



## Greater Tompkins County Municipal Health Insurance Consortium

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

### AGENDA Operations Committee December 23, 2019 – 1:00 P.M. Town of Ithaca

Call-in: (607) 378-3962/Conference ID: 264953546

- |                                                         |        |
|---------------------------------------------------------|--------|
| 1. Call to Order and Introductions                      | Perine |
| 2. Changes to the Agenda                                |        |
| 3. Approval of November 25, 2019 Minutes                |        |
| 4. Executive Director Report                            | Dowd   |
| 5. Final Steps in Cyber Security Audit (1:05)           | Dowd   |
| 6. Executive Director Performance Review Process (1:25) | Drake  |
| 7. Review Proposed Executive Committee Bylaws (1:40)    | Dowd   |
| 8. Future Discussion Topics: (2:25)                     |        |
| 9. Adjournment (2:30)                                   |        |

Next Meeting: January 27, 2020 – 1 p.m.

**Operations Committee  
Minutes – Draft  
November 25, 2019 – 1:00 p.m.  
Ithaca Town Hall**

Present: Lisa Holmes, Judy Drake, Ed Fairbrother, Doug Perine, Luann King, Schelley Michell-Nunn, Gary Mutchler, Kevin Williams, Greg Pellicano, Mark Emerson; Mike Catalano

Via Phone: Sunday Earle

Staff: Elin Dowd, Executive Director; Greg Potter, Director of Tompkins County Information Technology Services, Drew Braman, Deputy Director of Finance; Jessica Hobart, Account Clerk, TC Finance Department; Brittnei Griep, Administrative Assistant; Michelle Cocco, Clerk of the Board

**Call to Order**

Ms. Holmes, Chair, called the meeting to order at 1:00 p.m.

**Changes to the Agenda**

There were no changes to the agenda.

**Approval of Minutes of October 7, 2019**

It was MOVED by Ms. Hersey, seconded by Mr. Thayer, and unanimously adopted by voice vote by members present, to approve the minutes of October 7, 2019 as submitted. MINUTES APPROVED.

**Cyber Security Audit**

Ms. Dowd said the Consortium is required by Article 47 to conduct a Cyber Security audit and has commissioned the Tompkins County Information Technology Services Department to perform that audit.

Mr. Potter distributed a revised Risk Assessment document from what members received in the agenda packet. He said as part of the Memorandum of Understanding that is in place relating to supporting the Consortium's IT needs, a component has been added pertaining to Section 500.09, Risk Assessment of 23 NYCRR 500. He said every organization at the State level has to respond in some way to IT security requirements and there are many versions and variations that the Department has been involved in. He thinks the approach that has been developed will work across all State requirements; the County has not yet adopted it, but it is being used as the framework for when they move forward. Once implemented it will become the basis for the criteria that is used to measure and evaluate future responses.

Mr. Potter reviewed the contents of the document that outlines the purpose and State requirements that need to be met on an annual basis. He walked the Committee through each of the following sections and spoke to each area included in the assessment:

- Identification of Information Systems (A suggestion was made to include ProAct);
- Identification of Risks (Mr. Potter will elaborate more on Data (b) Multi-factor authentication section and will revised the financial software section to include Quickbooks);
- Security Training;
- System Controls;

- Access Control;
- Reporting and Accountability (Ms. Dowd noted that the Consortium does not keep or have access to any medical information on subscribers; that information is maintained by the Consortium's external vendors such as Excellus and ProAct);
- Focus Items for Improvement:
  1. Multifactor authentication Office 365 deployment;
  2. Completion of investigation procedures and related Laserfiche form;
  3. Adoption of official security assessment procedure and policy documentation framework.

Ms. Dowd asked Mr. Potter if the Consortium is at the point where it is in compliance with Article 47 and having performed a risk assessment. Mr. Potter suggested a final review and the incorporation of dates before making a statement that it has been completed.

### **MCA Review**

Ms. Drake said Directors are being reminded that a letter was sent to municipalities asking for them to communicate any changes they would like to recommend to the MCA or a statement they there are no changes being recommended. Included in the agenda packet was a copy of the current draft of the MCA with proposed changes highlighted. The MCA Review Committee will meet in January to review information submitted by municipalities. Ms. Dowd said the next step will be for municipalities to have their attorney review the document between January and March. She asked those in attendance to encourage their municipalities to provide the Consortium with a response as to whether or not they have any recommended changes.

