### MINUTES

**Committee Members Present**
- Dr. Neil West
- Dr. Stegeman
- Others: Anna Maiden – Chief Human Resources Officer
  - Janet Underwood – Benefits Manager
  - Christina Cruz – Senior Accounting Manager
  - Kristen Klotz – Attorney, DeConcini McDonald
  - Debbie Hainke – Account Representative, AmeriBen
  - Robin Reeves – Director, Buck Consultants
  - Robert Ferraro – Principal, Natl. Pharmacy Practice, Buck Consultants
  - Les Lauen – Record-keeper

**Committee Members Absent**
- Robert Harbour
- Mark Mansfield
- Yousef Awwad

**Others Present:**
- Anna Maiden
- Janet Underwood
- Christina Cruz
- Kristen Klotz
- Debbie Hainke
- Robin Reeves
- Robert Ferraro
- Les Lauen

---

#### MEETING CALLED TO ORDER

Meeting called to order at 5:30 p.m.

#### CALL TO THE AUDIENCE

No one requested to speak.

#### QUORUM - A quorum was present.

---

### INFORMATION / ACTION ITEM

<table>
<thead>
<tr>
<th>INFORMATION / ACTION ITEM</th>
<th>MOTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. West announced that Yousef Awwad would be moving and that the Trust Board was in the process of requesting that Anna Maiden replace Mr. Awwad on the board.</td>
<td>Mark Mansfield made motion to approve June minutes. Dr. Stegeman seconded. Motion passed 4-0.</td>
</tr>
</tbody>
</table>

#### Meeting Minutes

Dr. West presented the minutes to the Board.

---

#### Discussion of Protocols for Compliance with Open Meeting Laws

Discussion on timely availability of minutes and protocols for compliance with open meeting laws. Dr. Stegeman noted that statutory regulations dictate that minutes are posted within three days of meetings. Discussed advisability of posting draft minutes, and Dr. West recommended that Legal be consulted for direction.
**Financials**
After discussion of “restricted” verses “unrestricted,” Christina Cruz reported that $1m had been moved from savings (restricted) to a money market (unrestricted).

Additional discussion followed regarding details of the financial report and questions about balances that did not seem to match. Christina Cruz suggested that those items be reviewed at the next meeting. The Board agreed to review the August financials at the October 27 meeting.

**Executive Session**
Kristen Klotz, legal counsel from DeConcini McDonald, is to review changes to the trust agreement, specifically 1) to edit the language in the agreement and 2) to expand the number of board members.

Ms. Klotz explained that most of the edits had been simple and would not affect the meaning of the sections that had been changed.

Dr. West asked about other coverages the Trust Board could manage. Ms. Maiden indicated that vision, EAP, and dental could be considered. Kristen Klotz observed that the Trust Board could recommend that those items be included and could send the recommendation to the Governing Board.

Ms. Maiden reviewed other changes have also been proposed in the trust agreement, including
- Document should indicate that the Trust Board should be composed of 5-7 members
- Paragraph 4.04, Resignation/Removal. Trust Board members can be removed by Trust Board or Governing Board. Dr. Stegeman recommended that this language be cleaned up so that this is a sequential process.
- On page 8, 5.15, Voting. Discussion of definition of majority with the recommendation that the language state that more than half of the members must vote for an item for approval. Mark Mansfield recommended that the language state that members may participate electronically, even if they are not physically present.
- “Contract administrator” has been changed to “third party administrator.”
- Article 13.02, Termination language has been clarified so that there is a 90 day notice if the Governing Board wants to terminate Trust.
- Signature block needs to be changed.
- Subrogation. Trust agreement cannot provide provisions that obligate specific employees to repay the district for overpayments. Mark Mansfield noted that he thinks the plan agreement must include language that specifically addresses subrogation, and Dr. West agreed.

Mark Mansfield noted that the signature page needs to be changed to make it easier when Trust Board membership changes.

Dr. Stegeman moved to accept the information Ms. Klotz had provided. Mark Mansfield seconded the motion. Motion passed 4-0.

Kristen Klotz commented that in some instances the trust agreement requires a unanimous vote in order for a motion to pass; however, a simple supermajority is
recommended instead. In the discussion that followed, it was suggested that “2/3 majority” replace “unanimous” in the trust agreement.

New Business
Dr. West asked for a review of the RFP process for contracts with expirations next year.

Janet Underwood referred to the draft timeline and expanded upon the details. She noted that the draft timeline explains the flow of the process. She also commented that the Trust Board is not usually allowed to know about the new vendors selected until after Governing Board approval.

Dr. Stegeman asked if the Trust Board could be made aware of the recommendations before Governing Board approval. He asked if it is a matter of confidentiality required by the Governing Board or by the State.

Staff will research this question and report back.

Dr. West asked if there were members of the Trust Board who would like to be part of the RFP process. Ms. Maiden said that she would be willing along with Mark Mansfield. Dr. West noted that once Anna was approved to be a member of the Trust Board, the Trust Board would recommend that Anna be part of the RFP process.

Mark Mansfield commented that at the last meeting Valley said they could do bidding for us and take pressure off the procurement people, and he asked if they could do that. Bob Harbour voice his concerns about having them take that role. Dr. Stegeman recommended that Valley be put on next agenda regarding their consultant role.

Dr. West voiced his concern that we need to get the RFP process rolling right away so that we are ready by spring. Janet Underwood asked if the Board wanted to use Buck as consultant and further noted that the medical network and Third Party Administrator are both up for RFP.

The Board discussed RFP process, committees, and consultants, and Robin Reeves explained how Buck responds to RFP, including negotiating final pricing. Janet Underwood noted that the RFP should consider both bundled and piecemeal benefits in search. The board discussed piecemeal verses bundled benefits, and Dr. Stegeman recommended that the RFP use neutral language which makes clear that we are looking for cost effectiveness.

Debbie Hainke announced that a recent survey of TUSD employees who use AmeriBen showed 94% customer satisfaction.

Dr. Stegeman asked about quickly recruiting another physician to be a part of the Trust Board, and Janet Underwood noted that the current agreement allows membership beyond 5.

Old Business
Mark Mansfield asked about trustee insurance and wanted to know if it had been paid and if the trustees were covered. Janet Underwood explained that a bond is in place per the trust agreement.

Dr. West observed that the Board had completed the evening’s agenda.
Dr. West added that the Trust Board will write a thank you letter to Yousef Awwad to thank him for his service.

The meeting adjourned at 7:00 p.m.

Approved this _______ 27th day of _______ October, 2014 _________.

TUSD EMPLOYEE BENEFITS TRUST BOARD

By ______________

Dr. Neil R. West, Chairperson