

<b>Minutes</b>
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<b>Valleywise Community Health Centers Governing Council Valleywise Health Medical Center July 6, 2022 6:00 p.m.</b>
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**Members Present:**

Michelle Barker, DHSc, Chairman - *participated remotely*  
Scott Jacobson, Vice Chairman - *participated remotely*  
Nelly Clotter-Woods, Ph.D., Treasurer - *participated remotely*  
Salina Imam, Member - *participated remotely*  
Joseph Larios, Member - *participated remotely*  
Liz McCarty, Member - *participated remotely*  
Daniel Messick, Member - *participated remotely*  
Eileen Sullivan, Member - *participated remotely*  
Ryan Winkle, Member - *participated remotely*

**Non-Voting Members  
Absent:**

Mary Rose Garrido Wilcox, Maricopa County Special Health Care District  
Board of Directors

**Others/Guest Presenters:**

Barbara Harding, Chief Executive Officer, Federally Qualified Health  
Center Clinics - *participated remotely*  
Steve Purves, President & Chief Executive Officer, Valleywise Health -  
*participated remotely*  
Michael White, M.D., Chief Clinical Officer - *participated remotely*  
Claire Agnew, Chief Financial Officer - *participated remotely*  
Martin Demos, General Counsel - *participated remotely*  
Melanie Talbot, Chief Governance Officer - *participated remotely*

**Recorded by:**

Cassandra Santos, Assistant Clerk - *participated remotely*

**Call to Order**

Chairman Barker called the meeting to order at 6:00 p.m.

**Roll Cal**

Ms. Talbot called roll. Following roll call, it was noted that eight of the nine voting members of the Valleywise Community Health Centers Governing Council were present, which represented a quorum. Ms. Imam arrived shortly after roll call.

**NOTE:** Ms. Imam joined the meeting at 6:02 p.m.

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

**Call to the Public**

Chairman Baker called for public comment.

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**Call to the Public, cont.**

Chairman Barker announced committee chairs for fiscal year (FY) 2023.

Dr. Clotter-Woods would remain Finance Committee (FC) chair and Mr. Larios would remain chair of the Strategic Planning and Outreach Committee (SPOC). Ms. Sullivan would assume role of Compliance and Quality Committee (CQC) chair and Chairman Barker would serve as Executive Committee (EC) chair.

Chairman Barker reminded the Governing Council about remote meeting etiquette and the importance of active meeting participation.

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

1. Approval of Consent Agenda:
  - a. Minutes:
    - i. Approve Valleywise Community Health Centers Governing Council meeting minutes dated June 1, 2022
    - ii. Approve Valleywise Community Health Centers Governing Council meeting minutes dated June 8, 2022
  - b. Contracts:
    - i. Approve a new Sub-Recipient Agreement (90-22-254-1) between the Arizona Association of Community Health Centers dba Arizona Alliance for Community Health Centers and Maricopa County Special Health Care District dba Valleywise Health, for American Rescue Plan Act (ARPA) funding, as part of the Federally Qualified Health Center capital assistance program, to install a new HVAC chiller at Valleywise Community Health Center-Avondale
    - ii. Acknowledge a new grant agreement (90-22-255-1) between the Arizona Department of Health Services (ADHS) and the Maricopa County Special Health Care District dba Valleywise Health, to provide breast and cervical cancer screenings for uninsured and underinsured women through a Well Woman Health Check Program while also implementing quality improvement initiatives
    - iii. Acknowledge amendment #58 to the professional services agreement (90-12-084-1-58) between District Medical Group and the Maricopa County Special Health Care District dba Valleywise Health
    - iv. Acknowledge a new agreement (MCO-20-027) between Cigna Healthcare of Arizona, Inc. and the Maricopa County Special Health Care District dba Valleywise Health, for the provision of comprehensive healthcare services
  - c. Governance:
    - i. Appoint Michelle Barker to the Valleywise Community Health Centers Governing Council's Strategic Planning and Outreach Committee
    - ii. Approve Change in Scope of Service: delete Saturday hours at Valleywise Community Health Center-Chandler, effective August 2022
    - iii. Approve Change in Scope of Service: delete Saturday hours at Valleywise Comprehensive Health Center-Peoria, effective August 2022

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

1. Approval of Consent Agenda, cont.

c. Governance, cont.:

- iv. Approve Change in Scope of Service: reduce Saturday hours at Valleywise Community Health Centers-Avondale and South Central, effective August 2022
- v. Acknowledge Valleywise Health's Federally Qualified Health Center Clinics' Locations, Services, and Hours of Operation

d. Medical Staff:

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

**MOTION:** Vice Chairman Jacobson moved to approve the consent agenda. Ms. McCarty seconded.

**VOTE:** 9 Ayes: Chairman Barker, Vice Chairman Jacobson, Dr. Clotter-Woods, Ms. Imam, Mr. Larios, Ms. McCarty, Mr. Messick, Ms. Sullivan, Mr. Winkle  
0 Nays  
**Motion passed.**

2. Discuss, Review and Approve a budget modification to American Rescue Plan Act (ARPA) funding received for Valleywise Health's Federally Qualified Health Center Clinics

Ms. Harding presented a budget modification to American Rescue Plan Act (ARPA) funding received for Valleywise Health's Federally Qualified Health Center (FQHC) clinics.

The modification included a recommendation made by the Governing Council to allocate \$120,293 to provide a marketing outreach worker to complete outreach to underserved marginalized populations. The modification also involved the increase of funds from \$450,696 to \$455,696 to support the expansion of services provided by the COVID-19/public health mobile unit. Other adjustments included removal of the item related to replacement of end-of-life clinical equipment.

**MOTION:** Chairman Barker moved to approve the budget modification to American Rescue Plan Act funding received for Valleywise Health's Federally Qualified Health Center Clinics. Mr. Larios seconded.

**VOTE:** 9 Ayes: Chairman Barker, Vice Chairman Jacobson, Dr. Clotter-Woods, Ms. Imam, Mr. Larios, Ms. McCarty, Mr. Messick, Ms. Sullivan, Mr. Winkle  
0 Nays  
**Motion passed.**

3. Discuss and Review Valleywise Community Health Centers Governing Council member's roles and responsibilities

Chairman Barker said it was beneficial to annually review Governing Council member's roles and responsibilities, as a helpful tool in providing oversight to the FQHC clinics.

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

3. Discuss and Review Valleywise Community Health Centers Governing Council member's roles and responsibilities, cont.

Chairman Barker highlighted the role description for members which included duty of care, duty of loyalty, and duty of obedience. These sections defined standards of conduct and attention that a member should meet while carrying out their oversight and responsibilities as a member. She pointed out that she did not necessarily agree with the word obedience, however, she agreed with the tenants as outlined within the document.

She drew attention to the Maricopa County Special Health Care District (MC SHCD) Conflict of Interest (COI) and Gift Policy. Members were required to disclose a COI if they became aware that a potential conflict existed, as not to jeopardize loyalty and integrity. She reminded members to reach out to Ms. Talbot with questions and concerns associated with COI compliance.

Other areas of focus included, but were not limited to, concentrated oversight of the FQHC clinics, acting in the best interest of the community, principles of confidentiality, and exercising prudent judgement. She spoke about the importance of the decision making process, etiquette, active participation, and remaining faithful to the Governing Council's mission.

Mr. Larios appreciated the documents which he said would assist the Governing Council in understanding institutional memories and why things are done a certain way.

However, he stated he did not fully resonate with the duty of obedience section and was uncertain about how to approach that. He thought the section was not clearly defined compared to other sections. He found that the most relevant part within the duty of obedience section dealt with maintaining trust within the community, of which he agreed was imperative.

Mr. Larios said he not sure how obedience intertwined with his behavior as a board member and maintaining trust within the community. As a member who tremendously valued trust of the community, he thought the overall logic was strange and did not fully grasp the intended meaning of the section.

Vice Chairman Jacobson agreed about the words obedience and loyalty, which he noted as complex and subjective language. He found it interesting that the language referenced the institution rather than the patients. As a safety net institution, he felt that no other hospital in Maricopa County had the same level of responsibility as Valleywise Health, of which he appreciated.

Chairman Barker expressed her thoughts about the key elements found within the duty of obedience section. As a member it was important to remain confident in decisions that affected the FQHC clinic patients and the community. As an example, she mentioned Governing Council action earlier in the meeting to modify funding by eliminating end-of-life clinical equipment replacement. As the voice of the community, the Governing Council ultimately acted in the best interest of the patient. She emphasized Health Resources and Service Administration's (HRSA) requirement that stated 51% of members be patients of the FQHC clinics to represent the community served. This was another example of how the Governing Council acted as the voice of the patient.

Mr. Messick thought that select language within the duty of care and duty of loyalty sections were in direct conflict with one another. He agreed the Governing Council could not always represent the public while remaining loyal to the institution, adding a potential conflict in the actual mission. He asked for clarification on the source of information used to write the document presented.

