

**Minutes**  
**Annual Board of Directors Meeting**  
**June 9, 2022**

The annual meeting of the Board of Directors of the New Hampshire Health Plan (NHHP) was held by videoconference and teleconference on June 9, 2022 because of the ongoing COVID-19 pandemic and the exigent need for Board action.

The following individuals attended the meeting:

**Directors:**

David Ellis  
Bruce King  
David Sky  
Bradley Long  
Kathryn Skouteris  
Gregg Daly  
Martha McLeod  
David Trudo  
Christopher Kennedy  
Steven Phillips

**Other Attendees:**

J. Michael Degnan, Helms & Co.  
John Hastings, Helms & Co.  
Kevin Stone, Helms & Co.  
Mark McCue, Esq., Hinckley Allen

David Ellis, Chair, presided and called the meeting to order at 9:40 a.m., a quorum being present.

Mr. Ellis reviewed the meeting agenda and then asked the Board if everyone had the opportunity to review the minutes of last year's Annual Board Meeting held on June 10, 2021. Upon a motion by Bruce King and seconded by Martha McLeod, it was unanimously:

**VOTED:** *To approve the minutes of the Board of Directors Annual Meeting of June 10, 2021 in the form presented to the Board.*

Mr. Ellis then identified the slate of officers nominated for election for the upcoming year as specified in Article VI, Section 2 of the Bylaws. Upon a motion by Ms. McLeod and seconded by Brad Long, it was unanimously:

**VOTED:** *To approve the following slate of officers for 2022-2023:*

*Chair: Christopher Kennedy*  
*Vice-Chair: Kathryn Skouteris*  
*Treasurer: Bruce King*  
*Secretary: Martha McLeod*  
*Assistant Secretary: Mark McCue*

J. Michael Degnan of Helms & Company then noted the Board Committee assignments for the Board's information.

Mr. Ellis then asked the Board if everyone had the opportunity to review the minutes of the Board meeting held on March 16, 2022. Upon a motion by Mr. King and seconded by Steve Phillips, with Ms. McLeod abstaining, it was unanimously:

**VOTED:** *To approve the minutes of the meeting of the Board of Directors held on March 16, 2022, in the form presented to the Board.*

Mr. Ellis then asked Helms & Company to provide a financial report. Mr. Hastings began by reviewing the draft audited financial statements of NHHP. He noted that NHHP's auditors, Mason+Rich, issued an unqualified opinion concluding that the statements present fairly, in all material respects, the financial position of NHHP as of December 31, 2021. He also reviewed some of the material notes to the audited financials. Mr. Hastings then referenced the management letter and noted that the auditors determined that all internal controls were in place and that no deficiencies or material weaknesses existed. Mr. Hastings asked Attorney Mark McCue to explain in further detail the Subsequent Events note regarding the IRS notification. Attorney McCue explained that NHHP had to seek a new basis for its federal tax-exempt status when it began operating the Reinsurance Program. On June 24, 2021 NHHP filed an application for recognition of exempt status as a social service organization under Section 501(c)(4) of the Internal Revenue Code. The IRS granted the application but, because NHHP has been in existence for many years, the recognition began as of the June 24, 2021 filing date and not August 2020 when NHHP began implementing the Reinsurance Program. Because NHHP had no operating gains during this implementation period, however, Attorney McCue noted that the later recognition period has no practical impact on NHHP.

