



**HEALTH SHARE OF OREGON  
BOARD OF DIRECTORS MEETING MINUTES  
May 20, 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, *Board Chair*  
Mary Monnat  
Patricia Charles-Heathers  
R.J. Gillespie  
Rachel Solotaroff  
Ramsay Weit  
Rich Swift  
Sarah Brewer

**COMMITTEE MEMBERS ABSENT**

**STAFF PRESENT**

James Schroeder, CEO  
Maggie Bennington-Davis, MD, CMO  
Graham Bouldin, CQO  
Yoni Kahn-Jochnowitz  
Kelli Houston, CEEO  
Trish Nimelman, CFO  
Janice Chambers

**GUESTS**

Ingrid Brydolf, Legal Counsel  
Beth Spinning  
Jon Cascino

**CALL TO ORDER**

Ms. Marni Kuyl, Board Chair, called the Board of Directors Meeting to order at 3:10 PM. The meeting was held via a web-based platform where all participants could hear and participate. Mr. Schroeder highlighted the new addition of a Health Share medical director, and introduced Trish Nimelman, the newly hired Chief Financial Officer.

**CONSENT AGENDA:**

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



**HEALTH SHARE OF OREGON  
BOARD OF DIRECTORS MEETING MINUTES  
May 20, 2020**

**ACTION:** Following a motion by Mr. Forrester and a second by Ms. Charles-Heathers, the Board approved the following consent agenda items, with all Directors voting in favor:

Board of Directors Meeting Minutes – April 15, 2020  
Community Impact Committee Meeting Minutes – March 25, 2020  
Finance and Audit Committee Meeting Minutes – April 9, 2020  
Governance & Operational Excellence Committee Meeting Minutes – March 25, 2020  
Quality & Health Outcomes Committee Meeting Minutes – April 1, 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 updates on current items.

**Governance Committee:** Ms. Mercer thanked Ms. Dumas for joining the Committee, and Mr. Cascino for reporting out on the work of the advisory committee. The Committee is working on matters relating to the Strategic Investment Fund, the Regional Supportive Housing Investment Fund (RSHIF), an upcoming retreat, and information dissemination to the Board. Mr. Weit asked clarifying questions about the work of the Committee and the Community Impact Committee on overlapping initiatives.

**Quality Committee:** Mr. Gillespie reported on quality pool funds, tracking of quality measures, Hepatitis C risk corridor, foster care medical home and OHA's metrics and scoring work.

**Community Impact Committee:** Ms. Boston-Ashby reported on Committee discussions relating to kindergarten readiness, the advisory committee for the Committee, RSHIF (including coordination with the Governance Committee) and ORCHWA.

**Community Advisory Council:** Ms. Lawrence reported on the CAC's discussions relating to the Strategic Investment Fund, RSHIF, Unite Us, recruitment of CAC members, introduction of the new housing manager, and the importance of a disability focus for RSHIF.

**Directors Report:** Mr. Schroeder engaged the Board on topics including the recent election (affecting housing and behavioral health), growing membership, continuity of primary care in light of shifting populations from commercial to Medicaid, the State budget planning, HIPAA security, human resources services transitions, and new Health Share staffing. In response to a question, Mr. Hunter and Ms. Shively both reported on recent news that CareOregon and Providence would not be pursuing a new affiliation.

**Chair's Report:** Ms. Kuyl thanked Health Share staff for ongoing leadership on COVID-19 issues and reported on local COVID-19 work.



**HEALTH SHARE OF OREGON  
BOARD OF DIRECTORS MEETING MINUTES  
May 20, 2020**

Ms. Gernhart joined the meeting at 3:40 p.m.

**2020 Quality Withhold**

Mr. Gillespie discussed with the Board a May 14, 2020 "SBAR" memorandum (Memorandum) relating to recent OHA actions taken (a suspension due to COVID-19 impacts) with respect to a previous withhold associated with quality incentives and the resulting effects on the integrated delivery systems and integrated community health network. The directors discussed the recommendation contained in the Memorandum, how it would operate, the subsequent decision-making needed for the 10% retention and possible concepts relating to COVID-19 issues and impacts to providers and OHP recipients.

**ACTION: Following a motion by Ms. Lawrence and a second by Mr. Hunter, the Board unanimously approved the Recommendation set forth in the Memorandum for a 10% retention of quality dollars for regional initiatives and a disbursement of the remaining 90% to IDSs and ICN, all as more fully detailed in the Recommendation.**

Mr. Schroeder indicated that there has been some preliminary discussion about proposals for the use of the 10% retention.

Mr. Stewart left the meeting at 4:09 p.m.

**Unite Us**

Mr. Schroeder reported to the Board on upcoming committee work on Unite Us. He provided some additional background on the use of Unite Us. Directors posed questions relating to resource utilization, platform use, data tracking, effectiveness and coordination of service delivery.

**RSHIF/Governance and Board Retreat**

Mr. Schroeder reported to the Board on the work relating to RSHIF, clarifying work on a charter for the overall Fund as well as a charter for the proposed steering committee. The directors discussed the steering committee concept, connection between RSHIF and behavioral health, funding, structure, and multi-year strategies.

Mr. Schroeder also reported on the governance structure build-out and various work groups. He provided information on the Health Equity Plan and discussed a proposed Board retreat to focus on how to optimize CCO 2.0 principles and Health Share's role therein.

Ms. Boston-Ashby left the meeting at 4:35 p.m.

Mr. Weit left the meeting at 4:40 p.m.



**HEALTH SHARE OF OREGON  
BOARD OF DIRECTORS MEETING MINUTES  
May 20, 2020**

**ADJOURNMENT:** There being no further business, Ms. Kuyl adjourned the Board of Directors meeting at 4:41 PM.

---

Marni Kuyl, *Chair*

---

Ingrid, Brydolf, *Recorder*