



**BOARD OF DIRECTORS MEETING MINUTES**  
**January 15, 2025 (3:00 – 5:00 PM)**  
**Regular Meeting**  
**2121 SW Broadway, Portland, OR 97201**

<b>BOARD MEMBERS PRESENT</b>	<b>STAFF PRESENT</b>
RJ Gillespie, Board Chair	Graham Bouldin
Christa Shively, Vice Chair	Alyssa Craigie
Hilary Flaming	Maggie Bennington Davis
Joe Hardman	Mark Lewis
Eric Hunter	Kat Livingston
Kyle King	Anthony Montoya
Monta Knudson	Phyusin Myint
Andrew Mendenhall	Beth Spinning
Merrin Permut	Mindy Stadtlander
Bettyna Rosales	<b>GUESTS</b>
Mjere Simantel	Justin Huff (Legacy)
Katrina Holland	Nora Leibowitz (CareOregon)
	Alexa Galluzzo (Legacy / PacificSource)
<b>BOARD MEMBERS ABSENT</b>	Adam Romney (Davis Wright Tremaine)
Rachael Banks, Secretary	Twila Cain-Pierce (Kaiser)
Jeff Conklin	Jon Cascino (Providence)
Candice Jimenez	
Jennifer Stacy	
Holden Leung	

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

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

**Governance & OpEx Committee:** Beth Spinning reported on the January 8<sup>th</sup> meeting of the Committee. The Committee heard a report out from the OpEx Member Advisory Committee representative, John Cascino. The Committee reviewed its Charter and objectives for 2025, including audits and compliance as well as Bylaws updates. Michelle Jabczynski presented an update on Health Share’s audit responses and also presented a fraud and abuse policy for Committee approval.

**Quality Health & Outcomes Committee:** There was no report from the Quality Health & Outcomes Committee as the Committee did not meet.

**Community Impact Committee:** There was no report from the Quality Health & Outcomes Committee as the Committee did not meet.

**Finance & Audit Committee:** Eric Hunter reported on the Committee's January 14<sup>th</sup> meeting. The Committee reviewed enrollment, utilization and financial metrics and performance. The Committee heard a presentation regarding Health Share's internal audit engagement from Moss Adams. The Committee then reviewed Health Share's November financials, including the current financial report review and an MLR presentation from Mark Lewis. The Committee then discussed current risk arrangements with OHA, an update on the state budget, and ecosystem funding.

**Community Advisory Council:** Hilary Flaming reported on the Council's meeting on January 8<sup>th</sup>. The Council discussed Community Advisory Council recruitment, the 2024-25 strategic opportunities and priorities list, the Supporting Health for All through Reinvestment (SHARE) Statement of Work and implementation of the same, the 2025 state legislative session and the CAC's opportunities to participate.

**CHAIR REPORT:** RJ Gillespie wished the Board a Happy New Year and reflected on Health Share's accomplishments in 2024 such as the first launch of a Health Related Social Need (HRSN) benefit in February, the social/emotional need metric performance, behavioral health and ecosystem investments. RJ also welcomed new Oregon Health Authority (OHA) leadership and governance changes. RJ then presented on Health Share's 2025 objectives such as governance and operational excellence changes, re-procurement preparations and other future work. RJ noted current Board recruitment needs, and some of the desired characteristics of new Board members. Lastly, RJ mentioned efforts to schedule a 2025 Board retreat.

**CEO REPORT:** Mindy Stadlander discussed the social and emotional needs action plan that will be launched to raise awareness and invite further action in this area. Mindy also discussed Kaiser Permanente's newly implemented "Every Step" program. Mindy applauded Phytus Myint's launch of Health Share's health equity plan and implementation efforts in 2025 and discussed the possibility of OHA requiring CCOs to obtain and maintain health equity accreditation. Mindy also summarized current Health Share efforts to respond to current federal and state audit requests.

Merrin Permut joined the meeting at 3:19 p.m.