Ms. Talbot explained that the language in the duty of care, loyalty, and obedience, was standard for nonprofit boards. She stated that the Governing Council had the authority to make changes to the document, however.

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

3. Discuss and Review Valleywise Community Health Centers Governing Council member's roles and responsibilities, cont.

Mr. Messick acknowledged the tenants as common amongst nonprofit boards. He added that progressive improvements had surfaced in governance within recent years. Although he did not propose rewriting the document entirely, he recommended the exploration of incorporating a more contemporary language style.

Chairman Barker suggested the item be revisited, in the future, with the intent to possibly revise language associated with duty of obedience and public trust.

She suggested Mr. Messick explore updated guidelines and contemporary language appropriate for nonprofit boards. In addition, she mentioned she thought the duty of loyalty section closely aligned with Valleywise Health's mission and purpose.

Mr. Winkle agreed that he was hesitant about usage of the word obedience, however, he found that the section actually spoke more about obedience to the mission. He explained each member brought their own unique perspective and that active engagement was essential in working toward the common goal of fulfilling the mission.

Ms. Talbot referenced the end-of-life clinical equipment example that Chairman Barker had used earlier. She clarified the term referred to equipment that had reached the end of its useful life, often due to wear and tear or new model release, not end-of-life care or support apparatuses.

Mr. Messick asked if the term end-of-life could be used interchangeably to reference expired policies, procedures, or other governance documents.

Ms. Talbot explained that Governing Council policies, procedures, and other governance documents did not necessarily expire, but were scheduled for periodic review.

Chairman Barker pointed out the duty of obedience section stated members had a legal obligation to voice their opinion on how to accomplish the mission and ensure objections to actions were recorded in minutes. Therefore, she again encouraged members to contribute thoughts and actively participate.

Mr. Larios clarified his willingness to revisit the discussion to discover and consider more contemporary language within the duty of obedience. He referred to the part in that section which read; however, once the council makes a decision or sets policy, the individual member is not permitted to act in any way that is inconsistent with that policy or the goals. He felt the statement connected with the aforementioned statement regarding legal obligation.

Where he became dissonant however, was the rest of the section which began; it is important to keep in mind that a nonprofit health center relies heavily on the public trust. He thought it seemed that the purpose of that section was to recognize that the nonprofit health center relied on public trust, which was part of the reason Valleywise Health rebranded to begin with. Although he agreed the health center relied on public trust, he believed there was a need to create a new and separate section to uniquely elevate that point. He reiterated that parts of the section did not fully intertwine with other parts of the section, noting the first part characterized member decorum which more closely embodied duty of care and loyalty, not obedience.

Mr. Larios said it was important to be mindful about the fact that public trust was heavily relied upon. He said he could not make the connection how examples given about the first part of the duty of obedience section related to public trust.

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

3. Discuss and Review Valleywise Community Health Centers Governing Council member's roles and responsibilities, cont.

Mr. Larios wanted to voice his opinion and ensure it was recorded in the minutes. He said this is where it got funny to him and didn't understand how the duty of obedience section made sense. He felt like that section was a subpoint to duty of care and reiterated the need to create a new section which included ways to evoke public trust as a member. He stated that a members voting responsibility did not correlate with the element of public trust and that a contemporary approach would speak back to disconnect within that section.

Ms. Harding suggested the conversation continue during an upcoming Executive Committee meeting. She noted that the committee had recently discussed roles and responsibilities, recruitment, and orientation, and that the topic closely mirrored their current focus.

Chairman Barker agreed and expressed that building public trust went beyond tenants listed within the duty of obedience section.

She stated a discussion about the duty of care, loyalty, and obedience would continue at the Executive Committee level at a future meeting.

Vice Chairman Jacobson also proposed a discussion on members' past board experiences sometime in the future.

Chairman Barker recommended possibly adding that as topic of discussion during the September, 2022 Governing Council meeting if time allowed.

4. Recent meeting reports from the Valleywise Community Health Centers Governing Council's committees
  - a. Compliance and Quality Committee
  - b. Executive Committee
  - c. Finance Committee
  - d. Strategic Planning and Outreach Committee

Chairman Barker said that the EC had not recently met yet was scheduled to meet July, 2022.

Dr. Clotter-Woods explained that the FC did not recently meet and would reconvene August, 2022.

