUCTURE COMMITTEE WITH THE 2020 MUNICIPAL COOPERATIVE AGREEMENT REVIEW

WHEREAS, the Board of Directors by Resolution No. 28 of 2018 re-established and charged the Consortium's Governance Structure Review Committee with developing an alternative governance model for the GTCMHIC, and

WHEREAS, a thorough, regular and meticulous review of the MCA is codified in our MCA Section Q.2. and as such “the continuation of the Consortium under the terms and conditions of the Municipal Cooperative Agreement - 2015 Amendment Page 13 Agreement, or any amendments or restatements thereto, shall be subject to Board review on the fifth (5th) anniversary of the Effective Date and on each fifth (5th) anniversary date thereafter (each a "Review Date)", and

WHEREAS, the during the development of By-laws for an alternative governance model the Committee engaged in several discussions of areas within the Consortium's Municipal Cooperative Agreement that would need adjustment to align with the new governance structure, and

WHEREAS, it would be practical to allow the Governance Structure Committee to assume responsibility for 2020 review of the Municipal Cooperative Agreement, now therefore be it

RESOLVED, on recommendation of the Executive Committee, That the Governance Structure Committee is charged with reviewing and bringing forth a recommendation for appropriate edits to the MCA as outlined in Section Q.2 of the GTCMHIC Municipal Cooperative Agreement.

**BY-LAWS
OF THE
EXECUTIVE COMMITTEE
GREATER TOMPKINS COUNTY MUNICIPAL HEALTH INSURANCE
CONSORTIUM**

ARTICLE I

PURPOSE

The Municipal Cooperative Agreement (MCA), Paragraph F of the 2015 Amendment to the Municipal Cooperative Agreement of the Greater Tompkins County Municipal Health Insurance Consortium (GTCMHIC) creates the Executive Committee with the powers and duties to conduct certain delegated business operations for the Consortium, pursuant to the responsibilities granted in the MCA.

ARTICLE II

MEMBERS, QUALIFICATIONS, TERMS OF OFFICE

Section 1. The Executive Committee of GTCMHIC shall consist of at least eleven (11) but no greater than fifteen (15) members. The size of the Executive Committee may be increased or decreased by the Board of Directors at any Annual Meeting.

Section 2. A full slate of Executive Committee members (“Member”) shall be elected from its Directors at each Annual Meeting of the Greater Tompkins County Municipal Health Insurance Consortium Board of Directors “Board of Directors.” However, the Board Chairperson, Vice Chairperson, Chief Fiscal Officer, and Secretary shall automatically be designated Members of the Executive Committee. In addition, One Member seat shall be filled by the Chairperson of the Joint Committee on Plan Structure and Design (“Joint Committee”), who is elected by members of the Joint Committee on Plan Structure and Design as established by the Municipal Cooperative Agreement.

Section 3. Each Director shall be entitled to cast one vote for the election of a member to the Executive Committee.

Section 4. In the event that a vacancy occurs on the Executive Committee more than 45 days prior to any Annual Meeting of the Board of Directors, then the Executive Committee may appoint a successor to serve until the nextg Annual Meeting. Any unexpired balance of the term of such vacant position shall then be filled by vote of the Board of Directors at the Annual Meeting.

Section 5. A majority of the Executive Committee shall constitute a quorum.

ARTICLE III

COMMITTEE LEADERSHIP

Section 1. At the Annual Meeting, at the time the Board of Directors elects from its Directors a Chairperson, Vice Chairperson, Chief Fiscal Officer and Secretary, those officers shall also serve as these same Officer positions on the Executive Committee for a term of one (1) year or until their successors are elected and qualified. Any vacancy in an officer’s position shall be filled at the next meeting of the Board.

Section 2. At the same time as the election of the Executive Committee at the Annual Meeting, the Board Nomination and Engagement Committee shall also nominate a Chairperson for each of the Executive Committee Standing Committees: Audit and Finance, Operations, Owing Your Own Health, Nominations and Engagement, Claims and Appeals, and such additional committees as the Executive Committee may, from timetotime, create through amendment to these By-Laws. The Chairs of each of the Standing Committees shall be nominated as part of the slate of candidates for the Executive Committee, as the Chairs of the Standing Committees must also be members of the Executive Committee.

Section 3. The Chair serves as an ex-officio member on all committees, shall count toward a quorum, and is empowered to vote.

ARTICLE IV

RESIGNATION, VACANCY

Section 1. Any Member may resign from office at any time by delivering a resignation in writing to the Chair of the Executive Committee, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 2. Should any Member cease to be a Director of the Consortium Board of Directors, or otherwise cease to be qualified to serve in that capacity, they shall automatically cease to be a Member of the Executive Committee and the resulting vacancy shall be filled as provided in Article II, Section 4.

