



**BOARD OF DIRECTORS MEETING MINUTES**  
**November 15, 2023 (3:00 PM – 5:00 PM)**  
**Regular Meeting**  
**2121 SW Broadway, Portland, OR 97201**

**BOARD MEMBERS PRESENT**

Abigail Lawrence  
Andy Mendenhall arrive 4:07 PM  
Bettyna Rosales  
Bob Stewart  
Camille Applin-Jones arrive 3:15 PM  
Candice Jimenez  
Christa Shively  
Eric Hunter  
Jeff Conklin  
Joe Hardman  
Kyle King  
Mjere Simantel  
Nick Kashey  
RJ Gillespie  
Rod Cook  
Valdez Bravo

**BOARD MEMBERS ABSENT**

Katrina Holland  
Keith Dempsy

**STAFF PRESENT**

Mindy Stadlander  
Maggie Bennington-Davis  
Graham Bouldin  
Phyusin Myint  
Beth Spinning  
Mark Lewis  
Maria Tafolla  
Christine Bernsten  
Jacob Parks  
Karla Tupper

**GUESTS**

Khalid Wahab  
Nora Leibowitz  
Alexa Galluzzo  
Robert McConville  
Erin Fair-Taylor  
Dave Nieman, Wakely  
John Santa, Public Guest



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**CALL TO ORDER:** The Board of Directors meeting was called to order at 3:00 PM 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 each of the Board Committees.

**Governance & OpEx Committee:** Bob Stewart reported on the following topics: the approval of September meeting minutes, behavioral health governance structure, the Health Share of Oregon social determinants of health (SDOH) policy, mandated board compliance training, and the housing pilot. Jacob Parks walked through the contract changes at a high level. Other matters discussed were the CareOregon change of control resolution and Board Officer and Director recommendations.

**Quality Health & Outcomes Committee:** The committee did not meet so no report was provided.

**Community Impact Committee:** Bettyna Rosales reported on the committee's discussion of the housing pilot, transition planning, and an update on the legislative session and the funding for SHARE spending planning.

**Finance & Audit Committee:** Eric Hunter reported on the carryover funds request and the global budget process, including a discussion regarding how to use the equity, diversity, and inclusion (EDI) lens.

**Community Advisory Council:** Abigail Lawrence reported on the committee's discussion of the Oregon Health Authority CareOregon SCAN merger. The Board discussed the information shared in relation to the committee's understanding of the need for, and implications of, the merger.

**Regional Supportive Housing Impact Fund (RSHIF):** No Meeting regarding the RSHIF was held, so no report was provided.

**CHAIR REPORT:** RJ Gillespie ceded this time.

**CEO REPORT:** Mindy Stadtlander recognized the new Health Share Chief Operations Officer, Beth Spinning, and that the Oregon Health Authority has announced the hiring of a new Administrator. Stadtlander also



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reported on the Central City task force discussions addressing behavioral health needs and issues. Mindy emphasized the need for more capacity for all behavioral health services within the Portland metro area.

**CONSENT AGENDA:** RJ Gillespie introduced the consent agenda items and offered the opportunity to remove or correct any item from the consent agenda.

**ACTION:** Following a motion by Camille Applin-Jones and a second by Abigail Lawrence, the Board approved the following consent agenda items, with all Directors voting in favor:

- Board of Directors Meeting Minutes, October 18, 2022
- Community Impact Committee Minutes July 26, 2023 & September 27, 2023
- Finance & Audit Committee Minutes October 17, 2023
- FIN-C-01 Financial Solvency of Delegated Entities
- FIN-C-05 Risk Capitation Model
- Governance & OpEx Minutes September 27, 2023
- Housing Pilot Transitional Contract

### **CONTRACT APPROVALS – INDIVIDUAL CONTRACT PACKET (09)**

The Board discussed the following contracts, each as made available to the Board in the individual contract packet:

- 2024 CCO Medicaid #1
- 2024 CCO Non-Medicaid #2
- 2024 LTSS MOU #7
- Planned Community Birth Amendments #8-#13.

**ACTION: Christa Shively moved to approve the above contracts, and Abigail Lawrence seconded the motion. The Members unanimously approved the above contract(s).**

The Board also discussed the 2024 IDS Contracts, and the 2024 ICN Contract.

