



UHA Board of Directors
December 19, 2023
 Minutes

Committee Members (Voting Members)	Title	Present	
		Yes	No
Aden Bliss	Board Member	Y	
Aric Groshong, MD	Board Member	Y	
Bart Bruns, MD	Board Member, Chair	Y	
Brenda Tibbetts	Board Member		N
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	Y	
Neal Brown	Board Member		N
Rodney Todd, MD	Board Member	Y	
Russell Woolley	Board Member	Y	
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	Chief of Staff
Bevin Ankrom	OHA Innovator Agent

Agenda Item	Discussion	Action	Status
I. Call to Order			
A. Call to Order	The meeting was called to order at 6:30am		
II. New Business			
Reports	Jerry O'Sullivan, Chair of the Community Advisory Council (CAC), presented the CAC report. Highlights include the Community Health Assessment which has been completed and approved by the CAC. Jerry shared some highlights, and discussed two open seats and related		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
A. CAC			



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	recruitment efforts. Finally, Jerry discussed the CHIP project applications the CAC reviewed for 2024.		
B. Executive	Chuck Chappell, co-chair, of the Executive Committee, shared an update from the Executive Committee. Highlights include discussing, reviewing and recommending approval of the UHA Budget for 2024. Reviewing the financials for September and October. Reviewed 5 Investment Firm's responses to the RFP, the committee recommend interviewing the top 3 firms. The Committee discussed OHP redetermination and the basic health plan. And finally, the Committee reviewed a proposed Community Wellbeing Initiative and the Global Risk Pool.		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
C. Compliance	Dr. Bruns, co-chair, provided a Compliance Committee update. Highlights include the Corrective Action Plan UHA is under for Hospital Network Adequacy due to not meeting the requirement of 90% inpatient and outpatient admissions being provided at a hospital that is under contract with UHA; UHA is working to remedy this situation. The Committee reviewed and approved the Conflict of Interest and mitigation plans for the UHA Board. The Committee reviewed and recommended approval to the UHA Board the changes to the Committee's Charter to align with the current operating agreement and OHA regulations.		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
D. Delivery System Advisory	Dr. Carr, co-chair of Delivery System Advisory Council, provided an update; highlights include discussion of post-pandemic redetermination process. The Council reviewed the 3 rd quarter quality metric incentive pool and 4 metrics of concern. The Council also discussed and reviewed extensive changes to the OHA contract for implications for UHA and their service providers.		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
E. Nominating & Governance	Aden Bliss, co-chair, provided an update from Nominating & Governance. Highlights include reviewing the slate of CCO Board candidates for 2024 and recommending the slate for approval to the UHA Board. The Committee discussed and reviewed principal officers' compensation. Finally, the Committee discussed the Independent Certified Public Accountant for UHA's audit. The Committee is recommending Moss Adams, with a partner rotation schedule to align with Statutory		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved



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	Accounting Principles (SAP) regulations as required for UHA. This will be presented for approval during the public portion of the meeting.		
F. Quality Improvement Committee	Dr. Carr, chair, provided the Quality Improvement Committee. Highlights include reports from the CAC, Credentialing, Network Performance, Medical Management, P&T, Clinical Advisory Panel, Quality Metrics, Behavioral Health, THW Utilization, and Performance Improvement Projects updates.		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
G. CEO Report	<p>Brent Eichman, CEO, provided an update on the Basic Health Plan, Behavioral Health Capacity Investments, Health Related Social Needs (HRSN) and</p> <p>The Basic Health Plan (BHP) will launch in 2024 for individuals and families whose income exceeds the OHP requirements (to 200% FPL). UHA intends to contract with OHP for the BHP. OHA estimates 3330 may be eligible for the BHP in Douglas County. Umpqua Health plans to launch a significant support for Community Assistors to support the BHP.</p> <p>Brent provided an update on the Behavioral Health Capacity Investments of \$25M.</p> <p>HRSN becomes a defined benefit for OHP in 2024. The benefit is currently focused on Climate (in 2024), Housing (2024) and Nutrition (TBD). Brent discussed the pros and cons of the HRSN benefit from the provider and community perspective.</p> <p>In 2022 the UHA Board authorized capping the Global Risk Pool at \$25M. In 2023 the GRP has exceeded the \$25M mark. The Executive Committee is evaluating an option to cap the 2023 GRP at \$25M with the balance going toward community investment, potentially \$2M for Community Investment for workforce development and built environment and community wellness capacity.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
H. Finance	Keith provided the November finance report. Year to Date EBITDA is \$6.778M, favorable to budget. Net revenues were equal to budget. Total healthcare expenses came in under budget by \$5.03 PMPM.		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved



