



**HEALTH SHARE OF OREGON  
BOARD OF DIRECTORS  
MEETING MINUTES  
April 15, 2020**

**COMMITTEE MEMBERS PRESENT**

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

**COMMITTEE MEMBERS ABSENT**

None

**CALL TO ORDER**

Ms. Marni Kuyl, Board Chair, called the Health Share of Oregon Board of Directors Meeting to order at 3:02 PM. The meeting was held via a web-based platform where all participants could hear and participate. Ms. Kuyl welcomed Ms. LaKeesha Dumas, a new Board member. Ms. Dumas spoke about her experience and her pride in serving Health Share.

**CONSENT AGENDA**

Ms. 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 Mr. Weit and a second by Mr. Forrester, the Board approved the following consent agenda items, with all Directors voting in favor, with the exception of Ms. Dumas, who abstained:**

**STAFF PRESENT**

James Schroeder, CEO  
Maggie Bennington-Davis, MD, CMO  
Graham Bouldin, CQO  
Kelli Houston, CEEO  
Mindy Stadlander, CIO  
Yoni Kahn-Jochnowitz  
Rachel Arnold  
Lauren Robb

**GUESTS**

Ingrid Brydolf, Legal Counsel, *Recorder*  
Beth Spinning, Kaiser  
Jon Cascino

Board of Directors Meeting Minutes - March 18, 2020

Community Impact Committee Meeting Minutes - February 26, 2020

Finance and Audit Committee Meeting Minutes - February 28, 2020

Governance & Operational Excellence Committee Meeting Minutes - February 26, 2020

- Recommended Policy: CORP-06 Board and Officer Elections
- Recommended Policy: CORP-11 Board Compliance Training

Quality & Health Outcomes Committee Meeting Minutes - March 04, 2020

### **COMMITTEE REPORTS AND DISCUSSION**

Ms. Kuyl requested reports from each of the committees and the CAC.

**Finance & Audit Committee:** Mr. Swift reported on ongoing discussions and work of the Finance Committee including member growth, risk-based capital, risk corridors, social services referral platform and financial statements.

**Governance Committee:** Ms. Mercer reported on policy work, COVID-19 activity, strategies for member and provider support, and social services referral platform.

**Quality Committee:** Mr. Gillespie reported on quality pool funds, and the early release of funds, new members and continuity of provider relationships, and social services referral platform.

**Community Impact Committee:** Ms. Boston-Ashby report on ORCHWA, legislative activity, COVID-19 impacts, social services referral platform and the start-up of the advisory committee supporting the Board committee.

**Community Advisory Council:** Ms. Lawrence reported on RSHIF, COVID-19 support for members, social services referral platform, changes initiated by OHA, and the recruitment of new Council members.

**Directors Report:** Mr. Schroeder engaged the Board on topics including Health Share's 8<sup>th</sup> anniversary and leadership around issues relating to COVID-19 (outreach, website assistance, 211 support, projections for new membership and federal funding); social services referral platform evaluation; federal waivers to support care delivery for Medicaid members; changes in OHA requirements; and telehealth issues.

**Chair's Report:** Ms. Kuyl thanked Health Share staff for leadership on COVID-19 issues and reported on migrant and houseless populations and their vulnerabilities in relation to COVID-19.

### **CORP-03 MEMBER ASSIGNMENT POLICY AMENDMENT**

Ms. Shively presented amendments to the Member Assignment Policy focusing on continuity of patient care (primary care), capacity to serve (IDS and ICN) and transfer of members. Board members discussed dental assignments, primary care relationships, and effects on members.

**ACTION:** Following a motion by Ms. Lawrence and a second by Mr. Hunter, the Board unanimously approved the CORP-03 Member Assignment Policy Amendment.

**FIN-C-06 QUALITY MANAGEMENT PERFORMANCE POLICY AMENDMENT**

Mr. Gillespie presented changes to the Quality Management Performance Policy based upon recent changes by OHA on release of 2019 funds and changes to the 2020 withhold methodology. OHA is concerned about ensuring that providers are able to continue to serve Medicaid members during the COVID-19 pandemic. The Board members discussed both the current and future years' quality funds and the uncertainty about future funding.

**ACTION: Following a motion by Ms. Shively and a second by Mr. Hardman, the Board unanimously approved the FIN-C-06 Quality Management Performance Policy Amendment.**

**FIN-C-01 FINANCIAL SOLVENCY AND MLR POLICY AMENDMENT**

Mr. Swift presented proposed changes to the Financial Solvency and MLR policy to reflect CCO 2.0 changes relating, in part, to risk-based capital and minimum requirements. Following discussion, action was taken.

**ACTION: Upon motion by Mr. Stewart and a second by Mr. Forrester, the Board unanimously approved the FIN-C-01 Financial Solvency and MLR Policy Amendment**

**FIN-C-03 RISK CORRIDOR SETTLEMENT PROCESS POLICY AMENDMENT**

Mr. Swift next presented proposed changes to the Risk Corridor Settlement Process Policy, including changes relating to MMLR and Hep C risk corridor. The Directors discussed the setting of the risk corridor, performance and how to address differences in performance/proportionate burden of risk. Committee members discussed the Committee considerations and discussions, as well as the advisory committee input. Some directors expressed interest in a retro-active date to January 1, 2019. Mr. Forrester encouraged the Board to consider further changes to the policy as needed at a future date.

**ACTION: Following a motion by Ms. Monnat and a second by Ms. Brower, the Board approved the FIN-C-03 Risk Corridor Settlement Process Policy Amendment, with all Directors voting in favor, with the exception of Ms. Dumas and Ms. Boston-Ashby, who abstained.**

**ADJOURNMENT: There being no further business, Ms. Kuyl adjourned the Board of Directors meeting at 4:55 PM.**

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Marni Kuyl, *Chair*

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Ingrid, Brydolf, *Recorder*