



**BOARD OF DIRECTORS MEETING MINUTES**  
**October 16, 2024 (3:00 – 5:00 PM)**  
**Regular Meeting**  
**2121 SW Broadway, Portland, OR 97201**

**BOARD MEMBERS PRESENT**

RJ Gillespie, Board Chair  
Christa Shively, Board Vice Chair  
Rachel Banks  
Jeff Conklin  
Rod Cook  
Eric Hunter  
Joe Hardman  
Katrina Holland  
Candice Jimenez  
Monta Knudson  
Teresa Learn  
Andrew Mendenhall  
Merrin Permut  
Mjere Simantel  
Jennifer Stacy

**BOARD MEMBERS ABSENT**

Bettyna Rosales  
Kyle King  
Holden Leung

**STAFF PRESENT**

Mindy Stadtlander  
Mark Lewis  
Beth Spinning  
Michelle Jabczynski  
Phyusin Myint  
Karla Tupper  
Nora Liebowitz  
Christine Bernsten  
Maria Tafolla

**GUESTS**

Adam Romney, Legal Counsel  
John Cascino  
Justin Huff  
Twila Pierce  
Alexis Galluzo Legacy

**CALL TO ORDER:** The Board of Directors meeting was called to order at 3:03p.m. 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.



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

**Governance & OpEx Committee:** Jeff Conklin reported on two meetings held by the Governance Committee.

On September 25<sup>th</sup>, the Committee received an OpEx Medicare Advisory Committee (MAC) report-out from John Cascino. The Committee then reviewed and discussed a summary of the contracts presented for approval, and recommended approval of five amendments to current Health Share agreements pertaining to the Health Related Social Needs (“HRSN”) benefit and the CCBF agreement with Multnomah County. The Committee then reviewed two amendments to the IDS agreement relating to the HRSN benefit. Michelle Jabczynski presented an audit update, and the Committee received a presentation and discussed the results of a governance survey, proposed changes to Health Share’s bylaws, and an amendment to Health Share’s Administrative Services Agreement with Care Oregon to administer the HRSN housing and nutrition benefits.

On October 10<sup>th</sup>, the Committee met to review and discuss the proposed model for administering the HRSN and nutrition services benefits. The Committee also reviewed and voted to recommend approval an agreement related to the HRSN benefit, and IDS Agreement recommendation, and an MOU with Washington county for perinatal services. Lastly, the Committee discussed the Committee chair and its role.

**Quality Health & Outcomes Committee:** Candice Jimenez reported on meeting held on October 9<sup>th</sup>. In this meeting, the Committee reviewed and approved meeting minutes from September 4<sup>th</sup>, Katrina McPherson and Jeremy Koehler presented on Member Advisory Committee (MAC) updates, the Committee discussed an updated data review and partner engagement and contracting process. The Committee also discussed CareOregon Behavioral Health Network updates, including utilization trends, network changes, and member movement.

**Community Impact Committee:** There was no report on the Community Impact Committee.

**Finance & Audit Committee:** Eric Hunter reported that the Committee met on October 15<sup>th</sup>. In this Meeting, the Committee approved the September 18<sup>th</sup> meeting minutes, financial report review with a focus medical loss ratio (MLR) percentages and improving expense figures, FIN-C-06 Quality Metrics



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Distribution Policy, global budget opportunities, housing pilot program, and HRSN Administrative Services Agreement Scope of Work (SOW).

**Community Advisory Council:** Hillary Flaming reported on two meetings held between last month's Board Meeting. In the October 9<sup>th</sup> Committee meeting, the CAC discussed community engagement operations, Community Health Improvement Plan (CHiP), and CAC recruitment strategy next steps. In the September 11<sup>th</sup> meeting, the CAC discussed community engagement operations, Health Share community investment, Community Health Improvement Plan (CHiP), and CAC recruitment and next steps.

**CHAIR REPORT:** RJ Gillespie discussed upcoming workstreams including state contracts and budget. RJ encouraged the Board to approach these workstreams in a manner that reflects Health Share values, including patient focus and diversity, equity and inclusion. RJ Gillespie also discussed social determinants of health factors based on the socio-political environment in different states.

**CEO REPORT:** Mindy Stadlander congratulated OHSU and Legacy on the filing of their notice regarding their upcoming transaction and noted that the filing will kick off Health Share's process for reviewing the transaction pursuant to Health Share's Bylaws and agreements with the relevant organizations. Mindy also recognized this week's celebration of Indigenous People's day on Monday, October 14, 2024.

### **CONSENT AGENDA:**

**ACTION:** Following a motion by Rod Cook and a second by Mjere Simantel, the Board approved the following consent agenda items, with all Directors voting in favor.

