



## Greater Tompkins County Municipal Health Insurance Consortium

P.O. Box 7 • Ithaca, New York 14851 • (607) 274-5590

Headquarters: 215 N. Tioga Street, Ithaca, NY 14850

[www.healthconsortium.net](http://www.healthconsortium.net) • [consortium@tompkins-co.org](mailto:consortium@tompkins-co.org)

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

### Nominations & Engagement Committee Meeting Agenda

**August 16, 2021 – 3:30 PM**

Location: Remote by Zoom (see [website](#) for Satellite Locations)

1. Call to Order Ed Fairbrother
2. Changes to the Agenda
3. Minutes Approval – July 12, 2021
4. Executive Director Report Elin Dowd
  - a) Resolution: Election of 2022 Consortium Officers
  - b) Resolution: Appointment of Committee Membership
  - c) Resolution: Adoption of Policy Establishing Term Limits for Officers, Executive, and Standing Committee Members
  - d) Open Meetings Law Compliance Update
5. Discussion on the following topics: Elin Dowd
  - a) August Board Meeting Agenda
6. Future agenda topics
7. Adjourn

Next Meeting: August 16, 2021

**Minutes - DRAFT**  
**Nominations and Engagement Committee**  
**July 12, 2021 – 3:30 p.m.**  
**Remote Meeting by Zoom**

Present: Ed Fairbrother, Gary Mutchler, Terrance Baxter  
Excused: Nancy Webster  
Absent: Laura Shawley  
Staff/Guests: Elin Dowd, Executive Director; Don Barber, Consultant; Michelle Cocco, Clerk of the Board; Judy Drake, Chair of the Board; Kylie Rodrigues, Benefits Specialist

**Call to Order**

Mr. Fairbrother, Chair, called the 3:30 p.m.

**Approval of Minutes of June 14, 2021**

It was MOVED by Mr. Baxter, seconded by Mr. Mutchler, and unanimously adopted by voice vote by members present, to approve the minutes of June 14, 2021 as submitted. MINUTES APPROVED.

**Changes to the Agenda**

There were no changes to the agenda.

**Executive Director Report**

Ms. Dowd introduced Kylie Rodrigues who was recently hired as the Consortium's Benefits Specialist. There were no questions on the written report provided by Ms. Dowd in the agenda packet.

Ms. Dowd provided an update on the Consortium's strategic planning process that was recently discussed at the Executive Committee meeting and said work will begin in the Fall. She reviewed results from a poll conducted at that meeting on what the Consortium does well and asked if members had any additions to the following items identified at that meeting:

- The Consortium does a great job providing health care to members;
- Provides great service to members (economical to municipalities)
- Does a great job with financial planning including risk management and funding the correct reserves well;
- Expansion of governance has worked well;
- Good at transparency and being flexible to members; and
- Flexibility with legal requirements related to pandemic and Open Meetings Law that the Consortium is required to abide by

Ms. Dowd spoke of the new governance model and the importance of identifying the roles of staff and Directors and the need to balance business need of cost to service needs of subscribers, keeping everyone engaged, looking at plans that work well with Medicare and an aging population, ensuring that risk is being managed as the Consortium grows, ensuring continuity of operations, and looking at succession planning.

Mr. Fairbrother said the list of items reviewed by Ms. Dowd is a good start; he doesn't want a plan to be so stringent that when going forward a look couldn't be taken outside the parameters and a good vision maintained. He said the Consortium has done a phenomenal job in keeping costs in line and is grateful the Town of Big Flats was able to join. Ms. Dowd said the strategic planning work won't begin until later in the year after the budget process concludes.

#### Open Meetings Law

Ms. Dowd said the Governor's Executive Order expired and the Consortium has returned to in-person meetings. Consortium staff is setting up satellite locations as an alternative option for Directors when traveling to Ithaca is not convenient. She is hopeful changes will be made to the Open Meetings Law that will make participation easier, particularly for those who have a long commute to meetings. She said the August meeting will be held via Zoom as it will be an educational session and not a voting meeting. The September meeting will be in-person with a location to be determined.

#### Term Limit Proposal

Ms. Dowd said based on discussion at the last meeting the following term limit proposal was drafted for discussion.

Ms. Drake recalled an intent to create some movement within the committees that would allow someone to not be an ongoing chair but a committee member. She also questioned at what level (Board or Executive Committee) would term limits be waived. Ms. Dowd suggested the Executive Committee waive terms limits for appointments other than for the Executive Committee; those would be waived by action of the Board of Directors. Mr. Fairbrother suggested a committee make a recommendation to the Executive Committee and waivers be issued by that Committee. Mr. Baxter agreed with Ms. Dowd's suggestion that the Executive Committee waive terms limits for appointments other than for the Executive Committee.

