



**Board Meeting
September 28, 2021
Via Video and Teleconference**

Directors: Neal Brown Rodney Todd, MD
 Bart Bruns, MD Kelly Morgan
 Chuck Chappell Michael Krnacik, MD
 Jason Gray, MD Chris Spence, MD
 Jerry O’Sullivan Layne Jorgensen, DO
 Tim Freeman Tim Powell, MD
 Greg Brigham, PhD Gary Allen
 KC Bolton Aden Bliss
 Aric Groshong, MD Brenda Tibbetts

Not Preset: Sharon Stanphill, DrPH

Staff: Brent Eichman Doug Carr, MD
 Nancy Rickenbach Keith Lowther
 Michael von Arx Layne Jorgensen, DO
 Tanveer Bokhari Lindsey Baker

Guests: Ignatius Bau (6:35-6:50a)

Public: None present

Call to Order

The meeting was called to order by Bart Bruns, UHA Board Chair, at 6:30 am.

I. Consent Agenda

The following items were presented on the consent agenda:

- Minutes from the June 22, 2021 UHA Board meeting
- Conflict of Interest Disclosures and Mitigation Forms

The motion was made by Aden Bliss, and seconded by Neal Brown, to approve the Consent Agenda. The motion passed unanimously.



II. UHA Operating Agreement

Kelly Morgan discussed the changes to the UHA Operating Agreement, in the 4th Amended and Restated Operating Agreement, effective May 2021. High level changes include Designation and Removal of Officers, Substantive Decisions, Minutes and Public Access, Reserved Powers and Approval, Committees (one-third of each committee must be persons who are not officers, employees or of any entity that controls), Capital Contributions and Reserved Powers of Umpqua Health.

III. Health Equity Training: Addressing the Social Determinants of Health and Social Determinants of Health Equity

Ignatius Bau provided training to the Board Members on Social Determinants of Health and Health Equity, including why CCO's are addressing SDOH-HE, how CCO's go about addressing it, why it's important, and examples of how UHA is addressing the Social Determinants of Health and the Social Determinants of Health Equity in Douglas County through their CHIP and funded programs.

IV. UHA Board Committees

UHA's amended operating agreement sets forth new requirements for board committees. UHA Board must approve and ratify the appointment of UHA Board Members to its Committees.

New committee structure:

- Executive Committee (Executive Committee will absorb the Finance Committee and take on its charter)
- Nominating & Governance Committee
- Health Equity Committee
- Board Oversight Compliance Committee
- Delivery System Advisory Council (standalone)

Approval will take place during the public portion of this meeting.

V. UHA Programs Overview

Dr. Carr provided an overview of the following UHA Programs:



- Iris Advanced Care Planning, available to UHA members, and community members
- Formulary Management to reduce costs
- Medication Therapy Management to improve outcomes and reduce costs (avoid costs)
- Diabetes Prevention Program
- FoodSmart
- Care Coordination in COVID
- Maternity Case Management
- Medicaid Efficiency and Performance Program

Commissioner Tim Freeman thanked UHA for their partnership and assistance over the last 18 months in addressing the COVID pandemic in Douglas County.

VI. Finance Report

Keith Lowther, CFO, reported on the Balance Sheet and Income Statement, as of June 30, 2021.

VII. Reports

Committee Reports

Community Advisory Council (CAC)

Jerry O'Sullivan, CAC Chair, reported the following highlights:

- Sobering Center Update
- Umpqua Identity Conference
- Review data to analyze the use of funding for the community, and members served
- Jerry was re-elected as Chair for another 1-year term
- Land Acknowledgement Statement of Work is almost complete

Delivery System Advisory Council

KC Bolton, DSAC Co-Chair, reported the following quarterly highlights, including:

- Diabetes Prevention Program
- Digital health programs were reviewed, FoodSmart selected based on feedback from DSAC



Finance Committee

Chuck Chappell, Finance Committee Co-Chair, reported the following quarterly highlights of the Committee:

- Salary and Compensation Survey
- Establish budget timeline for 2022
- Monitoring relationship between Risk Pool, Medical Loss Ratio and Health Related Services
- Monitoring KPIs

Health Equity

Dr. Tanveer Bokhari, VP, Quality and Health Equity Administrator, reported the following highlights:

- Updates on the sharing of HE Plan with the community, Health Equity Statement, Community DEI Trainings and Workforce Diversity and Inclusion Plan
- Briefing on the work of the Member Engagement & Health Equity Committee
- UHA' Executive Committee approved these three major initiatives:
 - Develop a HE Statement showing UHA's commitment to HE
 - Incorporate into all communications internal and external a UHA statement on HE
 - Health Equity incorporated into all policies and procedures

Compliance

Dr. Bart Bruns, Compliance Co-Chair, reported the following highlights:

- Reviewed staff and Board Members Conflict of Interest and Disclosure Forms; develop mitigation plans
- UHA had its annual External Quality Review in August
- Risk Response Plan
- Reviewing 2022 Contract Changes
- Staff are completing annual Fraud, Waste and Abuse and Compliance Training
- Assessing the 2021 Compliance Work Plan and prioritizing work due to unexpected and sudden staff vacancy



VIII. Public Registration

The meeting was opened to the public; no public members were present.

IX. Board Votes

UHA Organizational Health Equity Commitment Resolution

The motion was made by Chuck Chappell, and seconded by Dr. Rod Todd, to approve the UHA Organizational Health Equity Commitment Resolution. The motion passed unanimously.

UHA Board Committee Resolution

The motion was made by KC Bolton and seconded by Dr. Greg Brigham, to approve the UHA Board Committee Resolution. The motion passed unanimously.

X. Public Comment

No public members were present

XI. Good of the Order

XII. Closing

The meeting was adjourned by Dr. Bart Bruns, UHA Board Chair, at 8:00 am.

Respectfully Submitted by:

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

Lindsey Baker, MBA, Executive Administrator
Approved: 12/21/2021