



BOARD OF DIRECTORS MEETING MINUTES

April 16, 2025 (3:00 PM – 5:00 PM)

Regular Meeting

2121 SW Broadway, Portland, OR 97201

BOARD MEMBERS PRESENT

R.J. Gillespie, Board Chair
Christa Shively, Vice Chair
Rachael Banks, Secretary
Jeff Conklin
Hilary Flaming
Joe Hardman
Eric Hunter
Candice Jimenez
Monta Knudson
Holden Leung
Andrew Mendenhall
Merrin Permut
Bettyna Rosales
Mjere Simantel
Jennifer Stacy

BOARD MEMBERS ABSENT

Kyle King
Katrina Holland

STAFF PRESENT

Mindy Stadtlander
Maggie Bennington-Davis
Anthony Montoya
Alyssa Craigie
Phyusin Myint
Beth Spinning
Mark Lewis
Karla Tupper

GUESTS

Adam Romney (Recorder, Davis Wright
Tremaine)
Nora Liebowitz (CareOregon)
Alexa Galluzzo (PacificSource)
Carly Ronick (CareOregon)
Chris Park (Kaiser)
Jonathan Cascino (Providence)
Justin Huff (Legacy)
Khalid Wahab (OHSU)
Phillip Mason-Joyner (Clackamas County)
Megan Mcaninch-Jones (Providence)

CALL TO ORDER: The Board of Directors meeting was called to order at 3:02 PM by the Chair, R.J. 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 each of the Board Committees.

Governance & OpEx Committee: Jeff Conklin reported on the Governance & Operational Excellence Committee meeting held on April 9th. The Committee first heard an Operational Excellence MAC report from Jon Cascino. Next, Beth Spinning and Michelle Jabczynski presented compliance updates to the Committee, specifically addressing a Health Share enterprise risk assessment, and the HSAG CMR audits. The Committee then discussed new Board member recruitment, and agenda topics for the upcoming Health Share Board retreat.

Quality Health & Outcomes Committee: Candice Jimenez presented regarding the Committee's meeting on Wednesday, April 2nd. The Committee reviewed and approved updates to the QHOC charter. The Committee then received an update regarding grievances and appeals, including grievance volume, prior authorization approval rates, claims denials and outcomes of appeals hearings. Cat Livingston then presented a new Clinical Practice Guidelines policy, which was subsequently approved by the Committee.

Community Impact Committee: Bettyna Rosales reported on the Community Impact Committee meeting held on March 26th. The Committee first received a legislative session update from Anthony Montoya, and discussed issues such as federal administration changes, CCO rates, provider tax, CCO procurement, the prioritized list, and behavioral health capacity and payment. The Committee then received a briefing from Mindy Stadlander regarding community impact budget implications.

Finance & Audit Committee: Eric Hunter reported on the Finance & Audit Committee meeting held on April 15th. The Committee reviewed and discussed the Financial Report Review and MLR Monthly Report, and the financial performance and status of key Health Share partners as reflected in these reports. The Committee reviewed and approved with modifications two finance policies (which have been presented to the Board for approval today). The Committee then discussed financial strategies for the 2025 calendar year.

Lastly, the Global Budget Workgroup presented to the Committee regarding potential changes to the 2025 Global Budget that was previously recommended to the Committee by the Workgroup. The Workgroup concluded that, although a multitude of factors are causing the cost of care to outpace revenue, no changes are recommended for the 2025 Global Budget, including any changes to budget allocations. The Committee asked questions and conferred regarding the Workgroup's presentation. Eric then explained to the Board that the Committee does not recommend any changes to the 2025 Global Budget at this time.

Community Advisory Council: Hilary Flaming reported on the Council's April 9th meeting, at which the Council discussed an upcoming Board of Directors and Community Advisory Council retreat to be scheduled during the summer of 2025; a joint Community Advisory Council and Community Impact Committee meeting to be held later in 2025. Hilary also informed the Board regarding the federal and state legislative update presentation from Anthony Montoya.

CHAIR REPORT: R.J. Gillespie reported on two important upcoming events: (1) the Change of Control Advisory Council meeting on April 17th to begin assessment of the proposed OHSU and Legacy transaction; and (2) the Board of Directors retreat to be held on May 2nd.

R.J. then presented a reflection regarding remedies to address burnout, stress, overwhelm, and moral injury. He shared that understanding the different distress categories within ourselves and within our organizations is important, because we address each one with different strategies and tactics. These categories can be described as:

- Stress: Temporary, activating, and pushes us to perform. Stress is alleviated by resources, time, and support.

