

IDAHO HEALTH INSURANCE EXCHANGE DBA "YOUR HEALTH IDAHO"

BOARD EXECUTIVE COMMITTEE CHARTER

The Executive Committee ("**Committee**") is a committee of the board ("**Board**") of the Idaho Health Insurance Exchange d/b/a Your Health Idaho ("**YHI**"), an independent body corporate and politic established under Chapter 61, Title 41 Idaho Code.

1. Purpose. The Committee is established to assist the Board in coordinating activities and providing assistance between Board meetings. The Committee may act and make decisions on behalf of the full Board in order to respond to urgent issues.

2. Responsibilities.

2.1. Advice. The Committee shall provide advice and direction to the Chair and Executive Director on matters that may arise between meetings of the Board.

2.2. Coordination. The Committee shall provide advice and direction and help coordinate activities of other Board Committees, the Chair, Executive Director and Staff.

2.3. Other Actions. Other than advice and coordination, or as otherwise set forth herein, the Committee may meet and take action to respond to urgent issues and take such action as they deem appropriate.

2.4. Succession. Notwithstanding the foregoing, the Committee may meet and take action consistent with the succession process as outlined in the attached Exhibit A.

2.5. Reporting and Ratification. The Committee shall regularly report to the Board on Committee actions and significant Committee deliberations. Any significant Committee actions shall be reviewed and ratified or amended by the full Board at the next regularly scheduled meeting of the full Board or as soon as practicable and appropriate, as determined in the Chair's discretion.

2.6. Policy Education. The Committee may work with the Executive Director to determine possible education efforts for State and Federal policy and rulemaking.

2.7. Executive Director Evaluation. The Committee shall, at least annually, evaluate and oversee YHI goals and objectives, recommend to the Board strategic and annual goals for the Executive Director. The Executive Director has three primary areas for measuring his performance: 1) Strategic goals, 2) Operational/Variable Pay goals and weighting which the Committee recommends and the Board approves, and 3) development opportunities as outlined in the Executive Director's annual performance review. The Committee oversees the Board's process to evaluate the performance of the Executive Director against those goals and objectives and makes a recommendation on Executive Director compensation to the Board.

3. Delegation. The Committee may form and delegate authority to subcommittees of one or more members of the Committee.

4. Composition and Appointment.

4.1. Composition. Only voting Board members may serve on the Committee. The Committee shall be comprised of at least four (4) Board Members.

4.2. Appointment. The Board Chair shall nominate candidates for election to the Committee by the Board, consisting of Board Chair, Vice-Chair, Secretary and Treasurer. The Chair may also nominate a legislative Board member. The Board Chair shall act as the Committee Chair. The Board Vice Chair shall act as the Committee Vice Chair.

4.3. Term. Committee members are elected for a 1-year term and may be reappointed for any number of consecutive terms. Committee members serve at the Board's pleasure, and the Board may remove Committee members at any time at the Board's discretion.

5. Meetings.

5.1. Frequency. The Committee will meet on an ad hoc basis as necessary to discharge the Committee's duties and responsibilities. The Committee Chair shall provide reasonable notice to the Committee members of the time and place of each meeting.

5.2. Quorum. A majority of Committee members constitutes a quorum of the Committee.

5.3. Open Meetings Law. The Committee shall comply with Idaho's open meetings law for all Committee meetings and, without limitation, shall post notices and agendas, deliberate, and keep minutes in accordance with the open meetings law. The Committee may, in compliance with the open meetings law, meet in executive session.

5.4. Virtual and Remote Participation. A Committee member is considered present at a meeting if the member participates using technology that allows all members participating in the meeting to listen and communicate with each other at the same time.

5.5. Audio Streaming. The Committee shall use reasonable efforts to televise or stream Committee meetings in video or audio format.

Exhibit A
Your Health Idaho Executive Director Contingency & Succession Process