**ACTION: Abigail Lawrence moved to approve the 2024 IDS Contracts and Eric Hunter seconded the motion. The Members unanimously approved the motion. Members appointed by IDSs abstained (Krista Shively, Camille Applin-Jones, and Jeff Conklin).**



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**ACTION: Mjere Simantel moved to approve the 2024 ICN Contract and Christa Shively seconded the motion. The Members unanimously approved the motion. Eric Hunter, the Member appointed by the ICN, abstained.**

### **GLOBAL BUDGET RECOMMENDATION**

Mark Lewis presented on the Global Budget, starting by reviewing the budget process, OHA policy changes, HSO's global budget, and giving an overview of 2024 budget highlights. Mark made budget recommendations including recommendations related to total collective costs and identifying IDS/ICN and HSO administrative costs. Mark summarized key decisions made by the workgroup and shared the medical loss ratio associated with the global budget. The Board discussed the above, and Mark addressed questions from Board members on topics such as the effect of redeterminations on the global budget, increasing cost and utilization, collaborators involved in the global budget work group, and the infrastructure still needed.

**ACTION: Mjere Simantel moved to approve the global budget as presented and Rod Cook seconded the motion. Members unanimously approved the motion with no opposition or abstentions.**

### **SHARE PORTFOLIO:**

Maria Tafolla gave an overview of the legal SHARE requirements and the process for community reinvestment as well as background on proposal submission and review. Maria discussed work completed in September and October of 2023, including the development of an application for SHARE with input from CAC and CI MAC, the development and evaluation criteria that was based on information from OHA and equity principles, the application review, meetings that were held, and funding requests that were submitted.

Abigail Lawrence led further discussion on the review process, including the individual scoring system and the assessment. Abigail presented the scores on each of the SHARE proposals and CIC approved recommendations for SHARE spending.

Candice Jimenez led the discussion on learnings from the SHARE process in 2023 and the importance of community engagement. Candice also discussed next steps, including working with awardees to develop contracts for funding, and submitting SHARE spending report to OHA.



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The Board asked questions to the presenters, including questions about potential risks caused by the process, success of these awards, strategies to minimize risks, whether the group will refine the assessment criteria going forward, OHA's approval of the SHARE proposals, and the number of HSO members/patients that will benefit from the approved SHARE proposals.

**ACTION: The Board unanimously approved the SHARE investment portfolio, with the counties abstaining, after Joe Hardman moved and Camille Applin-Jones seconded the motion.**

### **CAREOREGON CHANGE OF CONTROL**

Mindy Stadlander led the change of control discussion, emphasizing that the decision in front of the Board is not about the merits of the overall transaction between CareOregon and SCAN but that the process was about what protections Health Share required to ensure the stability of the collaborative in the event that state agencies approve the transaction. There was a public comment from John Santa. Mr. Santa questioned the need for the change of control and asked questions about HSO's process and the proposed transaction generally. Mr. Santa made additional comments regarding the financial exchange, the potential benefits for CareOregon, the potential change in governance structure, and opined on the extent of the information that has been presented to the public.

The Board discussed the implications of the change of control within the context of Health Share, including Health Share's process for considering the approval; the diligence performed by Health Share and its committees; the attention to mission alignment; the consideration duration of Health Share's review process; and CareOregon's commitment to transparency during the process. The Board also discussed the limited purpose of Health Share's review compared to the more general review being taken by state agencies for approval purposes and that the changes to the contracts and agreements were related to keeping CareOregon as a Member Organization and important collaborative partner.