- Burnout: Chronic stress leading to physical and emotional exhaustion. Burnout is alleviated by taking breaks and creating or reinforcing boundaries.
- Overwhelm: Stress that exceeds our capacity to cope and leads to paralysis. Overwhelm is alleviated by nothingness (including mindfulness) and play.
- Moral injury: The damage done to our values and moral compasses by systems that don't allow us to do the right thing. Moral injury is addressed by reframing (remembering the source of our distress and not taking it out on others) and changing the system when we can. It often appears as the difference between rage (unfocused, directed at everyone / everything) and outrage (which is purposeful and can be laser-focused on a specific goal).

R.J. further shared that play is important at all ages, though what it looks like might change. It is characterized by joyful interactions, the absence of a specific goal, and often means strengthening our connections with other people.

Lastly, R.J. reflected that we are all dancing between these different distress categories – sometimes feeling more than one in the same day. The same is true for the people in the Board members' respective organizations. While it's sometimes hard to be self-reflective when in distress, knowing where we are at any given time helps us to know what strategies to employ in order to help – both for ourselves and our colleagues.

CEO REPORT: Mindy Stadtlander shared her thoughts on recent federal administration changes. She also updated the Board on recent meetings involving OHA and other CCO CEOs to discuss potential implications from federal policy changes. Mindy then updated the Board regarding the status of rate discussions with OHA. Lastly, Mindy recognized the recent success of an event hosted by the health equity and engagement team at the Health Share offices.

CONSENT AGENDA:

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

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

- Board of Directors Meeting Minutes, March 19, 2025
- Governance & OpEx Committee Minutes, March 12, 2025
- Quality Health & Outcomes Committee Minutes, March 5, 2025
- Community Impact Committee Minutes, February 18, 2025
- Finance Committee Minutes, March 18, 2025
- Financial Policy FIN-C-05 Risk Adjustment Capitation
- Financial Policy FIN-C-07 Investment Policy

LEGISLATIVE SESSION AND PROCUREMENT UPDATE:

Anthony Montoya presented on the Oregon legislative session, including key committee work and milestones, a federal legislative update (work requirements, FMAP, an update regarding Medicaid funding (CCO rates and provider taxes), CCO procurement legislation (HB 2205 that would create a five-year CCO term and two-year delay in procurement; HB 2212 would create a task force on the prioritized list of healthcare services, as the prioritized list must be transitioned by 2027; HB 2059 regarding building behavioral health capacity and prioritized projects to develop further capacity.

HRSN AND HOUSING BENEFIT UPDATE:

Beth Spinning and Alyssa Craigie presented a Health Related Social Needs (HRSN) and Housing Benefit Update.

First, Alyssa presented two stories discussing the positive impacts of the HRSN and housing benefit.

Next, Beth summarized the housing and nutritional benefit process request for the Board, with steps including member requests, eligibility review, authorization decision, provider and member matching, and the provider's work to arrange for HRSN services. Beth and Alyssa discuss challenges identified during the recent experience in administering the benefit.

Beth then presented several key milestones and progress made on the HRSN benefit administration and service delivery. Alyssa then presented several priority issues and challenges faced in the delivery of the HRSN benefit. Alyssa continued by presenting mitigation plan updates to the Board, including strategies for addressing volume issues and provider capacity limitations.

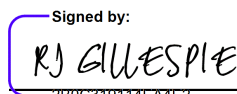
Beth discussed initial administrative expense estimates for the HRSN benefit administration in 2024, projected to result in a significant financial loss. The Board asked questions and discussed the administrative expense issue, and expectations for the 2025 and 2026 calendar years.

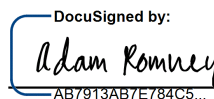
Lastly, Beth and Alyssa discussed what lies ahead for Health Share's administration of the HRSN benefit, including incorporating process improvements, administrative settlement with OHA, renegotiating key agreements, and others.

INVESTMENT PORTFOLIO UPDATE: This agenda topic was postponed.

HONORING CEREMONY: NARA presented Native American Rehabilitation Assoc of the Northwest presented the goodbye honoring ceremony for outgoing Board member, Joe Hardman.

ADJOURNMENT: There being no further business, R.J. Gillespie adjourned the Board of Directors meeting at 4:55 p.m.

Signed by:

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R.J. Gillespie, Chair

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Adam Romney, Recorder