

**TEXAS ASSOCIATION OF HEALTH UNDERWRITERS
FULL BOARD MEETING MINUTES**

April 28, 2012

Omni Bayfront Hotel, Corpus Christi, Texas

I. CALL TO ORDER.

President Joanna Antongiovanni called the meeting to order at 8:00am.

A. Roll Call.

Executive committee members present: Joanna Antongiovanni, President; Louanne Trebing, Immediate Past President; Cheryl Clark, Interim President-Elect; Kelly Fristoe, First Vice President; Mark Bellman, Second Vice President; Jacqueline St. Hilaire, Treasurer; Joe Phifer, Secretary.

Staff Present: Laura Firestone, Executive Director; Lee Manross, Lobbyist.

Committee chairs, local chapter presidents and trustees present: Tonya Booth, Alicia Bowers, Ron Buffum, Susan Burdette, Alison Burkholder, Shayla Davenport, Carolyn Goodwin, Della Gunn, Tanya Haught, Sandy Johnson, Danielle Kunkle, D'Ann Miller, Floyd Petitt, Rusty Rice, Terrell Rogers, Nicole Scott, Tamela Southan, Diane Vickers, Tom Wilson and Luann Yarberry.

Committee chairs, local chapter presidents and trustees absent: Becky Allaire, Linda Bogan, Chad Burnett, Brenda Davis, Tonya Drummond, Polly Harris, Patsy Hernandez, Mary Lou Hudman, Mike McLaughlin, Rachele Posey, John Simmang, Denise Villagran.

Staff Absent: Shirley Hutzler, Governmental Affairs Consultant.

Guests present: Mike Rivera, Region VI VP; Mike Avery, Incoming TAHU Secretary; Richard Walton, PAHU President-Elect; Elsie Gaertner, Coastal Bend President-Elect; Pat Daniel, HOTAHU Treasurer; Lisa McCaig, HOTAHU; Beverly Siba, HOTAHU.

II. PRESIDENT'S OPENING REMARKS.

Joanna Antongiovanni welcomed everyone to the meeting. She congratulated the Cheryl Clark and the convention committee for a great convention. She really enjoyed being in Corpus Christi.

III. APPROVE MINUTES FEBRUARY MEETING AND SUBSEQUENT TELECONFERENCES.

Motion by Jacqueline St. Hilaire to accept the February board meeting minutes as presented. Second by Tonya Booth. Motion passes. Motion by Cheryl Clark to accept the February 22 teleconference minutes. Second by Carolyn Goodwin.

Motion passes. Motion by Carolyn Goodwin to accept the March 22 teleconference minutes. Second by Jacqueline St. Hilaire. Motion passes.

IV. REVIEW ACTION ITEM LIST AND TIMELINE.

The action list was reviewed and all items were completed except for the SGS Designation promotional material. The timeline was reviewed and items still needing to be done: the Form 990 has been extended to May 15 and the mailing of the GRIP letters to previous contributors. The bank signature cards will be updated at the July board meeting and moved on the timeline.

V. TREASURER REPORT.

Jacqueline St. Hilaire reviewed the financial report as of March 31, 2012. Motion by Louanne Trebing to approve the financial report as of 03/31/12. Second by Kelly Fristoe. Motion passes. She also reported on the status of the investment accounts and reported there was an overall increase in the investment accounts during the last quarter of 5.2%.

Jacqueline discussed the renewal options for the D&O policy and reported the policy had a premium reduction of 23% due to the restructuring of the policy. Joanna reported this policy is negotiated with AON at a national level and our large volume at NAHU has given us some buying power to offer broader coverage in several areas where we would not be able to get it on our own thus the premium is low. She recommends we take the separate limits option for an additional cost of \$496 and it would double our limits. Currently we have a combined \$1million for D&O and EPL but the separate limits option would give us a separate \$1 million worth of coverage each for D&O and EPL. Motion by Tamela Southan to accept the renewal of the D&O policy with the additional coverage limits. Second by Ron Buffum. Motion passes.

