



BOARD OF DIRECTORS MEETING MINUTES
February 15, 2023

BOARD MEMBERS PRESENT

Abigail Lawrence
Christa Shively
Bettyna Rosales
Wendy Lear
Dorane Brower
Katrina Holland
Bob Stewart
Keith Dempsey
Eric Hunter
Jeff Conklin
RJ Gillespie
Cyreena Boston-Ashby
Andy Mendenhall
Rod Cook
Merrin Permut

BOARD MEMBERS ABSENT

Candice Jimenez
Camille Applin-Jones
Joe Hardman
Marni Kuyl

STAFF PRESENT

Mindy Stadlander
Maggie Bennington-Davis
Phyusin Myint
Graham Bouldin
Mariotta Gary-Smith
Karla Tupper
Melissa Bates

GUESTS

Ingrid Brydolf, Legal Counsel
Jon Eames
JerMichael Riley
Jon Cascino
Justin Huff
Beth Spinning
Alexa Galluzzo

CALL TO ORDER: The Board of Directors meeting was called to order at 3:01 p.m. by Dorane Brower, Vice Chair. The meeting was held via a web-based platform where all participants could hear and participate. All participants introduced themselves. Wendy Lear, a new Board member, was introduced as well.



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COMMITTEE, CAC, RSHIF AND CHEW/EQUITY REPORTS

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

Governance Committee: Bob Stewart reported on the MAC update received by the committee, policies being presented to the Board for approval today, review of the Quality Committee charter, candidates for officer positions and the interviewing of Board candidates.

Quality Committee: RJ Gillespie reported on the work of the committee including policy work on metrics, NEMT grievances (follow-up from earlier review) and whether there was a spike due to higher Fall utilization because later quarters were lower, external quality review for Health Share (the results and actions needed in policy), and metrics review.

Community Impact Committee: Cyreena Boston-Ashby recognized member birthdays, and additionally announced her resignation from the Board due to changes in her job and work focus. The committee received a MAC report, considered the 2023 legislative agenda, and will focus next meeting on delineating committee priorities.

Finance Committee: Eric Hunter reported on the work of the committee including policy reviews, financial updates, year-end financials, and risk adjustments.

Community Advisory Council: Abigail Lawrence reported that the CAC had received a FIOC update and an OHA update from the Health Share Innovator Agent. She also reported on an upcoming CAC retreat.

RSHIF: No report.

CHEW work group/Equity: Mariotta Gary-Smith discussed Health Share's annual OHA report, and the hosting of a Black History Month lecture on February 28.

VICE CHAIR REPORT: Dorane Brower, Vice Chair, discussed the process of the search committee that has begun screening candidates for the Health Share CEO position.



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INTERIM CEO REPORT: Mindy Stadtlander, Interim CEO, discussed updates from OHA on procurement, redetermination and the 1115 Waiver. She also discussed the recruitment of a CFO, and how Health Share is working with the City of Portland and Multnomah County with respect to houseless initiatives. Andy Mendenhall commented on the importance of communications among the County, the City and Health Share.

CONSENT AGENDA:

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

ACTION: Following a motion by RJ Gillespie and a second by Christa Shively, the Board approved the following consent agenda items, with all Directors voting in favor:

- **Board of Directors Meeting Minutes, January 18, 2023**
- **Governance and Operational Excellence Committee Minutes, November 30, 2022**
- **CORP-04 Administrative Performance Program**
- **CORP-08 Confidentiality Agreement**
- **Quality, Health and Outcomes Committee Charter**
- **Quality, Health and Outcomes Committee Minutes, January 4, 2023**
- **Finance & Audit Committee Minutes, December 14, 2022**
- **FIN-C-01 Financial Solvency of Delegation**
- **FIN-C-05 Risk Adjustment Capitation**
- **Community Impact Committee Minutes, November 30, 2022**

HEALTH SHARE PUBLIC POLICY AND GOVERNOR'S BUDGET

Jon Eames provided the Directors with an overview of the 2023 legislative session. He discussed the Governor's healthcare and CCO priorities and how they appear in the proposed budget. He also discussed other key CCO issues in front of the legislature this session.

The directors discussed the issues and the legislative framework and guiding principles provided in the Board packet.



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ACTION: Following a motion by Eric Hunter and a second by Abigail Lawrence, the Board approved the guiding principles for the 2023 legislative session, as presented, with all Directors voting in favor.

HEALTH SHARE MODEL OPTIMIZATION

Mindy Stadtlander engaged the directors in a discussion of the review and evaluation of the Health Share governance and operating model, and a process for maximizing the model for future work. Keys to optimization will be: OHA CCO priorities; 1115 Waiver priorities; and Health Share needs.

She discussed a proposed process for further vetting of the priorities and model. The directors discussed the proposed process and the importance of the health-related social needs strategy as it relates to operations.

At 4:28 p.m. Katrina Holland left the meeting. Dorane Brower excused guests other than Mindy Stadtlander, Karla Tupper, Melissa Bates and Ingrid Brydolf.

OFFICER ELECTIONS

The Governance Committee reported three candidates for officer positions: RJ Gillespie (Chair), Dorane Brower (Vice Chair) and Christa Shively (Secretary).

RJ Gillespie provided a candidate statement to the directors and left the meeting. The directors discussed. RJ Gillespie returned to the meeting. A vote was conducted to elect RJ Gillespie to a two-year term as Chair. The motion passed.

Dorane Brower provided a candidate statement to the directors and left the meeting. The directors discussed. Dorane Brower returned to the meeting. A vote was conducted to elect Dorane Brower to a two-year term as Vice Chair. The motion passed.

Christa Shively provided a candidate statement to the directors and left the meeting. The directors discussed. Christa Shively returned to the meeting. A vote was conducted to elect Christa Shively to a two-year term as Secretary. The motion passed.

During the meeting, the directors discussed their goal of encouraging diversity among candidates for officer positions, as well as throughout the governance structure of Health Share.



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ADJOURNMENT: There being no further business, RJ Gillespie adjourned the Board of Directors meeting at 4:53 p.m.

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RJ Gillespie
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RJ Gillespie, *Chair*

DocuSigned by:
Ingrid Brydolf
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Ingrid Brydolf, *Recorder*