

State of Delaware

State Employee Benefits Committee

Governance and Operations Manual

Adopted by the State Employee Benefits Committee on _____

This governance manual shall be binding on Committee members and shall remain in effect until amended by the Committee. The Committee shall have full and complete discretion as to the interpretation of this document and its application to a specific situation. Nothing contained herein shall provide any other party with the right to enforce the terms of this policy.

Adopted by the State Employee Benefits Committee this ____ day of _____ 2026 as evidence by the signature of the Committee Chair, as attested below.

Committee Chair

Date

SEBC Manager, Attest

Date

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Adoptions and Revisions

Date	Document/ Section	Type	Description of Revision	Approval/Authority

Chapter 1. Introduction

1.1. Purpose of the Governance and Operations Manual

The purpose of this Governance and Operations Manual ("Manual") is to establish a comprehensive framework for the governance and operation of the State of Delaware State Employee Benefits Committee ("SEBC" or "Committee"). This Manual is intended to promote effective governance, transparent decision-making, consistent administrative practices, and responsible stewardship of the State Group Health Insurance Plan ("GHIP") and other employee benefit programs entrusted to the Committee.

The Manual serves as a reference for Committee members, Statewide Benefits Office ("SBO") staff, and other stakeholders by documenting the Committee's governance structure, responsibilities, operating procedures, and policies. It is intended to support informed decision-making, continuity during changes in Committee membership, and ongoing improvement in governance practices.

This Manual supplements, but does not replace, applicable federal and state laws, regulations, plan documents, or Committee resolutions. In the event of any conflict, applicable law shall govern.

1.2. Scope

The Manual addresses governance responsibilities, Committee operations, member expectations, oversight responsibilities, and administrative procedures. Specific Committee policies can be found in the Appendix of this Manual. It is not intended to replace individual contracts, procurement documents, or benefit plan documents.

1.3. Review and Amendment

This Manual shall be reviewed periodically by the Committee to ensure it remains consistent with applicable law, Committee policy, and best governance practices. Amendments to the Manual may be adopted by the SEBC. See Chapter 6, which establishes an annual governance review.

Chapter 2. The State Employee Benefits Committee

2.1. Purpose

The SEBC is responsible for the governance and oversight of employee benefit programs assigned to it under Delaware law. This chapter establishes the foundational governance framework of the Committee, including its mission, statutory authority, responsibilities, composition, leadership, and organizational structure.

The purpose of this chapter is to provide a clear understanding of the Committee's role and authority; the programs subject to its oversight; and the manner in which the Committee organizes itself, including through the establishment and use of subcommittees, to carry out its responsibilities.

The provisions of this chapter are intended to promote clear accountability, effective governance, and consistent exercise of the Committee's authority in furtherance of the interests of the State, participating employers, employees, retirees, and their covered dependents.

2.2. Mission

The SEBC exists to offer the State of Delaware employees, retirees and their dependents adequate access to high-quality healthcare that produces good outcomes at an affordable cost, promotes healthy lifestyles, and helps them be engaged consumers.

2.3. Statutory Authority and Governance Responsibilities

The SEBC is established by the Delaware Code to oversee the administration of certain employee benefit programs on behalf of the State of Delaware. See 29 *Del. C.* § 9602(b)(1)-(5). The Committee's overarching statutory mandate includes the following powers, duties, and functions:

- 1) With the exception of deferred compensation pursuant to Chapter 60A of Title 29, and any other investment or retirement savings plan, control and management of all employee benefit coverages including health-care insurance and blood bank, pursuant to Chapters 51 and 52 of this Title 29; state employees group life insurance pursuant to Chapter 32 of Title 18; and all other currently existing and future employee benefits coverages, including but not limited to all forms of flexible benefits, dental, vision, prescription, long-term care and disability coverages.
- 2) Selection of all carriers or third-party administrators necessary to provide coverages to State employees and eligible pensioners.
- 3) Authority to contract on a fully-insured or self-insured basis.
- 4) Authority to adopt rules and regulations for the general administration of the employee benefit coverages.
- 5) Authority to make and enter into any and all contracts with any agency of the State, or any outside agency, for the purpose of assisting in the general administration of 29 *Del. C.* § 9602.

The Committee is responsible for governing these programs in a manner that promotes fiscal stewardship, transparency, accountability, and the long-term interests of eligible employees, retirees, and participating employers.

The Committee's responsibilities extend beyond the administration of individual benefit plans. The Committee serves as the governing body responsible for establishing policy, exercising oversight, adopting rules and policies, approving Requests for Proposals (RFPs), and making strategic decisions affecting the State's employee benefit programs.

The SEBC is subject, but not limited to:

- [Chapter 96 of Title 29](#), establishing the SEBC and defining its powers and duties;
- [Chapter 52 of Title 29](#), governing the administration of the State Group Health Insurance Program;
- [Chapter 52A of Title 29](#), governing the administration of the Disability Insurance Program;
- [Chapter 32 of Title 18](#), governing the State Employees Group Life Insurance Program;
- [Chapter 52C of Title 29](#), governing Supplemental Benefits;
- [Chapter 69 of Title 29](#), governing State procurement;
- [Chapter 58 of Title 29](#), regulating the conduct of officers and employees of the State;
- [Chapter 100 of Title 29](#), establishing the Freedom of Information Act ("FOIA");
- [Chapter 5 of Title 29](#), governing public records;
- Other applicable provisions of the Delaware Code and regulations governing public bodies, procurement, ethics, public records, and open meetings;
- Applicable federal laws governing employee benefit plans, healthcare, privacy, and nondiscrimination

Nothing contained in this Manual supersedes applicable law.

