North Central Accountable Community of Health

Governing Board Meeting
1:00 PM–3:30 PM, March 1, 2021

Location	**Call-in Details**
Virtual Meeting Only	Conference Dial-in Number: (253) 215-8782 US Meeting ID: 831 8445 6718 Passcode: 123456 One tap mobile: +12532158782,,83184456718# *Join Zoom Meeting: https://tinyurl.com/NCACHWPCC*

TIME	AGENDA ITEM	PROPOSED ACTIONS	ATTACHMENTS	PAGE
1:00 PM	*Introductions* – **Molly Morris** • Zoom Etiquette • Board Roll Call • Declaration of Conflicts • Public Comment • Approval of Consent Agenda	• Approval of Consent Agenda	• Agenda, Acronyms & Decision Funds Flow Chart • Consent Agenda – Minutes, Monthly Financial Statement	*1-4* *5-11*
1:10 PM	*Executive Director Update* – **Linda Parlette**		• Executive Director Letter	*12-13*
1:20 PM	*Board Nomination – Consumer Seat* – **Molly Morris**	• Approve nomination of Patti Paris for the Consumer Board Seat	• Board Decision Form	*14-15*
1:25 PM	*Telehealth RFP* – **Wendy Brzezny**	• Approve finalist proposal for Telehealth from submitted RFPs	• Board Decision Form • Presentation	*Separate Attachment later*
1:55 PM	*Governance Committee Update* – **Carlene Anders & John Schapman**	• Approve Bylaws and updated Conflict of Interest policy • Approve NCACH Board Code of Conduct Policy	• Board Decision Form • Bylaws and Conflict of Interest revised documents • Board Decision Form • Board Code of Conduct Policy	*16* *17-41* *42* *43*
2:15 PM	*Pay for Performance Presentation* – **Caroline Tillier**		• P4P Update Slide deck • P4P Handout(s)	*44-57* *58-60*
2:45 PM	*Proposal for use of Cambia Funds* – **Mariah Brown & Dr. Julie Rickard**		• Presentation	*Separate Attachment later*
3:25 PM **3:30 PM**	*Strategy Development* – **Chris Kelleher & John Schapman (*If time allows*)** *Meeting Adjourn* – **Molly Morris**		• Strategy Development Timeline February-March	*61*

North Central Accountable Community of Health

A Handy Guide to Acronyms within the Medicaid Transformation Project

ACA: Affordable Care Act

ACH: Accountable Community of Health

ACO: Accountable Care Organization

AI/AN: American Indian/Alaska Native

BAA: Business Associate Agreement

BH: Behavioral Health

BH-ASO: Behavioral Health - Administrative Service Organization

BLS: *Basic Life Skills*

CBO: Community-Based Organization

CCHE: Center for Community Health and Evaluation

CCMI: Centre for Collaboration Motivation and Innovation

CCS: Care Coordination Systems

CHI: Coalition for Health Improvement

CHW: Community Health Worker

CMS: Centers for Medicare and Medicaid Services

CMT: Collective Medical Technologies

COT: Chronic Opioid Therapy

CP: Change Plans

CPTS: Community Partnership for Transition Solutions

CSSA: Community Specialist Services Agency

DOH: Department of Health

DSRIP: Delivery System Reform Incentive Program

EDie: *Emergency Dept. Information Exchange*

EMS: Emergency Medical Services

FIMC: Fully Integrated Managed Care

FCS: Foundational Community Supports

HCA: Health Care Authority

HIT/HIE: Health Information Technology / Health Information Exchange

MAT: Medication Assisted Treatment

MCO: Managed Care Organization

MH: Mental Health

MOU: Memorandum of Understanding

MTP: Medicaid Transformation Project(s)

NCACH: North Central Accountable Community of Health

NCECC: North Central Emergency Care Council

OHSU: Oregon Health & Science University

OHWC: Okanogan Healthcare Workforce Collaborative

OTN: Opioid Treatment Network

OUD: Opioid Use Disorder

P4P: Pay for Performance

P4R: Pay for Reporting

PCS: Pathways Community Specialist

PDSA: *Plan Do Study Act*

PHSKC: Public Health Seattle King County

RFP: Request for Proposals

SDOH: Social Determinants of Health

SSP/SEP: *Syringe Services Program / Syringe Exchange Program*

SMI: Serious Mental Illness

SUD: Substance Use Disorder

TCDI: Transitional Care and Diversion Interventions

TCM: Transitional Care Management

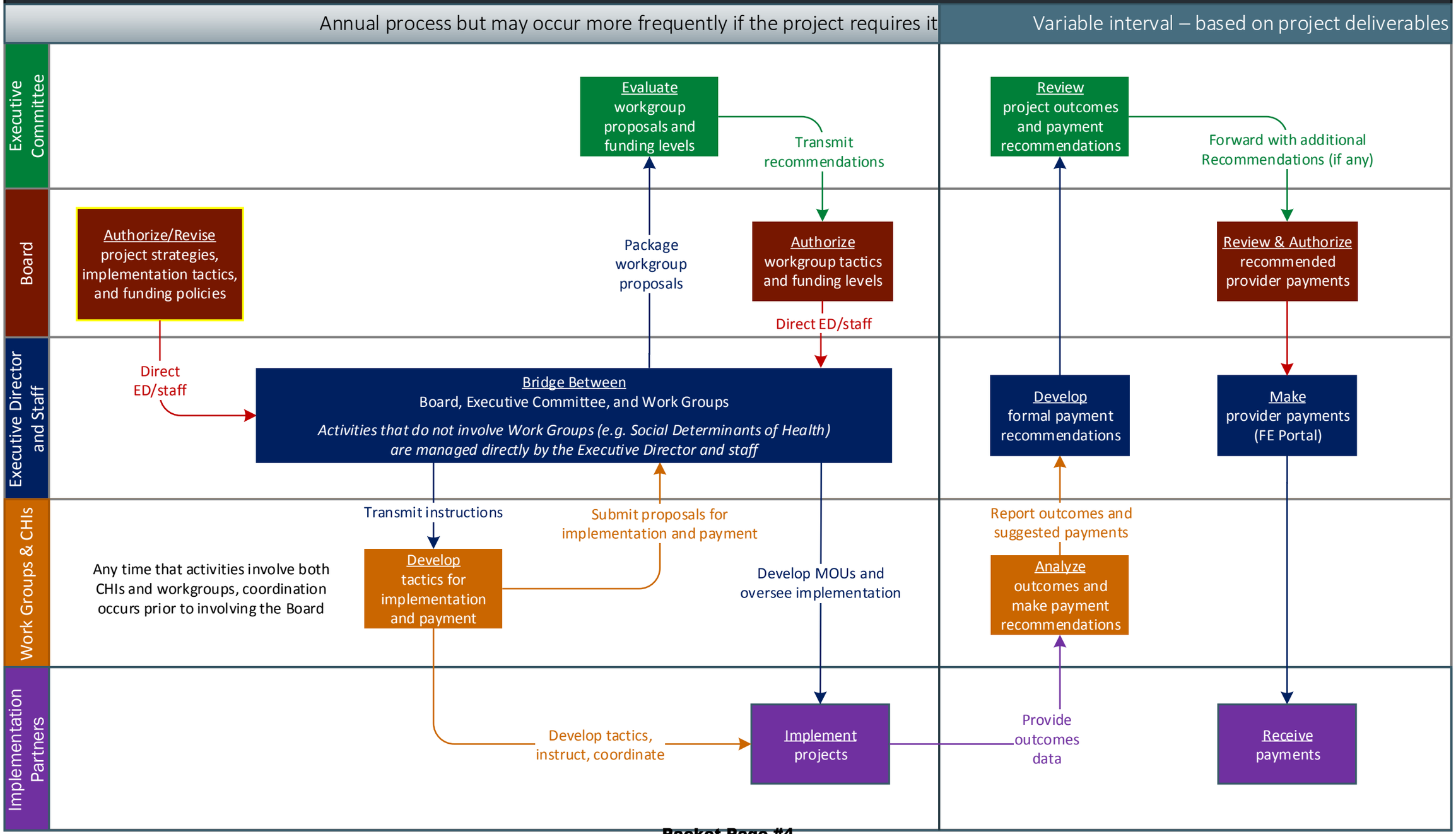
VBP: Value-Based Payment

WPCC: Whole Person Care Collaborative

LHJ: Local Health Jurisdiction

Decision Flow for Funding Design and Allocation

[This process is utilized when a budget amendment is requested to the Annual Budget]