### **CONSENT AGENDA**

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

**ACTION:** Following a motion by Kyle King and a second by Eric Hunter, the Board approved the following consent agenda items, with all Directors voting in favor. Christa Shively was not present for this vote.

- Board of Directors Meeting Minutes, December 18, 2024

- Governance & OpEx Committee Minutes, January 8, 2025
- Finance Committee Minutes, January 14, 2025
- Corporate Policy (CORP 09) Fraud, Waste & Abuse Prevention and Detection Policy

**ACTION:** Following a motion by Monta Knudson and a second by Kyle King, the Board approved the following contract, with all Directors voting in favor. Mjere Simantel abstained. Christa Shively was not present for this vote.

- Quality Metrics Services Agreement with Washington County Public Health, effective January 1, 2025

### **2025 LEGISLATIVE SESSION AND PUBLIC POLICY PLATFORM**

Anthony Montoya presented to the Board on the legislative agenda for the full legislative session in 2025, the legislative framework and review process, including guiding principles, policy priorities, and Health Share legislative priorities. Health Share's 2025 legislative priorities include advocating for full Medicaid funding, support delivering on existing commitments in the CCO contract including Health Related Social Need (HRSN) benefits and simplifying administrative requirements, and behavioral health investments into treatment capacity, the behavioral health workforce, the Oregon State Hospital, and other parts of the larger continuum of care. The Directors asked questions and engaged in further discussion.

Christa Shively joined the meeting at 3:35 p.m.

**ACTION:** Following a motion by Andrew Mendenhall and a second by Kyle King, the Board approved the Health Share 2025 Public Policy Platform with all Directors voting in favor.

### **CCO REPROCUREMENT**

Mindy Stadlander presented to the Board on the overall CCO re-procurement approach from Oregon Health Authority's perspective, the procurement timeline, a pre-procurement performance snapshot, the input process, and Health Share's next steps. Directors commented and asked questions regarding re-procurement and Health Share's process and approach to re-procurement.

**ACTION:** Following a motion by Christa Shively and a second by Monta Knudson, the Board approved to authorize the Health Share CEO to meet and confer with ICN and IDS partners to discuss continuation of their performance of delegated functions during the next CCO procurement and contract cycle. All Directors voted in favor.

### **OHSU AND LEGACY CHANGE OF CONTROL PROCESS**

Mindy Stadlander and Adam Romney presented to the Board on the OHSU/Legacy Change of Control, including the timeline and process for the change of control, change of control workgroup, and charter for the Change of Control Advisory Council. The Board made comments and asked questions regarding Health Share's process, the implications of the OHA's Health Care Market Oversight (HCMO) review and the overall timing. Two Directors volunteered to serve on the Change of Control Advisory Council.

**ACTION:** Following a motion by Eric Hunter and a second by Bettyna Rosales, the Board approved the charter for the Legacy Change of Control Advisory Council. All Directors voted in favor. Merrin Permut abstained.

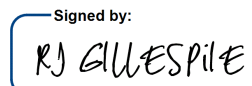
**ECOSYSTEM POPULATION STRATEGY**

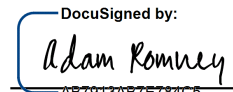
Graham Bouldin presented to the Board on the Ecosystem Model of Care and 2025 Strategy, including the ecosystem population investments evaluation plan. Graham presented on the background of the ecosystem investments, approach for the monitoring and evaluation process, timeline, key questions for each intervention analysis, and system monitoring. Graham asked the Board whether they had any questions or concerns, or whether they are seeking additional information before releasing ecosystem investment funds. Directors made additional comments in support of the ecosystem strategy and keys to future ongoing success.

**HEALTH RELATED SOCIAL NEEDS LAUNCH UPDATE**

Beth Spinning and Alyssa Craigie presented to the Board on the Health-Related Social Needs (HRSN) housing benefit, including an early experience status update, an update on the provider network, initial housing data, and next steps.

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

Signed by:  
  
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RJ Gillespie, *Chair*

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Adam Romney, *Recorder*