



## Greater Columbia Accountable Community of Health

*Collaboration • Innovation • Engagement*

### Board Minutes

December 21, 2017 | 9:00 am – 11:30 am

Tri-Cities Community Health (TCCH), 800 W. Court St. Pasco, WA 99301, Board Room

#### ATTENDANCE

<b>Board Members (* denotes they called in):</b>	Rhonda Hauff, Darlene Darnell, Les Stahlnecker, Martin Valadez, Ed Thornbrugh, Lori Brown*, Eddie Miles, Ronni Batchelor, Madelyn Carlson, Meghan DeBolt*, Brian Gibbons	
<b>Guests (* denotes they called in):</b>	Jim Aberle, Jorge Rivera*, Bill Dunwoody*, Caitlin Safford*	
<b>Backbone:</b>	Carol Moser, Kylee Spence, Megan Kummer, Wes Luckey, Aisling Fernandez	
<b>Special Thanks:</b>	Thank you, TCCH, for today's facility.	
<b>Welcome &amp; Introductions (Martin)</b>	<ul style="list-style-type: none"> <li>• Carol introduced Kylee Spence, the new Director of Finance and Contracts.</li> <li>• The Board members reviewed the Conflict of Interest statement</li> <li>• The Board members reviewed the self-dealings transactions statement.</li> <li>• The Board members reviewed attendance and quorum was met with a total of 11 members present for voting (9 in person, 2 on the phone).</li> </ul>	
<b>MINUTES &amp; REPORTS</b>		<b>Action Items</b>
<b>Consent Calendar</b>	<ul style="list-style-type: none"> <li>• November 16<sup>th</sup>, 2017 Board Minutes</li> </ul>	<ul style="list-style-type: none"> <li>• Motion by Madelyn to approve the consent agenda. Seconded by Ronni, Motion passed.</li> </ul>
<b>Director's Report &amp; Updates (Carol)</b>	<ul style="list-style-type: none"> <li>• Project Application Timeframe – The GCACH staff submitted in November and the ACHs have two opportunities for write-backs to improve their scores. This allows the ACHs to adjust their plans up until January 30<sup>th</sup>. Staff completed</li> </ul>	

	<p>the first write-back on Monday, December 18, including specifics on how GCACH will handle low-performing partnering providers and how GCACH will handle continuous improvement. Section 2 of the project application was written by HMA. GCACH staff reviewed the project applications posted online by other ACHs to gather more ideas and found inspiration especially from King County ACH. (Brian Gibbons and Ronni Batchelor expressed support for staff in the review process here). The plans submitted by the Chronic Disease and Opioid Project Teams were not evidence-based or based on the toolkit.</p> <ul style="list-style-type: none"> <li>• Data &amp; Domain 1 (D1) – Looking at the themes of the project plan application, data is one of the greatest needs. The new Intergovernmental Transfer (IGT) strategy is to fund D1 investments. There will be a menu of options. Savannah Parker from HCA will attend the Board meeting in January to explain this better.</li> <li>• Changes in Medicaid Enrollment and Size of GCACH’s Medicaid Population – WA State now has fewer Medicaid beneficiaries. GCACH has fewer Medicaid beneficiaries in its region, but the percentage remains the same. Discussion about some of the implications of the changes include: some former Medicaid beneficiaries may access care through the ED, potential per Medicaid member loss to the behavioral health incentive fund.</li> <li>• Clinical Provider Support – At the December staff retreat with HMA, some of the decisions included: The Project Advisory Committee (PAC) will evolve into the Strategic Planning Committee (SPC). The SPC will be co-chaired with a clinician and an administrator to have a balance of both perspectives.</li> <li>• GCACH office updates – GCACH will be hiring a full-time Community Engagement Specialist and a full-time Program Manager. Wes will transition to become the Director of Clinical Transformation. GCACH will expand to have more space at CAC by expanding the existing office. There’s a new copier in the GCACH office.</li> </ul>		
<b>ACTION ITEMS</b>			
<p><b>Election of 2018 Officers (Martin)</b></p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 80%; text-align: center;"><b>Action Items</b></th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;"> <ul style="list-style-type: none"> <li>• Martin proposed a slate of officers for 2018. Rhonda as President, John Sinclair as Vice President, Brian Gibbons as Treasurer, and Madelyn Carlson as Secretary.</li> </ul> </td> </tr> </tbody> </table>	<b>Action Items</b>	<ul style="list-style-type: none"> <li>• Martin proposed a slate of officers for 2018. Rhonda as President, John Sinclair as Vice President, Brian Gibbons as Treasurer, and Madelyn Carlson as Secretary.</li> </ul>
<b>Action Items</b>			
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<p><b>Bylaws Review (Martin)</b></p>	<ul style="list-style-type: none"> <li>• The committee to review the bylaws included Madelyn, Rhonda, Martin and Carol.</li> <li>• One significant change to the bylaws is the process for nominating board members. Previously, each sector nominated a board member, now nominations will come through the Nominating Committee, a committee of the Board. A new policy will be created for vetting the Board members. This will be added to the charter for the Nominating Committee.</li> <li>• GCACH now has dedicated staff and the bylaws no longer need language about a backbone organization.</li> <li>• Regarding voting, a quorum is required to conduct business. A quorum, in GCACH’s case, would be a majority of Board Members in office. There is no proxy vote. An open seat does not affect quorum.</li> <li>• Article 8 was altered so that the Executive Director has increased spending authority up to \$5,000.</li> </ul>		