Location	Attendees
Virtual Meeting	**Governing Board Members Present:** Molly Morris, Rosalinda Kibby, Doug Wilson, Christal Eshelman, Ken Sterner, Jesus Hernandez, Cathy Meuret, Becca Davenport, Deb Murphy, Tory Gildred, Nancy Nash Mendez, Ramona Hicks, Dell Anderson, Kaitlin Quirk, Ray Eickmeyer, Lisa Apple **Governing Board Members Absent:** Senator Warnick, Carlene Anders **NCACH Staff**: Linda Parlette, John Schapman, Caroline Tillier, Wendy Brzezny, Sahara Suval, Mariah Brown, Joey Hunter, and Teresa Davis – Minutes

Agenda Item	Minutes
• Declaration of Conflicts	• Meeting called to order at 1:00 PM by Molly Morris. Molly started the meeting with a land acknowledgment. Honoring the open meetings act, all conversations need to be public. You can chat with staff member that is monitoring the chat and they can relay your message if you are having trouble speaking. • Declarations of conflicts: Jesus Hernandez, Kaitlin Quirk, Ken Stern re: Community Base Care Coordination • Public Comment - None ❖ ***Cathy Meuret moved, Deb Murphy seconded the motion to approve of consent agenda, motion passed.***
• Executive Director Update	• Today is the deadline for the semi-annual report that staff submitted over the weekend. • Rosalinda has accepted the nomination to be our new treasurer • Patti Paris is interested in being on our board and is a guest at our meeting today.
• Executive Committee Nomination	Molly Morris explained that Board Treasurer role became vacant due to Board member transitions on January 1st, 2021. In December, The NCACH Executive Committee and Executive Director started the process of Board Treasurer recruitment. After discussions with Board members, Rosalinda Kibby's name was brought forward at the 1/29/2021 Executive Committee meeting. ❖ ***Ken Sterner moved, Nancy Nash Mendez seconded the nomination for Rosalinda Kibby to fill the NCACH Board Treasurer role on the NCACH Governing Board effective 02/01/2021, motion passed - Term will expire December 31st, 2021.***
• Community Based Care Coordination	In December 2020, the Board asterisked the CBCC partner payments line item in the proposed 2021 Budget. See Impact/Opportunity section for detailed line items, including budget projection and descriptions. The Board Chair at the time clarified that CBCC proposals that were approved through the 2020 CHI Community Investment Process could move forward. The rest of the work, however, was put on pause until further Board review. Board and staff dug into CBCC at the January Board retreat by reviewing: • factors that contributed to the Pathways HUB failure • an overarching vision and approach for future investments • 2021 CBCC objectives and associated budget projections

	Caroline noted that when we are looking at the budget item for Health Home IT Platform, we are not saying we are running out and purchasing a new platform. We are going to do our due diligence to make sure that there are not ways of improving on existing platforms out there. Caroline also circled back to Dell Anderson on the question that he brought up about minimum caseloads with Health Home. She has not found that a minimum caseload exists but she is still looking. Based on this increased understanding, the CBCC project manager is requesting that the Board clarify the following: • What proposed investments can staff move forward with? • What proposed investments need further review? • Is a committee/workgroup needed, and what should that look like? ***Staff propose one of three options and welcome other proposals from the Board in order to facilitate a path forward:*** 1. Keep everything asterisked (with exception of CHI/CBCC proposals) and form a CBCC Advisory Sprint Team (Board only) to work with staff on developing recommendations about what can be un-asterisked by March Board meeting. 2. Keep proposed platform investments asterisked ($425K) and form a CBCC Platform Advisory Group (Board and impacted partners) to work with staff on assessing feasibility and merit, and developing recommendations by April meeting. 3. Fully remove the asterisk on the CBCC partner payment line item with expectation that updates be provided at monthly Board meetings ❖ ***Doug Wilson moved, Christal Eshelman seconded the motion to fully remove the asterisk on the CBCC partner payment line item with expectation that updates be provided at monthly Board meetings, Ken Sterner, Kaitlin Quirk, and Jesus Hernandez abstained, motion passed.***
• Health Equity Discussion	Sahara Suval led a discussion on Health Equity. Each Board member shared what their organization is doing to address health equity. The individual comments will be shared at a future board equity session. Sahara introduced the priorities that came out of the survey and retreat: • Assessment - increase access to and use of data to identify health equity disparities and gaps (to inform internal decisions/priorities, as well as external work done by partners), understand what health equity work is happening across the region • Education - organize and sponsor internal and external training opportunities and events to increase access to health equity literacy and awareness (e.g. cultural competency, structural racism) • Relationship-building - connect organizations and partners working on health equity to increase peer sharing and accelerate action across the region • Funding – support local solutions to address health equity needs (e.g. through CHIs, by building expectations in applications and MOUs with funded partners, by engaging specific communities, by investing in infrastructure like telehealth, etc.)

	• Internal Capacity Building – adopt a framework and develop operational policies to embed equity as an organizational value that shapes our decisions and priorities (including investment strategies) Discussion: • Doug agrees in general with the priorities but thinks an assessment needs to be done. There could be things that need to be done right now, like taking vaccines into homes of rural communities that would be beneficial. Should not look at this as a checklist, we should prioritize and focus efforts. • Kaitlin believes that the CHI's could play a key role in all of these. Based on a live poll – Board members ranked the priorities in the following order. 1. Assessment 2. Relationship building 3. Funding 4. Internal Capacity Building 5. Education
• Improving Information Sharing for Board	Caroline Tillier presented a plan to the Board laying out how staff can present information to them in the future. Board generally liked the plan and the list of subjects that staff presented for future deep dive presentations.
• Governance Committee Update	John gave an update on the governance committee work has been done. Recommendations – will be emailed out after this meeting for review and will be up for approval at the March meeting **<u>Recommendation #1 Adopt edits to bylaws & conflict of interest policy</u>** Key Changes to Bylaws: • Reorganization of Bylaw to ensure language in appropriate section • Added new Mission Statement, as applicable • Removed CHI's within Section III. Governance • Changed Board and Executive Committee Terms & identified what counts as a term • Removed reference to initial terms under Sector representation • Board meetings: Changed notice requirements & added details for virtual meeting • Removed Executive Committee as lead for Board Nominations and elections process and replaced with Nominating Committee • Removed reference to financial maximums that can be expended • Significantly reduced language in indemnification section Conflict of Interest Changes: • Primary edit was to Article 3: Procedures

	• Open Publics Meeting Act: Changes made to comply with rules (e.g. cannot go into Executive session for Conflicts of Interest) • Updated language across Conflict of Interest Policy • Article 3 Procedures : Flow of procedures section was confusing, changes include the following: o Disclosure of Conflict – Outlined disclosure for interested director and if another director disclosures a potential or perceived conflict o Procedure to determine existence of Conflict – If a potential conflict exists that is in debate, outlines process to come to determination o Personal and Financial conflict sections – Removed, procedure is the same in new version o Violation of Conflict – Outlines steps after violation confirmed by Board **<u>Recommendation #2 Develop committees to support the work of NCACH</u>** • Nominating Committee • Timeline to develop: Q1 2021 • Finance Committee • Timeline to develop: Q2 - Q3, 2021 **<u>Recommendation #3 Provide focused Board training on the following</u>** • Open Public Meetings Act – Q1 and Q2, 2021 ➢ Continue to train board to meet compliance • Policy Governance – Q2 – Q4, 2021 ➢ Ensure shifting to a policy governance model. * Contract with expertise to provide training and assist in writing policies and developing appropriate method of policy governance. Discussion: • Christal likes the Committee Formation and Board Education • Nancy Agrees with Christal • Jesus noted that the original intent of the healthy Washington was to have meaningful input from the community. The intent of the CHI's was to get that input. Concerned about removing them from the Governance section. John will send all of this information out for Board members to review and provide comments prior to the March Board meeting.
• Meeting Adjourned	3:29 PM by Molly Morris

Balance Sheet (As of 01.31.2021)

