

Date: October 8, 2014

To: Dover City Council

From: Councilor Catherine Cheney

Dear Fellow Councilors,

On October 1<sup>st</sup> HealthTrust held a public hearing on the proposed changes in their Bylaws. I attended the meeting and presented some suggestions to the proposals, which I have attached with this letter. Unfortunately, though many from the public spoke, all to similar needs, not one suggestion was applied.

Each speaker and two board members, Cathy Stacey and Brian Rapp, spoke to the need to at least attempt to notify the governing body of the member (city council, town selectpersons, school board members) of meetings of the board. Not even this suggestion was given the consideration enough to delay even for a week the adoption of these changes. See section II.(f). Though the recommendation to change the co-pay for compound perscriptions from Anthem (BC/BS) was tabled until October 22. These costs were at \$100,000 last year and are expected to be at \$500,000 by year end.

HealthTrust voting board members present, their titles, and whether they are appointed or elected to those titles:

Cathy Ann Stacey, Register of Deeds, Appointed;  
Allan Krans, Dover Housing Authority, Appointed;  
John MacLean, Keene City Manager, Appointed;  
Michelle Clark, Hopkinton Business Administrator, Appointed;  
Peter Curro, Londonderry School Business Administrator, Appointed;  
Daniel Rosner, Plymouth SAU#48 Business Administrator, Appointed;  
Tally Westerberg, Social Worker Winnacunnet High School, Appointed;  
Jill Sheing, Strafford County HR Coordinator, Appointed;  
Thomas Enright, Hollis-Brookline School Budget Committee, Elected;  
Shelagh Connelly Holderness Selectperson, Elected;  
Brian Rapp, Claremont School Board, Elected.

All voted in favor of the Bylaw changes except Brian Rapp President IAFF Local 1571, Claremont School Board Member, Elected.

Before these changes the LGC/NHMA always gave the elected representative from a member preference in voting at the annual meeting.

Again this year I have submitted an application to be on the HealthTrust board. I have attached my application, last year's resolution from the City Council nominating me for the board, and two letters also from last year from the City Council. I hope it pleases the Council, I will be bringing this forward in November for the December 10th Annual Meeting.

Thank you.

Sincerely,

Catherine.



## Proposed Amendments to HealthTrust, Inc. Bylaws

### Explanation Key:

- Matter added to current Bylaws appears underlined.
- Matter removed from current Bylaws appears with ~~striketrough~~.
- *Italicized are recommendations from Catherine Cheney* (some are highlighted as well as italicized)

### I. Amend Section 3.5 as follows:

#### SECTION 3.5. Meetings of the Members.

A meeting of the Members shall be held at least annually (the Annual Meeting) for the purposes of receiving reports on the operations of HealthTrust; voting upon nominations for members of the Board of Directors; and transacting any other business which may be transacted at an annual meeting. The time and place of any meeting will be determined by the Board of Directors. Members shall be notified of the time and place of any meeting by at least ten (10) days written notice which may include email notification, provided that the notification for the Annual Meeting shall be governed by Section 6.3 (f) and (g) of these Bylaws. Each Member present shall be entitled to one vote. *Any number of Members shall constitute a quorum for the conduct of elections and the transaction of any business.* *(A minimum should be considered)* Determination of who may vote at any meeting shall be governed by Section 6.3 (c), (d) and (e) of these Bylaws.

### II. Amend Section 6.3 as follows:

#### SECTION 6.3. Election of Directors; Voting Procedures and Nominations for Directors:

~~The Members shall elect the Directors at the Annual Meeting for the terms specified in Section 6.5. The Governance and Nominating Committee shall recommend a slate of candidates to the Membership. Nominations will also be taken from Members at the annual meeting. Each Member is entitled to one vote. Voting for Directors shall occur in person at the annual meeting.~~

The following procedures will govern the Members' election of Directors:

- (a) The Members shall elect the Directors at the Annual Meeting for the terms specified in Section 6.5.
- (b) Each Member shall be entitled to cast one vote for each Director position on the ballot. All

votes must be cast in person at the Annual Meeting.

(e) Provided the required forms are submitted pursuant to Section 6.3 (d), a Member's elected official from the governing body (for example, Selectman, City Councilor, Mayor) the Member's top administrative official (for example, superintendent of schools, town manager, town administrator, etc.) or his or her certified designee shall be entitled to cast the Member's vote, unless the governing board of the Member, by resolution, appoints a different specific representative to cast the Member's vote, in which case such representative shall be entitled to cast the Member's vote. Where more than one elected official appears, there appears to be a conflict there will be a straw vote to decide which elected official should participate. Governing bodies are encouraged to participate in this fashion.

