

***[The following Minutes are in draft form, and have not yet been reviewed and approved by the NHHP Board]***

## **Minutes Annual Board of Directors Meeting June 6, 2024**

The annual meeting of the Board of Directors of the New Hampshire Health Plan (NHHP) was held by videoconference and teleconference on June 6, 2024 to enable broader participation, with each participant being heard by, and able to hear, all other participants.

The following individuals attended the meeting:

**Directors:**

Christopher Kennedy  
Michelle C. Heaton  
Steven Phillips  
Bradley T. Long  
Kathryn Skouteris  
Elaine Koskela  
Martha McLeod  
David Trudo  
Bruce P. King

**Other Attendees:**

J. Michael Degnan, Helms & Co.  
Kevin Stone, Helms & Co.  
Andrew Luce, Mason & Rich  
Mark McCue, Esq., Hinckley Allen

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

Mr. Kennedy 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 8, 2023. 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 8, 2023 in the form presented to the Board.*

Mr. Kennedy 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 David Trudo, it was unanimously:

**VOTED:** *To approve the following slate of officers for 2023-2024:*

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

Michael Degnan of Helms & Company then noted that the Board Committee assignments remain unchanged from the previous year.

Mr. Kennedy then asked the Board if everyone had the opportunity to review the minutes of the Board meeting held on March 21, 2024. Upon a motion by Kathryn Skouteris and seconded by Ms. McLeod, it was unanimously:

**VOTED:** *To approve the minutes of the meeting of the Board of Directors held on March 21, 2024, in the form presented to the Board.*

Mr. Kennedy asked Helms & Company and Andrew Luce to address the next agenda item, the review of the annual audit report, the single audit report, and Form 990. Mr. Degnan began by noting that this year's audits were conducted by Berry Dunn because Andrew Luce's administrative role created a conflict of interest for Mason & Rich. Mr. Luce noted that Berry Dunn issued an unqualified opinion concluding that the statements present fairly, in all material respects, the financial position of NHHP as of December 31, 2023. Mr. Luce 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. Luce then reviewed the single audit report, which concluded that all appropriate internal controls were in place and there were no deficiencies. He explained that this audit was necessary because of the federal grant money that NHHP receives in support of the Reinsurance Program. Mr. Luce concluded by noting that the audit reports had been reviewed in detail with the Finance Committee. He then provided the Board with an opportunity to ask questions.

Mr. King, as Chair of the Finance Committee, informed the Board that the Finance Committee reviewed the audited financial statements and single audit report in depth with NHHP's auditors and legal counsel, including an executive session, and recommends their approval by the Board. He also complimented the smooth transition and Helms' and Mr. Luce's preparedness for the audits.

Mr. Luce then reviewed the Form 990 with the Board, noting that it had been prepared with the assistance of Berry Dunn. He explained that it contained a description of NHHP's organization and finances, and had been reviewed in depth with the Finance Committee which recommended its approval by the Board. He then provided the Board with an opportunity to ask questions.

Upon a motion by Ms. Skouteris and seconded by Mr. King, the Board unanimously:

**VOTED:** *To accept the Finance Committee's recommendation and approve the 2023 audited annual financial statements of NHHP and the 2023 single auditor's report on internal controls, each in the form presented to the Board.*

Upon a motion by Ms. Skouteris and seconded by Ms. McLeod, the Board unanimously:

**VOTED:** *To accept the Finance Committee's recommendation and to approve for filing with the IRS the Form 990 of NHHP for calendar year 2023 in the form presented to the Board.*

Mr. Luce continued the financial report by reviewing the balance sheet as of March 31, 2024 and the profit and loss statement. He noted the current cash on hand, and explained that expenses were approximately \$8,000 below budget and that covered lives were slightly higher than budgeted. Mr. Luce noted that management was still reviewing the filings made by third party administrators.

Mr. Degnan then provided an update of the Granite Advantage Program and directed the Board's attention to the Program dashboard in the Board meeting materials. He also noted the quarterly letters from the New Hampshire Department of Health and Human Services confirming that sufficient non-federal funding is projected for the Granite Advantage Program. Mr. Degnan concluded by noting that despite the reduction in the Granite Advantage Program costs, the contribution from NHHP continued to be at the statutory maximum amount.

Mr. Degnan then directed the Board's attention to the Reinsurance Program dashboard contained in the meeting materials, and asked Kevin Stone of Helms & Company to provide the update on the Reinsurance Program. Mr. Stone informed the Board that the third year of operation of the Reinsurance Program is close to conclusion. He stated that although the Edge reporting deadline had been extended because of the Change Healthcare data breach, very little change was shown in the final Edge report and reconciliation. The payments represent 70.9% of eligible claims and are higher than the original 58% target. Mr. Stone explained that this higher-than-target payment at least may be due partly to the large enrollment increase that occurred after Medicaid redetermination (almost 25% higher enrollment since redetermination began) but the additional enrollees did not incur claims that met reinsurance eligibility in the same proportion as historic membership. This may relate to the new enrollment occurring mid-year so there were fewer months for these members to accumulate claims up to the attachment point. Mr. Stone informed that Board that he was awaiting CMS' confirmation of the final numbers and hopes to make Reinsurance Program claims payments by the end of June or early July. He explained that exchange enrollment likely would impact the Program in operating year 2024 - when a full year of claims occurrence will exist - and that the federal funding is projected to be approximately \$28 Million. Thus, a much lower 2024 target payment percentage of 49% is anticipated.

Mr. Stone concluded his report by noting that the annual public forum required by the existing 1332 Waiver will be held on June 13, 2023, and also will cover NHHP's request for a renewal of the Section 1332 Waiver. Mr. Stone stated that NHHP will not know if the Waiver program will be continued until late in 2024. He noted that the Kaiser Foundation showed New Hampshire as being one of the top 3 states for health care exchange affordability.

Mr. Degnan then addressed the final agenda item, Senate Bill 407. He informed the Board that the New Hampshire legislature passed SB 407 which requires NHHP, under the oversight of the New Hampshire Insurance Department, to issue an RFP to qualified actuaries and accounting vendors to conduct a study of ground ambulance providers in New Hampshire and to derive an illustrative, cost-based default rate for fully-insured commercial payers. SB 407 authorizes NHHP to pay for the cost of the RFP and contract management with the successful bidder by special assessment. The bill also establishes a December 31, 2024 deadline for the study. Mr. Degnan informed the Board that Helms would be working with the Insurance Department and legal counsel to prepare the RFP and contract with the successful bidder. Mr. Kennedy explained that the purpose of the study was to determine reasonable reimbursement levels for ambulance services.

Mr. Kennedy then asked if there was additional business. The Board had no further business, and the meeting was adjourned at 10:25 a.m. Prior to adjournment, Mr. Kennedy thanked the Board for its service and looked forward to another successful year.

Respectfully submitted,

J. Michael Degnan,  
Secretary *Pro Tem*