	<ul style="list-style-type: none"> <li>• Martin Valadez (President for 2017) will be the Past President and not a voting member because he will be leaving the Board of Directors in January. There was a recommendation that there not be language dictating on what committees the Past President will serve, and this will be at the discretion of the current President.</li> <li>• Suggestion to add a list of the dates that revisions were added to the footnotes of the bylaws.</li> <li>• Staff will make the revisions based on the Board discussion and bring it back in January.</li> </ul>	
<b>YTD and November Financials Reports (Kylee/Carol)</b>	<ul style="list-style-type: none"> <li>• Review of the Budget vs. Actuals Document for 2017 – This document shows revenue, investments and expenditures. There were four categories for Expenditures by funding source: SIM funding, Design Funding, Yakima Valley, &amp; HRSA. Money has been spent on contract services, Proaccountant, and facilities expenses. Operational expenses include purchasing computers, stand up desks, paper, etc. Staff have spent quite a bit on the monthly convenings for the Leadership Council by purchasing refreshments. There has been a considerable amount of travel to Pomeroy, Clarkston, Pullman, Olympia, Yakima, etc. GCACH has spent down the SIM funding. The Statement of Financial Position shows that there is about \$6.1 million in the bank as of end of November. The biggest expenses are staff and contract services.</li> <li>• There was a discussion of the IRS 990 Form “Return of Organization Exempt from Income Tax” – This deadline was extended to December 15<sup>th</sup>. Martin signed it and it was submitted. This information is being shared with the Board for review but it not a motion. Ed stated that he wanted it on record that he was concerned with it being signed without review by all of the Board members. Carol and Kylee plan to meet with the CPA on December 22nd to review the 990 and will return to the Board with replies to any questions.</li> <li>• Audit – There will be an auditor working with GCACH for the next year. Recommendation from the Board to look at the procurement process, specifically that done by the DOL and DOT as examples. The Finance Committee will begin work on the procurement process for an auditor.</li> </ul>	<ul style="list-style-type: none"> <li>• Motion by Brian to approve the YTD financial &amp; November financial reports. Seconded by Rhonda. Motion passed.</li> </ul>
<b>2018 Design Funding/Incentive Funding Budget PowerPoint Presentation (Kylee/Carol)</b>	<ul style="list-style-type: none"> <li>• The Design Budget has 6 use categories: Project Plan Development, Engagement, Admin/Project Management, Information Technology, Health Systems &amp; Community Capacity Building, and Other.</li> <li>• It will be important to have interoperability, so IT has a large budget.</li> <li>• All ACH leads are working together on Domain 1 investments, since these are areas of investment that should be planned at the state level.</li> <li>• Kylee and Carol will meet with the CPA tomorrow regarding B&amp;O taxes. GCACH staff has received conflicting advice as to whether or not the ACHs have to pay this tax.</li> <li>• Data and Value-Based Purchasing were discussed briefly.</li> <li>• LHINs</li> </ul>	<ul style="list-style-type: none"> <li>• Motion by Brian to approve the 2018 Design Budget and the 2018 Incentive Budget. Seconded by Rhonda. Motion passed. Ed opposed.</li> <li>• Motion by Madelyn to approve the</li> </ul>

