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**Better Health Together**

**Board of Directors Meeting**

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| **Date:** | February 21, 2018 | |
| **Time:** | 12:00 pm - 1:00 pm Public Comment Hour  1:00 pm – 4:00 pm Board of Directors’ Meeting | |
| **Location:** | Philanthropy Center: Event Center, 1020 W. Riverside, Spokane, WA 99201 | |
| **Meeting attended by:** | **Board Members:** Sharon Fairchild, Peter Adler, Antony Chiang, David Crump, Torney Smith, Pam Tietz, Jeff Thomas, Phillip Tyler, Aaron Wilson, Commissioner Mike Manus  Phone: Tom Martin, Greg Knight, Dr. John McCarthy, CAPT. Marcus Martinez, Commissioner Mark Stedman  **Staff:** Alison Carl White, Chelsea Annis, Hadley Morrow, Jessica Nowling | |
| **Absent:** | **Board Members:** Lynn Kimball, Kai Nevala, Jessica Pakootas, Alison Boyd-Ball | |
| **Next Meeting Date:**  **Next Meeting Time:**  **Next Meeting Location:** | March 28, 2018  12:00 pm - 1:00 pm Public Comment Hour  1:00 pm – 4:00 pm Board of Directors’ Meeting  Philanthropy Center: Event Center, 1020 W. Riverside, Spokane, WA 99201 | |
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| **1. Welcome**   * Overview of public meeting * Review of Agenda & Declaration of Conflicts | | Tom Martin, Chair |
| **Notes:** Aaron Wilson declared a standing potential conflict as board member of CHPW.  No other conflicts declared. | | |
| **2. Consent Agenda**   * January Minutes * December Financials * Updates to Employee Handbook * Collaborative MOU | | Tom Martin, Chair |
| **Notes:**  *Motion: To approve Consent Agenda*  **Moved by Pam Tietz, seconded by Dr. John McCarthy – APPROVED** | | |
| **3. Public Comment and Leadership Council Feedback** | | Hadley Morrow, Associate Director |
| **Notes:**  Great dialogue in todays’ public comment!  Mary, a mother of a young daughter with a rare disease, came to promote a Rare Disease event she is coordinating.  Kate, from Amerigroup, introduced herself and involvement in ACH work.  Karin, a community member, commented on lack of coordination in healthcare, stating that police do what they can but are not equipped to respond to health crises.  Derek, a community member, spoke on his grandfather’s experience at end of life care, and how lack of coordination in his medication may have shortened his life.  February 20, 2018 was the BHT Leadership Council’s first webinar meeting. The Go To Training reached its maximum capacity at 50 participants. The webinar reviewed Funds Flow updates, Collaborative updates, and the commitment form. There were few questions, and overall no public concerns. This meeting launched a new practice of prompting participants with an exit survey to seek more community feedback. BHT will be seeking to increase capacity on Go To Training for future webinars. As a reminder, the BHT Leadership Council will only be meeting in person quarterly. | | |
| **4. ACH Priorities Discussion**   * Recap from overview session on 2/14 | | Hadley Morrow,  BHT Director |
| **Notes:**   * Waiver Finance Workgroup will be responsible for developing a funding mechanism for incentives tied to meeting these outcomes. * Technical councils will support strategies for specific metric selection and measurement processes. * Explore ties with Community Resiliency Fund * Funding opportunities outside Waiver dollars will also be considered.   Discussion:  Board directed staff to ensure that ACH Priority activities align with overall health transformation efforts. Pend Oreille and Lincoln County have expressed that these ACH priorities are already well aligned with their current work. By approving the ACH Priorities, BHT is committing to developing a process and charge for each Technical Councils to develop a set of measurements to align with consistently identified community needs. The approval of these priorities aligns with the board intent to select 4 Waiver projects but address other 4 community priority areas. The measurements identified under the ACH Priorities will not be reported to the HCA, nor HCA standards.  Antony Chiang requested that the Technical Councils be very careful and intentional in the way percentages are measured when creating metrics.  *Initial motion was moved by Antony Chiang, seconded by Torney Smith.*  Further Discussion:  Jeff Thomas shared concerns of behavioral health services already having more demand than capacity. The concern led to a general consensus that any recommendation will be realistic and sustainable, keeping in mind any financial resources that will be needed to meet requirements. Recommendations should also consider alternative strategies to creatively address the ACH Priorities. The result was adding language in the motion to say, “given sustainable funding mechanisms”.  The board also decided to add the word “jail” before “recidivism” in the motion for more specificity in the ACH Priorities.  *Motion: To approve reducing unintended pregnancies, increasing oral health access, increasing behavioral health access, and reducing jail recidivism, given sustainable funding mechanisms, as regional priorities for the ACH.*  **Moved by Antony Chiang, seconded by Jeff Thomas – APPROVED.** | | |
| **5. Approval of Transformation Planning Process and funds Distribution** | | Alison Carl White,  BHT Executive Director |
| *Motion: To accept the first round Collaborative timeline and payout.*  **Moved by David Crump, seconded by Pam Teitz.**  Discussion:  Community and partners will be notified via an email blast. Pend Oreille and Lincoln county will deliver this information through their Collaborative structures as well. It is the hope and intent of BHT that the release of this information as presented will encourage partners to move forward with decisions in a timely manner.  The Collaborative MOU will also include a self-reported demographic component relating to ethnicity volume. This will trigger the equity accelerator dollars. The FIMC commitment will not include this component. Therefore, partners will receive $4000 after completing the Collaborative MOU in addition to equity accelerator dollars.  David Crump inquired about how payments would affect the receiving organizations’ exposure or audits. BHT is not in a position to advise organizations on audits, however will develop a statement about where the money is coming from. BHT will  **Motion APPROVED.** | | |
