

## **Board Meeting Minutes**

**Mile High Room  
COPIC  
7351 E. Lowry Blvd.  
Denver, CO 80230**

**December 12, 2011  
8:30am-12pm**

Board members present: Nathan Wilkes, Richard Betts, Mike Fallon, Arnold Salazar, Gretchen Hammer, Steve ErkenBrack, Jim Riesberg, Eric Grossman, Beth Soberg, Robert Ruiz-Moss

Staff present: Shawn Raintree, Jessica Dunbar, Martin Flahive, Gary Schneider, Myung Kim

Approximately 50 people attended in person and additional people joined by phone.

### **I. Business Agenda**

Vote: The board meeting minutes from 11/28/11 were unanimously approved with nine voting members present.

Vote: The board unanimously approved a motion to add an amendment to the agenda to add an executive session to the personnel committee update with nine voting members present.

### **II. Board Development and Operations**

#### **1. Report from Board Chair:**

Gretchen Hammer congratulated the board for the work it accomplished in 2011 including: setting up high functioning committees, adopting Articles of Governance and a Conflicts of Interest policy, reaping rewards from the workgroups and study sessions, sending two comment letters on proposed rules to HHS, maintaining good standing with the Legislative Implementation Review Committee, being close to hiring an Executive Director and submitting the level one grant application, setting up a bank account, making strategic technology and implementation decisions, and reaching out to over 1,500 people through presentations and focus groups.

#### **2. Governance Committee Update:**

Nathan Wilkes reported the Governance Committee worked with Barbara Crawford, who provides legal counsel to CoverColorado, to help develop a Governing Principles and

Conflicts of Interest (COI) Policy. The committee discussed how to create a culture of full disclosure at the board meetings and encouraged board members to exercise their independent judgment about when they should disclose a conflict of interest.

Public comment: Elizabeth Arenales, from the Colorado Center on Law and Policy (CCLP), commented about how she appreciated the way the committee allowed for public input throughout the process. She asked the board to revisit the discussion in the future about whether or not it was allowable for a board member to participate in a discussion when he or she has an identified conflict. She encouraged the board to maintain a culture of disclosure.

Vote: The board unanimously approved a motion to adopt the Governing Principles and Conflict of Interest Policy with nine voting members present. Board members will sign the document by the January 9<sup>th</sup> meeting.

### 3. Personnel Committee Update:

Vote: The board unanimously approved a motion to move into executive session to discuss the Letter of Agreement about the ED and CEO hire with nine voting members present.

The board adjourned the executive session at 10:10 am.

Vote: The board unanimously approved the Letter of Agreement for Patty Fontneau to begin working as the ED and CEO on Dec 12<sup>th</sup> with nine voting members present.

### 4. Grant Review Committee Update:

Gretchen Hammer reported the grant application was publicly released on December 7<sup>th</sup> and shared with the Legislative Implementation Review Committee. The Grant Review Committee and others on the board discussed the grant application on December 8<sup>th</sup> and the Legislative Implementation Review Committee will hold a meeting to discuss and vote on the grant application on December 15<sup>th</sup>.

There was discussion about the challenges COHBE will face implementing the two Exchange services, for individuals and SHOP, at the same time because they will require to separate system implementations. The board discussed the need to have an IT architect position of some kind to oversee the implementation of both systems and ensure efforts are coordinated with other state agencies such as the Division of Insurance and Health Care Policy and Financing.

A question was asked about what line items were cut or reduced from the first application compared to the current application. Gretchen responded that the reductions could be attributed to the following: the grant period is shorter, the revised application proposes a smaller number of core staff, and the IT area in the budget was reduced.

Public comment: Diane Dunn, IT consultant, shared her comments about the Level One Grant application in a memo she shared with the board.

Elizabeth Araneles, CCLP, commented on the budget line item related to legal counsel and recommended the board and staff work with a legal firm that has particular expertise in legal IT contracting.

Vote: The board unanimously approved a motion with nine voting members present to approve the grant application as written with the allowance that the following changes could be made: feedback from the public and the Legislative Implementation Review committee could be incorporated, staff would take a second look at the call center needs and make sure enough was in the budget, staff will look more closely at the asset acquisition vernacular used in the application, and change the dates in the review plan.

#### 5. Technology and Implementation Review Committee Update:

Beth Soberg gave a report following the highlights outlined in the first slide of the [presentation](#) titled “IT Activities and Strategic Decisions.” The committee and contract staff are preparing to release a RFP by January 23<sup>rd</sup>. Gary followed Beth Soberg’s report by walking the board through the remaining portion of the presentation.

The board discussed the option of asking a technology vendor to pilot their solution before a final contract was awarded. Members also talked about releasing two RFPs to vendors—one that asked for a bundled solution for all the IT components and another unbundled option that would allow COHBE to individually score the vendors on their specific areas of expertise and pick the “best of breed.”

The board asked Gary and his team to work with HCPF staff to evaluate the RFI proposals and come to the Implementation and Technology committee with recommendations. Patty and Gary will talk about division of duties for staff and board review around the RFP. The board recommended Gary and his team work closely with HCPF and their vendor overseeing the changes made to the CBMS to make sure they can make their system interoperable with the Exchange and ensure a smooth customer experience.

Vote: The board unanimously approved a motion from the Implementation and Technology committee to approve the strategy as outlined in the presentation considering the recommendations summarized above, the timeline, and the RFP release date with nine voting members present.

Adjourn: The meeting was adjourned at 12 pm.