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	<p>For the audit year 2023, UHA will initially accrue a Global Risk Pool to an amount that will allow UHA to meet the rolling 3-year MMLR of 85%. This amount will be more precisely calculated in March of 2024 and take into consideration claims runout to that point. The amount will be more \$25 million, which is the current proposed cap amount.</p> <p>Global risk pool is contractually defined as determined by a provider’s assumption of risk mainly through withheld payments.</p> <p>In lieu of paying out the entire calculated Global Risk pool, UHA is currently vetting specific Community Investment opportunities with OHA that could be includable in Health-Related Services for 2023.</p> <p>At the March 2024 UHA Board meeting, the Board consider the result of OHA's vetting of the Community Investment Opportunities and vote to decrease the Global Risk Pool by amounts approved for Community Investments.</p>		
<p>I. 2024 UHA Operating and Capital Budget</p>	<p>Keith Lowther presented the proposed 2024 UHA Operating and Capital budget.</p> <p>The budget was developed with a 17% drop in member months, as redetermination is a moving target. The budget has been reviewed, revised, and recommended for approval by the UHA Executive Committee.</p> <p>General Assumptions:</p> <ul style="list-style-type: none"> • Gross Premium & Maternity Case rates per OHA rate sheets dated 8/4/2023 as presented by • Umpqua Health’s actuarial development • CCO Metrics Quality Compensation – 4.25% of Qualifying Revenues • HRS Expense 2.5% of Net Premiums • 86% MLR • EBITDA 3.59% • 10.75% Admin • Increase in PCP quality metrics payouts and a corresponding decrease in PCP FFS rates 		<p><input checked="" type="checkbox"/> Closed</p> <p><input type="checkbox"/> F/U Required</p> <p><input type="checkbox"/> Approved</p>



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Minutes

Agenda Item	Discussion	Action	Status
	The budget will be presented for approval during the public portion of the meeting.		
J. Fraud, Waste and Abuse Training	Due to time constraints, the required training will be provided via online module, shared with the board through email.		<input type="checkbox"/> Closed <input checked="" type="checkbox"/> F/U Required <input type="checkbox"/> Approved
K. CHIP Recipient: Construction Combine	<p>Nick Marshall of UCC and Melody Rogers of Douglas ESD, shared the Construction Combine project which was a CHIP Grant Recipient in 2023.</p> <p>The program is intended to provide an opportunity for youth to explore the trades, focusing on youth employment anxiety, exposing students to various construction fields, increasing equity, promoting leadership, integrity and professional skills. The experiences gained was a catalyst for students into the construction CTE programs and employment in the county.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
III. Meeting Open to the Public			
A. Public Registration	The meeting was open to the Public at 8:06am. No Public members were present.		
B. Public Vote Consent Agenda	<p><i>The motion was made by Tim Freeman, and seconded by Aric Groshong, to approve the Consent Agenda with the following items. The motion passed unanimously.</i></p> <ul style="list-style-type: none"> • 2023 UHA Audit – Moss Adams • 2024 Slate of Candidates for UHA Board • September 26, 2023 UHA Board Minutes • 2024 UHA Board Meeting Schedule • Revised Board Oversight Compliance Committee Charter 		<input type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input checked="" type="checkbox"/> Approved
C. Public Vote	<p>2024 UHA Operating and Capital Budget</p> <p><i>The motion was made by KC Bolton, and seconded by Mike Krnacik, to approve the 2024 Operating and Capital Budget as presented. The motion passed unanimously.</i></p> <p>Finance Report</p>		<input type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input checked="" type="checkbox"/> Approved



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	<i>The motion was made by Chuck Chappell and seconded by Jerry O'Sullivan to approve the November 2023 Finance Report, as presented. The motion passed unanimously.</i>		
D. Public Comment	No public comment.		
IV. Adjournment			
Good of the Order	Nothing discussed.		
	The meeting was adjourned at 8:32 am.		

Respectfully Submitted:

DocuSigned by:

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 Bart Bruns, MD

3/19/2024 | 9:43 AM PDT
 Approval Date

Recorded by:


 Lindsey Baker, Chief of Staff

Meeting Action Items:

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