

Minutes

**Valleywise Community Health Centers Governing Council Meeting
Virginia G. Piper Charitable Trust Pavilion
2609 East Roosevelt Street, Phoenix, AZ 85008
2nd Floor, Auditoriums 1 and 2
March 4, 2026, 5:30 p.m.**

Members Present:

Earl Arbuckle, Chair
Nelly Clotter-Woods, Vice Chair – *participated remotely*
Piedad Blake, Member
Chris Hooper, Member
Scott Jacobson, Member
Norma Muñoz, Member
Wayne Tormala, Member – *participated remotely*

Members Absent:

Salina Imam, Member
Aime Ishimwe, Member
Essen Otu, Member
Eileen Sullivan, Member

Others/Guest Presenters:

Michelle Barker, DHSc, Chief Executive Officer of the Federally Qualified Health Centers
Steve Purves, FACHE, President and Chief Executive Officer – *participated remotely*
Michael D. White, MD, MBA, Executive Vice President, Chief Clinical Officer
Claire Agnew, CPA, MBA, Executive Vice President, Chief Financial Officer – *participated remotely*
Paige Pataky, Assistant General Counsel
Melanie Talbot, Chief Governance Officer and Clerk of the Board – *participated remotely*
Noah Altman, Program Coordinator Grants
Steven Ortquist, JD, CHC-F, Interim Chief Compliance Officer
Tina Babenko, Chief Compliance Officer
Jason Vail Cruz, Senior Clinic Manager

Recorded by:

Denise Tapia, Deputy Clerk of the Board

Call to Order:

Chair Arbuckle called the meeting to order at 5:31 p.m.

Roll Call

Ms. Tapia called roll. Following roll call, she noted seven of the eleven voting members of the Valleywise Community Health Centers Governing Council were present, which represented a quorum.

For the benefit of all participants, Ms. Tapia announced the Governing Council members who participated remotely.

Call to the Public

Chair Arbuckle announces that Mr. Erick Manoa had resigned from the Governing Council, effective March 4, 2026.

**Valleywise Community Health Centers Governing Council
Meeting Minutes – General Session – March 4, 2026**

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 4, 2026
 - b. Contracts:
 - i. Intentionally Left Blank
 - c. Governance:
 - i. Approve a Congratulatory Letter from the Valleywise Community Health Centers Governing Council to the Valleywise Community Health Center-McDowell Staff
 - ii. Approve a Congratulatory Letter from the Valleywise Community Health Centers Governing Council to the Valleywise Comprehensive Health Center-Phoenix Internal Medicine Clinic Staff
 - d. Medical Staff:
 - i. Acknowledge the Federally Qualified Health Centers Medical Staff and Advanced Practice Clinician/Allied Health Professional Staff Credentials

MOTION: Mr. Hooper moved to approve consent agenda. Mr. Jacobson seconded.

VOTE: 7 Ayes: Chair Arbuckle, Vice Chair Clotter-Woods, Ms. Blake, Mr. Hooper, Mr. Jacobson, Ms. Muñoz, Mr. Tormala
0 Nays
4 Absent: Ms. Imam, Mr. Ishimwe, Mr. Otu, Ms. Sullivan
Motion passed.

2. Mission Moment – A Patient Story

Mr. Altman shared that he left Yuma for Phoenix at 21 in search of direction, only to be confronted with an HIV diagnosis within his first month, an experience that left him scared, unprepared, and facing stigma, including losing his housing. With care and reassurance from providers at Valleywise Health, he learned that HIV was manageable and that his future was still intact. Over time, he earned a social work degree from Arizona State University and spent more than a decade working in the HIV field. He ultimately returned to the same health system that once supported him, now serving as a program coordinator at Valleywise Community Health Center–McDowell, where he blends his lived experience with his professional training to offer compassion, guidance, and hope to others navigating similar challenges.

3. Federally Qualified Health Centers Compliance Program Update

Mr. Ortquist introduced Ms. Tina Babenko, Valleywise Health's new Chief Compliance Officer.