ARTICLE V

RULES OF PROCEDURE

Section 1. The Chairperson shall preside at all meetings and, in his or her absence, the Vice-Chair shall preside.

Section 2. A majority of the Members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 3. The Executive Committee shall act in all cases by a vote of a majority of the Committee. Physical presence or videoconferencing participation is required.

Section 4. The Executive Committee shall have at least four (4) quarterly meetings each year.

Section 5. Special meetings may be called by the Chair or by any two Committee members.

Section 6. Dates for the Executive Committee meetings will be stated during the Board of Directors' Annual meeting of the year. Meeting dates of the Executive Committee meetings will be published on the GTCMHIC website.

Section 7. Notice of special meetings that includes the subject matter shall be delivered to each Member of the Executive Committee or given orally, in person or by telephone or email, or may be mailed to the business or home address of each member of the Executive Committee at least three (3) **calendar** days prior to the date of such special meeting **provided that where notice is given orally that a follow-up communication will be sent by e-mail**. Waivers of notice may be signed prior to, at, or subsequent to any such meeting, by any member failing to receive a proper notice. At such a special meeting no business shall be considered other than as designated in the notice, but if all the Members of the Executive Committee are present at the special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Section 8. The basic rules of procedure for meetings of the Executive Committee and its committees shall be consistent with the commonly accepted parliamentary rules for the conduct of business..

ARTICLE VI COMMITTEES

Section 1. The Executive Committee shall operate with six (6) standing committees as defined and described below. Committee members will include Directors and may include, as necessary, other resource persons such as the Consortium CFO and Treasurer. Committees will work with Executive Director and any appropriate service providers to develop policies and recommendations to be submitted to the Executive Committee.

Section 2. Audit and Finance Committee: Responsible to assist the Executive Committee and Board of Directors in its oversight of: the integrity of the financial statements of the Consortium; the Consortium's compliance with legal and regulatory requirements; the independence, qualifications, and performance of the Consortium's independent auditors (Auditors); all financial aspects of the Consortium, including annual budgets; periodic review of financial results; evaluation of transactions that are material to the organization's business; review of business and risk insurance policies and actuarial studies to determine premium levels; review and approval of investments and investment plans; enterprise risk management and compliance assessment and review; and all audits, internal and external, of Consortium operations.

Section 3. Operations Committee: The Operations Committee is responsible for oversight of Consortium operations and the overall well-being of the organization. The Operations Committee may recommend changes to practices, policies and procedures that will improve the efficiencies of the organization.

Section 4. Joint Committee on Plan Structure and Design: The Joint Committee shall review all prospective Board actions in connection with the benefit structure and design of the Plan(s), and shall develop findings and recommendations with respect to such matters.

Section 5. Owning Your Own Health Committee: This Committee shall identify and recommend processes to promote a culture of preventative health care, support benefit clerks in that outreach to member employees and retirees, coordinate wellness activities with the Consortium's claim's administrators and community associates.

Section 6. Nominations and Engagement Committee: The Nominations Committee shall be elected at the Board of Directors Annual Meeting to serve a term of one year. This Committee will assist the Executive Committee in engaging Directors in finding meaningful ways to contribute to the organization especially through the consideration of succession and long-term planning.

Section 7. Claims and Appeals Committee: The Claims and Appeals Committee will hear all appeals that come to the Consortium for action and recommend a determination to the Executive Committee. This Committee will also monitor claims data and trends.

ARTICLE VII OPERATING BUDGET

Section 1.

The objective of the GTCMHIC operating budget is to provide for the insurance needs of its Subscribers and financial security to cover its liabilities. The budget must be carefully constructed to account for: projected claims, fees and taxes, funding of services provided by contractors and Third-Party Administrators, maintenance of statutory and other reserves, Stop-Loss insurance, and to reflect all major sources of revenue. The goal is to provide all parties with the necessary information for more effective planning and decision making.

Section 2. Budget Development

- (a) The Audit and Finance Committee shall be responsible for the development of an annual budget and 5-year pro-forma analysis.
- (b) The Executive Director shall have the overall responsibility for budget preparation.
- (c) The preliminary budget shall be designed to reflect the Executive Committee policy and objectives and be adopted by the Executive Committee.
- (d) The Preliminary Budget is disseminated to the Board of Directors four (4) weeks in advance of the Board of Directors Annual meeting along with a detailed narrative of each line in the budget and 5-year pro-forma analysis.

Section 3. Budget Approval

The budget for ensuing fiscal year shall be thoroughly reviewed by the Board of Directors before its final adoption. The budget shall be adopted by majority vote of the Board of Directors at its Annual meeting (in September).

