Olympic Community of Health

Agenda

Board of Directors Meeting

October 9, 2017

Jefferson Health Care, 2500 W. Sims Way (Remax Building) 3rd Floor, Port Townsend

Web: https://global.gotomeeting.com/join/697603157

Telephone: + 1 (646) 749-3131

Access Code: 697-603-157

KEY OBJECTIVES

- Approve a whistleblower policy for the organization
- Agree on new committee structures, charters, and related revisions to the bylaws
- Come to a shared understanding of DSRIP funds flow and investment in transformational activities

AGENDA (Action items are in red)

Item		Topic	Lead	Attachment	Page(s)
1	1:00	Welcome and Approve Agenda	Roy		1
2	1:05	Consent Agenda	Roy	1. DRAFT Minutes 9.11.2017 2. Executive Director's Report 3. 3 County Coordinated Opioid Response Report 4. Community and Tribal Engagement Report 5. Phase II Certification Feedback	2-5 6-7 8 9 10-12
3	1:10	New Demonstration financial projections	Elya		
4	1:15	Finance Update	Hilary	6. Memo from Finance Committee 7. Financials: Feb-Aug 2017	13-14 15-18
5	1:30	Whistleblower Policy	Elya	8. DRAFT: Whistleblower Policy	19-20
5	1:45	Committees	Elya Katie	9. DRAFT: Performance, Measurement, and Evaluation Committee 10. DRAFT: Community and Tribal Advisory Committee 11. DRAFT: Revised Bylaws 12. Summary of Bylaws revisions	21-22 23-24 25-36 37
6	2:00	FIMC Update	Roy	13. FIMC update	38
BREAK					
7	2:20	Three-legged stool: 1. Funds Flow 2. Change Plans 3. Value-Based Payment Portfolio by Natural Community of Care	Elya	*Materials will be handed out at the meeting or as soon as available*	
8	4:00	Adjourn	Roy		

Acronym Glossary

FIMC: Fully integrated managed care

MCO: Managed Medicaid Care Organizations

SBAR: Situation. Background. Action. Recommendation.

VBP: Value-based payment

Olympic Community of Health

Meeting Minutes

Board of Directors

September 11, 2017

Date: 9/11/2017	**Time:** 1:00pm - 4:00pm	**Location:** Jefferson Health Care Conference Room, 2500 W. Sims Way (Remax Building) 3rd Floor, Port Townsend

Chair: Roy Walker
Members Attended In-Person: Anders Edgerton, *Salish BHO*; Brent Simcosky, *Jamestown Family Health*; Caitlin Safford, *Amerigroup*; Karol Dixon, *Port Gamble Tribe*; Jennifer Kreidler-Moss, *Peninsula Community Health Services;* Chris Frank, *Clallam Public Health*; Eric Lewis, *Olympic Medical Center*; Gary Kriedberg, *Harrison Health Partners*; Gill Orr, *Cedar Grove Counseling*; Hilary Whittington, *Jefferson Healthcare*; Leonard Forsman, *Suquamish Tribe*; Thomas Locke, *Jefferson Public Health*
Members Attended by Phone: Katie Eilers, *Kitsap Public Health District,* Larry Eyers, *Kitsap Community Resources,* John Miller, *Makah Tribe;* Joe Roszak, *Kitsap Mental Health Services*
Alternate Members Attended In-Person:
Non-Voting Members Attended In-Person: Allan Fisher*, United Healthcare*; Cathy Nieman, *CHPW*; Jorge Rivera*, Molina Healthcare*
Staff and Contractors: Claudia Realegeno, *Olympic Community of Health*; Dan Vizzini, *Manatt Health*; Elya Moore, *Olympic Community of Health,* Lisa Rey Thomas*, Olympic Community of Health,* Siri Kushner*, Kitsap Public Health District,* Philip Ramunno, *Kitsap Public Health District,* Rochelle Doan, *Kitsap Mental Health Services*
Guests: Dunia Faulx, *Jefferson Healthcare;* Rob Arnold, *Apple Integrator*; Ken Dubuc, *Port Angeles Fire* Department; *Port Angeles Fire Department,* Amy Etzel, *Washington State Department of Health,* Jeannie Harper, *Reflections Counseling*; Vicki Kirkpatrick, *Jefferson Public Health,* Mike Maxwell, *NOHN,* Jen Wharton, *Jefferson Healthcare*

Person Responsible for Topic	Topic	Discussion/Outcome	Action/Results
Roy Walker	**Welcome and Introductions**	Roy called the meeting to order at 1:07pm.	
Roy Walker	**Moment of Silence**	A moment of silence was observed in memory of lives lost on September 11, 2001	
Roy Walker	**Consent Agenda**	Approved agenda	Consent Agenda APPROVED unanimously without abstention
Roy Walker	**Data, Evaluation, and Reporting Services**	Staff requested board authorization to enter into a contractual partnership with the Kitsap Public Health District for data, analytic, and reporting services over a 12-month period. An amendment was requested to specify the 12-month period as "September 1, 2017 to August 31, 2018." Discussion explored the benefits and drawbacks of buying a data system rather than building one. Other ACHs have opted for	MOTION Enter into a contract for data, analytic, and reporting services with Kitsap Public Health District for the amount of $125,000 September 1, 2017 to August 31, 2018.

		Providence Core, while the OCH has expressed interest in having a more local option. The value of keeping close with public health in Clallam, Jefferson, and Kitsap counties was underlined. Caution was urged to ensure that the chosen system does not lead to double payments in any area.	APPROVED unanimously
	Personnel Policy	Changes to the personnel policy were presented. These included: 1. Unpaid Sick Leave (to be more consistent with Initiative 1433) 2. Several provisions were revised to provide more consistency with OCH's status as an at-will employer 3. Rest Periods – entirely new section (to be more consistent with Initiative 1433) 4. Harassment – entirely new section 5. Benefits – reorganized to meet OCH benefit package which was approved February 2017 6. Inclement Weather – new section 7. Removal of Executive Director succession plan because this section can be placed in a separate OCH policy Request to add language stating that personnel must adhere to the expectations of lease agreement(s). A typo was noted. Stronger language regarding whistleblowers was requested.	Personnel policy APPROVED unanimously with amendments: • Language stating that personnel must adhere to the expectations of lease agreements • Remove hanging OCH from 402.1 • Strengthen language regarding protection for whistleblowers • This document will again be reviewed for final approval following the addition of added language and subpolicies
Eric	**Audit Firm Recommendation**	Finance committee recommended the selection of DZA as the independent audit firm for the OCH for fiscal years 2017-2018, with an option to extend to 2019.	MOTION Select DZA as the independent audit firm for FY 2017 and 2018, with an option for 2019. APPROVED unanimously
Roy Walker with guest presentation from Rob Arnold	**Apple Integrator**	Reasons for selecting Apple Integrator rather than Pathways were presented. An opioid use case was discussed, with a request to expand language to cover MAT Prescribers and Providers. Rob Arnold shared a presentation about Apple Integrator and answered questions. Recommendations were made to gain feedback	MOTION Enter into a six-month contract with Rob Arnold (est. $45,000) and various vendors (est. $45,000) to pilot Apple Integrator opioid treatment