Mr. Mutchler spoke of the educational curve that new Directors face as the Consortium is a complex organization. He said the proposal presents the possibility of having a large turnaround in five years but should be able to rely on staff that has been brought on board.

The Committee directed Ms. Dowd to draft a resolution to adopt this in the form of a policy as there may be a need to amend it at some point going forward. Ms. Dowd will present the Board with information on this proposal at the August meeting to allow time for questions to be raised prior to action taken at the September Board of Directors meeting. Ms. Drake questioned whether Board action is needed; Ms. Dowd will review the Executive Committee's Bylaws and make a determination.

#### Term Limits for Officers and Executive Committee Members

Term limits shall be in place as follows and effective based on any full term starting on or after January 1, 2022.

- Operations, Audit and Finance, Nominations and Engagement, and the Claims and Appeals Committee membership – limit of three consecutive full terms.
- Chairs of Standing Committees – limit of five one-year terms.

Nominations and Engagement Committee  
July 12, 2021

- Officers and Executive Committee Members – limit of five consecutive full one-year terms;
- Once a Chair of the Board has reached their term limit, they may continue to serve on the Executive Committee in an At-large seat with a for up to five consecutive one-year terms;
- Once an officer or committee member has termed out, there shall be a waiting period of one full year before becoming eligible to serve as a committee member and two full years before being eligible as an officer

By majority vote of the total number of Directors (including any unfilled seats), the Executive Committee may waive this term limit provision when necessary to maintain fully-constituted committees other than the Executive Committee. Action by the Board of Directors shall be required to waive terms limits for appointments to the Executive Committee.

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August Board of Directors Session

Ms. Dowd said Mr. Hart, Vice Chair, will be leading the meeting on August 26<sup>th</sup> as Ms. Drake will be on vacation. She is currently putting information together for that meeting and said the focus will be on plan information, including impacts from members shifting to Metal Level Plans, and how Health Savings Accounts (HSA) and Health Reimbursement Accounts (HRA) work with High Deductible Health Plans. There will also be information presented on COBRA and Medicare, particularly for smaller municipalities, related to being a member of an Article 47 organization. Information will also be presented on new upcoming Federal mandates on transparency of pricing (No Surprise Act).

Mr. Mutchler said he would like to know how many of the Consortium's municipalities have a dedicated human resources employee who concentrates on benefits. He spoke of the volume of information and said it is complex and can be confusing. He said his goal is to know what is best for his town and employees.

Ms. Dowd said the Consortium is aware that many of its municipalities do not have a human resources staff person dedicated to benefits and this is one of the reasons the Consortium brought a Benefits Specialist on board. Ms. Rodrigues will also be assisting municipalities coming into the Consortium who were accustomed to working with a broker. She will add to the August agenda the topic of what is best for a municipality and target that towards each of the plans.

Mr. Fairbrother said the Town has a spreadsheet it uses to analyze what the Town's HSA will be and what plan they will be in and this is based on staying within budget and is reviewed annually. He said when the Town of Big Flats came into the Consortium it had a four-option plan and now has a two-option plan with the Consortium. In developing that plan with Mr. Barber, a formula was worked out so that there is still a four-part plan for people that includes a couple, parent with a child, and family. It is still billed as single and family through the Consortium but is processed by the Town in a different way with the Town absorbing a small cost per month. He said this has worked out very well for Big Flats and a couple of other towns that have used this as well.

Ms. Drake expressed interest in seeing this; Mr. Fairbrother will provide a copy to the Consortium. Ms. Dowd spoke of a comparison template that is now being used to evaluate plans and welcomed this additional information.

Future Agenda Topic

Ms. Dowd said there may be a change in leadership of the Operations Committee meeting due to the additional workload Ms. Holmes has had to assume at Tompkins County. More information will be presented at the next meeting. She continues to work on composition of committees with a focus on labor participation and leadership of other committees.

Next Meeting Date

The Committee will meet next on August 16<sup>th</sup>.

Adjournment

The meeting adjourned at 4:18 p.m.



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### **RESOLUTION NO.                    – 2021 – ELECTION OF 2022 CONSORTIUM OFFICERS**

RESOLVED, on recommendation of the Nominations and Engagement Committee, That the Board of Directors elects the following individuals to serve from January 1, 2022 through December 31, 2022 in the roles as follows:

Chairperson - Judith Drake  
Vice Chairperson – Rordan Hart  
Chief Financial Officer - Steve Thayer  
Secretary – Peter Salton

RESOLVED, further, That the Consortium hereby appoints Richard Snyder as Consortium Treasurer for 2022.