Section 4. Budget Implementation

The administration of the annual budget is the responsibility of the Executive Director in consultation with Audit and Finance Committee, CFO, and Treasurer. Under the direction and control of the Executive Director and in consultation with the Treasurer, as needed, funds may be expended within budgetary appropriations without prior approval of the Executive Committee. Extra budgetary expenditures for discretionary expenses or unexpected expenses not in the budget, greater than a 10% change for any line item, shall require the approval of the Executive Committee upon the recommendation of the Audit and Finance Committee.

ARTICLE VIII

INDEMNIFICATION

For all actions of the Executive Committee that fall within the scope of Executive Committee duties and responsibilities, GTCMHIC will defend and indemnify the Executive Committee or any individual Executive Committee member for any claims that may arise as a result of those duties.

ARTICLE IX

CONDUCT AND CONFLICT OF INTEREST POLICY

Executive Committee members are bound by their membership to follow GTCMHIC Code of Conduct and Conflict of Interest Policy while performing their duties and we expect all Executive Committee members to avoid any personal, financial or other interests that might hinder their capability or willingness to perform their responsibilities.

ARTICLE X

AMENDMENTS

These By-Laws may be amended or repealed only at a meeting of the Board of Directors for which at least ten (10) days written notice has been previously given to all of the members, and such notice expressly states that the meeting is called to consider certain amendments to the By-Laws of the Executive Committee in addition to such other regular business as may come before the Executive Committee.

MCA Sections for Revision with Ex Com Model & DFS Request in 2015

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A. PARTICIPANTS.

1. The Participants hereby designate themselves under this Agreement as the Greater Tompkins County Municipal Health Insurance Consortium (the "Consortium") for the purpose of providing health benefits (medical, surgical, hospital, prescription drug, dental, and/or vision) to those Enrollees that each Participant individually elects to include in the Greater Tompkins County Municipal Health Insurance Consortium Medical Plan(s) (the "Plan(s)").

2. The following Participants shall comprise the current membership of the Consortium (a) County of Tompkins; (b) City of Ithaca; (c) Town of Enfield; (d) Town of Caroline; (e) Town of Ithaca; (f) Town of Danby; (g) Town of Dryden; (h) Town of Ulysses; (i) Village of Cayuga Heights; (j) Village of Groton; (k) Village of Dryden; (l) Village of Trumansburg; (m) Town of Groton; (n) Town of Lansing; (o) City of Cortland; (p) Village of Homer; (q) Town of Willet, (r) Town of Virgil, (s) Town of Truxton, (t) Town of Marathon, (u) Town of Preble, (v) Town of Scipio, (w) Town of Springport, (x) Village of Union Springs, (y) Town of Cincinnatus, (z) Town of Aurelius, (aa) Town of Montezuma, (bb) Town of Newfield, (cc) Town of Homer, (dd) Town of Owasco, (ee) Village of Horseheads, (ff) Town of Big Flats, (gg) Village of Freeville, (hh) Village of Lansing, (ii) Town of Niles, (jj) County of Seneca, (kk) Town of Sennett, and (ll) Town of Mentz. Membership in the Consortium may be offered to any municipal corporation within the geographical boundaries of the Counties of Tompkins, Cayuga, Chemung, Cortland, Tioga, Schuyler, and Seneca, provided however that, in the sole discretion of the Board (as defined below), the applicant provides satisfactory proof of its financial responsibility and is of the same type of municipal corporation as the initial Participants. Notwithstanding anything to contrary set forth in this Agreement, admission of new Participants shall not require amendment of this Section A(2). Membership shall be subject to the terms and conditions set forth in this Agreement, any amendments hereto and applicable law.

Commented [TCHC1]: Since the term "municipal corporation" is used repeatedly and because of recent changes, should there be a definition included?

3. Participation in the Plan(s) by some, but not all, collective bargaining units or employee groups of a Participant is not encouraged and shall not be permitted absent prior Board approval. Further, after obtaining approval, any Participant ~~that which~~ negotiates an alternative health insurance plan offering other than the plan offerings of the Consortium with a collective bargaining unit or employee group may be subject to a risk charge as determined by the Board.

4. Initial membership of additional participants shall become effective as soon as practical but preferably on the first day of the Plan Year following the adoption by the Board of the resolution to accept a municipal corporation as a Participant. Such municipal corporation must agree to continue as a Participant for a minimum of three (3) years upon entry.

5. The Board, by a two-thirds (2/3) vote of the entire Board, may elect to permit additional municipal corporations located within the geographical boundaries set forth in Paragraph A(2) to become Participants subject to satisfactory proof, as determined by the Board, of such municipal corporation's financial responsibility. Such municipal corporations must agree to continue as a Participant for a minimum of three (3) years upon entry.

