

Olympic Community of Health

Meeting Minutes

Board of Directors

August 3, 2016

Date: 08-03-2016	Time: 8:30 am- 11:00 am Work Session: 11:00-1:30	Location: Red Cedar Hall, Jamestown S’Klallam Tribal Center.	
Chair: Chair: Roy Walker, <i>Olympic Area Agency on Aging.</i>			
Members Attended: Chris Frank, <i>Public Health</i> ; Jennifer Kreidler Moss, <i>Peninsula Community Health Services</i> ; Kat Latet, <i>Community Health Plan of Washington</i> ; Eric Lewis, <i>Olympic Medical Center</i> ; Gill Orr, <i>Cedar Grove Counseling</i> ; Kerstin Powell, <i>Port Gamble S’Klallam Tribe</i> ; Joe Roszak, <i>Kitsap Mental Health Services</i> ; Brent Simcosky, <i>Jamestown S’Klallam Tribe</i> ; Doug Washburn, <i>Kitsap County Human Services</i> ; Hilary Whittington, <i>Jefferson Healthcare</i> ; Leslie Wosnig, <i>Suquamish Tribe</i>			
Non-Voting Members Attended: Kayla Down, <i>Coordinated Care</i> ; Allan Fisher, <i>United Healthcare</i> ; Vicki Kirkpatrick, <i>Public Health</i> ; Laurel Lee, <i>Molina Healthcare</i> ; Jorge Rivera, <i>Molina Healthcare</i> ; Caitlin Safford, <i>Amerigroup</i> ; Andrea Tull, <i>Coordinated Care</i>			
Other: Bobby Beeman*, <i>Olympic Medical Center</i> ; Maria Courogen, <i>Department of Health</i> ; Keith Grellner, <i>Kitsap Public Health District</i> ; Jim Jackson, <i>Department of Social and Health Services</i> ; Siri Kushner, <i>Kitsap Public Health District</i> ; Angie Larrabee, <i>Kitsap Public Health District</i> ; Elya Moore, <i>Olympic Community of Health</i> ; Paj Nandi, <i>Department of Health</i> ; Chase Napier, <i>Health Care Authority</i> ; Lisa Rey Thomas, <i>UW Alcohol and Drug Abuse Institute</i>			
*Attended work session only			
Person Responsible for Topic	Topic	Discussion/Outcome	Action/Results
	Objectives:	1. Agree on path forward for OCH Articles of Incorporation 2. Agree on path forward for OCH Bylaws	
Roy Waker	Welcome and Introductions	Roy called meeting to order at 8:40 am. Brent Simcosky welcomed the Board and public to the Jamestown S’Klallam Red Cedar Hall.	
Board	July Board Minutes	Approval of minutes.	July Minutes APPROVED unanimously
Board	Consent Agenda	Approval of Consent Agenda.	Consent Agenda APPROVED unanimously
Hilary Whittington	Budget	Medicaid waiver release in next 4 months could affect 2017 budget. Budget is under the 50% target (34% personnel, 53% non- personnel = 46% total). Program Coordinator position was originally budgeted as Personnel cost, but OCH will	No action required.

		contract out for this position instead, which moved it to non-personnel. Projected 2017: Epidemiologist and Assistant moved to non-personnel. Addition of Professional development fees. Added directors and officers liability insurance. Summary: On track to stay within budget for 2016. Financial future of OCH is uncertain. Hilary recommends approving the 2017 budget at the November Board meeting.	
Siri Kushner	Coordinated Opioid Response Project	Siri reviewed the process used to select project. OCH will move into planning phase over next few months: • In depth assessment over 3 counties, • Identify and engage with key partners • Convening cross-sector leadership group • Anticipates holding 3-county Opioid Summit • Identify key measures. Project will transition from planning phase in February and into implementation. Siri mentioned several members of the RHAP committee who had been involved in the project selection. Siri Reviewed operational milestones. OCH Received budget amendment from HCA on August 2. \$50k grant funds must be spent by January 31, 2017. Proposed budget shows distribution of nearly all of \$50k funds by January 31 (\$49,999). Budget assumes KPHD Epidemiologist, Siri, will take over assessment, Elya and Angie will maintain administrative duties and OCH will contract out for Coordinator/Consultant position. Elya described her expectations for a Program Coordinator: • Can hit the ground running • Understands tribes, BHO, and community • Has technical abilities • Ideally understands complexities of opioid issue.	

