



Board of Directors Meeting

Thursday, December 8, 2022 – 3:00 to 5:00pm
Meeting Held via MS Teams

Minutes

A meeting of the Jackson Care Connect Board of Directors was held on Thursday, December 8, 2022. In consideration of the current COVID-19 pandemic, this meeting was held via Microsoft Teams.

Board Members Present:

Brenda Johnson	Jason Elzy	John Curtis	Matt Hough, MD
Laura Bridges	Lori Paris	Stacy Brubaker	William North

Board Members Absent: Craig Newton Matt Sinnott Nora Leibowitz Scott Kelly
Eric Hunter

Staff Present: Jennifer Lind Monica Martinez Debbie Backstrom

Others Present: Patrick Hocking, Past JCC Board Chair

Call to Order

The JCC Board of Directors meeting was called to order by Lori Paris at 3:00pm. 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. Conflicts were noted on nominations for board and committee representation.

Consent Agenda: Board members reviewed the consent agenda for today's meeting, the minutes from the November 10, 2022, meeting, and the September 2022 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.**

The approval of the August 3, 2020, John Curtis Electronic Vote, was removed from the consent agenda and a motion will be made on a separate action.

Executive Report – Jennifer Lind

Jennifer provided an update on her Executive Report.

Public Testimony

Lori Paris

None Submitted

(Public Testimony may cover any topic related to CCO, although CCO Board or staff may suggest a theme for public discussion. People interested in providing testimony must give prior notice and must adhere to a three-minute time limit. CCO Board members and staff are not required to respond to any testimony provided, but may incorporate information in future decisions). Lori reported none submitted.

Governance Committee – Laura Bridges

Laura provided an update on the November Governance & Compliance Committee meeting and made the following recommendations:

- 2023 Board Composition
 - 2023 Board Chair: Lori Paris

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 Lori Paris for a second term as the 2023 Board Chair.** Abstained: Lori Paris

- 2023 Board Vice Chair: Matt Sinnott

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

- 1. RESOLVED, that the Board of Directors does hereby approve Matt Sinnott as the JCC Board Vice Chair for a one-year term beginning January 1, 2023.**

- Committee Chairs:

- Finance: Scott Kelly / William North

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

- 1. RESOLVED, that the Board of Directors does hereby approve Scott Kelly for another one-year term as Finance Committee Chair. During Scott's leave of absence, William North will assume the role.** Abstained: William North

- Governance: Laura Bridges – Second One-Year Term

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

- 1. RESOLVED, that the Board of Directors does hereby approve Laura Bridges as the Governance & Compliance Chair for a second one-year term beginning January 1, 2023.** Abstained: Laura Bridges

- Network & Quality: * Matt Sinnott

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

- 1. RESOLVED, that the Board of Directors does hereby approve Matt Sinnott as the Network & Quality Committee Chair for a one-year term beginning January 1, 2023.**

* Matt Sinnott Update – Jennifer reported that she had received updated information after the board packet was sent out, that Willamette Dental will not be contracting with JCC due to their reduced capacity to serve members. This situation calls into question Matt's seat on the board as the contract with OHA requires a contracted DCO representative. The plan is to have Matt maintain a seat on the board through the first quarter as discussions take place with the Governance and Compliance Committee for his replacement. Jennifer is working with Alysa Franzen to nominate an individual from a contracted DCO and will bring recommendations to the Governance Committee.

- Board Calendaring Changes

Lori and Jennifer reported they are looking to revisit the 2023 Board meeting calendar to allow Board members to engage more actively in committees. To achieve this, board meetings will be moved to a less frequent basis and the existing board meeting times will be utilized for committee meetings. Board members may be asked to participate in at least two committees moving forward.

The 2023 Board Calendar is being adjusted and committee composition may change as a result. In the meantime, draft committees are listed in this packet.

Minutes – August 3, 2020 - John Curtis Electronic Vote

Background: Jennifer Lind reported a board meeting was not held in August 2020; therefore, an electronic vote was taken to approve John Curtis for a seat on the JCC Board of Directors. Jennifer sent an email requesting the board's response by Monday, August 3, 2020. Jennifer noted that CAC and Governance Committee recommend the election of John Curtis to the Jackson Care Connect Board, with a term beginning in August 2020. She reported John has been a member of the CAC for several years and has consistently made contributions that build on his local knowledge and his background in advocacy and law. In his CAC application, he identified housing, senior services, local government, education, disability services, public policy, and faith communities as areas of knowledge or expertise. He is also a JCC member and fulfills the OHA requirement of having two CAC representatives on the CCO Board.

John Curtis' election to the JCC Board of Directors was completed in August 2020 and he has served his full term. The results of the electronic vote were not formally approved in board minutes, however.

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

1. **RESOLVED, that the Board of Directors does hereby approve the electronic vote taken on August 3, 2020, to appoint John Curtis to the JCC Board of Directors.** Abstained: John Curtis

Jennifer noted a formal policy will be developed to address the procedure for electronic votes in consideration of less frequent board and committee meetings; and in the anticipation of more electronic votes being required. Jennifer and Monica Martinez will work with the Governance & Compliance Committee to develop this policy, and this topic will be discussed in further detail as changes are made to the cadence of board and committee meetings.

NAIC Biographical Affidavits – Jennifer Lind

Jennifer reported OHA is asking that all CCO Board members complete an NAIC biographical affidavit. In the past, Jackson Care Connect has only asked this document to be completed for Board Officers (including the Board Chair). Moving forward in 2023, all Board members will be asked to supply an affidavit. She noted the form will be sent out via email for all board members to complete and return no later than January 10th, 2023. Jennifer further noted the form must be notarized. Monica Martinez reviewed this process and addressed concerns related to the level of scrutiny and security.

Acknowledgement of Brenda Johnson and John Curtis Board Service – Lori Paris

Jennifer reported time has been set aside at today's meeting to show appreciation and tributes to Brenda Johnson and John Curtis' for their dedication and support to the JCC Board of Directors. Brenda was a founding board member and served three terms. John Curtis joined the board in August 2020. Tributes to Brenda and John board members were made. Jennifer thanked Patrick Hocking for joining this tribute and two others who submitted their comments for Jennifer to share.

Adjourn – There being no further business to discuss, the meeting adjourned at 3:30pm to acknowledge Brenda Johnson and John Curtis' tenure on the JCC Board.

Next Meeting – The next scheduled meeting is scheduled for January 12, 2023.