		from providers and prescribers in the area to verify value added. Consent to Share was discussed. Interest was expressed in provider usability, with concerns about capacity and ad provider burden. A request was made for the creation of a workgroup to define success and related metrics. A follow-up suggestion concerned a First Use Case Workgroup to address project scope. Agreement reached to move forward with the proposed contract with amendments to reduce the scope of vendors and total budgeted cost.	pilot use case, drawing down Design Funds (total est. contracted amount not to exceed $90,000). APPROVED unanimously MOTION Formation of an Apple Integrator First Use Case Workgroup to address the scope of the project. APPROVED unanimously
	Break	Term limits drawn during the break were presented.	
Allan Fisher	**VBP Technical Assistance**	Not discussed.	Move presentation to Executive Committee. Bring to October Board Meeting.
Elya Moore	**Funds Flow**	The change plan concept and funds flow were presented and discussed. Special consideration concerned the wellness fund as it will incur administrative costs beyond the demonstration period. Discussion additionally explored the possibilities of bonuses at the end of demonstration vs. earlier dispersal (cash flow). Concerns were voiced about risk from investing and not subsequently meeting metric or finance targets. The importance of working together as a natural community of care and moving away from fee for service was underscored.	Request for the Funds Flow workgroup to continue to explore these issues and come back to the Board with recommendations.
Elya Moore	**Project Plan Workplan**	Deliverables for November (2017) and next (2018) were presented. Including community paramedicine and LEAD in the project plan submission was proposed since we can remove but not add projects after submission. Concern was voiced about implementing community paramedicine without answering 911 calls with the question “do you have Medicaid?” Different models of community paramedicine were explored. Additional concerns were raised regarding the ability to bill for services provided by EMTs, paramedics, etc.	MOTION Move forward with presented process and revisit other evidence-based projects within the Diversion project category after further refinement of project budget, workforce, target populations, and other key inputs.

			Include Community Paramedicine and LEAD in the Project Plan submission. APPROVED unanimously
Roy Walker	**Fully Integrated Managed Care (FIMC)**	Questions were posed regarding procurement and whether or not the board wants to get involved in this type of advocacy.	Board decided to not take action at this time and asked staff to monitor this work
Roy Walker	**Adjourn**	The meeting adjourned at 4:37 pm.	

Olympic Community of Health

Executive Director's Report

Prepared for October 9, 2017 Board Meeting

Top 3 Things to Track (T3T) #KeepingMeUpAtNight

1. Project Plan submission deadline is fast approaching!

2. The fast pace challenges our ability to maintain and build our commitment to partner and community engagement. There is a risk we will lose some of the trust and partnership we gained over the previous nine months. There is also a risk we will miss vital input from our partners to strengthen our Project Plan application.

3. DO THE RIGHT WORK! As staff starts to get into the weeds of the Project Plans and Change Plans, we constantly remind ourselves of this. By doing the right work, providers will be more likely to thrive in a VBP world, creating better access for patients with better outcomes. My concern is whether "doing the right work" will translate into a high project plan score.

Upcoming OCH meetings:

- Executive Committee, October 24, Virtual
- Finance Committee, October 25, Virtual
- 3 County Coordinated Opioid Response Steering Committee Meeting, October 31, Port Townsend
- Board of Directors Meeting, November 13, Port Townsend

Independent Audit Firm - DZA

At the September 11 Board meeting, the Board approved the Finance Committee recommendation to contract with DZA as the independent audit firm for the OCH for fiscal years 2017-2018, with an option to extend to 2019. The Finance Committee reviewed DZA's engagement letter (included in the consent agenda) on October 3rd and recommended the Executive Director move forward with the contract.

OCH Partner Convening, September 21, Port Gamble

This Convening was attended by around 40 community members and focused on the portfolio for the Demonstration and introducing the change plan concept. We were pleased with the participation of the attendees and are thinking through new outreach strategies to increase and broaden attendance.

Health Care Authority Site Visit

As standard procedure under the State Innovation Model Grant from the HCA, and because we are subrecipients of this grant, OCH had an HCA Site Visit for audit purposes on September 22nd. The recommendations were shared with the Finance Committee on October 3. All were relatively minor and are being addressed be staff and the OCH CFO service provider.

501c3 Application Status

This application was completed, reviewed by our CFO provider and Treasurer, and submitted September 28th. We should hear back from the IRS before the end of the calendar year.

Hiring

We are hiring a Clinical Transformation Manager. Please help us recruit for this job opportunity.

Executive Committee – MCO Meetings

The Executive Committee held the final MCO meeting in late September. These meetings were a great way to get the ball rolling on strategic alignment between the OCH portfolio and the MCO priorities.

Executive Director Outreach and Engagement

- Community Voices Committee, Bremerton, September 13
- Senate Health Care and Wellness Committee Tour, Port Townsend, September 15
- Clallam County Chemical Dependency/Mental Health Committee, Port Angeles, October 10

Term of Office Lottery

The results of the lottery are represented in the table below:

Board Member	Lottery draw result
Anders Edgerton	2 years
Joe Roszak	1 year
Gill Orr	2 years
David Schultz	1 year
Eric Lewis	2 years
Hilary Whittington	2 years
Jennifer Kreidler-Moss	2 years
Justin Sivill	2 years
Thomas Locke	2 years
Katie Eilers	1 year
Larry Eyer	2 years
Chris Frank	2 years
Roy Walker	2 years
Kurt Wiest	1 year
MCO Representative	Not drawn – annual rotating agreement within sector

Olympic Community of Health

Three County Coordinated Opioid Response Project Report

Prepared for October 9, 2017 Board Meeting

The 3 County Coordinated Opioid Response Project (3CCORP) is moving forward full steam ahead.

- Steering Committee met 9/26/17 - formally recommending that the Board allocate funds to bring the 6 Building Blocks (6-BB) for Clinic Redesign to improve opioid prescribing practices and transform care for chronic pain. Target is 10 clinics across the region. Most, if not all, ACHs in the state are likely going to bring 6-BB to their regions. Next meeting is October 31.
- Prevention Workgroup next meeting 10/31/17 - work has focused on 6-BB
- Treatment Workgroup met 9/11/17 - developing a survey for outpatient SUD providers to identify and document SUD services provided in our region, barriers and successes in integrated care with primary care providers/MAT prescribers for shared OUD clients, access to naloxone. Next meeting is 10/31/17
- Overdose Prevention Workgroup met 9/25/17 - developing a list of agencies/organizations to survey regarding training in recognizing and appropriately responding to opioid overdoses and availability of naloxone. Creating a baseline to document improving both across the region.
- Lisa is facilitating weekly statewide ACH/Tribal opioid project collaboration calls
- Lisa has started attending the regional hub and spoke monthly meetings (hub is PCHS, spokes are KMHS, Kitsap Human Services/Kitsap Recovery Center, Discovery Behavioral Health, Peninsula Behavioral Health, NOHN (collaborating with Port Angeles Police Department), Clallam Health and Human Services/syringe exchange) to support networking and coordination
- Lisa and Steering Committee and Workgroup members are serving on panels at community forums in Port Angeles (October 6 at Peninsula College at 6pm) and Bremerton (October 26 at 6pm at Norm Dicks Building) to discuss the establishment of 2 Opioid Treatment Programs in our region.
- Brian Burwell has begun collecting information for our Medicaid Demonstration Project milestone tracking.

Olympic Community of Health

Community and Tribal Engagement Report

Prepared by the Director of Community and Tribal Partnership for October 9, 2017 Board Meeting

Tribal Partnership

- Will have updated information on Tribal Medicaid Demonstration after the American Indian Health Commission meeting on October 6
- Invited tribal partners to participate in project plan development meetings
- DBHR and HCA Tribal Liaisons resigned their positions recently; both are now working in Tribal Health Programs

Community Engagement

- We continue to struggle with outreach and input from community partners. With new executive assistant now on staff we have more bandwidth to strengthen our efforts!
- With the formation of the Community and Tribal Advisory Committee (charter included in Board packet), we look forward to building bi-directional communication with Medicaid beneficiaries to inform our work.

Phase 2 Certification Feedback Framework

Detailed Feedback and Numerical Scores

Detailed feedback and numerical scores will be shared with each ACH individually. This feedback will explain deficiencies and highlight areas of particular focus for a successful Project Plan application.