(d) To vote, upon registration at the meeting, the following forms must be provided to HealthTrust by the person entitled to cast the Member's vote:

(i) For the Member's top administrative official: written certification, signed by the individual certifying that he or she is the Member's top administrative official and entitled to vote on behalf of the Member,

(ii) For the designee of the Member's top administrative official: written certification, signed by the top administrative official, certifying that he or she is the Member's top administrative official, entitled to vote on behalf of the Member and that that he or she designates the specified individual to cast the Member's vote on his or her behalf, together with written certification signed by the designee, that her or she is the named designee and is entitled to vote on behalf of the Member.

(iii) For a The representative appointed by the Member's governing board, a copy of the executed resolution of the governing board appointing the representative together with written certification signed by the representative, that her or she is the named representative and is entitled to vote on behalf of the Member.

(iv) If the representative cannot attend the copy of the resolution for the appointment and written certification by the Member's top administrative official to cover the unanticipated absence from the designee with a representative to fulfill the commitment for the Member to participate.

(e) A single individual shall be entitled to cast the vote of multiple Members provided he or she is duly authorized to vote for each such Member pursuant to Sections 6.3 (c) and (d).

(f) HealthTrust shall provide Members written notice, which may include email notification, of the Annual Meeting at least 60 days in advance of said meeting. HealthTrust shall attempt to send such notice to both the chief administrative officer and the chair of the governing board of each m Member; however, failure to send the notice to these specific individuals shall not invalidate the results of any election.

(g) Said notice shall include:

(i) the date, place and time of the Annual Meeting;

(ii) information on how to become a candidate for a Director position;

- (iii) a copy of the certification forms and sample resolution to be submitted by the person voting on behalf of the Member pursuant to Section 6.3 (d); and
  - (iv) notice of the date and method by which the Governance and Nominating Committee will notify the Members of its recommended a slate of candidates.
- (h) The Governance and Nominating Committee shall recommend a slate of candidates to the Membership at least 30 days prior to the Annual Meeting by written notice, which may include email notification or on-line posting, Nominations will also be taken from Members at the Annual Meeting.



**CITY OF DOVER**

## CITY OF DOVER - RESOLUTION

Agenda Item#: 5.B.

Resolution Number: **R – 2013.12.04 – 138**  
Resolution Re: **Nomination for HealthTrust, Inc. Board of Directors**

- Whereas: The City of Dover would like the Members present and voting at the Annual Meeting of HealthTrust to consider a nomination from Dover for the Board of Directors for HealthTrust Inc.; and
- Whereas: It would be advantageous for the Board, Seacoast and all members to have an Elected City Official that has served on many committees with great results; and
- Whereas: It is stated in the HealthTrust, Inc. Bylaws Section 6.2 Qualifications of Directors, that due regard may be given as to: "...experience in risk management, administrative ability and fiduciary experience." (See background); and
- Whereas: Members have stated at Board of Directors meetings "that it would be in the best interest of the organization to have experts in insurance on the Board"; and
- Whereas: Catherine Cheney is duly qualified, a Municipal Public Official, a 4 term City Councilor, 1 Term County Commissioner having risk management insurance experience, administrative ability and fiduciary experience; and
- Whereas: This background fitting more than one of the parameters in the HealthTrust By-Laws for Board Members, Dover and other members needing this level of representation on the board; and
- Whereas: Councilor Cheney has submitted an application and would like to advocate for the HealthTrust goals and objectives and is capable and will focus on being effective to the members and HealthTrust's service to the members

**NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND DOVER CITY COUNCIL:**

The City Council of Dover would like Councilor Catherine Cheney to be nominated and elected to serve on the HealthTrust, Inc Board of Directors.

### AUTHORIZATION

Approved as to Funding:	Daniel R. Lynch Finance Director	Sponsored by:	Councilor Michael Crago
Approved for Legal Compliance:	Anthony L. Blenkinsop General Legal Counsel		
Recorded by:	Karen Lavertu City Clerk		

### DOCUMENT HISTORY:

Document Created by: Catherine Cheney	2013.12.04_NominationforHealthTrust
Document Posted on: December 4, 2013	Page 1 of 3



**CITY OF DOVER**

## CITY OF DOVER - RESOLUTION

Agenda Item#: 5.B.

