

# Lane Community Health Council

Monday, April 8, 2019

1:30-3:00

## Minutes for Organizational Meeting

### Directors Present:

Dr. Steve Allan, Options Counseling and Family Services (via phone); Mr. Kevin Boie, Advantage Dental; Mr. Ron Hjelm, Community Health Centers of Lane County; Mr. Ken Provencher, PacificSource (via phone); Mr. John Johnston, Willamette Family Treatment Services; Dr. Karen Weiner, Oregon Medical Group; Ms. Valerie Rapp, McKenzie River Clinic; Mr. Tony Scurto, Lane Education Service District; Ms. Meredith Nelson, McKenzie Willamette (via phone)

### Absent:

Dr. Jason Tavakolian, Slocum Center for Orthopedics and Sports Medicine; Mr. Paul Solomon, Sponsors Inc.

### Guests:

Mr. Dave DeValk, MASS/NWHP; Mr. Mark Shalvarjian, Capitol Dental (via phone); Dr. Stacy Chance, Oregon Medical Group; Ms. Ellie Naderi, Advantage Dental; Mr. Cliff Hendargo, PeaceHealth (via phone); Ms. Susie Dey, Willamette Family Treatment Services; Mr. Nicolas Casper, Sponsors Inc.; Mr. Todd Salnas, PeaceHealth; Ms. Marian Blankenship, PacificSource; Ms. Jessica Sayers, PacificSource (via phone); Ms. Lisa Williams, PacificSource

### Legal Counsel:

Mr. Lance LeFever, Thorp, Purdy, Jewett et al

### 1. Call to Order, Introductions and Welcome

The meeting was called to order at 1:38 p.m. Introductions were made around the room.

### 2. Approve Today's Agenda

Ms. Blankenship reviewed the items on today's agenda, no changes were requested. Mr. LeFever reported that Ms. Naderi has agreed act as Incorporator for this meeting until a Chair is appointed.

### 3. Approve Minutes of April 1, 2019 Meeting of Governance Workgroup

This item is addressed later in the meeting.

### 4. Minimum Recommended Resolutions

#### • Incorporator appoints initial members of Board

Ms. Nadine presented the proposed Lane Community Health Council (LCHC) Roster by naming the individual and the designated seat as follows: Meredith Nelson, Hospital & PCP/Multispecialty; Dr. Karen Weiner, PCP/Multispecialty; Mr. Ron Hjelm, FQHC; Mr. Kevin Boie, Dental Care Organization; Dr. Steve Allan, Behavioral Health-Mental Health; Mr. John Johnston (in active practice), Behavioral Health-Substance Abuse; Mr. Ken Provencher, Coordinated Care Organization; Dr. Jason Tavakolian, Specialty; Mr. Tony Scurto, Community at Large; Mr. Paul Solomon, Community at Large; Ms. Valerie Rapp, Community at Large. There are three required seats remaining to be filled: A seat designated for a PCP in active practice and two seats comprised of representatives from

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the Community Advisory Committee. These will be filled as soon as possible and practical. She asked that any objections to the proposed individuals/positions be made known.

With no objections, Ms. Nadine declared appointment of the individuals listed to serve on the Lane Community Health Council for a two-year term.

- **Board adopts Bylaws**

Mr. LeFever presented a clean copy of the Bylaws with the changes requested from the previous meeting incorporated in the document. He reported that both a red-line version and the clean copy have been distributed to the Council members via email prior to today's meeting to allow sufficient time for review. Mr. Hendargo asked the Council to consider revisiting the Director positions and Bylaws, to consider further amendments following the Oregon Health's Authority's (OHA) awarding of CCO contracts. Mr. LeFever asked for a consensus of Mr. Hendargo's suggestion and there was general agreement.

Dr. Weiner moved to approve the Bylaws, the motion was seconded by Mr. Boie. After discussion, the motion was approved unanimously.

- **Board approves PacificSource's submission of an application to be a CCO**

Ms. Blankenship reviewed a document prepared by PacificSource staff providing an outline of the OHA's RFA-4690-19. This document was also provided via email prior to today's meeting. She discussed the scope and nature of the RFA process. Employee teams have been engaged since the release of the RFA, and diligently working on preparing responses. Ms. Blankenship offered to provide any additional information on the application at the Council's request.

Ms. Rapp moved to approve PacificSource Community Solutions to submit an application to the OHA, in response to the CCO 2.0 RFA-4690-19 for the Lane County region. The motion was seconded by Mr. Johnston, and passed with eight votes to approve and one abstaining. Mr. Provencher abstained from the vote due to a conflict of interest concern.

- **Board selects its Chair**

Ms. Blankenship reported that Dr. Allan has offered to be considered to serve as Council Chair. Mr. LeFever asked if there are any other Directors interested in serving. There being none, he suggested a motion.

Mr. Hjelm moved to approve Dr. Allan to serve as Chair of the Lane Community Health Council. The motion was seconded by Mr. Boie, and approved unanimously.