Detailed feedback will be grouped into the following categories:

- *Deficiencies*
- *Considerations and Focus Areas for Project Plans*.

Deficiencies are defined as *lacking some completeness, specificity or logic to convey clear response(s) to all parts of the question(s).* Deficiency feedback is related to the category score achieved by the ACH.

Considerations and Focus Areas for Project Plans are defined as *suggestions made to work through and/or focus on specific category sections that need improvement for Project Plan submission.*

Scoring Criteria

Scoring was based on the assumption of a full point value, with deductions for significant deficiencies in *completeness, specificity, logic,* or *clarity*. Scores are final. There is no appeal/protest opportunity. The Healthier Washington team is available to respond to questions that ACHs may have on the feedback.

ACH Name	**Olympic Community of Health**	
Category	**Deficiencies**	**Considerations and Focus Areas for Project Plans.**
Theory of Action and Alignment Strategy	• None	• None
Governance and Organizational Structure	• Lack of specificity related to how board members are engaging and communicating with their sectors. • Lack of specificity regarding points of accountability for recruitment and process for staffing.	• Opportunity to bolster the staffing model, especially considering the intensity of the work and identified barriers (e.g., capacity for community engagement).
Tribal Engagement and Collaboration	• None.	• None.

Community and Stakeholder Engagement	• Lack of clarity regarding meaningful community engagement beyond the opioid response project. • Lack of clarity regarding successes w/partnering providers beyond the opioid response project. • Lack of specificity and logic regarding community engagement approaches/plans.	• Opportunity to better articulate the why behind engagement approaches and next steps.
Budget and Funds Flow	• Lack of specificity regarding how investments will be made (e.g. "Hiring coordinators" – what will their role be?).	• Opportunity to clarify the plan to use incentive funds for project planning process—question around the proposed contracting authority.
Clinical Capacity and Engagement	• Regarding partnering with the HUB to conduct practice assessments, lack of clarity regarding the process they will use for assessing clinical capacity toward the projects.	• Opportunity to expand upon the input received from providers and the extent of the provider champion roles. • Description of partnerships seemed to be heavily about shared membership and attending meetings; would have appreciated more depth about the role of those partnerships in project planning.
Data and Analytic Capacity	• Lack of clarity regarding the logic behind the content of the table (expanding on the purpose category). Similar lack of rationale regarding engagement process to identify provider data or data systems requirements.	• No additional focus areas identified.
Transformation Project Planning	• None.	• None.

CATEGORY	**SCORES**
Theory of Action and Alignment Strategy	**10/10**
Governance and Organizational Structure	**10/10**
Tribal Engagement and Collaboration	**10/10**
Community and Stakeholder Engagement	**8/10**
Budget and Funds Flow	**15/15**
Clinical Capacity and Engagement	**15/15**
Data and Analytic Capacity	**15/15**
Transformation Project Planning	**15/15**
TOTAL SCORE	**98**

ACH Phase 2 Certifcation Score Color Continuum									
Inadequate						*Meets Expectations*			
	Better Health Together	**Cascade Pacific Action Alliance**	**Greater Columbia ACH**	**King County ACH**	**North Central ACH**	**North Sound ACH**	**Olympic Community of Health**	**Pierce County ACH**	**Southwest ACH**
Theory of Action and Alignment Strategy									
Governance and Organizational Structure									
Tribal Engagement and Collaboration									
Community and Stakeholder Engagement									
Budget and Funds Flow									
Clinical Capacity and Engagement									
Data and Analytic Capacity									
Transformation Project Planning									

MEMORANDUM

To: Board of Directors
From: Board Treasurer on behalf of the Finance Committee
Date: October 3, 2017

Re: Key financial updates

Dear Board of Directors,

The purpose of this memo is to share several financial updates with the Board:

I. **State Innovation Grant Funding**
II. **Medicaid Demonstration Funding**
III. **OCH 2018 Budget**
IV. **OCH Investment Policy**
V. **OCH Quarterly Financials**
VI. **Independent Audit Firm**

I. State Innovation Model (SIM) Grant Funding

ACHs may receive reduced or no SIM funding in 2018 and ACHs may be limited in the amount they are able to roll over from 2017. As of the end of August 2017, the OCH SIM balance was $137,679. If we spend all of this down, which we are confident we can do, the total amount of SIM funds at risk in 2018 is $126,713. *Planned response*:

- ACHs collectively contacted HCA asking that SIM funding be preserved.
- Staff have been advised to code appropriate expenses to spend down the balance.

II. Medicaid Demonstration Funding

Recent analysis reflects a lower than originally calculated amount in Demonstration Year 1, by up to approximately $50 million (out of $138 million). This affects how much money the OCH and our partners will receive to carry out our planned transformation projects. *Planned response*:

- Funds flow estimates were recalibrated.
- Executive Director is joining all 8 ACH EDs in Seattle for a meeting with HCA.
- Board will discuss potential course corrections to planned transformation activities.

III. OCH 2018 Budget

Due to the uncertainty of our revenue projections for 2018, Finance Committee advised staff to pause 2018 Budget preparation until more information is available. *Planned response:*

- Finance Committee is targeting December 2017 Board meeting to approve 2018 budget.

IV. OCH Investment Policy

There is currently over $6,000,000 in the OCH checking account. Finance Committee continues to refine an OCH Investment Policy that fits the unique financial needs of the organization under the Demonstration. *Planned response:*

- Finance Committee will recommend an Investment Policy by the November Board meeting.

V. OCH Quarterly Financials

The October Board meeting fell earlier in the month than usual, not allowing sufficient time to prepare third quarter financials. *Planned response:*

- Third quarter financials will be presented at the November Board meeting
- Financials through August 2017 are included in the Board packet for Board member information and in acknowledgement of the uncertain revenue projections described herein.

VI. Independent Audit Firm

Finance Committee reviewed and accepted the engagement letter from the independent audit firm, DZA, that was selected by the Board last month to provide audit services through 2019. *Planned response:*

- Executive Director and Treasurer will sign the engagement letter.
- Staff will immediately begin the scheduling process.

Olympic Community of Health
Balance Sheet
As of August 31, 2017

	Aug 31, 17	
ASSETS		
Current Assets		
Checking/Savings		
First Federal Checking		1,137,417
First Federal Savings		1
Total Checking/Savings		1,137,418
Other Current Assets		
Prepaid Expenses		303
Total Other Current Assets		303
Total Current Assets		1,137,720
TOTAL ASSETS		**1,137,720**
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Other Current Liabilities		
Deferred Grant Revenue		
SIM		
KPHD Carryover	131,553	
Opioid SIM Funds	6,126	
Total SIM		137,679
Design Funds		959,140
Opioid Contributions		14,000
Total Deferred Grant Revenue		1,110,819
Wages Payable		18,997
Payroll Taxes Payable		7,904
Total Other Current Liabilities		1,137,720
Total Current Liabilities		1,137,720
Total Liabilities		1,137,720
TOTAL LIABILITIES & EQUITY		**1,137,720**

Olympic Community of Health
Profit & Loss Budget vs. Actual
February through August 2017