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

3. Federally Qualified Health Centers Compliance Program Update, cont.

Mr. Ortquist explained that the compliance program had required significant renovation. He emphasized that the core responsibility of the compliance office was to operate an effective program that prevented problems, corrected issues when they occur, and protected the organization if allegations arise. He described how federal expectations for compliance programs had evolved, including the separation of risk assessment from internal auditing because risk assessment defined what every other part of the program did to help avoid problems.

He reported substantial progress in modernizing the Valleywise Health compliance program. The most significant achievement was a complete overhaul of the Code of Conduct, which had previously been difficult to interpret. The updated version was published and assigned for annual employee review. He also noted that the compliance department owned approximately 85 policies and that a comprehensive review was underway to streamline them and focus on what employees truly need to know.

Mr. Ortquist stated the creation of an Executive Compliance Committee strengthened the disconnect between compliance operations and senior leadership. He explained that the new committee ensured executives were in a position to help steer the program. Modernization efforts included renegotiating contracts, simplifying training materials, and overhauling the ethics hotline, which previously contained outdated information. After redesigning the hotline and increasing awareness, reporting activity increased, particularly within Federally Qualified Health Centers (FQHC) operations.

He highlighted multiple priorities of the compliance department, with a focus on growing the compliance team, developing new policies on overpayment reporting and corrective action, and launching the annual risk assessment that would guide future compliance and audit work plans. He also highlighted the importance of clear reporting mechanisms and stating that people were more aware that there's a resource they could use.

4. Annual Governing Council Compliance Training

Mr. Ortquist began by defining a fiduciary, noting that it was somebody who has a legal duty to someone else. He emphasized that Board members also held fiduciary duties in their oversight of the organization, and that these duties were grounded in law.

He outlined the two primary fiduciary duties: the duty of care and the duty of loyalty. The duty of care applied when the Board was asked to approve organizational actions, requiring directors to act in good faith, exercise prudent judgment, and make decisions they reasonably believed were in the best interest of the organization. The duty of loyalty, which was most relevant to compliance oversight, required directors to act with fairness, honesty, and moral integrity, and prohibits self-dealing. He explained that the duty of loyalty extended beyond conflicts of interest and may require Board members to take action if they observe concerning issues, noting that in some organizations, Boards have had to step up and take action when compliance failures become severe.

Mr. Ortquist described the business judgment rule, which protected Boards when they acted in good faith and without self-interest. Courts generally avoided second-guessing Board decisions when directors demonstrated conscientious oversight. This principle reinforced the importance of informed, engaged governance and supported the Board's role in ensuring that the compliance program was functioning effectively and aligned with legal expectations.

He also summarized that exercising oversight required the Board to evaluate whether the compliance program was functioning effectively seeking information, reviewing issues, and monitoring outcomes. The guidelines expected Boards to assess whether the program helped prevent and detect problems, and to do so with the same seriousness that healthcare Boards typically applied to financial oversight. As he put it, sophisticated organizations would never operate without financial expertise on Board, and the sentencing guidelines envisioned a similar level of competence in compliance oversight.

**Valleywise Community Health Centers Governing Council
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General Session, Presentation, Discussion and Action, cont.:

4. Annual Governing Council Compliance Training, cont.

Mr. Ortquist mentioned the federal sentencing guidelines were described as the earliest formal framework for organizational compliance programs, first issued in the early 1990s. Mr. Ortquist explained that these guidelines stated that Boards had an obligation to be knowledgeable about the content and operation of the compliance program and to exercise reasonable oversight with regard to its operations, its implementation and effectiveness. Being knowledgeable meant that Board members were expected to maintain a management-level understanding of the program, the risks the organization faced, the features designed to address those risks, and the types of problems emerging across the healthcare industry. He noted that this required directors to dig in a little bit more than just coming to meetings together, reflecting a deeper level of engagement than Boards traditionally exercised.

He highlighted the role of the United States Department of Health and Human Services, Office of the Inspector General (HHS-OIG), as the primary enforcement and guidance authority for healthcare compliance offered practical guidance for health care governing Boards on compliance oversight and the link to the information was provided. He noted that the HHS-OIG maintained extensive resources, including a webpage dedicated to Board responsibilities, and had recently begun modernizing its compliance program guidance. He explained that the HHS-OIG's general compliance program guidance provided a clear outline of what an effective program looked like and served as an important reference point for Boards seeking to meet their oversight duties.