6. A municipal corporation that was previously a Participant, but is no longer a Participant, and which is otherwise eligible for membership in the Consortium, may apply for re-entry after a minimum of three (3) years has passed since it was last a Participant. Such re-entry shall be subject to the approval of two-thirds (2/3) of the entire Board. This re-entry waiting period may be waived by the approval of two-thirds (2/3) of the entire Board. In order to re-enter the Consortium, a municipal corporation employer must have satisfied in full all of its outstanding financial obligations to the Consortium. A municipal corporation must agree to continue as a Participant for a minimum of three (3) years upon re-entry.

{H3625705.1}

E. ACTIONS BY THE BOARD

1. Subject to the voting and quorum requirements set forth in this Agreement, the Board is required, in accordance with NY Insurance Law Article 4705, to take action on the following matters:

a. ~~A~~In accordance with N.Y. Ins. Law § 4705(d)(5), to approve an annual budget for the Consortium, which shall be prepared and approved prior to October 15th of each year, and determine the annual premium equivalent rates to be paid by each Participant for each Enrollee classification in the Plan on the basis of a community rating methodology in accordance with N.Y. Ins. Law § 4705(d)(5)(B) and filed with and approved by the Superintendent.

Commented [TCHC2]: Should this be DFS now?

b. To audit receipts and disbursements of the Consortium and provide for independent audits, and periodic financial and operational reports to Participants in accordance with N.Y. Ins. Law § 4705(e)(1).

c. To establish a joint fund or funds to finance all Consortium expenditures, including claims, reserves, surplus, administration, stop-loss insurance and other expenses in accordance with N.Y. Ins. Law § 4705(d)(4).

d. To select and approve the benefits provided by the Plan(s) including the plan document(s), insurance certificate(s), and/or summary plan description(s) in accordance with N.Y. Ins. Law § 4709, a copy of the Plan(s) effective on the date of this Agreement is incorporated by reference into this Agreement.

e. In accordance with N.Y. Ins. Law § 4705(d)(2), may contract with third parties, if appropriate, which may include one or more Participants, for the furnishing of all goods and services reasonably needed in the efficient operation and administration of the Consortium, including, without limitation, accounting services, legal counsel, contract administration services, consulting services, purchase of insurances and actuarial services. Provided, however (a) the charges, fees and other compensation for any contracted services shall be clearly stated in written administrative services contracts, as required in Section 92-a(6) of the General Municipal Law; (b) payment for contracted services shall be made only after such services are rendered; (c) no Director or any member of such Director's immediate family shall be an owner, officer, director, partner or employee of any contract administrator retained by the Consortium; and (d) all such agreements shall otherwise comply with the requirements of Section 92-a(6) of the General Municipal Law.

f. To purchase stop-loss insurance on behalf of the Consortium and determine each year the insurance carrier or carriers who are to provide the stop- loss insurance coverage during the next Plan Year, as required by N.Y. Ins. Law §§ 4707 and 4705(d)(3).

g. To designate one governing Board member ~~to~~ retain custody of all reports, statements, and other documents of the Consortium, in accordance with N.Y. Ins. Law § 4705(c)(2), and who shall also take minutes of each Board meeting which, if appropriate, shall be acted upon by the Board in a subsequent meeting.

h. In accordance with N.Y. Ins. Law § 4705(e)(1), ~~to~~ choose the certified public accountant and the actuary to provide the reports required by this Agreement and any applicable law.

i. In accordance with N.Y. Ins. Law § 4705(d)(5) (A), designate the banks or trust companies in which joint funds, including reserve funds, are to be deposited and which shall be located in this State, duly chartered under Federal law or the laws of this State ~~and insured by the Federal Deposit Insurance Corporation, or any successor thereto.~~

~~h. j.~~ In accordance with N.Y. Ins. Law § 4705(a)(6), ~~Appoint designate the Fiscal Officer of a participating municipal~~

corporation to be the Chief Fiscal Officer of the municipal cooperative health benefit plan, and who will serve on the Executive Committee.

~~m.k.~~ In accordance with N.Y. Ins. Law § 4705(a)(7), designate an attorney-in-fact to receive summons or other legal process in any action, suit or proceeding arising out of any contract, agreement or transaction involving the Consortium.

2. Subject to the voting and quorum requirements set forth in this Agreement, the Board is authorized to take action on the following matters:
 - a. Fix the frequency, time and place of regular Board meetings.
 - b. Have a plan consultant (the "Plan Consultant) contract in place for the upcoming Plan Year, prior to October 1st of each year.
 - c. Determine and notify each Participant prior to October 15th of each Plan Year of the monthly premium equivalent for each enrollee classification during the next Plan Year commencing the following January 1st
 - d. To take all necessary action to ensure that the Consortium obtains and maintains a Certificate of Authority in accordance with the Insurance Law.
 - e. To take any other action authorized by law and deemed necessary to accomplish the purposes of this Agreement.
 - f. ~~Annually elect Directors to serve as members of the -Executive Committee to oversee operations and develop recommendations for Board actions stated in this Section E.~~

Commented [TCHC4]: Grammer

F. EXECUTIVE COMMITTEE.

1. The Executive Committee of the Consortium shall consist of at least eleven (11) and no greater than fifteen (15) Directors. Executive Committee Directors are elected annually, but shall always include including the elected Chairperson, the Vice-Chairperson, and the Secretary of the Consortium, as well as the designated Chief Fiscal Officer, and the Chair of the Joint Committee of Plan Structure and Design.