Mr. Larios described the June, 2022 SPOC meeting as rough, noting that the committee recognized miscommunications in marketing and outreach strategies for the most vulnerable FQHC clinic patients. As a result, he and Ms. Harding would discuss past meeting minutes in an effort to uncover more useful methods of communication. They would also initiate adequate planning measures to ensure they agreed on future meeting topics. The committee planned to reconvene August, 2022 while incorporating planning methods to clarify avenues of communication.

Ms. Sullivan reported the CQC met and reviewed the Quality-of-Care Audit for calendar year (CY) 2021.

Chairman Barker added brief details related to the improvement of quality metrics and acknowledged staff for their work toward achieving positive outcomes.

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

5. Federally Qualified Health Center Clinics Chief Executive Officer's report

Ms. Harding outlined visit metrics for the FQHC clinics for the month of May, 2022. She referenced details on appointment fill rates and provider recruitment endeavors.

She gave a brief update about COVID-19 which included current statistical case data and vaccine information related to children ages six months to one year.

Ms. Harding spoke about recent funding received to eventually support facility alterations and renovations for Valleywise Community Health Centers-Avondale, Guadalupe, and Chandler.

She highlighted the National Football League (NFL) Crucial Catch COVID-19 Recovery Project that focused on preventative screening initiatives. She noted that colorectal cancer and cervical cancer screening rates had improved since the initiative began.

In closing, Ms. Harding announced her resignation from Valleywise Health effective January 6, 2023. She encouraged Governing Council members to be active in the recruitment process and selection of the future Chief Executive Officer (CEO) of the FQHC clinics. She expressed her appreciation to the Governing Council noting it was her pleasure to serve in public health over the years.

Vice Chairman Jacobson said it was important to continue the mission moving forward.

Ms. McCarty reiterated the Governing Council was in charge of selecting the new CEO of the FQHC clinics and it was important each member participate in the process. She added that over the years, Ms. Harding's contributions led to the strengthened support and development of the Governing Council.

Mr. Messick voiced his appreciation for Ms. Harding's many accomplishments and hard work.

6. Maricopa County Special Health Care District Board of Directors report

This item was not discussed.

7. Valleywise Health's President and Chief Executive Officer's report

Mr. Purves commended Ms. Harding for her tenure with Valleywise Health and conveyed his appreciation for her dedicated work and contributions. He thanked the Governing Council for their commitment to the community and acknowledged Chairman Barker as the new chair.

He gave a brief legislative update related to health care funding and workforce training initiatives and provided details on the current status of COVID-19 and its impact on Valleywise Health.

Mr. Purves congratulated Team Courage for completing their hike up Mount Kilimanjaro. Team courage was formed of burn survivors, Valleywise Health and Valleywise Health Foundation staff, District Medical Group (DMG) and other volunteers. The accomplishment allowed the team to raise over \$658,000 in support of the burn center at Valleywise Health.

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

8. Chairman and Council Member Closing Comments/Announcements

Chairman Barker reminded members about the September, 2022 in-person extended Governing Council meeting. She highlighted potential topics of discussion and asked members to think about things they wished to accomplish within the next year along with reasons they chose to serve on the Governing Council.

She encouraged Governing Council members to reach out to her with questions, concerns, ideas and suggestions by obtaining her personal information via the Governing Council contact sheet.

Ms. McCarty spoke about a recently aired documentary, Hiding in Plain Sight: Youth Mental Illness, hosted by Ken Burns. She encouraged members to watch the two-part film as it followed the journey of young individuals who struggled with mental illness while confronting stigma, discrimination, and awareness.

Mr. Messick concurred noting the film was an excellent resource.

**NOTE:** Ms. Sullivan disconnected from the meeting at 7:06 p.m.

9. Review Staff Assignments

Ms. Talbot reviewed staff assignments and follow-up stemming from the meeting.

She recapped old business from April, 2022 regarding demographic comparison of Valleywise Health's FQHC clinics and others in the state noting the information was dependent on HRSA's published release of that data. She added that old business from June, 2022 regarding ARPA funding budget modification, was now considered satisfied.

**Adjourn**

**MOTION:** Vice Chairman Jacobson moved to adjourn the July 6, 2022 Valleywise Community Health Centers Governing Council meeting. Ms. McCarty seconded.

**VOTE:** 8 Ayes: Chairman Barker, Vice Chairman Jacobson, Dr. Clotter-Woods, Ms. Imam, Mr. Larios, Ms. McCarty, Mr. Messick, Mr. Winkle  
0 Nays  
1 Absent: Ms. Sullivan  
**Motion passed.**

Meeting adjourned at 7:12 p.m.

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Cassandra Santos,  
Assistant Clerk