2.4. Programs Under Committee Oversight

The Committee provides governance and oversight of all employee statewide benefit programs apart from deferred compensation and retirement savings plans. These benefit programs are referred to as healthcare benefits and include:

- Medical (includes Surgeons of Excellence network for certain pre-planned surgeries)
- Prescription
- Health Management – Wellness & Disease Management
- Employee Assistance Program
- COBRA
- Dental
- Vision
- Disability
- FSA
- Pre-Tax Commuter
- Group Universal Life Insurance
- Critical Illness and Accident Insurance

2.5. Committee Governance Responsibilities

The Committee is the governing body responsible for establishing policy and exercising oversight of the employee benefit programs assigned to it by law. The Committee is responsible for governance rather than day-to-day administration. The Committee should avoid becoming involved in routine administrative matters except where policy decisions or statutory authority require Committee action. Day-to-day administration and implementation do not require Committee action unless otherwise required by law. An administrative matter will be elevated to the SEBC when implementation would require a material change in policy, benefits, financial commitments, strategic direction, or other matter reserved for Committee consideration.

In carrying out its governance responsibilities, the Committee may rely upon information, analysis, and recommendations provided by the SBO, legal counsel, consultants, vendors, subcommittees, and other subject matter experts. Reliance upon such resources does not alter the Committee's responsibility for matters reserved to it by law or Committee policy.

The Committee's responsibilities may be organized into the following governance functions:

A. Strategic Leadership

The Committee shall establish the long-term strategic direction and priorities of the employee benefit programs; monitoring achievement of strategic goals; and ensuring that Committee decisions support the long-term sustainability of the programs.

B. Benefit Policy

The Committee is responsible for establishing benefit policies consistent with Delaware law. This includes determining covered benefits, approving benefit plan designs, adopting rules governing program administration; and ensuring compliance with applicable laws.

C. Financial Stewardship

The Committee serves as steward of public resources dedicated to employee benefits. Responsibilities include reviewing financial performance and actuarial reports, monitoring claims experience and healthcare cost trends, evaluating reserve adequacy, overseeing long-term financial sustainability, and ensuring prudent use of public funds. The SEBC premium rates are informed by actuarial assumptions, membership, claims experience, medical and prescription trends, vendor fees, and anticipated program costs, with final rates approved by the SEBC.

D. RFP and Selected Vendor Approval

For an RFP to select a carrier or third-party administrator for the health care insurance plan for State employees or eligible pensioners, the Committee must approve the RFP by vote at a public meeting and provide the meaningful opportunity for public comment required by FOIA before the vote. The draft RFP must be included with the meeting notice and agenda. See 29 *Del. C.* § 9602(d)(4). In addition, the SEBC selects all carriers or third-party administrators necessary to provide coverage to State employees and eligible pensioners by approving the recommendation from a proposal evaluation team or review committee. While not expressly required by statute, the Committee shall maintain a consistent approval and public transparency process for all RFPs, unless otherwise approved by the Committee.

E. Oversight and Accountability

The Committee is responsible for monitoring the effectiveness of the programs under its jurisdiction. Oversight activities include reviewing performance metrics, monitoring quality outcomes, and reviewing utilization trends.

2.6. Exercise of Authority

The Committee exercises its authority collectively through actions taken at duly noticed public meetings in accordance with Delaware law. Committee decisions shall be documented through meeting minutes, resolutions, or other official actions.

2.7. Composition

The SEBC has 13 members. The following nine members serve ex officio, that is, by virtue of their position as elected or senior appointed officers of the State: the Chair of the Delaware Health Care Commission, the Lieutenant Governor, the Treasurer, the Insurance Commissioner, the Director of the Office of Management and Budget, the Controller General, the Chief Justice of the Supreme Court, the Secretary of the Department of Health and Social Services, and the Secretary of the Department of Human Resources (“DHR”). The Chair of the Delaware Health Care Commission serves as the SEBC Chair and the Secretary of DHR serves in a non-voting capacity. Ex officio members are authorized by statute to appoint designees to serve in their stead and at their pleasure. See 29 *Del. C.* § 9602(a)(1)-(2).

Two of the Committee members are required to be selected, one member appointed by the President Pro Tempore of the Senate and one member appointed by the Speaker of the House of Representatives, from among the following persons: The President of the Delaware State education Association, the Executive Director of the American Federation of State, County and Municipal Employees, the President of the Correctional Officers Association of Delaware, and the President of the Delaware State Troopers Association. Two additional Committee members are required to be residents of the State who are eligible pensioners under 29 *Del. C.* § 5201, one member appointed by the President Pro Tempore of the Senate and one member appointed by the Speaker of the House of Representatives. See 29 *Del. C.* § 9602(a)(1).

Appointed members may attend Committee meetings and subcommittee meetings through a designee if the proposed designee is approved by their appointing authority, and the appointed member provides written approval from the appointing authority to the Chair of the Committee or Chair of the subcommittee, as applicable. See 29 Del. C. § 9602(d)(2).

2.8. Committee Chair

The Chair of the Delaware Health Care Commission serves as the Chair of the SEBC as established in Delaware Code. See 29 Del. C. § 9602(a)(1)(j). The Chair serves as the presiding officer of the Committee and provides leadership for the Committee's governance activities. The Chair shall:

- preside over Committee meetings;
- promote orderly and productive discussion;
- work with the SBO to develop meeting agendas;
- ensure adequate opportunity for Committee deliberation;
- facilitate consensus when appropriate;
- ensure Committee decisions are clearly articulated;
- represent the Committee in official matters, when authorized; and
- support effective governance practices.

The Chair should encourage participation by all Committee members while maintaining efficient and respectful meetings. The Chair may take reasonable actions necessary to maintain orderly meetings.

2.9. Committee Vice Chair

The Vice Chair shall perform the responsibilities of the Chair during the Chair's absence and perform additional duties assigned by the Committee. The Committee must annually elect a Vice Chair. See 29 Del. C. § 9602(a)(4). A member is eligible to serve as Vice Chair of the Committee if the member is a voting member of the Committee and the member does not serve as a cabinet secretary or as the equivalent rank within the executive branch. See *id.* Members eligible to serve as Vice Chair include: the Lieutenant Governor, the Insurance Commissioner, the Chief Justice of the Supreme Court, the State Treasurer, the appointed pension eligible State retirees, and the appointed union representatives.

2.10. Committee Member Terms

Ex officio members' terms coincide with the terms of their respective offices. Ex officio members serve as soon as and as long as they hold the elective or appointive positions. Appointed members, the two union representatives and the two pension eligible State retirees, serve a term of two years. See 29 Del. C. § 9602(a)(3).

