

**FLORIDA HEALTH MAINTENANCE ORGANIZATION
CONSUMER ASSISTANCE PLAN
BOARD OF DIRECTORS ANNUAL MEETING**

**J.W. Marriott Grande Lakes Orlando
4040 Central Florida Parkway, Cordova 1
Orlando, FL 32837**

Thursday, November 13, 2025 at 1:30 p.m. EST

Conference Call Number: 646-992-2010

Access code: 476870358

Board members participating

Jeff Tindall, Cigna, Vice-chair
Elizabeth Boyd, Sunshine Health
Andrew France, Florida Blue

Others in Attendance

Tom Range, Akerman LLP
LeShan Smith, Akerman LLP
Carolyn Morgan, Florida Office of Insurance Regulation
Danielle Spinks, CVS/Aetna
Daniel Bradshaw, UnitedHealthcare

I. Call to Order

Approximately 20 minutes after the meeting's scheduled start time, a quorum was reached. Thereafter, Andrew France, who by consent was acting as the chair for this meeting, noted the presence of a quorum and called the meeting to order.

II. Antitrust Preamble

Mr. France read aloud the following 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.

III. Approval of Minutes – December 3, 2024, annual Board Meeting

Mr. France asked the Board for comments or changes to the draft minutes of December 3, 2024, meeting. Hearing none, Ms. Boyd moved to approve the minutes as drafted. Mr. France seconded the motion, which passed without opposition.

IV. Status of Selection of Auditing Firm

Mr. Range updated the Board on the recent request the Plan Manager sent out to accounting firms for proposals to perform the HMOCAP's annual audit and prepare the HMOCAP's annual tax return for the next three years. The Plan Manager received two proposals – one from the HMOCAP's current provider, Moran and Smith, and one from Law Redd. Mr. Range informed the Board that both proposals were very good, but the cost of the proposal from Moran and Smith was much lower. Accordingly, the Plan Manager recommended the Board accept the proposal from Moran and Smith. After discussion, Mr. France moved to accept the proposal from Moran and Smith. Ms. Boyd seconded the motion, which passed without opposition.

V. Status of Selection of Board Members

Mr. Range updated the Board on the status of the Department of Financial Services' review of four nominations to the Board: John Matthews, from Oscar, for reappointment; Nick Romanello from Health First Health Plans, who was nominated to replace Matt Gerrell; Danielle Spinks from CVS/Aetna, who was nominated to replace Allen Horne; and Daniel Bradshaw from UnitedHealthcare, who was nominated to replace LaCosta Wix. These four nominations are still awaiting preliminary approval from the Department. Mr. Range advised the Board that it could vote to conditionally approve these four nominees on the condition that the Department likewise approves. Mr. France moved to conditionally approve these four nominees. Ms. Boyd seconded the motion, which passed without opposition.

Mr. Range also informed the Board of one additional vacancy due to the resignation of Ron Weeden from Humana. Mr. Range noted that he had solicited nominations for Mr. Weeden's replacement, but he received no nominations within the time period for nominations. However, Mr. Range stated that he is continuing to search for possible nominees to replace Mr. Weeden. Mr. Range also informed the Board that Mr. Matthews has expressed his intention to resign from the Board in January 2026, so there will be an additional vacancy at that time. Mr. Range advised the Board that no further Board action is necessary at this time for these two vacancies, and he will schedule a special Board meeting to consider additional nominations when received.

VI. Financial Statements

In the absence of Secretary/Treasurer Eric Johnson, Ms. Boyd was designated to review and discuss the financial statements for the Board. She stated that there were no

irregularities and they were consistent with prior years. She noted the expenses were currently under budget for the year.

VII. Independent Auditor Report

In the absence of Secretary/Treasurer Eric Johnson, Ms. Boyd was designated to review and discuss the independent auditor report for the Board. She noted the Auditor's opinion that the financial statements were presented fairly in all material respects. Mr. France asked the Board if it had any comments or questions on the financial statements or independent auditor report. Hearing none, Mr. France moved to approve the financial statements and the independent auditor report, and Ms. Boyd seconded the motion, which passed without opposition.