2. The Secretary shall be the governing board member who holds all records in accordance with Article E, Section 16.

3. The Executive Committee shall establish meeting dates at its Organizational Meeting. The Executive Committee shall meet no less frequently than once per quarter. ~~month.~~

4. Special meetings of the Executive Committee may be called at any time by the Chairperson or by any two (2) Executive Committee Directors. Whenever practicable, the person or persons calling such special meeting shall give at least three (3) days notice to all of the other Directors. Such notice shall set forth the time and place of the special meeting as well as a detailed agenda of the matters proposed to be acted upon. In the event three (3) days notice cannot be given, each Director shall be given such notice as is practicable under the circumstances.

5. The Executive Committee shall:

a. ~~conduct business by vote of majority of the Executive Committee according to its Bylaws with its delegated authority, subject to approval and/or ratification of its actions at the next scheduled Board meeting.~~

b. Create sub-committees as necessary to monitor operations and make recommendations, to the Executive Committee and/or Board, to protect and enhance operations.

{H3625705.1}

- c. Manage the Consortium between meetings of the Board, subject to such approval by the Board as may be required by this Agreement.

d. Develop Bylaws for its operations.

e. In consultation with the Nominations Committee, fill any vacancy on the Executive Committee from among its members except the elected officers of the Consortium.

- f. Establish administrative guidelines for the efficient operation of the Plan.

g. Annually appoint a treasurer (the "Treasurer") who may or may not be a Director and who shall be the treasurer, or equivalent financial officer, for one of the Participants. The Treasurer's duties shall be determined by the Chief Fiscal Officer to whom he/she will report.

- h. Take all necessary action to ensure the Consortium is operated and administered in accordance with the laws of the State of New York.

Commented [TCHC5]: Suggested using general term as the Nominations and Engagement Committee will be created by the Executive Committee. Also, this specifies the Committee cannot fill vacancies in elected officer positions; this isn't consistent with language in the Bylaws.

G. OFFICERS.

1. At the Annual Meeting, the Board shall elect from its Directors a Chairperson, Vice Chairperson, Chief Fiscal Officer, and Secretary, who shall serve for a term of one (1) year or until their successors are elected and qualified. Any vacancy in an officer's position shall be filled at the next meeting of the Board.

2. Officers of the Consortium and employees of any third party vendor, including without limitation the officers and employees of any Participant, who assist or participate in the operation of the Consortium, shall not be deemed employees of the Consortium. Each third party vendor shall provide for all necessary services and materials pursuant to annual contracts with the Consortium. The officers of the Consortium shall serve without compensation from the Consortium, but may be reimbursed for reasonable out-of-pocket expenses incurred in connection with the performance of such officers' duties.

3. Officers shall serve at the pleasure of the Board and may be removed or replaced upon a two-thirds (2/3) vote of the entire Board. This provision shall not be subject to the weighted voting alternative set forth in Section D.

H. CHAIRPERSON; VICE CHAIRPERSON; SECRETARY.

1. The Chairperson shall be the chief executive officer of the Consortium.

2. The Chairperson, or in the absence of the Chairperson, the Vice Chairperson, shall preside at all meetings of the Board.