In response to Mr. Mutchler, Ms. Drake said detailed information about the changes is contained in the agendas and minutes of the Governance Structure Committee.

### **Review Drafts of Operational Practices**

Ms. Dowd explained the purpose of the two documents included in the agenda packet is to break down the reporting and approval process for items that have primarily been routed to the Audit and Finance Committee up to this point. The grid is an outline of the approval process and steps that would be taken and the second document is a draft outline of responsibilities for each of the committees.

Ms. Cocco reviewed the draft list of committee responsibilities and rationale for the placement of items. Suggestions will be incorporated into the document.

### **Invoice Payment Procedure**

Ms. Dowd explained the purpose of the new procedure is to improve what has become a cumbersome process. She reviewed the proposed changes in the procedure and noted that copies of most invoices would no longer be presented to the Audit and Finance Committee; however, going forward the Committee would receive a report each month containing a list of the transactions. No action would be necessary for items contained on that report; however, members could ask questions at that time.

Ms. Drake suggested including personnel-related items under the Executive Director approval section.

It was MOVED by Mr. Mutchler, seconded by Mr. Perine, and unanimously adopted by voice vote, to recommend approval of the amended policy to the Audit and Finance Committee. MOTION CARRIED.

### **Open Meetings Law Compliance**

Ms. Dowd said questions have arisen at recent Board and Committee meetings that prompted her to be asked to seek an opinion from the Consortium's legal counsel. She reported Mr. Powers confirmed that the Consortium is subject to New York State Open Meetings Law which has in large part complied with. The one area where a question arose related to whether a member's vote counts when calling in remotely. The ruling by Counsel was that unless they are videoconferencing in their vote does not count. She said the Consortium now has the ability to set up Zoom meetings and there have been discussions about creating satellite locations where members can go to a specific location that would be announced in advanced and open to the public. Members may still call into a meeting, but their vote will not count unless they are physically present or attending by video conference.

Ms. Dowd the second issue relates to abstaining from votes and whether someone can be asked to disclose why they are abstaining. Counsel advised not to ask a member why they are abstaining but to ask whether there is a conflict of interest and if so that conflict should be stated for the record and incorporated into the minutes. Ms. Dowd asked whether members felt it would be necessary to revise the Code of Ethics to advise members of this.

Ms. Nunn suggested it may be helpful to provide examples for reasons why someone might abstain from voting such as not having enough information. Ms. Drake provided an example of where not having a vote could cause a problem if there is poor attendance. Ms. Dowd said some recommendations and clarifications on abstentions could be drafted for the Committee's consideration.

### **Date of Next Meeting**

The date of the next meeting was set for December 23<sup>rd</sup> at 1 p.m.

### **Adjournment**

The meeting adjourned at 2:13 p.m.

Respectfully submitted by Michelle Cocco, Clerk of the GTCMHIC Board



# Executive Director Performance Appraisal Process and Forms

The Executive Committee of the Board of Directors are responsible for conducting the Executive Director (ED) Performance Appraisal and regularly reviewing the policy and process to ensure it contributes to the achievement of the organization's mission, vision and goals. The purpose of the Executive Director evaluation is to provide timely, clear and focused input to the ED about how well they are performing in the key performance areas identified as most critical by the Board of Directors in achieving the Consortium's strategic objectives.

Below describes the Executive Director performance appraisal process to be completed annually by the Executive Committee.

## Process

1. ED Self-Evaluation. Human Resources initiates the ED performance appraisal process by providing the ED with the Self Evaluation Form. The ED self-evaluation should ideally include a summary of activities relative to the goals and objectives defined at the beginning of the cycle, but no less frequently than one year.

Self-evaluation form is to be provided to the ED by March 1<sup>st</sup> and returned to HR by March 15<sup>th</sup>.

2. Executive Committee's Evaluation. The ED performance appraisal form and completed self-evaluation will be distributed by HR to the Executive Committee members by March 20<sup>th</sup>. The committee members should review the self-evaluation and complete the appraisal form based on their knowledge and interactions with the ED.
3. Executive Committee Review. Executive Committee members will meet with the ED to review the ED's self-evaluation and proposed goals for the coming cycle. Collectively they should make any modifications necessary to ensure mutual agreement and commitment.

Executive Committee members then without the ED will discuss to decide what to emphasize in their feedback to the ED and discuss what to include in the final appraisal report.