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**RESOLUTION NO. - 2021 – CREATION OF 2022 COMMITTEE STRUCTURE AND APPOINTMENTS OF MEMBERS**

WHEREAS, upon recommendation of the Consortium’s Nominations and Engagement and Executive Committees, That the Board of Directors hereby adopts the following committee structure and membership effective January 1, 2022:

**Executive Committee  
(effective January 1, 2022)**

To be elected at annual meeting along with Chairs of standing committees  
MEMBERSHIP: Seats to be filled by Directors; 11-15 Members; one-year terms  
MEETINGS: Bimonthly beginning in January on 1<sup>st</sup> Wednesday

- |  |   |
|--|---|
| 1. Board Chair, Chair (Drake)          | 7. Operations Chair ( <del>Wagner</del> ) ( <del>Holmes</del> ) |
| 2. Board Vice Chair, Vice Chair (Hart) | 8. Nominations and Engagement Chair (Fairbrother)               |
| 3. Chief Fiscal Officer (Thayer)       | 9. Claims and Appeals Chair (Shattuck)                          |
| 4. Secretary (Salton)                  | 10. At-large ( <del>Holmes</del> ) ( <del>Wagner</del> )        |
| 5. JCPSD Chair (Bower)                 | 11. At-large (Mutchler)   |
| 6. AFC Chair (Cook)                    |   |

**STANDING COMMITTEES:**

**Audit and Finance Committee**

CHARGE: The Audit and Finance Committee shall be responsible for 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, review and approval of investments and investment plans, enterprise risk management and compliance assessment and review, and oversight of all internal and external financial audits.

MEMBERSHIP: Seats may be filled by non-Directors; 9 members ; two-year staggered terms  
MEETINGS: Monthly; 4<sup>th</sup> Tuesday

Terms expire 12/31/23

1. Mack Cook, Chair
2. Tim Arnold, Labor
3. Rordan Hart
4. Amanda Anderson

Terms expire 12/31/22

5. Laura Shawley
6. Eric Snow
7. Bud Shattuck
8. Peter Salton
9. Steve Thayer, Chief Fiscal Officer (No set term)

**Operations Committee**

CHARGE: The Operations Committee is responsible for oversight of Consortium operations and charged with review and oversight of any policies impacting the overall well-being of the organization. The Operations Committee may recommend changes to improve the efficiency of the organization’s practices, policies, procedures, and the organizational structure, including personnel and staffing needs.

MEMBERSHIP: Seats may be filled by non-Directors; 8 members with two-year staggered terms  
MEETINGS: Bi-monthly beginning in January; 4<sup>th</sup> Monday

Terms Expiring 12/31/23

- ~~Richard Neilens~~ ~~Ed Fairbrother~~  
~~Nancy Webster~~ ~~Doug Perine~~, Labor  
Sunday Earle

Terms Expiring 12/31/22

- Chris Wagner, Chair  
Lisa Holmes, Chair  
Schelley Michell-Nunn

Terms Expiring 12/31/23

- LuAnn King  
Mark Emerson

**RESOLUTION NO. 031 - 2020 – CREATION OF 2021 COMMITTEE STRUCTURE AND APPOINTMENTS OF MEMBERS**

**Nominations and Engagement Committee**

CHARGE: The Nominations and Engagement 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. The Committee shall:

1. Be responsible for presenting a slate of recommended Officers, Committee Chairs, and At-Large Executive Committee members at the annual Board of Directors meeting;
2. Be responsible for presenting a slate of recommended Nomination and Engagement Committee members;
3. Recommend to the Executive Director engagement strategies with:
  - a. the work of committees;
  - b. disseminating information ahead of and at the annual meeting in an interactive model and insuring a super-majority attendance at annual meeting; and
  - c. long-term leadership succession planning.

Membership: Seats may be filled by non-Directors; 5 Members with two-year staggered terms

MEETINGS: Approximately 4x/year.

Terms expire 12/31/21

1. Ed Fairbrother
2. Laura Shawley
3. Jim Bower, Labor

Terms expire 12/31/2022

4. Gary Mutchler
5. Terrance Baxter

**Claims and Appeals Committee**

CHARGE: The Claims and Appeals Committee will hear all appeals that come to the Board of Directors for action and recommend a determination to the Board. This Committee will also monitor claims data and trends and oversee all annual third-party administrator claim audits.

Membership: Seats may be filled by non-Directors; 5 Members with two-year terms

MEETINGS: As needed (2-4x/year)

Terms expire 12/31/21

1. Bud Shattuck
2. Donna Dawson
3. Tom Brown

Terms expire 12/31/2022

4. Don Fischer
5. Tanya DiGennaro

**Joint Committee on Plan Structure and Design**

CHARGE: The JCPD reviews all prospective Board actions in connection with the benefit structure and design of the Plan and develops findings and recommendations with respect to such matters. Committee may also consider wellness-related initiatives.

Membership: Each Participant and each labor group shall have one voting seat each. Quorum determined by Committee; No set terms.

MEETINGS: Bi-monthly (beginning in February)

Chair and Vice Chair – to be selected by the membership of the JCPD as outlined in the Committee’s Bylaws.