	Feb - Aug 17	Budget	$ Over Budget
Ordinary Income/Expense			
Income			
Grant Income	281,138	222,063	59,075
Partner Contributions	-		-
Waiver Administrative Ramp-Up	-		-
Designated Reserve	-		-
Total Income	281,138	222,063	59,075
Expense			
Administrative Services			
CPA services	2,900	8,273	(5,373)
Payroll & Bookkeeping expense	3,816	8,291	(4,475)
Total Administrative Services	6,716	16,564	(9,848)
Computer and Internet Expenses	314		
Continuing Education	150		
Employee Benefits			
Health Insurance	9,233	14,255	(5,022)
SEP Expense	4,465	6,273	(1,807)
Total Employee Benefits	13,698	20,527	(6,829)
Events			
Food	896	3,500	(2,604)
Rental (venue, A/V)	260	955	(695)
Total Events	1,156	4,455	(3,298)
Insurance Expense	706	1,644	(938)
Miscellaneous	832	955	(123)
Office Expense			
Supplies	3,477	2,528	949
Communcations	2,539	1,236	1,303
Office Space	7,706	714	6,993
Postage	92		
Information Technology	112	4,801	(4,689)
Office Expense - Other	89		
Total Office Expense	14,015	9,279	4,736
Payroll Expenses			
Wages			
Executive Director	72,917	60,352	12,565
Staff Salaries	74,952	52,559	22,393
Total Wages	147,868	112,910	34,958
Payroll Taxes			
FICA	10,991	9,596	1,395
FUTA	133	412	(279)
SUTA	1,403	3,711	(2,308)
L&I	541	468	73
Total Payroll Taxes	13,069	14,187	(1,118)
Total Payroll Expenses	160,937	127,097	33,840
Professional Development	1,143	3,977	(2,834)
Professional Services			
Legal	-	3,182	(3,182)
Contract Services	68,748	29,362	39,386
Total Professional Services	68,748	32,544	36,204
Rent Expense	1,390		
Telephone Expense	-		
Travel Expense	11,334	5,021	6,312
Total Expense	281,138	222,063	59,075
Net Ordinary Income	-	-	-
Net Income	-	-	-

Olympic Community of Health
Profit & Loss by Class
February through August 2017

	1 - Administration & Governance (SIM)	2 - Health Improvement Planning (SIM)	3 - Health & Delivery System (SIM)	3a - Opioid Project (SIM)	1 - Project Plan Development (Design)	2 - Engagement (Design)	3 - Adm/Project Mgmt (Design)	4 - IT (Design)
Ordinary Income/Expense								
Income								
Grant Income	153,518	35,266	26,797	23,873	13,013	5,540	22,053	253
Total Income	153,518	35,266	26,797	23,873	13,013	5,540	22,053	253
Expense								
Administrative Services								
CPA services	2,900	0	0	0	0	0	0	0
Payroll & Bookkeeping expense	3,816	0	0	0	0	0	0	0
Total Administrative Services	6,716	0	0	0	0	0	0	0
Computer and Internet Expenses	314	0	0	0	0	0	0	0
Continuing Education	150	0	0	0	0	0	0	0
Employee Benefits								
Health Insurance	9,233	0	0	0	0	0	0	0
SEP Expense	3,322	0	8	245	132	96	855	7
Total Employee Benefits	12,555	0	8	245	132	96	855	7
Events								
Food	71	0	0	0	0	0	0	0
Rental (venue, AV)	35	0	0	0	0	225	0	0
Total Events	106	0	0	0	0	225	0	0
Insurance Expense	706	0	0	0	0	0	0	0
Miscellaneous	632	0	0	0	0	0	0	0
Office Expense								
Supplies	3,440	0	0	0	0	37	0	0
Communications	2,059	297	38	0	0	25	120	0
Office Space	7,706	0	0	0	0	0	0	0
Postage	92	0	0	0	0	0	0	0
Information Technology	90	0	0	0	0	0	22	0
Office Expense - Other	25	0	0	0	0	0	64	0
Total Office Expense	13,412	297	38	0	0	62	206	0
Payroll Expenses								
Wages								
Executive Director	40,652	13,232	4,658	1,117	2,388	700	9,940	228
Staff Salaries	24,451	4,385	10,515	20,325	3,264	3,189	8,822	0
Total Wages	65,103	17,617	15,173	21,442	5,652	3,889	18,762	228
Payroll Taxes								
FICA	4,649	1,365	1,115	1,594	418	288	1,406	17
FUTA	77	9	24	18	0	5	0	0
SUTA	709	199	143	173	38	37	103	0
L&I	268	57	44	70	18	13	71	1
Total Payroll Taxes	5,903	1,570	1,326	1,855	474	343	1,580	18
Total Payroll Expenses	71,006	19,187	16,499	23,297	6,126	4,232	20,342	246
Professional Development	1,143	0	0	0	0	0	0	0
Professional Services								
Contract Services	36,855	15,676	9,543	0	6,675	0	0	0
Total Professional Services	36,855	15,676	9,543	0	6,675	0	0	0
Rent Expense	1,300	0	0	0	0	0	0	0
Telephone Expense	0	0	0	0	0	0	0	0
Travel Expense	8,333	106	709	331	80	925	850	0
Total Expense	153,518	35,266	26,797	23,873	13,013	5,540	22,053	253
Net Ordinary Income	0	0	0	0	0	0	0	0
Net Income	0	0	0	0	0	0	0	0

Olympic Community of Health
Profit & Loss by Class
February through August 2017

	5 - DSRIP Funds	TOTAL
Ordinary Income/Expense		
Income		
Grant Income	825	281,138
Total Income	825	281,138
Expense		
Administrative Services		
CPA services	0	2,900
Payroll & Bookkeeping expense	0	3,816
Total Administrative Services	0	6,716
Computer and Internet Expenses	0	314
Continuing Education	0	150
Employee Benefits		
Health Insurance	0	9,233
SEP Expense	0	4,465
Total Employee Benefits	0	13,698
Events		
Food	825	896
Rental (venue, A/V)	0	260
Total Events	825	1,156
Insurance Expense	0	706
Miscellaneous	0	832
Office Expense		
Supplies	0	3,477
Communications	0	2,539
Office Space	0	7,706
Postage	0	92
Information Technology	0	112
Office Expense - Other	0	89
Total Office Expense	0	14,015
Payroll Expenses		
Wages		
Executive Director	0	72,915
Staff Salaries	0	74,951
Total Wages	0	147,866
Payroll Taxes		
FICA	0	10,992
FUTA	0	133
SUTA	0	1,402
L&I	0	542
Total Payroll Taxes	0	13,069
Total Payroll Expenses	0	160,935
Professional Development	0	1,143
Professional Services		
Contract Services	0	66,749
Total Professional Services	0	66,749
Rent Expense	0	1,390
Telephone Expense	0	
Travel Expense	0	11,334
Total Expense	825	281,138
Net Ordinary Income	0	0
Net Income	0	0

WHISTLEBLOWER PROTECTION POLICY

Approved <DATE>
Next official review <DATE>

A. Application. This Whistleblower Protection Policy applies to all of the Olympic Community of Health's (OCH) staff, whether full-time, part-time, or temporary employees, to all volunteers, to all who provide contract services, and to all officers and directors, each of whom shall be entitled to protection.

B. Reporting Credible Information. A protected person shall be encouraged to report information relating to illegal practices or violations of policies of the OCH (a "Violation") that such person in good faith has reasonable cause to believe is credible. Information shall be reported to the Executive Director (the "Compliance Officer"), unless the report relates to the Executive Director, in which case the report shall be made to the Board of Directors which shall be responsible to provide an alternative procedure.

Anyone reporting a Violation must act in good faith, and have reasonable grounds for believing that the information shared in the report indicates that a Violation has occurred.

C. Investigating Information. The Executive Director (or an alternate Compliance Officer appointed by the Board of Directors) shall promptly investigate each such report and prepare a written report to the Board of Directors. In connection with such investigation all persons entitled to protection shall provide the Compliance Officer with credible information. All actions of the Compliance Officer in receiving and investigating the report and additional information shall endeavor to protect the confidentiality of all persons entitled to protection.

D. Confidentiality**.** OCH encourages anyone reporting a Violation to identify himself or herself when making a report in order to facilitate the investigation of the Violation. However, Whistleblower Complaint Forms may be submitted anonymously and mailed to the Executive Director or the President of the Board. Reports of Violations or suspected Violations will be kept confidential to the extent possible, with the understanding that confidentiality may not be maintained where identification is required by law or in order to enable the OCH or law enforcement to conduct an adequate investigation.

