

<b>Minutes</b>
<b>Valleywise Community Health Centers Governing Council</b> <b>Valleywise Health Medical Center</b> <b>March 1, 2023</b> <b>6:00 p.m.</b>

**Members Present:**

Scott Jacobson, Vice Chairman  
Marisue Garganta, Member  
Chris Hooper, Member  
Salina Imam, Member  
Liz McCarty, Member  
Eileen Sullivan, Member  
Jane Wilson, Member

**Non-Voting Member  
Absent:**

Mary Rose Garrido Wilcox, Maricopa County Special Health Care District  
Board of Directors

**Others/Guest Presenters:**

Michelle Barker, DHSc, Chief Executive Officer of the Federally Qualified  
Health Centers  
Steve Purves, FACHE, President and Chief Executive Officer, Valleywise  
Health  
Michael D. White, MD, MBA, Chief Clinical Officer  
Claire Agnew, CPA, MBA, Chief Financial Officer  
Melanie Talbot, Chief Governance Officer  
Ijana M. Harris, JD, Assistant General Counsel  
Jessyca Leach, Executive Director of Southwest Center for HIV/AIDS  
Amanda De Los Reyes, MBA, CRCR, Vice President, Revenue Cycle  
LT Slaughter, CPA, MBA, Chief Compliance Officer

**Recorded by:**

Cynthia Cornejo, Deputy Clerk of the Board

**Call to Order:**

**NOTE:** Due to a vacancy in the Chairman position, Vice Chairman Jacobson chaired the meeting.

Vice Chairman Jacobson called the meeting to order at 6:04 p.m.

**Roll Call**

Ms. Talbot called roll. Following roll call, she noted that six of the seven voting members of the Valleywise Community Health Centers Governing Council were present, which represented a quorum. Ms. Imam arrived after roll call.

**Call to the Public**

Vice Chairman Jacobson called for public comment. There were no comments.

**Valleywise Community Health Centers Governing Council  
Meeting Minutes – General Session – March 1, 2023**

**General Session, Presentation, Discussion and Action:**

1. Approval of Consent Agenda:
  - a. Minutes:
    - i. Approve Valleywise Community Health Centers Governing Council Meeting Minutes dated February 1, 2023
  - b. Contracts:
    - i. Acknowledge amendment #6 to the intergovernmental agreement (90-19-176-1-06) between the Arizona Department of Health Services and the Maricopa County Special Health Care District dba Valleywise Health, for the Refugee Clinic, to replace the annual price sheet
  - c. Governance:
    - i. INTENTIONALLY LEFT BLANK
  - d. Medical Staff:
    - i. Acknowledge the Federally Qualified Health Centers Medical Staff and Advanced Practice Clinician/Allied Health Professional Staff Credentials

**MOTION:** Ms. McCarty moved to approve the consent agenda. Ms. Wilson seconded.

**VOTE:** 6 Ayes: Vice Chairman Jacobson, Ms. Garganta, Mr. Hooper, Ms. McCarty, Ms. Sullivan, Ms. Wilson  
0 Nays  
1 Absent: Ms. Imam  
**Motion passed.**

2. Appoint Michelle Barker, DHSc, as the Project Director/Chief Executive Officer of the Federally Qualified Health Centers effective February 27, 2023

Vice Chairman Jacobson stated that he and Ms. McCarty interviewed three candidates for the Project Director/Chief Executive Office of the Federally Qualified Health Centers (FQHC) and was pleased with the candidate selected.

Ms. McCarty explained they spent nearly an hour with each candidate and provided their feedback to staff. She was also satisfied with the decision.

**Valleywise Community Health Centers Governing Council  
Meeting Minutes – General Session – March 1, 2023**

**General Session, Presentation, Discussion and Action, cont.:**

2. Appoint Michelle Barker, DHSc, as the Project Director/Chief Executive Officer of the Federally Qualified Health Centers effective February 27, 2023

**MOTION:** Ms. McCarty moved to appoint Michelle Barker as the Project Director/Chief Executive Officer of the Federally Qualified Health Centers effective February 27, 2023. Ms. Sullivan seconded.

**VOTE:** 6 Ayes: Vice Chairman Jacobson, Ms. Garganta, Mr. Hooper, Ms. McCarty, Ms. Sullivan, Ms. Wilson  
0 Nays  
1 Absent: Ms. Imam  
**Motion passed.**

3. Elect a Chairman of the Valleywise Community Health Centers Governing Council for the Remainder of Fiscal Year 2023, Effective Immediately

Vice Chairman Jacobson and Ms. Sullivan expressed their interest in serving as Chairman for the remainder of fiscal year (FY) 2023.

