

**FLORIDA HEALTH MAINTENANCE ORGANIZATION
CONSUMER ASSISTANCE PLAN**

**Board Meeting
September 15, 2023
10:00 a.m. EST**

**By Teleconference
Call In Number: 1-646-992-2010**

AGENDA

- | | | |
|--------------|---|----------------------|
| I. | Call to Order | John Matthews |
| II. | Antitrust Preamble | John Matthews |
| | <p>We are here to discuss and act on matters relating to the business of the Florida Health Maintenance Organization Consumer Assistance Plan (HMOCAP). We are not here to discuss or pursue the business of our individual member companies. All of us should proceed with caution and awareness of the requirements and prohibitions of federal and state antitrust laws. We should not engage in discussions, either at this meeting or in private conversation, of our individual companies' plans or contemplated activities. We should concern ourselves only with the business of the HMOCAP as set forth in the agenda for this meeting. Only HMOCAP matters may be discussed at the meeting and each company's business plans cannot be discussed.</p> | |
| III. | Approval of November 17, 2022 Annual Board Meeting Minutes
(Attachment "A") | John Matthews |
| IV. | Recommendation of Appointment of Britney Horton
to the HMOCAP Board of Directors
(Attachment "B") | John Matthews |
| V. | Status of FLAHIGA Long Term Care Assessments | Bruce Platt |
| VI. | Board Member Disclosure Requirements Pursuant to HB 487
(Attachment "C") | Bruce Platt |
| VII. | Other Business | John Matthews |
| VIII. | Adjourn | John Matthews |

**FLORIDA HEALTH MAINTENANCE ORGANIZATION
CONSUMER ASSISTANCE PLAN**

**Annual Meeting of the Board of Directors
Thursday, November 17, 2022 at 9:00 a.m. Eastern Time**

J.W. Marriott Orlando Bonnet Creek Resort & Spa
14900 Chelonia Parkway
Orlando, FL 32821

Board Members Participating

David Schandel (Florida Health Care Plans), Secretary/Treasurer, via teleconference
Brooke Flaherty-Tiner (Aetna)
Holly Prince (Simply Healthcare Plans)
Jamie Forrest (Health First Health Plans) via teleconference
Ronald Weeden (Humana) via teleconference
Jeff Tindall (Cigna HealthCare)

Others in Attendance

Bruce Platt (Akerman LLP)
Tom Range (Akerman LLP)
LeShan Smith (Akerman LLP)
John Matthews (Oscar Health)
Leean Chojnowski (Florida Office of Insurance Regulation)
Champa Burns (Florida Office of Insurance Regulation)

I. Call to Order

Secretary/Treasurer Schandel noted the presence of a quorum and called the meeting of the Board to order.

II. Antitrust Preamble

Secretary/Treasurer Schandel read aloud the following antitrust preamble:

We are here to discuss and act on matters relating to the business of the Florida Health Maintenance Organization Consumer Assistance Plan ("HMOCAP"). We are not here to discuss or pursue the business of our individual member companies. All of us should proceed with caution and awareness of the requirements and prohibitions of federal and state antitrust laws. We should not engage in discussions, either at this meeting or in private conversation, of our individual companies' plans or contemplated activities. We should concern ourselves only with the business of the HMOCAP as set forth in the agenda for this meeting. Only HMOCAP matters may be discussed at the meeting and each company's business plans cannot be discussed.

Attachment A

III. Approval of Minutes – November 15, 2021 Board Meeting

Secretary/Treasurer Schandel asked the Board members for comments or changes to the draft minutes of the November 15, 2021 Board meeting. Hearing none, Ms. Flaherty-Tiner moved to approve the minutes as drafted. Mr. Tindall seconded the motion, which passed without opposition.

