



**HEALTH SHARE OF OREGON
BOARD OF DIRECTORS MEETING MINUTES
December 16, 2020**

COMMITTEE MEMBERS PRESENT

Abigail Lawrence
Bob Stewart
Cyreena Boston-Ashby
Diana Gernhart
Dorane Brower
Eli Schwarz
Eric Hunter
Jackie Mercer
James Harker
Keith Forrester
LaKeesha Dumas
Marni Kuyl, *Board Chair*
Mary Monnat
Patricia Charles-Heathers
R.J. Gillespie
Rachel Solotaroff
Ramsay Weit
Rich Swift
Sarah Brewer

COMMITTEE MEMBERS ABSENT

Joe Hardman

STAFF PRESENT

James Schroeder,
Maggie Bennington-Davis
Graham Bouldin
Mindy Stadlander
Kelli Houston
Karla Tupper
Yoni Kahn-Jochowitz

GUESTS

Ingrid Brydolf, Legal Counsel
Beth Spinning, Kaiser
Robert McConville, CareOregon
Justin Huff, Legacy Health
Alexa Galluzzo, Pacific Source
Jon Cascino
Rebecca Ray
Aaron Morgan

CALL TO ORDER: Marni Kuyl, Board Chair, called the Board of Directors Meeting to order at 3:01 PM. The meeting was held via a web-based platform where all participants could hear and participate. All participants introduced themselves.

At 3:07 p.m., Cyreena Boston-Ashby joined the meeting.



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COMMITTEE REPORTS AND DISCUSSION: Marni Kuyl requested reports from each of the committees and the CAC.

Finance & Audit Committee: Rich Swift reviewed the work of the Committee presented in the consent agenda (below) with an explanation of the changes to policies. He invited questions and discussion about the changes. He further explained the surplus notes that had been approved by the Executive Committee.

Governance Committee: Jackie Mercer reported on policies that are included in the consent agenda (below), the report of the Member Advisory Committee, the updated contracts with the IDSs, ICN and counties, the amendment to the Administrative Services Agreement, and the upcoming discussion of the conflict of interest policy. The Committee has also been engaged in Board recruitment efforts and planning.

Mary Monnat joined the meeting at 3:10 p.m.

Quality Committee: RJ Gillespie reported on the Committee's work on performance improvement plans and the quality transformation strategy discussions.

Community Impact Committee: Cyreena Boston-Ashby reported on the Committee's discussion of a legislative update, the Member Advisory Committee report, RSHIF, "Connect Oregon", the Health Equity Plan, and the ORCHWA relationship. Cyreena Boston-Ashby thanked Patricia Charles-Heathers for her Committee work.

Community Advisory Council: Abigail Lawrence reported on the CAC's discussion of the disbursement of COVID impact funds, the Board retreat, and RSHIF.

LaKeesha Dumas joined the meeting at 3:20 p.m.

CEO Report: James Schroeder reported on retrospective 2020 accomplishments, and the upcoming changes to Quality Incentive funding, metrics and reporting.

Board Chair Report: Marni Kuyl expressed appreciation for the significant work performed in 2020, the progress on equity and race issues, new initiatives, fiscal responsibility, and supportive housing. She urged Directors to consider upcoming officer elections.



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James Schroeder also reported on concerns for Health Share members relating to a possible rent cliff and the special impact of that on BIPOC and children if governments fail to ease the financial burden on individuals.

CONSENT AGENDA:

Marni Kuyl introduced the consent agenda items and offered the opportunity to remove or correct any item from the consent agenda.

ACTION: Following a motion by Jackie Mercer and a second by Patricia Charles-Heathers, the Board approved the following consent agenda items, with all Directors voting in favor:

- Board of Directors Meeting Minutes – November 18, 2020
- Community Impact Committee Meeting Minutes – October 28, 2020
- Finance and Audit Committee Meeting Minutes – November 5, 2020
- Governance & Operational Excellence Committee Meeting Minutes – October 28, 2020
- Quality & Health Outcomes Committee Meeting Minutes – November 4, 2020
- Ratification of Executive Committee’s Approval of OHA Contract Amendment
- Ratification of Executive Committee’s Approval of the Issuance of Surplus Notes
- FIN-C-04 Restricted Reserves and Investment Policy
- FIN-C-01 Financial Solvency of Delegated Entities Policy
- FIN-C-02 MMLR Policy
- CORP-09 Fraud Waste and Abuse Prevention and Detection Policy
- CORP-05 Delegated Entity Corrective Action and Sanctions Policy
- 2021 IDS and ICN Contracts
- 2021 County Based Services Contracts
- 2021 Administrative Services Agreement Amendment

Conflict of Interest Policy

Following recommendation of the Governance Committee to the Board for approval, the Directors reviewed proposed changes to the conflict of interest policy. Ingrid Brydolf answered questions about the Policy’s application and the interests sought to be protected through the Policy changes. Eric Hunter further explained considerations relating to the Policy.

ACTION: Following a motion made by Eric Hunter and seconded by Dorane Brower, the Board approved the Conflict of Interest Policy as presented. All Directors voted in favor.



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2020-2021 Quality Metrics

Mr. Bouldin presented a background of the quality metrics and measures.

Sarah Brewer left the meeting at 4:00 p.m.

He discussed the relationship of the metrics to value-based payments, and reviewed Health Share's historical performance. He then reviewed the 2021 program and metrics, and a strategy for approaching each metric. The Directors discussed COVID-19 impacts, supportive housing, the alignment of the metrics with Health Share's strategies, accomplishing the work to ensure that metrics are met, and how to organize the work.

At 4:17 p.m., LaKeesha Dumas left the meeting.

The Directors also discussed how schools could assist with health improvement for Health Share members.

At 4:21 p.m., LaKeesha Dumas returned to the meeting.

The Directors further discussed the role of the CAC, applying an equity lens, efficiency of approach, and strategic planning in relation to the metrics.

Appreciation of Patricia Charles-Heathers

Jackie Mercer introduced Aaron Morgan, a Native artist who sang a sacred song in honor of Patricia Charles-Heathers, who is resigning from the Board. Jackie Mercer and other Directors thanked Patricia Charles-Heathers for her leadership and service. Patricia Charles-Heathers was presented with a ceremonial NARA blanket.

Cyreena Boston-Ashby left the meeting at 4:34 p.m.

Sarah Brewer returned to the meeting at 4:40 p.m.

Patricia Charles-Heathers thanked the Board.

ADJOURNMENT: There being no further business, Marni Kuyl adjourned the Board of Directors meeting at 4:45 PM.

DocuSigned by:

Marni Kuyl

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Marni Kuyl, Chair

DocuSigned by:

Ingrid Brydolf

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Ingrid Brydolf, Recorder