

Minutes

<p>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 June 4, 2025, 5:30 p.m.</p>

Members Present:

Scott Jacobson, Chairman
Piedad Blake, Member
Earl Arbuckle, Member
Nelly Clotter-Woods, Member – *participated remotely, then in-person*
Chris Hooper, Member
Salina Imam, Member
Aime Ishimwe, Member
Eric Manoa, Member
William O'Neill, Member – *participated remotely*
Wayne Tormala, Member – *participated remotely*
Jane Wilson, Member

Members Absent:

Eileen Sullivan, Vice Chairman
Norma Muñoz, Member
Essen Otu, 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, Chief Clinical Officer
Claire Agnew, CPA, MBA, Executive Vice President, Chief Financial Officer – *participated remotely*
Melanie Talbot, Chief Governance Officer and Clerk of the Board
L.T. Slaughter, CPA, MBA Chief Compliance Officer
Jeff Spacht, Manager FQHC Pediatric Clinic

Recorded by:

Denise Tapia, Deputy Clerk of the Board

Call to Order:

Chairman Jacobson called the meeting to order at 5:30 p.m.

Roll Call

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

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

**Valleywise Community Health Centers Governing Council
Meeting Minutes – General Session – June 4, 2025**

Call to the Public

Chairman Jacobson expressed his appreciation to Ms. Wilson for her dedication and service during her three-year term on the Governing Council. He extended his best wishes on her future endeavors.

Ms. Wilson conveyed her gratitude for her opportunity to serve on the Governing Council. She stated that Valleywise Health was a magnificent organization and shared her gratitude for the experience.

General Session, Presentation, Discussion and Action:

1. Approval of Consent Agenda:
 - a. Minutes:
 - i. Intentionally Left Blank
 - b. Contracts:
 - i. Intentionally Left Blank
 - c. Governance:
 - i. Reappoint Earl Arbuckle to the Valleywise Community Health Centers Governing Council
 - ii. Reappoint Chris Hooper to the Valleywise Community Health Centers Governing Council
 - iii. Reappoint Norma Muñoz to the Valleywise Community Health Centers Governing Council
 - d. Medical Staff:
 - i. Acknowledge the Federally Qualified Health Centers Medical Staff and Advanced Practice Clinician/Allied Health Professional Staff Credentials

MOTION: Mr. Arbuckle moved to approve the consent agenda. Ms. Wilson seconded.

VOTE: 10 Ayes: Chairman Jacobson, Mr. Arbuckle, Ms. Blake, Dr. Clotter-Woods, Mr. Hooper, Mr. Ishimwe, Mr. Manoa, Mr. O'Neill, Mr. Tormala, Ms. Wilson
0 Nays
4 Absent: Vice Chair Sullivan, Ms. Imam, Ms. Muñoz, Mr. Otu
Motion passed.

**Valleywise Community Health Centers Governing Council
Meeting Minutes – General Session – June 4, 2025**

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

2. Mission Moment – A Patient Story

Mr. Spacht stated during a clinic visit, staff responded quickly to an argument between a young couple in an exam room. Though the situation was not physically violent, their child was visibly upset. The care team separated the parents, comforted the child, and ensured the visit continued safely. The child's father expressed a deep desire to be a good parent despite his difficult upbringing in foster care. Staff connected him with a support group for single fathers. A month later, the father was thriving, attending meetings and helping other dads.

Mr. Spacht expressed that he was grateful to have made a meaningful difference in the life of the father, especially for the child.

NOTE: Ms. Imam arrived at 5:36 p.m.

1. Approval of Consent Agenda cont.

c. Governance:

- i. Reappoint Earl Arbuckle to the Valleywise Community Health Centers Governing Council
- ii. Reappoint Chris Hooper to the Valleywise Community Health Centers Governing Council

Ms. Tapia administered the Oath of Office to Mr. Arbuckle and Mr. Hooper for membership reappointment to the Valleywise Community Health Centers Governing Council, as required by the Governing Council bylaws.

3. Elect a Chairman and Vice Chairman of the Valleywise Community Health Centers Governing Council for one (1) Year Terms for Fiscal Year 2026, commencing July 1, 2025

Ms. Talbot provided an explanation of the election process to the Governing Council members.