		Hilary noted that hiring a Coordinator from outside of the OCH region could be costly, and the budget will need to be amended should this occur. A board member expressed concern about money transferring through the OCH, which is not yet a legal entity. Roy noted that though OCH is not yet a legal entity, it has Kitsap Public Health District (KPHD) as legal backbone. Money is transferred through KPHD to the OCH and to projects/staff. Additionally, the member expressed concern that OCH voted without a conflict of interest to give itself money and explained that they feel the OCH selected the correct project, but there was no clear path to get to this decision. Roy commented that it is good to question OCH process and role function, but noted that we (the Board) are the resources that would be working to make these positive changes in the community and other ACHs are doing other similar work to support community, so the OCH is on track. Another Board member voiced support to the paper trail of process and suggested HCA could provide guidance for what the project was intended to do, leveraging OCH as convener. Another Board member commented that the people around the OCH table have a broader base of interest to address the opioid issue, and additionally noted that the amount of money is minimal and OCH may want to consider not having the money directly flow through the organization. Another comment was made that if there was not a strong OCH presence in this project, the project may not go anywhere. OCH has more interest in making sure this project is success – for that reason, this project needs to move forward. Another member commented that the only problem would be <i>not</i> doing anything with the money and said OCH should do best it can with the money. Joe made a motion that the OCH Board accept Salish BHO's request to receive the money from HCA and staff the project. After additional conversation, this motion was not seconded.	
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		Elya noted that a regional health improvement project is a contract deliverable. This is additional money to do something we are already contractually obligated to do. The budget amendment would get submitted to the contract authority (HCA) and the backbone (KPHD) would sign contract. Money would be released from HCA to KPHD and then the OCH Board would have fiduciary oversight over project. A member of the Regional Health Assessment and Planning (RHAP) Committee noted that during the project selection process, nobody in the RHAP Committee stated that money would be granted to SBHO, and was under the impression that OCH would be liable and had solicited the idea from SBHO. SBHO application said work would happen through OCH and would work closely with director of OCH. A Board member agreed with Joe's idea and thought the Board should pass a motion that clarifies the process. Elya noted that this money (\$50k) is additional assistance to our budget for Regional Health Improvement Projects. She also commented that this type of work covers all sectors and tribes and the OCH is the perfect neutral organization to take on this project. The deadline for this money to be spent is the same as HCA contract termination date between KPHD to serve as the OCH backbone. An attendee commented that, as member of RHAP committee, and a reviewer of project submittals, there were several points to address: - In the entire conversation during project review, there was no conversation to how this would benefit OCH, only about importance of the project in our community. - This is a huge community issue, and the Board member appreciated that the SBHO suggested this is the right project for OCH to take on. - Thought HCA purpose for these project dollars was to look at how OCH is moving forward as an	Motion for OCH to accept the request from Salish Behavioral Health Organization to implement the opioid project APPROVED unanimously.
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		organization and is testing how ACHs are operating in the arena of handling money. When the waiver comes though, these are the kinds of projects that will be happening within ACHs. - Lastly, this is an opportunity for OCH to show HCA what we can do. There was a recommendation from a Board member to clarify project selection and process in the Bylaws.	Motion to approve submission of budget and contract amendment by OCH Staff, with guidance from OCH Executive Committee and KPHD as soon as possible after receipt of contract amendment APPROVED unanimously.
Roy Walker	Articles of Incorporation “Articles”	The Executive Committee made a series of recommendations regarding type of organizational structure. Note: other ACHs are 501(C)3, one is LLC. 1. Recommendation for OCH to file as 501c3 2. Recommendation to keep articles short and simple 3. Recommendation to list Directors as only the five officers of the Executive Committee 4. Recommendation to list incorporators as only the five officers of the Executive Committee. Discussion: Leslie noted that the Suquamish Tribe reviewed the articles with the tribal legal counsel, and there were no concerns. A question arose if OCH would separate from its KPHD backbone as soon as OCH incorporates. This is uncertain and will need to be discussed with KPHD. Elya suggested sending the articles to all 7 tribes for review by their legal counsel before submitting. It was noted that HCA will implement a financial executor for the ACHs. Majority of ACHs have a backbone, but once ACH becomes legal entity, their backbone serves as fiscal sponsor. Chelan-Douglas Health District operates their ACH, similarly to OCH. The Board voted to approve the recommendations.	Motion to approve all four recommendations APPROVED unanimously.