- A. Membership Growth Chair, Susan Burdette, reported that membership growth has turned around during April. It has picked up slightly and it appears the contests are helping. A report is attached in the minute book.
- B. Membership Retention Chair, Nicole Scott, reported the Region 6 retention is 78% and Texas is at 77%. All but 23 of the 51 lapsing members in February were renewed. She distributed a lapsing list that includes 114 members and asked the chapters to help contact these members to encourage them to renew. A full report is attached in the minute book.
- C. Chapter Support, Mike McLaughlin, was absent and there was no report.
- D. Industry Relations, Tamela Southan, reported she has been unable to schedule a meeting with carriers but hopes to do so during the next quarter.

VI. PRESIDENT'S REPORT.

- A. Joanna Antongiovanni reported her activities have been summarized in a report attached to the minute book. Highlights include an interview with Bill Melville, Health Leaders InterStudy on 4/13/12, an interview with

KTRH/Houston on February 7 in response to the Austin Statesman story on TDI's rate review process, an interview on 3/28/12 with Medical Office Today. She also participated in NAHU's Operation Shout to Senator Cornyn on February 28 and one to Senator Hutchison on SB 2068, the Access to Independent Health Insurance Advisors Act of 2012. She also distributed the conflict of interest and non-disclosure agreement to the board members for their signatures.

B. Care Chair, Mary Lou Hudman was absent and a report is in the minute book.

VII. PRESIDENT-ELECT'S REPORT.

- A. Polly Harris, Convention Chair, was absent. Cheryl Clark thanked everyone for their support and help during this time she stepped in as interim President-Elect overseeing the convention. The convention was intimate but had a lot of good information and good speakers.
- B. Mike McLaughlin, Hollis Roberson Committee Chair, was absent and Joanna congratulated Carolyn Goodwin for winning the 2012 Hollis Roberson Award.

VIII. FIRST VICE PRESIDENT'S REPORT.

- A. Carolyn Goodwin, Director of Legislative Affairs, included a report of her activities in the minute book. She thanked everyone for their service. There are 195 co-sponsors on the HR 1206 as of this week. SB 2068 was filed as the companion and the language has been modified and refiled under a separate number SB 2288. Laurel Call is leaving NAHU as of the end of this month and another lady has taken her place as of this last week. A full report is attached in the minute book.
- B. The Director of Federal Legislative Affairs position is vacant.
- C. John Simmang, Director of Legislative Activities, was absent and there was no report.
- D. Becky Allaire, Director of Legislative Fund Raising, was absent and there was no report.
- E. Cheryl Clark, Director of Legislative Contacts,
- F. Lee Manross, Lobbyist, reminded everyone of the primary on May 29. It is important to vote with all the changes in Texas House districts boundaries and lots of new candidates running. He briefly reported on health care collaboratives, the Medicaid efficiency and reorganization reform bill passed during last summer's special session. A final rule must be adopted by September 1. A full report is attached in the minute book.
- G. Shirley Hutzler, Governmental Affairs Consultant, was absent.
- H. Rusty Rice, TAHUPAC Chair, reported that we are way behind budget and we must focus our efforts on raising PAC money. He pleaded with chapter presidents to make this a focus at their luncheons and meetings. Kelly Fristoe encouraged chapters to hold PAC blitzes to increase those PAC contributions.

- I. Kelly Fristoe discussed having a joint Day at the Capitol meeting with NAIFA in January 2013. Motion by Kelly Fristoe to partner with NAIFA on the 2013 Day at the Capitol. Second by Luann Yarberry. Motion passes.