Mr. King, as Chair of the Finance Committee, informed the Board that the Finance Committee reviewed the audited financial statements in depth with NHHP's auditors and legal counsel, and recommends its approval by the Board. Upon a motion by Mr. King and seconded by Mr. Trudo, the Board unanimously:

**VOTED:** *To approve the 2021 audited annual financial statements of NHHP in the form presented to the Board.*

Mr. Hastings then reviewed the Form 990 for NHHP's activities in calendar year 2021 and provided the Board with an opportunity to ask questions and seek clarifications. He noted

that the Form 990 had received considerable input from Mason+Rich and Attorney McCue, and had been reviewed by the Finance Committee. Mr. King, as Chair of the Finance Committee, informed the Board that the Finance Committee reviewed the Form 990 in depth with NHHP's auditors and legal counsel, and recommends its approval by the Board. Upon a motion by Mr. King and seconded by Mr. Sky, the Board unanimously:

**VOTED:** *To approve for filing with the IRS the Form 990 of NHHP for calendar year 2021, in the form presented to the Board.*

Mr. Hastings then continued the financial report by reviewing the balance sheet as of March 31, 2022. He noted that the cash balance had increased slightly, that the assessment revenue included a refund of an overpayment to the Granite Advantage Health Care Program, and that expenses remained close to budget except for actuarial expenses in connection with the Reinsurance Program. Mr. Hastings concluded his report by reviewing with the Board the cash flow and assessment collection charts contained in the meeting materials.

Mr. Degnan then updated the Board about covered lives. He explained that UnitedHealthcare had submitted a request for a refund of assessments for 2021. Mr. Degnan described the due diligence performed by Helms to confirm that the same covered lives were reported, and assessments on those lives paid, twice in the first three quarters of 2021. Both Tufts Health Plan and its stop loss carriers made assessment payments to NHHP for the same covered lives. Mr. Degnan informed the Board that UnitedHealthcare and Tufts were in the process of reviewing assessments paid in 2020 and 2019 and likely would submit a refund claim for those years in the near future.

Mr. Degnan proceeded with an update of the assessments for the New Hampshire Granite Advantage Health Care Program. He referred the Board to the March 28, 2022 letter from NHDHHS Commissioner Shabinette to the Governor informing him that no additional funding was needed for the Program for the six-month period ending September 30, 2022. Mr. Degnan stated that Henry Lipman, the State's Medicaid Director, expects the federal Public Health Emergency to be extend through November or possibly December.

Mr. Ellis then asked Mr. Stone of Helms & Company to provide an update on the Reinsurance Program. Mr. Stone informed the Board that Helms was in the process of reconciling the results of the first year of operations of the Reinsurance Program, operating year two of the Program, and planning for year three. Although participating carriers have until June to file their final updated reinsurance claims, it is anticipated that the Reinsurance Program payments will slightly exceed 80% of claims for the first year of operation. Mr. Stone concluded his report by noting that annual public forum required by the 1332 Waiver will be held by videoconference on June 14, 2022, at 10:00 a.m.

Mr. Ellis then asked Mr. Hastings to describe the proposed changes to the NHHP Investment Policy included in the Board meeting materials, which changes are intended to provide NHHP with more investment options without altering the fundamental risk tolerance or philosophy of the organization. Mr. King noted that the Finance Committee review the

changes in detail and recommends them for approval by the Board. Upon a motion by Mr. King and seconded by Ms. Skouteris, the Board unanimously:

**VOTED:** *To approve the revised NHHP Investment Policy, in the form presented to the Board.*

Mr. Ellis then informed the Board that Mr. Sky was retiring from the New Hampshire Insurance Department, and therefore no longer would serve on the Board. Mr. Ellis, Mr. Degnan and all of the Directors thanked Mr. Sky for his service on the Board and his dedication and guidance to NHHP over the years and wished him well in his retirement. Similarly, Mr. Degnan and the Board thanked Mr. Ellis for his years of service as Board Chair.

Mr. Ellis directed Mr. Degnan to review the meeting schedule for the remainder of the year and the upcoming year and asked the Board members if anyone had additional agenda items. The Board had no further business, and the meeting entered executive session at 11:10 a.m. Following a more detailed discussion of the ongoing diligence efforts regarding covered lives reporting and refund requests, the meeting was adjourned at 11:30 a.m.

Respectfully submitted,

J. Michael Degnan,  
Secretary *Pro Tem*