

IDAHO HEALTH INSURANCE EXCHANGE DBAYOUR HEALTH IDAHO

BOARD GOVERNANCE COMMITTEE CHARTER

The Governance 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 to establish and oversee governance policies, procedures, and practices.

2. Responsibilities.

2.1. Officers. The Committee shall nominate candidates for election by the Board as YHI's officers other than the Board chair. Officers, other than the Board chair, shall be appointed for four years and may be reappointed for one additional consecutive term.

2.2. Develop Plan of Operations. The Committee shall develop a Plan of Operations for YHI and submit the Plan of Operations to the Board for adoption.

2.3. Periodic Review of Governing Documents. At least annually, the Committee shall (i) evaluate the adequacy of YHI's Bylaws, Plan of Operations, committee charters, and other governing policies and procedures, (ii) based on this evaluation, develop any amendments to the existing documents and any additional governance policies and procedures that the Committee finds appropriate, (iii) report to the Board on the outcome of the Committee's evaluation, and (iv) submit any amendments or additional policies or procedures to the Board for approval.

2.4. Board Training. The Committee shall develop and recommend to the Board periodic, but at least annual, training for the Board and new Board members on the role of the Board, Board committees, and the duties of members of the Board.

2.5. Board Evaluation. The Committee shall develop and recommend to the Board a process for the Board to periodically evaluate the effectiveness of the Board.

2.6. Program Integrity. The Committee shall recommend training programs for the Board on (i) the content and operation of YHI's program integrity and compliance functions and (ii) the Board's responsibility to oversee the implementation and effectiveness of the program integrity and compliance functions.

2.7. Privacy and Security. The Committee shall annually oversee and review Privacy and Security policies and oversee audit(s) or similar requirements as required by federal or state law. The Committee shall make recommendations to the Board as necessary regarding recommended changes to YHI Privacy and Security policies.

2.8. Personnel Policies. The Committee shall oversee and review personnel policies, including the employee handbook. The Committee shall make recommendations to the Board as necessary regarding recommended changes to YHI personnel policies. The Committee oversees and reviews a total compensation policy to include pay and benefits for YHI personnel. The Committee may serve as a resource to the Executive Director regarding personnel issues, including, but not limited to, team member engagement and retention.

2.9. Self-Evaluation. The Committee shall at least annually evaluate the Committee's effectiveness and the effectiveness of this Charter. The Committee shall report to the Board on this self-evaluation and on any recommended amendments to this Charter.

2.10. Reporting. The Committee shall regularly report to the Board on Committee actions and significant Committee deliberations.

3. Delegation.

3.1. Subcommittees. 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 Board members may serve on the Committee. The Committee shall be comprised of at least five (5) Board members.

4.2. Appointment. The Board Chair shall nominate candidates for election to the Committee by the Board. The Board Chair shall designate a Committee member to serve as Committee chair. The Committee Chair shall designate a Committee member to serve as Vice-Chair.

4.3. Expertise. To the extent possible given the Board's composition, at least one member of the Committee should have expertise in compliance responsibility areas of the Committee, such as Human Resources, Privacy and Security, and/or Board governance. This expertise supports the Committee's responsibility to understand internal policies and controls as they relate to compliance as well as assess effectiveness of compliance activities. If no member of the Committee possesses the requisite expertise, the Committee shall engage the assistance of an outside expert as needed to effectively fulfill the Committee's duties under this Charter.

4.4. Term. Without taking into account any terms served by a member or chair prior to the effective date of this amended charter, the Committee chair is elected for a four-year term. Committee members are elected for a three-year term and may be reappointed for two additional consecutive terms with the exception that no member shall hold the position of Chair for more than two 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 hold at least two regular meetings annually and shall meet more frequently as required 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 or 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.