**NOTE:** Ms. Imam arrived at 6:10 p.m.

**MOTION:** Ms. McCarty moved to elect Scott Jacobson as Chairman of the Valleywise Community Health Centers Governing Council for the remainder of fiscal year 2023, effective immediately. Ms. Wilson seconded.

**VOTE:** 7 Ayes: Vice Chairman Jacobson, Ms. Garganta, Mr. Hooper, Ms. Imam, Ms. McCarty, Ms. Sullivan, Ms. Wilson  
0 Nays  
**Motion passed.**

4. Presentation on the Southwest Center for HIV/AIDS

Ms. Leach outlined the history of the Southwest Center for HIV/AIDS (human immunodeficiency virus/acquired immunodeficiency syndrome). The organization was founded in 1990 by and for individuals living with HIV/AIDS to remove obstacles in healthcare and develop collaborations to provide care for individuals that needed it. The current vision, mission, and values, continued to be designed to be person-centered, and enable barrier-free access to care.

She reviewed the demographics of the patients treated at the Southwest Center, including those that had been discriminated against in healthcare, such as LGBTQIA2S+ (lesbian, gay, bisexual, transgender, queer/questioning, intersex, asexual, and two-spirit) individuals, the uninsured and underinsured. Services provided included primary care services, gender affirming care, and medical nutrition services. Individuals also had access to outpatient behavioral health services and case management. There were various ongoing community engagements, including condom distribution, sexual and reproductive health education, and free HIV testing.

Future strategic priorities to increase health equity and improve client experiences would focus on growth on gender affirming care, reproductive health and family planning, naturopathic care, and community partnerships to address health inequities.

Dr. Barker asked if the Southwest Center planned on expanding services to additional facilities.

**Valleywise Community Health Centers Governing Council  
Meeting Minutes – General Session – March 1, 2023**

**General Session, Presentation, Discussion and Action, cont.:**

4. Presentation on the Southwest Center for HIV/AIDS, cont.

The lease on the current building was through the year 2037, and Ms. Leach stated financial strategies would be explored prior to discussing expanding services.

Chairman Jacobson recalled that Valleywise Health, formerly known as Maricopa Integrated Health System, opened the first HIV/AIDS clinic in Maricopa County. That clinic now shared a building with Southwest Center, and he asked how the Southwest Center referred their patients for additional care.

Ms. Leach stated there were various factors considered when referring patients for additional care and services, including but not limited to the patient's preference and the capacity of the referred facility.

5. Discuss and Review the 2023 Federal Poverty Level Guidelines and Utilization of the Federally Qualified Health Centers Sliding Fee Discount Program; Approve Renewal of the Federally Qualified Health Centers Sliding Fee Discount Program/Policy Including the Schedule

Ms. De Los Reyes said the Health and Human Services Department (HHS) updated the Federal Poverty Levels (FPL) annually, with the most recent revisions made in January 2023. She summarized the changes made to the household income guidelines. After reviewing the changes, staff determined that no changes were needed to the FQHC Sliding Fee Discount Program Policy or Schedule.

She reviewed the utilization of the FQHC Sliding Fee Discount Program, highlighting year-over-year fluctuations. Category one (1), those at  $\leq 100\%$  of the FPL, had the highest utilization rate; however, category five (5), those at 201%-250% of the FPL, had the highest balance amount.

Ms. Agnew stated there was an overall increase in self-pay encounters in calendar year (CY) 2022, despite the Public Health Emergency (PHE) and a halt on disenrolling members from the Arizona Health Care Cost Containment System (AHCCCS), the state's Medicaid program.

Ms. Garganta inquired on the plans in place to prepare for the end of the PHE.

Ms. Agnew noted all parties involved were prepared and each had their role to manage the end of the PHE. She reiterated the purpose of the Sliding Fee Discount Program and Schedule was to assist patients without health care coverage to received medical care at a substantially reduced rate.

**MOTION:** Ms. Sullivan moved to approve the renewal of the Federally Qualified Health Centers Sliding Fee Discount Program/Policy including the schedule. Mr. Hooper seconded.

**VOTE:** 7 Ayes: Chairman Jacobson, Ms. Garganta, Mr. Hooper, Ms. Imam, Ms. McCarty,  
Ms. Sullivan, Ms. Wilson  
0 Nay  
**Motion passed.**

6. Annual Compliance Training and Conflict of Interest Education

Mr. Slaughter presented the annual compliance training and conflict of interest (COI) education.

