

Governing Body Minutes

March 25, 2016: 10am –3pm

Providence Everett



Present	Present	Apologies	Guests
Joe Valentine	Justin Iwasaki, MD	Connie Davis	Allen Fisher, UHC
Gary Goldbaum, MD	Stephen Gockley, JD	Jennifer Johnson	Andrea Tull, Coord. Care
Kim Williams	Kat Latet (MCOs) (10:05)	Bob Burden	Laurel Lee, Molina
Linda Gipson, PhD	Jason Smith (10:10)	Dan Murphy	Lani Spencer, AmeriGroup
David Kincheloe	Barbara LaBrash (10:15)	John Stephens	Chase Napier, HCA
Greg Winter	Suzanne Pak (10:15)	Marilyn Scott	Kayla Down, HCA
Tim Key	Linda McCarthy (10:16)		
Regina Delahunt	Staff		
Federico Cruz, MD	Marie Flake, DOH		
Robin Fenn, PhD	Jim Diegel, WAHA		
Scott Forslund	Lee Che Leong, WAHA		
Chris Phillips	Ashly Ryals, SeaMar		
Glenn Puckett	Kyle Davidson, SeaMar		

Topic	Action
<p>1. Welcome and Review Meeting Agenda</p> <ul style="list-style-type: none"> • Introductions of name and organization were given • Approved February minutes without opposition or abstentions • Approved today's agenda without opposition or abstentions • No questions from update 	Approved February minutes and today's agenda
<p>2. Current: Scan of Our Landscape</p> <ul style="list-style-type: none"> • Medicaid Transformation Waiver update from Chase. Of note: <ul style="list-style-type: none"> ○ Goal is to have ACH's balanced multi sector partnerships that are authorized for decisions ○ Health Management Associates (HMA) document: not currently requirements, but are recommendations at this time ○ Administration (financial and ops) could be contracted out, rather than all being built ○ MCO's, Hospitals, or health system are not to make up more than 50% of members ○ Working with Tribes via American Indian Health Commission so not specifically called out at this time—but they are still a priority ○ NSACH has made a commitment to invite all 8 tribes in our region to participate ○ No cap on Board size yet, having all 8 Tribes have their own vote affects Board size ○ 3 possible legal entity models: ACH as its own 501c3, existing under an existing non-profit (the caveat to that is then the bigger non-profit has to have its board and bylaws adopt the requirements—most non-profits have boards much smaller than our current Governing Body), or other public-private partnership such as an LLC or business corporation. ○ Legal entity needs to be in place when Waiver is approved to make decisions and have funds flow ○ ACHs may be asked to submit planning applications. Planning resources would flow before project funds become available. ○ If Waiver is approved in April then planning funds might be available in June or July. ○ BHT and SW are the only ACH's that are legal entities. ○ Suggestion for an informal workgroup to discuss recommendations and next steps. Important to have input from a variety of sectors. • Report on quarterly meeting <ul style="list-style-type: none"> ○ The goal is to have ACH's direct the funds but can subcontract financial functions ○ Urgent to have our infrastructure in place. ○ Federal Reserve is willing to provide help in community engagement, convene meeting 	Lee Che will circulate HCA workgroup list

Administrative support provided by



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- o with banks and how their funds could be used.
- o Productive dialogue back and forth between ACH's and HCA occurred.
- Transition Task Force Update
 - o At IHI conference there was a lot of talk regarding ACH's particularly in New York (not going well) and Washington State.
 - o The North Sound Governing Body and WAHA Board both approved this task force as WAHA Board has fiduciary responsibility for the NSACH, it is important to involve them in this process.
 - o Goal is to have the North Sound as its own legal entity no later than the end of June.
 - o Governing structure necessary to become legal entity
 - o Constitute a Board that meets the intended requirements from the HCA
 - o Important that both boards are talking to each other.
 - o Good work is unfolding
- Budget
 - o \$660,000 available over the next 3 years: half 1st year, 1/3 for 2nd year balance in 3rd.
 - o Steering committee approved \$18,000 average a month to include 1 FTE Project Manager, 0.25 Executive Leadership, etc. with anticipated legal fees. Note: this is a survival budget, not a growing budget or thriving budget.
 - o Can revisit it when legal entity standing.
 - o Member fees could increase budget or in kind donations

Approved Budget
Template

Motion: to approve budget template (Linda M.). Seconded (Glenn P.). All in favor no abstentions.

3. Vision for health in the North Sound

- What are our vision and goals for improving healthcare in our region?
- How do we engage communities that aren't normally involved?
- Themes that came out of the small groups:
 1. Disparities, urgency, learning, educate each other, connect systems, we can do better at keeping people health, we can't do it by ourselves, how are we going to document our work, better tomorrow than today, reducing disparities
 2. Developing upstream solutions (education), pooling resources, better collaboration will take effect use of our resources, build relationships within sectors and integrating behavioral health in all, collectively tackle barrier in big systems, regional Medicaid strategy to reduce disparities. Increased alignment. Limiting duplication, shared evaluation.

