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
July 1, 2026, 5:30 p.m.

Members Present:
Earl Arbuckle, Chair *– participated remotely*
Nelly Clotter-Woods, Vice Chair *– participated remotely*
Piedad Blake, Member
Glenda Cota, Member
Chris Hooper, Member *– participated remotely*
Maria Mancinas, Member
Steven Pettigrew, Member
Eileen Sullivan, Member
Wayne Tormala, Member *– participated remotely*

Members Absent:
Aime Ishimwe, Member
Norma Muñoz, Member

Others/Guest Presenters:
Michelle Barker, DHSc, Chief Executive Officer of the Federally Qualified Health Centers
Steve A. Purves, FACHE, President and Chief Executive Officer, Valleywise Health *– participated remotely*
Michael D. White, MD, MBA, Executive Vice President, Chief Clinical Officer
Paige Pataky, JD, Assistant General Counsel
Melanie Talbot, Chief Governance Officer and Clerk of the Board
Mattew Meier, MBA, FACHE, Acting Chief Financial Officer
Warren Whitney, MBA, Executive Vice President, Chief Administrative Officer
Tina Babenko, Chief Compliance Officer
Jennifer Andrews, Senior Director, Development and Construction
Kelly Nightengale, Manager, Comprehensive Health Center – Phoenix

Recorded by: Denise Tapia, Deputy Clerk of the Board

Call to Order:

Chair Arbuckle called the meeting to order at 5:30 p.m.

Roll Call

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

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

Call to the Public

Chair Arbuckle called for public comment. There were none.

General Session, Presentation, Discussion and Action:

1. Approval of Consent Agenda:

   a. Minutes:

      i. Approve Valleywise Community Health Centers Governing Council Meeting minutes dated June 3, 2026

   b. Contracts:

      i. Intentionally Left Blank

   c. Governance:

      i. Reappoint Essen Otu to the Valleywise Community Health Centers Governing Council

      ii. Approve registration, transportation and lodging fees, and meals & incidentals per diem not to exceed allowable rates under applicable District practices and policies for Earl Arbuckle and Nelly Clotter-Woods to attend the National Association of Community Health Centers (NACHC) Annual Conference August 16-18, 2026, in Las Vegas, Nevada

   d. Medical Staff:

      i. Acknowledge the Federally Qualified Health Centers Medical Staff and Advanced Practice Clinician/Allied Health Professional Staff Credentials

Ms. Sullivan requested item 1.a.i., Valleywise Community Health Centers Governing Council meeting minutes dated June 3, 2026, to be removed from the consent agenda, to be discussed and voted on separately.

MOTION: Ms. Mancinas moved to approve the consent agenda minus item 1.a.i. Ms. Sullivan seconded.

VOTE: 8 Ayes: Chair Arbuckle, Vice Chair Clotter-Woods, Ms. Blake, Ms. Cota, Ms. Mancinas, Mr. Pettigrew, Ms. Sullivan, Mr. Tormala
0 Nays
3 Absent: Mr. Hooper, Mr. Ishimwe, Ms. Muñoz
Motion passed.

MOTION: Ms. Blake moved to approve consent agenda item 1.a.i., Valleywise Community Health Centers Governing Council Meeting minutes dated June 3, 2026. Mr. Pettigrew seconded.

VOTE: 7 Ayes: Chair Arbuckle, Vice Chair Clotter-Woods, Ms. Blake, Ms. Cota, Ms. Mancinas, Mr. Pettigrew, Mr. Tormala
0 Nays
3 Absent: Mr. Hooper, Mr. Ishimwe, Ms. Muñoz
1 Abstain: Ms. Sullivan
Motion passed.

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

1. Approval of Consent Agenda, cont.

Ms. Talbot administered the Oath of Office to Mr. Essen Otu for membership reappointment to the Valleywise Community Health Centers Governing Council (Governing Council), as required by the Governing Council bylaws.

