



Board of Directors Meeting

May 4, 2022

2:00 - 4:00PM

Zoom Video/Conf. Call

Minutes

Board Members			PacificSource Staff		
Lara Barnes	Options Counseling & Family Services	P	Erin Fair Taylor	PacificSource	P
Dr. Matt Boles, Chair	Salem Health	E	Lindsey Hopper	PacificSource	P
Sarah Brewer, Treasurer	Legacy Health	P	Leslie Neugebauer	PacificSource	P
Commissioner Kevin Cameron	Marion County Board of Commissioners	P	Dr. Bhavesh Rajani	PacificSource	P
Dr. Noelle Carroll	Polk County Health Services	P	Josie Silverman-Méndez	PacificSource	P
Peter Davidson	PacificSource	P	Guests		
Josh Graves	Catholic Community Services	E	Rebecca Donell	Oregon Health Authority	P
Dr. Mark Helm	Small Town Pediatrics	P	Janice Hazel <i>Proxy for Dr. Steele</i>	WFMC Health	P
Maggie Hudson	Santiam Hospital	P	Justin Huff	Legacy Silverton	P
Dr. Leslee Huggins, Vice-chair	Gentle Dental / SmileKeepers	P	Rebekah Jacobson	Garrett Hemann Robertson	P
Lisa Lillico	Peer Advocate	P	Willamette Health Council Staff		
Paul Logan	Northwest Human Services	P	Andrea Dabler	Willamette Health Council	P
Clay Peterson	Project ABLE	P	Justin Hopkins	Willamette Health Council	P
Beth Spinning	Kaiser Permanente	P	Stephanie Jensen	Willamette Health Council	P
Dr. Robert (Nap) Steele *	WFMC Health	E	Lisa Parks	Willamette Health Council	P

P – present; A – absent; E - excused

Agenda Item	Discussion
Welcome/introductions	Dr. Boles, board chair, called the meeting to order at 2:01 PM and welcomed everyone present. Ms. Dabler conducted roll call for everyone present by video and phone.
Public Comment	Dr. Huggins allowed for public comment; there was none.
<u>Consent Agenda:</u> <ul style="list-style-type: none"> Approval of April 6, 2022 board meeting minutes Monthly CCO financials Monthly WHC financials 	All consent agenda items were sent in advance of this meeting. MOTION: <i>Dr. Helm made a motion to approve the consent agenda items as presented; Ms. Hudson seconded the motion. The motion passed unanimously.</i>
WHC Director's report	Mr. Hopkins presented updates and Executive Director's report. This presentation was sent in advance of this meeting. <ul style="list-style-type: none"> Mission, vision, values Goals for the meeting Update on WHC Partners, suite 170
PacificSource (PCS) CCO Director's report	Ms. Silverman-Méndez turned to page 3 of her Director's report and provided an update on CCO QIM through 2021 measurement year. The CCO Director's report was provided

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<ul style="list-style-type: none"> • Marion-Polk CCO 2021 Quality Incentive Metrics • Marion-Polk CCO Performance Metrics 	<p>in the advance meeting packet. The report reflected positive results and Ms. Silverman-Méndez gave kudos for the good work.</p> <p>Ms. Silverman-Méndez gave a rundown of the following CCO Performance Metrics for 1st quarter, 2022.</p> <ul style="list-style-type: none"> • Quality & Member Experience • CCO 2.0 Requirements • Financial Stability • Operations
	<p>Ms. Jacobson, WHC Legal Counsel, gave a presentation on Nonprofit Governance & Conflict of Interest for the board. These components are covered in the Oregon Office of Attorney General publication for board members serving on nonprofit boards.</p> <ul style="list-style-type: none"> • Duty of Care <ul style="list-style-type: none"> ➢ Perform your duties in “good faith” with the care of an “ordinarily prudent person” under similar circumstances. • Duty of Loyalty <ul style="list-style-type: none"> ➢ “The WHC’s Conflict of Interest Policy is aligned with guidance from Oregon’s Department of Justice on Nonprofit Service.” • Duty of Lawfulness <ul style="list-style-type: none"> ➢ Follow state and federal law ➢ Follow IRS rules and regulations related to tax-exempt status ➢ Follow the organization’s own bylaws, articles of incorporation, and policies • Understanding your Responsibilities • Examples of Conflict of Interest • Conflict of Interest Best Practices <ul style="list-style-type: none"> ➢ Always disclose potential conflicts ➢ Remember that your family members’ interests are an extension of your interests ➢ Keep accurate and thorough recordkeeping and financial controls as ➢ Embrace a culture of accountability and transparency within your board and with all WHC’s partners • Understanding WHC’s Conflict of Interest Policy <ul style="list-style-type: none"> ➢ Covered in detail with examples ➢ Ms. Jacobson allowed time for group discussion and Q & A <p>The WHC has drafted a Conflict of Interest Policy and Assurance Form. All board members are asked to review both documents, sign, and return to the WHC, either to Mr. Hopkins or Ms. Dabler. Both draft documents were provided in the meeting packet.</p>
<p>Committee updates</p> <ul style="list-style-type: none"> • Finance • Clinical Advisory Panel • Community Advisory Council • Community Impact Committee 	<p>Dr. Huggins invited committee chairs and co-chairs to give updates.</p> <p>Ms. Brewer provided an update from the April Finance Committee meeting.</p> <ul style="list-style-type: none"> • Ms. Hazel is the Finance Committee co-chair (with Ms. Brewer) • Next steps from Karly Hedricks’s Cost of Care presentation. • Quality Pool Planning and 2022 distribution and model • Parking lot topics: <ul style="list-style-type: none"> ➢ Joint Management Agreement (JMA) next steps ➢ Contracting principles ➢ Quality pool model 2023 ➢ QIM performance report <p>Ms. Carroll gave an update on the Clinical Advisory Panel (CAP).</p> <ul style="list-style-type: none"> • The CAP is taking an “action-oriented” committee • Three areas of interest identified <ul style="list-style-type: none"> ➢ Clinical service and access ➢ Workforce

