



Board of Directors Meeting

Thursday, November 10, 2022 – 3:00 to 5:00pm
Meeting Held via MS Teams

Summary

A meeting of the Jackson Care Connect Board of Directors was held on Thursday, November 10, 2022. In consideration of the current COVID-19 pandemic, this meeting was held via Microsoft Teams.

Board Members Present:

Craig Newton	Eric Hunter	Jason Elzy	John Curtis	Laura Bridges
Lori Paris	Matt Sinnott	Nora Leibowitz	Stacy Brubaker	
Matt Hough (Joined at 3:50pm)				

Board Members Absent: Scott Kelly William North Brenda Johnson

Staff Present: Jennifer Lind Janet Holland Monica Martinez Steve Geidl Tony Jackson

Call to Order

The JCC Board of Directors meeting was called to order by Lori Paris at 3:06pm. A quorum was present.

Declaration of Conflicts of Interest – Lori Paris presented an opportunity for Board members to declare any conflicts of interests in the discussions on the agenda. The following conflicts were noted:

- Nora Leibowitz – Vote to Join Finance Committee
- Craig Newton – Extend BOD Seat an Additional 3-Year Term
- Lori Paris – Extend BOD Seat an Additional 3-Year Term
- Jason Elzy – Access Discussion/Action

Executive Report – Jennifer Lind

Jennifer provided an update on her Executive Report.

Consent Agenda: Board members reviewed the consent agenda for today’s meeting, the minutes from the meeting held on September 22, 2022, and the August financials.

Upon a motion duly made and seconded, the following resolutions were unanimously approved:

1. **RESOLVED, that the Board of Directors does hereby approve the consent agenda as presented.**

Public Testimony – Lori Paris

Lori Paris reported no public testimony was submitted.

Governance Committee – Laura Bridges

- Finance Committee Composition Changes for 2022
Recommended by Governance Committee (10/26/22)

Laura discussed Scott Kelly’s temporary leave of absence from JCC Board, noting there is a need for a finance committee chair and additional finance committee membership representation during this time. The Governance Committee brings the recommendation to appoint the following individuals during Scott’s absence:

- William North as Chair of the Finance Committee through the end of 2022
- Nora Leibowitz as a Finance Committee member through the end of 2022

Upon a motion duly made and seconded, the following resolutions were unanimously approved:

1. **RESOLVED, that the Board of Directors does hereby approve the appointment of William North as Finance Chair throughout the end of 2022; and appoint Nora Leibowitz as a Finance Committee Member through the end of 2022. *Abstained: Nora Leibowitz***

- New Clinical Advisory Panel Member, Ben Solheim, LPC
Recommended by Governance Committee (10/26/22)

Laura presented a recommendation from CAP and Governance Committee to appoint Ben Solheim, LPC, to the Clinical Advisory Panel. Ben will be replacing Gary McConahay, who is retiring from ColumbiaCare.

Upon a motion duly made and seconded, the following resolutions were unanimously approved:

1. **RESOLVED, that the Board of Directors does hereby approve the appointment of Ben Solheim, LPC, to the Clinical Advisory Panel.**

- Renewal of Terms Beginning 2023 for JCC Board Members – Recommendations were made for the following individuals to serve an additional term on the JCC Board of Directors for the period January 1, 2023, through December 31, 2025.

- a. Craig Newton

Upon a motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED, that the Board of Directors does hereby approve the appointment of Craig Newton for an additional three-year term beginning January 1, 2023, through December 31, 2025. *Abstained: Craig Newton*

- b. Scott Kelly

Upon a motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED, that the Board of Directors does hereby approve the appointment of Scott Kelly for an additional three-year term beginning January 1, 2023, through December 31, 2025.

- c. Lori Paris

Upon a motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED, that the Board of Directors does hereby approve the appointment of Lori Paris for an additional three-year term beginning January 1, 2023, through December 31, 2025. *Abstained: Lori Paris*

Finance Committee – Steve Geidl

- **Appoint Auditors and Actuaries for 2023**
Recommended by Finance Committee (10/25/22)

Jennifer Lind reported CCOs are required to appoint an independent auditor and qualified actuary under OAR. CareOregon has a long-standing relationship with both Wakely, and KPMG and they continue to serve for CareOregon. This recommendation extends their current contract for an additional year. Jennifer noted in future years, the Committee may make a multi-year recommendation that aligns with longer contract terms. The Finance Committee recommends

approval of Wakely as JCC's actuary and KPMG as JCC's independent auditor for 2023 contract year reporting.

Upon a motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED, that the Board of Directors does hereby approve the appointment of Wakely as JCC's actuary and KPMG as JCC's independent auditor for 2023 contract year reporting.