IV. Appointment of Board Member

Plan Manager Bruce Platt informed the Board of Directors that former Chairman Matthews resigned his position with UnitedHealthcare, and therefore was no longer eligible to serve on the board as United's representative. Mr. Platt also explained that the following four other board members' terms would expire during this board meeting when new board members are approved: Vice Chairman Bass, Secretary/Treasurer Schandel, Eric Johnson, and Ron Weeden. Therefore, the HMOCAP sent notice to Florida HMOs that it would need to appoint five persons to the board of directors. In response, the HMOCAP received five nominations for the vacant positions:

- Eric Johnson, AvMed (for four years - 2026)
- Ron Weeden, Humana (for four years - 2026)
- John Matthews, Oscar Health (to fill the vacant position which expires in 2025)
- Harry "Trey" Sivley, UnitedHealthcare (for three years, until 2025)
- Bill Coats, Florida Blue (for four years – 2026)

Secretary/Treasurer Schandel directed the Board members to review the information provided regarding the prospective board members. After review, Mr. Tindall made a motion to recommend appointment of all five board members. Ms. Tiner-Flaherty seconded the motion, and it passed unanimously.

Mr. Platt explained that, with this selection Mr. Schandel was no longer on the board. Mr. Platt noted that Mr. Schandel had been the longest serving member of the board, and he thanked him for his tenure.

V. Election of New Officers

Mr. Platt explained that, with the expiration of Secretary/Treasurer Schandel's and Vice Chair Bass' terms, the HMOCAP board did not currently have any officers. He noted that Mr. Matthews had expressed an interest in becoming chair of the board again, that Mr. Tindall had expressed an interest in becoming vice-chair, and Mr. Johnson had expressed an interest in becoming Secretary/Treasurer. He noted that the current slate of officers had been selected two years ago, and now their terms have run. He said that he understands that the current officers

are willing to serve new, two-year terms, and he said that no other member of the Board has asked to be considered for an officer position.

Ms. Flaherty-Tiner made a motion to appoint Mr. Matthews as Chair, Mr. Tindall as Vice Chair, and Mr. Johnson as Secretary/Treasurer. Ms. Prince seconded the motion, which passed unanimously.

VI. Financial Statements

Secretary/Treasurer Johnson reviewed the financial statements and stated that they were consistent with prior years' statements.

VIII. Independent Auditor Report

Secretary/Treasurer Johnson discussed the independent auditor's report and noted the auditor's opinion that the financial statements were presented fairly, in all material respects. Ms. Prince moved to accept the report. Ms. Forrest seconded the motion, and it passed without objection.

VIII. Budget and Proposed Budget

Secretary/Treasurer Johnson reviewed the 2021 budget and the proposed 2022 budget. He noted that the HMOCAP budgets have been primarily consistent over the last several years, and that the proposed 2023 budget was slightly smaller than the 2022 budget.

Mr. Platt reminded the Board that fees associated with insolvencies, including long-term care insolvencies, and legal fees associated with integration with the Florida Life and Health Insurance Guaranty Association were not included in the budget as they are not predictable at this time. Ms. Flaherty-Tiner moved to approve the 2023 budget. Vice Chair Tindall seconded the motion, and it passed without objection.

IX. Investment Report

Secretary/Treasurer Johnson reviewed the investment report and noted that the investments were generally consistent with the investment policy that had been adopted by the HMOCAP Board of Directors. However, he noted that the current investment strategy requires that the HMOCAP invest a significant portion of its funds in the Florida State Treasury Special Investment Account ("SPIA"). However, in 2015 SPIA notified the HMOCAP that it was no longer eligible to invest new funds into SPIA, but that the HMOCAP could maintain its existing funds and interest on those funds in the SPIA accounts. Secretary/Treasurer Johnson also noted that the majority of the remainder of the HMOCAP's funds were invested in CD ladders. Finally, he noted that the rates of returns had been increasing.