- August and September Board of Directors Meeting Minutes
- Community Impact Committee Minutes from July
- Quality & Health Outcomes Committee Minutes from August and September
- Governance & OpEx Committee Minutes from July, August, and September
- Finance Committee Minutes for August and September
- FIN-C-06 Quality Metrics Distribution Policy
- Sunset RSHIF Steering Committee

### **CONTRACT APPROVALS**



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The Board discussed the following contracts:

- CCO Medicaid Amendment for HRSN effective 11.1.24
- CCO non-Medicaid Amendment for HRSN effective 11.1.24

**ACTION:** Krista Shively moved to approve the above contracts. Eric Hunter seconded the motion. The Members unanimously approved the above contracts.

- Multnomah County HRSN Funding Agreement 9.1.24

**ACTION:** Rod Cook moved to approve the above contracts. Merrin Permut seconded the motion. The Members unanimously approved the above contract. Rachel Banks abstained.

### **2024 SHARE PROGRAM COMMITMENTS:**

Maria Tafolla and Christine Bernsten presented on the 2024 SHARE Spending Plan, including the review/selection process, a summary of funding decisions, 2024 SHARE spending plan recommendations. The eleven proposed for approval as part of Health Share's 2024 SHARE Spending Plan are investments in Adelante Mujeres, Community Development Corporation of Oregon, Ecumenical Ministries of Oregon, Feed'em Freedom Foundation, Feed the Mass, Meals on Wheels People, Inc., Native American Rehabilitation Association of the Northwest, Inc., Oregon Community Food Systems Network, Oregon Public Health Institute, and CCBF Evaluation project. The potential investment in Oregon Community Health Workers Association was paused for further information and discussion.

**ACTION:** Jeff Conklin moved to approve Health Shares 2024 SHARE Program commitments. Rachel Banks seconded the motion. The Members voted unanimously to approve all commitments except the investment in Oregon Community Health Workers Association. There were no abstentions.

### **DOJ UPDATED EVALUATION CORPORATE COMPLIANCE PROGRAM:**

Michelle Jabczynski presented on the U.S. Department of Health and Human Services (HHS) Office of Inspector General (OIG) General Compliance Program Guidance (GCPG), which includes guidance around managing risks in new technology, sufficient and timely access to data sources and how to leverage this data for analytics, compliance training, the reporting mechanism, and compliance's involvement in the mergers and acquisitions (M&A) and integration process.



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### **HEALTH SHARE BYLAWS REVIEW PROCESS:**

Mindy Stadtlander and Adam Romney presented on the 2024 Health Share Bylaws review process and a summary of proposed changes, including discussing updates and minor changes to the Bylaws, as well as more complex/strategic provisions that may need updating such as provisions related to conflict of interest, the definition of affiliated entities, change of control, email voting, and the voting matrix. The Board then discussed the next steps in the process, which includes the Governance and Operational Excellence Committee considering the updates and minor changes revisions and Health Share management and counsel convening Member Organizations to begin discussions of the complex/strategic provisions.

### **HRSN HOUSING GO-LIVE AND NUTRITION MODEL**

Beth Spinning and Nora Leibowitz presented on the following:

- Nutrition Model Design Approval

**ACTION:** Mjere Simantel moved to approve Health Share’s Nutrition Benefit Operating Model Design as described. Eric Hunter seconded the motion. The Members voted unanimously to approve. No Directors abstained.

- Contract Approval Administrative Services Agreement:

**ACTION:** Mjere Simantel moved to approve the amendment to the Administrative Services Agreement for Health Related Social Needs (HRSN) Central Authorizing Entity for the Housing & Nutrition Benefit functions. Merrin Permut seconded the motion. The Members voted unanimously to approve. Eric Hunter abstained.

- ICN HRSN Amendment 11.1.24
- ICN HRSN non-Medicaid Amendment 11.1.24

**ACTION:** Krista Shively moved to approve the ICN HRSN Amendment. Mjere Simantel seconded the motion. The Members voted unanimously to approve. Eric Hunter abstained.

### **EXECUTIVE SESSION: BOARD SECRETARY NOMINATION:**


Jeff Conklin nominated Rachel Banks for the role of Board Secretary.




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**ACTION:** Krista Shively moved to approve the Board Secretary Nomination. Mjere Simantel seconded the motion. The Members voted unanimously to approve. Rachel Banks abstained.

**ADJOURNMENT:** There being no further business, RJ Gillespie adjourned the Board of Directors meeting at 4:52.

Signed by:  
  
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 RJ Gillespie, *Chair*

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