3. In the absence of the Chairperson, the Vice Chairperson shall perform all duties related to that office.

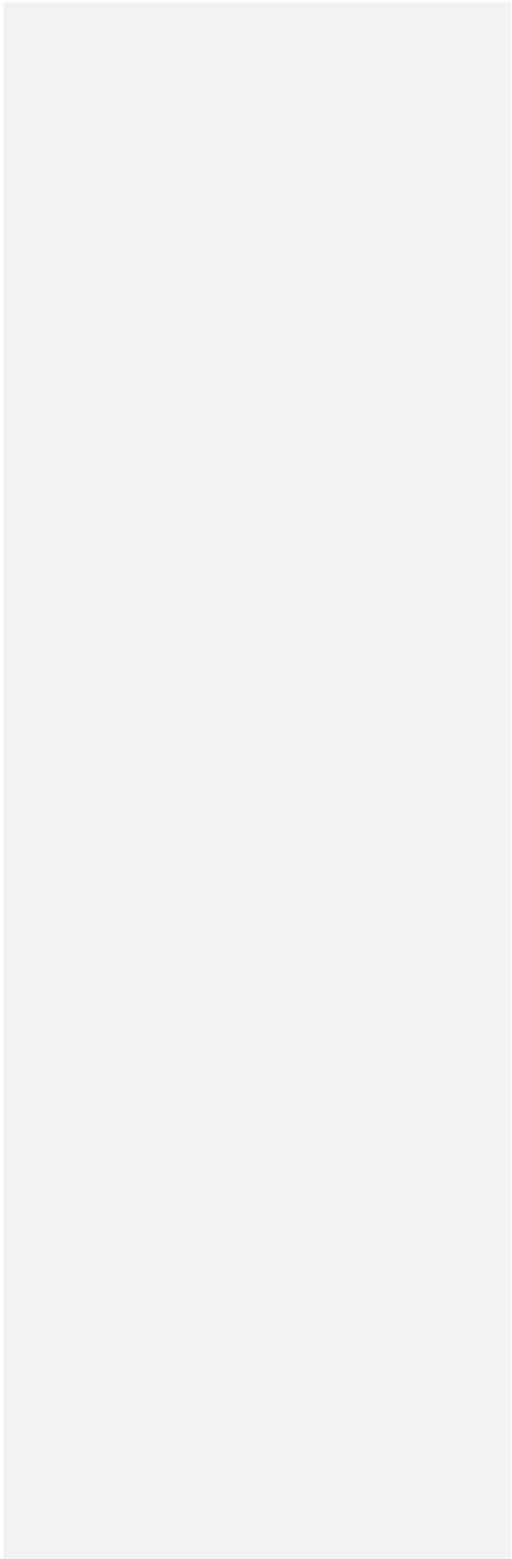
4. The Secretary shall retain custody of all reports, statements, and other documents of the Consortium and ensure that minutes of each Board meeting are taken and transcribed which shall be acted on by the Board at a subsequent meeting, as appropriate.

I. PLAN ADMINISTRATOR.

The Board, by a two-thirds (2/3) vote of the entire Board, may annually designate an administrator and/or insurance company of the Plan (the "Plan Administrator") and the other provider(s) who are deemed by the Board to be qualified to receive, investigate, audit, and recommend or make payment of claims, provided that the charges, fees and other compensation for any contracted services shall be clearly stated in written administrative

{H3625705.1}

services and/or insurance contracts and payment for such contracted services shall be made only after such services are rendered or are reasonably expected to be rendered. All such contracts shall conform to the requirements of Section 92-a(6) of the General Municipal Law.



{H3625705.1}



Greater Tompkins County Municipal Health Insurance Consortium

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RESOLUTION NO. - 2019 - APPROVAL OF ADJUSTMENTS TO THE PREMIUM EQUIVALENT RATES FOR THE CITY OF ITHACA PROFESSIONAL FIRE-FIGHTERS UNIT

WHEREAS, by Arbitration Ruling the City of Ithaca Professional Fire Fighters unit were able to remove the step-therapy, prior authorization, and quantity limit edits from their prescription drug plans (\$5/15/30 Retail; \$10/30/\$60 Mail Order-90 for 1 copay) resulting in a 12.5% increase on the pharmacy portions of the premium equivalent rates, and

WHEREAS, changes to the pharmacy rates result in an overall premium rate increase of 3.4%, now therefore be it

RESOLVED, on recommendation of the Audit and Finance Committee, That the Board of Directors approves an adjustment to the City of Ithaca Professional Fire Fighters Unit to increase individual monthly premium equivalent rates by 3.4% to \$1,058.15 for individual coverage and \$2,292.59 for family coverage effective January 1, 2019.



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RESOLUTION NO. - 2019 - AUTHORIZING CONTRACT FOR PRESCRIPTION DRUG CLAIMS AUDIT – 2017 and 2018 CLAIMS

WHEREAS, the Consortium has determined there is value in conducting periodic medical and prescription drug claims audits, and

WHEREAS, the Consortium's has developed a pattern of conducting these claims audits on alternate years for medical one year and then pharmaceutical claims the next and

WHEREAS, the Consortium is now prepared to undertake a prescription drug claims audit as part of its fiduciary responsibility to ensure claims paid by ProAct are in accordance with the benefit plan documents, Federal and State Laws, Rules, and Regulations, and industry standard practices for the years 2017 and 2018, and

WHEREAS, in anticipation of initiating a prescription drug claims audit the Audit and Finance Committee has negotiated a contract proposal with BMI Audit Services, now therefore be it

RESOLVED, on recommendation of the Audit and Finance Committee, That the Board of Directors hereby authorizes the Consortium to engage the firm of BMI to perform an audit of the Consortium's prescription drug claims for an amount not to exceed \$35,000.