2.11. Subcommittees

The SEBC may establish subcommittees to support the Committee in carrying out its responsibilities for the oversight and administration of the State of Delaware GHIP. Subcommittees are established to assist the Committee by providing focused review, analysis, and recommendations on matters assigned by the Committee. Subcommittees do not possess independent decision-making authority; final authority remains with the full Committee.

Unless otherwise established by law, a subcommittee shall be established by formal action of the SEBC. The SEBC may establish standing subcommittees to address ongoing areas of responsibility or temporary subcommittees, work groups, or similar bodies to address a defined issue or project.

Subcommittee membership composition and terms shall be established by the SEBC in accordance with the resolution, charter, or other action establishing the subcommittee. In appointing subcommittee members, the SEBC should consider the responsibilities of the subcommittee, continuity of membership, member interest, relevant experience or expertise, and the value of diverse perspectives. Subcommittee members have the same responsibilities and expectations as Committee members established under Chapter 4 of this Manual.

Not every matter requiring SEBC action must first be reviewed by a subcommittee. The appropriate path should be based on the nature, complexity, significance, and urgency of the matter. The level of review will be determined based on the level of analysis or fact-finding required, the readiness of the issue for full Committee action, the time available for full Committee discussion of an item, the significance of the policy question, the timeline in which the SEBC is required to act, or the determination of the Chair of the SEBC that full Committee consideration is appropriate. Subcommittee review should therefore be used to enhance, rather than delay or duplicate, SEBC decision-making.

Subcommittees are accountable to the full SEBC and should regularly report on their activities. Subcommittee reporting should provide the full Committee with sufficient information to understand the basis for a recommendation without unnecessarily repeating the entire subcommittee discussion. Routine informational matters need not be presented in extensive detail unless they identify a material issue requiring SEBC attention. The full SEBC retains responsibility for its own deliberation and decision. A subcommittee recommendation does not obligate the SEBC to approve the recommended action. The SEBC may approve, reject, modify, or return a recommendation for additional analysis.

The sunset or dissolution of subcommittees shall be conducted by formal action of the SEBC. The SEBC should periodically review its subcommittee structure as part of its broader governance review to ensure that each subcommittee continues to serve a useful purpose and remain aligned with the Committee's responsibilities and strategic priorities.

Chapter 3. Committee and Subcommittee Operations

3.1. Purpose

The effectiveness of the SEBC depends upon well-organized meetings, informed deliberation, transparent decision-making, and efficient administrative support. This chapter establishes the operating procedures that guide the Committee's work and promote consistency in the conduct of business.

The Committee and subcommittees shall conduct its meetings in accordance with applicable provisions of the Delaware Code, including FOIA, and other laws governing public bodies.

3.2. Regular Meetings

The Committee shall establish a schedule of regular meetings as necessary to fulfill its statutory responsibilities. The Committee is required to meet regularly and at least once every six months. *See 29 Del. C. § 9602(d)*. Regular meetings shall be scheduled sufficiently in advance to allow for:

- compliance with public notice requirements;
- preparation and distribution of meeting materials;
- meaningful preparation by Committee members; and
- public participation as required by law.

The meeting schedule shall be published in accordance with FOIA by the SBO on the State of Delaware Public Calendar and the SEBC web page.

3.3. Special Meetings

Special meetings may be called when circumstances require Committee action before the next regularly scheduled meeting. Special meetings shall be noticed and conducted in accordance with applicable law and shall be limited to the business identified in the meeting notice and agenda.

3.4. Meeting Notices and Agenda

Meeting notices and agendas shall be prepared by the SBO in consultation with the Chair and/or Vice Chair of the Committee or subcommittee. Agendas shall be developed to support effective governance and strategic oversight while allowing sufficient time for informed discussion.

Under FOIA, most public meetings require at least seven days' advance notice. *See 29 Del. C. § 10004(e)(2)*. There are exceptions for emergency meetings that are necessary for the immediate preservation of the public peace, health or safety. *See 29 Del. C. § 10004(e)(1)*. FOIA also recognizes exceptions to the seven-day rule for special or rescheduled meetings, which may be conducted on as little as 24 hours' notice as long as the public notice of the special or rescheduled meeting explains why the public body could not provide seven days' notice. *See 29 Del. C. § 10004(e)(4)*.

Notices must be timely and conspicuously posted at the public body's primary office and on the State's public meeting calendar. *See 29 Del. C. § 10004(e)(5)*. Each notice must include the date, time and place of the meeting and indicate whether the meeting will be conducted by videoconferencing. *See 29 Del. C. § 10004(e)(1)(b)*. The notice must include the agenda for the meeting, if the agenda is known at the time of posting. *See 29 Del. C. § 10004(e)(2)(a)*.

Each agenda must include "a general statement of the major issues expected to be discussed at a public meeting, as well as a statement of intent to hold an executive session and the specific ground or grounds therefor." *See 29 Del. C. § 10002(a)*. Whenever practical, agenda materials will clearly identify items in which committee approval is being sought. This distinction helps members prepare appropriately and promotes efficient meetings. The public notice of meetings and agendas will be conducted in accordance with *29 Del. C. § 10004(e)*.

FOIA permits agendas to be added or amended to a public meeting notice in certain limited circumstances. First, if the agenda is not known when the initial notice is required to be posted, the agenda may be added to the notice at least six hours in advance of the meeting. *See 29 Del. C. § 10004(e)(6)*. The revised notice/agenda must include a brief description of the reasons for the delay in posting the agenda. Under FOIA determinations issued by the Delaware Department of Justice ("DDOJ"), a public body is permitted to amend a timely posted agenda if: (1) the public body posts an amended agenda describing adequately the new items at least six hours in advance of the meeting; (2) the public body includes in the amended agenda a brief statement describing the reasons for the delay in providing notice of each new agenda item; and (3) the amended agenda includes a statement that each new matter of public business came up unexpectedly after the initial posting and required immediate attention (i.e., that the matter could not be delayed to a

meeting held on seven days' notice). See *Op. Att'y Gen.* 17-IB15, 2017 WL 3426253, at *6 (July 7, 2017). The DDOJ has warned against repeated or routine amending of agendas after the initial posting. See *id.* at *5. Finally, the agenda may be changed during a public meeting to include new agenda items, including a new executive session, as long as the circumstances giving rise to the need for agenda modification arose after the commencement of the meeting. See 29 *Del. C.* § 10004(e)(3).