Funding Source	Funds Received	Funds Expended	Funds Remaining
SIM Funding* (CDHD Account)	**$ 115,329**	**$ 115,329**	$ -
Transformation Project (CDHD Account)			
Original Contract K2296 - Demonstration Phase 1	$ 1,000,000		
Original Contract K2296 - Demonstration Phase 2	$ 5,000,000		
Transfer from FE Portal	$ 226,961		
Interest Earned on Demo Funds	$ 255,815		
Transformation Total (CDHD Account)	**$ 6,482,777**	**$ 3,929,350**	**$ 2,553,427**
Grants Other (CDHD Account)			
Aetna Grant	**$ 70,000**	**$ 32,116**	**$ 37,884**
Cambia	**$ 245,000**		**$ 245,000**
Workshop Registration Fees/Misc. Revenue* (CDHD Account)	**$ 23,387**	**$ 13,720**	**$ 9,667**
Transformation Project (FE Portal Funds)			
Project Incentive Funds	$ 19,172,370	$ 9,841,163	$ 9,626,076
Integration Funds	$ 5,781,980	$ 58,422	$ 5,723,558
Bonus Funds	$ 1,455,842		$ 1,455,842
Value Based Payment (VBP) Incentives	$ 650,000		$ 650,000
Interest Earned in FE Portal	$ 62,283		$ 62,283
DY1 Shared Domain 1 Funds**	$ 5,811,865	$ 5,811,865	$ -
Transformation Total (FE Portal)	**$ 32,934,340**	**$ 15,711,450**	**$ 17,517,760**
Totals	**$ 39,625,832**	**$ 19,801,964**	**$ 20,118,738**

**A portion of funds in this category were collected when CDHD held the SIM Contract*

***Automatically paid out through FE Portal from Health Care Authority and therefore not reflected on Financial Executor budget spreadsheet*

2021 NCACH Budget: Monthly Financials (January - December 31st, 2021)

EXPENSES	Total Budgeted	Jan-21	Totals YTD	% Expended YTD to Budget
Operations and Project Management				
Salary & Benefits	$942,981	$70,435	$70,435	7%
Supplies	$37,000	$0	$0	0%
Services	$165,439	$2,325	$2,325	1%
Other Expenditure	$190,227	$7,380	$7,380	4%
CDHD Hosting Fee 15%	$200,347	$11,214	$11,214	6%
Operations, and Project Management Contracts			$0	
Governance and Organizational Development	$141,600	$7,500	$7,500	5%
Program Evaluation & Data Analytics	$70,000		$0	0%
Workforce Development	$63,250		$0	0%
CHI Lead Agencies	$225,000	$16,300	$16,300	7%
CBCC Contracted Support for Partners	$64,680		$0	0%
WPCC Advising and Learning Contracted Support	$366,809	$53,666	$53,666	15%
Harm Reduction Fund	$120,000		$0	0%
Recovery Corps Mentorship Program	$150,000		$0	0%
Recovery Training and Support	$129,000	$0	$0	0%
Partner Payments:			$0	
CHI Partner Payments	$1,150,000	$212,021	$212,021	18%
Tribal Investment	$519,000		$0	0%
*CBCC Partner Payment^*	$1,650,000		$0	0%
WPCC Learning Community	$1,780,000	$0	$0	0%
TCDI Partner Payments	$880,000		$0	0%
Opioid Partner Payments	$180,000	$0	$0	0%
Total Budgted Expenses	**$9,025,334**	**$380,840**	**$380,840**	**4%**

"^" Budget Amendment Occurred in 2021

Budget Amendments - 2021

Date	Amendment
02.01.2021	Doug Wilson moved, Christal Eshelman seconded the motion to fully remove the asterisk on the CBCC partner payment line item with expectation that updates be provided at monthly Board meetings, Ken, Kaitlin, Jesus abstained, Motion passed.

Executive Director's Report – February 2021

COVID-19 has affected us so much. Some effects we know, some we are still learning. In our own organization, we are finding it challenging just to stay connected with partners, or measure our impact. Our Board wants to see measurements and data, but it is hard to get data when many of our partners are still in the thick of responding to COVID-19 and pivoting to provide vaccines and meet food and PPE needs. So many of our well-laid plans last year were postponed, cancelled indefinitely, or amended to work in this 'new normal.'

I try to look for the silver linings rather than the negative effects of this horrific pandemic. Partnerships and local leadership in our four county region has become very apparent. Watching the rollout of the COVID-19 vaccine in our region, especially as hospitals and healthcare providers have worked to coordinate and complement the mass vaccination site efforts at Town Toyota Center in Wenatchee, is an example of this. The pandemic has forced us to rapidly innovate, including increasing the availability of telehealth services. New partnerships between hospitals, public health, and Emergency Medical Services (EMS) have developed and streamlined Community Paramedicine and care coordination services for vulnerable communities. The pandemic has also shown us how fragile things like our food, supply chain, and healthcare services truly are, and the continued need for community based care coordination services to help those most vulnerable in our community. It has found unlikely heroes, especially those who have stepped forward to support the Latinx community, who has been heartbreakingly and disproportionately affected by COVID-19. The pandemic has also highlighted the importance of Public Health, and the important role it plays in protecting our communities. As we start 2021 and look forward to our work this year, I hope that we do so understanding the current position our clinical and community providers are in, and ensure that the work we do under the Medicaid Transformation Project is not separate but complementary to the work being done in response to COVID-19.

To that point, NCACH will soon launch our new (and recently adapted due to COVID-19) Recovery Coach Network pilot program in March 2021. Led by NCACH's Recovery Coach Network Coordinator, Joseph Hunter, the Recovery Coach Network pilot program will provide one-on-one support to people leaving incarceration and jail settings in Chelan County. Typically, when someone leaves a jail setting in our region, they are released very early in the morning, and many times without reliable transportation, a cell phone, or someone to help them navigate things like housing rental, employment, or food assistance applications. Without support to address these needs quickly, it can lead to recidivism and even relapse. Using a pilot program developed with local stakeholder groups, a certified recovery coach will now work with an individual prior to release and be available to meet a person when they get out of jail and help them navigate re-

entry into society. Recovery Coaches can provide a variety of resources beyond recovery support, including helping people sign up for Apple Health, get a State-issued ID, and help them with housing and other social determinant of health needs (like nutrition and employment.) If successful, the pilot program will expand throughout the four counties.

I often speak of how resilient our region is – and that is because I know this to be true. Our rural communities have shown us time and time again how resilient they are, and how far we can go when we all work together.

Charge on!

Linda Evans Parlette, Executive Director

North Central Accountable Community of Health

Board Decision Form

TOPIC: Board Consumer Seat Election

PURPOSE: *Nomination of Patti Paris to the Board Consumer Seat*

BOARD ACTION:

☐ Information Only

☑ Board Motion to approve/disapprove

BACKGROUND:

The NCACH Governing Board Consumer Seat has been vacant since December of 2019. Recently, the Executive Committee has been evaluating how to fill the open board seats, including the consumer seat. Patti Paris was recommended by Senator Warnick as an individual for the consumer seat position. Patti's recommendation was forwarded to the Executive Committee on 2.12.2021. The Executive committee approved moving the recommendation of Patti Paris to fill the Consumer Seat to the full Board.

Patti is a parent of an adult Medicaid recipient and has had to help her family navigate the system as part of the process. Though not a direct Medicaid consumer, she has experience from the consumer perspective of how the system works for both patients and their families. She is a strong advocate in the Health care community in Grant County, particularly when it comes to Behavioral Health and the need to integrate those services better with regular traditional healthcare.

Patti Paris Bio:

Patti was born in Washington state and resided in Moses Lake, Washington for the majority of her life. She is married to Dale Paris, high school sweetheart, for almost 48 years. Tyler Paris is their only child having adopted him at birth in 1982 who has also remained in Moses Lake.

Patti had a career in the Accounting field for over 43 years. She earned a degree in Accounting from Eastern Washington University with her last 25 years working for Grant County PUD in various management capacities and lastly as CFO of Columbia Colstor, Inc., a locally owned public refrigerated warehouse company which owned and operated 6 large public refrigerated warehouses throughout Washington State employing over 500 people.

While employed, Patti participated in various organizations such as AWB (Association of Washington Businesses) and IARW (International Association of Refrigerated warehouses), and the Industrial Customer power Advisory Board for Grant County. She is currently a Board member of AAA Washington Auto Club and the BBCC Foundation Board, serving as Chairman over both finance committees.

Patti's husband, Dale, has served as an elected hospital board commissioner for Samaritan Healthcare for the last 12 years, providing both with a more comprehensive understanding of healthcare needs within our communities. Briefly attended CHI Wenatchee meetings in earlier stages of its inception. Both are tremendous advocates for improving and promoting localized healthcare.

