



MNsure Board of Directors Meeting Minutes

Tuesday, September 21, 2021, 2-4 p.m.

Remote: via WebEx

Participants in attendance: David Fisher, Jessica Kennedy, Cynthia MacDonald (sitting in for Commissioner Jodi Harpstead), Suyapa Miranda, Stephanie Stoffel, Andy Whitman

Participants not in attendance: N/A

Staff in attendance: Angela Benson, Libby Caulum, Nate Clark, Claire Hahn, Joel Ingersoll, Kari Koob, Mary Robinson, Dave Rowley, Christina Wessel, Morgan Winters, Jo Wright

Guests: Stacy Sjogren (MMB), Patty Gordon (ASL interpreter), Joe Moore (ASL interpreter)

Meeting Topics

Welcome

Suyapa Miranda, Board Chair

The meeting was called to order at 2:04 p.m. by Chair Suyapa Miranda, who read MNsure's purpose statement: The purpose of MNsure is to ensure that every Minnesota resident and small business, regardless of health status, can easily find, choose and purchase a health insurance product that they value and does not consume a disproportionate share of their income.

Chair Miranda noted this month's board meeting is being conducted remotely; the board will defer approval of July 2021 meeting minutes to the next board meeting in October; no public comments taken today.

Board Member Introductions

Suyapa Miranda, Board Chair

Chair Miranda welcomed two new members to the MNsure Board of Directors:

- Jessica Kennedy — representing consumers eligible for public health care programs, currently serves as vice president of legal and compliance for Communication Service for the Deaf, Inc.

- Cynthia MacDonald — appointed as Minnesota Department of Human Services (DHS) Commissioner Harpstead’s delegate to the board, currently serves as assistant commissioner of the Health Care Administration at DHS and the State Medicaid Director.

Following, each of the current board members introduced themselves.

MNsire Board Governance

Stacy Sjogren, Senior Consultant, Minnesota Management and Budget

Chair Miranda introduced Stacy Sjogren, senior consultant at Minnesota Management and Budget, who outlined the plan for a collective board governance discussion. Ms. Sjogren explained that the primary goal for today’s discussion is to clarify the board’s purpose in order to better govern a now-established organization, focusing on how we *could be* as a governing body, not a reflection of how we are right now. A second goal is to establish new working relationships, recognizing the board is in a new place as the organization has moved past some of the challenges it faced in the past.

Ms. Sjogren presented the plan for the board governance discussion:

- Quick round robin exercise, asking each board member “what was your motivation for joining this particular governing board?”
- MNsire CEO Nate Clark will give a brief review of MNsire’s purpose, functions and restrictions, including some of the boundaries to MNsire’s work.
- Three sections or rounds of discussion that build on each other:
 1. Definition of governance — coming to a shared understanding and identifying specific functions of this governing body (approx. 20 mins).
 2. How the board can best use its time and authority to accomplish those functions (approx. 20 mins).
 3. Knowing the functions and best use of time, what tools does the board have at its disposal currently, or needs to have, in order to be successful (approx. 20 mins).
- Depending on the amount of time remaining, may spend some time identifying possible systems adjustments and/or processes that need small tweaks or changes.
- Wrap-up with Chair Miranda.

David Fisher asked if a roll call was needed for this meeting. Dave Rowley took a roll call and all members answered present. Chair Miranda thanked Mr. Fisher for the reminder.

Ms. Sjogren briefly discussed logistics, including leaving video on during the discussion, using the “raise hand” feature in Webex, speaking up and using the chat function. Ms. Sjogren also asked for a vote from the group regarding a break mid-way through the meeting, which was agreed upon.

Round robin: Motivation for joining board

Ms. Sjogren asked each board member to share their personal motivation for joining the MNSure Board of Directors.