IX. SECOND VICE PRESIDENT'S REPORT.

- A. Luann Yarberry, Media/PR Chair, reported she and others have been working on press releases regarding rebating, op-eds and other pieces regarding the supreme court developments. A full report is attached in the minute book.
- B. D'Ann Miller, Professional Development Chair, distributed her quarterly CE report which included chapter submissions to date. There'll be another conference call with the professional development chairs in the near future. The 10 hour PPACA course is intended for all states and not just for individual states. She will get with Laura on the results of the member needs survey and find out the ideas relative to the professional development area. She will working on the SGS promotional material to send out to the members. Laura Firestone asked about whether we would be able to get in front of those who are developing the exchange program and perhaps be able to lobby for SGS agents to work through the exchange. A full report is attached in the minute book.
- C. Danielle Kunkle, Newsletter Chair, asked for testimonials from SGS holders who can say the SGS has benefitted them and how. She reminded everyone to get their chapter bragging reports to her for the summer issue. She is still working on different pictures for the cover. Carolyn Goodwin will be on the cover for the summer issue and Danielle is working on a picture of Kelly Fristoe for the fall issue. The deadline for the summer issue article and picture submissions has been extended to May 15.
- D. Becky Allaire, ENews Chair, was absent and the ENews for May is ready for distribution.
- E. Tonya Booth, Public Outreach Chair, reported that five chapters have held enrollments this year to date. She has packets ready to distribute to the chapter presidents to discuss and coordinate with their president-elects to plan for setup for the next fiscal year.

X. SECRETARY'S REPORT.

- A. Chad Burnett, Technology Chair, was absent and Joe Phifer reported that the new TAHU logo is on the website. They are also working to enhance the SGS designation and search engine and improve the look of the website.
- B. Tanya Haight, Marketing Chair, reported the directory has been mailed to members and advertisers. There was no board sponsor for this meeting.
- C. Sandy Johnson, SysOp, reminded chapters to submit their board rosters for the new fiscal year to Laura Firestone in order to create complete email lists that contain all of their board positions. NAHU asks for a limited number of positions but TAHU needs all of your board positions. She acknowledged there has been a lot of spam hitting the board email box and said there isn't much she can do about it except change the name. She suggested that you

shouldn't include tahuboard or other list names in your contact list because that's how spammers find them. Joe encouraged board members to use the list names to communicate with other chairs.

- D. Alison Burkholder, Awards Chair, reported NAHU award submissions have been completed and she thanked Luann Yarberry for her help in getting information. She also thanked Carolyn Goodwin for her help in getting the legislative information she needed. She submitted for the Landmark, Presidential Citation, Distinguished Service and Legislative awards. Luann Yarberry also submitted for the Media award. Alison also reported that she is working on an award template for organizing the award submissions. During the award judging process, the judging committee found the Chapter management section of the TAHU Chapter of the Year award to be confusing and needs to be more specific. Motion by Alison Burkholder to change #8 of Section X - Chapter Management to read as follows and to take effect in January 2012:

1.Has the chapter filed one of the Returns of Organization Exempt From Income Tax Below? Please provide a copy of the return filed or the extension of time to file (Form 8868)

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|---|--------|
| a. 990-N (gross receipts less than \$50,000) or Form 8868 | 10 pts |
| b. 990-EZ(gross receipts less than \$200,000 and total assets less than \$500,000) or Form 8868 | 10 pts |
| c. 990 (all others) or Form 8868 | 10 pts |

2.Has the chapter filed a 990-T (Exempt Organization Business Income Tax Return)? This return is required if the chapter had more than \$1000 in unrelated business income for the fiscal year. If a 90-T was not required to be filed, then include a statement from the chapter's tax advisor stating the reason. If an extension of time to file (Form 8868) was filed, please provide a copy.