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Pending Audit and Finance Committee Approval 6-25-2019

**RESOLUTION NO. - 2019 - RESOLUTION OF THE BOARD OF DIRECTORS
OF THE GREATER TOMPKINS COUNTY MUNICIPAL
HEALTH INSURANCE CONSORTIUM – POLICY TO COMPLY
WITH SECTION A.3 OF THE MUNICIPAL COOPERATIVE
AGREEMENT**

WHEREAS, Section A.3. of the Greater Tompkins County Municipal Health Insurance Consortium’s (the “Consortium”) current Municipal Cooperative Agreement (MCA) states:

“Participation in the Plan(s) by some, but not all, collective bargaining units or employee groups of a Participant is not encouraged and shall not be permitted absent prior Board approval. Further, after obtaining approval, any Participant which negotiates an alternative health insurance plan offering other than the plan offerings of the Consortium with a collective bargaining unit or employee group may be subject to a risk charge as determined by the Board.”, and

WHEREAS, two of our current municipal Participants do not have all of their active subscribers enrolled in the Consortium Plan and one of them has, by municipal resolution, agreed to bring those subscribers into the Consortium within 3 years; and

WHEREAS, except for one instance, the non-participation of these employee groups has not been ratified by Board approval; and

WHEREAS, the Consortium wishes to otherwise bring all Participants into compliance with Section A.3 of the MCA with respect to their active enrollees, now therefore be it

RESOLVED, on recommendation of the Audit and Finance Committee That the Board of Directors hereby adopts the following policy:

1. that municipal Participants with *active employees* not enrolled in Consortium benefit plan options, must, within 3 years of the date of this resolution, fully enroll all of their active employees on Consortium plan options or otherwise seek Board Approval as required by Section A.3, or they will be subject to termination of their further participation in the Consortium



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Pending Audit and Finance Committee Approval 6-25-2019

**RESOLUTION NO. - 2019 – AMENDMENT TO RESOLUTION NO. 007 OF 2018 -
APPLICATION MATERIALS MUNICIPALITIES MUST
PRESENT FOR APPLICATION TO JOIN THE
CONSORTIUM AND RECOMMENDED MUNICIPAL
RESOLUTION LANGUAGE**

WHEREAS, the Greater Tompkins County Municipal Health Insurance Consortium ("Consortium") Board of Directors adopted Resolution No. 002-2015 and then amended that resolution with Resolution No. 007-2018 to provide guidance to eligible employers, as defined in §4702 (f) of Article 47 of the New York State Insurance Law ("Municipal Corporations"), applying for membership in the Consortium, and

WHEREAS, The Consortium is experiencing rapid growth of Municipal Corporations applying to join the Consortium, and

WHEREAS, the Consortium has instituted several policies, not stated in the Municipal Cooperative Agreement ("MCA"), that prospective Municipal Corporations are required to comply with as part of their application process, now therefore be it

RESOLVED, on recommendation of the Audit and Finance Committee, That the Board of Directors hereby adopts the following policy for Municipal Corporations seeking possible membership in the Consortium:

1. Submit by **September 1st**, a municipality board resolution authorizing application for membership along with the GTCMHIC new group member application.
2. As soon as practicable, preferably by July 1st, but no later than **September 1st**, submit the Municipal Corporation's required financial and operational documents, as follows:
 - a. for Municipal Corporations with taxing authority (county, city, town, or village), two years of State Comptroller AUD reports; or
 - b. for Municipal Corporations without taxing authority:
 - i. five years of audited financial statements;
 - ii. internal governance documents and/or rules such as bylaws, resolutions, and/or statutes creating the Municipal Corporation; and
 - iii. financial documents confirming funding sources, funding mechanisms, account balances, assets, investments, contractual obligations, and any debts, contingent liabilities, and/or lawsuits.
3. As soon as practicable, preferably by July 1st, but no later than **September 1st**, submit the Municipal Corporation's most recent monthly premium billing statements from all health insurance carriers providing benefits to all active employees and retirees.

RESOLUTION NO. - 2019 – AMENDMENT TO RESOLUTION NO. 007 OF 2018 - APPLICATION MATERIALS MUNICIPALITIES MUST PRESENT FOR APPLICATION TO JOIN THE CONSORTIUM AND RECOMMENDED MUNICIPAL RESOLUTION LANGUAGE

Said premium billing statements should include the name of the Municipal Corporation and the month for the which the billing is related. In addition, said premium bills must include the number of contracts (employee, employee + spouse, employee + child (children), and family) and the monthly premium rate for each plan of benefit.

