

**MINUTES**  
**Eastern Connecticut Health and Medical Cooperative**  
**Special Board Meeting – May 15, 2018**  
**2:00 - 3:30 pm- Room 107**  
**LEARN, 44 Hatchetts Hill Road, Old Lyme, CT**

**Members Present:** Christine Goupil, Maryann O'Donnell, Carolyn Dickey, Jan Peruccio, Julie Pendleton, Deborah Martin, Nat Brown, and Eileen Howley  
**Others present:** Tom Kowalchik and Lynn Nenni

*Meeting called to order at 2:07 p.m.*

**Discussion and Possible Action**

**1. Agenda:**

No changes

**2. Minutes:**

Motion to approve the minutes of the May 2, 2018 Special Meeting made by Julie Pendleton and seconded by Eileen Howley.

Motion approved 6-0-2 (N. Brown, C. Dickey)

**3. Financial Status Report:**

Lynn reviewed the Statement of Net Position and other reports. The April 2018 financial report was reviewed. The current net position as of April 30, 2018 is \$818,179.24. The change in net position since June 30, 2017 was \$109,034.99. The change in net position since March 31, 2018 is \$261,194.31. Total current assets were reported as \$1,693,876.55 with total liabilities of \$875,697.31.

**4. Vendor Updates**

Tom K. noted that large claims are down this month. In the future, Tom stated that he will break out the numbers of contracts by group and report that monthly so we can cross-check with what each member is reporting to LEARN. This will ensure that financial tracking is accurate and cross-checked on a monthly basis.

**OLD BUSINESS:**

**1. New Member Discussion**

The information regarding the addition of Region 18, Lyme-Old Lyme Schools and Town was reviewed. It was shared that only the schools would be considering the ECHMC and that they have a high deductible plan. If they joined, it would constitute the addition of 183 contracts. Region 18 also indicated that they will be working with Tom K. as their broker and he will assist in the transition to Cigna and the new plans. Jan P.

indicated that the ECHMC board needed to take a second vote today related to the addition of Region 18 on advice of the attorney. Include in motion that the bylaw change goes into effect with the new fiscal year.

Motion to accept and admit Regional School District No. 18 as a full member of the Cooperative, **effective July 1, 2018**, subject to 1) all of the requirements, obligations and privileges of said membership, as set forth in the Cooperative Agreement and Bylaws, including but not limited to said District making any and all necessary financial contributions to the Cooperative, and said District paying those rates established by the Cooperative, 2) said District furnishing any such necessary resolution indicating its approval of joining and becoming a member of the Cooperative, and 3) said District executing any and all agreements required of Cooperative members; and to hereby authorize the Chairperson of the Board of Directors to take any and all necessary action and to execute any and all agreements necessary for Regional School District No 18 to join the Cooperative, consistent with the Board's prior votes and the Cooperative's Agreement and Bylaws made by E. Howley and J. Pendleton.

Motion approved 7-1-0 (C. Dickey)

## **2. Bylaw Language Revisions**

Jan P. shared the revised document with the group, and reviewed each of the articles that were under revision from the last meeting. Add amended date to the bottom.

The ECHMC attorney suggested the board should review the changes to the bylaws, add the amended date at the bottom, and vote on it. The President could then edit and make all of the approved revisions to the bylaws and create a final representative document. It was also noted that for bylaw changes there should be one vote per member.

Motion to accept the bylaws of ECHMC as amended at the Special Meeting on May 15, 2018 made by Jan P.

Nat B. noted that according to the bylaws it must be an executed document by one person from each group.

The motion was withdrawn.

Each of the following members initialed and dated each page to denote agreement to the changes: D. Martin, M. O'Donnell, J. Pendleton, C. Goupil, E. Howley

## **NEW BUSINESS:**

### **1. Slate of Officers**

Reviewed current bylaws related to term of office and progression of positions.

Motion to waive the rotation of officers and have the current officers remain in their offices for the next fiscal year made by N. Brown and D. Martin.

Motion approved 8-0

**2. Agenda setting for the June 21, 2018 meeting**

- a. Bylaws Final Review
- b. Second vote on Region 18
- c. Vendor Updates
- d. Set dates for next year meetings – look at the dates- anticipate months - topics
- e. Reauthorizations
- f. Revote on the rates. Need to specify the rates on Dental

**Next Meeting –June 21, 2018 at 2:00 p.m.**

Motion to adjourn at 3:19 p.m. by J. Pendleton and seconded by N. Brown.

Motion Approved: 8-0-0

Respectfully Submitted, Maryann O'Donnell

