



BOARD OF DIRECTORS MEETING MINUTES
December 20, 2023 (3:00 – 5:00 PM)
Regular Meeting
2121 SW Broadway, Portland, OR 97201

BOARD MEMBERS PRESENT

Abigail Lawrence
Andy Mendenhall
Bettyna Rosales
Bob Stewart
Camille Applin-Jones
Christa Shively
Eric Hunter
Holden Leung
Jeff Conklin
Katrina Holland
Keith Dempsey
Kyle King
Merrin Permut
Monta Knudson
RJ Gillespie
Valdez Bravo

BOARD MEMBERS ABSENT

Candice Jimenez
Joe Hardman
Mjere Simantel
Rod Cook

STAFF PRESENT

Mindy Stadlander
Maggie Bennington-Davis
Graham Bouldin
Beth Spinning
Mark Lewis
Phyusin Myint
Cat Livingston
Karla Tupper

GUESTS

Adam Romney, Legal Counsel
Beth Spinning
Robert McConville
Justin Huff
Robin Henderson
Alexa Galluzzo
Melissa Eckstein
Twila Cain-Pierce

CALL TO ORDER: The Board of Directors meeting was called to order at 3:00 p.m. by the Chair, RJ Gillespie. The meeting was held as a virtual-only meeting via Teams where all participants could hear and participate.

COMMITTEE REPORTS: The Board heard reports from the following Board Committees.

Governance & Operational Excellence Committee: Bob Stewart reported on two Governance & OpEx Committee meetings that occurred since the prior Board of Directors meeting. At the Governance & OpEx meeting held on November 29, 2023, the Committee heard a report from Robert McConville regarding the OpExMAC meeting that took place earlier in November. The Committee discussed and approved the following contracts and contract amendments: HRSN Climate; CareOregon ASA; CareOregon SIB; CareOregon BAA; and Surplus Notes. The Committee then reviewed the CORP 06 Board and Officer Election Policy, which



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the Committee approved unanimously. The Committee then discussed the following agenda topics: Board recruitment; Attendance and onboarding of new board members; Board and committee meeting attendance; Process and options for public attendance at Board of Directors meetings; Health Share stability through bylaws changes; CareOregon’s proposed change of control; and a Housing pilot contract update. Bob Stewart reported that at the December 20th meeting of the Governance & OpEx Committee, the Committee approved three contracts or contract amendments: OHSU 2024 Housing Transition Contract; CareOregon ASA; Healthy Columbia Willamette Collaborative.

Quality Health & Outcomes Committee: Graham Bouldin presented an update regarding the Quality Health & Outcomes Committee meeting. The Committee reviewed and approved updates to policies QUAL-01 (Grievance System Overview) and QUAL-05 (Adverse Benefit Determinations, Appeals and Contested Case Hearings). The Committee then reviewed and approved changes to policy FIN-C-06 (Quality Management Performance Funds Distribution – 2023 Performance Year), as well as the measure process and activity under the 2023 social determinant of health action plan.

Community Impact Committee: The Community Impact Committee did not meet since the prior Board of Directors meeting, so no report was provided.

Finance & Audit Committee: Eric Hunter reported on the Committee’s review of policy FIN-C-06 (Quality Management Performance Funds Distribution – 2023 Performance Year) and updates to the Quality Pool Distribution Procedures under the Policy. Eric Hunter presented information from a Memorandum from the Chief Financial Officer (Mark Lewis) regarding October 2023 finances, including increases in enrollment and behavioral health administrative costs and funding. Eric Hunter then MLR performance information for all ICN/IDSs.

Community Advisory Council: Abigail Lawrence reported on the committee’s discussion of their year in review, focusing on the lessons learned from the share process. The Committee also recognized its outgoing members, and recruitment of new Committee members.

Regional Supportive Housing Impact Fund (RSHIF): No Meeting regarding the RSHIF was held, so no report was provided.



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CHAIR REPORT: RJ Gillespie discussed Health Share’s year in review, including the challenge of the Medicaid redeterminations, the changes of leadership at Health Share in 2023 including a new CEO, CFO and COO, the Health Share retreat, and Health Share’s navigation of a vendor’s data breach.