The presiding officer (normally the Chairperson) should adhere to the agenda as posted but has discretion to address agenda items out of order to maintain the flow of the meeting and ensure efficient use of time.

3.5. Meeting Materials

Meeting materials are not required to be posted in advance; however, in a spirit of transparency, the SBO makes every effort to post materials in advance of a meeting. The SBO aims to distribute all materials to the Committee in advance of the meeting with sufficient time to allow Committee members time for review. Materials deemed proprietary and confidential will be clearly marked.

3.6. Quorum and Voting

A majority of voting members constitute a quorum necessary to conduct a meeting of the Committee or a subcommittee. See 29 *Del. C.* § 9602(d)(1). Committee actions shall be approved by the vote required under the Committee's governing statutes. Members shall disclose conflicts of interest and recuse themselves from voting when required by law or applicable ethics requirements. The results of all votes shall be recorded in the official meeting minutes. Each member of the Committee or subcommittee, including an individual serving by designation, gets one vote with respect to any matter of public business. Official action by the Committee requires the approval of a quorum of the Committee. Official action by a subcommittee, including findings and recommendations, requires approval, by roll-call vote, of a quorum of the subcommittee. See 29 *Del. C.* § 9602(d)(3)(b).

3.7. Conduct of Meetings

Committee and subcommittee meetings will be conducted in accordance with all applicable provisions of the Delaware Code and regulations governing public bodies, ethics, public records, and open meetings. As established in Section 2.8 of this Manual, the Chair shall preside over meetings and facilitate orderly discussion. The Chair may establish reasonable procedures for managing discussion while ensuring all members have an opportunity to participate.

3.8. Technology and Virtual Participation

The Committee may utilize technology to facilitate meetings when authorized by law and consistent with applicable public meeting requirements. The use of electronic meeting platforms shall support transparency, public access, and meaningful participation by Committee members and the public. Remote participation by Committee members is permitted. See 29 *Del. C.* § 10006(A)(a). If the Committee holds a virtual meeting, the Committee Chair or Vice Chair must attend at the anchor location. If a subcommittee holds a virtual meeting, the subcommittee Chair or Vice Chair must attend at the anchor location. See 29 *Del. C.* § 9602(d)(1)(a)-(b).

To support continuity of leadership and ensure that a presiding officer is available throughout the meeting, the Chair and Vice Chair are expected to attend Committee meetings in person, except when extenuating circumstances prevent in-person attendance. If an unforeseen circumstance requires the Chair to leave or

become unavailable during a meeting, the Vice Chair shall assume the duties of the Chair for the remainder of the meeting or until the Chair is able to resume those duties.

3.9. Public Comment

The Committee recognizes the importance of public participation in its decision-making process and members of the public must be treated with fairness and respect. FOIA expressly requires time for public comment at open meetings, requires a meaningful opportunity to engage with the public body, and permits reasonable time, place, and manner restrictions. See 29 *Del. C.* § 10004(a)(2). The Chair may establish reasonable procedures governing:

- time limits;
- recognition of speakers;
- submission of written comments;
- decorum during meetings; and
- other administrative matters necessary for orderly meetings.

The SEBC Public Comment Protocol allows members of the public to know what to expect and the guidelines to follow when making public comment. A copy of the Public Comment Protocol is attached hereto as Appendix B.

This section does not prohibit the removal of any person from a meeting who is willfully and seriously disruptive of the conduct of such meeting. See 29 *Del. C.* § 10004(d).

3.10. Committee Deliberations

Committee deliberations should focus on issues requiring governance consideration and should not stray into discussion of items that are not on the agenda. Healthy discussion is encouraged as an important component of effective governance.

3.11. Executive Sessions

The Committee or a subcommittee may call for an executive session closed to the public to discuss but not vote on specific subject matters outlined in 29 *Del. C.* § 10004(b). The Committee may hold an executive session closed to the public upon affirmative vote of a majority of members present at a meeting of the public body. 29 *Del. C.* § 10004(c). The vote on the question of holding an executive session shall take place at a meeting of the public body which shall be open to the public, and the results of the vote shall be made public and shall be recorded in the minutes. See *id.* The purpose of such executive sessions shall be set forth in the agenda and shall be limited to the purposes listed in 29 *Del. C.* § 10004(b). Public bodies are required to disclose in their agendas only that they intend to convene in executive session to discuss a matter that, by statute, may be discussed in closed session. The disclosure should include the general type of matter and the specific statute involved.

All voting on public business must take place at a public meeting and the results of the vote made public. The agenda may be changed during a public meeting to include a new executive session, as long as the circumstances giving rise to the need for agenda modification arose after the commencement of the meeting. See 29 *Del. C.* § 10004(e)(3).

3.12. Meeting Minutes

FOIA requires public bodies to maintain minutes of all meetings, including executive sessions. See 29 Del. C. § 10004(f). Minutes must include a record of those members present and an accurate record, by individual member, of each vote taken and action agreed upon. See *id.* Aside from these minimal requirements, FOIA does not expressly prescribe the type or level of detail required in the minutes of a public meeting. See *Op. Att’y Gen.* 12-IIB12, 2012 WL 6858970, at *7 (2012).

Prior to being posted, draft minutes may be distributed to members who were present at the meeting. Draft minutes may continue to be revised and corrected up until final minutes are approved at an open meeting. See 29 Del. C. § 10004(f). The SBO is required by FOIA to post final approved minutes of open meetings to the public meeting calendar within five working days of final approval. See *id.*

The Committee, consistent with agency practices across State Government, prepares separate minutes for any discussion held in executive session. Under FOIA, minutes of executive session need not be posted publicly and may be withheld from public disclosure so long as such disclosure would defeat the lawful purpose of the executive session, but no longer.