4. For Municipal Corporations who are currently experience-rated or who operate a self-insured employer-sponsored health insurance plan, they must submit as soon as practicable, preferably by **July 1st**, but not later than September 1st, a minimum of three (3) years of monthly paid claims (medical and pharmacy separately) data and monthly covered lives counts.
5. Sign the Municipal Cooperative Agreement of the GTCMHIC upon notification that the GTCMHIC Board of Directors has approved the Municipal Corporation's application to become a Participant in the GTCMHIC by **October 15th**. The resolution authorizing the Municipal Corporation's Chief Officer to sign the MCA must also clearly state which GTCMHIC health benefit insurance plan or plans the Municipal Corporation's employees and retirees will be participating in upon the effective date of participation in the GTCMHIC.
6. Confirm by **October 25th**, with the Medical Claims Administrator the names of all employees, retirees, and dependents to be covered in the Consortium's health insurance plans. A list of those enrolled will be sent to the Municipal Corporation by the Medical Claims Administrator by no later than **November 15th** for verification purposes.
7. By **November 1st**, notify the GTCMHIC of the name and contact information for the person within your organization for benefit administration; and who will attend a new member orientation between November 15 and December 15.
8. By **November 1st**, notify the GTCMHIC of the Municipal Corporation's commitment to utilize the GTCMHIC's on-line enrollment process or to authorize the GTCMHIC to provide, for the Municipal Corporation's employees and retirees, this function.
9. By **November 1st**, for Municipal Corporations **without taxing authority**, provide the Consortium with a secure financial instrument equal to the value of 25% of the estimated annual premium as determined by the Consortium as protection against expulsion or cancellation due to a default in premium payment. Said financial instrument may include the following:
 - a. A Secured Bank Account;
 - b. Letter of Credit; or
 - c. Surety Bond

Please note, municipal corporations with taxing authority (county, city, town, or villages) will be exempt from this provision.

**RESOLUTION NO. - 2019 – AMENDMENT TO RESOLUTION NO. 007 OF 2018 -
APPLICATION MATERIALS MUNICIPALITIES MUST
PRESENT FOR APPLICATION TO JOIN THE
CONSORTIUM AND RECOMMENDED MUNICIPAL
RESOLUTION LANGUAGE**

10. Submit payment by **November 1st** to the Consortium of the Municipal Corporation's proportionate share of the Surplus Account Reserve (5% of annualized premium) as determined by the GTCMHIC and as required by Article 47 of the New York State Insurance Law and the GTCMHIC's Municipal Cooperative Agreement.
11. By November 1st, submit a municipal resolution appointing the Director and Alternate to the Consortium.
12. By **November 30th**, take the necessary steps to comply with the GTCMHIC's dependent verification process.
13. Provided the Municipal Corporation applying for Membership in the GTCMHIC completes all the requirements set forth in this Resolution by the due dates indicated; the Surplus Account Reserve payment defined in Item 3 above will be credited against the Municipal Corporation's January premium invoice from the Consortium.
14. All Municipal Corporations applying for Membership in the GTCMHIC are hereby advised that missing any of these steps by the due date indicated will result in the Municipal Corporation not being accepted into the Consortium for the upcoming year and will result in the forfeiture of the Municipal Corporation's Surplus Account Reserve payment.

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Pending Audit and Finance Committee Approval 6-25-2019

**RESOLUTION NO. - 2019 – APPROVAL OF ADJUSTMENT OF FEE FOR AUDITING
CONSORTIUM'S 2019 FINANCIAL STATEMENTS – INSERO & CO.
LLP**

WHEREAS, the Board of Directors by Resolution No. 026 of 2017 approved a contract with Insero & Co. LLP for auditing of the Consortium's financial records for fiscal years 2017, 2018, and 2019, and

WHEREAS, due to the increased number of municipal participants that have entered the Consortium since 2017 and the resulting significant plan growth, Insero & Co. LLP has presented the Consortium with a proposal to amend the 2019 approved fee for audit services in the amount of \$11,500 to \$13,000, now therefore be it

RESOLVED, on recommendation of the Audit and Finance Committee, That the Board of Directors hereby approves an adjustment to the fee for auditing the 2019 Consortium's financial statements as presented by Insero & Co. LLP in the amount of \$13,000,

RESOLVED, further, That the Chair of the Board is hereby authorized to sign the 2019 Audit Engagement Letter with Insero & Co. LLP.



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RESOLUTION NO. Pending Audit and Finance Committee Approval 6-25-2019
**– 2019 – ADOPTION OF ROUNDING METHOD FOR
ADJUSTMENTSTMENTS TO THE STANDARD DEVIATION OF
ACTUARIAL VALUES**

WHEREAS, the term actuarial value references the share of health care expenses the plan covers for a typical or average group of enrollees within a standard deviation of + or – 2%.

WHEREAS, actuarial values can change at a percentage rate greater or less than whole numbers.

RESOLVED, on recommendation of the Joint Committee on Plan Structure and Design and the Audit and Finance Committee, That the Board of Directors approves an adjustment to the actuarial value utilizing the standard method of rounding to the nearest whole percentage effective July 1, 2019.
