

Minutes

<p style="text-align: center;">Valleywise Community Health Centers Governing Council Valleywise Health Medical Center Administration and Conference Center, Auditoriums 1 through 4 May 18, 2023 12:30 p.m.</p>
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Members Present:

Scott Jacobson, Chairman
Eileen Sullivan, Vice Chairman – *left at 2:59 p.m.*
Earl Arbuckle, Member
Chris Hooper, Member
Salina Imam, Member – *arrived at 2:32 p.m.*
Norma Muñoz, Member

Members Absent:

Liz McCarty, 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
Melanie Talbot, Chief Governance Officer
Crystal Garcia, RN, MBA/HCM, Vice President, Specialty Services, Quality and
Safety
Matthew Meier, MBA, Vice President, Financial Services
LT Slaughter, CPA, MBA, Chief Compliance Officer – *participated remotely*
Addy Muñoz, MBA, Executive Assistant II

Recorded by:

Cynthia Cornejo, Senior Deputy Clerk of the Board

Call to Order:

Chairman Jacobson called the meeting to order at 12:34 p.m.

Roll Call

Ms. Talbot called roll. Following roll call, she noted that five of the eight 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

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

**Valleywise Community Health Centers Governing Council
Meeting Minutes – General Session – May 18, 2023**

General Session, Presentation, Discussion and Action:

1. Welcome and Introductions

Chairman Jacobson stated that feedback from new Governing Council members on what could be done to provide an informational welcome was encouraged. The focus of the Governing Council was to provide oversight of Valleywise Health's Federally Qualified Health Centers (FQHCs) and improve outreach efforts.

Dr. Barker thanked the members for volunteering their time to participate on the Governing Council. She wanted to ensure that the tools needed to complete the tasks were provided.

2. Present a Brief History on Valleywise Health

Ms. Addy Muñoz outlined Valleywise Health's Mission, Vision and Values, and provided a timeline of the organization, which opened in 1883. She noted key historical events and showcased visuals of the new acute hospital tower, which was currently under construction.

Chairman Jacobson recognized the organization had consistently specialized in providing care for the most vulnerable communities, including tuberculous (TB), human immunodeficiency virus (HIV), and burn patients.

Ms. Talbot said the organization had been known by several names; Maricopa County General Hospital, Maricopa Medical Center (MMC), Maricopa Integrated Health System (MIHS), and as of 2019 was known as Valleywise Health, as of 2019.

3. Discuss Federally Qualified Health Center Designation

Ms. Addy Muñoz stated that achieving full FQHC status allowed Valleywise Health to be eligible for additional grant funding. A video distributed by Arizona Alliance for Community Health Centers (AACHC), explaining Community Health Centers was played. (<https://www.youtube.com/watch?v=Tkmp892Uvto>).

4. Discuss Valleywise Health's Federally Qualified Health Centers' Locations, Services and Patient Demographics

Dr. Barker reviewed national Community Health Center statistics, noting there were 1,400 FQHC and FQHC Look-Alikes across the country, with 14,000 locations, serving 30 million patients, and employing 270,000 people. In Arizona, there were 23 FQHCs, approximately 200 locations, over 3.3 million patients, and employing nearly 7,900 people.

Valleywise Health served over 87,000 individual patients a year, with 62% of patients being Hispanic, and 43% of patient speaking a language other than English. Over half of the patients, 60%, were at or below the federal poverty level (FPL), and 34% had no form of insurance.

Dr. Barker said that the Uniform Data System (UDS) compiled statistical, geographical, and demographic information for all FQHC systems, and that information was available for the public.

Chairman Jacobson asked if the information could determine the number of pediatric patients by area.

Dr. Barker said that data was categorized by the number of patients within a zip codes.

She reviewed Valleywise Health FQHCs locations and the services provided at each location. She noted all locations had a pharmacy, lab, access to financial eligibility assessment, and language services. Some locations also had dental and imaging services. Specialty services provided varied by location.