The SBO shall prepare the draft minutes of each Committee and subcommittee meeting and executive session. Minutes serve as the official record of Committee actions and draft minutes shall be presented for Committee approval at a subsequent meeting.

3.13. Public Meetings and Public Records

The Committee is a “public body” within the meaning of the State’s Freedom of Information Act, 29 Del. C. §§ 10001-10007, and an “agency” within the meaning of the Delaware Public Records Law, 29 Del. C. Ch. 5 (the “DPRL”). So are its subcommittees. The Committee and its subcommittees and their respective members are subject to FOIA and the DPRL and are thus required to (a) hold and memorialize public meetings in accordance with FOIA, (b) preserve and dispose of public records in accordance with the DPRL, and (c) timely respond to FOIA requests and make available for inspection or produce copies of public records.

FOIA defines a “meeting” as “the formal or informal gathering of a quorum of the member of any public body for the purpose of discussing or taking action on public business.” See 29 Del. C. § 10002(j). Importantly, a public body may reach a “constructive” quorum (and thus be conducting a private “meeting” in violation of FOIA) through serial telephone, email or other electronic communications that allow members of a public body to exchange opinions and thoughts about a matter of public business. See *Op. Att’y Gen.* 17-IB09, 2017 WL 2345247, at *5 (2017). Committee members shall comply with any communications policies that address, among other things, communication between Committee or subcommittee members outside of public meetings.

3.14. Records Retention

The General Assembly has, through the DPRL, attempted to provide for the systematic management and preservation of historically valuable materials and ensure that the public has access to vital information to promote the efficient and economical operation of government. See 29 Del. C. § 501(a).

The DPRL governs the creation, preservation and management of public records and serves as the backbone of FOIA’s open records provisions. See 29 Del. C. § 10003. The definition of a “public record”

under the DPRL is very broad and covers all physical and electronic documents “made, used, produced, composed, drafted or otherwise compiled or collected or received” by any officer or employee of a public body “in connection with the transaction of public business, or in any way related to public purposes.” See 29 Del. C. § 502(8). This definition, like its counterpart under FOIA, is broad enough to include work-related emails, text messages and instant messages. With the exception of personal notes, Committee and subcommittee members should assume that all documents they receive or create in their official capacities are “public records” for purposes of the DPRL.

The DPRL requires all public officials to:

- Adequately document the transaction of public business and the services and programs for which they are responsible;
- Retain and adequately protect all public records in their custody; and
- Cooperate with Delaware Public Archives (“Archives”) and records officers in the establishment and maintenance of an active and continuous program for the economical and efficient management of public records. See 29 Del. C. § 504(a).

Under the DPRL, the chief administrative officer charged by law with the responsibility of maintaining offices having public records is the official custodian of such public records. See 29 Del. C. § 520. The SBO, under the direction of the Secretary of DHR and as the administrative arm of the Committee, maintains offices for Committee-related matters, including the management of the Committee’s public records. The Secretary of DHR is the official custodian of all Committee-related records.

3.15. Open Records – FOIA

The General Assembly has, through FOIA’s open records provisions, provided a comprehensive process through which Delaware citizens may access documents and information maintained by public bodies, subject to certain exemptions. FOIA requires public bodies to take certain actions to facilitate access to public records, including the appointment of a FOIA coordinator, prescribes a deadline for public bodies to respond, and sets the types and amounts of fees that may be charged in connection with a FOIA request.

All records meeting the definition of a “public record” are accessible by Delaware citizens. See 29 Del. C. § 10003(a). The definition of “public record” under FOIA is very broad and includes all information contained in or on physical documents (i.e., paper), as well as information stored in electronic format (such as Word, Excel, etc.) or databases, “relating in any way to public business, or in any way of public interest, or in any way related to public purposes.” See 29 Del. C. § 10002(o). Thus, FOIA’s concept of a “public record” covers, at least initially, almost every conceivable type of physical or electronic record that may be created, maintained or possessed by a public body.

FOIA contains a list of various types of documents and information that are excluded from the definition of a “public record” and thus need not be produced in response to a FOIA request. See *id.*

Chapter 4. Responsibilities and Expectations of Committee Members

4.1. Purpose

Service on the SEBC is a significant public responsibility. Committee members are entrusted by the General Assembly and their appointing authorities to govern employee benefit programs that affect thousands of State employees, retirees, and their covered dependents, while serving as stewards of substantial public resources.

This chapter establishes the expectations for Committee members in carrying out their governance responsibilities. These expectations are intended to promote informed decision-making, ethical conduct, effective collaboration, and public confidence in the Committee.

4.2. General Responsibilities

Committee members are expected to:

- fulfill the responsibilities assigned by law;
- support effective governance;
- promote long-term sustainability of the benefit programs;
- comply with applicable ethics requirements;
- disclose conflicts of interest;
- comply with all Committee established policies and procedures;
- exercise independent judgment;
- protect the confidentiality and integrity of non-public, confidential, and proprietary information;
- conduct themselves in a professional and respectful manner; and
- attend Committee meetings regularly;

Members should recognize that their responsibility extends beyond representing a particular constituency and includes consideration of the long-term interests of all individuals served by the Committee.

Except as authorized by law or Committee action, individual members do not possess independent authority to direct staff, vendors, consultants, or contractors.

4.3. Standard of Care

Committee members are expected to exercise reasonable care in carrying out their responsibilities.

Members should:

- prepare for meetings by reviewing agenda materials;
- become familiar with issues before the Committee;
- ask questions when additional information is needed;
- seek clarification regarding technical or financial matters;
- consider expert advice when appropriate; and
- make decisions based upon available evidence.

Members are not expected to possess expertise in every aspect of employee benefits, but they are expected to make informed decisions after appropriate consideration of the information presented.