2. Mission Moment – A Patient Story

Ms. Nightingale shared an example of the Valleywise Comprehensive Health Center–Phoenix team's dedication to patient care. A new patient required six weeks of IV antibiotic treatment but faced significant transportation barriers. After the patient missed an appointment, the nursing team explored every available resource, including insurance provided transportation, bus passes, and Valley Metro paratransit services; however, none proved viable. Through persistence, patient education, and flexible scheduling, the nurses worked closely with the patient to overcome these challenges and helped ensure attendance for all remaining treatments, supporting a successful course of care.

She expressed pride in the team's unwavering commitment and the meaningful difference they make in patients' lives. The story reflected compassion, creativity, and commitment; by going above and beyond to remove barriers to care, they helped the patient stay on track with critical treatments and reinforce their dedication to serving both patients and the community.

3. Presentation and Discussion Regarding the Implementation of Proposition 409 Projects

Ms. Andrews provided an overview of Proposition 409 implementation efforts. Following completion of the Valleywise Health strategic plan in 2024 and its update in 2025, planning efforts accelerated after voters approved Proposition 409 in November 2025. Since then, a 10-year project roadmap was developed, validating project budgets, refining scopes and timelines, establishing financial controls, and coordinating with the finance department to align accounting and project management processes for the $898 million bond program.

Proposition 409 projects were organized into three major categories. The largest investment, $500,855,523, was allocated to outpatient facilities. Behavioral health facilities would receive $220,151,876, while inpatient facilities/Roosevelt campus improvements was allocated $176,992,60. Major projects include expanding the Valleywise Health Roosevelt hospital campus with additional patient beds and an observation unit, constructing two parking garages, replacing the Valleywise Behavioral Health Center – Phoenix , and building a new Comprehensive Health Center-Phoenix with an outpatient surgery center. Additional projects included developing or replacing several community health centers, including locations in West Phoenix, South Central Phoenix, and Chandler.

Ms. Andrews outlined a phased construction approach; the goal was to shorten the original 10-year timeline to approximately seven years to reduce construction cost escalation and maintain schedule flexibility.

Current activities include design work for site utility relocations, procurement of a parking garage contractor, updates to project cost models, a campus-wide parking study to assess future parking needs, evaluation of the Chandler clinic site, and space-planning efforts to address both short-term and long-term growth needs. Ms. Andrews emphasized that significant planning and coordination were underway to ensure successful execution of the bond program and responsible stewardship of voter-approved funding.

Ms. Mancinas asked for clarification on the projected completion timeline, noting that the schedule appeared to extend through 2035.

Ms. Andrews confirmed that the behavioral health center was expected to be the final major project completed around 2035, although some smaller projects may continue beyond that timeframe.

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

3. Presentation and Discussion Regarding the Implementation of Proposition 409 Projects, cont.

Ms. Mancinas acknowledged the significant amount of planning and work already completed and inquired whether a groundbreaking ceremony was planned and when it might occur.

Ms. Andrews explained that a groundbreaking ceremony was typically held just before construction begins. She anticipates the first groundbreaking event would be for the new parking garage, with construction expected to start in fall 2027. She estimated the ceremony would likely take place in early October 2027.

Ms. Mancinas asked for clarification related to the Central Utility Plant (CUP) projects.

Ms. Andrews noted the CUP provided critical infrastructure services to the campus, such as chilled water, heating, and other mechanical systems that support hospital and facility operations. The planned CUP upgrades were intended to ensure the campus infrastructure could support the new facilities and future expansion projects included in Proposition 409.

NOTE: Mr. Hooper joined at 5:50 p.m.

4. Overview of the Code of Conduct and Ethics; and Conflict of Interest Training

Ms. Babenko reported that the Valleywise Health Code of Conduct and Ethics had previously been presented to the Governing Council by former Interim Chief Compliance Officer, Mr. Steve Ortquist, and was also included in new Governing Council member onboarding materials. She explained that the Code of Conduct and Ethics served as the foundation for how business was conducted at Valleywise Health by establishing expected behaviors, guiding decision-making, promoting compliance with laws and policies, and building trust with employees, patients, and stakeholders.

She noted that the Code of Conduct and Ethics required individuals to disclose outside personal and financial interests in accordance with Valleywise Health's Conflict of Interest Policy and to take appropriate steps to manage those interests. She explained that the recently approved Co-Applicant Operational Agreement between the Maricopa County Special Health Care District and the Valleywise Community Health Centers Governing Council reinforced the expectation that Governing Council members complete conflict of interest disclosures.

