

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 6, 2024, 5:30 p.m.**

Members Present: Scott Jacobson, Chairman
Eileen Sullivan, Vice Chairman – *participated remotely, then in-person*
Earl Arbuckle, Treasurer
Nelly Clotter-Woods, Member
Chris Hooper, Member
Salina Imam, Member
Norma Muñoz, Member
William O’Neill, Member
Essen Otu, Member
Jane Wilson, Member

Members Absent: Wayne Tormala, Member

Non-Voting Member Absent: Mary Rose Garrido Wilcox, District Board

Others/Guest Presenters: Michelle Barker, DHSc, Chief Executive Officer of the Federally Qualified Health Centers – *participated remotely*
Claire Agnew, CPA, MBA, Chief Financial Officer
Melanie Talbot, Chief Governance Officer
Ijana M. Harris, JD, General Counsel
Rebecca Birr, Director Health Sciences Library & Family Resource Centers Medical Library
Nicole Rivet, President & Chief Executive Officer, Valleywise Health Foundation
L.T. Slaughter, CPA, MBA, Chief Compliance Officer

Recorded by: Cynthia Cornejo, Senior Deputy Clerk of the Board

Call to Order:

Chairman Jacobson called the meeting to order at 5:34 p.m.

Roll Call

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

For the benefit of all participants, Ms. Talbot announced the Governing Council member participating remotely.

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Call to the Public

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

NOTE: Mr. Hooper and Mr. Otu arrived at 5:36 p.m.

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 7, 2024
 - b. Contracts:
 - i. Acknowledge amendment #3 to the contract (90-22-255-1-03) between Arizona Department of Health Services and Maricopa County Special Health Care District dba Valleywise Health, for the Well Woman Health Check Program grant which provides breast and cervical cancer screenings for uninsured and underinsured
 - c. Governance:
 - i. Approve revisions to policy 20075 MT – FQHC Credentialing and Privileging of Clinical Staff
 - d. Medical Staff:
 - i. Acknowledge the Federally Qualified Health Centers Medical Staff and Advanced Practice Clinician/Allied Health Professional Staff Credentials

MOTION: Ms. Wilson moved to approve the consent agenda. Dr. Clotter-Woods seconded.

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

2. Mission Moment – A Patient Story

Ms. Birr informed the Governing Council that Family Resource Centers (FRCs) were located within six Federally Qualified Health Centers (FQHCs) and both Valleywise Comprehensive Health Centers. She outlined the variety of services and resources available to families within the communities, including but not limited to classes related to pregnancy and family planning. Staff was also available to offer information about utility assistance programs.

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

2. Mission Moment – A Patient Story, cont.

Ms. Birr recalled a family that participated in several classes, including cardiopulmonary resuscitation (CRP) and breastfeeding classes, to prepare for the birth of their child.

NOTE: Vice Chairman Sullivan arrived at 5:39 p.m.

Ms. Birr stated the young family was very involved with the FRC for over two years and stated that attending the various classes had positively impacted their child's development.

Chairman Jacobson asked if the FRCs accepted book donations.

Ms. Birr stated that donations were accepted and welcomed.

Ms. Wilson requested additional information on the types of classes provided, specifically in relation to the Arizona Science Center.

Ms. Birr explained that Valleywise Health invited organizations, such as the Arizona Science Center and the Phoenix Zoo, to visit the FRCs and provide educational and informative classes.

Mr. Arbuckle asked how individuals learned about FCR offerings.

Ms. Birr said that FRC services were listed on various websites and included in community newsletters.

3. Overview of the Valleywise Health Foundation

Ms. Rivet highlighted Valleywise Health Foundation's (Foundation) key achievements made throughout calendar year (CY) 2023, including but not limited to the ALL IN capital campaign raising \$54.2 million and the receipt of two major gifts. The first major gift being from the Stardust Foundation and other donors, committing \$3 million for Valleywise Health's First Episode Centers. The second was a \$2.1 million grant from CVS Health to support poly-chronic patients. The grant served nearly 500 patients over three years. She expressed her appreciation to Dr. Barker, who was involved in securing the grant funding.

She reviewed other achievements made throughout the year, including the receipt of \$1 million to establish the Herbert Johnson Louis, MD Faculty and Resident Education Endowment and the Foundation's annual fundraiser, A Night in the Valley, raising over \$1 million. The Foundation generated over \$15 million in revenue and provided \$10.8 million in support to Valleywise Health.