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|---|--------|
| a. 990-T or Form 8868 | 10 pts |
| b. Statement that 990-T is not required | 10 pts |

Second by Luann Yarberry. Motion passes. She also wants to make a change to the Chapter Professional Development award. Motion by Alison Burkholder to strike the sentence that states "Multiple Presidential Citations will be awarded honoring chapters and their chairpersons that have successfully accomplished 10 of the 19 items listed" from the Chapter Professional Development Award to be effective January 2012. Second by Nicole Scott. Motion passes. Luann Yarberry reminded the board that NAHU implemented the online submission process that began this year and there were many more submissions this year as a result. She asked chapters to review that process for next year and take advantage in submitting more awards.

XI. IMMEDIATE PAST PRESIDENT'S REPORT.

- A. Ron Buffum, Trustee, thanked Joanna for her hard work this year.

- B. Carolyn Goodwin, Trustee, reported that she submitted a posthumus nomination for Ouida Peterson for the NAHU Gordon Memorial Award. Jacqueline is also working on a nomination submission for Trei Wild and the deadline to submit is May 4.
- C. Rusty Rice, Trustee and TAHU Honorees President, reported on estimated amounts raised through the convention and casino raffles.

XII. OLD BUSINESS.

- A. Louanne Trebing reported that Nedra Clingan and Wendy Vanderwater will be going off the TAHU Honorees Board as of July 1. Motion by Louanne Trebing to nominate Jack Knight and Liz Rios-Carl to replace Nedra Clingan and Wendy Vanderwater to serve on the Honorees Board effective July 1. Second by Cheryl Clark. Motion passes.
- B. Joanna brought up discussion of the contract renewals. An RFP was developed for the Lobbyist and Executive Director positions and distributed but there were no new proposals received. Laura Firestone's contract renewal was presented for consideration and approval. She is requesting a 6.7% increase or \$300/month. Motion by Rusty Rice to approve the contract renewal for Laura Firestone. Second by Ron Buffum. Motion passes. Joanna pointed out that Lee Manross is requesting a 6.7% increase or \$400/month. Motion by Carolyn Goodwin to approve the proposed contract renewal for Lee Manross. Second by Cheryl Clark. Motion passes. The contract for Sail House publishing renews June 1 and Kim Scheberle has agreed to renew the contract as is with no increases. Motion by Jacqueline St. Hilaire to approve the renewal of the newsletter contract. Second by Louanne Trebing. Motion passes. EMG will get back with Mark Bellman on their contract renewal.

XIII. NEW BUSINESS.

- A. Ron Buffum reported on the process for getting the SGS logo trademarked. He explained the process and estimated costs. If there are no objections to the trademark by outside parties, the cost is estimated at \$1525. If there are objections, of course the costs will be more. Motion by Carolyn Goodwin to have Ron proceed with the attorney in securing the SGS trademark. Second by Jacqueline St. Hilaire. Motion passes. Carolyn Goodwin asked about the process of copyrighting the educational material with regard to the small group CE and all other CEs. Nothing has been done and Laura will look back at prior board minutes to see when it was discussed. It definitely needs to be considered.
- B. Rusty Rice discussed several P&Ps up for sunset review, most with minor or no changes. P&P 17 addresses email voting but the EC recommends that we consult with the attorney as to the appropriateness of email voting and when we can and cannot do it. Motion by Carolyn Goodwin to approve the P&P 17 so it does not sunset but that we consult with the attorney as to the legality of the P&P and its terms. Second by Ron Buffum. All in favor except Luann Yarberry. Motion passes. Motion by Rusty Rice to approve P&P 18 as

