

## Board of Directors Meeting

**Date:**

Wednesday May 29, 2013

**Building:**

MN Dept. of Revenue

**Time:**

1:00 – 4:15 pm

**Conference Room:**

Skjegstad (room 2000)

**Attendees:** Brian Beutner, Chair, Pete Benner, Vice Chair, Thompson Aderinkomi, Kathryn Duevel, Thomas Forsythe, Phillip Norrgard, Commissioner Lucinda Jesson, Commissioner James Schowalter

**Staff:** April Todd-Malmlov, Carley Barber

### Minutes

#### Welcome, approve May 17th meeting minutes

The meeting was called to order by Chairman Brian Beutner.

Phil Norrgard moved to approve the May 17<sup>th</sup> meeting minutes. The motion was seconded by Commissioner Jesson. Two spelling corrections were requested. The minutes were approved with those corrections.

#### Discuss updated meeting schedule

An updated meeting schedule was provided with the meeting [materials](#).

Commissioner Jesson requested future presentations from the Minnesota Departments of Health and Commerce on their regulatory roles in Minnesota. She also suggested a segment on Minnesota public programs in a future meeting. Other Board members agreed that would be helpful. Brian Beutner said he would work with MNSure staff to add these items to future meeting agendas.

#### MNSure budget and financing presentation and Q & A

April Todd-Malmlov, MNSure Executive Director, walked through a [presentation](#) on the MNSure budget and financing, followed by a question and answer session.

Key points from the Q&A included:

- The grants management office at the Federal Department of Health and Human Services is the federal granting authority for exchange establishment grants.
- MNSure itself cannot be an insurer, as exchanges are prohibited in statute from being a risk bearing entity.
- MNSure is able to collect ad revenue, but ad revenue from carriers is prohibited.
- Grant funds are received as they are spent and are for designated activities only. Interest cannot be collected on grant funds. Extensions can be requested. Any unused 2014 operations grant funds are returned to the federal government.

- Staff are working on preparing budget reports, however it is difficult at present as MNsure is currently in the process of transitioning from MMB. More detailed reports will be available in the future.

### Presentation and discussion of draft charter and bylaws

Mary Foarde, attorney at FriedemannFoarde, presented draft charter and bylaws for review. Below are some key points from the discussion.

#### Article 1: Charter

- Board Members discussed adding a sentence or two on the purpose of MNsure. Kathryn Duevel and Thompson Aderinkomi will work with Mary on drafting something, and will bring back to the group at the next meeting. The Board will decide if it makes sense to include this in the charter or somewhere else.

#### Article 2: Bylaws

- 2.2 B - Strike "serving its stakeholders."

#### Article 3: Board of Directors

- 3.4 – If a Board member resigns and is replaced, does the partial term count as 1 of the 2 terms for the replacement? This will be investigated offline and brought back to the Board at a future meeting.
- 3.7 – The group discussed permitting Board Members to participate and vote in Board Meetings via teleconference. Mary will check open meeting law and add clarifying language, such as "the Board can have telephonic meetings as permitted by open meeting law."
- 3.7 – What constitutes quorum if the members recuse themselves from a vote for conflict of interest? Mary will look into this, including referencing statute, and will report back.
- 3.10 – "Consult" Roberts Rules of Order isn't clear enough. This will be revised to provide more clarity.
- 3.11 A – This will be revised to say the final authority will be the Board, not just the Chair. The Chair will make a recommendation to the Board.
- 3.11 C – Remove; the role of the secretary will be filled by MNsure staff.

#### Article 4: Delegation of Authority

- The Board will address a more thorough delegation of authority policy in the future.

#### Code of Conduct

- 2 B – Strike the part after "provided." It is unlikely to be a practical problem.

Revisions to both documents will be provided at the next meeting.

### Wrap up and any new business

Pete Benner moved to adopt the revised Chair and Vice Chair descriptions provided by Mary Foarde. Thompson Aderinkomi seconded.

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Tom Forsythe moved to amend the Vice Chair description by striking the 2 bullets under item 5. Commissioner Jesson seconded and the revised motion was approved by the Board.

Nine health plan companies have filed to sell insurance products through MNSure. MNSure has interagency agreements with the departments of Commerce and Health to obtain details on or before 8/1. A portion of 8/7 Board meeting will be closed for a plan certification review. Information on which plans are approved by the Departments of Health and Commerce will not be made public until they are effective, which is 10/1.

**Adjourn**

Thompson Aderinkomi moved to adjourn, Kathryn Duevel seconded and the meeting was adjourned.