



**HEALTH SHARE OF OREGON
BOARD OF DIRECTORS MEETING MINUTES
March 20, 2019**

DIRECTORS PRESENT:

Cyreena Boston-Ashby
Keith Forrester
RJ Gillespie, MD
Joe Hardman, MD
Gary Hoffman, MD
Eric Hunter
Marni Kuyl, *Chair*
Abigail Lawrence
Jackie Mercer
Mary Monnat, *Phone*
JC Provost, APRN
Eli Schwarz, DDS
Christa Shively
Rachel Solotaroff, MD
Rich Swift
Ramsay Weit

DIRECTORS ABSENT:

Rachael Banks
Dorane Brower, *Vice Chair*
Kathryn Correia
John Hunter, MD

CALL TO ORDER:

Marni Kuyl, Chair, called the meeting of the Health Share of Oregon (Health Share) Board of Directors (Board) to order at 3:04 p.m.

REPORTS AND DISCUSSION:

• **Quality Committee**

The Committee was given an update on the Project Nurture initiative that will be repeated for the Board at an upcoming meeting. JC Provost said that Ashlen Strong reported on the Request for Application (RFA) Tiger Team's most recent work. The Committee also reviewed the Q4 Grievance System Report and engaged in Executive Session on a Delegate Oversight Committee matter.

• **Finance & Audit Committee**

Rich Swift said the RFA Finance Tiger Team gave an update on their work that included several finance issues evolving from various RFA workgroups. The workgroups will be making Coordinated Care Organization (CCO) 2.0 recommendations to the Board Committees that will come before the Board for final decisions.

• **Governance Committee**

Jackie Mercer reported that John Hunter would chair the CEO search to vet candidates. Additional details are forthcoming.

• **Community Advisory Council**

Abigail Lawrence said that the Community Advisory Council (Council) met last week and received a CCO 2.0 update. The Council is eager to work with the new Community Impact Committee under the new Health Share governance structure. The Council continued their work on the Community Health Improvement Plan (CHIP). Areas of focus center on Social Determinants of Health (SDoH) priorities – food, housing, and access to services.

STAFF PRESENT:

Michael Anderson-Nathe, *CEEO*
Maggie Bennington-Davis, *Interim CEO/CMO*
Christine Bernsten
Graham Bouldin
Ingrid Brydolf, *Legal Counsel*
Alyssa Craigie
Deborah Friedman, *COO*
Corey Kehoe, *Recorder*
John Sanders, *CIO*
Larry Soderberg, *CFO*
Ashlen Strong

GUESTS PRESENT:

Diana Gernhart
Jon Hersen
Diana Gernhart
Samantha Kaan
Julie Spiert
Mindy Stadlander

- **Directors Report**

Maggie Bennington-Davis urged the Board to read her update in order to allow time for other agenda items at this meeting.

- **Chair Report**

Marni Kuyl reported that the Governance Committee has agreed to convene and facilitate an additional Board retreat in June 2019 to allow time to engage in an in-depth discussion on governance and chartering of Board committees.

CONSENT AGENDA

APPROVE: The Board of Directors Meeting Minutes of January 16, 2019, the Public Engagement Meeting Minutes of January 16, 2019, the Board of Directors Meeting Minutes of February 8, 2019, the Finance & Audit Committee Meeting Minutes of January 10, 2019, the Quality Committee Meeting Minutes of February 6, 2019, and the Executive Committee Meeting Minutes of February 25, 2019.

ACTION: Upon being duly motioned and seconded, the Health Share of Oregon Board of Directors unanimously approved the Board of Directors Meeting Minutes of January 16, 2019, the Public Engagement Meeting Minutes of January 16, 2019, the Board of Directors Meeting Minutes of February 8, 2019, the Finance & Audit Committee Meeting Minutes of January 10, 2019, the Quality Committee Meeting Minutes of February 6, 2019, and the Executive Committee Meeting Minutes of February 25, 2019.

QUALITY COMMITTEE CORPORATE POLICIES

Deborah Friedman reviewed changes to several grievance system, fraud, waste and abuse policies. The changes submitted are updates and have been reviewed and recommended by the Quality Committee.

ACTION: Upon being duly motioned and seconded, the Health Share of Oregon Board of Directors unanimously approved CORP-02 Delegated Functions and Oversight, CORP-05 Delegated Entity Corrective Action and Sanctions, CORP-08 Confidentiality, CORP-09 Fraud and Abuse Prevention and Detection 2019, QUAL-01 Grievance System Overview 2019 Revisions, QUAL-04 Member Grievances 2019 Revisions, and QUAL-05 Appeals and Contested Case Hearings 2019 Revisions policies.

CCO 2.0 RFA STRUCTURE AND UPDATE

Ashlen Strong, Director, Public Policy and Communications, reported on the status of the RFA Tiger Team's progress to date. Most of the workgroups within the Tiger Team have initial drafts that will be compiled into one application. The Board reviewed the proposed Health Share the RFA work structure and each task force's scope of work.

Michael Anderson-Nathe, Chief Equity and Engagement Officer, discussed the Social Determinants of Health (SDoH) work for the RFA. The SDoH Tiger Team will outline processes for funding community impact investments by incorporating the new Community Impact Committee, the Strategic Investment Fund and Council structures in order to respond to the RFA. The Board engaged in discussion on the SDoH strategy and workgroup recommendation.

Rachel Solotaroff noted that Health Share needs to fundamentally serve and monitor strategic investments by weaving the SDoH benchmark through all the aspects of the RFA. RJ Gillespie added that the RFA should incorporate practice-based changes within SDoH in order to fully achieve success.

Mary Rumbaugh, Behavioral Health Director, Clackamas County, presented the Behavioral Health task force's recommendation to manage the global behavioral health budget, and to integrate behavioral health into all aspects of care. CareOregon will manage and integrate specialty behavioral health, oral health, and Non-Emergent Medical Transportation (NEMT) to ensure a seamless experience for Health Share members. The recommendation highlights the integration of primary care behavioral benefits into IDSs, focuses on Substance Use Disorders (SUD) and continued investment in specialty care. The Board engaged in discussion about the importance of the integrated benefit.

Larry Soderberg, Chief Financial Officer, reported on the finance work for the RFA. Mr. Soderberg discussed with the directors pharmacy benefit management, pricing and rebates.

Mr. Soderberg further discussed with the directors RFA requirements relating to National Association of Insurance Commissioners (NAIC) requirements and value based payments.

Mindy Stadtlander, Vice President, CareOregon, reported on the RFA work relating to provider participation and contracting. Topics discussed with the directors include service area capacity, quality oversight, and structural oversight.

Alyssa Craigie, Health Systems Integration Manager, discussed RFA issues relating to member transition of care planning.


Rachel Solotaroff left the meeting at 4:49 p.m.

John Sanders, Chief Information Officer, and Julie Spiert, Operations Manager, Tuality Health, reported on the work for the RFA relating to health information and technology (HIT), including PreManage, the HIT Commons, and overall HIT strategy.

JC Provost left the meeting at 5:01 p.m.

Joe Hardman left the meeting at 5:02 p.m.

ADJOURNMENT: There being no further business, the Board of Directors meeting adjourned at 5:05 p.m.



Marni Kuyl, Chair



Corey Kehoe, Recorder