4.4. Code of Conduct

Committee members shall conduct themselves in a manner that reflects the highest standards of integrity and professionalism. Members of the SEBC and subcommittees, both appointed and those serving in an ex officio capacity, are subject to the State of Delaware Code of Conduct found in Chapter 58 of Title 29 *Del. C.* governing the conduct of officers and employees of the State and are personally responsible for complying with its provisions. Appointed Committee members are considered “honorary state officials” within the meaning of the State Employees’, Officers’ and Officials’ Code of Conduct (the “Code of Conduct”), and are included in the description of “state officials” as used in this Manual. See 29 *Del. C.* § 5804(6). A copy of the Code of Conduct is attached hereto as Appendix C.

The Code of Conduct prohibits certain conduct involving conflicts of interest, including participating in the review or disposition of a matter in which any state official has a personal or private interest that may impair the person’s independence of judgment. See 29 *Del. C.* § 5805(a). Further, under the Code of Conduct, state officials must pursue a course of conduct that will not raise suspicion among the public that such official is engaging in acts which are in violation of the public trust, or which could reflect unfavorably upon the State and its government. See 29 *Del. C.* § 5806(a).

Violations of the Code of Conduct may be investigated by Counsel for the Public Integrity Commission (the “PIC”) and may be referred for disciplinary proceedings before the PIC. The PIC may, upon finding a violation, issue a written reprimand or issue a recommendation of removal. See 29 *Del. C.* § 5810(d). Violations involving knowing or willful participation in certain prohibited conduct may be referred for criminal prosecution. See 29 *Del. C.* § 5805(f).

A member, if in doubt about the propriety of a potential course of action, may seek an advisory opinion from the PIC or PIC Counsel as to the applicability of the Code of Conduct to any particular situation. See 29 *Del. C.* § 5807(c). A member may also request from the PIC a waiver of a specific prohibition of the Code of Conduct if the literal application of such prohibition in a particular case is not necessary to achieve the purposes of the Code of Conduct or would result in an undue hardship, including an undue hardship on the Committee. See 29 *Del. C.* § 5807(a). Any person who acts in good faith reliance upon an advisory or waiver decision is not subject to discipline or other sanction under the Code of Conduct with respect to the matters covered by the decision, provided there was a full disclosure of all material facts. See 29 *Del. C.* § 5807(a), (c).

Members should promptly raise actual or potential ethics concerns and seek guidance when uncertain regarding their obligations under applicable law.

4.5. Confidentiality

Committee members shall protect information that is confidential by law or exempt from public disclosure and shall comply with applicable privacy, confidentiality, and information-security requirements.

Nothing in this section limits the public's right of access to information required to be disclosed under applicable law.

4.6. Health Insurance Portability and Accountability Act (HIPAA)

The GHIP is subject to applicable federal privacy and security requirements, including the Health Insurance Portability and Accountability Act of 1996 (HIPAA) and its implementing regulations. Nothing in this Governance Manual expands the authority of the SEBC or individual Committee members to access protected health information (PHI). Access to and use of PHI shall be limited to purposes and circumstances permitted by applicable law and shall be handled in accordance with the privacy and security practices established for the GHIP.

4.7. Communications

Committee and subcommittee members shall comply with the SEBC Communications Policy governing communications among members, communications outside public meetings, communications with the SBO and legal counsel, contacts with current and prospective vendors, and external and media communications.

4.8. Relationships with Staff, Consultants, and Vendors

Committee members should maintain professional relationships with staff, consultants, and vendors. Members should respect the professional expertise of staff and advisors, request information through appropriate channels; and treat all respectfully.

Individual Committee members shall not direct the activities of the SBO, consultants, or vendors unless specifically authorized by the Committee.

Chapter 5. The Statewide Benefits Office and Supporting Relationships

5.1. Purpose

Effective governance depends upon a clear understanding of the respective roles and responsibilities of the SEBC and the SBO. This chapter establishes the governance relationships that support effective decision-making, accountability, and efficient administration of the employee benefit programs under the Committee's authority.

The SBO is the organizational unit within the DHR responsible for supporting the Secretary in carrying out the statutory responsibilities assigned under 29 *Del. C.* § 9603 and for providing administrative support to the SEBC.

Acting under the direction of the Secretary, the SBO performs the day-to-day administration of the State's employee benefit programs and supports the Committee by providing technical expertise, operational management, and policy recommendations.

The SBO serves as the Committee's primary administrative and technical resource. While the SBO provides professional analysis and recommendations, policy decisions remain the responsibility of the Committee, and statutory administrative authority remains with the Secretary.

5.2. Operational Functions

The SBO performs various operational functions for the GHIP. SBO staff members serve as the public-facing representatives of the State, as the administrator of the GHIP, and the Committee. Plan participants may contact the SBO with plan-related questions or concerns, including complaints concerning a plan vendor or a plan feature.

In its capacity of administrator of the GHIP, the SBO performs various operational functions for the plan. The SBO, under the authority of the Secretary of DHR, acts with the centralized responsibility for the operation of the State employee benefits program and the operation of open bid procedures for purchasing new employee benefits coverage from carriers and renewing existing contracts with such carriers. *See 29 Del. C. § 9603(a).*

Acting under the authority of the Secretary, the SBO administers the employee benefits programs, including eligibility and enrollment administration, financial administration, vendor and contract administration, member services, records administration, and other operational functions assigned by law.

5.3. Administrative Support to the Committee and Subcommittees

SBO staff perform numerous administrative tasks in support of the Committee and its subcommittees, including:

- assisting with the orientation and onboarding of new members;
- maintaining public-facing webpages for the Committee and plan-related documents and information;
- preparing draft agendas for, and coordinating and hosting, public Committee and subcommittee meetings;
- preparing Committee and subcommittee meeting minutes;
- responding to requests for public records directed to the Committee or a subcommittee, or their respective members, and identifying, producing and redacting responsive documents;
- coordinating and hosting member educational training;
- working with the SEBC's Deputy Attorney General ("DAG") to identify and address plan-related legal issues;
- implementing Committee actions;
- providing policy recommendations;
- furnishing financial, actuarial, and operational information; and
- reporting on program operations and performance.