PROPOSAL:
Nomination of Patti Parish to fill the NCACH Board Consumer Seat on the NCACH Governing Board effective 03/01/2021

IMPACT/OPPORTUNITY (fiscal and programmatic):
Patti will fulfill the remainder of the current consumer seat term that is set to expire December 31st, 2022.

TIMELINE:
As soon as possible

RECOMMENDATION:

Submitted By:	Executive/Nominating Committee
Submitted Date:	03/01/2021
Staff Sponsor:	Linda Evans Parlette

North Central Accountable Community of Health

Board Decision Form

TOPIC: *Bylaws and Conflict of Interest Policy*
PURPOSE: *Approve revisions to Bylaws and Conflict of Interest Policy*
BOARD ACTION: ☐ Information Only ☑ Board Motion to approve/disapprove
BACKGROUND: The NCACH Board approved the establishment of a Governance Committee at the July 2020 Governing Board meeting. Starting in August, Governance Committee members spent the remainder of 2020 reviewing all of the governing documents and policies with specific focus on the NCACH Bylaws and Conflict of Interest Policy. Recommendations were presented at the February 2021 Board meeting and NCACH staff provided time for Board members to provide comment on both the revised bylaws and Conflict of Interest Policy. The Governance Committee reviewed Board member feedback at the February 23rd meeting and are recommending the attached Bylaws and Conflict of Interest Policy forward for the whole Board.
PROPOSAL: To approve revisions to the Bylaws and Conflict of Interest Policies recommended by the NCACH Governance Committee.
IMPACT/OPPORTUNITY (fiscal and programmatic): • These revisions to Bylaws and conflict of interest will take effect immediately • NCACH Board will develop a nominating committee to handle any future Board and Executive Committee nominations • Board term timeframes will be reviewed and adjusted to comply with the new Bylaws • Updated Conflict of Interest will be signed by all Board members in March/April
TIMELINE: • Policies will take effect immediately and NCACH will work in March to ensure Board committees and processes are established to comply with any revisions to the Bylaws and Conflict of Interest policy.

Submitted By:	Governance Committee
Submitted Date:	03/01/2021
Staff Sponsor:	John Schapman

North Central Accountable Community of Health

By Laws

- **Originally signed and approved on 3/06/17**
- **Update approved at 6/5/17 Board Meeting**
- **Updated by Governance Committee 2.01.21**

BYLAWS OF

The North Central Accountable Community of Health

(NCACH)

I. OFFICES AND REGISTERED AGENT

The registered office of the North Central Accountable Community of Health, hereinafter "NCACH," shall be located in the State of Washington at such place as may be fixed from time to time by the Governing Board upon filing of such notices as may be required by law.

NCACH shall be a Washington nonprofit corporation, organized under RCW ~~25~~24.03. Until otherwise designated by the Governing Board, the Registered Agent shall be the ~~Administrator of~~ Chelan-Douglas Health District (CDHD), and NCACH shall have a business office identical with such registered office.

II. ORGANIZATION MISSION AND PURPOSE

2.1 **Mission**. The mission of NCACH is to advance whole-person health and health equity in North Central Washington by unifying stakeholders, supporting collaboration, and driving systemic change, with particular attention to the social determinants of health.

~~improve the health of the North Central region's communities and the people who live in them, improve health care access, quality, and the experience of care, and lower per capita health care costs in the North Central region which includes Chelan, Douglas, Grant and Okanogan counties (the "North Central Regional Service Area").~~

2.2 **Purpose**. ~~At such time as the Governing Board resolves to seek treatment and qualification as an exempt organization under the Internal Revenue Code of 1986 (as amended) and without necessity of amendment to these Bylaws, t~~The NCACH shall operate exclusively for charitable and educational purposes under 501(c)(3) of the Internal Revenue Code, or any successor provision of the Internal Revenue Code. Consistent with this purpose, the property of the NCACH shall be irrevocably dedicated to charitable purposes and no part of the net earnings, properties or other assets shall inure to the benefit of any private person, individual, Board member, ~~or Coalition member,~~ or officer of the NCACH. Notwithstanding the foregoing, this provision shall not prevent payment of reasonable compensation for services performed for the NCACH in carrying out is public or charitable purposes, provided that such compensation is approved by the Governing Board and not prohibited by the Articles of Incorporation, these Bylaws, or any statute governing the NCACH, and that no person shall be entitled to share in the distribution of, and shall not receive any of the NCACH's assets upon dissolution of the corporation.

III. GOVERNANCE STRUCTURE

3.1 **Overview.** The NCACH governance consists of a Governing Board only and shall have no Members.

~~The NCACH governance consists of two principal components: the Governing Board, and Coalitions for Health Improvement ("Coalitions"). The NCACH shall have no Members.~~

~~The Governing Board will be the principal and ultimate decision-making authority for the NCACH, with input from the Coalitions. While the interaction between the Governing Board and the Coalitions will be developed and set forth in separate policies and/or charters, below is the basic description of the Coalitions' roles:~~

~~3.1. 1 Each public health jurisdiction of the North Central Regional Service Area will organize and maintain a broad-based local community Coalition intended to engage a wide variety of partners in the mission and work of the NCACH. Each Coalition will provide input to the Governing Board on significant issues directly related and material to NCACH's mission and activities, including needs assessment and local health data; community health improvement plans and priorities; health improvement initiatives; and delivery system transformation. An interested community member will be able to become a member of the Coalition by signing an acknowledgement and acceptance of Coalition responsibilities. The members of each Coalition shall elect a voting representative to serve as a member of the Board. The Board shall establish and adopt the policies, charters, and rules governing the Coalitions, including the procedures for appointment and removal of the members of the Coalitions.~~

3.2 **Governing Board - Power and Duties**

3.2.1 **Powers**. Prudent management of all the NCACH's affairs, assets, property shall be vested in the Governing Board (the "Board"). The Board shall have the powers expressly conferred by these Bylaws, any Articles of Incorporation, and any and all applicable laws, rules and regulations, including House Bill 2572 (2014) and the RCWs referred to therein. While, the Board may delegate the management of the day-to-day operation of the organization to another public or private entity, committee, or person, the activities and affairs of the organization shall be managed and all organization powers shall be exercised under the ultimate direction of the Board. Board members shall not delegate or proxy their respective responsibilities and rights as members of the Board pursuant to these Bylaws.

3.2.2 **General Duties**. The Board shall have the following general duties:

A. Provide strategic direction of the organization and develop a long-range sustainability plan for NCACH. ~~on approved projects.~~

B. Act as liaison for NCACH to Washington State on issues of funding, governance, alignment of state initiatives with regional preferences and other health care initiatives or topics that may arise relevant to the NCACH's mission.

~~C. Work to secure any necessary funding for the core collaborative activities of NCACH partners that benefit the shared aims.~~

~~D. Oversee and develop a long-range the sustainability plan for the NCACH.~~

~~E.~~C. Be responsible for ensuring that NCACH complies with applicable federal, state, and local laws and regulations, and that it adheres to its stated purposes, and that its activities advance its mission.

~~F.~~D. Oversee, monitor and review as necessary the governance documents of the NCACH, including bylaws, policies, and articles of incorporation.

~~G.~~E. Enact policies and charters to delineate the duties, selection and responsibilities of ~~the Coalitions, and their interaction with the Board~~committees and workgroups, and their interaction with the Board.

~~H.~~F. Enact policies relating to the responsibilities of the NCACH's Executive Director, and any administrative or backbone organization engaged and authorized to carry out, facilitate or support the administrative and business activities of the NCACH.

~~I.~~ Select, evaluate and terminate the Executive Director.

~~J.~~

~~K.~~G.

3.2.3 **Responsibilities.** In addition to all other powers and duties described above and granted by law, the Board shall have the following power and authority:~~In addition (and without limiting) the powers and duties described above and reserved to a Board by statute, the Board shall:~~

A. Oversee and facilitate a community based process intended to improve ~~healthcare access~~whole person health and health equity in the North Central Washington~~Regional Service Area~~.

~~B. Assess health care issues from a community-wide perspective, with the health of the North Central Regional Service Area's people uppermost in mind, rather than narrowly representing a sector, employer, or geographic area.~~

~~C.~~B. Approve an annual budget and provide financial oversight.

~~D.~~C. Insure legal and ethical integrity in all its dealings and maintain accountability with regard to its purposes.