Mr. Ortquist listed 10 strategies to help the Board successfully implement and monitor a compliance and oversight program. The first strategy was to understand recommendations made for operating an effective compliance program. The next strategy was to become familiar with key legal requirements for healthcare organizations.

He continued to outline the strategies for success, noting the third strategy was to ensure the compliance program had adequate staffing and resources and assure there was a structured process to bring significant concerns to the Board, which was why it was important that the compliance office had appropriate access to the Board. The sixth strategy was to ensure the compliance program and process were effectively working for the organization by asking questions and testing processes. Compliance-related discussions and actions taken must be adequately documented in the Board minutes. The remaining strategies included using and relying on experts, following their recommendations, or documenting why recommendations were not taken, and taking required action when warranted.

Mr. Ortquist emphasized that a good compliance program was a continuous process.

5. Discuss, Review and Approve revisions to Valleywise Health Policy 060503 S – HRSA Legislative Mandate Compliance Policy

Dr. Barker explained that the policy outlined activities the organization was prohibited from engaging in, including lobbying, gun-control advocacy, and exceeding federal salary limitations. HRSA had reviewed the policy and requested several revisions which had been incorporated.

MOTION: Mr. Hooper moved to approve revisions to Valleywise Health policy 060503 S – HRSA Legislative Mandate Compliance policy. Ms. Muñoz seconded.

VOTE: 7 Ayes: Chair Arbuckle, Vice Chair Clotter-Woods, Ms. Blake, Mr. Hooper, Mr. Jacobson, Ms. Muñoz, Mr. Tormala

0 Nays

4 Absent: Ms. Imam, Mr. Ishimwe, Mr. Otu, Ms. Sullivan

Motion passed.

**Valleywise Community Health Centers Governing Council
Meeting Minutes – General Session – March 4, 2026**

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

6. Discuss, Review and Approve Valleywise Health Policy 01768 S – HRSA Hyde Amendment Policy

Dr. Barker said the HRSA Hyde Amendment Policy described the limited circumstances under which an abortion could be performed and clarified that federal funds could not be used to support those services. Although HRSA allowed abortions in cases of rape, incest, or when the mother’s life was in danger, Valleywise Health’s deed restriction prohibited providing abortions except when the mother’s life was at risk. In those rare situations, a defined process was in place to ensure compliance with HRSA guidance. Dr. Barker requested approval for the policy as part of the requirements for FQHC designation.

MOTION: Ms. Muñoz moved to approve the Valleywise Health policy 01768 S – HRSA Hyde Amendment policy. Mr. Jacobson seconded.

VOTE: 7 Ayes: Chair Arbuckle, Vice Chair Clotter-Woods, Ms. Blake, Mr. Hooper, Mr. Jacobson, Ms. Muñoz, Mr. Tormala
0 Nays
4 Absent: Ms. Imam, Mr. Ishimwe, Mr. Otu, Ms. Sullivan
Motion passed.

7. Discuss, Review and Approve the Maricopa County Special Health Care District dba Valleywise Health, Organizational Chart for the Federally Qualified Health Centers

Dr. Barker stated that the Valleywise Health organizational chart was kept current as positions changed. The chart reflected the change in the FQHC Medical Director, and the new Chief Compliance Officer.

MOTION: Mr. Jacobson moved to approve the Maricopa County Special Health Care District dba Valleywise Health, organizational chart for the Federally Qualified Health Centers. Mr. Hooper seconded.

VOTE: 7 Ayes: Chair Arbuckle, Vice Chair Clotter-Woods, Ms. Blake, Mr. Hooper, Mr. Jacobson, Ms. Muñoz, Mr. Tormala
0 Nays
4 Absent: Ms. Imam, Mr. Ishimwe, Mr. Otu, Ms. Sullivan
Motion passed.