Ms. Babenko reviewed the annual requirements for Governing Council members, including acknowledging receipt of the Code of Conduct and Ethics, certifying compliance with its provisions, and completing a Conflict-of-Interest Disclosure Form. She emphasized that all employees were required to complete similar attestations each year because they were part of Valleywise Health's federal healthcare compliance requirements administered by the Centers for Medicare & Medicaid Services (CMS).

She defined a conflict of interest as a situation in which personal or financial interests could influence, or appear to influence, an individual's responsibilities. She stressed that the focus was not on wrongdoing but on maintaining objectivity, transparency, and public trust. Potential conflicts may involve personal interests, immediate family members, ownership interests, compensation arrangements, leadership roles, gifts, or other relationships that could raise questions about impartiality.

Ms. Babenko highlighted the Governing Council's responsibility to exercise independent and objective judgment and explained that disclosing potential conflicts helped preserve the integrity of decision-making and promoted a culture of compliance and accountability. She reminded members that community trust was essential and that properly managing conflicts of interest helped protect both the organization and its leaders from compliance, financial, and reputational risks.

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

4. Overview of the Code of Conduct and Ethics; and Conflict of Interest Training, cont.

Ms. Babenko outlined the annual disclosure process, encouraging members to disclose relationships broadly and transparently. She explained that Governing Council members were responsible for disclosing potential conflicts, while the Compliance Office reviewed all disclosures and determined whether management plans were necessary to address any identified concerns.

5. Discuss and Review the Semiannual Federally Qualified Health Centers Referral Report

Mr. Meier presented the semiannual Federally Qualified Health Center (FQHC) Referral Report. He explained that the report provided an overview of internal and external referral trends.

He noted that referral performance had remained stable overall, with a slight year-over-year decrease of 2.3 percent. Despite this small decline, referral rates remained consistently within the 76% to 79% range over the past several years. Mr. Meier emphasized that the data reflects continued stability in the referral process, with no significant changes or concerns identified in the overall trend.

Ms. Cota asked whether there was a specific referral goal Valleywise Health was aiming to achieve.

Mr. Meier said he would ideally like all referrals to stay within Valleywise Health but recognized that it was not realistic. Some patients must be referred to outside the organization because certain specialized services were not available internally.

6. Discuss and Review the Semiannual Health Resources and Services Administration (HRSA) Grants Funding Utilization Report

Mr. Meier reviewed the semiannual Health Resources and Services Administration (HRSA) Grant Funding Utilization Report, which summarized the status of three FQHC grant programs.

He reported that the Service Area Competition (SAC) grant had been fully expended and that Valleywise Health was awaiting receipt of next year's funding allocation. He further noted that the First Things First grant was largely utilized, with approximately $250,000 remaining to be spent. The Behavioral Health Expansion grant, approximately $67,000 remained available.

Mr. Meier stated that plans were already in place to fully spend down the remaining balances before the grants' expiration dates.

7. Discuss, Review and Approve revisions to Policy 20075 MT – FQHC Credentialing and Privileging of Clinical Staff

Dr. Barker shared routine revisions to Policy 20075-MT on FQHC credentialing and privileging of clinical staff. The updates included administrative and terminology changes, clarification of credentialing definitions, and revisions to dates, titles, and signatory information, with no substantive policy changes.

MOTION: Ms. Sullivan moved to approve revisions to policy 20075 MT - FQHC Credentialing and Privileging of Clinical Staff. Mr. Otu seconded.

VOTE: 10 Ayes: Chair Arbuckle, Vice Chair Clotter-Woods, Ms. Blake, Ms. Cota, Mr. Hooper, Ms. Mancinas, Mr. Otu, Mr. Pettigrew, Ms. Sullivan, Mr. Tormala
0 Nays
2 Absent: Mr. Ishimwe, Ms. Muñoz
Motion passed.

