

KAIROS HEALTH ARIZONA, INC.

**Minutes of the Meeting of the Board of Directors
April 14, 2022**

A meeting of the board of directors for Kairos Health Arizona, Inc., was held on February 10, 2022 at 333 East Osborn Road, Suite 100, Phoenix, AZ 85012.

Members present: Lana Berry, telephonically
Chris Knutsen
Rudy Rodriguez, telephonically
David Tharp
Dr. Michael L. Wright

Members absent: None

Staff present: Risk Program Administrators

John Ashton
Tanya Edwards
Jennifer Darnall
Lori Jundt
Jeremy Larson
Jennifer Sherman
Hannah Olson
Divi Matuszewski
Denise Walsh
Jennifer Gabriel
Peter Gregory
Vanessa Jones
Nicole Rice
Frankie D'Ambrosio
Kendra Callaghan

Claremont Capital Management, LLC

Tom Palmer
Patrick Kohnen

Patriot Growth Insurance Services

Tom Marreel
Scott Iwanowski

Wright Welker & Pauole

Chris Welker

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A. Opening of the Meeting

1. Call to order

Rudy Rodriguez called the meeting to order at 12:04 p.m.

2. Welcome visitors

Casey Johnson: Kingman Unified School District
Dee Ostrowicki: Chandler Unified School District
Bobby Fendley: Fendley Benefits

B. General Business

1. A motion was made to approve the board agenda for April 14, 2022.

Michael Wright, moved
Chris Knutsen, seconded
Motion passed unanimously

2. A motion was made to approve the minutes from the February 10, 2022 meeting of the board.

Dave Tharp, moved
Chris Knutsen, seconded
Motion passed unanimously

3. Management report

The following items were discussed in the management report:

- 2022/2023 renewal and onboarding;
- AGRiP conference;
- legislative update;
- business development; and
- future meeting schedule.

4. Financial report

Jeremy Larson presented the management dashboard for the period ending February 28, 2022. Year-to-date net operating revenues were \$79,796,926.

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Operating expenses and other income totaled \$70,574,188. Total net income was \$2,463,307 for self-funded members and \$6,575,562 for the shared risk pool.

Tom Palmer presented the investment report as well as an update on the current state of the financial markets.

5. Claims report

Staff presented an update on the following reports through April of 2022:

- shared risk pool medical and pharmacy performance;
- COVID-19 summary report; and
- clinical advocacy program performance.

C. New Business

1. Discussion and appointment of board vacancies

John Ashton presented the board vacancies. Currently, the board has two open vacancies. Mum Martens of Higley Unified School District has expressed interest in joining the board effective July 1, 2022.

Mr. Ashton and the board discussed considerations for the second vacancy by reviewing current and potential representation possibilities. The board asked staff to reach out to the possible candidates and if interested, bring the information to a future meeting so that the board could take a vote.

A motion was made to appoint Mum Martens to fill the vacancy in tier 1 effective July 1, 2022.

Rudy Rodriguez, moved
Michael Wright, seconded
Motion passed unanimously

2. Discussion and approval of coverage for former board members

Tanya Edwards presented information on potential coverage for former school board members. (The Kairos plan currently allows coverage for active school board members only.) The Kairos board discussed the matter in depth.

A motion was made to prohibit coverage for former school board members.

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David Tharp, moved
Michael Wright, seconded
Motion passed unanimously

3. Discussion and approval of 2022/2023 contracts and policies

Tanya Edwards presented the 2022/2023 contract and policy summary that identifies vendors that provide services to the pool. The summary included a description of services, fees/rates, and an overview of key terms and conditions. Ms. Edwards advised that the proposed fees have been contemplated in the 2022/2023 Budget—Rev. 0, which was approved at the previous board meeting.

Michael Wright asked that the board approve the Wright, Welker, and Pauole contract as a separate item.

A motion was made to approve the 2022/2023 contracts and policies without Wright, Welker, and Pauole's contract.

Chris Knutsen, moved
Lana Berry, seconded
Motion passed unanimously

A motion was made to approve the 2022/2023 Wright, Welker, and Pauole contract.

David Tharp, moved
Chris Knutsen, seconded
Motion passed as Rudy Rodriguez, Chris Knutsen, David Tharp, and Lana Berry voted in favor and Michael Wright abstained

4. Discussion and approval of 2022/2023 Risk Program Administrators (RPA) proposed contract

John Ashton presented the 2022/2023 Risk Program Administrators contract and advised that there were no changes aside from extending the termination date for one more year.

Mr. Ashton offered to have staff leave the room if the board members wished to discuss the contract among themselves. The board declined.

A motion was made to approve the 2022/2023 Risk Program Administrators contract, with one modification to increase the liability limit from \$1M to \$2M.

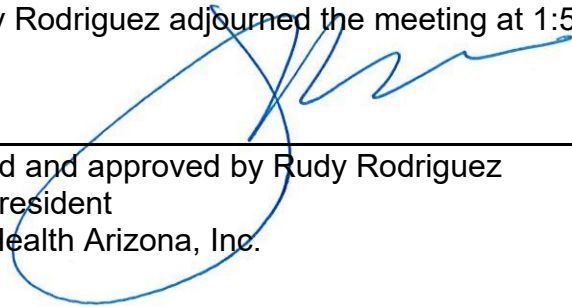
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David Tharp, moved
Michael Wright, seconded
Motion passed unanimously

D. Adjournment

Rudy Rodriguez adjourned the meeting at 1:58 p.m.



Received and approved by Rudy Rodriguez
Board President
Kairos Health Arizona, Inc.