



**HEALTH SHARE OF OREGON
BOARD OF DIRECTORS MEETING MINUTES
July 21, 2021**

BOARD MEMBERS PRESENT

Abigail Lawrence
Bettyna Rosales
Bob Stewart
Camille Applin-Jones
Christa Shively
Cyreena Boston-Ashby
Diana Gernhart
Dorane Brower
Ebony Clarke
Eric Hunter
Jackie Mercer
Joe Hardman
Lakeesha Dumas
Marni Kuyl
R.J. Gillespie
Ramsay Weit
Rod Cook
Sarah Brewer

BOARD MEMBERS ABSENT

Rachel Solotaroff

STAFF PRESENT

James Schroeder
Maggie Bennington-Davis
Graham Bouldin
Mindy Stadtlander
Kelli Houston
Trish Nimelman
Karla Tupper
Christine Bernsten
Yoni Kahn-Jochnowitz
Alyssa Craigie

GUESTS

Beth Spinning
Ingrid Brydolf, Davis Wright Tremaine
Robert McConville
Alexa Galluzzo
Jon Cascino
Justin Huff
Marcy Boyd, Moss Adams

CALL TO ORDER: Marni Kuyl, Board Chair, called the Board of Directors Meeting 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.



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Camille Applin-Jones joined the meeting at 3:08 p.m.

COMMITTEE, CAC AND RSHIF REPORTS AND DISCUSSION: Marni Kuyl requested reports from each of the Board Committees, the CAC and RSHIF.

Governance Committee: Jackie Mercer reported on the Committee's discussion of the member advisory committee's report on strategic plan implementation, Board retreat, compliance updates, Board recruitment and the use of the Leading with Race tool, and the MMLR policy.

Quality Committee: RJ Gillespie reported on the Committee's discussion of the behavioral health crisis and the access task force charter, COVID incentive metrics, the housing pilot, and strategic plan metrics.

Community Impact Committee: Cyreena Boston-Ashby reported on the Committee's discussion of the housing pilot.

Finance Committee: Eric Hunter reported on the work of the Committee, including the Community Health Improvement Plan, financial audit (to be presented to the Board today), and current financial statements.

Community Advisory Council: Abigail Lawrence reported on the CAC's discussion of the delivery system network and the housing pilot.

RSHIF: Ramsay Weit reported on the steering committee's discussion of the housing pilot, and recruitment of potential steering committee members based upon the charter.

Lakeesha Dumas joined the meeting at 3:24 p.m.

CHAIR REPORT: Marni Kuyl raised the issue of Health Share's update to OHA on equity issues.

CEO REPORT: James Schroeder highlighted a number of matters for the Board, including the work of the legislature, COVID (surges, metrics and vaccination rates among Health Share members), heat-related deaths, air quality and wildfire planning, and the newly formed behavioral health crisis task force.



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CONSENT AGENDA:

Marni 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 Christa Shively and a second by Bob Stewart, the Board approved the following consent agenda items, with all Directors voting in favor:

- **Board of Directors Minutes – June 16, 2021**
- **Community Impact Committee Minutes – May 26, 2021**
- **Governance & Operational Excellence Committee Minutes – May 26, 2021**
- **Quality & Health Outcomes Committee Minutes – June 2, 2021**
- **Finance & Audit Committee Minutes – June 3, 2021**

2020 Audited Financial Statements

Marcy Boyd of Moss Adams reported Moss Adams' findings on the audit of Health Share financial statements for CY 2020. She reviewed the audit process. She discussed changes in the audit process from 2019 and the impact of those changes on the statements and the audit. She discussed the role of the auditor and the auditor's conclusions. She reviewed the financial results, including the surplus notes and their effect on the financial statements. She reviewed in detail the auditor's notes.

Diana Gernhart confirmed with Marcy Boyd that there was no need to restate financial statements in light of the rules' changes. The directors discussed the positive audit findings.

ACTION: Following discussion and a motion made by Diana Gernhart and seconded by Joe Hardman, the Board approved the following motion, with all Directors voting in favor:

Accept the 2020 Audited Financial Statements and Audit results presented by Moss Adams.

Housing and Strategy Investment

James Schroeder discussed a housing pilot. OHA is working to receive CMS approval for housing benefits. In the meantime, Health Share is considering a pilot to help inform subsequent work with CMS regarding benefits. He described the pilot and the target populations: temporary housing, rental assistance, wraparound services, housing modifications and tenancy support services.



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The directors discussed the importance of Board housing expertise, coordination with community partners on housing issues, and the role of RSHIF and various funding streams/benefits.

Health and Education

Eric Hunter led a presentation with Bob Stewart on the work that has been ongoing among health and education experts both prior to COVID and currently. Eric Hunter presented a white paper for an “ecosystem of health” for children, and he solicited comments from the Board. The goal is to create 4-5 pilots around Oregon.

Lakeesha Dumas left the meeting at 4:24 p.m.

Bob Stewart explained that the educational system works with many of the same families for whom Health Share coordinates health care. The goal is to work seamlessly to support the health and education of the children.

Global Budget 2022 Principles

Eric Hunter, as chair of the Finance Committee, spoke about the upcoming work of creating a global budget that appropriately supports the work of Health Share, and the principles that will support that work.

James Schroeder reviewed the principles in detail with the Board. The directors asked questions about the principles and clarity.

Jackie Mercer left the meeting at 4:49 p.m.

Conflict of Interest

Ingrid Brydolf, legal counsel to Health Share, presented the recommendation of the Governance Committee to allow the continued service of Marni Kuyl on the Board while an employee of Washington County serves in a fiduciary capacity with another CCO. Marni Kuyl explained the situation. The Board reviewed the precautions put in place to ensure that any conflicts of interest will be surfaced and handled appropriately and to ensure that Marni Kuyl can perform her fiduciary duties to Health Share.

Christa Shively commented on the Governance Committee’s review of the matter.

ACTION: Following discussion and a motion made by Bob Stewart and seconded by Abigail Lawrence, the Board approved the following motion, with Marni Kuyl abstaining and all other Directors voting in favor:




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Accept the Governance Committee’s recommendation to approve Marni Kuyl’s request to remain serving on the Health Share Board of Directors so long as no confidential Health Share information is disclosed to the Washington County employee who serves as a fiduciary to another CCO, and Marni Kuyl exercises her fiduciary duties without limitation.

Camille Applin-Jones left the meeting at 5:01 p.m.

ADJOURNMENT: There being no further business, Marni Kuyl adjourned the Board of Directors meeting at 5:04 PM.

DocuSigned by:

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Marni Kuyl, *Chair*

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Ingrid Brydolf, *Recorder*