**ACTION: Jeff Conklin moved, and Christa Shively seconded the motion to recommend that the Health Share Members: (1) consent to the change of control of CareOregon for purposes of CareOregon's membership interest in Health Share, and (2) consent to the change of control of CareOregon for purposes of CareOregon's agreements with Health Share, each as fully set forth and described in the Recommendation and Consent Resolution presented to the Board. All Members voted in the affirmative, except that Valdez Bravo voted nay, and Eric Hunter abstained.**



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**ACTION: Christa Shively moved, and Jeff Conklin seconded a motion for the Board to provide its consent regarding the proposed affiliation between CareOregon and SCAN Group and resulting change of control of CareOregon as required by CareOregon’s administrative services agreement and ICN agreement with Health Share, including any consent related to any deemed assignment of such agreements upon the change of control. All Members voted in the affirmative, except that Valdez Bravo voted nay, and Eric Hunter abstained.**


**ACTION: Rod Cook moved, and Abigail Lawrence seconded a motion to authorize the Health Share CEO to execute any consent documents on behalf of Health Share as required to effect the consent to the CareOregon change of control, and to take any further actions as may be reasonable and necessary to effectuate the foregoing resolutions. All Members voted in the affirmative, except that Valdez Bravo voted nay, and Eric Hunter abstained.**


**EXECUTIVE SESSION: BOARD MEMBERS AND OFFICER ELECTIONS:** The Board discussed Board Member and Officer elections.

**ACTION: The Board unanimously approved the appointment of Holden Leung and Monta Knudson as Directors after Rod Cook moved and Eric Hunter seconded the motion.**

**ACTION: The Board unanimously approved the appointment of Christa Shively as the Vice Chair of the Board of Directors, and Camille Applin-Jones as the Secretary of the Board of Directors.**

**ADJOURNMENT:** There being no further business, RJ Gillespie adjourned the Board of Directors meeting at 5:08 p.m.

DocuSigned by:  
  
DFD209C50E617A1...  
RJ Gillespie, *Chair*

DocuSigned by:  
  
AB7913AB7E784C5...  
Adam Romney, *Recorder*

**Certificate Of Completion**

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Subject: Complete with DocuSign: 02 BOD Meeting Minutes 11-15-23_FINAL.pdf	
Source Envelope:	
Document Pages: 6	Signatures: 2
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Time Zone: (UTC-08:00) Pacific Time (US & Canada)	2121 SW Broadway
	Ste 200
	Portland, OR 97201-3181
	tupperk@healthshareoregon.org
	IP Address: 73.37.30.169


**Record Tracking**

Status: Original 12/26/2023   09:28 AM	Holder: Karla Tupper tupperk@healthshareoregon.org	Location: DocuSign
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**Signer Events**

Adam Romney  
AdamRomney@dwt.com  
Adam Romney  
Security Level: Email, Account Authentication (None)

**Signature**

DocuSigned by:  
  
AB7913AB7E784C5...  
Signature Adoption: Pre-selected Style  
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**Timestamp**

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Viewed: 12/26/2023 | 09:30 AM  
Signed: 1/2/2024 | 06:43 AM

**Electronic Record and Signature Disclosure:**

Accepted: 10/19/2023 | 05:44 PM  
ID: 1edc265f-6583-49d6-aa76-a4d2675ccdf8

RJ Gillespie  
rgillespie@childrens-clinic.com  
Security Level: Email, Account Authentication (None)

DocuSigned by:  
  
DFD209C50E614A1...  
Signature Adoption: Pre-selected Style  
Using IP Address: 172.56.153.249  
Signed using mobile

Sent: 12/26/2023 | 09:29 AM  
Resent: 12/26/2023 | 09:38 AM  
Viewed: 12/26/2023 | 09:41 AM  
Signed: 12/26/2023 | 09:42 AM

**Electronic Record and Signature Disclosure:**

Accepted: 12/26/2023 | 09:41 AM  
ID: 760612c4-db61-407e-9591-6a96a6dd7dba

In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	12/26/2023   09:29 AM

<b>Envelope Summary Events</b>	<b>Status</b>	<b>Timestamps</b>
Envelope Updated	Security Checked	12/26/2023   09:38 AM
Certified Delivered	Security Checked	12/26/2023   09:41 AM
Signing Complete	Security Checked	12/26/2023   09:42 AM
Completed	Security Checked	1/2/2024   06:43 AM

<b>Payment Events</b>	<b>Status</b>	<b>Timestamps</b>
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**Electronic Record and Signature Disclosure**



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### **How to contact Health Share of Oregon:**

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: [halemeadors@healthshareoregon.org](mailto:halemeadors@healthshareoregon.org)

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To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at [halemeadors@healthshareoregon.org](mailto:halemeadors@healthshareoregon.org) and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

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