

**BYLAWS  
OF THE STATE CORPORATION COMMISSION  
HEALTH BENEFIT EXCHANGE ADVISORY COMMITTEE**

**ARTICLE I – NAME**

Section 1. The name of this Committee shall be the “Health Benefit Exchange Advisory Committee.”

**ARTICLE II – PURPOSE**

Section 1. The 2020 General Assembly established the Health Benefit Exchange Advisory Committee (“Committee”), set forth in § 38.2-6503 of the Code of Virginia, as part of the legislation creating the Virginia Health Benefit Exchange (SB 732/HB 1428). The purpose of this Committee is to advise and provide recommendations to the Commission and the Exchange Director in carrying out the purposes and duties of the Exchange.

**ARTICLE III – COMMITTEE MEMBERSHIP**

Section 1. Members of the Committee and any subcommittee members shall serve without compensation.

Section 2. The Committee shall consist of up to ten (10) voting members and five (5) ex officio nonvoting members. Members shall be appointed as follows:

- Five (5) nonlegislative citizen members appointed by the Governor, each of whom shall have demonstrated and acknowledged expertise in individual health coverage, small employer health coverage, health benefits plan administration, health care finance and economics, actuarial science, or with expertise in eligibility and enrollment in health care affordability programs and public health insurance.
- At least three (3) nonlegislative citizen members appointed by the Commission, including one (1) individual representing an organization that represents the Virginia insurance industry, one (1) individual representing insurance agents, one (1) consumer representative, and any other members determined by the Commission.
- The Commissioner of Insurance, the Director of the Department of Medical Assistance Services, the State Health Commissioner, the Commissioner of the Department of Social Services, and the Secretary of Health and Human Resources, or their designees, shall serve as ex officio nonvoting members.

**ARTICLE IV – QUALIFICATION TO SERVE**

Section 1. Membership in the Committee is governed by the appointment requirements of § 38.2-6503 of the Code of Virginia as provided in Article III above.

Section 2. No member of the Committee shall be a legislator or hold any elective office in state government.

Section 3. A majority of the members appointed by the Governor and a majority of the members appointed by the Commission shall have no conflict of interest as set forth in § 1311 (d) of the Patient Protection and Affordable Care Act (PPACA) and 45 C.F.R. § 155.110. Each member shall have a continuing obligation to disclose new conflicts of interest to the Committee Chair and to the Commission.

## **ARTICLE V – TERM OF APPOINTMENT**

Section 1. The initial appointments shall be staggered as follows:

- Two (2) members appointed by the Governor and one (1) member appointed by the SCC for a term of four (4) years.
- One (1) member appointed by the Governor and one (1) member appointed by the SCC for a term of three (3) years.
- One (1) member appointed by the Governor and one (1) member appointed by the SCC for a term of two (2) years.
- One (1) member appointed by the Governor for a term of one (1) year.

Section 2. After the initial staggering of terms, nonlegislative citizen members shall be appointed for a term of four (4) years. No nonlegislative member shall serve for more than two (2) consecutive four-year terms. The remainder of any term to which a member is appointed to fill a vacancy shall not constitute a term in determining the member's eligibility for reappointment.

## **ARTICLE VI – OFFICERS**

Section 1. The Committee shall elect a Chair and Vice-Chair from among its membership. Nominations for Chair and Vice-Chair will be accepted prior to the initial meeting and then annually thereafter.

Section 2. The Committee Chair shall:

- Serve on the Committee as a voting member.
- Coordinate the meeting agenda in collaboration with Commission staff.
- Act as a liaison between the Committee, the Exchange Director and the Commission.
- Submit recommendations of the Committee to the Exchange Director and to the Commission.
- Coordinate collection, review, and storage of public comments with Commission staff for the consideration of the Committee.

Section 3. The Committee Vice-Chair shall:

- Act as Chair during temporary absence or upon resignation of the Chair.
- Work in collaboration with the Chair in fulfillment of the Chair's duties as needed.

## **ARTICLE VII – VACANCY AND REMOVAL**

Section 1. A vacancy shall exist upon the resignation, removal, or death of a member. Any vacancy occurring on the Committee shall be filled as soon as practicable by appointment by the Commission or Governor, as appropriate, and in accordance with § 38.2-6503 of the Code of Virginia, such that the appointed members represent the same balance of stakeholders as existed prior to the member vacancy.

### Section 2. Reasons for Removal:

- A member may voluntarily resign.
- A member shall be removed should that member become a legislator or otherwise elected to state government.
- A member who no longer represents the stakeholder group or organization that served as the basis for his/her appointment to the Committee shall be removed.
- Any member who has failed to attend (a) any three (3) successive meetings shall be removed, unless the Committee votes to retain the individual as a member.
- A member may be removed for good cause by vote of the Committee.