VIII. Budget and Proposed Budget

In the absence of Secretary/Treasurer Eric Johnson, Ms. Boyd was designated to review and discuss the budget and proposed budget for the Board. She noted that the proposed 2026 budget was substantially similar to the 2025 budget except that the proposed 2026 budget includes minor increases for supplies and media, and it also includes a budgeted amount for long-term care contract service. Mr. Range explained that this budget amount is for the Plan Manager's attendance at the board meeting of the Florida Life and Health Insurance Guaranty Association (FLAHIGA) because the HMOCAP is subject to certain assessments if imposed by FLAHIGA. Mr. France asked the Board if it had any comments or questions on the proposed budget. Hearing none, Ms. Boyd moved to approve the proposed 2026 budget, and Mr. Tindall seconded the motion, which passed without opposition.

IX. Investment Report

In the absence of Secretary/Treasurer Eric Johnson, Ms. Boyd was designated to review and discuss the investment report for the Board. She noted that the investments were consistent with the investment policy adopted by the Board of Directors. She recommended that the Board continue with its investment policy for now. Mr. France asked the Board if it had any comments or questions on the investment report. Hearing none, Mr. France moved to approve the investment report and Ms. Boyd's recommendation to continue with its current investment policy. Ms. Boyd seconded the motion, which passed without opposition.

X. Plan Manager Report

Mr. Range explained that the Plan Manager is required to review the Plan of Operation and the Policies and Procedure Manual on an annual basis. He noted that both documents were updated in 2024, and he does not have any recommended changes at this time.

XI. Long-Term Care Assessment Update

Mr. Tindall explained that the Florida Life and Health Insurance Guaranty Association (FLAHIGA) did not impose a long-term care assessment for HMOs in 2025.

Mr. France asked if FLAHIGA intended to impose a long-term care assessment for HMOs in 2026. Mr. Range responded that he wasn't aware of any current intention at this time. Mr. Tindall agreed.

XII. Review of Plan Manager

Mr. France asked Mr. Range to discuss his firm's proposal to contract with the HMOCAP as plan manager and legal representative for 2026. Mr. Range said that Akerman's proposal was the same as the contract that currently is in effect. Representatives of Akerman left the meeting while the Board discussed the proposed plan manager contract. Following discussion, the Board informed Mr. Range that it agreed (via a motion made by Ms. Boyd, seconded by Mr. France, and passed unanimously) to enter the plan manager contract with Akerman for another year.

XIII. Election of New Officers

Mr. Range informed the Board that the officers' terms were expiring this year and the Board needed to select new officers. Following discussion, Ms. Boyd moved the elect Eric Johnson as Chair, Jeff Tindall as Vice-Chair, and Andrew France as Secretary/Treasurer. Mr. France seconded the motion, which passed unanimously.

XIV. Office of Insurance Regulation Updates and Issues

Ms. Morgan said that the Office of Insurance Regulation had no information to report.

XV. Department of Financial Services Update and Issues

There were no representatives from the Department of Financial Services at the meeting.

XVI. Other Business

Mr. Range explained that, because Bruce Platt is retiring from Akerman LLP at the end of the year, the HMOCAP will need to remove him as an authorized signer on the HMOCAP's accounts. He further noted that the new officer elected at this meeting will need to be added as an authorized signer. Therefore, he anticipated that the HMOCAP will have a special board meeting in 2026 to adopt a resolution on authorized signers, per Article XII of the Plan of Operation.

Additionally, Mr. Range noted that the Board may also have to vote on new board members in 2026 if the vacancies noted in Section V, above, are filled.

Mr. Range further discussed the Plan Manager's intention to review the HMOCAP's records to determine which, if any, records may be destroyed in 2026 pursuant to the records retention policy.

XVII. Adjourn

By unanimous consent, the meeting was adjourned.

Andrew France, Secretary/Treasurer
Florida HMOCAP

Dated this ____ day of _____, 20__

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