X. Plan Manager Report

Mr. Platt explained that the Plan Manager is required to review the HMOCAP's Plan of Operations on an annual basis. In selecting new members for the board of directors, he noted

that the current version of the Plan requires that the HMOCAP send member HMOs a request for a nomination for a new board member, and it requires that the HMOCAP send a ballot for HMOs to vote on new members, even if there are only the same number of nominations as vacant positions. He noted that most HMOs do not vote, as they do not have options to select.

To try to keep disruption of HMOs to a minimum, Mr. Platt recommended changes to the Plan of Operations that do not require an HMO vote if there are only the same number of nominations as vacancies. He also recommended a change to clarify that Board members' terms do not expire until a succeeding board member is appointed. Because the HMOCAP annual meetings have been routinely held in November of each year, he recommended changes to the plan that change the default date of the annual meeting from May to November. Finally, he noted that his office address had changed, and he recommended changes to the plan to reflect that change in address.

Ms. Forrest moved to accept the proposed revisions to the Plan of Operations. Vice Chair Tindall seconded the motion which passed unanimously.

XII. Long-Term Care Assessment Issue

Vice Chair Tindall explained that the Florida Life and Health Insurance Guaranty Association ("FLAHIGA") issued a long term care assessment in 2021 for a total of \$1,000,000, and the total HMO portion of the assessment is \$150,843. He said that only two of the assessable, Florida HMOs had not yet paid their assessments. Mr. Platt said that he had been in touch with these HMOs, and he expected that they would pay their assessments in the near future. Vice Chair Tindall said that he expected FLAHIGA to issue another assessment in 2023, but he did not know the amount at this time.

XIII. Review of Plan Manager

Chairman Matthews asked Mr. Platt to discuss his firm's proposal to contract with the HMOCAP as plan manager and legal representative for 2023. Mr. Platt said that Akerman's proposal was the same as the contract that currently is in effect. Chairman Matthew asked Mr. Platt when was the last time that the HMOCAP's contract with Akerman had changed. Mr. Platt said he did not know, but he thought it had been in effect for at least three years. Akerman representatives left the meeting while the Board discussed the proposed plan manager contract. Following discussion, the Board asked Mr. Platt to make sure that the contract is dated correctly, and it agreed to enter the plan manager contract with Akerman for another year.

XIV. Office of Insurance Regulation Updates and Issues

Ms. Chojnowski said that the Office of Insurance Regulation had nothing to report.

XV. Department of Financial Services Updates and Issues

There was no Department of Financial Services report.

XVI. Other Business

Mr. Platt thanked the Board for continuing the Plan Manager contract. There was no other business.

XVII. Adjourn

By unanimous consent, the meeting was adjourned.

Eric Johnson, Secretary/Treasurer
Florida HMO Consumer Assistance Plan

Dated this ____ day of _____, 20__

DRAFT

BRITNEY HORTON

britney_horton@uhc.com • (727) 385-3084

LEGAL EXPERIENCE

UnitedHealthcare – Tallahassee, Florida

2022 – Present

Associate General Counsel and Interim Director of Regulatory Affairs for Florida, U.S. Virgin Islands, and Puerto Rico

- Advise on the implementation of federal and state legal regulatory requirements impacting the health care industry, advise on regulatory strategy and risk management, foster key regulatory relationships, and assist with regulatory requests and examinations.
- Provide legal support to Employer & Individual lines of business for the East region by proactively identifying, managing, and resolving legal issues in a manner consistent with business philosophy, mission and strategy, and in compliance with legal and regulatory requirements.
- Counsel senior leadership on strategic business initiatives, support the development and delivery of new products, and develop best practices for addressing emerging legal and business risks.

Florida Supreme Court – Tallahassee, Florida

2018 – 2022

Senior Staff Attorney for Justice Ricky Polston

- Hired, supervised, and trained assigned staff attorneys and student interns.
- Managed full chambers case docket, including recommendations to the justices, in advance of oral argument and Court conference.
- Researched and drafted judicial opinions, orders, and internal legal memoranda.

