



UHA Board of Directors
December 16, 2025
 Minutes

Board Members (Voting Members)	Title	Present	
		Yes	No
Aden Bliss	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	
David Rickman, MD	Board Member	Y	
Gary Allen, DMD	Board Member	Y	
Jamie Poindexter	Board Member	Y	
Jason Gray, MD	Board Member, Vice Chair	Y	
Jerry O'Sullivan	Board Member	Y	
KC Bolton	Board Member	Y	
Neal Brown	Board Member	Y	
Rodney Todd, MD	Board Member	Y	
Russell Woolley	Board Member	Y	
Sarah Agsten, DO	Board Member	Y	
Sharon Stanphill, DrPH	Board Member	Y	
Tim Freeman	Board Member	Y	
Tim Powell, MD	Board Member		N

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

Non-Voting Participants/Guests	Title
Lindsey Baker	CoS
Lynn Chandler	Executive Assistant
Bevin Ankrom	OHA

Agenda Item	Discussion	Action	Status
I. Call to Order			
A. Call to Order	The meeting was called to order at 6:31am.		
II. New Business			
Reports	Jerry O' Sullivan provided the CAC Report.		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
A. CAC	The CAC met two times during the quarter, and volunteered at the FISH Food Pantry.		<input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
B. Executive	Chuck Chappell provided the Executive Committee Report. Coldstream Investments provided an Investment Update. The Committee discussed differential contracting for BHP, HOP and Medicaid, as well as the UHA Cost Growth Trends and 2026 OHA Policy Updates. The Committee also		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved



UHA Board of Directors
December 16, 2025
 Minutes

Agenda Item	Discussion	Action	Status
	discussed the draft budget for 2026, staffing, and 2026 Objective and Key Results (OKR’s). The Committee is recommending approval of the 2026 UHA budget to the board.		
C. Compliance	<p>Dr. Bruns shared the BOCC Report.</p> <p>The committee reviewed the Education & Training program for staff, and external providers. The Committee discussed the Fraud Waste and Abuse Assessment, and is recommending approval to the board. The Committee discussed information related to an internal Compliance Investigation.</p> <p>Finally, the BOCC reviewed the COI statements, and related Mitigation Plans for Directors and Officers.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
D. Delivery System Advisory	<p>Dr. Carr discussed the DSAC report.</p> <p>During the December meeting, Dr. Carr recapped a presentation Brent Eichman provided to the Community Advisory Council regarding the challenges in healthcare financing in Oregon.</p> <p>Keith Lowther discussed changes to the provider contract and the overall contracting strategy, including incentive programs, Quality Incentive Plan, risk withhold return, and Global Risk Pool being dependent on achievement of target MLR.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
E. Quality Improvement Committee	<p>Dr. Carr provided the QIC Report.</p> <p>The QIC reviewed reports from Medical Management, P&T, Clinical Advisory Panel, Quality Metrics, Behavioral Health, Network, etc. Dr. Carr shared that the Healthcare Interpreter Scholarship program has been successful over the past 2 years – 10 are on the registry and 3 interpreters are working on becoming certified.</p> <p>Dr. Carr shared Benchmarking data analysis using Arcadia.</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved
F. CEO Report	<p>Brent Eichman provided the CEO Report.</p> <p>Brent presented the 2025 SHARE Funding background, funding requirements, an overview / summary of the applications, and the Award recommendations. The recommendations are as follows:</p>		<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input type="checkbox"/> Approved



