Exhibit 5.a

Wellness Insurance Network Board of Trustees Meeting Wednesday, July 15, 2015 Barrington Area Public Library, Barrington, IL

#### Minutes

#### 1. Welcome

President Lentine called to order the meeting of the Wellness Insurance Network (WIN) Board of Trustees at 1:01 p.m.

# 2. Roll Call

Secretary Beal called roll. The following Trustees were present: Beal, Bochenski, Cerqua, Lentine, Pansch, Sarnoff, and Thomas.

Scott Remmenga, April Krzeczkowski, and Noreen Blair from Assurance Agency.

# 3. Election Results and Election of Officers

Remmenga reported Beal, Cerqua, and Bochenski were all re-elected.

TRUSTEE PANSCH MOVED FOR THE SLATE TO MAINTAIN THE SAME OFFICERS. TRUSTEE BOCHENSKI SECONDED THE MOTION.

UPON BEING PUT TO A VOTE, THE MOTION CARRIED. AYES-7; NAYS-0.

### 4. Approval of Agenda

TRUSTEE BOCHENSKI MOVED TO APPROVE THE AGENDA FOR JULY 15, 2015. TRUSTEE THOMAS SECONDED THE MOTION.

No changes or additions. President Lentine called for a vote to approve agenda as presented.

UPON BEING PUT TO A VOTE, THE MOTION CARRIED. AYES-7; NAYS-0.

### 5. Approval of Minutes

TRUSTEE SARNOFF MOVED TO APPROVE BOARD MEETING MINUTES OF MAY 20, 2015. TRUSTEE PANSCH SECONDED THE MOTION.

UPON BEING PUT TO A VOTE, THE MOTION CARRIED. AYES-7; NAYS-0.

### 6. Treasurer's Report - Financial Statements

Exhibit 5.a

a) Remmenga reviewed the Statement of Revenue and Expenditure Budget and Actual Report for the periods ending May 31, 2015 and June 30, 2015.

b) Remmenga reviewed the Balance Sheets as of May 30, 2015 and June 30, 2015.

President Lentine called for a motion for approval of financial statements as presented.

TRUSTEE THOMAS MOVED FOR APPROVAL OF MAY AND JUNE FINANCIAL STATEMENTS AS PRESENTED. TRUSTEE BEAL SECONDED THE MOTION.

UPON BEING PUT TO A ROLL CALL VOTE, THE MOTION CARRIED. AYES-7: BEAL, BOCHENSKI, CERQUA, LENTINE, PANSCH, SARNOFF, AND THOMAS; NAYS-0.

# 7. Presentation and Approval of Bills

Remmenga went over the list of bills presented for the period May 21, 2015 to July 15, 2015. The Board reviewed the list of checks.

President Lentine called for a motion for approval of bills.

TRUSTEE CERQUA MOVED FOR APPROVAL OF BILLS AS PRESENTED. TRUSTEE THOMAS SECONDED THE MOTION.

UPON BEING PUT TO A ROLL CALL VOTE, THE MOTION CARRIED. AYES-7: BEAL, BOCHENSKI, CERQUA, LENTINE, PANSCH, SARNOFF, AND THOMAS; NAYS-0.

### 8. President's Report/Communication

There was nothing to report.

# 9. Assurance Agency / Administration Report

- a) Claim update through June 2015: Blair provided report and noted claims are continuing to run less than expected and better than last year.
- b) Remmenga reported the audit fieldwork will be in early August and information will be sent to the actuary when available in August. Both reports should be ready for the September 16 Board Meeting.

### 10. Old Business

a) Discussion Item: Update on Summary Plan Description (SPD)

Blair reported the SPD is still being reviewed. As part of the review there is a need for a HIPAA policy which will be discussed for approval later in the meeting.

Exhibit 5.a

b) Action Item: Second Draft of FY2016 Budget

Remmenga reported on the few updates for admin fees and for the liability insurance line. All other figures remain as previously presented. TRUSTEE THOMAS MOVED TO APPROVE THE FY2016 BUDGET AS PRESENTED. TRUSTEE SARNOFF SECONDED THE MOTION.

UPON BEING PUT TO A ROLL CALL VOTE, THE MOTION CARRIED. AYES-7: BEAL, BOCHENSKI, CERQUA, LENTINE, PANSCH, SARNOFF, AND THOMAS; NAYS-0.

- c) Discussion Item: Renewal and Benchmarking Information for 1/1/2016
  - Blair distributed the Utah benchmarking standard as information for the Board.
  - Along with benchmarking another item to look at would be the implementation of a step therapy program and analyze if that would impact claims cost based on historical claim data. This could help control the increasing drug cost particularly for specialty drugs.
  - Blair also mentioned the possibility of implementing the Blue Value Advisor program which has a fee per member per month and would assist in the scheduling of appointments/tests in the most cost beneficial way for the plan.

### 11. New Business

a) Action Item: Development of HIPAA policy

Blair informed the Board on the need to have a separate HIPAA policy and read through sample language. Remmenga noted due to the cost not to exceed limitation the amount to be approved was raised to \$2,000 but should be lower cost unless additional research is required.

TRUSTEE SARNOFF MOVED TO APPROVE THE DEVELOPMENT OF A HIPAA POLICY BY SEYFARTH SHAW LLP AT A COST NOT TO EXCEED \$2,000. TRUSTEE PANSCH SECONDED THE MOTION.

UPON BEING PUT TO A ROLL CALL VOTE, THE MOTION CARRIED. AYES-7: BEAL, BOCHENSKI, CERQUA, LENTINE, PANSCH, SARNOFF, AND THOMAS; NAYS-0.

- 12. Public Comment: There was no public comment.
- 13. <u>Next Board Meeting Date and Location:</u> The next WIN Board Meeting will be on Wed, September 16, 2015 at 1:00 p.m. at Barrington Area Public Library.

| 14. | Adj | journment |
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| TRUSTEE PANSCH MOVED TO ADJOURN THE MEETING AT 1:49 P. | M. TRUSTEE   |
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| SARNOFF SECONDED THE MOTION. UPON BEING PUT TO A VOTE  | , THE MOTION |
| CARRIED. AYES-7; NAYS-0.                               |              |
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Secretary