



BOARD OF DIRECTORS MEETING MINUTES
July 19, 2023

BOARD MEMBERS PRESENT

Bettyna Rosales
Bob Stewart
Andy Mendenhall
Kyle King
Eric Hunter
Candice Jimenez
RJ Gillespie
Christa Shively
Joe Hardman
Abigail Lawrence
Rod Cook
Mjere Simantel
Jeff Conklin
Wendy Lear
Merrin Permut

BOARD MEMBERS ABSENT

Katrina Holland
Camille Applin-Jones
Keith Dempsey

STAFF PRESENT

Mindy Stadtlander
Mark Lewis
Maggie Bennington-Davis
Graham Bouldin
Phyusin Myint
Karla Tupper

GUESTS

Robert McConville
Kal Wahub
Justin Huff
Ingrid Brydolf, Legal Counsel
Jon Cascino
Beth Spinning
Alexa Galluzzo
Nora Leibowitz
Sachin Jain, M.D.
Faith Fulton
Aaron Morgan

CALL TO ORDER: The Board of Directors meeting was called to order at 3:00 p.m. by RJ Gillespie, Chair. The meeting was held in person and virtually in a manner where all participants could simultaneously participate. All attendees introduced themselves.

COMMITTEE REPORTS:

The Chair called for reports from the Board committees, the RSHIF, the Community Advisory Council and an update on equity matters.



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Governance and Operational Excellence Committee: Bob Stewart updated the Board on the work of the committee including policies being presented to the Board at this meeting, the committee's receipt of the MAC report, the review and presentation of the contracts being presented to the Board at this meeting, a discussion relating to the change of control that CareOregon is undergoing, and Board retreat follow-up.

Quality, Health and Outcomes Committee: Candice Jimenez updated the Board on the work of the committee including welcoming Keith Dempsey to the committee, debriefing the Board retreat, discussion of the quality pool achievements, review of the quality strategy, and discussion of the social emotional health metric.

Community Impact Committee: Bettyna Rosales updated the Board on the work of the committee including welcoming Wendy Lear to the committee and receiving the MAC report.

Rod Cook joined the meeting at 3:11 p.m.

Bettyna Rosales also informed the Board about the housing discussion, a debrief of the Board retreat, and focusing on support of the CAC with respect to the development of the CHIP.

Finance Committee: Eric Hunter reported on the work of the committee including the quality pool distribution, May financial statements, the timely reporting of MMLR and tracking to ensure real-time review and reaction, and follow-up on the Board retreat's discussion of support for community-based organizations and budget cycles.

Community Advisory Council: Abigail Lawrence reported on the work of the CAC including a meeting with the Health Share Innovator Agent, work on the CHIP (including public input), the search for a tribal relations specialist, and the CAC Retreat where the CAC supported community outreach that is broader in scope.

RSHIF: No meeting.

CHEW/Equity: A written report was provided to the Board.

CHAIR REPORT: RJ Gillespie solicited nominations for Secretary and Vice Chair. He spoke about a recent meeting to discuss the social emotional health work and the significant impact of social connection for



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health, including physical health. He also commented on Health Share's great performance on the quality metrics.

CEO REPORT: Mindy Stadtlander reported the ongoing work relating to housing including the housing pilot enrolling participants and the engagement with OHA relating to the housing pilot and the Medicaid housing benefit. She also reported on the significant community investment report that Health Share recently completed demonstrating extensive investments. Health Share is working on "optimization" of its governance and operations model. She thanked PhyuSin Myint in relation to a Health Share staff retreat focused on community engagement.

CONSENT AGENDA:

ACTION: Following a motion by Abigail Lawrence and a second by Bob Stewart, the Board approved the following consent agenda items, with all Directors voting in favor:

- **Board of Directors Meeting Minutes June 21, 2023**
- **Governance and Operational Excellence Committee Meeting Minutes June 28, 2023**
- **Community Impact Committee Meeting Minutes, April 26, 2023, and June 2, 2023**
- **Quality Health & Outcomes Committee Meeting Minutes June 7, 2023**
- **Finance & Audit Committee Meeting Minutes June 14, 2023**
- **Corp-02 Delegated Functions and Oversight Policy**
- **Corp-05 Delegated Entity Corrective Action and Sanctions Policy**
- **2022 Quality Pool Funds Distribution**

OHSU HOUSING BENEFIT SERVICES AGREEMENT:

ACTION: Following a motion by Abigail Lawrence and a second by Christa Shively, the Board approved the OHSU Housing Benefit Services Agreement, with all Directors, other than Jeff Conklin, voting in favor. Jeff Conklin declared a conflict of interest and abstained from voting.

BEHAVIORAL HEALTH CRISIS AND SAFETY NET SERVICES REIMBURSEMENT AGREEMENT:

ACTION: Following a motion by Mjere Simantel and a second by Christa Shively, the Board approved the Behavioral Health Crisis and Safety Net Services Reimbursement Agreement, with all Directors, other than Eric Hunter, voting in favor. Eric Hunter declared a conflict of interest and abstained from voting.



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MOVEIT BRIEFING:

Graham Bouldin briefed the Board on the MOVEIT security incident and the effect that it has had on Oregon DMV and Oregon Medicaid, including Health Share members. He explained Health Share's response to the incident and measures being taken to protect Health Share members. The Board asked questions and discussed impacts and responses.

RETREAT DEBRIEF:

RJ Gillespie updated the Board on activity since the Board retreat, including follow-up items and, in particular, engagement with community-based organizations. The directors discussed ideas for community-based organization engagement, behavioral health continuum of care, court commitments, and the need for collective impact in many areas. The Board stressed the importance of both funding and collective voice/vision/activism to create change.

CAREOREGON CHANGE OF CONTROL

RJ Gillespie reminded the Board that CareOregon has proposed to enter into an affiliation with SCAN Group. The Governance Committee, in reviewing the proposed change of control implications, sought a Board conversation with Sachin Jain, MD, the CEO of SCAN Group. Sachin Jain joined the meeting at 4:01 and introduced himself and SCAN Group.

Sachin Jain briefed the Board on SCAN Group, as well as how HealthRight Group, the new parent company, will operate. He commented on the importance of local decision-making and CareOregon's role in Medicaid. The Directors asked questions about the proposed affiliation including with respect to administrative services provided to Health Share.

Sachin Jain left the meeting at 4:48 p.m.

Dorane Brower, Faith Fulton and Aaron Morgan joined the meeting at 4:48 p.m.

HONORING CEREMONY

Faith Fulton and Aaron Morgan led a ceremony to honor the service of Dorane Brower, outgoing Director. Directors thanked Dorane Brower for her commitment, service and thoughtful work in support of Health Share's mission.



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Wendy Lear left the meeting at 4:57 p.m.

The meeting adjourned at 5:03 p.m.

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RJ Gillespie, *Chair*

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Ingrid Brydolf, *Recorder*

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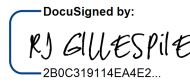
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RJ GILLESPIE
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Intermediary Delivery Events	Status	Timestamp
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Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
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Envelope Summary Events	Status	Timestamps
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