<u>General Session, Presentation, Discussion and Action, cont.:</u>

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

Dr. Barker reviewed the FQHC operational dashboard and reported that overall performance remained strong. Average appointment fill rates were better than benchmark at 95.4 percent. New patient appointments for priority patients were available within five days, while non-priority patient appointments averaged 24 days, performing better than the 30-day benchmark. She noted that the no-show rate of 17.5% continued to be a challenge, and a workgroup had been developing strategies to improve attendance and reduce missed appointments.

She reported that Press Ganey patient satisfaction scores remained strong with the organization achieving a score of 78.6%, above the 77.4% benchmark. To improve performance, she announced the launch of an 80's Club initiative aimed at encouraging all FQHCs to maintain a fiscal year-to-date patient satisfaction score of 80% or higher.

Quality and financial indicators continued to perform well. Although several FQHCs were missing operating projected visit volumes, stronger performance in other FQHCs, including Integrated Behavioral Health and dental services, helped offset those variances. Expenses remained better than budget by one percent.

Dr. Barker introduced a new Governing Council clinic site visit program. It would provide Governing Council members opportunities throughout the fiscal year to visit Valleywise Health FQHCs, meet staff, and tour facilities, review quality and patient satisfaction metrics, and discuss workplace culture and operational needs. Site visits would be scheduled monthly, with participation limited to avoid quorum concerns and ensure opportunities for all interested members.

Dr. Barker summarized key topics from the most recent Maricopa County Special Health Care District Board of Directors (Board) meeting. The Board recognized the Valleywise Health employees of the year, approved the fiscal year (FY) 2027 budget, received an update on legislative activity and healthcare-related bills, reviewed Super Safety Net performance metrics, and discussed Proposition 409 planning efforts. The Board approved the Co-Applicant Operational Agreement previously reviewed by the Governing Council, completing the approval process and allowing the agreement to move forward.

Chair Arbuckle asked for clarification regarding the distinction between a traditional safety net hospital and the newly referenced Super Safety Net cohort.

Dr. Barker explained that Valleywise Health's combination of a large hospital, extensive behavioral health services, and a network of outpatient clinics made it more complex than many traditional safety net hospitals. The Super Safety Net cohort was established to group health systems with similar size and complexity, allowing for more accurate benchmarking and performance comparisons among peer organizations. Dr. Barker stated that the new designation provided Valleywise Health with a better understanding of how it ranked against health systems that more closely resemble its operational model and service offerings.

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

Mr. Purves announced that the Board had selected Dr. White as Valleywise Health's next President & Chief Executive Officer (CEO), effective August 1, 2026. The Board would take formal action regarding the appointment during its public meeting on July 8, 2026. He highlighted that Dr. White's selection followed a comprehensive national search process that had been underway for approximately six months. Mr. Purves commended the Board for its diligence and commitment to identifying the best candidate to lead Valleywise Health into the future.

The announcement had been very well received and emphasized his confidence in Dr. White's ability to carry Valleywise Health' mission forward. He congratulated Dr. White and affirmed his commitment to supporting a successful leadership transition.

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

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

Chair Arbuckle congratulated Dr. White on his appointment as the next President & CEO of Valleywise Health. He stated that it had been an honor for both him and Vice Chair Clotter-Woods to participate in portions of the CEO search process. and expressed his full support for the Boards decision. He added that he looked forward to working with Dr. White in the years ahead.

Mr. Purves expressed his appreciation for the Governing Council's continued service and dedication. He acknowledged the significant personal time and discretionary effort Governing Council members invest in supporting Valleywise Health and conveyed his gratitude for their ongoing engagement, leadership, and valuable contributions to the organization.

10. Governing Council Member Closing Comments/Announcements

There were no comments.

Adjourn

MOTION: Ms. Sullivan moved to adjourn July 1, 2026, Valleywise Community Health Centers Governing Council Meeting. Mr. Pettigrew seconded.

VOTE: 10 Ayes: Chair Arbuckle, Vice Chair Clotter-Woods, Ms. Blake, Ms. Cota, Mr. Hooper, Ms. Mancinas, Mr. Otu, Mr. Pettigrew, Ms. Sullivan, Mr. Tormala
0 Nays
2 Absent: Mr. Ishimwe, Ms. Muñoz
Motion passed.

Meeting adjourned at 6:29 p.m.

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Denise Tapia
Deputy Clerk of the Board