5.4. Procurement

For purposes of approving a request for proposals to select a carrier or third-party administrator for the health care insurance plan for State employees or eligible pensioners, the Committee must approve the request for proposals by a vote of the Committee during a public meeting, provide the meaningful opportunity for public comment before the vote, and include the draft RFPs prepared for the meeting with the notice and agenda. *See 29 Del. C. § 9602(d)(4).*

SBO staff and/or SEBC consultants prepare draft RFPs for the Committee's review and approval, prepare and post RFPs and solicit bids from entities desiring to provide services to the committee or the GHIP, and

work with the DAG to ensure compliance with the State's Procurement Code, 29 *Del. C.* Ch. 69, and other applicable laws and regulations.

Proposal evaluation teams, in turn, make recommendations based on scoring results, and documented in a written memorandum. The Committee is ultimately responsible for approving any award to the successful vendor or vendors. The SBO, working with the SEBC's DAG, handles the negotiation of contracts with Committee-approved vendors. The Secretary of DHR serves as the State's contracting authority for employee benefit programs and executes contracts with insurance carriers, third-party administrators, and other benefit vendors as authorized by applicable law. See 29 *Del. C.* § 9603(a)(9).

5.5. Member Communication

The SBO, under the authority of the Secretary of DHR, is responsible for communicating to State employees all State employee benefit coverages, any additions or changes of benefits affecting State employees. The SBO also communicates to eligible pensioners, as defined in 29 *Del. C.* § 5201, all benefit coverages available, any additions or changes in benefit coverages, and any proposed additions or changes in benefits coverages affecting eligible pensioners. See 29 *Del. C.* § 9603(a)(8).

5.6. Responsibilities of Legal Counsel

Legal counsel for the SEBC is provided by the SEBC's DAG. The DAG advises the Committee regarding statutory authority, legal compliance, procurement matters, contract review, litigation matters, governance issues, ethics requirements, and other legal questions. The SEBC's DAG is the counsel who will represent the SEBC in any litigation matters. Outside legal opinions should not be sought by individual Committee members related to committee business and will not be considered as legal advice to the Committee. Legal counsel advises but does not establish Committee policy.

5.7. Responsibility of Consultants

The Committee may retain consultants to provide specialized expertise. Consultants may include actuaries, healthcare consultants, specialized legal counsel, pharmacy consultants, auditors, and other subject matter experts.

Consultants shall provide objective professional advice, identify risks and opportunities, present alternative approaches, and support evidence-based decision-making. Consultants advise the Committee but do not make policy decisions.

5.8. Responsibility of Vendors

Vendors are responsible for providing services in accordance with their contracts. Vendor responsibilities may include benefit administration, claims processing, customer service, care management, data reporting, financial reporting, implementation of Committee-approved initiatives, and performance guarantee reporting. Vendors are accountable through their contractual obligations and performance measures.

Chapter 6. Annual Governance Review

6.1. Purpose

The SEBC should periodically evaluate its governance structure and practices to ensure that they continue to support effective, informed, transparent, and accountable oversight of the GHIP. An annual governance review provides the Committee with a structured opportunity to consider whether its governance framework remains appropriate, whether established practices are functioning as intended, and whether changes are needed to improve Committee effectiveness. The annual governance review is intended to promote continuous improvement and institutional continuity.

6.2. Annual Review Process

The SEBC should conduct a governance review at least annually. The SBO, in consultation with the Committee Chair, legal counsel, and other appropriate parties, should coordinate the review and identify matters warranting Committee consideration. A comprehensive review of every governance document and practice is not required annually if no material changes have occurred. The annual review should focus on areas where:

- changes in law or regulation may affect the SEBC;
- Committee responsibilities or practices have changed;
- governance issues have arisen during the preceding year;
- existing procedures have created uncertainty or inefficiency;
- changes to the GHIP Strategic Framework affect the Committee's governance needs;
- subcommittee responsibilities or structure may require adjustment;
- existing Committee policies require amendment, consolidation, replacement, or retirement, or new policies or governance practices may be appropriate; or
- opportunities exist to improve Committee effectiveness.

Any recommended actions should be presented to the SEBC by the SBO and shall become effective only upon action by the Committee.

As part of the governance review, the Committee may periodically assess its own effectiveness, including the quality of meeting materials and discussions, member preparation and participation, effectiveness of subcommittees, adequacy of member education, and clarity of roles and responsibilities.

6.3. Governance Documents and Policy Inventory

The SBO shall maintain a current inventory of SEBC governance documents, including the Governance Manual, Committee-adopted policies, resolutions, subcommittee charters, and other governance documents approved by the Committee.

6.4. Annual Governance Calendar

The SBO should maintain an annual governance calendar identifying recurring matters requiring Committee review or action, including governance reviews, required training, policy reviews, subcommittee appointments or charter reviews, strategic planning activities, and other recurring governance responsibilities.

6.5. Administrative Updates to the Governance Manual

The SBO may make non-substantive administrative updates to this Governance Manual without prior approval of the SEBC when such changes do not alter the meaning, authority, responsibilities, rights, or obligations established by the Manual.

Permitted administrative updates may include:

- correcting typographical, grammatical, citation, numbering, or formatting errors;
- updating hyperlinks, cross-references, appendix references, and document titles;
- updating references to statutes, regulations, policies, resolutions, charters, or other governing documents when the underlying requirement has not materially changed;
- adding references to newly adopted or revised SEBC policies, resolutions, subcommittee charters, or other governance documents approved by the Committee;
- updating names or titles of agencies, offices, positions, vendors, programs, or other entities when the change is ministerial and does not affect the substance of the Manual;
- updating adoption, revision, or effective-date information;
- making conforming edits necessary to maintain consistency following an action previously approved by the SEBC; and
- making other clerical or technical corrections that do not result in a substantive change to Committee governance or policy.

Administrative updates should be documented in the Manual's revision history or other appropriate record maintained by the SBO.

Any proposed change that would materially modify the authority, responsibilities, governance structure, decision-making process, member obligations, Committee policy, or other substantive provision of this Manual shall be presented to the SEBC for approval. When there is uncertainty as to whether the proposed change is administrative or substantive, the SBO should consult with the Committee Chair and, as appropriate, legal counsel before making the change. A proposed change shall be presented to the SEBC for approval when there is reasonable doubt as to whether it is non-substantive.