- Mr. Whitman said this fits with work he's done in the past, naming multiple roles, and that his goal is to ensure that the uncovered people are covered.
- Vice Chair Stoffel said she's concerned about people's access to health care — one of the most important things that impacts our society — and noted how her experience and technology background could help the organization.
- Ms. Kennedy said she believes in public service and has a unique lens, as a person with a disability, for communities that are underserved as well as experience with the operational side of MNSure.
- Assistant Commissioner MacDonald said her motivation is to continue the work that she was part of at Centers for Medicare & Medicaid (CMS) during the rollout of the Affordable Care Act, and mentioned her commitment, shared by other board members, to providing health care access to all Minnesotans who are eligible and who are in need.
- Chair Miranda mentioned unrepresented communities and her life experience as someone who has been without insurance in the past.
- Mr. Fisher said he was motivated by his past experience and expertise in board governance, including as chair of the non-profit ClearWay Minnesota, as well as his role on task force envisioning MNSure's governance structure when the organization was first created.

MNSure refresher

Mr. Clark presented a slide titled "Goals established by the legislature" with text from section 3 of MNSure's enabling legislation (i.e., [Minnesota Statutes 62V.03](#)) to outline MNSure's purpose as it was prescribed by the Minnesota legislature. Mr. Clark explained that he thinks of this as the foundation that defines what MNSure does as an organization.

As MNSure prepares for its ninth open enrollment period, looking back we can see that MNSure "has come a long way," Mr. Clark added, and its activities have evolved and changed as the organization has matured. Mr. Clark underscored that MNSure makes decisions that are based on achieving its mission — acknowledging there are many areas that relate to health policy that are important, but MNSure chooses to focus on and set priorities based on whether and how that work will advance the core mission and not distract from it. Time, resources and capacity are limited, requiring the organization to be deliberate in how it prioritizes and engages with different health care topics.

Definition of governance

To prepare for the first round of discussion, Ms. Sjogren asked Libby Caulum to share her screen so that participants can view her notes from the discussion in real time. Ms. Sjogren presented a slide with a "starter definition" of governance to prompt discussion:

“Governance is the coming together of a group of elected or appointed individuals to act as one for the purpose of guiding the organization of which they hold trusteeship toward the accomplishment of its ends, while establishing appropriate boundaries for accountability.” — John Carver

Ms. Sjogren asked all participants to respond with their interpretations, what they understand from this definition, and what might be missing. Mr. Fisher noted Ms. Sjogren’s inflection on the phrase “act as one,” and commented that while the board may act together as a body, we’re each independent directors and act independently to come to decisions but come to consensus as one. Ms. Sjogren observed that “acting as one” could involve a series of processes for the board to synthesize different voices and experiences and come to a consensus. Assistant Commissioner MacDonald mentioned accomplishment and said that’s critical for boards: both driving to an outcome and a personal feeling of accomplishment. Mr. Whitman emphasized accountability and said that a major purpose of a board is to make sure there is accountability to their various constituents.

Vice Chair Stoffel agreed with Mr. Whitman that accountability is extremely important and added that she is intrigued by the definition’s mention of “appropriate boundaries.” Assistant Commissioner MacDonald asked whether this could refer to the board’s role versus the staff’s role, ensuring “you’re in the right lane.” Mr. Fisher added he thinks it refers to the organization as a whole, and the board’s responsibility to make sure MNSure is accountable to its statutory compliance and its constituents that need health care.

Ms. Sjogren then asked the group to reflect on the board’s role in the world of risk, and how it might interact with boundaries of accountability. Mr. Fisher responded that risk is not being in compliance with state law, but also mentioned the responsibility to MNSure’s constituents that need assistance with their health care needs. Returning to the discussion about accomplishment, Mr. Fisher added that MNSure has two types of goals: some are statutory requirements, and some are proposed by staff and adopted by the board.

Ms. Kennedy said that in her opinion, establishing boundaries for accountability modifies the earlier phrase “accomplishment of its ends,” and noted that the starter definition is missing the word “integrity.” Ms. Kennedy said establishing boundaries includes modeling and requiring behaviors and principles that embody the integrity that we want to see in our governance. Ms. Kennedy added that accomplishment of its ends is “top-down,” like the authority MNSure gets from the legislature, but what’s less clear in this definition is “bottom-up” governance that includes access and representation. Some people might think trusteeship is the missing piece, Ms. Kennedy said, but our idea of trusteeship might need to be expanded.

Mr. Fisher observed that the starter definition is a high-level examination of governance and added that one of the primary purposes of a board is to hire and nurture — and sometimes fire — a CEO of an organization, and that might be worth adding to this definition.

