



BOARD OF DIRECTORS MEETING MINUTES
February 19, 2025 (3:00 – 5:00 PM)
Regular Meeting
2121 SW Broadway, Portland, OR 97201

BOARD MEMBERS PRESENT	STAFF PRESENT
RJ Gillespie, Board Chair	Mindy Stadtlander
Christa Shively, Vice Chair	Michelle Jabczynski
Rachael Banks, Secretary	Anthony Montoya
Hilary Flaming	Beth Spinning
Joe Hardman	Graham Bouldin
Eric Hunter	Mark Lewis
Candice Jimenez	Phyusin Myint
Kyle King	Maggie Bennington-Davis
Holden Leung	Anthony Montoya
Andrew Mendenhall	Karla Tupper
Merrin Permut	
Bettyna Rosales	GUESTS
Mjere Simantel	Jon Cascino (Providence)
Jennifer Stacy	Nora Leibowitz (CareOregon)
	Adam Romney (Davis Wright Tremaine)
BOARD MEMBERS ABSENT	Khalid Wahab (OHSU)
Jeff Conklin	Alexa Galluzzo (PacificSource)
Katrina Holland	Justin Huff (Legacy)
Monta Knudson	

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 in-person and via Microsoft Teams as a hybrid meeting where all participants could hear and participate.

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

Governance & OpEx Committee: Christa Shively presented on the Committee’s February 12th meeting. Christa reported that the Committee first heard a report from Jon Cascino of the OpEx MAC. The Committee discussed and asked questions regarding the report. The Committee then reviewed the Oregon Health Authority (OHA) Compliance Report and coordinated care organization (“CCO”) snapshot and discussed in depth with Beth Spinning and Michelle Jabczynski. The Committee discussed the audit findings and deficiencies identified by OHA’s third-party auditor, as well as the monitoring action plan and corrective action. The Committee engaged in robust discussion, including discussing presenting the information to the Board of Directors at today’s meeting. Subsequently, the

Committee discussed services and rates related to carceral care services, health related social needs (“HRSN”) services, and capacity building. The Committee reviewed and discussed new policies for member assignment, administrative performance, and confidentiality. The Committee reviewed and approved reimbursement agreements for Health Share’s integrated care network (“ICN”) and integrated delivery systems (“IDS”), as well as the Every Step Clinics Strategic Initiatives Services Agreement. Lastly, the Committee discussed Board recruiting and plans to consider two proposed candidates.

Quality Health & Outcomes Committee: There was no report from the Quality Health & Outcomes Committee as the Committee has not met since the last Board of Directors meeting.

Community Impact Committee: Bettyna Rosales reported on the CIC’s February 18th meeting. The Committee first heard a report from Cristine Bernsted of the Community Impact MAC, and the Committee discussed the Supporting Health for All through Reinvestment Initiative (“SHARE”) investments approved by OHA. Next, the Committee reviewed and approved the updated CIC charter document. Anthony Montoya then provided a government affairs update, which was followed by a discussion led by PhyuSin Myint regarding the Healthy Columbia Willamette Collaborative resolution and Health Share’s engagement with the organization.

Finance & Audit Committee: Eric Hunter reported on the Committee’s February 18th meeting. The Committee heard a financial report from Health Share Chief Financial Officer, Mark Lewis. The Committee discussed the state of Health Share’s finances, enrollment, and revenue. The Committee reviewed and approved changes to policy FIN-C-01 “Financial Solvency of Delegated Entities.” Next, Mark Lewis led a discussion regarding the current financial experience of the ICN and IDSs, specifically focusing on each organization’s medical loss ratio (“MLR”) and administrative expenses. Lastly, the Committee discussed recent developments from OHA regarding the 2025 rates.

Community Advisory Council: Hilary Flaming reported on the Council’s February 12th meeting. The Council discussed community capacity building funding, related updates from HCA, contract implementation efforts to date, and the Council’s participation in the review panels. The Council also discussed updates to the behavioral health network, and Health Share’s youth and children portfolio. Lastly, the Council discussed media issues, and the priority of staying current during the state legislative session.

CHAIR REPORT: RJ Gillespie provided his report as Board Chair and discussed a recent patient scenario related to the fears of uncertainty, and strategies to accept, reframe and respond. RJ also discussed participation in the new Change of Control Advisory Council of the Board, and the desire to recruit additional participants.

CEO REPORT: Mindy Stadlander presented her CEO report and also discussed uncertainties currently present in the healthcare industry. She discussed status regarding the HRSN benefit and carceral care benefit. Mindy also briefed the Board on the transition of the state-prioritized list into a state plan amendment, and the status of Health Share’s assessment of the proposed change of control of Legacy Health.

CONSENT AGENDA

RJ Gillespie presented, and the Board voted on the following consent agenda.

ACTION: Following a motion by Joe Hardman and a second by Bettyna Rosales, the Board approved the following consent agenda items, with all Directors voting in favor.

- Board of Directors Meeting Minutes, January 9, 2025
- Governance & OpEx Committee Minutes, January 8, 2025
- Finance Committee Minutes, January 14, 2025
- Community Impact Committee Minutes, December 12, 2024
- Corporate Policy (CORP 04) Administrative Performance Policy
- Corporate Policy (CORP 08) Confidentiality Policy

ACTION: Following a motion by Mjere Simantel and a second by Eric Hunter, the Board approved the following contract, with all Directors voting in favor.