presented with no changes. Second by Jacqueline St. Hilaire. Luann Yarberry suggested that we add verbage in the P&P to be specific as to when the criteria or other information can be changed and take effect. Louanne Trebing suggested that Alison Burkholder and Luann Yarberry review this P&P and bring back to the board recommendations for updating this P&P. Motion passes. Motion by Jacqueline St. Hilaire to approve P&P 21 as presented with no changes. Second by Ron Buffum. Motion passes. Motion by Tom Wilson to approve P&P 22 as presented with no changes. Second by Jacqueline St. Hilaire. Motion passes. P&P 23-Rusty Rice explained that the EC recommends that P&P 23 be reviewed for wording but that we should go ahead and approve it as so it does not sunset and he will review it with the EC's assistance. Motion by Carolyn Goodwin to approve P&P 23 as presented with no changes. Second by Alison Burkholder. Motion passes. P&P 24 on TAHU Election Procedures has many recommended changes on campaigning and election procedures. Motion by Louanne Trebing to approve P&P 24 as presented, correcting the Revised Date from April 30 to April 28, assuming it passes. Second by Ron Buffum. Motion passes. Motion by Carolyn Goodwin to approve P&P 25 as presented with no additional changes. Second by Ron Buffum. Motion passes. Motion by Jacqueline St. Hilaire to approve P&P 27 as presented with no additional changes. Second by Cheryl Clark. Motion passes. Motion by Louanne Trebing to approve P&P 29 as presented with no additional changes. Second by Jacqueline St. Hilaire. Motion passes.

- C. Joanna reported on the work of the Special Committee with regard to developing a Whistleblower Policy, distributed to the board. The policy's intent is to protect board of directors, officers, members and employees from any retaliation that may result from them reporting any wrongful conduct by others. Motion by Tom Wilson to approve the proposed Whistleblower policy as presented. Second by Luann Yarberry. Joanna explained that it needs to be placed into the proper P&P format and numbered which will be handled by Laura Firestone. Motion passes.
- D. Joanna Antongiovanni brought up for discussion possible host cities for the 2014 Convention. Shayla Davenport expressed that the Waco chapter is interested in hosting it due to the climate of the economy. Tonya suggested we look at having it in locations that are easier to get to and from. She also suggested we may want to consider having it every other year. Tom Wilson expressed having it every other year may create non-continuity for exhibitors and sponsors. Tamela Southan suggested we may look at a local mini-convention that is only for one day. Mark Bellman suggested we look at all the major cities including the larger markets, Dallas and Houston. Laura Firestone will send RFPs to facilities in Waco, Dallas, Houston, San Antonio and Austin.

XIV. CHAPTER PRESIDENTS REPORTS.

A. Austin, Ron Buffum.

- B.** Coastal Bend, Denise Villagran was absent and Elsie Gaertner reported on her behalf.
 - C.** Dallas, Diane Vickers.
 - D.** East Texas, Brenda Davis, was absent and there was no report.
 - E.** El Paso, Patsy Hernandez, was absent and there was no report.
 - F.** Fort Worth, Danielle Kunkle.
 - G.** Heart of Texas, Shayla Davenport.
 - H.** Houston, Terrell Rogers.
 - I.** Lubbock, Della Gunn.
 - J.** Panhandle, Tonya Drummond, was absent and Richard Walton reported on her behalf.
 - K.** San Angelo, Floyd Pettitt.
 - L.** San Antonio, Alicia Bowers.
 - M.** Texoma, Tom Wilson.
 - N.** West Texas, Linda Bogan, was absent and there was no report.
- Full reports are attached in the minute book.

XV. NAHU REGION VI VICE PRESIDENT'S REPORT.

Joanna congratulated Mike Rivera on his service to the board. This is the last year he will be on the board and holding a position with NAHU. Mike gave kudos to Joanna and Carolyn. He will be speaking in Oklahoma next week and in Arkansas in June.

XVI. 2011-12 STRATEGIC PLANNING GOALS.

Joanna asked each chair to review their goals outside this meeting.

XVII. NEXT MEETING DATES.

May 24, 2012 – Board Teleconference, 9:00am

June 21, 2012 – Board Teleconference, 9:00am

June 24-27, 2012 – NAHU Convention, The Wynn, Las Vegas

XVIII. ADJOURNMENT.

Meeting was adjourned at 3:05pm.

ACTIONS TAKEN OUTSIDE THE EC AND BOARD MEETINGS IN FEBRUARY. None.