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## **RESOLUTION NO. - 2021– ADOPTION OF POLICY ESTABLISHING TERM LIMITS FOR OFFICERS AND STANDING COMMITTEE MEMBERS**

WHEREAS, the Nominations and Engagement Committee has discussed and weighed the pros and cons of instituting term limits for Consortium Officers, and

WHEREAS, the Committee believes term limits will make it easier to diversify the Board and provide opportunities for new ideas and new perspectives to be brought to the Consortium Board and its various committees, now therefore be it

RESOLVED, on recommendation of the Nominations and Engagement Committee, That the Executive Committee, on behalf of the Board of Directors, hereby adopts the following policy “Establishing Term Limits for Officers and Standing Committee Members”,

RESOLVED, further, That this Policy will be incorporated into the Executive Committee Bylaws,

### Term Limits for Officers and Standing Committee Members

Term limits shall be in place as follows and effective based on any full term starting on or after January 1, 2022.

- Operations, Audit and Finance, Nominations and Engagement, and the Claims and Appeals Committee membership – limit of three consecutive full terms.
- Chairs of Standing Committees – limit of five one-year terms.
- Officers and Executive Committee Members – limit of five consecutive full one-year terms.
- Once a Chair of the Board has reached their term limit, they may continue to serve on the Executive Committee in an At-large seat for up to five consecutive one-year terms.
- Once an officer or committee member has termed out, there shall be a waiting period of one full year before becoming eligible to serve as a committee member and two full years before being eligible to serve as an officer.

By majority vote of the total number of Directors (including any unfilled seats), the Executive Committee may waive this term limit provision when necessary to maintain fully-constituted committees other than the Executive Committee. Action by the Board of Directors shall be required to waive terms limits for appointments to the Executive Committee.

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## Consortium Open Meetings Practices

In an effort to comply with the NYS Open Meetings Law, the Consortium has begun to institute a series of practices to meet the requirements and accommodate members' requests to continue to participate in meetings remotely. Below is an outline of the practices the Consortium will follow and expectations of Directors and committee members.

1. Meetings of the Consortium's Board of Directors and its committees will be held via a hybrid of in-person and remote satellite locations. Some committee meetings may be held entirely by Zoom if all members provide satellite information; however, it is the intention that meetings of the Board of Directors, Executive, Audit and Finance, and Operations Committees will be both in-person and remote.
2. Location: Unless posted otherwise and members notified, the physical location for all Consortium Committee meetings will be at the Town of Ithaca Aurora conference room. Board meetings will be conducted in a larger facility and notice of the location will be sent out in advance of the meeting.
3. Regional satellite locations will be set up in advance for specific meeting groups in a convenient location for those unable or not wishing to drive to Ithaca. A public calendar of meeting dates and established remote satellite locations will be available on the Consortium's website.
4. Members wishing to attend a regularly scheduled meeting by Zoom shall within 48 hours prior to the meeting, provide notice to the Clerk of the Board ([consortium@tompkins-co.org](mailto:consortium@tompkins-co.org)). Members shall provide notice within 24 hours prior to the meeting for special meetings. Notice shall include the physical location of where the member will be attending from. The physical location will be posted on the Consortium's website as a satellite location. Any other Director or member of the public must be able to access and attend from that location. Voting Members attending a meeting remotely who have not provided advance notice will not be counted towards quorum.
5. Videos of all Consortium meetings will continue to be posted on the Consortium's YouTube Channel.
6. If attending remotely members should keep video on to maintain visual presence at meeting. In situations where there is a problem with internet connectivity during a meeting it is acceptable and recommended that the video feed be turned off when a vote is not being taken.



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### Board of Directors Educational Session August 26, 2021 – 5:00 pm – by Zoom

(e-mail [Consortium@tompkins-co.org](mailto:Consortium@tompkins-co.org) for link to join meeting)

1. Session to be convened by Rordan Hart, Vice Chair
2. Committee Updates:
  - a) Executive Committee R. Hart
  - b) Operations Committee L. Holmes
  - c) Audit and Finance Committee M. Cook
  - d) Joint Committee on Plan Structure and Design J. Bower
  - e) Nominations and Engagement Committee E. Fairbrother
  - f) Claims and Appeals Committee B. Shattuck
4. Executive Director's Report E. Dowd
  - a) Strategic Planning Update
  - b) Presentation of Preliminary 2022 Budget
5. Plan information S. Locey
  - Movement to Metal Level Plans
  - HSA/HRA with HDHP
  - Medicare Supplement and Other Retirement Plan Options
6. Nuances of an Article 47 Plan E. Dowd
  - Large Employer
  - Cobra
  - Medicare
  - Joint Committee Membership and Attendance
7. Questions and Feedback R. Hart

*Next Board of Directors Meeting: September 23, 2021*