UHA Board of Directors
December 16, 2025
 Minutes

Agenda Item	Discussion	Action	Status
	<ul style="list-style-type: none"> • Blueridge / HVAC through HADCO \$201,000 • Umpqua Market Place through Cow Creek \$250,000 • Fir Grove Multi-Use Field Improvement through the City of Roseburg \$666,320 • Myrtle Creek Library through Friends of Myrtle Creek Library \$42,680 • Electronic Key Card Access for Community Use through Roseburg School District \$40,000 • Total: \$1,200,000 • Retain \$400,000 of the \$1,600,000 to roll forward to future year(s) <p>The funding recommendation will be voted on by the Board during the public portion of the meeting.</p> <p>Brent also discussed his involvement in the Governor’s Advisory Group on Medicaid Sustainability. The advisory group is reviewing and discussing ways to sustain the Medicaid program in Oregon over the next few years, and into the future. OHP enrollment has more than doubled in the last 10 years; benefits have increased; costs have increased (at a rate greater than the state general fund); price is the major driver of cost growth. With HR1 changes starting in 2027, there is some financial risk for the future.</p>		
<p>G. Finance Report and Dividend Request</p>	<p>Keith provided the November 2025 Finance Report.</p> <p>EBITDA is slightly below budget for the month but performing higher than budget YTD.</p> <p>Member Months continue to remain consistent with budget. Professional costs are below budget for the month, as well as facility costs. The Global Risk Pool accrued is \$1.942M for the month (\$2.811M YTD).</p> <p>RBC is at 427%, and 727% at the UH combined level.</p> <p>Keith discussed the Dividend Request (letter included in the packet). In order to maintain a Risk Based Capital status of at least 300%, sometimes this means transferring excess cash and investments to Umpqua Health, LLC, per UHA’s solvency plan. Keith asks that the Board declares a 2025 dividend that allows UHA to meet an exact RBC amount of 374%. Keith expects this RBC estimate to require a dividend of \$18M from UHA, LLC to UH, LLC. This is a transfer to UH, LLC only, not a distribution to the UH members.</p>		<p><input checked="" type="checkbox"/> Closed</p> <p><input type="checkbox"/> F/U Required</p> <p><input type="checkbox"/> Approved</p>



UHA Board of Directors
December 16, 2025
 Minutes

Agenda Item	Discussion	Action	Status
H. 2026 UHA Operating and Capital Budget	Keith presented the 2026 UHA Operating and Capital Budget. The budget has been developed by staff, with multiple reviews and revisions by the UHA Executive Committee. Keith discussed the Key Factors in developing the budget, including history, unprecedented activity and policy decisions by OHA. The UHA Executive Committee recommends self funding the QIP at \$1,000,000 for 2026 (after it anticipated to be eliminated by OHA), and recommends reducing funding for HRS to 1% of net revenue.		<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 7:51 am. No Public members were present.		
B. Public Comment	No public comment.		
C. Public Vote Consent Agenda	<ul style="list-style-type: none"> • FWA Risk Assessment • September 2025 UHA Board Minutes • 2026 UHA Board Meeting Schedule 	<i>The motion was made by Jerry O’Sullivan and seconded by Neal Brown, to approve the Consent Agenda. The motion passed unanimously.</i>	<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input checked="" type="checkbox"/> Approved
D. Public Vote: 2026 SHARE Awards	<ul style="list-style-type: none"> • Approve overall funding of the 2026 SHARE Awards, at \$1,200,000, retaining \$400,000 to be used in future years, as follows: • BlueRidge HVAC - \$201,000 • Umpqua Market Place - \$250,000 • Fir Grove Multi-Use Field Improvement – \$666,320 (for lighting and ADA field access) • Myrtle Creek Library - \$42,680 • Electronic Key Card Access - \$40,000 	<i>The motion was made by Tim Freeman, and seconded by David Rickman, MD to approve SHARE Funding, as outlined. The motion passed unanimously.</i>	<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input checked="" type="checkbox"/> Approved
E. Public Vote: 2026 UHA Operating and Capital Budget, Finance Report (Financial and Dividend Report)	<ul style="list-style-type: none"> • 2026 UHA Operating & Capital Budget • November 2025 Finance Report and Dividend Report 	<i>The motion was made by Neal Brown and David Rickman, MD to approve the 2026 UHA Operating and Capital Budget, the November 2025 Finance Report and the Dividend Report. The motion was passed unanimously.</i>	<input checked="" type="checkbox"/> Closed <input type="checkbox"/> F/U Required <input checked="" type="checkbox"/> Approved
IV. Adjournment			
Good of the Order			



UHA Board of Directors
December 16, 2025
Minutes

Agenda Item	Discussion	Action	Status
	The meeting was adjourned at 8:00 am.		

Respectfully Submitted:

Bart Bruns

3/17/2026 | 9:53 AM PDT

Bart Bruns, MD

Approval Date

Recorded by:

Lindsey Baker

Lindsey Baker, Chief of Staff

Meeting Action Items:

Action	Responsible Person	Action Date	Status
1			
2			