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

4. Discuss Valleywise Health's Federally Qualified Health Centers' Locations, Services and Patient Demographics, cont.

Dr. Barker stated the Valleywise Health FQHCs were unique, as they were connected to an acute care hospital. Valleywise Health system included the acute care hospital, three inpatient behavioral health hospitals, two emergency departments, nine Community Health Centers, and two Comprehensive Health Centers.

Mr. Hooper asked if there was capacity to expand outpatient behavioral health services.

Dr. Barker stated that integrated behavioral health services had been expanded to all FQHCs and would continue to be a strong component to future strategic planning initiatives.

5. Overview of the Maricopa County Special Health Care District Board of Directors

Ms. Talbot stated the Maricopa County Special Health Care District (District) was previously operated by Maricopa County, however, in 2002 Maricopa County officials contemplated closing the hospital. In early 2003, a citizen's task force was formed, resulting in the initiative for a special taxing district being placed on the 2003 ballot, which was approved by voters. The first Board of Directors was elected in 2004.

The elected Board of Directors consists of five members, one from each supervisorial district in Maricopa County. The four-year terms are staggered, to limit the potential turnover during each election. There are no limits on the number of times an individual may run for office.

She provided an overview of the current Board of Directors and the districts they represent, noting the information was available on the Board of Directors homepage of the Valleywise Health website.

6. Overview of the Co-applicant Operational Arrangement Between the Maricopa County Special Health Care District and the Valleywise Community Health Centers Governing Council; and Overview of the Valleywise Community Health Centers Governing Council Bylaws

Ms. Talbot explained the Health Resources and Services Administration (HRSA) requirements for receiving an FQHC designation and the ability for the District, a public agency, to utilize a co-applicant governance structure.

The Co-Applicant Operational Arrangement (Arrangement) was between the District and the Governing Council and outlined the responsibilities and authority of each party, as well as shared responsibilities.

She noted the Chief Executive Officer (CEO) of the FQHCs, Dr. Barker, was an employee of the District that reported to the Governing Council. However, she also served as Valleywise Health's Senior Vice President of Ambulatory Services and reported to the Chief Clinical Officer.

The current Arrangement was scheduled to be reviewed and updated, where applicable, and presented to the Governing Council at a future meeting.

The Governing Council bylaws established detailed rules for the governance and operation of the Governing Council, defined the purpose, requirements for membership, officers, and duties. Processes, such as filling vacancies, conducting meeting, and frequency of meetings, were also defined. The bylaws mirrored the Arrangement and outlined HRSA requirements.

She noted the Governing Council's bylaws were available on the Governing Council homepage of the Valleywise Health website.

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

7. Presentation on Arizona's Open Meeting Law

Ms. Talbot provided an overview of Arizona's Open Meeting Law (OML), which was outlined in the Arizona Revised Statutes sections (A.R.S. §) 38-431 through 38-431.09. She explained that the purpose was to ensure public bodies conducted their business openly, allowed public access and with transparency. The District was considered a public body as it was a political subdivision of the State of Arizona and included all committees of the public body.

She listed what public bodies were required to do, defined a meeting, explained notices, and announced the public's rights and use of call to the public.

She reviewed how violations of OML may occur through in-person, phone, email or text communication between Governing Council members. She provided guidelines on how to avoid such instances.

BREAK: 2:02 p.m. – 2:13 p.m.

8. Valleywise Community Health Centers Governing Council's Responsibilities with Quality and Financial Oversight, and Compliance

Mr. Slaughter stated that every incoming Governing Council member received compliance training prior to being sworn in, and each member received annual training thereafter. He outlined the Valleywise Health's compliance program and reiterated the Governing Council's responsibility in maintaining compliance with regulatory and federal agencies, including but not limited to Arizona Health Care Cost Containment System (AHCCCS) and HRSA.

Mr. Meier outlined the Governing Council's responsibility as it pertained to financial oversight. He reviewed the income statement and explained the data that contributed to the results.