| **6. IGT Discussion** | | Alison Carl White, BHT Executive Director  Ben Lindekugal, WA Public Hospital District  Michael Vanderlinde, UW Medicine Director Financial Government Relations and Reimbursement |
| **Notes:**  *Motion: To accept the IGT strategy for Year 1 provided:*   * *HCA will indemnify BHT against potential claims by including hold harmless language;* * *HCA will provide BHT with the opportunity to partner directly with IGT Contributors for Shared Domain 1 Investment selection* * *HCA will explore opportunities with BHT to explore other Eastern WA IGT Contributors* * *HCA will provide in writing a clear process on how funds flow, fiduciary responsibilities and authorizations will work.*   Discussion:  The BHT Board requests a written agreement from the HCA agreeing to these requirements.  **Moved by Antony Chiang, seconded by Torney Smith – APPROVED.** | | |
| **6. Governance Overview**   * Bylaw amendment * CBCC Advisory Council co-chair nominations * Open technical council meetings * Sharing of information * Board seat selection process * Nomination | | Sharon Fairchild  Chair Governance |
| Notes:  *MOTION: To amend the Bylaws to prevent any Board member, officer of the Corporation from receiving any compensation.*  **Moved by David Crump, seconded by Aaron Wilson – APPROVED.**  *MOTION: To nominate Fawn Schott, CEO of Volunteers of America (Leadership Council appointee) and Greg Knight, CEO of Rural Resources (Board member appointee) to serve as co-chairs of Community Based Care Coordination Advisory Council.*  **Moved by Peter Adler, seconded by Torney Smith – APPROVED.**  *MOTION: To allow any member of a Provider/Partner organization, Leadership Council and/or public to attend any technical council meetings. The co-chairs reserve the right to offer a period of public comment at the end of any meeting.*  Discussion*:*  Aaron Wilson noted that there may be a physical capacity issue. This factor will be considered in logistics going forward.  **Moved by Pam Teitz, seconded by David Crump – Approved.**  *MOTION: It will be the practice of BHT to share recommendations and supporting information from technical councils to other technical councils and via ACH Happenings prior to the board approval of new policy to ensure transparency in decision making.*  Discussion:  Pam Teitz requested that BHT explicitly identify information that is subject to board review and approval when sharing it.  **Moved by Commissioner Mike Manus, seconded by David Crump – Approved.**  *MOTION: If a board seat becomes vacant within 90 days of the last community nomination process, the Governance Committee may consider candidates who met core criteria as potential appointees. The Governance Committee reserves the right to also request additional candidates if the pool is insufficient.*  Discussion:  Torney Smith asked a clarifying question to understand if this motion is retroactive. This motion will apply to the current position selection process.  Aaron Wilson asked if this motion needs to be reflected in the bylaws. Alison Carl White stated that the BHT Board Policy has driven the selection process, rather than the bylaws.  **Moved by David Crump, seconded by Torney Smith– Approved.**  *MOTION: Ito appoint Andrew Hill from Excelsior Youth Center to serve on BHT Board of Directors  Recommended by Governance Committee*  Discussion:  In opening the discussion, Sharon Fairchild reviewed four criteria and four priorities the BHT Board has identified in the selection process. The governance committee also identified the need to expand behavioral health representation on the board given the nature of BHT’s current work. There were four governance votes in favor of Andrew Hill and one vote in favor of reopening the application process.  Dr. John McCarthy commented on the need to intentionally seek out diversity if it is truly desired.  Sharon Fairchild pointed that the BHT Board has a history of being intentional, which took place in our last nomination process.  Aaron Wilson commented on a need for greater gender diversity on the BHT Board.  *Moved by Tom Martin, seconded by Peter Adler.*  Further Discussion:  It is part of the BHT Board structure that the governance committee make the board seat recommendation.  David Crump noted the board recalled a split vote in the last selection process, and inquired whether the governance committee revisited the last split vote? A substance use provider was identified as a missing representative. The governance committee believed that the BHT Board wouldn’t get a much different pool of candidate in reopening the selection process, and we also can’t afford the time. Pam Teitz requested the BHT Board be able to review the recommended candidate’s application. Antony Chiang disclosed that he voted to reopen the application process but acknowledged that he failed to get involved in the process. Other governance members felt more urgency in filling the board seat. He also stated that Andrew Hill is a great candidate whom he has been able to work with through Empire Health Foundation. Aaron Wilson chose to abstain from voting due to insufficient information. Antony Chiang recommended to postpone the vote and to electronically vote at a later time. Pam Teitz requested a 30-day candidate search. Jeff Thomas would like to attempt to seek out ethnically diverse behavioral health representation. Dr. John McCarthy agreed and did not see the need to rush. He also suggested considering mid-level candidates, rather than only executive level. Commissioner Mike Manus agreed to not rush the process. Alison Carl White stated she will support the direction of the board.  **In conclusion, the BHT Board of Directors requested Governance Committee complete additional work.** | | |
| **7. Reflection** | | Hadley Morrow, BHT Director |
| **Notes**: Reflection did not take place due to insufficient time. | | |
| **8. Adjourn** | | Tom Martin, Chair |