

**FINAL**  
**MINUTES OF THE OPEN SESSION OF THE ANNUAL MEETING OF THE**  
**NEW JERSEY SMALL EMPLOYER HEALTH BENEFITS PROGRAM BOARD**  
**HELD TELEPHONICALLY PURSUANT TO EXECUTIVE ORDER 103 (MURPHY)**  
**September 21, 2022**

**Members participating:** Herb Ames; Robert Benkert (United); Alison Birzon (Cigna); Chrissy Buteas; Gary Cupo; Margaret Koller; Taylor Kopelan (Horizon); Thomas Pownall (Aetna Health); Gale Simon (DOBI); Tony Taliaferro (AmeriHealth).

**Others participating:** Ellen DeRosa, Executive Director; Chanell McDevitt, Deputy Executive Director; Rosaria Lenox, Managing Financial Officer; Jeffrey Posta, Deputy Attorney General.

**I. Call to Order**

E. DeRosa called the meeting to order at 10:02 A.M. She announced that notice of the meeting, which was designated as the Annual Meeting, was provided to three newspapers of general circulation and the State House Press Corps, and posted at the Department of Banking and Insurance (“DOBI”), on the DOBI website, and at the Office of the Secretary of State in accordance with the Open Public Meetings Act.

E. DeRosa noted that, pursuant to P.L. 2020, c. 2, as a result of the state of emergency and public health emergency declared by Governor Murphy on March 9, 2020 through Executive Order 103, as subsequently extended,<sup>1</sup> due to the COVID-19 pandemic, the SEH Board’s regularly scheduled meeting is being held entirely telephonically rather than at the Board’s offices in Trenton. She stated that, in accordance with P.L. 2020 c. 11, electronic notice of the meeting and the means by which the public could attend the meeting telephonically was posted on the Board’s website, and issued electronically to all known interested parties.

E. DeRosa determined that a quorum was present, and that voting would be by roll call.

Members of the public were asked to identify themselves and are listed at the end of these minutes.

**II. Public Comments**

There were no public comments.

**III. Annual Meeting – *Election of Chair/Vice Chair; Committees***

E. DeRosa reminded Board members that one of the purposes of the Annual Meeting is election of the Chair and Vice Chair of the Board, as well as reconstitution of standing committees. She

---

<sup>1</sup> Pursuant to N.J.S.A. 26:13-3(b), a Public Health Emergency lasts for 30 days unless extended, while States of Emergency declared in accordance with N.J.S.A. App A:9-33 et seq. remain in effect until declared ended by a subsequent executive order. The Public Health Emergency was continuously extended through multiple executive orders until E.O. 244 (Murphy), issued June 4, 2021, declared the Public Health Emergency ended. However, Governor Murphy has not yet ended the State of Emergency established by E.O. 103 (Murphy). Thus, the Board continues to meet remotely, and public access is limited to telephonic means. (Notably, E.O. 280, issued January 11, 2022, resulted in another Public Health Emergency due to COVID-19, which was extended by E.O. 288 on February 10, 2022, then lifted by E.O. 292 on March 4, 2022.)

noted that: there is no limit to the number of times someone can serve as the Chair or Vice Chair; and, the election and service is personal, not corporate, meaning that, in the event the Chair cannot serve at a meeting, and the Chair happens to be a company representative, another representative of the same company does not take that person's place as Chair. The current Chair and Vice Chair, T. Taliaferro, and M. Koller, respectively, both indicated they would be willing to serve an additional year, if elected.

**T. Pownall made a motion, seconded by G. Cupo, to nominate and elect T. Taliaferro as Chair, and M. Koller as Vice Chair for an additional term. By roll call vote, the motion carried unanimously.**

E. DeRosa provided information regarding the current composition of the standing committees of the SEH Board:

- Legal Committee: Aetna, AmeriHealth, DOBI, Horizon
- Finance & Audit Committee: AmeriHealth, H. Ames, DOBI, Horizon, United
- Marketing: G. Cupo, Horizon, M. Koller, United

It was determined that no members sought to remove themselves or add themselves to the standing committees.

**G. Cupo made a motion, seconded by T. Pownall, to reconstitute the Legal Committee, the Finance & Audit Committee and the Marketing Committee with their existing composition for another term. By roll call vote, the motion carried unanimously.**

#### **IV. Minutes of August 17, 2022**

**M. Koller made a motion, seconded by G. Simon, to approve the Open Session minutes of the meeting of August 17, 2022, without amendment. By roll call vote, the motion carried, with R. Benkert abstaining.**

#### **V. Report of the Finance and Audit Committee – *Management Discussion and Analysis (MDA) and End-of-Year Financial Statements***

R. Lenox stated that the FAC met to review the MDA, as well as the financial statements for the year ended June 30, 2022 (FY2022). She noted that the audit of the FY2021 financials resulted in an unqualified opinion. She then discussed the MDA, and the year-end financial statements: the Statement of Net Assets; the Statement of Changes in Net Assets; the Statement of Cash Flows; and, the Comparison of Budget & Actual Expenses.

No action by the Board was required.

#### **VI. Public Comments**

There were no public comments.

## **VII. Executive Session**

E. DeRosa requested that the Board move into Executive Session to discuss personnel matters. She indicated she believed the Board would have no need to take any action in a subsequent Open Session, other than to close the meeting.

**T. Pownall made a motion, seconded by H. Ames, for the Board to enter into an Executive Session for the purpose of discussing personnel matters, with no expectation of further action upon return to Open Session. By roll call vote, the motion carried unanimously.**

*[The Open Session ended at 10:24 A.M.]*

*[The Open Session resumed at 10:41 A.M.]*

## **VIII. Close of Meeting**

**M. Koller made a motion, seconded by T. Pownall, to adjourn the meeting. By roll call vote, the motion carried unanimously.**

*[The meeting adjourned at 10:43 A.M.]*

Public known to be in attendance:

- Joan Fusco
- Suzanne Fitzgerald, Savoy Associates