NOTE: Ms. Imam arrived at 2:32 p.m.

Mr. Meier provided an in-depth explanation of the operating expenses, and how the amounts were calculated.

Mr. Hooper requested clarification on medical service fees.

Mr. Meier stated that the medical providers, such as physicians, nurse practitioners, and physician assistants, were not employed by Valleywise Health, but were employed by District Medical Group (DMG). Valleywise Health had a closed medical staff, with DMG providing all medical and allied health staff throughout the organization. Valleywise Health employed the dentists.

Ms. Norma Munoz asked who provided oversight of the providers.

Dr. Barker outlined the structure, noting the Chief Clinical Officer was ultimately responsible for the providers.

Chairman Jacobson asked if the budget was established by the District Board of Directors.

Mr. Meier said that the Governing Council approved the budgets for the FQHCs as well as the Governing Council department. The budget for the District, as a whole, was approved by the Board of Directors.

He provided an overview of the financial indicators and payer mix information.

Mr. Hooper asked if the payer mix within each FQHC impacted their operations.

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

8. Valleywise Community Health Centers Governing Council's Responsibilities with Quality and Financial Oversight, and Compliance, cont.

Mr. Meier explained the budgets were developed based on historical data and trends. There was a focus on financial screenings, to assist eligible patients enroll in AHCCCS.

Dr. Barker stated that FQHC financial goals were to meet or exceed the budgeted visit amounts, reduce expenses, and increase grant revenue.

Ms. Garcia provided an overview Valleywise Health's Quality Committee Structure, explained the UDS reporting timeline, and outlined the clinical process and outcome measures that were reported.

She showcased the results submitted for calendar year (CY) 2022, highlighting nine of the thirteen measures were within the established benchmarks.

Ms. Norma Muñoz asked who collected the data for the reports.

Ms. Garcia said the quality analyst gathered the data from the electronic medical record. The results represented the whole Valleywise Health system and staff was working to break the data out by FQHC.

Mr. Hooper noted the metric for controlling high blood pressure did not meet the benchmark for CY 2022. He understood action plans were in place, however, if not improvements were made, were there other solutions that would be implemented.

Ms. Garcia said there was a sub-committee created to focus specifically on the metric and would develop and implement next steps until improvements were achieved.

Mr. Hooper asked if the metric consistently met the benchmark, were the resources then dedicated to those metrics that were not meeting the benchmark.

Ms. Garcia said all the metrics were monitored, however, there was an additional focus on those that were outside the benchmark, to improve the outcomes.

Mr. Hooper asked if patients provided input in the action plans.

Ms. Garcia said the action plans were currently developed by internal teams.

She outlined the FQHC patient satisfaction process, how the information was gathered and what the results represented. Each FQHC was provided the comments received on a weekly basis.

Mr. Hooper asked if patients were contacted, if negative feedback was provided.

Ms. Garcia stated the surveys were submitted anonymously. However, if the patient included their contact information, staff may reach out and gather more information related to their concerns.

Ms. Norma Munoz asked if the surveys were specific for each FQHC and if trends had been identified and how they were addressed.

Dr. Barker said the most common concern was ease of getting an appointment, and there were continued plans developed to improve access to care.

Ms. Garcia noted the questions related to outpatient behavioral health were recently approved and all integrated behavioral health patients would soon receive surveys.

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

8. Valleywise Community Health Centers Governing Council's Responsibilities with Quality and Financial Oversight, and Compliance, cont.

Mr. Arbuckle asked if feedback had been received related to online appointment processes and provider responsiveness on MyChart.

Dr. Barker said that a workgroup had been created to address appointment scheduling for specific FQHCs and would soon be implemented throughout all FQHCs.

Chairman Jacobson stated that online appointments and referrals through MyChart was a major issue and may contribute to negative feedback and responses.

BREAK: 3:35 p.m. – 3:42 p.m.

9. Discuss the Valleywise Community Health Centers Governing Council's Committees

Chairman Jacobson said the Governing Council committees should support what the CEO and organization was trying to accomplish. He suggested the Governing Council focus on strategic planning and outreach.