Mr. Arbuckle expressed interest in serving as Chairman of the Governing Council for fiscal year (FY) 2026. He highlighted the valuable opportunity he had gained. He also received a deeper understanding of the Governing Council operations.

MOTION: Mr. Hooper moved to elect Earl Arbuckle as Chairman of the Valleywise Community Health Centers Governing Council for a one-year term, for the fiscal year 2026, commencing July 1, 2025. Mr. Manoa seconded.

VOTE: 10 Ayes: Chairman Jacobson, Ms. Blake, Dr. Clotter-Woods, Mr. Hooper, Ms. Imam, Mr. Ishimwe, Mr. Manoa, Mr. O'Neill, Mr. Tormala, Ms. Wilson
0 Nays
3 Absent: Vice Chairman Sullivan, Ms. Muñoz, Mr. Otu
1 Abstain: Mr. Arbuckle
Motion passed.

**Valleywise Community Health Centers Governing Council
Meeting Minutes – General Session – June 4, 2025**

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

3. Elect a Chairman and Vice Chairman of the Valleywise Community Health Centers Governing Council for one (1) Year Terms for Fiscal Year 2026, commencing July 1, 2025, cont.

Dr. Barker read a letter from Mr. Otu, in which he outlined his qualifications and experiences that support his candidacy for Vice Chairman of the Valleywise Health Community Health Centers Governing Council.

Dr. Clotter-Woods stated she was interested in running for the Vice Chairman position for the Valleywise Health Community Health Centers Governing Council. She shared that she believes deeply in Valleywise Health's mission and objectives. She described her role on the Governing Council as a true calling, viewing herself as an ambassador for the organization.

MOTION: Mr. Tormala moved to elect Dr. Nelly Clotter-Woods as Vice Chairman of the Valleywise Community Health Centers Governing Council for a one-year term, for the fiscal year 2026, commencing July 1, 2025. Ms. Wilson seconded.

VOTE: 10 Ayes: Chairman Jacobson, Mr. Arbuckle, Ms. Blake, Mr. Hooper, Ms. Imam, Mr. Ishimwe, Mr. Manoa, Mr. O'Neill, Mr. Tormala, Ms. Wilson
0 Nays
3 Absent: Vice Chairman Sullivan, Ms. Muñoz, Mr. Otu
1 Abstain: Dr. Clotter-Woods
Motion passed.

NOTE: Dr. Clotter-Woods arrived in person at 6:13 p.m.

4. Discuss, Review and Approve the Annual Internal Audit Work Plan for the Federally Qualified Health Centers for Fiscal Year 2026

Mr. Slaughter presented the annual Internal Audit Work Plan related to the Federally Qualified Health Centers (FQHCs) for FY 2026. He reported that the audit team identified the top 30 risk factors facing the organization. He emphasized that effectively managing these key risks could potentially mitigate up to 80% of the overall organizational risk.

The projects identified included but were not limited to FQHC Uniform Guidance grant reviews, District Medical Group (DMG) contract flows, purchase card (p-card) and accounts payable controls, IT disaster recovery/business continuity assessment and safer guidelines, violent patients/active shooter infant abduction, and Care Reimagined final audit.

MOTION: Mr. Arbuckle moved to approve the annual Internal Audit Work Plan for the Federally Qualified Health Centers for fiscal year 2026. Mr. Manoa seconded.

VOTE: 11 Ayes: Chairman Jacobson, Mr. Arbuckle, Ms. Blake, Dr. Clotter-Woods, Mr. Hooper, Ms. Imam, Mr. Ishimwe, Mr. Manoa, Mr. O'Neill, Mr. Tormala, Ms. Wilson
0 Nays
3 Absent: Vice Chairman Sullivan, Ms. Muñoz, Mr. Otu
Motion passed.

**Valleywise Community Health Centers Governing Council
Meeting Minutes – General Session – June 4, 2025**

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

5. Discuss, Review and Approve the Annual Compliance Work Plan for the Federally Qualified Health Centers for Fiscal Year 2026

Mr. Slaughter presented the annual Compliance Officer's Work Plan related to the FQHCs for FY 2026. He outlined the process that was conducted to identify areas of focus.