- **Surplus Note Renewal**

Recommended by Finance Committee (10/25/22)

Jennifer reported OHA requires CCOs to hold specific Risk Based Capital (RBC) levels determined by OHA's prescribed formula. JCC issued a surplus note for \$3.5 million to meet its RBC requirement in 2022. CareOregon is the holder of this note, which matures December 2022 and is now \$3.562 million.

JCC is expected to require additional capital to meet its 2023 RBC requirements. It is anticipated that the need for a surplus note will diminish once redetermination begins and membership drops in 2023, but that date has continued to move forward with the repeated extension of the public health emergency. The mechanics of a new note issuance include OHA approval, determination of amount, and payment from CareOregon.

The Finance Committee recommends repayment of the surplus note maturing December 2022 and issuance of a new 12-month surplus note that will achieve an RBC level of 230%, not to exceed \$3.5 million.

Upon a motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED, that the Board of Directors does hereby approve repayment of the surplus note maturing December 2022 and issuance of a new 12-month surplus note that will achieve an RBC level of 230%, not to exceed \$3.5 million.

- **SHARE Program for 2021 Contract Year –**

Recommended by Finance Committee (10/25/22)

Jennifer explained the SHARE initiative is a requirement from OHA requiring CCOs to commit a portion of any surplus generated in the previous year to a social determinant of health. As outlined in ORS 414.572 and OAR 410-141-3735, there are four domains approved for SHARE spending and four specific requirements. The SHARE commitments based on 2020 and 2021 financials are voluntarily established by the CCO. Beginning with contract year 2022, OHA has provided a formula that will determine each CCO's SHARE commitment. Jennifer explained it is difficult to estimate future SHARE obligations due to the complexity and peer-through nature of the calculation OHA created. Given that volatility, an effort will be made to make future commitments encapsulated to a single year, in part to avoid reliance by our partners upon repeat funding that may not exist.

- a. JCC committed \$100,000 to Rogue Community Health for the 2020 contract year. This ends December 31, 2021; and is considered a success with positive impacts on numerous recipients.

- b. JCC committed \$150,000 for the 2021 contract year. The proposed contract with Access would assist in the creation of an emergency shelter for at-risk pregnant people and the ongoing management of the units. Access will serve as the fiscal administrator for this contract and will fund Oasis clinic for the shelter.

Jennifer reported the Finance Committee recommends execution of a one-year \$150,000 contract with Access to provide services under JCC's SHARE obligation.

Upon a motion duly made and seconded, the following resolutions were unanimously approved:

RESOLVED, that the Board of Directors does hereby approve execution of a one-year \$150,000 contract with Access to provide services under JCC's SHARE obligation.

Abstained: Jason Elzy

Value Based Payment Updates – Angela Mitchell

Angela Mitchell presented a PowerPoint presentation with an update on Value Based Payments and reviewed the following:

- CCO 2.0 Requirements
- CCO 2.0 VBP Requirements
- LAN VBP Categories
- 2021 & 2022 OHA Requirements Met
- Possible Actions to Increase Meaningful Risk
- JCC Contracts – Current/Future State Reviews
- 2023 OHA Requirements – CDA's
- 2023 OHA Meaningful Risk
- Annual CCO Risk Based VBP Targets and JCC Hypothetical Progress
- JCC Add Quality
- Gate Upside/Downside Risk
- JCC VBP Quality of Improvement & Areas of Focus
- JCC VBP Roadmap
- 2022 – 2023 VBP Timelines
- JCC PCPM Update

Angela addressed questions during her presentation and will email her presentation to the JCC Board members.

Board Discussion - Jennifer Lind/Lori Paris

- **2023 Meeting Engagement / Structure**

Jennifer and Lori opened the floor to discussion about JCC Board meeting engagement and structure. Laura Bridges referenced the bullet points that were outlined in the October 26, 2022, Governance & Compliance Committee minutes. Laura reviewed the ideas and recommendations that came from that meeting and opened the discussion to feedback.

Lori Paris reported Addiction Recovery Center (ARC) is finalizing a new hybrid meeting space and offered this space to JCC for the board meetings. She noted this room will offers a high-quality hybrid meeting space if there is interest in moving forward. The room will become available in January 2023.

Members provided their feedback on continuing virtual meetings or the possibility of holding at least one or two meetings in person; in particular, the JCC Board Retreat. COVID, RSV, and other respiratory viruses are still of concern for at-risk individuals whose health could be compromised.

Other topics included the importance staying connected to the people we serve and hearing their voices, being visible in the community, and sharing member success stories.

The Governance & Compliance Committee will continue to discuss meeting options and bring back to the board for further discussion.

Adjourn – There being no further business to discuss, the meeting adjourned into Closed Session with a CareOregon Update from Eric Hunter at 4:17pm.

Next Meeting – The next scheduled meeting will be held on December 8, 2022.