~~E.~~D. Determine, carry out, evaluate and revise the NCACH's strategic priorities to fulfill the NCACH's mission and purpose.

~~F.~~E. Enhance the ~~NCACH's public~~public awareness of NCACH.

3.3 **Board Number**. The number of Board members shall be determined from time to time by a vote of the Board, provided the Board shall consist of not less than eleven (11) and not greater than twenty (20) members, together with the Executive Director, who shall be a non-voting ex officio member of the Board. The Board shall have the power to add additional members by a vote of sixty percent (60%) of the total voting members of the Board at any regular or special meeting of the Board. The change in number of Board members shall not shorten or extend the term of any incumbent Board member, whose term may be impacted only as provided by these Bylaws.

3.4 **Board Term.** ~~Except as to the initial term designations described in 3.5,~~ Board terms shall be three (3) years~~, which term shall end on the latter of the date of the annual meeting or the~~

~~appointment of a new Board member~~. No Board member may serve more than three (3) consecutive full terms, unless such member has been appointed by a Tribal entity. If a Board member is fulfilling an existing term, that term will not count towards their 3 term maximum if the remainder of the term is less than 12 months. ~~Notwithstanding t~~The ~~foregoing, Medicaid Managed Care Organizations ("MMCOs") may rotate their sector representative by proposing through mutual agreement among the MMCOs active in the region a candidate for Board membership for that position on an annual basis.~~

3.5 **Board Membership Composition: Sector Representation**. The Board shall consist of community leaders, representatives of key community institutions, and others who are considered representative of the North Central Regional Service Area and interested in ~~community healthcare access and improvement issues~~whole person health and health equity. The Board is intended to reflect the breadth and diversity of the community and will include representatives from a variety of healthcare organizations, business, government, social services, community based organizations, education, and healthcare consumers. The Board composition includes representations from the sectors listed below, and the Board may approve inclusion of additional sectors. ~~Board members may represent more than one sector.~~

	SECTOR REPRESENTED	NUMBER OF BOARD SEATS	~~INITIAL TERM~~
a	Behavioral Health	1	~~2 years~~
b	Confluence Health	1 (primary care) 1 (Central ~~Wa~~ WA Hospital)	~~1 year~~ ~~3 years~~
c	Public Hospitals	1 1	~~3 years~~ ~~1 year~~
d	Federally Qualified Health Clinic	1	~~3 years~~
e	Business Community	1	~~3 years~~
f	Elected Officials~~/ Ex Officio~~	1	~~3 years~~
g	Education	1	~~3 years~~
h	Public Health	1	~~1 year~~
i	Area Agency on Aging	1	~~2 years~~
j	Hispanic Community	1	~~3 years~~
k	Medicaid Managed Care Organizations	1	~~1 year~~
l	Tribal Representative	1	~~2 years~~

m	Consumer Seat	1	~~3 years~~
n	At-large Seat	1	~~1 year~~
o	At-large Seat	1	~~3 years~~
p	CHI – Grant CHI - Okanogan CHI – Chelan-Douglas	1 1 1	~~3 year~~ ~~3 years~~ ~~1 years~~

3.6 **Nomination and Election of Board Members following Initial Term**. ~~The~~ Nominating Committee and Executive Committee~~, and the Nominating Committee described in Section 5.2,~~ shall work together to vet and nominate potential members to the Board and shall forward the list of nominees to the Board for consideration ~~at least thirty (30) days before the annual meeting~~. The Board approves membership to the Board and shall elect the Board members ~~at the annual meeting, or~~ in the case of a vacancy caused by removal, resignation or death of a Board member, at any regular or special meeting of the Board. The ~~Executive~~ Nominating Committee is responsible for maintaining the list of Sectors and accompanying representative selection procedures.

3.7 **Meetings.**

3.7.1 **Annual Meeting**. An annual meeting of the Board shall be held each year in December. At this meeting the Board shall approve a budget for the activities of the NCACH for the following year, and elect new Board members and officers to fill expiring terms.

~~3.7.2~~ **Regular Meetings**. Regular Board meetings shall be scheduled by the Board at least four (4) times per year. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution. If there is no resolution in place, the Board shall use best efforts to provide no less than three~~five~~ (~~5~~3) calendar days' notice to Board members. ~~If there is no resolution in place, the Board shall use best efforts to provide thirty (30) calendar days notice of a regular meeting as a courtesy, and shall provide not less than ten (10) calendar days notice.~~

3.7.2

3.7.3 **Virtual meetings~~Meetings by Telephone~~**. Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone, teleconferencing system, or similar communication equipment provided that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence ~~in person~~ at a meeting for attendance records.

3.7.4 **Place of Meetings**. All meetings shall be held at the principal office of the organization or at such other place within the State of Washington designated by the Board or by any persons entitled to call a meeting.

3.7.5 **Special Meetings; Notice**. A special meeting of the Board may be called by the Chair or by any five (5) voting members of the Board. Notice of special Board or committee meetings shall be given to Board members in writing by email or regular mail, or by personal communication with the Board member not less than ~~ten (10~~48 hours~~) calendar days~~ before the meeting. Notices in writing may be delivered, mailed, emailed, or faxed to the Board member at his or her address, facsimile number or e-mail address shown on the records of the organization. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting except that the notice shall specify the consideration of any removal of a Board member or officer if such action is to be considered at the meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. If notice is by email or facsimile, it shall be effective on the earlier of: twenty-four (24) hours after sending without receipt of an error or nondeliverable message by the sender, or such time as the sender receives a "delivered" notification or confirmation via e-mail or facsimile.

3.7.6 **Waiver of Notice**

3.7.6.1 In Writing. Whenever any notice is required to be given to any Board member under the provisions of these Bylaws, the Articles or applicable Washington law, the party entitled to such notice may waive it. A waiver in writing, signed by the person entitled to such notice, or delivered from an email address belonging to the person entitled to such notice shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice.

3.7.6.2 By Attendance. The attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.7.7 **Quorum**. A simple majority of the voting Board members then in office at the beginning of each meeting shall constitute a quorum for the transaction of business.

3.8 **Attendance**. Board members are expected to regularly attend Board meetings and shall notify the Board Chair in advance if they are not able to attend a meeting. A Board member may be removed if such member is absent from more than one-third (1/3) of the regularly scheduled Board meetings in any given calendar year.

3.9 **Voting and Manner of Acting**

3.9.1 **Board Actions**. Each Board member will have one (1) vote. The act of the majority of the Board members present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is expressly and clearly required by these Bylaws, the Articles of Incorporation or applicable Washington law. ~~Notwithstanding the foregoing, if the MMCO sector has more than one (1) representative~~

~~as a Board member, such sector representatives shall nonetheless collectively have only one (1) single collective vote, which the MMCO Board members must cast consistent with an agreement between or among the representatives, which agreement shall include the designation of the MMCO representative entitled to cast the vote. If the MMCO Board members are unable to agree as to a particular vote, then the MMCO sector shall have no vote for that particular action.~~

3.9.2 **Presumption of Assent**. A Board member at a Board meeting at which action is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Board member files a written dissent or abstention to such action with the person acting as Secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the organization immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Board member who voted in favor of such action. A Board member unable to attend a meeting, can by proxy submit a written communication to the Board chair prior to the meeting detailing their vote and any information they would like to provide to the whole Board. A Board member who submits a proxy vote does not count towards a quorum at a Board meeting. Board members cannot ask another individual to attend a meeting in their place to act as a proxy vote.

3.9.3 **Action by Board without a Meeting**. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Board members. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Written consent may be delivered electronically. Any such written consent shall be inserted in the corporation's records and minutes, as if it were the minutes of a Board meeting.

3.9.4 **Resignation**. Any Board member may resign at any time by delivering written notice to the Chair or the Secretary at the registered office of the NCACH, or by giving oral or written notice at any meeting of the Board members. The resignation shall be effective at the time stated in the resignation, or if there is no time specified, then upon delivery of such resignation. The acceptance of such resignation shall not be necessary to make it effective.

3.9.5 **Removal from Office**. Any Board member (except a Tribal entity representative) may be removed by a sixty percent (60%) vote of all of the voting members of the Board (determined without counting the vote of the Board member subject to removal) for any reason and without necessity of cause. A vote to remove may occur at an annual, regular or special meeting of the Board; provided that if such vote is to occur at a special meeting, the notice of special meeting must include the consideration of removal in the notice of meeting.