- Strategic Initiatives Services Agreement with Clackamas County Gladstone Health Center, effective January 1, 2025

ACTION: Following a motion by Mjere Simantel and a second by Eric Hunter, the Board approved the following contracts, with all Directors voting in favor. Merrin Permut, Jeff Conklin, Krista Shively, and Jennifer Stacy abstained.

- Strategic Initiatives Services Agreement with Legacy Emanuel Hospital & Health Center, effective January 1, 2025
- Reimbursement Agreement with PacificSource Community Solutions, effective January 1, 2025
- Strategic Initiatives Services Agreement with Oregon Health and Science University, effective January 1, 2025
- Reimbursement Agreement with OHSU Health IDS, LLC, effective January 1, 2025
- Reimbursement Agreement with Providence Health Assurance, effective January 1, 2025
- Reimbursement Agreement with Kaiser Foundation Health Plan of the Northwest, effective January 1, 2025

ACTION: Following a motion by Bettyna Rosales and a second by Rachael Banks, the Board approved the following contracts, with all Directors voting in favor. Eric Hunter abstained.

- Reimbursement Agreement with CareOregon, Inc., effective January 1, 2025
- Ratification of Executive Committee Action Approving First Amendment to Fourth Amended and Restated Administrative Services Agreement with CareOregon, Inc., effective February 5, 2024

ECOSYSTEM INVESTMENT FUNDS RELEASE

Graham Bouldin presented to the Board regarding Health Share management's request to release funds allocated for the High-Risk Behavioral Health Ecosystem effort approved by the Board in December of 2024. The following initiatives and amounts were requested for release, with work scheduled to begin between February and April of 2025:

- Addiction Consult Service: \$850,000
- ED MOUD Implementation: \$900,000
- Regional Project Nurture Supports: \$225,000
- Community Health Access & Treatment (CHAT): \$1,100,000
- Wound Care Programming: \$344,000
- Program Leadership: \$150,000
- Analytics and Dissemination: \$250,000

The total amount requested for release is up to, and not to exceed, \$3,819,000.

Graham Bouldin then discussed some additional refinements that Health Share management will incorporate into the High-Risk Behavioral Health Ecosystem effort, including the development of new data analytics strategies, churn of patient enrollment, location of patient diagnosis, and patient engagement with medications for opioid use disorder.

Andrew Mendenhall joined the meeting at 3:37 p.m.

The Board engaged in discussion and asked questions of Graham Bouldin regarding the High-Risk Behavioral Health Ecosystem effort and request for funds release.

ACTION: Following a motion by Joe Hardman and a second by Mjere Simantel, the Board approved to authorize Health Share management to expend funds in support of the investments described in the 2025 Ecosystem Model of Care and Strategy Plan, as such Plan was previously presented to and approved by the Board, with all Directors voting in favor.

LEGISLATIVE SESSION UPDATE

Anthony Montoya presented to the Board regarding a state legislative session update. Anthony discussed legislative activities of interest to Health Share and that related to Health Share priorities. The Board engaged in discussion and asked Anthony questions regarding state legislative actions.

CCO REPROCUREMENT

Mindy Stadtlander and Beth Spinning presented to the Board regarding the status of the state's CCO reprocurement process. They presented an outline of the current reprocurement timeline, OHA's status in hosting conversations in preparation for reprocurement, OHA's CCO performance snapshot, work needed to improve scoring on the snapshot report, and Health Share's process to address and implement improvements.

2025 COMPLIANCE PERFORMANCE UPDATES

Michelle Jabczynski and Beth Spinning presented to the Board regarding the External Quality Review Organization's ("EQRO") Compliance Monitoring Review ("CMR") of Health Share. Beth and Michelle presented the EQRO's findings in four standards: Assurance of Adequate Capacity and Availability of Services; Provider Selection; Subcontractual Relationships and Delegation; and Practice Guidelines. The Board engaged in discussion and asked questions regarding Health Share's performance under each standard, Health Share's process for monitoring performance against standards, areas for improvement under the Health Share delegation model, and the areas in which Health Share has made progress.

Beth and Michelle next presented updates to Health Share's comprehensive compliance monitoring action plan ("Plan"), which is aimed at mitigating and remediating deficiencies. The Plan involves development of improvement plans for each ICN and IDS that is based on and derived from the CMR. The Plan will also involve a pre-audit review of each ICN and IDS and the assignment of a member of the Health Share staff to be accountable for each audit standard. Some of the specific topics presented and discussed by the Board were:


- Network adequacy
- Access to care
- Modifications to Health Share and IDS/ICN policies (e.g., credentialing, utilization management, etc.)
- Health Share member handbook
- Utilization management for final adjudication of appeals
- Converting CCO pharmacy formularies to machine readable formats on IDS/ICN websites
- Care coordination staffing and compliance with technical requirements
- Fraud, waste and abuse staffing


Beth and Michelle then briefed the Board on the progress made to address the preliminary findings in the CMR. They presented information to the Board regarding each preliminary finding, the progress made to date, further actions needed, and the resources needed to achieve success.

Next, Michelle briefed the Board regarding the Corrective Action Plan issued by OHA regarding the Fraud, Waste and Abuse ("FWA") requirement in the CCO contract. Michelle summarized the nature of the deficiencies for the Board, and the actions to be taken to correct Health Share's FWA Prevention Handbook, FWA Prevention Plan, and FWA Assessments.

The Board asked questions of Beth and Michelle and engaged in robust discussions.

ADJOURNMENT: There being no further business, RJ Gillespie adjourned the Board of Directors meeting at 4:55 p.m.

Signed by:

RJ Gillespie, *Chair*

DocuSigned by:

Adam Romney, *Recorder*