



## BOARD OF DIRECTORS MEETING MINUTES

March 19, 2025 (3:00 – 5:00 PM)

Regular Meeting

2121 SW Broadway, Portland, OR 97201

BOARD MEMBERS PRESENT	STAFF PRESENT
RJ Gillespie, Board Chair	Maggie Bennington-Davis
Christa Shively, Vice Chair	Mark Lewis
Rachael Banks, Secretary	Anthony Montoya
Jeff Conklin	Phyusin Myint
Hilary Flaming	Mindy Stadtlander
Eric Hunter	Beth Spinning
Candice Jimenez	Karla Tupper
Kyle King	
Monta Knudson	
Holden Leung	GUESTS
Andrew Mendenhall	George Brown (Legacy Health)
Merrin Permut	Jonathan Cascino (Providence)
Bettyna Rosales	Erin Fair Taylor (PacificSource)
Jennifer Stacy	Alexa Galluzzo (PacificSource)
	Tim Goldfarb (OHSU)
	Carly Hood-Ronick (CareOregon)
	Justin Huff (Legacy Health)
BOARD MEMBERS ABSENT	Nora Leibowitz (CareOregon)
Joe Hardman	Philip Mason-Joyner (Clackamas County)
Katrina Holland	Megan Mcaninch Jones (Providence)
Mjere Simantel	Katrina McPherson (OHSU)
	Dave Neiman (Wakely Consulting)
	Adam Romney (Davis Wright Tremaine)
	Steve Stadum (OHSU)
	Khalid Wahab (OHSU)

**CALL TO ORDER:** The Board of Directors meeting was called to order at 3:05pm by the Chair, RJ Gillespie. The meeting was held in-person and via Teams as a hybrid meeting where all participants could hear and participate.

**COMMITTEE REPORTS:** The Board heard reports from the following Board committees.

**Governance & OpEx Committee:** Jeff Conklin reported on the Governance & Operational Excellence Committee Meeting held on March 12, 2025, including a discussion of the minutes from the

Committee Meeting on February 12, 2025, and approved the County Public Health Agreements. The Committee received a MAC report out from Jonathan Cascino, and a compliance update from Beth Spinning and Megan Mcaninch Jones. The Committee then discussed CCO updates and procurement timelines and the May Board of Directors retreat agenda. The Committee then moved into executive session and discussed Board candidates presented by Mindy Stadlander.

All other committee reports as well as the Board Chair and CEO reports were postponed in the interest of time.

**OHSU AND LEGACY HEALTH MERGER:** George Brown, MD, Steve Stadum, and Tim Goldfarb presented to the Board regarding the OHSU and Legacy Health merger.

Hilary Flaming left the meeting at 3:14pm.

Steve first presented on the status quo of the healthcare delivery system in the State of Oregon. Steve then discussed why OHSU and Legacy Health are interested in integrating, including improvement of the status quo, improving quality, efficiency and access. Steve discussed Legacy's needs to find a strategic partner and financial challenges. Steve referenced the commitments that the parties have made to the community that will be realized through the transaction. Steve then presented his view of the alignment in vision between Health Share, OHSU and Legacy Health.

Tim Goldfarb presented his vision regarding the purposes of benefits of the OHSU and Legacy integration. Tim expressed OHSU's commitment to Health Share yesterday, today and in the future.

George Brown began by echoing the sentiments expressed by Steve and Tim. George also congratulated the Health Share board on the partnerships, service expansion and quality improvement that has been developed by the collaborative. George then presented on the Legacy Health Foundation that will be formed as a result of the combination. George explained that Legacy Health will provide some initial oversight of the Foundation, but that it will eventually operate independently.

Hilary Flaming rejoined the meeting at 3:30pm.

Rachael Banks joined the meeting at 3:40pm.

Board Members asked questions, and the three presenters addressed them. Topics discussed included:

- The stability and lack of stability of the Medicaid market and delivery system;
- Population health management aimed at high risk and high acuity Medicaid patients, and OHSU's and Legacy's role in addressing these patient needs;
- The implications of the combination on services for tribal and indigenous communities, disparities in access, and serving other diverse populations;
- Health Share's governance and the roles of various organizations in governance;
- Health equity in patient outcomes, presenting health conditions, access, preventive care, and other disparities in care;

- Housing crisis for individuals with high acuity behavioral health needs;
- Healthcare financing and investment in Medicaid; and
- The combination's impact on primary, preventive and outpatient behavioral health care.

### **CONSENT AGENDA**

RJ Gillespie presented, and the Board voted on the following consent agenda.

**ACTION: Following** a motion by Candice Jimenez and a second by Merrin Permut, the Board approved the following consent agenda items, with all Directors voting in favor.

- Board of Directors Meeting Minutes, February 19, 2025
- Governance & OpEx Committee Minutes, February 12, 2025
- Finance Committee Minutes, February 18, 2025
- Quality Health & Outcomes Committee Minutes, December 12, 2024
- Financial Policy (FIN-C-01) Financial Solvency of Delegated Entities Policy
- Quality Policy (QUAL-04) Member Grievances Policy
- Quality Policy (QUAL-05) Adverse Benefits Determinations Policy

**ACTION: Following** a motion by Christa Shively and a second by Eric Hunter, the Board approved the following contract, with all Directors voting in favor. Jeff Conklin abstained.

- Second Amendment to Strategic Initiatives Services Agreement with OHSU, effective April 1, 2025

**ACTION:** Following a motion by Kyle King and a second by Jennifer Stacy, the Board approved the following contracts, with all Directors voting in favor. Rachael Banks abstained.

- Amended and Restated County-Based Services Agreement with Multnomah County, effective January 1, 2022
- Amended and Restated County-Based Services Agreement with Clackamas County, effective January 1, 2022
- Amended and Restated County-Based Services Agreement with Washington County Public Health, effective January 1, 2025

### **GLOBAL BUDGET**

Mark Lewis and Dave Neiman presented to the Board on 2024 trends, 2025 emergent experiences, and the 2026 rate setting strategy. Specifically, Mark presented to the Board regarding estimated 2024 physical health financials, and the drivers contributing to additional costs in 2024 (e.g., enrollment, GLP-1s, behavioral health utilization and administrative costs, NEMT and dental benefit costs). Mark and Dave then presented regarding rate issues in 2025, including engagement with OHA on 2025 rates, utilization increases throughout 2025, and estimated 2025 financials. Planning for 2026, Mark and Dave presented objectives, standards and strategy for 2026 rate advocacy.

The Board asked questions and engaged in discussion with the presenters throughout the presentation.

**LEGISLATIVE SESSION UPDATE**

This presentation was postponed in the interest of time.

**ADJOURNMENT:** There being no further business, RJ Gillespie adjourned the Board of Directors meeting at 5:15pm.

Signed by:

RJ GILLESPIE

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RJ Gillespie, *Chair*

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Adam Romney

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Adam Romney, *Recorder*