She outlined the structure of the Foundation's Board of Directors and relayed the CY 2024 goals and areas of focus. The Foundation would focus on philanthropy, people, and engagement. She noted that operational processes were developed to implement best practices. The CY 2024 fundraising goals were focused on raising funds for the First Episode Centers, capital for a hybrid operating room in the new acute care hospital and generating more unrestricted support for Valleywise Health. The budget included \$13.9 million in total revenue, with \$11.2 million provided to Valleywise Health. The cost per dollar raised was 27 cents.

Mr. O'Neill asked how funds raised for the First Episode Centers would be utilized.

Ms. Rivet stated the funds were intended to assist with operating expenses and may assist in expanding the services to a third location.

Mr. Hooper asked how the Foundation interacted with Valleywise Health's marketing department.

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

3. Overview of the Valleywise Health Foundation, cont.

Ms. Rivet stated the Foundation worked closely with Valleywise Health to effectively tell the stories important to the organization.

Mr. Otu questioned how Governing Council members could carry the Foundation's message and become ambassadors for the cause.

Ms. Rivet recommended that Governing Council members share their passion for the organization and invited members to connect with the Foundation directly for more information.

Mr. O'Neill touched on his experiences with Valleywise Health and how the care received had improved various aspects of his life. He questioned if his experiences would be useful when speaking with donors.

Ms. Rivet would meet with Mr. O'Neill to determine how to relay his experiences moving forward.

4. Annual Compliance Training and Conflict of Interest Education

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

He outlined the Governing Council's responsibilities regarding compliance program functions. The main objective was for Governing Council 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.

He 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 risks for the year included the move to the new acute care hospital, residual effects of the COVID-19 pandemic, cybersecurity, and grant audits.

Mr. Slaughter 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, partnerships with District Medical Group, Care Reimagined and more. He then outlined the major payers and revenue sources, noting the importance of an efficient and effective revenue cycle department.

He described the Governing Council's structure, which was outlined in the Co-Applicant Operational Arrangement with the Maricopa County Special Health Care District (District) and reviewed the individual and shared responsibilities of both governing bodies. He reviewed a timeline of recent FQHC accomplishments, including the receipt of a perfect score for the HRSA Operational Site Visit (OSV) in November 2023.

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

He said an effective compliance program included various elements and noted how Valleywise Health addressed each element, including a 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. He outlined the various committees in place to ensure proper oversight of the compliance program.

The Conflict of Interest policy was explained, noting the gift provision and the designated limits. Mr. Slaughter instructed the Governing Council members on the appropriate protocol, should a conflict, or a potential conflict, arise, which was to disclose the conflict to the Clerk and complete the Conflict of Interest form.

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

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

Mr. Slaughter described 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 risk by implementing an effective compliance program, conducting risk assessments, having internal audits, reviewing policies and procedures, designating a compliance officer/privacy officer, implementing corrective actions, and expecting excellence from employees.

Dr. Clotter-Woods asked how the organization segregated the duties within the committees, specifically, with grant oversight.

Mr. Slaughter stated that the segregation of duties was very important and there were processes in place to avoid one person fulfilling multiple roles to minimize disruption if there was employee turnover.

Mr. Otu expressed his appreciation for the information. He asked if artificial intelligence (AI) was a concern for the organization.

Mr. Slaughter said that would be an area of focus moving into fiscal year (FY) 2025.

Mr. Hooper addressed one of the top risks for the current year, cybersecurity, and asked if limited funds effected how that risk was mitigated.

Mr. Slaughter said that staff maximized the resources available to address all risks.

5. 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. He provided an update on the Break-the-Glass implementation, which was a program to monitor individuals accessing patient medical records. He stated that the first phase was completed, and the project would continue after operations began in the new acute care hospital. The training for telemedicine coding had been completed, while he continued to monitor the impact of the end of the Public Health Emergency (PHE), and the referral process and Patient Assistance Center's (PAC) process improvements.

He updated the Governing Council on the status of the internal audit projects, noting the Care Reimagined expenditure testing for the first quarter was completed, while the FQHC grant review, patient violence/physical security, and Care Reimagined expenditure testing for the second quarter were ongoing projects.

He reviewed the Ethics Line statistics, noting there was an average of two calls per quarter and the average days to close each case less than 30 days. He stated that there were often repeat callers. He continued to monitor and investigate all calls.

MOTION: Ms. Muñoz moved to recess general session and convene in executive session at 6:39 p.m.
Mr. Hooper seconded.

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

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General Session, Presentation, Discussion and Action:

Chairman Jacobson reconvened general session at 7:00 p.m.

6. Consideration, Discussion and Possible Action on the Performance Evaluation of Michelle Barker, DHSc, Chief Executive Officer, Federally Qualified Health Centers, for Calendar Year 2023

MOTION: Mr. Arbuckle moved that based on the Governing Council's review of Dr. Barker's performance for calendar year 2023, the Governing Council had determined that she exceeded expectations. Ms. Wilson seconded.