3.9.6 **Vacancies on the Board**. Sector representatives will work with the ~~Executive and~~ Nominating Committee to identify candidates to the Board to fill vacant positions. Vacancies occurring on the Board may be voted on and ratified at any regular or special Board meeting by the remaining Board members. Newly elected Board members shall serve the remaining term of the vacant position. The Board shall use its best efforts to fill the vacancy within sixty (60) days of the resignation, removal, or death of a Board member.

3.9.7 **Duty of Loyalty**. Board members shall put the NCACH interests ahead of their own when making all decisions in their capacities as NCACH fiduciaries. They must act without personal economic conflict, and are required to sign a conflict of interest policy upon election to the Board and annually, as further set forth in Article VII.

IV. OFFICERS: EXECUTIVE COMMITTEE

4.1 **Membership and Term**. The Board will elect officers to the following positions: Chair, Vice Chair, Secretary, and Treasurer. These officers will form the Executive Committee, together with the Executive Director of the NCACH who will be a non-voting~~n~~ ex-officio member. Executive Committee members will serve a one~~two~~-year term, and no member may serve in the same Executive Committee position for more than ~~two (2~~three (3) consecutive terms. If an Executive Committee member is fulfilling an existing term, that term will not count towards their 3 term maximum if the remainder of the term is less than 6 months.

4.2 **Purpose and Authority**. The Executive Committee will make ~~operational~~ decisions ~~for NCACH on a week by week basis,~~ consistent with the NCACH's mission, purpose and current policies. Policy and significant substantive decisions shall be reserved to the Board. Greater than 50% of the Executive Committee members shall be sufficient to constitute a quorum for the transaction of business.

~~A majority of the Executive Committee members shall be sufficient to constitute a quorum for the transaction of business; provided that both members must affirmatively agree to the carrying out of any action if the quorum consists of only two three (23) Executive Committee members.~~

By way of example, and without limitation as to the Executive Committee's purpose and authority, the Executive Committee is responsible for:

a. working with the Chair, the Executive Director, and staff (including any administrative or backbone organization with whom the NCACH has contracted) to ensure the carrying out of the business of the NCACH, including acting on any matters as directed by the Board;

b. acting on urgent or emergent business which may arise between regularly scheduled NCACH meetings, and for which the Executive Committee determines that acting without a meeting as provided under these Bylaws is not practicable due to time constraints of the matter requiring action; and

c. additional duties as delegated by the NCACH Board.

The Executive Committee shall meet on a regular basis, sufficient to enable to it to carry out its purposes. The Executive Committee shall inform and report to the Board regarding decisions made by the Executive Committee, including any urgent action taken by the Executive Committee between Board meetings and seek ratification and approval by the Board for such actions at the next meeting of the Board. The failure of the Board to ratify an Executive Committee action at the next Board meeting shall not nullify such act, if it was relied upon in good faith by a third party. ~~If the Board does not ratify any such action taken, the Board may limit or suspend the Executive Committee's ability and authority to take similar actions, or any action.~~ The Board may at any time vote to provide a written delegation of authority to the Executive Committee expressly outlining the Executive Committee's specific authority. If the Board does not ratify any such action taken, the Board may limit or suspend the Executive Committee's ability and authority to take similar actions, or any action. ~~The failure of the Board to ratify an Executive Committee action at the next Board meeting shall not nullify such act, if it was relied upon in good faith by a third party.~~

4.3 ~~Unless specifically delegated by the Board, the Executive Committee shall not have the authority to incur any single monetary obligation in excess of $5,000, or cumulatively up to $10,000 annually, or bind the NCACH to an obligation exceeding one (1) year, whether budgeted or not.~~

Chair. The Chair shall preside at all meetings of the Board and the Executive Committee, shall have general supervision of the affairs of the organization, including the Executive Director of the NCACH and shall perform such other duties as are incident to the office or are properly required of the Chair by the Board. The Chair shall work with the staff to plan Board agendas ~~and programs~~. When required, the Chair shall act as a spokesperson for the NCACH (consistent with any direction by the Board and the mission and purpose of the NCACH) as required and shall carry out such other duties as are incident to the office or are properly required of an effective Chair or the Board.

4.4 **Vice Chair**. During the absence or disability of the Chair, the Vice-Chair shall exercise all of the functions of the Chair. The Vice-Chair shall have such powers and discharge such other duties as may be assigned to him or her, from time to time, by the Board.

4.5 **Secretary**. ~~It shall be the duty of the~~The Secretary of the Board is responsible to ensure the completion and accuracy of all meeting minutes and records of the Executive Committee and ~~keep all records of the Board and of the NCACH, to give notice of meetings, retain, approve all minutes of~~ full Board meetings and ~~make such reports and~~ to perform such other acts as are incident to the office or as the Chair or Board may direct.

4.6 **Treasurer**. The Treasurer is accountable, and shall have oversight responsibility, for all funds belonging to the NCACH. The Treasurer shall advise the Board on its fiscal responsibilities and shall insure that policies and procedures regarding financial transactions, accounting procedures and the disposition of assets are followed as prescribed by the Board, the Bylaws, and applicable law.

4.7 **Delegation.** If any other officer of the NCACH is absent or unable to act and no other person is authorized to act in such person's place by the provision of these Bylaws, the Board

may, from time to time, temporarily delegate the power or duties of such officer to any other Board member.

4.8 **Resignation**. An officer may resign by delivering written notice to the other members of the Executive Committee. Such resignation shall be effective at the time stated in the resignation, or if there is no time specified, then upon delivery of such resignation. The acceptance of such resignation shall not be necessary to make it effective.

4.9 **Removal**. Any officer may be removed by the Board with or without cause by a minimum of sixty percent (60%) vote of all of the voting members of the Board, if they deem it in the best interest of the NCACH.

4.10 **Vacancies.** Any vacancy on the Executive Committee (whether due to removal, death or resignation) shall be filled by a majority vote of the remaining members of the ~~Executive Committee~~Governing Board within two regularly scheduled Board meetings. ~~. Any officer appointed by the Executive Committee shall serve until such time as the Board votes to fill the vacancy, or confirm the Executive Committee's appointment. Any officer appointed or confirmed by the Board under this Section 4.10 shall serve the remainder of the term of the officer who vacated the position.~~

V. COMMITTEES AND WORKGROUPS

5.1 **Appointment.** The Board may appoint, from time to time, from its own members and/or the public, standing or temporary committees or workgroups consisting each of no fewer than two (2) Board members. A "workgroup" will be charged with working on a specific or discrete issue, as determined by the Board. Board members are expected to serve and participate on such committees and workgroups.

5.2 **Responsibilities and Limitations.** The committees or workgroups may be vested with such powers as the Board may determine by resolution passed by a majority of the Board. No committee or workgroup (including the Executive Committee) shall have the authority of the Board in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any Board member or officer of the organization; amending the Articles, adopting a plan of merger or adopting a plan of consolidation with another organization; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the organization other than in the ordinary course of business; authorizing the voluntary dissolution of the organization or adopting a plan for the distribution of the assets of the organization; or amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee or workgroup. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the organization. The designation of any such committee and the delegation of authority thereto shall not relieve the Board or any member thereof of any responsibility imposed by law.

5.3 **Standing Committees**. In addition to the Executive Committee, as of the date of these Bylaws, the Nominating Committee is the only other~~a~~ standing committee.

5.3.1 **Nominating Committee Functions**. Not less than 90 days before the annual meeting, or as may be necessary to fill a vacancy, the ~~Chair will appoint a~~ Nominating Committee ~~to~~ will evaluate Sector representatives as nominated by interested parties, or propose such Sector representatives. At least 30 days before the annual meeting, the Nominating Committee will forward the nominations to the Board for approval and voting at the annual meeting.

