

beWellnm, New Mexico's Health Insurance Exchange
Board Meeting Minutes
Wednesday, August 31, 2016, 9:00AM-10:30AM
Marriott Pyramid
5151 San Francisco Rd NE,
Albuquerque, New Mexico 87109

Board Members Present:

- Dr. J.R Damron
- Secretary Brent Earnest Via Phone
- Ms. Terriane Everhart Via Phone
- Superintendent John Franchini
- Ms. Teresa Gomez Via Phone
- Dr. J. Deane Waldman Via Phone
- Ms. Patsy Romero
- Mr. David Shaw Via Phone
- Mr. Kurt Shipley
- Ms. Eva Jean Fomalont
- Mr. Dan Foley

Board Members Absent:

- Dr. Larry Leaming
- Ms. Lisa Farrell Lujan

1. Welcome, Roll Call, & Confirmation of Quorum- Chairman J.R. Damron

The Meeting was called to order at 9:05 am. Roll call was taken and a quorum was established.

2. Approval of Agenda- Chairman J.R. Damron

Motion: Chairman Damron

Second: Director Foley

The motion passed by voice vote.

3. Report from the Executive Committee - Chairman J.R. Damron

Chairman Damron welcomed everybody and thanked the guests for attending the meeting. Chairman Damron stated that Ms. Dowd informed the Board last month that she has accepted a new position and has provided her resignation as Chief Executive Officer.

Chairman Damron stated the Board is grateful for Ms. Dowd's contributions to New Mexico and wished Ms. Dowd well in her new role. Chairman Damron noted Ms. Dowd has agreed to stay with the Exchange through the next regular Board Meeting in September. Chairman Damron stated Ms. Dowd's departure date has allowed time to establish a transition plan.

Chairman Damron stated over the last few weeks Ms. Dowd and the Executive Committee worked together to evaluate options for both an Interim CEO, and a search for a new CEO.

Chairman Damron noted today the whole Board will discuss details of the transition and the search process for a new CEO.

4. Executive Session

Chairman Damron moved that the Board go into Executive Session for discussion and possible action on limited personnel matters regarding the appointment of an Interim Chief Executive Officer Pursuant to NMSA 1978 Section § 10-15-1(H)(2). Chairman Damron requested that Ms. Dowd call a roll call vote to approve moving into Executive Session.

Second: Director Fomalont

Roll Call: Chairman Damron, Secretary Earnest, Director Everhart, Superintendent Franchini, Director Gomez, Director Waldman, Director Romero, Director Shaw, Director Shipley, Director Fomalont, Director Foley.

Absent: Director Leaming, Director Farrell-Lujan

The Board reconvened and Chairman Damron noted the Board discussed the appointment of an Interim Chief Executive Officer and no action was taken during Executive Session.

Motion: Chairman Damron moves that the Board name Linda Wedeen to be Interim Chief Executive Officer beginning on September 18, 2016 and directing staff to execute this decision including by negotiating an agreement regarding appointment with Ms. Wedeen

Second: Director Fomalont

Discussion: Chairman Damron stated that Ms. Wedeen's role will remain vacant during the Interim period and beWellnm has a strong team in place.

Chairman Damron discussed delegation of work. Vendor management and oversight for marketing, outreach, communications and website vendor contracts will be managed by Outreach Projects Manager and Outreach Manager. Call center activities will be moved to Operations during the interim period. CMS and national communications, beWellnm representation at the national level, and Federal and State policy will be assigned to Business Manager. These duties include communications regarding the Healthcare.gov lease with CMS and the 2018 payment notice.

Chairman Damron stated the OSI road show will be staffed by the broker liaison with support from Interim Chief Executive Officer, Outreach Manager and Business Manager. Chairman Damron noted a detailed transition plan is available for anyone who is interested to see it.

Chairman Damron discussed the proposed direction to the Interim Chief Executive Officer is "business as usual" and to maintain current direction and course for beWellnm. Chairman Damron noted there will be no change to current operating model, and beWellnm will intend to operate as a State Based Marketplace Federal Platform (SBM- FP) in 2017. Chairman Damron noted regular consultation with the Executive Committee and Board will happen as needed, and

no additional staffing or organizational reconstructing will occur without prior Board consultation.

Chairman Damron noted all Outreach, Marketing, and Communications or Web vendor invoices will be attested to by staff (Outreach Projects Manager or Outreach Manger) and the checks to these vendors will be signed by the Treasurer. Chairman Damron noted any new Outreach, Marketing, and Communications or Web vendor amendments to existing contracts, or new contracts, are only to be signed by the Treasurer.

The motion passed by voice vote

Chairman Damron provided background information on Ms. Wedeen. Ms. Wedeen has been a member of the beWellnm leadership team since 2014. Prior to joining beWellnm she served many leadership positions. Ms. Wedeen has more than 30 years of experience in New Mexico including serving as the Executive Director of The New Mexico Cancer Foundation, World Wide Executive Communications Manager for Hewlett Packard and Senior Vice President of Strategic Marketing for First Community Bank.

Chairman Damron expressed that the Board of Directors are fortunate to have Ms. Wedeen step into the Interim Chief Executive Officer role. The Board of Directors are confident that Ms. Wedeen has the qualifications and experience to ensure continuity of existing operations and to lead the organization in an Interim capacity.

5. Discussion and Possible Action on Chairman’s Appointment of Search Committee

Chairman Damron referenced the Plan of Operation Article 5 Section 5.5. Chairman Damron stated he is to establish a CEO Search Committee. Chairman Damron then appointed the Executive Search Committee:

Director and Superintendent of Insurance John Franchini, Director Patsy Romero, Director Dan Foley, Director Terriane Everhart, and Director Eva Jean Fomalont. Chairman Damron then appointed Director Eva Jean Fomalont to serve as the Chair of this Committee.

6. Discussion and Possible Action Regarding the CEO Search Process

Director Romero expressed concern regarding the appointment of Director Foley to the Search Committee due to absence at multiple regular scheduled Board Meetings.

Chairman Damron stated the Search Committee will meet to identify the search process and find two or three potential candidates for the new Chief Executive Officer, who will be reviewed by the Executive Committee and full Board of Directors. Chairman Damron stated that ideally a finalist will be identified with a start date of January 1, 2017. An update will be provided at the September and November Board Meetings.

7. Adjournment

Motion: Chairman Damron moved that the Board adjourn.

Second: Director Romero

The motion passes by voice vote.