

**Minutes - APPROVED**  
**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.

Nominations and Engagement Committee  
July 12, 2021

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.