VI. FINANCE AND ADMINISTRATIVE

6.1 Fiscal Year. The fiscal year of NCACH shall commence on January 1 and end on December 31 of each year.

~~6.1~~

6.2 Finance. It is anticipated that the finances of the NCACH will either be stand alone or will be administered by a backbone organization pursuant to a written agreement~~, which organization may be a public entity and with the NCACH finances administered consistent with the regulations governing a public entity~~. The annual budget shall be prepared by the Executive Director and approved by the Board at the annual meeting of the Board. If consistent with the operation of the backbone organization, the Board may establish by resolution a general fund of the NCACH with said fund administered by the Executive Director. This fund may be utilized for the payment of general operating expenses. ~~Any non-budgeted expenditure in excess of $5,000 dollars shall require prior approval by the Board, unless authorized under Section 4.2.~~

~~**Finance**. It is anticipated that the finances of the NCACH will be administered by a backbone organization pursuant to a written agreement, which organization may be a public entity and with the NCACH finances administered consistent with the regulations governing a public entity. The annual budget shall be prepared by the Executive Director (working with the backbone organization, if applicable) and approved by the Board at the annual meeting of the Board. NCACH shall operate on a fiscal year which runs from January 1 to December 31.~~

~~If consistent with the operation of the backbone organization, the Board may establish by resolution a general fund of the NCACH with said fund administered by the Executive Director. This fund may be utilized for the payment of general operating expenses. Any non-budgeted expenditure in excess of $5,000 dollars shall require prior approval by the Board, unless authorized under Section 4.2.~~

6.2 **Contracts**. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of NCACH, and that authority may be general or confined to specific instances.

6.3 **Checks, Drafts, Deposits Etc**. Unless the agreement with the backbone organization provides otherwise, all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of NCACH shall be signed by the Executive Director and at least one (1) Board officer, and the funds of the NCACH shall be deposited in a timely manner to the credit of NCACH in the banks, trust companies or other depositories as the Board may select.

6.4 **Remuneration**. No salary shall be paid to members of the Board, committee, workgroup, or Coalition. Members may be reimbursed for reasonable and necessary expenses incurred for the purposes of doing business, and attending meetings on behalf of NCACH. Such expenses incurred may be reimbursed provided appropriate documentation and timely submission of expense receipts are provided within sixty (60) days of such occurrence.

6.5 ~~7.3~~ **No Loans**. No loans shall be contracted on behalf of the NCACH and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. That authority may be general or confined to specific instances. No loans shall be made by the NCACH to a Board member nor shall the NCACH guarantee the obligation of a Board member unless either: (a) the particular loan or guarantee is approved by the vote of a majority of the votes represented by members in attendance at the meeting upon which the matter is considered, except the vote of the benefited Board member, or (b) the Board determines that the loan or guarantee benefits the NCACH and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees.

6.6 **Parliamentary Procedure**. The rules contained in "Robert's Revised Copy," Robert's Rules of Order, shall govern the NCACH in all cases to which they are applicable and which are not inconsistent with the Articles and these Bylaws of NCACH. The Board, in its discretion, may adopt alternate rules of procedure provided such rules are not inconsistent with the Articles and these Bylaws, or any amendments thereto.

6.7 Books and Records. NCACH shall keep current and complete books and records of account and shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board, and shall keep at its registered office a register of the names and addresses of its Board. All books and records of NCACH may be inspected by any member of the Board, or his agent or attorney, for any proper purpose at any reasonable time.

VII. CONFLICT OF INTEREST ~~AND PROHIBITED TRANSACTIONS~~

7.1 **Conflict of Interest: Policy and ~~Annual~~ Periodic Review.** The NCACH shall have a conflict of interest policy in effect at all times, which policy shall be adopted by the Board. All Board members will review, ratify and sign the policy at the beginning of their initial term and annually thereafter. To ensure ongoing compliance and operation of the NCACH consistent with its mission and purpose and if necessary to preserve any tax-exempt election made by the NCACH, the Board shall periodically review the conflict of interest policy and these Bylaws for compliance.

7.2 **Contents of Policy.** The conflict of interest policy shall define what constitutes a conflict of interest, the conflict notification and disclosures required by each member of the Board not less than annually, and the protocol for considering, approving or disapproving a transaction involving a conflict of interest.

~~7.3 **No Loans.** No loans shall be contracted on behalf of the NCACH and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. That~~

~~authority may be general or confined to specific instances. No loans shall be made by the NCACH to a Board member nor shall the NCACH guarantee the obligation of a Board member unless either: (a) the particular loan or guarantee is approved by the vote of a majority of the votes represented by members in attendance at the meeting upon which the matter is considered, except the vote of the benefited Board member, or (b) the Board determines that the loan or guarantee benefits the NCACH and either approves the specific loan or guarantee or a general plan authorizing loans and guarantees.~~

VIII. INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

8.1 **Indemnification: General.** Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of that fact that he or she is or was a Board member or officer of NCACH, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent or in any other capacity, shall be indemnified and held harmless by NCACH to the full extent permitted by the Washington Non-Profit Corporation Act, RCW 23B.08.320, and RCW 23B.08.500 through 23B.08.600, as now enacted or hereafter amended, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, and all amounts to be paid in settlement) actually, or reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a Board member, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators. No indemnification shall be provided under this Article to any such person if NCACH is prohibited by the provisions of the Washington Non-Profit Corporation Act, RCW 23B.08.320, RCW 23B.08.500 through 23B.08.600, as now enacted or hereafter amended, or any other applicable law as then in effect from paying such indemnification. ~~As permitted by RCW 24.03.043 Indemnification of NCACH's Officers and Board members, shall be governed by RCW 23B.17.030 as presently enacted or hereafter amended, unless otherwise set forth herein.~~

~~8.2 **Definitions. As used in this Article.**~~

~~8.2.1 "Act" means the Washington Nonprofit Corporation Act, as presently enacted or hereafter in force.~~

~~8.2.2 "Board member" means any person who is or was a Board member of NCACH and any person who, while a Board member of NCACH, is or was serving at the request of NCACH as a director, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan. Board member includes, unless the context requires otherwise, the estate or personal representative of a Board member.~~

~~8.2.3 "Expenses" includes attorney's fees and costs.~~

8.2.4 "Indemnitee" means an individual made a party to a proceeding because the individual is or was a Board member or Officer of NCACH, and who possesses indemnification rights pursuant to the Articles, these Bylaws, Washington law, or other NCACH action.

8.2.5 "Liability" means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

8.2.6 "Official capacity" means:

8.2.6.1 when used with respect to a Board member, the office of Board member in NCACH; and

8.2.6.2 when used with respect to a person other than a Board member, the office in NCACH held by the officer.

8.2.7 "Party" includes a person who was, is, or is threatened to be, made a named defendant or respondent in a proceeding.

8.2.8 "Proceeding" means any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative or investigative.

8.3 **Standard of Conduct--General.** NCACH shall indemnify any person made a party to any proceeding (except as otherwise provided herein) by reason of the fact that he or she is or was a Board member or Officer against judgments, penalties, fines, settlements and reasonable expenses actually incurred by him or her in connection with such proceeding if he or she conducted himself or herself in good faith, and in the case of conduct in his or her own official capacity with NCACH, he or she reasonably believed his or her conduct to be in NCACH's best interest; or in all other cases, he or she reasonably believed his or her conduct to be at least not opposed to NCACH's best interests; and in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself be determinative that the person did not meet the requisite standard of conduct set forth in this paragraph.

8.4 **Standard of Conduct – NCACH or Derivative Action.** NCACH shall indemnify any person made a party to any proceeding by or in the right of NCACH by reason of the fact that he or she is or was a Board member or Officer against reasonable expenses actually incurred by him or her in connection with such proceeding if he or she conducted himself or herself in good faith, and:

8.4.1 In the case of conduct in his or her official capacity with NCACH, he or she reasonably believed his or her conduct to be in NCACH's best interests; or

8.4.2 In all other cases, he or she reasonably believed his or her conduct to be at least not opposed to its best interests; provided that no indemnification shall be made pursuant to this Section in respect of any proceeding in which such person shall have been adjudged to be liable to NCACH.

8.5 **Improper Personal Benefit.** A Board member or Officer shall not be indemnified in respect of any proceeding charging improper personal benefit to the Board member or Officer whether or not involving action in his or her official capacity, in which he or she shall have been adjudged to be liable on the basis that personal benefit was improperly received by the Board member or Officer.

8.6 **Expenses; Court Determination.** Unless otherwise limited by the Articles of Incorporation:

8.6.1 A Board member or Officer who has been wholly successful, on the merits or otherwise, in the defense of any proceeding shall be indemnified against reasonable expenses incurred by him or her in connection with the proceeding; and

8.6.2 A court of appropriate jurisdiction upon application of a Board member or Officer, and such notice as the court shall require, shall have authority to order indemnification in the following circumstances:

8.6.2.1 if the court determines a Board member or Officer is entitled to reimbursement, the court shall order indemnification, in which case the Board member or Officer shall be entitled to recover the expenses of securing such reimbursement; or

8.6.2.2 if the court determines that the Board member or Officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she has met the standards set forth herein or has been adjudged liable under the provisions herein, the court may order such indemnification as the court shall deem proper.