9. Federally Qualified Health Centers’ Chief Executive Officer’s Report, Including Ambulatory Operational Dashboards

Dr. Barker presented the FQHC Ambulatory Dashboard and reported that the average appointment fill rate had reached 95.2 percent. New-patient priority appointments averaged 13 days, meeting the 14-day goal. She noted rising no-show rates, with some clinics approaching 30%, and explained that the increase was concentrated in clinic operations rather than across all FQHC services.

New-patient, non-priority wait times were 31 days, slightly above the 30-day benchmark. Press Ganey scores continued to improve, reaching 78.5%, exceeding the benchmark of 78 percent. Quality measures had reset in January and were progressing as expected.

Financially, January 2026 broke-even, expenses missed budget by two percent, and visit volume missed budget by 1.5 percent. Similar results were expected for February 2026, driven largely by provider absences and an increase in no-show rates.

**Valleywise Community Health Centers Governing Council
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General Session, Presentation, Discussion and Action, cont.:

9. Federally Qualified Health Centers' Chief Executive Officer's Report, Including Ambulatory Operational Dashboards, cont.

Mr. Hooper asked if the rising no-show rates had been discussed and what factors might be contributing to the increase.

Dr. Barker confirmed that a no-show committee was addressing no-show trends and that additional detail would be provided in the patient-access portion of the strategic plan. She noted that the no-shows could not be mitigated, which were only identified after appointment times had passed. FQHCs continued to manage scheduling templates actively, and late-arriving patients were generally still accommodated under existing policy.

8. Discuss and Review Strategic Planning Projects from the Federally Qualified Health Centers Strategic Plan for Fiscal Years 2025-2027

Mr. Vail Cruz reviewed the FQHC ambulatory strategic action plan. The first section focuses on enhancing the patient experience, and he provided an overview of accomplishments from year one and how those efforts were continuing into year two.

In year one, the concentration was on three major areas: optimizing provider templates to improve access and scheduling efficiency, increasing new patient growth to strengthen the payer mix, and improving patient satisfaction through measures such as Press Ganey scores. Template optimization included ensuring the right mix of appointment types, same-day visits, specialty visits, well-woman exams, pediatric appointments, and others, while also improving timely access for patients with different insurance types. The goal was to align scheduling capacity with demand, reduce wait times, and support overall patient satisfaction. Valleywise Health was working to balance its unusually high proportion of self-pay patients by attracting more insured patients, recognizing that financial sustainability was essential to maintaining mission-driven care. Patient satisfaction scores improved significantly over the first year and remain a priority moving into year two.

Mr. Vail Cruz stated most initiatives from year one were continuing, though efforts to integrate behavioral health wait-time improvements were paused due to insufficient data. No-show rates remain a challenge, with the baseline unchanged, prompting a renewed focus from the no-show committee. Early year-two performance indicators show improvements in booking time, priority patient scheduling, and provider fill rates, though these gains had not yet translated into reduced no-show rates. Data analysis was underway to understand patterns related to appointment types, locations, and provider relationships.

He noted a deeper review of no-shows highlighted that the year-one goal of 15% was ambitious, with actual performance at 16.78%, which aligned with industry norms. The FQHC leadership team was examining factors that may be within their control to help patients attend appointments or cancel earlier.

Mr. Vail Cruz mentioned the strategies included improving MyChart utilization, enhancing appointment reminders and calendar integration, analyzing appointment-type trends, piloting transportation support, and reviewing policies such as the two-hour cancellation window. A Valleywise Health cross-departmental committee was coordinating these efforts to make improvements in year two.

Mr. Tormala raised an important question regarding the persistent no-show rates. He asked if Valleywise Health was examining the demographics of patients who miss appointments, and specifically whether fear among immigrants or individuals who may feel targeted by federal immigration policies could be contributing to no-show behavior.

**Valleywise Community Health Centers Governing Council
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General Session, Presentation, Discussion and Action, cont.:

8. Discuss and Review Strategic Planning Projects from the Federally Qualified Health Centers Strategic Plan for Fiscal Years 2025-2027, cont.