- **Board appoints Officers and determines their compensation, if any.**

Mr. LeFever reported that the Council is required to appoint a President and Secretary, appending further development of the Council, and decide on compensation.

After discussion, Mr. Boie moved to approve Dr. Allan to serve as both President and Secretary on an uncompensated basis. The motion was seconded by Dr. Weiner and approved unanimously.

Dr. Allan excused himself from the meeting due to a schedule conflict and asked Ms. Nadine to facilitate the meeting on his behalf. Ms. Nadine agreed.

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### 5. Additional Resolutions for Consideration

- **Board appoints members of Selection Committee, and directs such Committee to proceed with all due diligence to select and appoint members of the Corporation's Community Advisory Committee (CAC)**

Ms. Blankenship reported that the Selection Committee, which is a statutory requirement for the purpose of seating members to the Community Advisory Council. The composition of the Selection Committee needs to be a minimum of two and a maximum of eight representatives. Half of the members must be representatives of Lane County and the other half should be Health Council member representatives. This ratio is part of the statutory requirements. The Council discussed the process for recommending candidates, and in particular, had questions around the feasibility of identifying Oregon Health Plan (OHP) consumers prior to a CCO Contract and access to member information. Ms. Blankenship reported that OHP consumers can be recruited through recommendations from community partners and advocates that have relationships with OHP members. Mr. LeFever reported that the contract will be awarded before the OHA requires the Council to identify the CAC members. Mr. LeFever suggested that by appointing a Selection Committee to get started on the structuring the logistics for the CAC it will demonstrate to the State that the Council is on the trajectory to fill the statutory requirement of establishing a CAC.

Ms. Blankenship reported that Ms. Karen Gaffney, Lane County Health and Human Services, Ms. Jocelyn Warren, Lane County Public Health Director will participate from the County, and Mr. Kevin Boie and Mr. John Johnston offered to be available to serve, as Directors from the Council.

After discussion, there was a consensus for approval of the Selection Committee as proposed by Ms. Blankenship and discussed by the Directors.

- **Board appoints members of the other committee (CAP) required by bylaws, or elects to table the topic to a specified future meeting**  
Mr. LeFever reiterated that the only required Committee of the Council is the CAC, and asked the Council's interest in forming any additional Committees. After discussion, there was consensus to table this topic for a future meeting, once the Council matures and is better able to evaluate the Community's needs.
- **Board decides whether to appoint any other committees not explicitly required by the Bylaws (e.g., a finance committee), and if so determines the membership of such committees, or elects to table the topic to a specified future meeting**

This topic was addressed in the previous agenda item.

### 6. Other Unfinished Business

Ms. Nadine asked for any suggestions on unfinished business, none were presented.

### 7. New Business

- **Board gives legal counsel direction on next steps including:**
  - **Applying for an EIN for the Corporation**

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After discussion, Mr. Boie moved to approve the authorization of Mr. LeFever applying for an EIN for the LCHC. The motion was seconded by Ms. Rapp, and approved unanimously.

- **Board preferences on retaining a tax professional to prepare and submit any necessary tax returns and the Corporation's Combined Employer Registration as and when required**

Mr. LeFever informed the Board that at some juncture, they will want to discuss their preferences surrounding retaining a tax professional to perform required duties.

- **Whether and if so when the board wants counsel to begin:**
  - Negotiating the Joint Management Agreement (JMA) with PacificSource; and
  - Preparing the application to be recognized as tax exempt under Code Section 501(c)(3)

The Council discussed the timeline for establishing the JMA. Mr. LeFever reported that the OHA will announce the contract awards on or around July 9, 2019 and likely ask for a copy of the JMA following that date. Mr. Provencher suggested a sub-committee be formed to work with Mr. LeFever on drafting the JMA. After discussion, Ms. Blankenship agreed to send an email to the Council to initiate the process of forming a sub-committee.

Mr. LeFever reported that the Council will need to apply for a non-profit tax exempt status, and noted that the process can be lengthy.

After discussion, the Council reached consensus to allow Mr. LeFever to initiate tax exempt paperwork for the EIN.

The Council asked Ms. Blankenship to provide an outline/timeline of the upcoming deadlines, Ms. Blankenship agreed.

- **Board determines date, time and place of next meeting**

Ms. Naderi asked the group to revisit agenda item three and presented the minutes from the previous meeting for review/approval.


Mr. Provencher moved to approve the minutes from the meeting on April 1, 2019. The motion was seconded by Mr. Boie, and approved unanimously.

Ms. Blankenship suggested that the Council revisit the meeting schedule going forward, to ensure all Directors can participate. Ms. Williams will poll participants to determine the best meeting time.

### 8. Adjournment

There being no further business, the meeting was adjourned at 2:32 p.m.

Respectfully Submitted, Lisa Williams

  
Steve Allan, Secretary