Resolution Number: **R – 2013.12.04 – 138**  
Resolution Re: **Nomination for HealthTrust, Inc. Board of Directors**

First Reading Date:	12/04/2013	Public Hearing Date:	N/A
Approved Date:	12/04/2013	Effective Date:	12/04/2013

### DOCUMENT ACTIONS:

<b>VOTING RECORD</b>		
Date of Vote: 12/04/2013	YES	NO
Mayor Karen Weston	X	
Deputy Mayor, Robert Carrier, At Large	X	
Councilor Ed Spuler, Ward 1	Absent	
Councilor William Garrison, Ward 2	X	
Councilor Michael Crago, Ward 3	X	
Councilor Dorothea Hooper, Ward 4		X
Councilor Catherine Cheney, Ward 5	X	
Councilor Michael Weeden, Ward 6	X	
Councilor At Large (vacant)		
Total Votes:	6	1
Resolution does pass.		

### RESOLUTION BACKGROUND MATERIAL:

#### Catherine Cheney:

The Hartford 1980-1986 defined, designed and authored Online System Claims Account Risk management system “OSCAR” worked with Account Executives clients included Coca-Cola and Eckard Drug Companies; Extensive analysis working with actuaries to design, test and implement Risk Management and Reinsurance System

The Travelers 1982-1983 updated their risk management system Claim Account Risk Management Application “CARMA”

Liberty Mutual 2000-2007 authored and tested SystemOne NXT Disability Claims/FMLA System

Combined Insurance experience: 13 years

Elected 2005 Dover City Councilor entering 5<sup>th</sup> term - 8 years experience; Chaired 3 Joint Building Committees, Co-Chaired Financial Policy Committee, Member City/School Software Selection Committee

Elected 2010 Strafford County Commissioner – 2011-2012 Term; Safety Committee, Jail Industries Committee (currently serving)

Current: Board of Trustees – New Hampshire Farm Museum; Communications Chair, Boy Scouts of America Abnaki District



**CITY OF DOVER**

## CITY OF DOVER - RESOLUTION

Agenda Item#: 5.B.

Resolution Number: **R – 2013.12.04 – 138**  
Resolution Re: **Nomination for HealthTrust, Inc. Board of Directors**

Former: Instructor Spreadsheet Course – NHTI; Business and Professional Women “Young Careerist Award”, IBM Technical Excellence Award

### **HEALTHTRUST, INC. BYLAWS :**

#### **ARTICLE VI**

##### **BOARD OF DIRECTORS**

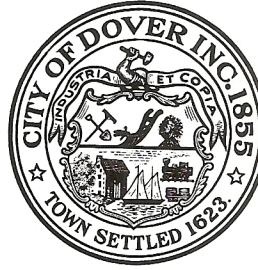
SECTION 6.1 Board of Directors. The Board of Directors shall comprise eleven Directors each serving in one of the following categories: Municipal Public Officials, School Public Officials, Employee Officials or County Public Officials. The Board of Directors shall comprise three (3) Municipal Public Officials, four (4) School Public Officials, three (3) Employee Officials and one (1) County Public Official. Two-thirds (2/3) of the Directors then serving must be Public Officials or Employee Officials of Members presently participating in HealthTrust.

SECTION 6.2 Qualifications of Directors.

- (a) Each Director shall at the time of election or appointment and at all times while serving in such office be qualified to fill the category of Director described in Section 6.1 for which they were elected or appointed. In nominating Directors, the Governance and Nominating Committee may, but need not, give due regard to varying geographic location, population of the Members or entities eligible to be Members, experience in risk management, administrative ability and fiduciary experience.
- (b) A person serving on the board of Property-Liability Trust, Inc. is ineligible to serve as Director of HealthTrust.
- (c) Only one Public Official or Employee Official per Member or entity eligible to be a Member may serve on the Board of Directors at the same time.

SECTION 6.3 Election of Directors: The Members shall elect the Directors at the Annual Meeting for the terms specified in Section 6.5. The Governance and Nominating Committee shall recommend a slate of candidates to the Membership. Nominations will also be taken from Members at the annual meeting. Each Member is entitled to one vote. Voting for Directors shall occur in-person at the annual meeting.

Karen S. Lavertu  
City Clerk/Tax Collector



Central Avenue  
Dover, NH 03820  
(603) 516-6020

December 5, 2013

The City Council of Dover, NH held a special meeting on December 4, 2013. They voted to approve Resolution R-2013.12.04-138 which resolved that the City of Dover would like Councilor Catherine Cheney to be nominated and elected to serve on the HealthTrust, Inc Board of Directors.