Jennifer Kreidler-Moss	Bylaws	Jennifer reviewed Bylaws highlights and asked the Board to make comments or suggestions for each section. At the Executive Committee meeting, Leonard suggested all tribes individually review bylaws and send it though their council. The Bylaws were drafted with the plan to become 501(c)3. Article I. Purpose: Discussion: • Suggestion to add names of three counties, but it was noted that the Executive Committee decided to not name the specific counties. • There was a comment that if counties are named, will also need to name tribes. It was suggested to use the terms “local governments and tribal governments” in place of names. • Suggestion to use “regional service area” and define regional service area better. Article IV. Discussion: • Number: There was a suggestion to raise the maximum number of Board members from 25 to 29. • It was noted that the term “stakeholder” is used throughout and needs to be changed to “partner”. • Suggestion to remove “health” from “health partners” because OCH partners are broader than just the health field. • A question arose regarding arguments within sector to choose board member. It was stated that the Executive Committee and the Board would make the decision in that situation. • It was noted that tribal representation on the Board is voluntary. • Term Limits: Allows 2 year terms, but no number of term limits. Changed to sector having option to nominate same or different candidate after 3 consecutive terms. • Meetings: Concern that 10 days’ notice is too long for administration	Motion to approve all four recommendations APPROVED unanimously. 1. The Board authorizes the Executive Director to revise the Bylaws per discussion at this (Aug 3) Board meeting and circulate a revised version to Board members as soon as possible for legal review. The executive committee will review a revised version of the bylaws at their August 26 meeting and make a recommendation to the Board at the September 7, 2016 Board meeting. 2. The Board authorizes the Executive Director to investigate Directors and Officers Liability Insurance and select and purchase a plan prior to the Articles of Incorporation being accepted by the Secretary of State’s office. 3. The Board authorized the Executive Director to draft a Fiscal Sponsorship Agreement for review and recommendation by the Executive Committee for the full Board at the September 7, 2016 Board meeting. 4. The Board authorizes the Executive Director to draft a Conflict of
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		to actually meet. Some things may come up in shorter than 10 days. Changed to 3 days (with as much notice as possible.) • Meetings by telephone: Change to meetings by “Electronic Connectivity”, add webinar, etc. eliminate fax. There was an additional comment to have a lawyer review this section, pertaining to WA state law. • Tribes are not subject to attendance, therefore tribes are not included in quorum. Current number of members needed to be present: 8 for quorum. • 7.9 state that tribes can have alternate representation that counts toward quorum and vote. • Comment that sectors should have vote even if director in board is unable to attend. • Suggestion to remove terminology about more than one member filling officer roles other than President and Vice President. Article VI. Committees: • Finance committee: the treasurer wants finances to be really transparent, so a finance committee may or may not be necessary. If there’s a finance committee, the minimum number of members would be three. Don’t want it to be mandatory that it meets a certain number of times per time period. • RHAP committee meetings currently held quarterly. Article VII. Administrative Service Organization: • Comment that Administrative Service Organization needs to be stated in bylaws – Currently this is KPHD. • Suggestion to change “shall” to “may” for legal purposes. • There was some concern about 401k/health insurance and who can/cannot receive these benefits based on who is an actual employee vs contracted. Need clarity for non-personnel staff. • Need for graphic that depicts the relationship between the Administrative Service Organization and the OCH.	Interest Policy as described in the Bylaws for review and recommendation by the Executive Committee for the full Board at the October 5, 2016 Board meeting.
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Roy Walker	Public Comment	Keith Grellner, Administrator, Kitsap Public Health District made the following comment: KPHD has no current plans to continue to be the backbone agency for OCH after the current contract runs out, however KPHD is still open to the conversation of services needed from Board. KPHD would like to see OCH become a	

		legal entity and separate from KPHD to run on its own. Brent took a moment to show appreciation for Elya's hard work as Director of OCH.	
Roy Walker	Adjourn	The meeting adjourned at 11:07 am. A Work Session immediately followed the Board meeting.	