4. Final Documentation. The Board Chair in conjunction with HR should incorporate modifications to the performance appraisal requested by the Executive Committee and ensure preparation of final documentation to be provided to ED.
5. Personal ED Feedback. The Board Chair will meet personally with the ED to discuss the evaluation results. This session should provide performance improvement feedback to the ED, and stimulate a productive, two-way dialogue with the ED that includes his or her responses to the evaluation, and personal commitments to leadership improvement.

## Executive Director Self-Evaluation Form

---

Answer the few questions below for a self-evaluation. This should also inform Executive Committee Members of any concerns regarding the position or future of the organization.

What were your major accomplishments of the past year?

What do you see as future goals for the Consortium? What goals have you set personally to help the organization reach their goals?

Consortium Goals

Executive Director's Goals

Do you have any concerns or comments regarding the Executive Director position or its' role within the organization?

How can the Consortium assist you in your role as Executive Director?

Return to Human Resources by: \_\_\_\_\_

# Executive Director Performance Appraisal Form

Name: Elin Dowd

For: 20 Review

Completed by: \_\_\_\_\_

## Expectations of position –

- Expectations of the ED by the Board and specifically the Executive Committee are being met
- ED is managing resources including staffing, budget and time at an expected level
- ED complete work in an accurate and timely manner and is able to handle multiple responsibilities effectively

Overall rating:    \_\_\_ Exceeds Expectations    \_\_\_ Meets All Expectations    \_\_\_ Meets Most Expectations  
\_\_\_\_\_ Meets Some Expectations        \_\_\_ Does Not Meet Expectations

Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## Board Relations –

- ED keep the Boards and Committees well-informed of important developments
- ED recommends appropriate actions for the Board to consider
- ED directs the functions of the organization in accordance with the mission, vision and direction of the Board
- ED collaborates with the Board to set the strategic direction for the Consortium (2020 Review)
- ED develops, communicates and leads the implementation of the strategic plan (2020 Review)

*Please note - As the Consortium has no formal written strategic plan for 2019, please rate the ED on progress to collaborate with Plan and Consortium Consultants and Board and Committee members to better understand the strategic direction of the organization in order to develop, communicate and lead the implementation of a formal strategic plan.*

Overall rating:    \_\_\_ Exceeds Expectations    \_\_\_ Meets All Expectations    \_\_\_ Meets Most Expectations  
\_\_\_\_\_ Meets Some Expectations        \_\_\_ Does Not Meet Expectations

Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## Financial Leadership –

- Works with plan consultant to engage the board in dialogue about financial reports and plans, providing sufficient and clear information about progress and results achieved
- Ensures adequate internal systems are in place to protect the organization's financial health
- Works with Treasurer to ensure an annual audit of financial operations is performed and provides a careful and thorough review to the board

Overall rating:    \_\_\_ Exceeds Expectations    \_\_\_ Meets All Expectations    \_\_\_ Meets Most Expectations  
\_\_\_\_\_ Meets Some Expectations        \_\_\_ Does Not Meet Expectations

Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Leadership and Culture –

- Provides focused and effective leadership that ensures commitment to the organization's mission and vision
- Earns and maintains respect of consortium employees, consultants and board members
- Ensures that employees are properly trained, supervised, and motivated
- Ensures that short-term and long-term goals and priorities are communicated and well-understood by the board, consultants, employees and the members
- Considers evolving internal and external trends and factors, and adjusts plans as necessary

Overall rating:    ☐ Exceeds Expectations    ☐ Meets All Expectations    ☐ Meets Most Expectations  
☐ Meets Some Expectations    ☐ Does Not Meet Expectations

Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Communication –

- Values transparency, fairness, honesty and compassion
- Seeks new and better ways to communicate with Board members, municipalities, consultants and others
- ED maintains open lines of communication at all levels
- ED seeks and values the opinion of others and seeks new information and perspectives

Overall rating:    ☐ Exceeds Expectations    ☐ Meets All Expectations    ☐ Meets Most Expectations  
☐ Meets Some Expectations    ☐ Does Not Meet Expectations

Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

ED's self-evaluation –

- Does the ED's self-evaluation and goals align with that of the Board's?   ☐ Yes   ☐ No

Comments: \_\_\_\_\_  
\_\_\_\_\_

**Performance Overall rating:**    ☐ Exceeds Expectations    ☐ Meets All Expectations  
☐ Meets Most Expectations    ☐ Meets Some Expectations    ☐ Does Not Meet Expectations

Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



[illegible]

Executive Director Signature	Date
------------------------------	------

Board Chair	Date
-------------	------

Packet Page #9

**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, Owning 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.

{H3625773.1}