



**BOARD OF DIRECTORS MEETING MINUTES**

**December 18, 2024 (3:00 – 5:00 PM)**

**2121 SW Broadway, Portland, OR 97201**

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

**CALL TO ORDER:** The Board of Directors meeting was called to order at 3:00 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:** Rod Cook reported on the Committee’s December 4<sup>th</sup> meeting. The Committee first heard a MAC report-out from Jon Cascino. Rod also reported regarding Michelle Jabczynski’s summary of current audit activity involving Health Share, and Health Share’s work responding to audit requests. Rod then updated the Board regarding the Committee’s review of the Health Share bylaws and potential amendments to the bylaws. Lastly, the Committee elected Jeff Conklin as the Committee’s new chair and discussed the desire to recruit new Board member positions to fill current vacancies.



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**Quality Health & Outcomes Committee:** Jennifer Stacy reported on the Committee’s December 4<sup>th</sup> meeting. The Committee discussed culturally meaningful access to Health Share providers and services for tribal members who are Medicaid recipients. The Committee heard a presentation regarding long-term service supports, and how to ensure quality and efficiency of care in connection with these services. The Committee also reviewed data on Health Share performance regarding prior authorization, denials and appeals. Lastly, Jennifer reported to the Board that the Committee discussed clinical practice guidelines with Health Share leadership and the objective of developing network-wide practice standards for certain populations.

**Community Impact Committee:** Bettyna Rosales reported on the Committee’s December 12<sup>th</sup> meeting. Bettyna reported to the Board that Beth Spinning provided an update regarding Health Share’s rollout of Health-Related Social Needs benefits, administration and service delivery. Bettyna then reported that Christine Berstein presented Health Share’s community action report to the Committee as well as the status of Health Share’s approved SHARE investments. Lastly, Bettyna reported to the Board regarding Anthony Montoya’s presentation of a government affairs update to the Committee, including Health Share priorities for the upcoming legislative session such as 2025 rates, behavioral health investment, and the upcoming CCO procurement process.

**Finance & Audit Committee:** Eric Hunter reported to the Board regarding the Committee’s meeting held on December 17<sup>th</sup>. The Committee first heard a financial report and review from Mark Lewis. The Committee then reviewed an MLR monthly report and discussed behavioral health and NEMT financial performance. The Committee also discussed the Surplus Notes between the delegated partners and Health Share, and revised figures. The Committee engaged in a robust discussion regarding the work performed by the Global Budget Committee Workgroup, and the recommendation from the Work Group for the 2025 budget. Lastly, Eric reported that the Committee heard a presentation from Graham Bouldin regarding funding of the Health Share’s 2025 ecosystem strategy.

**Community Advisory Council:** Hilary Flaming reported on the Council’s December meeting. The CAC discussed operations, identifying 2025 agenda topics and Health Share’s community engagement strategy. The Committee also discussed the community health improvement plan rollout in 2025, as well as strategies for the recruitment of future CAC participants.



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**CHAIR REPORT:** RJ Gillespie discussed the importance of the decisions being discussed and considered at today’s Board meeting. RJ discussed how to address anxiety in the face of significant decision-making.

**CEO REPORT:** Mindy Stadtlander discussed a recent meeting with Governor Kotek regarding ecosystem measures, the upcoming CCO re-procurement process, and the financial challenges present in the market. Mindy also shared a Health Share “win” with Governor Kotek regarding continuity of care for Medicare members that Health Share has been able to accomplish. Mindy then discussed her memorandum to the Board regarding changes in the behavioral health network.

### **2025 GLOBAL BUDGET**

Mark Lewis presented to the Board regarding the overall 2025 budget recommendation. Mark presented context and how care costs are outpacing revenue, the impact of Medicaid redetermination on finances, 2025 rate proposals from OHA, the guiding principles regarding the Health Share global budget process, key considerations for the global budget, and Health Share’s administrative budget.

Mark then presented the Health Share global budget recommendation from the Global Budget Work Group. He presented to the Board regarding the Workgroup’s guiding principles in setting the budget recommendation, and the key considerations for setting the proposed global budget. Mark presented further details regarding Health Share’s 2025 administrative budget proposal, and the collaborative’s 2025 anticipated expenses.

The Board then engaged in discussion, made comments and asked questions regarding the 2025 budget recommendation.

The Board voted on the approval of the 2025 Global Budget Workgroup Recommendation, as presented to the Board today.

**ACTION:** Merrin Permut moved, and Andy Mendenhall seconded the motion to adopt Health Share’s 2025 Global Budget as outlined. The Board approved the motion with all Board members voting in favor, with no abstentions.



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### **ECOSYSTEM POPULATION MODEL OF CARE AND 2025 STRATEGY**

Graham Bouldin presented to the Board on the Ecosystem Model of Care and 2025 Strategy, including an overview of the framework, vision, and process, as well as a review of the first-year recommended package of ecosystem investments and source funds.

The Board engaged in robust discussion, made comments and asked questions regarding the 2025 Ecosystem Model of Care and 2025 Strategy.

**ACTION:** Andy Mendenhall moved, and Katrina Holland seconded a motion to approve the Ecosystem Model of Care, and 2025 Strategy as presented to the Board, subject to the limitation that additional approval is required by the Board of Directors before any expenditures are incurred in support of the ecosystem investments described in the Model. All Board members voting in favor, with no abstentions.

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

This agenda item was postponed until the January meeting.

### **CONSENT AGENDA:**

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

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

- Board of Directors Meeting Minutes, November 20, 2024
- Community Impact Committee Minutes, October 23, 2024
- Quality & Health Outcome Committee Minutes, November 6, 2024
- Governance & Operational Ex Committee Minutes, November 18, 2024
- Finance Committee Minutes, November 19, 2024

**ACTION:** Following a motion by Bettyna Rosales and a second by Andy Mendenhall, the Board approved the following notes, with all Directors voting in favor. Eric Hunter, Jennifer Stacy, Jeff Conklin, Merrin Permut and Krista Shively abstained.

- Health Share of Oregon “Surplus Note” to CareOregon
- Health Share of Oregon “Surplus Note” to Kaiser Foundation Health Plan of the Northwest
- Health Share of Oregon “Surplus Note” to OHSU Health IDS, LLC
- Health Share of Oregon “Surplus Note” to PacificSource Community Solutions
- Health Share of Oregon “Surplus Note” to Providence Health Assurance



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**ACTION:** Following a motion by Jeff Conklin and a second by Rod Cook, the Board approved the following Health Share contract. Eric Hunter abstained.


- Fourth Amended and Restated Administrative Services Agreement with CareOregon, effective January 1, 2025.

**HONORING CEREMONY FOR ROD COOK**

Aaron Morgan and Faith Bolton of NARA honored Rod Cook’s service to Health Share of Oregon.

**ADJOURNMENT:** There being no further business, RJ Gillespie adjourned the Board of Directors meeting at 5:10pm.

Signed by:  
  
RJ Gillespie, *Chair*

DocuSigned by:  
  
Adam Romney, *Recorder*