



**Board Meeting
December 17, 2019**

Directors: Neal Brown
Bart Bruns, MD
Chuck Chappell
Jason Gray, MD
Kevin Boie
Tim Freeman
Cindy Shirtcliff

Rodney Todd, MD
Kelly Morgan
Michael Krnacik, MD
Chris Spence, MD
Aden Bliss
Kaylan Weese, MD
Aric Groshong, MD

Staff: Brent Eichman
Elaine Schweitzer
Kat Cooper

Doug Carr, MD
Nicki Spurlin
Michael von Arx

Not Present: Greg Brigham, PhD
Jerry O'Sullivan

Public: None present

Call to Order

The meeting was called to order by Bart Bruns, UHA Board Chair, at 6:31 am, and was opened for public registration. No public members were present.

I. Consent Agenda

The following items were presented on the consent agenda:

- Minutes from the November 26, 2019 UHA Board meeting
- UHA Board Minutes – September 24
- OHA Letter re: 5-year Contract Extension
- UHA Letter re: 5-year Contract Acceptance
- OHA Letter re: HIT Roadmap Approval
- 2020 Board Meeting Calendar



The motion was made by Dr. Aric Groshong, and seconded by Kelly Morgan, to approve the Consent Agenda. The motion passed unanimously.

II. Board Vote

2020 Operating & Capital Budget

Dr. Bruns presented that the Umpqua Health Alliance (UHA) Budget Subcommittee has the following members: Dr. Bruns, Kelly Morgan, Chuck Chappell, Aric Groshong, Dr. Greg Brigham, Elaine Schweitzer, Sue Goldberg and Michael von Arx. The UHA Budget Subcommittee recommends the 2020 Operating and Capital Budget for approval.

Elaine Schweitzer, CFO gave a brief overview of the UHA proforma which includes a 4% membership growth from prior year budget. She stated the quality metric payment revenue is included in rates for 2020. In addition, the Oregon Health Authority has mandated a change in accounting principle to accrue quality metric funds in the year they are earned; in 2019, UHA will book both 2018 and 2019 metric revenue.

Brent Eichman, CEO, included that UHA will pay 107% of the metric funds received. In the budget, there is \$500,000 attributed to CAC/CHIP Funding. Brent recommended that \$300K be allocated to the CAC and \$200K for strategic HRS investments.

The motion was made by Neal Brown, seconded by Dr. Kaylan Weese, to approve the 2020 Operating and Capital Budget. The motion passed unanimously.

III. Board Member Annual Training

Kelly Knivila, Stoel Rives, joined the meeting via conference call to present annual training on Fiduciary Duties and Fraud, Waste and Abuse.

IV. Reports

Finance Report

Elaine Schweitzer, CFO, presented the Q3 2019 Finance Report, including the balance sheet, as of September 30, 2019, as compared to 2018.



There was a conversation around Health Related Services (HRS) as it relates to CCO 2.0 and Medical Loss Ratio (MLR). Brent Eichman, CEO stated that staff will be looking at strategies over the next year for investing in HRS as the Oregon Health Authority rules and CCO guidance is are produced.

Quality Report

Douglas Carr, Chief Medical Officer, presented the Quality Report.

Dr. Carr discussed the benchmarks to meet 100% of the quality incentive pool, the status of the UHA CCO metrics for 2019, as well as presented the definition of Health Equity.

Community Advisory Council (CAC) Report

Cindy Shirtcliff, CAC Vice-Chair, presented the CAC Report. Cindy stated the CAC did not meet in December due to a lack of agenda items and holiday schedules. Cindy thanked the board for the increase of \$50,000 for CHIP funding.

Cindy presented that due to new CCO 2.0 requirements the CAC Charter was updated to include a CAC Selection Committee. The CAC will now be actively recruiting all year long.

Cindy presented the new CAC members for UHA Board approval.

The motion was made by Aden Bliss, seconded by Dr. Michael Krnacik, to approve the three new CAC members and the amended CAC Charter. The motion passed unanimously.

Compliance Report

Michael von Arx, Chief Compliance Officer, presented the Compliance Report.

Mike presented that UHA, its subcontractors and participating providers are required to participate in an External Quality Review (EQR) on an annual basis. The 2019 EQR was focused on 2018 follow up items. UHA submitted evidence of remediating all findings, there are two findings remaining that will require minor policy revisions.

Mike presented that UHA is in the process of completing its 2020 Compliance Risk Assessment. The Compliance Work Plan will be presented to the UHA Board of Directors in Q1 2020.



Mike presented on the Health Information Technology (HIT) Bonus Program. UHA will reinvest the previous EHR subsidy to a broader HIT Bonus program. This will provide additional monies to providers to encourage innovation and collaboration. The estimated annual spend on this program is \$2.37 million; currently UHA is spending \$2.2 million on the current EHR subsidy.

The motion was made by Dr. Gray, seconded by Chuck, to approve the HIT Bonus Program. The motion passed unanimously.

V. CEO Report

Brent presented the Umpqua Health (UH) Board has decided to revise the Umpqua Health Alliance (UHA) Board Structure to meet requirements for CCO 2.0. In 2020, there will be an addition of three community members from Cow Creek, Aviva Health, and Evergreen Family Medicine; these will be permanent seats on the board. In addition, the Vice-Chair CAC position will be transferred to an OHP beneficiary position. Brent stated that his understanding is that Umpqua Health Alliance will be the only CCO with Tribal representation on its board.

The UH Board recommended Dr. Jason Gray as the new UHA Board Vice-Chair. There was no additional discussion.

The motion was made by Chuck Chappell, seconded by Dr. Aric Groshong, to approve Dr. Jason Gray as the new UHA Board Vice Chair. The motion passed unanimously.

Brent reminded the board that there is a strategic retreat planned on January 17th. Brent presented that Governor Brown is scheduled to visit Roseburg on January 7th or January 8th. There will be an UHA Board interaction with Governor Brown and more details are to come.

Kevin Boie, Advantage Dental, announced that he has a conflict of interest with UHA. Kevin is hereby resigning his seat on the UHA board. Kevin recommends Dr. Gary Allen from Advantage Dental to serve on the UHA Board.

Kevin Boie has abstained from voting in today's board meeting.

VI. Public Comment – no public members were present

VII. Good of the Order – nothing was discussed.

VIII. Closing



The meeting was adjourned by Dr. Bart Bruns, UHA Board Chair, at 7:50 am.

Respectfully Submitted by:

A handwritten signature in blue ink, appearing to read "L. Baker", is written over a horizontal line.

Lindsey Baker for Nicki Spurlin,
Executive Assistant
Approved: 03/17/2020