4. Strategic Aims & Priorities

- RHNI identified 6 priorities
- 2 early win chosen, received \$16,000 in donations for Prevention via LARC
- Care coordination via EMS is in progress
- We need further collaboration in order to make these priorities successful
- Important to not have our early wins limit our future thinking
- Our guiding principles are in line with 5 but we are not working on #6 yet; it is a blank slate.
- The group discussed areas in which they could work together on social determinants of health; conversation evolved to list what the group thought social determinants of health included"*
- Rental housing inspection
- ED discharge -- broaden to any discharge? -- integrated care for 30 days. Whole person care.
- Unhealthy neighborhoods
- Adverse childhood experience and support for families
- Criminal justice diversion
- Accessible public Transportation
- Living wage
- Stable, safe, affordable housing—utility support
- Healthy people 2020; economic stability, education, built environment
- Nutrition
- Social connectedness
- Freedom from domestic violence
- "Health in all policies" county and city councils to share and provide tools
- Elder care/long term care
- Substance abuse

Affirmation of 6
RHNI priorities

- Access to education
- Recruiting/training law enforcement
- Health equity, gender, racism
- Behavioral health
- Supportive housing
- Linda McCarthy volunteered to reconvene RHNI work group and invited GB to join

5. Evolving ACH Structure

- Jim presented a possible structure: see slides: 12,13, 14
- Board will hold fiduciary responsibility of the agency once it is a legal entity
- Recommends that NSACH be its own 501c3; this would most likely take 4-6 months at minimum, could be a 2 year process.
- Ensure the right people with the right skill sets at the board level.
- The CAC could do the heavy lifting and essentially be the governing body; meet 4x a year?
- 2-3 months post legal entity, could select and hire a FT executive director
- No caucusing to insure best interest of the ACH. Streamline voting to eliminate “have to go back and check with agency”

The group met in small groups to discuss likes, questions, and concerns of this new proposed model and brought them back to the larger group.

Likes:

- Assumption that CEOs of the respected organizations will be at the table because they will have the power to make decisions right away to make the change in the delivery system
- Have CAC populated from the current Governing Body and have rotation
- Workable size
- Participation must be consistent to be successful
- No large issues with this model

Questions/suggestions:

- What's the end aim and purpose of the waiver?
- Is the role to manage the waiver or change health outcomes?
- Shared or loaned executives could be an option.
- Where will the projected savings of ST projects go? Need an expense revenue model.
- CAC could nominate who is on the Board
- Why is number of members on the CAC limited?
- Caucusing could be beneficial in CAC not in BOD
- Because of the complexity, an executive committee may be important due to the level of engagement needed to be successful
- An executive committee could be beneficial for rapid decision making between meetings.
- Consumer council should have other pathways, more ownership of what is happening.
- Current Governing Body is a good size, but should “kick off the dead wood” to help with quorum
- Do tribes have an opportunity to participate if the new governing body is limited to 13?
- Operations committee could focus on 1115 Waiver work.
- What would a staffing structure look like under this model?

Concerns:

- Geographical concerns—big challenges where do we not have enough representation
- No waiver = no ACH?
- Clearly defined roles for the groups are needed
- CAC needs more ownership
- Attendance issues and participation at the multiple levels of the committees
- Needs to be a workable size AND have consistent representation
- Because of the conflict of interest, the decisions should in the larger body (flip responsibility)
- The correct competencies need to be incorporated into each group to get the job done, for example financial.
- We have a structure in which the people that have the power can forward resources
- We have been operating at this scale in a similar way
- There has to be trust in order for the suggested model to work
- Need more information on how to get the tribes involved

- Needs multiple sector representation
- Make sure the waiver does not drive organization
- Need to clarify board member responsibilities.
- Need this new structure to be able to accomplish work; CASE was not as successful as we originally hoped
- Attendance requirements need to be tightened up.
- Matrix needs to be included

Motion: to explore options and moving ahead on the North Sound ACH becoming its own 501c3. Seconded. All in favor, no abstentions. **Approved.**

Approved moving ahead on becoming a 501c3.

6. Ensuring Representation

Skipped due to time constraints

7. Wrap-Up

- Variation of what we have now with this group as the Governing Body? Large group needs some authority and more details on membership requirements.
- Governing Body with clear responsibilities and a hybrid version for presentation and straw person model.
- Call for additional communication & engagement committee members
- Call to think about early win contributions

2 or 3 versions of possible structures will be prepared for next meeting.

8. Adjourn