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	<ul style="list-style-type: none"> ➤ Prevention education and outreach • Taking steps to identify problem statements <ul style="list-style-type: none"> ➤ The prioritize problem statements, identify champions, and strategize ➤ Resolve areas of concern identified • CAP committee member engagement has increased and gaining positive momentum and take shape • The CAP will be seeking interest and expertise from agency representatives to join workgroups • Dr. Rajani and Ms. Silverman-Méndez gave a Cost of Care presentation at the last CAP meeting • Ms. Parks has done a good job reaching out to partners and working to expand representation • Email Ms. Parks if you or someone you know is interested in learning about CAP or the workgroups lparks@willamettehealthcouncil.org <p>Mr. Peterson provided the following CAC update</p> <ul style="list-style-type: none"> • Ms. Lozier reviewed the Community Health Assessment (CHA) and Community Health Improvement Plan (CHIP) • ModivCare and Ms. Lozier, PacificSource, gave presentations on Non-Emergency Medical Transportation (NEMT) • Ms. Lozier sought input from the CAC on updating the NEMT flyer • Presentation from Fair Housing Council and history of housing and policies <ul style="list-style-type: none"> ➤ Mr. Peterson recommended the history of housing presentation • Presentation from Arches – supporting people experiencing homeless in our community • Mr. Hopkins said the CAC is in the early planning stages of development of listening sessions in specific communities (i.e., North Marion, canyon-area, West Polk County, etc.) <ul style="list-style-type: none"> ➤ Mr. Hopkins said he hopes to hire a consultant to assist with development and planning for listening sessions <p>Ms. Spinning gave a Community Impact Committee (CIC) update.</p> <ul style="list-style-type: none"> • Spent last several months working on process for the investment and grant process • Recently hosted community organizations and representatives to talk to the CIC. <ul style="list-style-type: none"> ➤ Presentation from Marion County Health Department Psychiatric Crisis Center (PCC). • Future presentations from Arches and presentation on workforce • Mr. Hopkins said the WHC and CIC wants to hear more about Marion County’s new crisis center, Salem City Council’s mobile crisis unit, and Northwest Human Services’ 988,
Board planning recap	<p>Mr. Hopkins thanked everyone for their participation and meaningful discussion in the breakout groups from the previous two board meetings. Mr. Hopkins summarized the topics and action items from the groups.</p> <ul style="list-style-type: none"> • Community investments <ul style="list-style-type: none"> ➤ Priorities ➤ Performance ➤ Highlighting community investments • CCO Governance <ul style="list-style-type: none"> ➤ JMA ➤ WHC performance ➤ Comparisons with other CCOs • Board development

Agenda Item	Discussion
	<ul style="list-style-type: none"> ➤ Onboarding ➤ Ongoing development • Board parking lot topics <ul style="list-style-type: none"> ➤ PCS Cost of Care presentation ➤ Quality Pool Planning for 2022 <ul style="list-style-type: none"> ○ 2022 distributions ○ 2023 model ➤ Requests from the board? ➤ Hybrid meetings
Executive Session	Dr. Huggins adjourned the board meeting at 3:32 pm and immediately convened an Executive Session of the Board of Directors. All guests and non-board members logged off and left the meeting.

Minutes were prepared by Andrea Dabler and approved by the Willamette Health Council Board of Directors on June 1, 2022.