Round robin: Observations or questions about MNSure bylaws

Ms. Sjogren asked the group to refer to their assignment leading up to this meeting, which was to read and review the [MNSure bylaws](#) and identify one question or observation that came up from that examination.

- Vice Chair Stoffel mentioned Article 2, section 2.2G (maintain a clear distinction between the board and CEO roles and focus on strategic direction rather than administrative detail). Her observation is that in some cases we do this extremely well but does question whether the board becomes too deeply involved in the administrative detail rather than focusing on the direction of the organization.
- Ms. Kennedy observed that Article 1, sections 1.2 and 1.3 are ambitious and have many layers to them.
- Assistant Commissioner MacDonald observed that the relationship between MNSure and DHS is not entirely clear to her from the charter and bylaws. For example, section 1.3D mentions the integration and transition of individuals between public programs and health plans on the individual or group market but doesn't fully capture the "how" or the "means" for this. At this stage or point in time, how does MNSure coordinate with other agencies?
- Mr. Fisher mentioned Article 3, section 3.1 (the business of the organization will be managed exclusively by the Board of Directors) and observed that goes against everything he's been taught or heard about a board's role. The day-to-day business has to be in the hands of the executive director. Vice Chair Stoffel agreed.
- Mr. Whitman observed that the authority for MNSure arises from Minnesota statute, not from federal statute and that plays into the complexity of what MNSure can do within the guidelines imposed by the federal government. As an example, Mr. Whitman mentioned reinsurance: there is a bill at the federal level to create federal reinsurance, while Minnesota also has the ability to create a reinsurance program through the legislature.
- Chair Miranda reflected that she is grateful for this discussion and opportunity to review the bylaws, and that it is good to see how these foundational pieces from when the organization came together. Rereading the bylaws raises the questions: What do we bring to MNSure? What do we bring to the table? What are we working on, as a board? Also questioned whether each of these items still makes sense today, given how the context and organization have changed between then and now.

Ms. Sjogren wrapped up the round robin and introduced the next part of the discussion, including the table the group would be filling out after the break.

[Break 3:02-3:07 p.m.]

Table exercise: Identifying key functions, best use of time and authority, tools

Board members returned from their break at 3:08 p.m. and Ms. Sjogren introduced next task for the group: identifying specific functions as board responsibilities. How does the board add unique value to the organization? Ms. Sjogren explained that the group would be brainstorming

an initial list of “candidates,” and then only those that the group agreed on will be transferred to the table.

Vice Chair Stoffel offered strategic planning as a key function of the board, including setting direction and outcomes. Mr. Whitman said it’s important for members of the board to be independently in touch with constituents (partner organizations that work with Minnesotans who don’t have insurance coverage, the legislature, and at the federal level). Mr. Fisher identified oversight and ensuring there is an enterprise compliance program; it’s management’s role to implement, but the board’s role to make sure it’s being done and done well — including both financial and risk oversight. Mr. Fisher explained examples of oversight are reviewing programs and ensuring MNsure is mitigating risk.

Mr. Fisher added making sure the organization is properly staffed, beginning with the CEO. Vice Chair Stoffel agreed, then added that MNsure’s responsibility to the legislature belongs on the list. Ms. Sjogren offered that this could be articulated as making sure that the organization is complying with its statutory requirements.

Chair Miranda raised a question about the legislative committee and the board’s smaller work groups and wondered aloud about whether or how to include functions that already “have a space” within the organization. Ms. Kennedy suggested that the group might be observing some possibilities for duplication, and that naming the functions (e.g., the “what”) may be different from defining the delegation (or “who” does the work). Ms. Kennedy directed the group’s attention to a policy on [delegation of authority](#) and its Appendix A, which lists the authorities the board delegates to the CEO and what it retains for itself. Ms. Kennedy offered that this appendix provides a comprehensive list of functions to start from and the board could add the delegation element, and then added that it would be helpful to parse out functions in the same manner of the appendix. Chair Miranda agreed.

Vice Chair Stoffel asked the group to consider the board’s responsibility to support the work of MNsure’s staff, and how that might fit in the list of key functions. Ms. Kennedy responded that she’d like to reserve this topic for a future meeting but is similarly wondering how staff can utilize the board and its members’ skills as well as how that function may make affect board members. Chair Miranda and Ms. Sjogren echoed that these are good questions that merit further discussion at another time. Assistant Commissioner MacDonald then suggested that the key function related to responsibility to the state legislature should also include the federal government. Chair Miranda returned to Vice Chair Stoffel’s question, and there was brief discussion about the difference between governance functions and support functions.