Mr. Vail Cruz said the fear among immigrant and refugee communities did appear to influence no-show rates particularly in clinics serving higher numbers of refugee patients. He noted that the Patient Assistance Center (PAC) team was actively gathering demographic data to confirm these patterns, including a detailed analysis.

He also explained Valleywise Health was exploring additional resources such as alternative transportation options, which may help patients feel safer traveling to appointments without relying on public transit.

Ms. Blake asked whether the PAC team conducted direct follow-up with patients who no-show, specifically, whether staff call individuals after a missed appointment to understand the reason and determine how the organization could better support them.

Mr. Vail Cruz confirmed that follow-up outreach was already part of Valleywise Health's standard operating procedure. Staff call patients in advance to confirm appointments and, if a patient no-shows, they follow up afterward to express that they were missed, offer to reschedule, and ask what happened. He noted that a small study conducted with one provider last fiscal year examined whether the timing of reminder or follow-up calls influenced rescheduling behavior or reduced no-shows; the results showed no meaningful impact.

Mr. Hooper asked for clarification on MyChart training, noting that the Governing Council had discussed the topic previously for both staff and patients. He expressed concern that many patients, especially new patients or those who are not technologically experienced may be unaware of the numerous opt-in communication features within MyChart. He emphasized the importance of ensuring patients understand how to access these options and receive adequate guidance when entering the system, so they can fully benefit from appointment reminders, messaging, and other digital tools that support attendance and engagement.

Mr. Vail Cruz explained that MyChart enrollment and notification settings were being reviewed through a Valleywise Health cross-departmental effort, as improvements would require both policy changes and technology updates. He shared his preferred approach: automatically opting all patients into all MyChart communication features by default, rather than relying on patients to manually opt in. Patients could then opt out of specific notifications if they choose.

He noted that this shift could help ensure patients, especially those who are unfamiliar with MyChart or less technologically experienced receive the reminders and communication needed to support appointment attendance. The No-Show Committee was actively working to advance this change.

Mr. Jacobson asked whether Valleywise Health had data on how many patients were not using MyChart.

Dr. White reported that 41% of patients across Valleywise Health including all clinics and inpatient sites were enrolled in MyChart. This meant that 59% of patients remain unenrolled, representing a significant opportunity to expand digital engagement.

Mr. Vail Cruz highlighted one key challenge and one success observed between year one and year two of the ambulatory strategic action plan. He emphasized that there would be continued focus and intensify efforts in these areas as they move forward.

He noted that the organization was currently conducting the Community Health Needs Assessment (CHNA) survey, which would play a critical role in shaping the future direction of the ambulatory strategic action plan.

**Valleywise Community Health Centers Governing Council
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General Session, Presentation, Discussion and Action, cont.:

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

Mr. Purves reported that the quarterly financial review showed the organization was currently meeting budget goals, supported significantly by state-directed payment programs that enhance Medicaid funding. He noted that while financial headwinds were expected due to upcoming legislative changes, Valleywise Health was preparing accordingly. Organizational performance remained strong overall, with most goals being exceeded, though Hospital Consumer Assessment of Healthcare Providers and Systems (HCAHPS) scores remain slightly below an ambitious target.

He stated the search for the new Chief Executive Officer (CEO) was in process, noting that the Board of Directors aimed to identify candidates by late spring or early summer, with a final selection anticipated in early summer to allow for a smooth transition.

Mr. Purves expressing gratitude for the Governing Council's oversight and volunteer service, emphasizing the value of their commitment to Valleywise Health's FQHCs.

11. Governing Council Member Closing Comments/Announcements

There were no comments.

Adjourn

MOTION: Mr. Hooper moved to adjourn March 4, 2026, Valleywise Community Health Centers Governing Council Meeting. Mr. Jacobson seconded.

VOTE: 7 Ayes: Chair Arbuckle, Vice Chair Clotter-Woods, Ms. Blake, Mr. Hooper, Mr. Jacobson, Ms. Muñoz, Mr. Tormala
0 Nays
4 Absent: Ms. Imam, Mr. Ishimwe, Mr. Otu, Ms. Sullivan
Motion passed.

Meeting adjourned at 6:50 p.m.



Denise Tapia
Deputy Clerk of the Board