CEO REPORT: Mindy Stadlander began the CEO report by recognizing Health Share’s new COO, Beth Spinning. Mindy Stadlander then discussed external auditors’ oversight and monitoring of the collaborative’s model. This is the first year that the auditors’ review included delegated entities. The Governance & OpEx Committee will be working on the feedback received from the auditors. Mindy Stadlander reported that Health Share received notice from OHA regarding community needs grants and administering a social needs benefit package. OHA requests that Health Share return a contract by January 9, 2024, and that the Executive Committee will address the request. Lastly, Mindy Stadlander reported on Health Share optimization, and assessments of structure, risk management, and services provided to the high risk behavioral health population across the entire collaborative.

Oregon Health Authority has announced the hiring of a new Administrator. Stadlander also reported on the Central City task force discussions addressing behavioral health needs and issues. She emphasized the need for more capacity for all behavioral health services within the Portland metro area.

CONSENT AGENDA: RJ Gillespie introduced the consent agenda items and offered the opportunity to remove or correct any item from the consent agenda.

ACTION: Following a motion by Christa Shively and a second by Abigail Lawrence, the Board approved the following consent agenda items, with all Directors voting in favor, except for Jeff Conklin, who abstained:

- Board of Directors Meeting Minutes, November 15, 2023
- Quality Health & Outcomes Committee Minutes, September 6, 2023
- QUAL-01 Policy Grievance System Overview
- QUAL-05 Policy Appeals Contested Case Hearings
- FIN-C-06 Quality Management Performance Funds Distribution
- Finance & Audit Committee Minutes, November 13, 2023
- Governance & Operational Excellence Minutes, November 15, 2023, and November 29, 2023
- Corp-06 Board and Officer Elections
- OHSU Health Transition Contract



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CONTRACT APPROVALS – INDIVIDUAL CONTRACT PACKET (09)

The Board discussed the following contracts, each made available to the Board in the individual contract packet:

- CareOregon ASA
- CareOregon SIB
- CareOregon BAA
- HCWC Letter of Agreement

ACTION: Kyle King moved to approve the above contracts, and Andy Mendenhall seconded the motion. The Members unanimously approved the above contract(s), except for Jeff Conklin, who abstained.

The Board also discussed the updated Surplus Notes.

ACTION: Christa Shively moved to approve the Surplus Notes and Eric Hunter seconded the motion. The Members unanimously approved the motion.

END OF YEAR INCENTIVE METRICS

Cat Livingston gave an update on current performance of the collaborative under CCO Incentive Metrics. Incentive measures where Health Share faces challenges include well child visits, postpartum care, initiation, and engagement in treatment, SBIRT and meaningful language access. The collaborative is projected to achieve several incentive metrics, including social-emotional health, social determinants of health screening, and cigarette smoking prevalence, among others. Cat Livingston concluded by discussing planning for 2024.

FIOC: BEHAVIORAL HEALTH CAPACITY

Beth Spinning and Maggie Bennington-Davis presented information regarding strategic behavior health recommendations and next steps. The accomplishments achieved in behavioral health capacity since January 2023 were discussed, including the progress on the addition on inpatient beds, the relocation of inpatient beds, and facility remodeling to add more beds for inpatient psychiatric and outpatient services. Estimated investments needed to bridge funding gap is \$175M to complete the above and other priorities to expand access. The behavioral outpatient and pharmacy buildout at Legacy was discussed, as well as Providence’s progression to a new 48-bed unit.




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Recommended Motion: Approval of package of investments up to \$24.35M as outlined to support high acuity behavioral health capacity. Authorize the Health Share CEO to take all steps necessary to implement this approval, including the signing of essential and relevant documents.

ACTION: Camille Applin-Jones moved to approve the Surplus Notes and Merrin Permut seconded the motion. The Members unanimously approved the motion except for Kyle King and Jeff Conklin abstained.

EXECUTIVE SESSION: The Board discussed access and network adequacy issues.

ADJOURNMENT: There being no further business, RJ Gillespie adjourned the Board of Directors meeting at 5:00 p.m.

DocuSigned by:

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RJ Gillespie, *Chair*

DocuSigned by:

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Adam Romney, *Recorder*

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RJ Gillespie
 rgillespie@childrens-clinic.com
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In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	2/26/2024 02:43 PM

Envelope Summary Events	Status	Timestamps
Envelope Updated	Security Checked	2/26/2024 02:52 PM
Certified Delivered	Security Checked	2/26/2024 03:33 PM
Signing Complete	Security Checked	2/26/2024 03:33 PM
Completed	Security Checked	2/26/2024 08:03 PM

Payment Events	Status	Timestamps
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