Dr. Barker explained the Governing Council previously had several committees, Finance Committee, Compliance and Quality Committee, Strategic Planning and Outreach Committee, and Executive Committee. The Governing Council now discussed finance, quality and compliance items as a group, as each Governing Council member was responsible for each component.

She agreed the Governing Council should focus on strategic planning and outreach, however, instead of one committee, there should be two.

The Strategic Planning Committee would focus on developing a strategic plan for the FQHCs and Governing Council and review every three years. She suggested that the committee commence after Valleywise Health developed the overall strategic plan.

Outreach Committee would focus on reaching out to patients, recruiting new Governing Council members, and focus on the Community Health Needs Assessment.

Ms. Talbot explained the process to develop the recommended committees.

Ms. Norma Munoz asked if Governing Council members would volunteer or be appointed to the committees.

Ms. Talbot stated that each Governing Council member was required to participate in at least one committee.

Mr. Hooper asked if a Governing Council member may serve on more than one committee.

Dr. Barker stated that since the Governing Council was small in size, there may be challenges in distributing the committee work and the focus should be placed on what the Governing Council wanted to accomplish.

Chairman Jacobson said there was a lot of work to do with outreach.

Ms. Munoz asked if the committees would add more meetings to the schedule.

Dr. Barker said that the committee charter would determine the meeting frequency.

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

10. Review Valleywise Community Health Centers Governing Council Meetings: Preparation, Structure, and Governance

Ms. Talbot explained the Governing Council agendas were created based on HRSA and bylaw requirements. She explained how the consent agenda was utilized to approve multiple items with one vote. The documents for the agenda items were gathered and distributed to Governing Council members five days prior to the meeting, to allow time for Governing Council members to review and arrive at the meeting prepared and questions from Governing Council members were encouraged.

A quorum of the Governing Council must be present, either in-person or through technological means, prior to the meeting being called to order. The meetings were conducted using parliamentary procedures.

She outlined the difference between governance and management, noting governance provided oversight and gave direction. Management managed operations and implemented policies.

Good governance consisted of recruiting new members, treating others with respect, meeting engagement, participating in education opportunities, and developing a succession plan.

11. Valleywise Community Health Centers Governing Council's Mentorship Program

Chairman Jacobson said a mentorship program was created to assist new Governing Council members.

Mr. Hooper stated that when he joined the Governing Council, he felt welcome, however, he was unfamiliar with parliamentary procedures and other protocols.

Ms. Talbot said that Governing Council members are encouraged to provide feedback on what would have been useful information to assist new members during their first two meetings.

Dr. Barker said that feedback would be used to develop a mentee checklist and create a small packet of information to provide new members.

Mr. Arbuckle stated that he was able to maneuver through his first meetings, however, he was unsure of what to do.

Ms. Munoz said that Ms. McCarty was very helpful and provided useful background of the Governing Council, but she adapted to the Governing Council due to her previous experience on school boards.

Chairman Jacobson said that as the Governing Council membership expanded, the mentorship program would evolve.

12. Closing Comments

Dr. Barker stated that a survey would be distributed to the Governing Council members, requesting feedback related to the topics discussed. That information would be used to improve orientation processes for new Governing Council members.

Ms. Talbot announced the Governing Council meetings held in March, June, September and December were held in-person.

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Adjourn

MOTION: Mr. Arbuckle moved to adjourn the May 18, 2023 Valleywise Community Health Centers Governing Council Meeting. Mr. Hooper seconded.

VOTE: 5 Ayes: Chairman Jacobson, Mr. Arbuckle, Mr. Hooper, Ms. Imam, Ms. Munoz
0 Nays
3 Absent: Vice Chairman Sullivan, Ms. McCarty, Ms. Wilson
Motion passed.

Meeting adjourned at 4:21 p.m.

Cynthia Cornejo
Senior Deputy Clerk of the Board