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

Chairman Jacobson stated that Dr. Barker had exceeded his expectations on all aspects, including her skills and leadership. Dr. Barker made healthcare understandable to the Governing Council and was a champion for the FQHCs.

Ms. Wilson agreed and stated that Dr. Barker made all aspects Valleywise Health comprehensible, which allowed her to be a better Governing Council member.

Mr. O'Neill said that Dr. Barker had been doing an amazing job and he reflected on how being on the Governing Council had impacted his life.

Ms. Muñoz thanked Dr. Barker for teaching her what being on the Governing Council was all about.

Mr. Arbuckle said that the OSV evaluated the FQHC's compliance with HRSA's Compliance Manual, and the extraordinary comments received validated Dr. Barker's skills and all the things that were accomplished.

Ms. Imam said that Dr. Barker exceeded her expectations and thanked her for the work done.

Dr. Clotter-Woods echoed the sentiments of her fellow Governing Council members and applauded Dr. Barker's focus on inclusivity and all the work done throughout the year.

Mr. Hooper thanked Dr. Baker for the emphasis that was placed on the patient advocacy.

Dr. Barker stated that working with the Governing Council and Valleywise Health staff had been a wonderful experience, and she was committed to making progress with the FQHCs and Governing Council engagement.

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

Dr. Barker reviewed the FQHC measures dashboard, noting the included metrics were being evaluated, to ensure appropriate data was reported to the Governing Council. For the patient access metrics, she was considering revising the new patient availability metric, to focus on established patient appointment availability.

She mentioned the quality measures were tracked on a calendar year basis and anticipated the goals would be met by year-end.

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

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

Dr. Barker reviewed the financial metrics, noting that on a fiscal-year-to-date basis, revenues were on target, there was a negative two percent variance for expenses, and visits missed budget by 0.6 percent.

Ms. Wilson asked if the financial results were based on staffing levels and if there was a report that delineated the expenses.

Dr. Barker said that there were provider vacancies, however, the vacancy rate had improved, and there were no significant staffing challenges in other positions. A monthly dashboard was generated for each FQHC so each location could monitor the areas of focus. She would provide examples of individual FQHC dashboard at the May 1, 2024 meeting.

Mr. O'Neill asked if the new patient availability metric was specific for primary care, behavioral health, or general appointment availability.

Dr. Barker said the metric was for all patient scheduling in the FQHCs, including integrated behavioral health, physician appointments, and nurse practitioner/physician assistant appointments.

Mr. O'Neill commented that he was told the Mesa Behavioral Health Specialty Clinic was not accepting new patients.

Dr. Barker said that specific location was not an FQHC but would follow-up with behavioral health leadership to gain additional information.

Mr. Arbuckle asked if same-day appointments were available at the FQHCs.

Dr. Barker said staff continued to explore ways to improve patient access, including the availability of same-day appointments.

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

This item was not discussed.

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

Ms. Agnew provided the report in Mr. Purves's absence.

She announced that staff continued to prepare for the opening of the new acute care hospital and outlined the Day in the Life and Mock Move events. She added that the laboratory department was operational in the new hospital.

While the legislature was in session, staff monitored and tracked several bills that may impact the organization.

She announced that construction at Valleywise Behavioral Health Center-Maryvale was completed. A new Forensic Assertive Community Treatment (FACT) program, which would treat individuals with serious mental illness that were exiting the criminal justice, would be located within the newly constructed space.

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

10. Concluding Items

a. Old Business:

February 7, 2024

Add the number of encounters to the patient safety report

Provide total behavioral health revenues for the last few fiscal years

January 2024

Future presentation on behavioral health services offered at Valleywise Community Health Center-McDowell

Future presentation on effectiveness of depression interventions

December 6, 2023

Future presentation on Marketing/Communications – *(scheduled for April May)*

b. Governing Council Member Closing Comments/Announcements

Ms. Talbot reviewed old business and noted there were no requests made throughout the meeting.

Chairman Jacobson stated invitations for the new Valleywise Health Medical Center Grand Opening events were sent and encouraged all Governing Council members to participate, if feasible.

Ms. Munoz announced an upcoming community event in South Phoenix and stated it was an opportunity for Valleywise Health to showcase the services available to the community.

Adjourn

MOTION: Vice Chairman Sullivan moved to adjourn the March 6, 2024, Valleywise Community Health Centers Governing Council Meeting. Mr. Otu seconded.

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

Meeting adjourned at 7:39 p.m.

Cynthia Cornejo
Senior Deputy Clerk of the Board