E. Protection from Retaliation. No person entitled to protection shall be subjected to retaliation, intimidation, harassment, or other adverse action for reporting information in accordance with this Policy. Any person entitled to protection who believes that he or she is the subject of any form of retaliation for such participation should immediately report the same as a violation of and in accordance with this Policy.

Any individual within the OCH who retaliates against another individual who has reported a Violation in good faith or who, in good faith, has cooperated in the investigation of a Violation is subject to discipline, including termination of employment or volunteer status.

F. Dissemination of Policy. This Policy shall be disseminated in writing to all affected constituencies.

Whistle Blower Procedures

The OCH shall investigate the complaint as soon as reasonably possible.

1. Actions to be Taken upon Receiving a Complaint/Report

Person to whom Reported	Action to be taken by person to whom reported
Compliance Officer	1. Consult with legal counsel to (a) determine whether the complaint actually pertains to a matter covered by this policy and procedure; (b) decide whether the reported violation requires review by the Compliance Officer or should be directed to another person; and (c) develop a recommended strategy for the investigation of the complaint including interviewing employees if necessary. 2. Investigate the complaint reported or designate an investigator 3. Document the findings and any action taken 4. Submit a copy of the report related to results from the investigation, to the OCH Board or Board Appointed Committee
OCH Board or Board Appointed Committee Member(s)	1. Consult with legal counsel to (a) determine whether the complaint actually pertains to a matter covered by this policy and procedure; (b) decide whether the reported violation requires review by the OCH Board or OCH Board Appointed Committee or should be directed to another person; and (c) develop a recommended strategy for the investigation of the complaint including interviewing employees if necessary. 2. The OCH Chair or Committee Chair shall report to the Submitter, that the complaint is acknowledged and that appropriate action will be taken. Considering that complaints may be anonymous, it is understood that such acknowledgement may not be possible. 3. Investigate the complaint reported or designate an investigator 4. Document the findings and any action taken 5. As deemed appropriate, in the Chair's opinion, and no less than once a quarter, report to the Committee on the status of Submitter reports. 6. Submit Quarterly reports on the status of all complaints to the Board of Directors. 7. To the extent deemed appropriate, the Chair of the Boar or Committee shall ensure feedback is provided to the person submitting the complaint.

2. Record Keeping and Retention

The Compliance Officer will maintain records of all complaints covered by these Procedures, tracking their receipt, investigation and resolution and shall prepare a periodic report to the OCH Board or the Board appointed committee until the matter has been resolved to the satisfaction of the OCH Board or Board appointed committee. Copies of all complaints and investigation records will be maintained in accordance with the OCH's document retention policy.

3. **Confidentiality**

Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct adequate review.

Olympic Community of Health

Performance, Measurement, and Evaluation Committee Charter

Approved by the Board of Directors October 9, 2017

Members

	Name	Role	Agency or Affiliation
1		Chair	
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			

OCH Team: Analytics and Reporting Lead, Executive Director

Purpose

The purpose of the Performance, Measurement, and Evaluation Committee (PMEC) is to provide recommendations to the Olympic Community of Health (OCH) Board of Directors related to the following data functions associated with OCH's health improvement initiatives: assessment, measurement, monitoring, management, interoperability, security, and performance tracking.

Responsibilities

- Produce and maintain cross-cutting and tailored support for data collection, data-driven planning, evaluation, implementation, and monitoring of health improvement initiatives (e.g., regional health needs inventory), and reporting.
- Align data strategies with Demonstration implementation plan and change plans.
- Identify data and information gaps and data integration needs to support the provider organizations and reporting requirements of OCH initiatives.
- Facilitate partnerships with OCH partner organizations and Tribes to support data sharing, linkage, interpretation and dissemination.
- Develop recommendations and guidance on data investments that support planning, implementation, and monitoring of OCH initiatives.
- Coordinate data activities that are needed by the OCH.
- Perform other duties the Board may assign.

Composition

PMEC will consist of at least 7 members, including one Chair, who live or work in the region. Members will represent all three counties and at a minimum, the following sectors: hospital, payer, public health, federally qualified health clinic, tribal clinic, social service agency, and behavioral health agency.

Eligibility

PMEC members fill the following types of roles within their organizations: information systems, chief information officer, population health manager, data officer, epidemiologist, assessment coordinator, analyst, health researcher, health policy specialist, or other role associated with data planning or management. PMEC members need to have experience, knowledge or familiarity in the following areas: health information technology and health information exchange; health care quality and performance data metrics and reporting; data governance; value-based purchasing arrangements, accountable care organizations, self-governance, or managed care.

Requirements

PMEC members will be expected to:

- Read meeting materials in advance and come prepared to participate in and contribute substantively to the work of the Committee.
- Actively engage in discussions and contribute expertise to decision-making processes.
- Provide timely review and feedback on documents when solicited.
- Participate in surveys and information gathering.

PMEC members are required to sign and comply with the OCH Conflict of Interest Policy and Confidentiality Agreement.

Timeline

PMEC will meet as necessary to provide the appropriate level of support to the OCH Board of Directors. All meetings will be held in person; virtual participation will usually be offered. On occasion, the Committee chair may decide that virtual participation will not be conducive for certain discussions. When meetings do not have a virtual participation option, staff will notify members at least 15 days in advance.

Oversight

PMEC is subject to the direction of the OCH Board of Directors. Revisions to this charter must be approved by the Board of Directors.

Reporting

OCH staff will prepare objectives and materials for each meeting. Agenda and meeting materials will be distributed by email at least 2 business days in advance of the scheduled meeting, and will be available to the public on the OCH website. Decisions will be documented in meeting summaries which will be distributed to PMEC members by email and posted to the OCH website.

Olympic Community of Health
Community and Tribal Advisory Committee Charter
Approved by the Board of Directors October 9, 2017

Members

	Name	Role	Agency or Affiliation
1		Chair	
2		Co-chair	
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			

OCH Team: Director of Community and Tribal Partnership, Executive Director

Purpose

The purpose of the Community and Tribal Advisory Committee (CTAC) is to proactively engage community-based organizations, Tribes, and the beneficiaries of services to ensure that their voice guides and informs the decision making of the Olympic Community of Health. The CTAC will provide recommendations to the Olympic Community of Health (OCH) Board of Directors including but not limited to project selection and implementation, transparent communication strategies, regional whole person health priorities, social justice, and health equity.

Responsibilities

- Work directly with and in communities in the OCH region to solicit guidance on whole person health, social justice, and health equity.
- Identify local forums to serve as natural, local opportunities for community and tribal voice in OCH decision making and dissemination of information of OCH activities.
- Provide data and information to the OCH Board to inform decision making.
- Facilitate partnerships with community providers and community-based organizations.
- Develop recommendations and guidance on investments that support community and tribal voice in OCH decision making.
- Ensure transparency and accountability by developing and monitoring the OCH community and tribal engagement plan.
- Actively recruit and support community and tribal members to serve on OCH's various committees and workgroups.

- Perform other duties as requested by the Board.

Composition
CTAC will consist of between 12 and 20 members representing communities and Tribes in the OCH region. CTAC will have a chair and co-chair.

Eligibility
CTAC members live in the OCH region and provide, receive, and/or coordinate clinical and/or social services; representation from the three counties will be equitable.

Requirements
CTAC members will be expected to:
- Read meeting materials in advance and come prepared to contribute substantively to the work of the Committee.
- Actively engage in discussions and contribute expertise to decision-making processes.
- Provide timely review and feedback on documents when solicited.
- Participate in surveys and information gathering.