The projects identified included but were not limited to coding review and training, artificial intelligence risks in healthcare, charge master and charge capture review, pharmacy 340b compliance, information blocking/price transparency/no surprise act, and the Uniform Guidance review.

Mr. O'Neill asked whether the risk factors were ranked on a scale from one to ten.

Mr. Slaughter clarified that the risk factors were ranked on a scale where five represented the highest level of risk.

MOTION: Mr. Hooper moved to approve the annual Compliance Work Plan for the Federally Qualified Health Centers for fiscal year 2026. Dr. Clotter-Woods seconded.

VOTE: 11 Ayes: Chairman Jacobson, Mr. Arbuckle, Ms. Blake, Dr. Clotter-Woods, Mr. Hooper, Ms. Imam, Mr. Ishimwe, Mr. Manoa, Mr. O'Neill, Mr. Tormala, Ms. Wilson
0 Nays
3 Absent: Vice Chairman Sullivan, Ms. Muñoz, Mr. Otu
Motion passed.

6. Discuss, Review and Approve Submission to Health Resources and Services Administration for a Change in Scope to extend the hours by 7.5 per week at the Valleywise Community Health Center-Guadalupe, effective August 18, 2025

This item was not discussed or voted on.

7. Meeting Update/Report from Valleywise Community Health Centers Governing Council's Connecting with the Community Committee

Mr. Hooper noted that the Committee reviewed FQHC community outreach efforts and identified two key items to support: staff storytelling and assistance for the clinics with or without planned events.

8. Federally Qualified Health Centers' Chief Executive Officer's Report, including Ambulatory Operational Dashboards

Dr. Barker congratulated Mr. Arbuckle on his appointment as Chairman and Dr. Nelly Clotter-Woods as Vice Chairman of the Governing Council for the 2025-2026 fiscal year.

Dr. Barker reviewed the ambulatory operational dashboard for April 2025. She noted that the appointment fill rate was 90.6%, slightly below the target of 93 percent. The organization adopted a new strategy to enhance scheduling, known as open scheduling.

She reported that the current average wait time for patient appointments was 31 days, exceeding the target of 21 days. Due to discrepancies in the data reports, adjustments would be implemented to more accurately track the metric.

**Valleywise Community Health Centers Governing Council
Meeting Minutes – General Session – June 4, 2025**

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

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

The Press Ganey patient experience scores stood at 76.3%, just under the revised goal of 77 percent. Financial revenues were better than budget by 7%, expenses missed budget by 4%, and clinic visits were better than budget by 4.2 percent.

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

Mr. Purves announced the Board of Directors had approved a bond proposition totaling \$898 million Proposition 409, which would appear on the November 4, 2025 general election ballot for voter consideration. This proposition included a range of planned improvements for Valleywise Health.

Mr. Purves mentioned there were concerns regarding reductions in Medicaid funding and the changes to the Affordable Care Act tax subsidies. He noted that these changes were expected to result in 11 million individuals losing their health coverage nationwide. He emphasized that this outcome was unacceptable and would significantly impact access to care, particularly threatening the economic stability of safety net hospitals, especially in rural communities.

Additionally, Mr. Purves invited the Governing Council members to a celebration marking the one-year anniversary of the grand opening of the new Valleywise Health Medical Center, scheduled for Thursday, June 5, 2025.

10. Governing Council Member Closing Comments/Announcements

There were no comments

Adjourn

MOTION: Ms. Wilson moved to adjourn the June 4, 2025, Valleywise Community Health Centers Governing Council Meeting. Mr. Hooper seconded.

VOTE: 11 Ayes: Chairman Jacobson, Mr. Arbuckle, Ms. Blake, Dr. Clotter-Woods, Mr. Hooper, Ms. Imam, Mr. Ishimwe, Mr. Manoa, Mr. O'Neill, Mr. Tormala, Ms. Wilson
0 Nays
3 Absent: Vice Chairman Sullivan, Ms. Muñoz, Mr. Otu
Motion passed.

Meeting adjourned at 6:46 p.m.



Denise Tapia
Deputy Clerk of the Board