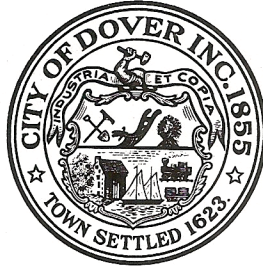
*Karen Lavertu*  
Karen S. Lavertu  
City Clerk/Tax Collector Dover NH

Signed before me this 5<sup>th</sup> day of December, 2013

*Susan M. Mistretta*, NP

SUSAN M. MISTRETTE, Notary Public  
My Commission Expires September 18, 2018

Karen S. Lavertu  
City Clerk/Tax Collector



Central Avenue  
Dover, NH 03820  
(603) 516-6020

December 5, 2013

A special meeting of the City Council for the City of Dover, NH was held on December 4, 2013. It was agreed that Councilor Catherine Cheney is entitled to cast Dover's vote for the Property Liability and HealthTrust Board of Directors on December 10, 2013.

*Karen Lavertu*  
Karen S. Lavertu  
City Clerk/Tax Collector Dover NH

Signed before me this 5<sup>th</sup> day of December, 2013

*Susan M. Mistretta* NP

SUSAN M. MISTRETTA, Notary Public  
My Commission Expires September 18, 2018



**Application for HealthTrust, Inc. Board**

**All applications must be received by HealthTrust, Inc. by October 19, 2014.**

Name: Catherine Cheney

Address: 9 Snows Court Dover, NH 03820

Phone: (603) 740-4697

Email: cheney.ward5@comcast.net

Municipality, school district or county you would represent, if elected: Dover

Your position at that municipality, school district or county: City Councilor

To be eligible for a "public official" position, a person must be either a publicly-elected official or hold an administrative position of department head or higher.

**Please check the one category that best describes the board position you would fill:**

- Municipal Public Official
- School Public Official
- Municipal, School or County Employee (lower than department-head level)

**The governmental entity I wish to represent on the HealthTrust Board (check one):**

- Currently participates in at least one HealthTrust coverage line (medical, dental, etc.)
- Does not currently participate in any HealthTrust coverage lines

**Please answer the following questions. Attach additional pages, if necessary.**

Why do you want to serve on the HealthTrust Board? I would like to advocate for HealthTrust and assist moving forward with support members with services.

What skills, talents and experience do you feel you would bring to the board?

I currently am a member of other committees and boards. I have an extensive background working in reinsurance and risk-pooled managed health coverage. With over 12 years at The Hartford, Travelers, Liberty Mutual working with Account Executives to design systems and data models to help in decision making. This experience combined with my desire to work with board members will help HealthTrust maintain and expand its focus in attracting communities to join in a well managed offering.

I have been elected 5 terms to serve as a City Councilor now serving in my 9th year and served 1 term as a County Commissioner. I am familiar with health insurance, policies, legislation, technical matters. I have a varied background in business and have received Business and Professional Women's Young Careerist Award and IBM Technical Excellence Award. I have automated several NH Municipalities. Participated in Chamber of Commerce boards.

I work well with other people and remain goal and outcome focused.

Are there any potential conflicts of interest you may encounter by serving on the HealthTrust Board? (Example: You or members of your immediate family are in the insurance industry). If so, please describe the potential conflicts. (Note: Having a potential conflict does not necessarily preclude board service, but knowing what they are helps to prepare for them.)

I have no conflicts of interest.

Additional thoughts or comments for consideration by Nominating Committee:

It is my sincere desire to give my skill-set and time to helping the HealthTrust Board and entire organization. To their end of excellent customer service and managing the portfolios for their customers.

I will give 100% effort.

**Please attach a resume or provide the following information. Attach additional pages, if necessary.**

Resume attached

Education:

Work experience:

Membership or affiliations with other organizations (please specify any leadership positions you currently hold):

Public Relations Chair - Boy Scouts of America, Abnaki District

Board Member - NH Farm Museum

Current and former elected or appointed political positions at state or local level:

Dover City Councilor 2006-Current

Strafford County Commissioner 2011-2012

Chair, Dover Ordinance Committee 2014-Current

Member, Dover Appointments Committee 2012-Current

Member, Vice-Chair, Chair, Dover Joint Building Committees 2006-2010

Member, Strafford Jail Industries Committee

**Please send completed application to the attention of:**

Barbara Olson

HealthTrust, Inc.

PO Box 617

Concord, NH 03302-0617

Email: [bolson@HealthTrustNH.org](mailto:bolson@HealthTrustNH.org)