Appendix A: SEBC Policies

Appendix B: SEBC Public Comment Protocol

The State Employee Benefits Committee (SEBC) is committed to providing an opportunity for public comments on matters brought before the Committee in [SEBC meetings](#). To achieve this objective, the Committee reiterates the following protocols for its public meetings.

Comments on SEBC public meeting matters may be provided in writing or verbally by attending the public meeting in person or virtually.

SEBC meetings provide a platform for the State employees, pensioners, and the public to hear the details of the SEBC's duties and authority with regards to administration of State of Delaware employee and retiree benefit coverages.

As detailed in Delaware Code, the SEBC has a statutory responsibility for the employee and retiree health benefits offered to State of Delaware employees and pensioners. Except where it pertains to matters exempted from Delaware's Freedom of Information Act, the SEBC reviews and discusses all business in public meetings. The SEBC may choose to vote on any action item identified on the published meeting agenda.

The purpose of the public meetings is to provide opportunity for the public to hear the details of specific matters and provide comments during public session if desired.

Those wishing to provide written public comments may send their comments to SEBC@delaware.gov. Please add "Public Comment" to the subject line of the email. Written comments will be distributed to the Committee members, entered into the record, and posted on the SEBC webpage along with meeting materials. For Committee members to receive comments prior to an SEBC meeting, those comments should be submitted at least 2 hours prior to the meeting. Comments should be sent to the SEBC mailbox and not directly to the members of the Committee.

Those wishing to offer verbal comments during the SEBC public comment period may pre-register via email to SEBC@delaware.gov no later than 2 hours prior to an SEBC meeting to be added to the list of commenters who will be recognized to speak during the public comment portion of the meeting.

Each commenter is asked to formally identify themselves for the record, and to make their comments as concise as possible.

To treat everyone equally and impartially at all SEBC public meetings, each person will be allotted a maximum of three minutes to comment.

The comment time limit will be strictly enforced to ensure that everyone is treated equally, and that all who want to comment have an opportunity to do so. To help speakers time their comments, a visual timer will be displayed.

Commenters will be recognized by the SEBC administrative staff in a commenting order based on their pre-registration. After those who pre-registered have provided comment, SEBC administrative staff will offer the opportunity for others participating either virtually or in-person to provide comment. When called on, the commenter will be taken off mute for three minutes. At the end of that time period, the system will automatically place them back on mute for the remainder of the meeting.

There will be no yielding of time from one person to another, to provide fairness and equality for each person wishing to offer comment.

A registered commenter may read into the SEBC record the comments of another person, provided that they fully identify that person. The three-minute time limit applies to the person speaking on another's behalf. No one will be granted three minutes to provide their comments *in addition to* the three minutes they are given to provide someone else's comments.

There will be no "Question and Answer" sessions involving SEBC members, staff, commenters, or any others during SEBC public comment. SEBC public meetings are formal platforms to offer comment specifically related to the subject matter of that meeting.

Appendix C: Code of Conduct

§ 5806. Code of conduct.

(a) Each state employee, state officer and honorary state official shall endeavor to pursue a course of conduct which will not raise suspicion among the public that such state employee, state officer or honorary state official is engaging in acts which are in violation of the public trust and which will not reflect unfavorably upon the State and its government.

(b) No state employee, state officer or honorary state official shall have any interest in any private enterprise nor shall such state employee, state officer or honorary state official incur any obligation of any nature which is in substantial conflict with the proper performance of such duties in the public interest. No state employee, state officer or honorary state official shall accept other employment, any compensation, gift, payment of expenses or any other thing of monetary value under circumstances in which such acceptance may result in any of the following:

- (1) Impairment of independence of judgment in the exercise of official duties;
- (2) An undertaking to give preferential treatment to any person;
- (3) The making of a governmental decision outside official channels; or
- (4) Any adverse effect on the confidence of the public in the integrity of the government of the State.

Provided however, that a minimal gratuity provided on occasion to blind or disabled state employees or other blind or disabled persons supervised by the Division of Visually Impaired, shall not be considered to be a violation of this section.

(c) No state employee, state officer, or honorary state official shall acquire a financial interest in any private enterprise which such official has reason to believe may be directly involved in decisions to be made by such official in an official capacity on behalf of the State.

(d) Any state employee or state officer who has a financial interest in any private enterprise which is subject to the regulatory jurisdiction of, or does business with, any state agency (and any honorary state official who has a financial interest in any private enterprise which is subject to the regulatory jurisdiction of, or does business with, the state agency on which the official serves as an appointee) shall file with the Commission a written statement fully disclosing the same. Such disclosure shall be confidential and the Commission shall not release such disclosed information, except as may be necessary for the enforcement of this chapter. The filing of such disclosure statement shall be a condition of commencing and continuing employment or appointed status with the State.

(e) No state employee, state officer or honorary state official shall use such public office to secure unwarranted privileges, private advancement or gain.

(f) No state employee, state officer or honorary state official shall engage in any activity beyond the scope of such public position which might reasonably be expected to require or induce such state employee, state officer or honorary state official to disclose confidential information acquired by such official by reason of such public position.

(g) No state employee, state officer or honorary state official shall, beyond the scope of such public position, disclose confidential information gained by reason of such public position nor shall such official otherwise use such information for personal gain or benefit.

(h) No state employee, state officer or honorary state official, in the course of public responsibilities, shall use the granting of sexual favors as a condition, either explicit or implicit, for an individual's favorable treatment by that person or a state agency.

(i) Notwithstanding the provisions of Chapters 58, 59, and 69 of this title and the State Merit Rules of Personnel Administration, state employees may contract to provide foster care or respite care for individuals with fees paid for by the State provided further that the employee does so at other than assigned work hours. Additionally, these individuals are not permitted to participate in the review or disposition of any matter related to foster and/or respite care in which they have or may have a personal or private interest and may not be monitored or reviewed by other state employees who are more junior or related to them.