## **ARTICLE VIII – MEETINGS**

Section 1. Time and Place. Meetings of the Committee, not less than two (2) in each calendar year, shall be held at such time and place as determined by Commission staff in consultation with the Committee Chair. Meetings may be held by conference call or by other telecommunications means.

Section 2. Public Participation. Meetings of the Committee shall be announced at least one (1) week in advance on the Exchange website, along with the meeting agenda, and shall be open to the public. The Committee shall permit reasonable public comment concerning matters on a meeting's agenda at meetings not less frequently than semi-annually. The Committee shall announce prior to each meeting whether public comment will be accepted. The Committee shall accept written comments from the public on an ongoing basis.

Section 3. Attendance and Member Participation. Each member is expected to communicate with the Chair and/or Committee staff in advance of all Committee meetings stating whether the member is able to attend or participate via conference call, electronic media, or other agreed-upon means of communication. A roll call shall be taken by Commission staff at the beginning of each meeting and a record of those members in attendance shall be kept as part of the records of the Committee. A member may participate in a meeting via electronic media, including teleconferencing and videoconferencing, so long as his or her comments are audible to all in attendance, and provided that the member's participation in this manner is noted in the minutes. Members participating by such means shall count for quorum purposes, and their votes shall be counted when determining the actions of the Committee.

Section 4. Meeting Procedures. The Committee may adopt procedures governing the conduct of its meetings as it deems necessary. It is the intention of the Committee to conduct its meetings in an informal manner to the extent possible. At such times, however, as formal procedures are deemed necessary, the Committee will follow the procedural guidelines found in Robert's Rules of Order. The Commission's Office of General Counsel shall provide an individual to assist the Committee as the parliamentarian. The sole purpose of this individual is to assist in the resolution of procedural disputes.

Section 5. Order of Business. The order of business of the meetings of the Committee shall ordinarily be, but is not required to be, as follows:

1. Preliminary matters
2. Call to Order
3. Roll Call
4. Reports from the Exchange Director or their designee
5. Reports from subcommittees and members
6. Consideration of questions, recommendations, reports, or comments to be offered to the Commission and Exchange Director
7. Response from the Exchange Director or their designee to Committee recommendations
8. Other business
9. Public comments, in accordance with Section 2 of this Article
10. Adjournment

Section 6. Agenda. The draft agenda of items under each order of business per Section 5 shall be coordinated by the Committee Chair and the Commission staff and circulated to members one (1) month in advance of a Committee meeting. Committee members may propose additional or revised agenda items. Said proposals must be received by the Committee Chair and Commission staff no later than two (2) weeks prior to the Committee meeting. The Commission staff shall promptly circulate and post the final agenda upon approval by the Committee Chair.

Section 7. Quorum. At any meeting of the Committee, a simple majority of the voting members shall constitute a quorum. Actions by a quorum shall be deemed to represent the actions of the entire Committee.

Section 8. Voting. Each member shall be entitled to one vote. There shall be no voting by proxy. A quorum being present, a majority vote shall rule, except for votes on amendments to these Bylaws, which per Article IX require a minimum of two-thirds of members. Voting by mail or electronically is permitted, provided that the action to be voted upon and the results of the vote shall be fully set forth at a meeting and reflected in the minutes.

Section 9. Minutes. Minutes of each meeting, which shall include the Committee's recommendations and responses to its recommendations, shall be recorded by Commission staff. Commission staff shall timely circulate minutes to Committee

members for electronic approval. Failure to respond within one (1) week of the transmission date shall be considered approval. Approved minutes shall be available to the public and posted on the Exchange's website.

Section 10. Special Meetings. The Commission or the Committee Chair may, upon notice to the Committee members, call special meetings of the Committee. Such notice may be provided electronically and shall be provided not less than seven (7) business days prior to the meeting. Such meetings may be held at a time and place established by the notice. Special meetings may be by conference call or by other telecommunications means and shall be open to the public.

Section 11. Subcommittees and Taskforces. The Committee, as it deems appropriate and by resolution adopted by a majority of the members, may designate and appoint one or more subcommittees and/or task forces, each consisting of two or more members. Such subcommittees and task forces shall have the power and duties designated by the Committee and shall give advice and make non-binding recommendations to the Committee.

## **ARTICLE IX– AMENDMENTS**

These Bylaws may be amended by a two-thirds majority vote. Such voting may occur electronically.