



**BOARD OF DIRECTORS MEETING MINUTES**  
**September 21, 2022**

**BOARD MEMBERS PRESENT**

Abigail Lawrence  
Bob Stewart  
Camille Applin-Jones  
Dorane Brower  
Ebony Clarke  
Joe Hardman  
Marni Kuyl  
Keith Dempsey  
Eric Hunter  
Jeff Conklin  
Katrina Holland  
RJ Gillespie  
Andy Mendenhall  
Rod Cook  
Merrin Permut

**BOARD MEMBERS ABSENT**

Christa Shively  
Bettyna Rosales  
Cyreena Boston-Ashby

**STAFF PRESENT**

James Schroeder  
Maggie Bennington-Davis  
Trish Nimelman  
Graham Bouldin  
Mindy Stadlander  
Phyusin Myint  
Alyssa Craigie  
Mariotta Gary-Smith  
Karla Tupper  
Melissa Bates

**GUESTS**

Ingrid Brydolf, Legal Counsel  
Robert McConville  
Alexa Galluzzo  
Jon Cascino  
Justin Huff  
Beth Spinning

**CALL TO ORDER:** The Board of Directors meeting was called to order at 3:02 p.m. The meeting was held via a web-based platform where all participants could hear and participate. All participants introduced themselves.

**COMMITTEE, CAC, RSHIF AND CHEW/EQUITY REPORTS**

The Board heard reports from each of the Board Committees, the CAC, and RSHIF, along with an update on the CHEW/Equity.



## **BOARD OF DIRECTORS MEETING MINUTES**

### **September 21, 2022**

**Governance Committee:** Bob Stewart reported on the work of the committee including the MAC report, policies being presented to the Board for action, Board survey and findings, and recruitment for the Board and CAC.

Katrina Holland joined the meeting at 3:15 p.m.

**Quality Committee:** RJ Gillespie reported on the work of the committee including policies being presented to the Board for action, next steps on the strategic plan and performance to date on incentive pool metrics.

**Community Impact Committee:** Merrin Permut reported on the MAC report received by the committee as well as work on the housing benefit pilot, information relating to the 1115 Waiver, and SHARE.

**Finance Committee:** Eric Hunter reported on the Moss Adams audit work, financial updates, and delegated financial performance and transparency, as well as the role of the MAC.

**RSHIF:** No update this month.

**Community Advisory Council:** Abigail Lawrence reported on the discussions at the CAC regarding Family Connects and the Social Emotional metrics, as well as the innovator agent report, and CAC recruitment and representation on the Board.

**CHEW work group/Equity:** Mariotta Gary-Smith discussed a workshop delivered to the CHEW workgroup, and the offering of the workshop to other areas of Health Share.

**CEO REPORT:** James Schroeder reported on his military leave.

#### **CONSENT AGENDA:**

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



**BOARD OF DIRECTORS MEETING MINUTES**  
**September 21, 2022**

**ACTION:** Following a motion by Dorane Brower and a second by Eric Hunter, the Board approved the following consent agenda items, with all Directors voting in favor:

- **Board of Directors Meeting Minutes, August 17, 2022**
- **Finance and Audit Committee Meeting Minutes, August 4, 2022**
  - Risk Corridor Policy FIN-C-03
- **Quality, Health and Outcomes Committee Minutes, July 7, 2022**
  - Grievance System Overview Policy QUAL-01
  - Member Grievances Policy QUAL-04
  - ABDs, Appeals & Contested Case Hearing Policy QUAL-05
- **Community Impact Committee Minutes, July 27, 2022**
- **Governance and Operational Excellence Committee Minutes, June 22, 2022**
  - Data Sharing Policy INFOSEC-08
  - Conflict of Interest Policy CORP-01

**WAIVER READINESS AND BENEFIT EXPANSION UPDATE**

Mindy Stadtlander provided the Directors with a timeline and implementation plan for new benefits that are expected to roll-out to CCOs over time.

Alyssa Craigie and Phyuysin Myint discussed the Social Determinants of Health Network, explaining the scope, principles, implementation plan and the importance of standard contracting.

Trish Nimelman discussed the emerging global budget and community investment concepts that are anticipated.

Mindy Stadtlander discussed the Basic Health Program's scope, readiness, and plan for implementation.



**BOARD OF DIRECTORS MEETING MINUTES**  
**September 21, 2022**

**FINANCIAL INVESTMENT OVERSIGHT COMMITTEE**

Mindy Stadtlander provided the Board an update of the Financial Investment Oversight Committee’s work. She reviewed the charter. Trish Nimelman explained the framework relating to services, the criteria for allocation and the process and timeline for the remainder of the calendar year.

Andy Mendenhall commented on the positive work to date.

Phyusin Myint explained how the FIOC is using the Rapid Equity Tool to ensure that the work is “led by race”.

Ebony Clarke left the meeting at 4:00 p.m.

Camille Applin-Jones asked, and the Directors discussed, how the FIOC work will be brought forward (through recommendations to the Board for action), the membership and the duration of the committee’s work.

Andy Mendenhall left the meeting at 4:20 p.m.

**ACTION: Following a motion by Abigail Lawrence and a second by Katrina Holland, the Board approved the following motion, with all Directors voting in favor:**

**Approval of the 2021 Financial Investment Oversight Committee Charter, Framework, Process and Timeline (each of which is in the Board materials) as the guiding structure for reinvestment of 2021 net income.**

**ADJOURNMENT:** There being no further business, Marni Kuyl adjourned the Board of Directors meeting at 4:25 p.m.

DocuSigned by:  
  
725A631D058E414...  
Marni Kuyl, *Chair*

DocuSigned by:  
  
A4C049CB7B09475...  
Ingrid Brydolf, *Recorder*