Timeline
CTAC will meet as necessary to provide the appropriate level of support to the Board of Directors. All meetings will be held in person; virtual participation will usually be offered. On occasion, the Committee chair may decide that virtual participation will not be conducive for certain discussions. When meetings do not have a virtual participation option, staff will notify members at least 15 days in advance.

Oversight
CTAC is subject to the direction of the OCH Board of Directors. Revisions to this charter must be approved by the Board of Directors.

Reporting
CTAC staff will prepare objectives and materials for each meeting. Agenda and meeting materials will be distributed by email at least 2 business days in advance, and will be available to the public on the OCH website. Decisions will be documented in meeting summaries which will be distributed to CTAC members by email and posted to the OCH website.

BYLAWS
OF
Olympic Community of Health

ARTICLE I.
NAME

The name of the corporation shall be The Olympic Community of Health, and it is referred to in these Bylaws as the "OCH."

ARTICLE II.
PURPOSES

Section 1. Purposes. The purposes for which the OCH is formed, and the business and objectives to be carried on and promoted by it, are as follows:

To operate exclusively for charitable, scientific, and educational purposes, and to advance the goal of the OCH to improve the overall health and wellbeing of our communities and Tribes across Clallam, Jefferson and Kitsap counties through a collaborative approach focused on sustainable and equitable solutions.

Section 2. Dedication of Assets. The property of the OCH is irrevocably dedicated to charitable purposes. No part of the net earnings, properties or other assets of the OCH shall inure to the benefit of any private person or individual, or to any member, Director or officer of the OCH. Notwithstanding the foregoing, this Section shall not prevent payment to any such person of reasonable compensation for services performed for the OCH in effecting any of its public or charitable purposes, provided that (i) compensation is permitted by these Bylaws and approved by resolution of the Board, and (ii) no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the OCH.

ARTICLE III.
DEFINITIONS

The following terms used in these bylaws are defined as follows:

"Administrative Service Organization" means the organization that supports and facilitates the business and activities of the OCH. Such activities may include: payroll services, benefits administration, human resources, information technology, data analytics and evaluation, and communications.

"Board" means the Board of Directors of the OCH.

"Committee" means two or more individuals who are assigned to work on a specific issue, and are interdependent in the achievement of a common goal.

"Community Member" means a representative of the community that represents a priority health issue or a local health coalition of community members.

"Conflict of Interest" means a situation in which a Director has the potential to vote on a matter that would provide direct or indirect financial benefit to that Director or their immediate family or to any agency with which that member is affiliated.

"Director" means an individual appointed as a member of the Board of Directors.

"Executive Committee" means the Board of Directors President, Vice-President, Secretary, Treasurer, and At-Large.

"Executive Director" means the senior operating officer of the OCH.

"Financial Interest" means a person having directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

"Health" means the state of complete physical, mental and social well-being, and not merely the absence of disease and infirmity. These include the conditions in which people work, live, play and contribute.

"Material" describes information that, if omitted or misstated, could influence the economic decisions of users taken on the basis of the financial statements. Materiality therefore relates to the significance of transactions, balances and errors contained in the financial statements. Materiality defines the threshold or cutoff point after which financial information becomes relevant to the decision making needs of the users. Information contained in the financial statements must therefore be complete in all material respects in order for them to present a true and fair view of the affairs of the entity. Materiality is relative to the size and particular circumstances of individual companies.

"Member" means a person admitted to the OCH Partner Group as provided in Article VII.

"Organization" means any group of people who have joined together for a particular purpose, ranging from social to business, and usually meant to be a continuing organization. It can be formal, with rules and/or bylaws, membership requirements and other trappings of an organization, or it can be a collection of people without structure.

"Regional Health Improvement Plan" means a mechanism through which key partners in a community representing whole-person health plan, facilitate and coordinate activities required for transformation of the community's health system.

"Regional Service Area" means the region jointly designated by the Health Care Authority (HCA) and Department of Social and Health Services (DSHS) for Medicaid purchasing of physical and behavioral health care, in alignment with Accountable Community of Health regions.

"Sector" means a category of organizations, governments, businesses and/or individuals who share the same or related mission, product or service within the Regional Service Area. (For example, Social Services, Hospitals,

Transportation, Federally Qualified Health Centers, Philanthropy, Housing, Community Based Organizations, Consumer Representative, Public Health, Managed Care Organizations)

"Tribe" means an American Indian or Alaska Native tribal entity that is recognized as having a government-to-government relationship with the United States, with the responsibilities, powers, limitations, and obligations attached to that designation, and is eligible for funding and services from the Bureau of Indian Affairs.

ARTICLE IV.
BOARD OF DIRECTORS – DUTIES AND PRINCIPLES

Section 1. Power and Duties.

1.1 Powers. Prudent management of all the affairs, assets, property and goodwill of the OCH shall be vested in a Board of Directors. The Board may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Directors shall not delegate or proxy their respective responsibilities and rights as members of the Board pursuant to these Bylaws and required under federal and state law.

1.2 General Duties. The Board will provide strategic direction and work in partnership with the Partner Group and workgroups on approved projects. They shall act as liaison for the OCH to Washington State Health Care Authority on funding, governance, alignment of state initiatives with regional preferences and other topics that may arise. They shall serve as voice for the OCH to other, relevant offices in Olympia and to local, elected officials. The Board secures funding for core collaborative activities of the OCH partners that benefit the shared aims of the organization, and overseas and develops the sustainability plan for the corporation. They ensure that the corporation obeys applicable laws and acts in accordance with ethical practices, that it adheres to its stated corporate purposes, and that its activities advance its mission.

Section 2. Number. The number of Directors shall be determined from time-to-time by a vote of the Board but shall consist of not less than fifteen (15) and not more than twenty-nine (29). Other than as to the initial Board, the number of Directors may at any time be increased or decreased by the Board who shall have the power to elect additional Directors at any regular or special meeting of the Board. The change in number of Directors shall not however, diminish the term of any incumbent director, whose term may be diminished only as provided by law and these Bylaws.

Section 3. Board Representation by Sector and Tribe. Each Board member shall either represent a Tribe or a designated Sector established by the Board. Board membership may include representation up to the maximum number of directors pursuant to Section 2 hereof. No Sector shall have more than one designated member on the Board of Directors. A sector may designate an alternate member if desired. The Board may add or modify Sectors that should be represented by a vote of the Board. Tribes may alternate designated members on the Board of Directors, with each Tribe represented by one vote on the Board of Directors. The Executive Director shall maintain a list of the Sectors and Tribes for representation on the Board.

Section 4. Nomination and Election of Directors.

4.1 Board Sector Representative Nomination Process. Candidates for Board members shall be nominated by each Sector. The nominations will be referred directly to the Board for approval. In the event

a Sector cannot nominate a representative within thirty (30) days, the Board, either directly or through Committee, will solicit, receive and vet nominations, and recommend a sector representative to the Board.

4.2 Tribe Representative Nomination Process. Tribes may appoint alternate representatives as desired on the Board of Directors. Tribal representation on the Board of Directors is voluntary.

4.3 Election. The Board approves Sector membership to the Board and elects its Board Sector Directors. Directors may be elected at the annual meeting, or at any regular or special meeting of the Board. The Board does not have authority to confirm or deny Tribal appointments.

Section 5. Term of Office. During the first year after adoption of these Bylaws, Directors shall be elected to an initial one-year (1) term. For the purpose of staggering the terms, following the initial one-year term, thirty (30%) of the Board of Directors shall serve a one (1) year term and the remaining Directors shall serve a two (2) year term. The initial groups shall be determined by a lottery. Thereafter, each Director's term of office shall be for two (2) years, which shall end on the latter of the date of the annual meeting or succession of a new director. At the end of three (3) consecutive terms, each sector has the option to nominate the same Candidate or to nominate a new Candidate to represent the sector on the Board. Term of Office does not apply to Tribes.

