



**HEALTH SHARE OF OREGON  
BOARD OF DIRECTORS MEETING MINUTES  
March 18, 2020**

**BOARD of DIRECTORS:**

Abigail Lawrence, Bob Stewart, Christa Shively, Cyreena Boston-Ashby, Diana Gernhart, Dorane Brower, Eli Schwarz, Eric Hunter, Jackie Mercer, Keith Forrester, Marni Kuyl, Mary Monnat, Patricia Charles-Heathers, R.J. Gillespie, Rachel Solotaroff, Ramsey Weit, Rich Swift, Sarah Brewer

**DIRECTORS ABSENT:**

Joe Hardman

**HEALTH SHARE STAFF, AND LEGAL COUNSEL PARTICIPATING:**

James Schroeder, Maggie Bennington-Davis, Lauren Robb (recorder), Mindy Stadtlander, Yoni Kahn-Jochnowitz, Ingrid Brydolf (Legal Counsel)

**GUESTS PRESENT:** Alexa Galluzzo, Beth Spinning, Justin Huff, Jon Cascino

**CALL TO ORDER**

Ms. Marni Kuyl, Board Chair, called the Health Share of Oregon Board of Directors Meeting to order at 3:06 PM. The meeting was held via a web-based platform where all participants could hear and participate.

**REPORTS AND DISCUSSION**

**Quality Committee:** Dr. Gillespie reported on the Committee's February and March meetings, including early life/health strategies, 2020 incentive metrics, grievances and appeals, and the move of a provider group within Health Share.

**Community Impact Committee:** Ms. Boston-Ashby reported on the February meeting chaired by Mr. Weit. The Committee discussed the grant to ORCHWA, the community engagement plan, traditional community health workers engagement plan, supportive housing, performance improvement projects, and equity and inclusion. The Directors discussed ORCHWA and traditional health workers.

**Governance Committee:** Ms. Mercer reported on the Committee's work surrounding advisory committee charters, the Community Advisory Council member nominee, organizational structures, and the conflict of interest policy update

**Community Advisory Council:** Ms. Lawrence reported on the activities of the CAC including the onboarding of new members and evaluation of potential members, endorsement of the performance improvement project for traditional health workers, and RSHIF.

**Finance & Audit Committee:** Mr. Swift reported on the Committee's February meeting. The annual financials' audit has commenced. Changes to restricted reserves have been delayed by OHA. The Committee is working on its advisory committee charter and is working through 2021 rate-setting.



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BOARD OF DIRECTORS MEETING MINUTES  
March 18, 2020**

**Directors Report:** Mr. Schroeder reported on his activities in orienting with Health Share staff, interviewing CFO candidates, onboarding a new Chief Equity and Inclusion Officer, and other activities.

**Chair's Report:** Ms. Kuyl deferred her report.

**CONSENT AGENDA:**

Ms. Kuyl introduced the consent agenda items. The opportunity to remove or correct any item from the consent agenda or meeting packet was offered.

**ACTION: The Board unanimously approved the following Consent agenda items following a motion by Mr. Weit and a second by Dr. Charles-Heathers:**

Board of Directors Minutes – January 15, 2020 and February 19, 2020  
Community Impact Committee Minutes – January 22, 2020  
Finance and Audit Committee Minutes – December 12, 2019  
Resolution re CEO Appointment  
Moss Adams Awareness Letter 2020  
Moss Adams Engagement Letter 2020  
Governance & Operational Excellence Committee Minutes – December 11, 2020 and January 22, 2020  
Quality & Health Outcomes Committee Minutes – December 04, 2019 and February 05, 2020

**Conflict of Interest Policy:** Ms. Mercer introduced the recommendation from the Governance and Operational Excellence Committee that the updated Conflict of Interest Policy be approved. Changes to the Policy were discussed by the Directors.

**ACTION: Upon motion by Mr. Forrester and a second by Ms. Brower, the Board unanimously approved the Conflict of Interest Policy.**

**COVID-19 Update:** Mr. Schroeder reported on how the COVID-19 response was affecting CCOs, and the engagement that Health Share has had with OHA, and with Health Share members. Emphasis is being placed on continuity of providers and care, seeking waivers as needed to provide flexibility from federal requirements to deliver better care, and assistance in dealing with food insecurity and financial impacts from the economic downturn. The Directors engaged in discussion about the impacts on housing, hospital capacity, county funding, telehealth services, capacity, schools and meals, and the potential shifts from commercial insurance to OHP for some community members.

Dr. Solotaroff left the meeting at 4:00 p.m.



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BOARD OF DIRECTORS MEETING MINUTES  
March 18, 2020**

Ms. Kuyl excused all guests from the meeting at 4:10. Ms. Lawrence and Ms. Monnat additionally left the meeting.

**ACTION:** Following discussion and a motion made by Dr. Charles-Heathers and a second by Ms. Boston-Ashby, LaKeesha Dumas was appointed to the Board of Directors.

**ADJOURNMENT:** There being no further business, Ms. Kuyl adjourned the Board of Directors meeting at 4:27 PM.

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Marni Kuyl, *Chair*

  
Lauren Robb, *Recorder*