The group then moved the following items from the draft list of key functions to the table: strategic planning, delegation of authority, providing access and representation to the communities we represent (an accountability or feedback loop that involves listening, action and reporting back), making sure the organization is properly staffed and has the appropriate resources to meet the mission, ensuring compliance and general duty of oversight — risk, financial, etc.

Ms. Sjogren explained that the next part of this exercise involves working across each row and identifying the best use of the board’s time and authority to accomplish each of the identified key

functions, starting with strategic planning. Chair Miranda said that she is a strong advocate for creating space and making time to do the work as needed, even if it requires additional meetings for the board. Vice Chair Stoffel agreed, and added that it would be helpful to emphasize the specific piece of strategic planning the board should focus on, namely setting direction for the organization and desired outcomes.

Regarding delegation of authority, Mr. Fisher suggested that the board's best use of time and authority should extend beyond simply receiving staff reports to include more generative activity like sharing insights and problem-solving. Ms. Sjogren referenced the work of Harvard professor Richard Chait on generative governance and suggested this could be another topic for the board to explore in a later meeting. Ms. Kennedy added that she envisions the best use of time and authority in terms of dialogue or a collaborative exchange between the board and staff. In the context of delegating authority to the organization/CEO, Ms. Sjogren offered a reminder to be mindful in creating a space for safe, engaged conversation or acting as sounding board for the CEO to develop their own solutions to the problem. Assistant Commissioner MacDonald asked whether generative governance could be a slippery slope; for example, getting involved in the weeds as a board. Chair Miranda said that, in her mind, the board has well-established guardrails in that Mr. Clark is included and involved in all board conversations.

Regarding the feedback loop function, Chair Miranda mentioned existing accountabilities between board members to one another, and later added that some elements of this still need to be established. Currently, the board has committees and engages in listening to consumers and stakeholders, but Chair Miranda wondered aloud how the board can create a better feedback loop with more "bottom-up." Mr. Fisher added meeting with constituents and getting feedback but cautions that he does not speak on behalf of the organization. There was brief discussion of communities the board represents and the specific appointments of each member. Ms. Kennedy suggested it could be as simple as maintaining an opportunity for public comment at board meetings. Chair Miranda observed that board meetings are not always convenient opportunities for consumers and the public to connect with members about comments or concerns.

Given the short time remaining, the group agreed to move on from the table exercise.

Small systems adjustments

Ms. Sjogren asked the group to briefly consider whether there are any system adjustments that they'd like to see made — processes, norms, ways of doing business — that would involve small tweaks. Vice Chair Stoffel raised the issue of small group meetings and effectiveness of going through the same material twice: is this a good use of time? Chair Miranda agreed regarding the small groups and use of time. Vice Chair Stoffel followed up with a suggestion for establishing clear purposes for various meetings (e.g. some for taking in information, others for identifying opportunities for action) to eliminate some repetition. Mr. Fisher agreed and concurred there is some redundancy. Mr. Fisher suggested the board could use small group meetings for generative ideas and creating solutions and focus on larger oversight and group responsibilities in the board meetings. Vice Chair Stoffel observed that board meetings are highly informational currently and would like to see more focus on where the board needs to act.

Assistant Commissioner MacDonald asked about IT systems; Ms. Sjogren clarified that at this point the group is looking for system adjustments that specifically relate to the governing process.

Ms. Sjogren thanked all participants for their input and engagement.

Wrap up and Adjourn

Suyapa Miranda, Board Chair

Chair Miranda acknowledged that the meeting is ending somewhat abruptly due to time constraints and encouraged members to send additional thoughts and comments to her directly. Chair Miranda thanked Ms. Sjogren for moderating the discussion and MNsure staff for their work. Looking ahead, Chair Miranda explained that the board would be doing some internal discussion to synthesize and summarize this meeting and expressed that she'd like to see this practiced on a regular basis. Chair Miranda adjourned the meeting at 4 p.m.