



**UHA Board of Directors**  
**June 20, 2023**  
 Minutes

Committee Members (Voting Members)	Title	Present	
		Yes	No
Aden Bliss	Board Member		N
Aric Groshong, MD	Board Member	Y	
Bart Bruns, MD	Board Member, Chair	Y	
Brenda Tibbetts	Board Member	Y	
Chris Spence, MD	Board Member	Y	
Chuck Chappell	Board Member	Y	
Gary Allen, DMD	Board Member	Y	
Greg Brigham, PhD	Board Member	Y	
Jason Gray, MD	Board Member, Vice Chair	Y	
Jerry O'Sullivan	Board Member	Y	
KC Bolton	Board Member	Y	
Layne Jorgensen, DO	Board Member		N
Michael Krnacik, MD	Board Member		N
Neal Brown	Board Member	Y	
Rodney Todd, MD	Board Member		N
Sharon Stanphill, DrPH	Board Member	Y	
Tim Freeman	Board Member	Y	
Tim Powell, MD	Board Member	Y	

Non-Voting Participants/Guests	Title
Brent Eichman	CEO
Keith Lowther	CFO
Nancy Rickenbach	COO
Doug Carr, MD	CMO

Non-Voting Participants/Guests	Title
Lindsey Baker	Executive Administrator
Bevin Ankrom	OHA Innovator Agent
Brian Pinelle	Guest

Agenda Item	Discussion	Action	Status
<b>I. Call to Order</b>			
A. Call to Order	The meeting was called to order at 6:30am		
B.	Dr. Gray introduced Brian Pinelle, Chief Nursing Officer at Mercy.		
<b>II. New Business</b>			
<b>Reports</b>	Jerry O'Sullivan, CAC Chair, provided an overview of the Community Health Assessment and update to the Community Health Improvement Plan that the CAC is currently working on.		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
<b>A. CAC</b>	Additionally, the CAC has been working on recruitment to the CAC, for open seats of Seniors or People with Disabilities, Children, Dental, and		



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	another Member at Large. The CAC is recruiting at some targeted events in order to fill the open positions.		
<b>B. Delivery System Advisory</b>	<p>Dr. Carr, co-chair, presented a recap of the Delivery System Advisory Council meeting. Highlights include the PCP panel report, hospital follow up report, an update on Quality Metrics – meeting 13 of 14 measures, and a discussion of 2022 Risk Pool results for UHA, all 3 gates have been met for full payout.</p> <p>A full, comprehensive Quality Metrics report will be presented in September.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
<b>C. Executive</b>	<p>Chuck Chappell, co-chair, of the Executive Committee, shared an update from the Executive Committee, including reviewing financial statements and KPIs, reviewing UHA’s priorities and how they align with UHA’s current and future areas of focus, reviewing and discussing the current employee benefits and creating a subcommittee to review the current 401k offering, reconvened the Investment subcommittee, and reviewing/discussing the status of both the quality metrics and supplemental risk pool.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
<b>D. Compliance</b>	<p>Dr. Bruns, co-chair, provided a Compliance Committee report, including reviewing two cases that have been referred to the Oregon Medicaid Fraud Control Unit, three Corrective Action Plans with subcontractors, Internal Audit for DCBS readiness, and External Audits for External Quality Review and CMS Program Integrity. The Committee is still reviewing Form B compliance and the Conflict of Interest disclosures.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
<b>E. Quality Improvement Committee</b>	<p>Dr. Carr, chair, provided the Quality Improvement Committee, updates include a reminder of the QIC Committee structure, whereby many subcommittees report to the QIC, this includes CAC, Network Performance, Medical Management, Credentialing, P&amp;T, Clinical Advisory Panel, Quality Metrics and Behavioral Health.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved



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<b>F. Nominating &amp; Governance – in packet</b>	<p>The update from the Nominating &amp; Governance committee was included in the packet. Updates include reviewing the draft 2022 Audited Financials and recommend for approval to the UHA Board, discussing the 2023 audit and recommend Moss Adams for 2023, continued discussions around enterprise compensation, and reviewing and discussing CCO Board composition as it relates to UHA’s Health Equity plan and requirements.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
<b>G. CEO Report</b>	<p>Brent provided an update on Douglas County Access to Healthcare, through access to healthcare services, adequate reimbursement, and health insurance penetration.</p> <p>During the Public Health Emergency, the uninsured rated dropped to a record low of 4.6%. With the Public Health Emergency unwind, there is an expected decrease in health insurance coverage and access.</p> <p>In 2022, Umpqua Health initiated a process to apply to DCBS as a Health Care Service Contractor. In June 2023, Umpqua Health will submit a full commercial insurance application to DCBS. If approved, the earliest offering would be 2024 open enrollment for coverage in 2025.</p> <p>Umpqua Health has set a stretch goal / KPI to obtain Health Equity Certification through NCQA, with plans to submit the application by 2023-year end.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
<b>H. Health Systems Performance</b>	<p>Nancy Rickenbach provided a report on TQS; UHA achieved a score of 91% , an increase from 51% from 2022. UHA also performed well in PIP.</p> <p>Nancy also reported on the Health Equity Plan components for the 2023 Plan, due in July. Focus areas have shifted to REAL/SOGI, using CLAS Framework, focusing on People with Disabilities and LGBTQIA2S+, Community Engagement, and Organizational Framework.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved



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	Nancy also provided an update on UHA’s Community Impact through HRS, SHARE, ILOS, and HRSN, as well as the redetermination process.		
<b>I. CHIP Recipient Presentation: Chadwick Clubhouse</b>	<p>Lorrie Wick, Executive Director of Chadwick Clubhouse, and Denny, a member of the Clubhouse presented on the Clubhouse.</p> <p>Lorrie discussed the Clubhouse’s mission, referral, program, services, membership, referrals, house functions, work order day, work opportunities, and community outreach.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
<b>J. Finance</b>	<p>Keith provided the May finance report. Year to Date EBITDA is \$3.208M, favorable to budget. Membership is ahead of budget. Facility and Professional Costs are lower than budget.</p> <p>Capital Adequacy</p> <p>Keith discussed Capital Adequacy by reviewing the Risk Based Capital Policy, approved last year, with a UHA Capital Target at 300%, and UH Capital Target at 200%.</p> <p>Keith discussed the proposed UHA RBC Adjustment from UHA to UH of \$12M, still being evaluated for extraordinary dividends, and \$5M distribution for Umpqua Health Plans startup; this would result in approximately 580% total RBC.</p> <p>2022 UHA Audited Financials</p> <p>Tony Andrade of Moss Adams presented the 2022 audited financials. UHA on statutory basis; final draft has resulted in an Unmodified Opinion.</p> <p>Communications with Those Charged with Governance includes Auditor’s Responsibility, No disagreements with management, No adjustments or proposed adjustments and no material weaknesses.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
<b>III. Meeting Open to the Public</b>			
<b>A. Public Registration</b>	<p>The meeting was open to the Public at 8:50am. No Public members were present.</p>		



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<b>B. Public Vote Consent Agenda</b>	<p><i>The motion was made by Tim Freeman, and seconded by Dr. Aric Groshong, to approve the Consent Agenda with the following items. The motion passed unanimously.</i></p> <ul style="list-style-type: none"> <li>• UHA Board Minutes – March 21, 2023</li> <li>• 2022 Audited UHA Financials</li> <li>• Capital Adequacy</li> <li>• Board Resolution – Committee Quorum</li> </ul>		<input type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input checked="" type="checkbox"/> Approved
<b>C. Public Comment</b>	No public comment.		
<b>IV. Adjournment</b>			
Good of the Order	Dr. Bruns appreciates the patience of the Board.		
	The meeting was adjourned at 8:54am.		

Respectfully Submitted:

DocuSigned by:

*Bart Bruns*

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Bart Bruns, MD

9/26/2023 | 10:46 AM PDT

Approval Date

Recorded by:

*L. Baker*

Lindsey Baker, Executive Administrator

**Meeting Action Items:**

Action	Responsible Person	Action Date	Status
1 Capital Strategy to UHA Board	Keith Lowther	September 2023	Open
2 SHARE Proposals and process to the Board in September	Brent Eichman	September 2023	Open