Section 6. Compensation. The Directors shall receive no compensation for services for and on behalf of the OCH.

Section 7. Meetings.

7.1 Annual Meeting. An annual meeting of the Board shall be held each year in the autumn (between September and November), prior to December 31. At this meeting the Board may approve a budget for the activities of the OCH for the following year, and elect new Board members.

7.2 Regular Meetings. Regular Board meetings shall be scheduled at the discretion of the Board, but are required not less than four (4) times per year. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

7.3 Special Meetings. Special meetings of the Board may be called at any time by the President or any five (5) members of the Board, whereupon the Secretary shall give notice as specified by the Board to each Board member.

7.4 Meetings by Electronic Connectivity. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone, webinar, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

7.5 Place of Meetings. All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

7.6 Notice of Special Meetings. Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than three days before

the meeting, with as much notice as possible. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation or given electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

7.7 Waiver of Notice.

A. In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

B. By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.8 Quorum. A simple majority of the full Board of Directors then in office at the beginning of each meeting shall constitute a quorum for the transaction of business.

7.9 Alternative Representation. In the event a Director is unable to attend a board meeting, the Director may authorize a representative to attend as a guest at a board meeting, provided that such Director provides reasonable notice to the Board. Only attendance by Directors, or previously appointed alternates within the Sector, will constitute a quorum and for the purposes of voting on business items.

Section 8. Voting and Manner of Acting.

8.1 Board Actions. Each Director, or previously approved alternate, and each Tribe will have one (1) vote. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

8.2 Presumption of Assent. A Director at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

8.3 Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 9. Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Removal from Office. Directors are expected to regularly attend Board meetings; however, they shall notify the President or Executive Director with appropriate notice if they are not able to attend such meeting. Absences from more than one-third (1/3) of the regularly scheduled meetings in any given calendar year may be grounds for removal.

Section 11. Vacancies on Board of Directors. Sector representatives are responsible for identifying and forwarding candidates to the Board to fill vacant positions. Vacancies occurring on the Board may be voted on and ratified at any regular or special Board meeting by the remaining Directors. Newly elected Directors shall serve the remaining term of the vacant position.

Section 12. Duty of Loyalty. Directors shall put the OCH interests ahead of their own when making all decisions in their capacities as corporate fiduciaries. They must act without personal economic conflict, and are required to sign a conflict of interest policy upon election to the Board.

ARTICLE V.
OFFICERS

Section 1. Election and Term of Office. The officers of the OCH Board shall be President, Vice President, Secretary a Treasurer, and At-Large. At the end of the President's term, the At-Large office will be replaced by the Past-President. The Board may approve additional officers as it deems necessary for the performance of the business of the OCH. The term of office shall commence on July 1 and each officer shall hold office for one (1) year or until he or she shall have been succeeded or removed in the manner hereinafter provided. Such offices shall not be held for more than three (3) consecutive terms. Such officers shall hold office until their successors are elected and qualified. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

Section 2. Removal. Any officer or agent may be removed by the Board with or without cause by a sixty percent (60%) vote of the Board, if deemed in the best interests of the OCH.

Section 3. Compensation. The officers shall receive no compensation for services rendered on behalf of the OCH.

Section 4. President. The President shall preside at all meetings of the Board, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board.

Section 5. Vice-President. The Vice-President shall preside at all meetings in the absence of the President and perform such other duties as are incident to the office or are properly required of the Vice-President by the Board.

Section 6. Secretary. It shall be the duty of the Secretary of the Board to keep all records of the Board and of the OCH, to give notice of meetings, and to perform such other acts as the President or Board may direct.

Section. 7. Treasurer. The Treasurer is accountable for all funds belonging to the OCH, and shall assure that policies and procedures regarding the disposition of assets and all related financial transactions are followed as prescribed by the Board or these Bylaws.

Section 8. Past-President. The Past-President shall advise the incoming President of position responsibilities and provides advice, support and information as needed to the new President and board.

Section 9. At-Large. The At-Large may be assigned to serve on committees or undertake special projects. This office will be replaced by the Past-President office after the first term.

ARTICLE VI.
COMMITTEES

Section 1. Committees. The Board may appoint, from time to time, from its own members and/or the public, standing or temporary committees consisting each of no fewer than two (2) Directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the Board. No such committee shall have the authority of the Board in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto shall not relieve the Board or any member thereof of any responsibility imposed by law.

Section 2. Standing Committees. The following committees are authorized and ongoing Committees of the Board:

A. Executive Committee. Membership of the Executive Committee shall consist of the officers of the Board which are President, Vice-President, Secretary, Treasurer, and At-Large. At the end of the President's term, the At-Large office will be replaced by Past-President. A majority of the Executive Committee shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. The Executive Committee shall have authority to conduct business on behalf of the OCH between regular Board meetings should authority be expressly given to them by the Board or in the case of emergencies. The Executive Committee will review and recommend changes, if charged by the Board, to the Bylaws.

B. Finance Committee. The Treasurer of the Board shall chair a committee comprised of at least three (3) Directors to provide financial oversight for the organization. In addition to developing an annual budget, the committee will establish long-term financial goals that will provide for the sustainability of the corporation.

C. Community and Tribal Advisory Committee. A Board member shall chair a committee comprised of at least 12 members representing communities and Tribes in the Clallam, Jefferson, and Kitsap counties. The Board will charge the Community and Tribal Advisory Committee to proactively engage community-based organizations, Tribes, and the beneficiaries of services to ensure that their voice guides and informs Board decisions.

~~C. Regional Health Assessment and Planning Committee. A Director of the Board shall chair the RHAP Committee, which will be comprised of at least two (2) Directors and no fewer than eleven (11) general members, including at least one representative from a Tribe and one representative from each of the three counties in the RSA. Thirty-three percent (33%) of RHAP Committee members shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business, with at least one representative present from each county and ideally at least one representative from a Tribe. RHAP Committee membership will be open to each Tribal Nation and multiple sectors; the roster will be updated on a regular basis. RHAP Committee regularly reviews health assessments and advises the Board on regional health priorities and how to address them.~~

~~ARTICLE VII.~~
~~ADMINISTRATIVE SERVICE ORGANIZATION~~

~~The Board may select and contract with an Administrative Service Organization that may be the general manager of this corporation. The Administrative Service Organization may have such qualifications as determined by the Board from time to time, including experience and education suitable to fulfill the duties of managing the corporation. The Administrative Service Organization may have the necessary authority and be held responsible for the administration of all corporate activities and departments subject only to the policies adopted by and the orders issued by the Board or by any of its committees to which it has delegated powers for such action. The Administrative Service Organization may act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person for that specific purpose. At least annually, the Board may evaluate the performance of the Administrative Service Organization against measurable goals developed by the Board in consultation with the Administrative Service Organization. The Board may elect to terminate any and all contracts with the Administrative Service Organization, with notice and with or without cause. The Board shall provide notification of contract termination in writing to the executive representative of the Administrative Service Organization.~~

ARTICLE VII~~I~~.
FINANCE

Section 1. Finance. The annual budget shall be prepared and approved by the Board at the annual meeting of the Board. The OCH shall operate on a fiscal year, which runs from January 1 to December 31.

There may be created by the Board a general fund of the OCH. Said funds shall be administered by the Board or their designee. This fund shall be utilized for the payment of general operating expenses. Any non-budgeted expenditure in excess of $5,000.00 shall require approval by the Executive Committee. Any material change will be brought to the Board for consideration.

Section 3. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the OCH, and that authority may be general or confined to specific instances.

Section 4. Checks, Drafts, and items of similar nature. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the OCH shall be signed by the officer or officers, agent or agents of the OCH and in the manner as may from time to time be determined by resolution of the Board of Directors.