He highlighted the Governing Council's responsibilities regarding compliance program functions. The main objective was for members to act in good faith in its oversight of the FQHCs. Members should be knowledgeable about program components and understand the business of Valleywise Health, the FQHCs, and the risk assessment and mitigation processes.

**Valleywise Community Health Centers Governing Council  
Meeting Minutes – General Session – March 1, 2023**

**General Session, Presentation, Discussion and Action, cont.:**

6. Annual Compliance Training and Conflict of Interest Education, cont.

Mr. Slaughter listed various health care regulation oversight agencies and stated the importance of following elements of the Health Resources and Services Administration (HRSA) Compliance Manual. The top changes for 2023 included, but were not limited to, increase need for cybersecurity, enforcement of telehealth regulations, and the end of the PHE.

He reviewed Valleywise Health's main business units, including the acute care hospital, graduate medical education and residency programs, the FQHCs, comprehensive health centers, behavioral health, partnership with District Medical Group, Care Reimagined, and more. He then outlined the major payers and revenue sources.

Mr. Slaughter described the Governing Council's structure, which was outlined in the Co-Applicant Operational Arrangement with the Maricopa County Special Health Care District (District). He reviewed the individual and shared responsibilities of both the governing bodies. He outlined a timeline representing recent accomplishments of the FQHCs.

The Enterprise Risk Management was a process used to identify risks, prioritize and score risks, and respond to risk by implementing action plans. He outlined the internal controls used, a system-based preventative control, which was the most desirable and reliable.

He said an effective compliance program included various elements and noted how Valleywise Health addressed each element, including the review of the Code of Conduct and Ethics on an annual basis, having policies and procedures in place, providing a compliance hotline, and reporting the results of audits to the appropriate committees.

Mr. Slaughter described conflict of interest laws, the Emergency Medical Treatment and Active Labor Act (EMTALA), Anti-Kickback statute, the False Claims Act, and the Deficit Reduction Act. He explained the Health Insurance Portability and Accountability Act (HIPAA).

He concluded that Valleywise Health proactively mitigated risks by implementing an effective compliance program, conducting risk assessments, having internal audits, reviewing policies and procedures, designating a compliance officer/privacy officer, and an information security officer, implementing corrective actions, communicating well, and expecting the best from employees.

7. Discuss and Review the Federally Qualified Health Centers Semiannual Compliance and Internal Audit Work Plans and Ethics Line Report

Mr. Slaughter outlined the semiannual compliance report for the FQHCs and provided an update on the projects related to HIPAA electronic referrals, women's clinic review and new facilities, and resident model compliance.

He provided details related to the internal audit projects, including FQHC grant funding reviews, and Care Reimagined controls and monitoring review.

Regarding the ethics point hotline, there were no calls received related to the FQHCs.

8. Maricopa County Special Health Care District Board of Directors Report

This item was not discussed.

**Valleywise Community Health Centers Governing Council  
Meeting Minutes – General Session – March 1, 2023**

**General Session, Presentation, Discussion and Action, cont.:**

9. Valleywise Health's President and Chief Executive Officer's Report

Mr. Purves expressed his appreciation to the Governing Council members and congratulated Dr. Barker for her appointment as Chief Executive Officer of the FQHCs.

He provided an overview of Valleywise Health's priorities, including the planning opening of the new acute care hospital. He explained the various logistics involved in making the transition.

A new master services agreement between the District and District Medical Group, to provide medical staff throughout Valleywise Health, had been approved by the Board of Directors and would strengthen the partnership between the two organizations moving forward.

Mr. Purves reiterated the ongoing operational challenges related to workforce shortages, stating staff had various initiatives underway that focused on recruitment and retention. There were also efforts underway to secure supplemental funding, as workforce shortages had increased expenses in salaries and contract labor.

He provided an update on the current legislative session, noting the organization's areas of focus, including efforts to establish a federal safety net hospital designation.

10. Chairman and Council Member Closing Comments/Announcements

Chairman Jacobson encouraged all members to continue to reach out to the community and recruit members to serve on the Governing Council.

11. Review Staff Assignments

Ms. Talbot reiterated the old business and noted there were no requests that stemmed from the meeting.

**Adjourn**

**MOTION:** Ms. McCarty moved to adjourn the March 1, 2023 Valleywise Community Health Centers Governing Council Meeting. Ms. Wilson seconded.

**VOTE:** 7 Ayes: Chairman Jacobson, Ms. Garganta, Mr. Hooper, Ms. Imam, Ms. McCarty,  
Ms. Sullivan, Ms. Wilson

0 Nays

**Motion passed.**

Meeting adjourned at 7:46 p.m.

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Cynthia Cornejo  
Deputy Clerk of the Board