	<ul style="list-style-type: none"> <li>○ There is a new request to fund the Whitman County Healthcare Network.</li> <li>○ Have not yet received the SE WA MOU.</li> <li>○ The funding is for \$30,000 for a part-time position for backbone at the LHINs. There is a contract that describes the responsibilities.</li> <li>○ There was a discussion about Columbia County attending meetings of two different LHINs. It was decided that this is acceptable since these coalitions are working on other initiatives beyond the ACH.</li> <li>○ Carol sent out a draft version of the contract to the LHINs and the Yakima LHIN signed it. The GCACH Board still has to finalize and approve the contract and then ask the Yakima LHIN to sign it again.</li> <li>○ There was a discussion about back-dating an agreement. Board recommends being careful with the wording and that payment is for "participation to date" or "Payment for service."</li> <li>○ There must be language about debarment suspension in the contract.</li> <li>○ The LHIN contract will go through an attorney before it is finalized.</li> <li>● 2018 Incentive Budget – slides 6-8 are about the Incentive Funds</li> <li>● Slide 9 shows the GCACH organization chart with new staffing positions</li> <li>● Travel costs will be included in the budget for the Community Engagement Specialist. This employee will be salaried and will not be paid extra for driving time.</li> </ul>	<p>Whitman County Healthcare Network in as a LHIN. Seconded by Ronni, Motion passed.</p>
<p><b>Approval of adding Kylee Spence as signatory on Bank Account/Credit Card (Carol)</b></p>	<ul style="list-style-type: none"> <li>● Carol asked the Board if Kylee could be added as a signatory for the bank account and credit card and the Board approved.</li> </ul>	<ul style="list-style-type: none"> <li>● Motion by Madelyn to approve adding Kylee as the signatory. Seconded by Brian, Motion passed.</li> </ul>
<p><b>DRAFT Funds Flow Allocation Methodology (Kylee/Carol)</b></p>	<ul style="list-style-type: none"> <li>● A document with criteria for Engagement Funding Disbursement was handed out, which is being developed by Kylee and Cathy Homkey, HMA. This document will be reviewed by the Budget and Funds Flow Committee. GCACH staff will bring this document back to the Board; it is only for discussion and comment today. <ul style="list-style-type: none"> <li>○ Based on an organization's response in the LOI, 9% or more Medicaid clients means that they are a critical partner for GCACH. The question is "How many Medicaid clients do you serve?"</li> <li>○ Attribution – A fundamental question is about funding based on attribution. Those areas in GCACH that serve more Medicaid lives are critical for moving the needle on measurements &amp; the organizations there will benefit.</li> <li>○ Recommendation to set up a reserve fund to help areas within GCACH that need the extra support to provide services to Medicaid beneficiaries.</li> </ul> </li> </ul>	

<b>Employee Handbook Policy Change (Carol)</b>	<ul style="list-style-type: none"> <li>• Changes to be made to the Employee Handbook <ul style="list-style-type: none"> <li>○ Hiring –When GCACH hires someone, the handbook will now state the salary not including benefits.</li> <li>○ Holidays- The floating holiday has to be used within the calendar year.</li> <li>○ WA State’s law going into effect January 1, 2018 has specific changes around sick leave policy to apply to this handbook.</li> <li>○ Board recommendation – Make sure that even per Diem earn sick leave, for example for every 40 hours of work, earn an hour of sick leave.</li> <li>○ Board recommends taking out the need for a doctor’s note.</li> <li>○ The Board approved the updated handbook.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Motion by Darlene to approve the discussed changes to the Employee Handbook. Seconded by Madelyn, Motion passed.</li> </ul>
<b>Extension to HMA Contract (Carol)</b>	<ul style="list-style-type: none"> <li>• Discussion moved to the next meeting</li> </ul>	
<b>NEW BUSINESS</b>		<b>Action Items</b>
<b>Added Agenda Item: Election of New Board Members</b>	<ul style="list-style-type: none"> <li>• Sandra Suarez will start a 2-year term on the Board.</li> <li>• Jim Aberle will take Eddie’s seat for the hospital sector.</li> </ul>	<ul style="list-style-type: none"> <li>• Motion by Les to approve the election of new Board members. Seconded by Rhonda, Motion passed.</li> </ul>
<b>Additional Discussion</b>	Strategic Planning Committee Charter – the clinical piece is important and so is the Social Determinants of Health piece. Discussion about whether it should be called the Strategic Planning Committee or the Strategic Initiatives Committee	
<b>OLD BUSINESS</b>		
<b>Round Robin Committee Updates</b>	<ul style="list-style-type: none"> <li>• Not discussed</li> </ul>	
<b>ADJOURNMENT</b>		
Meeting was adjourned at 11:50 a.m. Minutes taken by Aisling Fernandez & Megan Kummer.		
<p><b>Thank you for your time and engagement with the Greater Columbia Accountable Community of Health!</b></p> <p>The regular Board meetings will be from 12-2:30 p.m. on the following dates:</p> <ul style="list-style-type: none"> <li>• January 18, 2018, CBC L102</li> <li>• February 15, 2018, CBC L102</li> <li>• March 15, 2018 CBC L102</li> <li>• April 19, 2018 CBC L102</li> <li>• May 17, 2018 CBC L102</li> <li>• June 21, 2018 CBC L102</li> </ul>		

- July 19, 2018 CBC L102