Section 5. Deposits. All funds of the OCH shall be deposited in a timely manner to the credit of the OCH in the banks, trust companies or other depositories as the Board of Directors may select.

Section 6. Remuneration. No salary shall be paid to members of the Board or Committee. Members may be reimbursed for reasonable and necessary expenses incurred for the purposes of doing business, and attending meetings on behalf of the OCH. Such expenses incurred may be reimbursed provided appropriate documentation and timely submission of expense receipts are provided within sixty (60) days of such occurrence.

ARTICLE VIII~~IX~~.
CONFLICTS OF INTEREST AND PROHIBITED TRANSACTIONS

Section 1. Conflicts of Interest Policy. The Board of Directors shall adopt policies and procedures to comply with the requirements of this Article IX and to address any conflicts of interest between the OCH and the Board and its officers, employees and/or agents of this corporation ("Conflicts of Interest Policy"). To ensure the OCH operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board may conduct periodic reviews of these Bylaws and the Conflicts of Interest Policy. The periodic reviews may, at a minimum, include the following subjects:

(i) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

(ii) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 2. Annual Disclosure. Each member of the Board and principal officer shall annually sign a disclosure statement which affirms such person: (i) has received a copy of the conflicts of interest policy; (ii) has read and understands the conflicts of interest policy; (iii) has agreed to comply with the conflicts of interest policy, and (iv) understands the OCH is charitable and in order to maintain its federal tax exemption it must be organized and operated for one or more tax-exempt purposes set forth in Section 501(c)(3) of the Internal Revenue Code. In addition, such disclosure state shall include each director's affiliations (as trustee, board member, officer, employee, advisory committee member, development committee member, volunteer, etc.) with any actual or potential grantee or borrower of the OCH or any other organization with which the OCH may have a financial relationship, and the affiliations of persons with whom a director has a close relationship (a family member or close companion) with any actual or potential grantee or borrower of the OCH or any other organization with which the OCH may have a financial relationship. The form of such annual disclosure statement may be prescribed and adopted by the Board of Directors and reviewed on an annual basis.

Section 3. Self-Dealing Transactions.

3.1 Prohibition and Standard for Approval. Except as provided by this Section, the Board of Directors shall not approve or permit the OCH to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a financial interest. Notwithstanding the foregoing, the OCH may engage in a self-dealing transaction only as follows:

(i) if the transaction is approved by a court or by the Attorney General, or

(ii) if the Board determines, before the transaction, that (1) this corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the director or directors in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

3.2 Notification and Process. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

The Board may also vote to exclude a Director against whom a claim of conflict of interest or violation of appearance of fairness is made from Board votes or from executive sessions until the claim against the member is resolved. Additionally, the Board may by majority vote exclude a member from a portion of any executive session where a matter of potential legal conflict between OCH and the member is to be discussed.

Section 4. No Loans. No loans shall be contracted on behalf of the OCH and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. That authority may be general or confined to specific instances. No loans shall be made by the OCH to a Director nor shall the OCH guarantee the obligation of a Director unless either: (a) the particular loan or guarantee is approved by the vote of a majority of the votes represented by members in attendance at the meeting upon which the matter is considered, except the votes of the benefited Director, or (b) the Board determines that the loan or guarantee benefits the OCH and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees.

ARTICLE IX.
INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The OCH shall indemnify any present or former volunteer of the corporation including Directors, officers, Committee officers and Committee members as well as any present or former employees or agents of the corporation, to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a Director, officer, Committee officer, Committee member, volunteer, employee or agent of the corporation, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of the duty of loyalty to the organization; (ii) for acts or omissions not in good faith or which involve intentional

misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the organization, or against expenses in any such case, where such person shall be adjudged liable to the corporation, or (v) when otherwise prohibited by law.

Service on the Board of Directors of the corporation, or as an officer, Committee officer, Committee member, volunteer, employee or agent thereof, is deemed by the corporation to have been undertaken and carried on in reliance by such persons on the full exercise by the corporation of all powers of indemnification which are granted to it under these bylaws and as amended from time to time. Accordingly, the corporation shall exercise all of its powers whenever, as often as necessary and to the fullest extent possible, to indemnify such persons. Such indemnification shall be limited or denied only when and to the extent provided above unless legal principles limit or deny the corporation's authority to so act.

Section 2. Insurance. Upon and in the event of a determination by the Board of Directors to purchase indemnity insurance, the OCH may purchase and maintain insurance on behalf of any agent of the OCH against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, provided that the OCH has the power to indemnify the agent against such liability under the provisions of this Article.

ARTICLE X~~I~~.
DISSOLUTION

Upon dissolution of the OCH, assets (including monies and equipment) and property (including records) shall be distributed among other charitable, educational, religious or scientific organizations that qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code. Decisions regarding dissolution will be made by the Board, however, no transfer will be made that will adversely affect the OCH's tax status at time of dissolution or retroactively.

ARTICLE XI~~I~~.
AMENDMENTS

The Board shall have power to make, alter, amend and repeal the Bylaws of the OCH, provided the Board will not approve any such alteration, amendment or repeal on which such action shall first have received approval of two-thirds of the Board. The Board shall receive 10 business days' notice of any proposed action to alter or amend the Bylaws of the OCH. These Bylaws may be amended by sixty percent (60%) vote of the votes cast by the Directors. This may be accomplished at either a regular or special meeting with notice given as specified in Article IV.

I certify that the foregoing Bylaws of the Olympic Community of Health were adopted by the Board of Directors this _____ day of _____, 2016, and that they are currently in effect.

_____
Roy Walker, Executive Director, Olympic Area Agency on Aging
President of the Olympic Community of Health Board of Directors

I certify that the foregoing Bylaws of the Olympic Community of Health were adopted by the Board of Directors this _____ day of _____, 2016, and that they are currently in effect.

_____

Leonard Forsman, Suquamish Tribal Chairman
Secretary of the Olympic Community of Health Board of Directors

Olympic Community of Health

Summary of staff revisions to bylaws

Prepared for October 9, 2017 Board Meeting

Purpose of revisions

Staff revised the OCH bylaws for Board review today primarily because of proposed changes to the committee structure of the OCH. There are two additional suggested revisions which address unrelated changes that have occurred since the bylaws were approved in September 2016.

Summary of revisions

1. Removal of the Regional Health Assessment and Planning Committee as a standing committee

2. Addition of the Community and Tribal Advisory Committee as a standing committee

3. Removal of language about an administrative service organization (no longer relevant now that the OCH is an independent legal entity)

4. Revision to the executive committee language in line with the Board's revisions to the executive committee charter in August 2017

Question for Board consideration

- Does the Board feel that the Performance, Measurement, and Evaluation Committee should be a standing committee?

Olympic Community of Health

Updates regarding Fully Integrated Managed Care (FIMC)

Prepared for October 9, 2017 Board Meeting

Purpose

There have been several new developments regarding fully integrated managed care in Washington. Several Executive Committee members requested that we share these with the Board and discuss any potential interest in advocacy for our region.

Summary

1. King County submitted a letter to move forward with FIMC and has a MOU in place with the HCA and all five MCOs. This MOU outlines the formation of a leadership group, services and reimbursements, a subcontracting agreement with the BHO through 2019, and BH-ASO functions. Currently, the list of mid- or early-adopter regions includes: Pierce, King, North Central, and SW WA.

2. Better Health Together (Spokane region), North Sound, and Greater Columbia regions were granted extensions to submit a letter of intent.

3. FIMC contracts in North Central were awarded to three MCOs; the predominant MCO did not receive the contract for that region.

4. It is unclear what input the providers in the OCH region will have on the FIMC RFP process. Contracts will be released soon, February 2018.

5. The newly announced DSRIP reduction under the Demonstration may pose challenges to providers to clinically and financially integrate care by 2020.