Boyd & Jenerette, P.A. – Jacksonville, Florida

2015 – 2018

Associate Attorney

- Achieved highest billing associate attorney.
- Practice area focused primarily on civil appeals, insurance defense, insurance coverage, and bad faith/extra-contractual liability litigation. Represented insurers in all stages of litigation, in both state and federal court, and litigated uninsured motorist actions and declaratory judgment actions concerning insurance coverage issues.
- Conducted global settlement conferences and attended mediations, hearings, depositions, and examinations under oath. Provided oversight and analysis regarding extra-contractual liability.
- Researched and analyzed various types of liability coverage in insurance contracts and provided recommendations to clients. Drafted legal opinions regarding liability and coverage positions, pleadings, motions, and discovery. Researched and drafted appellate briefs.

EDUCATION

Florida Coastal School of Law, Jacksonville, Florida

Juris Doctor, May 2015

Class Rank: Magna Cum Laude, Top 2% of Class (7/403); Grade Point Average: 3.73

Honors: *Florida Coastal Law Review*, Executive Editor 2014-2015

Book Award for Highest Grade in Evidence, Appellate Advocacy, and Layering Process (Research and Writing)

Moot Court Honor Board, Vice President of External Teams, Three Best Advocate Awards, and Six National Champion Awards

University of South Florida, Tampa, Florida

Bachelor of Arts in Interdisciplinary Natural Sciences, May 2007

BAR ADMISSION

The Florida Bar (118271)

Section 42. Subsection (1) of section 631.816, Florida Statutes, is amended, and subsections (8) through (11) are added to that section, to read:

631.816 Board of directors.—

(1) The board of directors of the plan shall consist of not less than five or more than nine persons serving terms as established in the plan of operation. The department shall approve and appoint to the board persons recommended by the member HMOs or shall approve and appoint other persons with experience in health insurance as determined by the Chief Financial Officer. These appointments are deemed to be within the scope of the exemption provided in s. 112.313(7)(b). ~~In the event the department finds that any recommended person does not meet the qualifications for service on the board, the department shall request the member HMOs to recommend another person.~~ Each member shall serve for a 4-year term and may be reappointed, except that terms may be staggered as defined in the plan of operation. Vacancies on the board shall be filled for the remaining period of the term in the same manner as initial appointments. In determining voting rights, each HMO is entitled to vote on the basis of cumulative weighted voting based on the net written premium for non-Medicare and non-Medicaid policies.

(8) The Chief Financial Officer may remove a board member from office for misconduct, malfeasance, misfeasance, or neglect of duty. Any vacancy so created shall be filled as provided in subsection (1).

(9) Board members are subject to the code of ethics under part III of chapter 112, including, but not limited to, the code of ethics and public Ch. 2023-144 LAWS OF FLORIDA Ch. 2023-144 38 CODING: Language stricken has been vetoed by the Governor disclosure and reporting of financial interests, pursuant to s. 112.3145. For purposes of applying part III of chapter 112 to activities of members of the board of directors, those persons are considered public officers and the plan is considered their agency. Notwithstanding s. 112.3143(2), a board member may not vote on any measure that he or she knows would inure to his or her special private gain or loss; that he or she knows would inure to the special private gain or loss of any principal by which he or she is retained, other than an agency as defined in s. 112.312; or that he or she knows would inure to the special private gain or loss of a relative or business associate of the public officer. Before the vote is taken, such member shall publicly state to the board the nature of his or her interest in the matter from which he or she is abstaining from voting and, within 15 days after the vote occurs, disclose the nature of his or her interest as a public record in a memorandum filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes.

(10) Notwithstanding s. 112.3148, s. 112.3149, or any other law, a board member may not knowingly accept, directly or indirectly, any gift or expenditure from a person or entity, or an employee or representative of such person or entity, which has a contractual relationship with the plan or which is under consideration for a contract.

(11) A board member who fails to comply with subsection (9) or subsection (10) is subject to the penalties provided under ss. 112.317 and 112.3173.