8.7 **Determination of Meeting Standard of Conduct.** No indemnification under these Bylaws shall be made by NCACH unless authorized in the specific case after a determination that indemnification of the Board member or Officer is permissible in the circumstances because he or she has met the standard of conduct set forth in the applicable subsection. Such determination shall be made:

8.8 **Payment of Expenses in Advance.** Reasonable expenses incurred by a Board member or Officer who is party to a proceeding may be paid or reimbursed by NCACH in advance of the final disposition of such proceeding:

8.8.1 After a determination based on the information then known to those making the determination (without undertaking further investigation for purposes thereof) that indemnification may be permissible under this Article; and

8.8.2 Upon receipt by NCACH of a written affirmation by the Board member or Officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by

~~NCACH as authorized in this Article; and a written undertaking by or on behalf of the Board member to repay such amount if it shall ultimately be determined that he or she has not met such standard of conduct; and~~

~~8.8.3 The undertaking required above shall be an unlimited general obligation of the Board member or Officer but need not be secured and may be accepted without reference to financial ability to make the repayment.~~

~~8.9 **Inconsistent Provisions Invalid.** No provision for NCACH to indemnify a Board member or Officer who is made a party to a proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of members or Board members, an agreement, or otherwise shall be valid unless consistent with this Article VIII of the Bylaws, or to the extent that indemnity hereunder is limited by the Articles of Incorporation, consistent therewith. Nothing herein shall limit NCACH's ability to reimburse expenses incurred by a Board member or Officer in connection with his or her appearance as a witness in a proceeding at a time when he or she has not been made a named defendant or respondent in the proceeding.~~

~~8.10 **Officers, Employees and Agents.** Unless otherwise limited by the Articles of Incorporation:~~

8.2~~11~~ **Insurance.** NCACH shall have power to purchase and maintain insurance, at its expense, to protect itself, and ~~on behalf of~~ any person who is or was a Board member, officer, employee, or agent of NCACH, or is or was serving at the request of NCACH as an officer, employee or agent of another association, partnership, joint venture, trust, other enterprise, or employee benefit plan against any expense, loss , or liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not NCACH would have the power to indemnify him or her against such liability under the provisions of this Article or any applicable law.

8.3~~12~~ **Authority to Indemnify.** This Article is intended to authorize NCACH to indemnify officers, Board members, employees or agents to the fullest extent permitted by RCW 23B.17.030, RCW 23B.08.320 and RCW 23B.08.500 through 23B.08.600, as now enacted or hereafter amended. In the event of a change in the applicable law permitting greater indemnification, the Board is authorized to take the appropriate action to cause NCACH to provide such indemnification.

IX. DISTRIBUTION.

Upon dissolution of the NCACH, all assets shall be distributed ~~solely to one or more charitable, educational, religious or scientific organizations~~ to a like agency that qualifies~~y~~ as exempt under section 501(c)(3) of the Internal Revenue Code, or any successor statute. Decisions regarding dissolution will be made by the Board; provided that no transfer will be made that will adversely affect the NCACH's exempt status.

X. AMENDMENTS

With approval of a minimum of sixty percent (60%) of the voting membership of the Board, The Board shall have power to make, alter, amend and repeal the Bylaws of NCACH~~, provided the Board will not approve any such alteration, amendment or repeal on which such action shall first have received approval of sixty percent (60%) of the voting membership of the Board~~. The Board shall receive ten (10) business days' notice of any proposed action to alter or amend the Bylaws of NCACH. This may be accomplished at either a regular or special meeting. ~~with notice given as specified in Article XII.~~

~~XI. PARLIAMENTARY PROCEDURE~~

~~As set forth in Section 3.9.8, the rules contained in "Robert's Revised Copy," Robert's Rules of Order, shall govern the NCACH in all cases to which they are applicable and which are not inconsistent with the Articles and these Bylaws of NCACH. The Board, in its discretion, may adopt alternate rules of procedure provided such rules are not inconsistent with the Articles and these Bylaws, or any amendments thereto.~~

North Central Accountable Community of Health

Conflict of Interest Policies and Procedures

Article 1. Purpose

The purpose of this policy is to help inform the North Central Accountable Community of Health (NCACH) Board of Directors (Directors) about what constitutes a conflict of interest and assist the Directors in identifying and disclosing actual, potential, or perceived conflicts of interest.

The NCACH is a collaborative of interested parties and it is acknowledged that Directors have personal, tribal, organizational and/or sector-specific interests. As such, conflicts of interest are expected and this policy is to enable Directors to understand, identify, manage and appropriately disclose actual, potential or perceived conflicts of interest. ~~Whether a disclosed interest constitutes a conflict, a potential conflict or a perceived conflict of interest is determined by the NC ACH in its discretion by the process set forth in this policy. This policy enables individuals to understand, identify, manage and appropriately disclose actual, potential or perceived conflicts of interest.~~ This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

This policy is also intended to guide situations in which a conflict of loyalty may exist as to a Director. First and foremost, a Director owes the NCACH a duty of loyalty to act in the best interest of the NCACH, which duty may be at odds with a duty of loyalty owed by the Director to, or in affiliation with, another entity. Such conflict of loyalty is not automatically a personal or financial conflict of interest for the purpose of this policy though is neither an automatic exception.

The NCACH, in its discretion set forth in this policy, determines whether a disclosed interest constitutes an actual, potential or perceived conflict of interest.

~~In addition, this policy is intended to acknowledge those situations in which a conflict of loyalty may exist as to a Director. A Director owes the NC ACH a duty of loyalty to act in the best interest of the NC ACH, which duty may be at odds with a duty of loyalty owed by the Director to, or an affiliation with, another organization. Such conflict of loyalty, however, does not necessarily rise to the level of a personal or financial conflict of interest for the purpose of this policy.~~

~~Conflicts of interest arise all the time. They are inevitable especially where the Board composition is based upon representation of various stakeholder groups with particular expertise. It is not possible to avoid all conflict-of interest situations. The purpose of this policy is to help Directors recognize and handle them effectively.~~

Article 2. Definitions

1. Interested Person

Any director, principal officer, member, or delegate who has a direct or indirect financial or personal interest, as defined below, is an interested person.

2. Conflict of Interest

An actual conflict of interest occurs where an interested person's judgment could be affected because ~~he or she has~~ they have a personal or financial interest in the outcome of a transaction or decision over which the

interested person has control or influence. The conflict of interest is present when an interested person's stake in a transaction or decision is such that it reduces the likelihood that the interested person's influence can be exercised impartially in the best interests of the NCACH. This policy sets forth two types of conflicts of interest: financial and personal. Either of these can have an actual, potential, or perceived conflict of interest.

In general, this policy does not intend that a personal conflict shall necessarily arise where a proposed action implicates a Director's dual duty of loyalty to the NCACH and loyalty to, or affiliation with, another entity. By way of example, the NCACH may be called upon to make a recommendation, or take an action that favors one sector over another, without implicating a direct contractual relationship with an entity. Considering the diverse Board composition, such Board recommendation or action will likely favorably or unfavorably impact certain sectors represented by the Board.

In the absence of a direct contractual relationship with, or other direct and specific monetary award to, an entity in which the Director has an interest, this policy contemplates that Directors will be able to reconcile their dual obligations, and maintain impartiality. While it shall be the Director's obligation to disclose the Director's affiliations on the annual conflict disclosure, the Director need only disclose as required under Article 3, if the Director believes that there are material facts, apart from sector representation itself that may affect the Director's ability to act impartially.

3. Personal Conflict of Interest

A person has a personal interest when a Director, principal officer, member, delegate or a member of their immediate family, including the individual's spouse, domestic partner, child or parent, stands to directly or indirectly gain or be favorably impacted as a result of a decision.

~~In general, this policy does not intend that a personal conflict shall necessarily arise where a proposed action implicates a Director's dual duty of loyalty to the NC ACH and loyalty to, or affiliation with, another entity. By way of example, the NC ACH may be called upon to make a recommendation, or take an action that favors one sector over another, without implicating a direct contractual relationship with an entity. In light of the diverse Board composition, such Board recommendation or action will likely favorably or unfavorably impact certain sectors represented by the Board. In the absence of a direct contractual relationship with, or other direct and specific monetary award to, an entity in which the Director has an interest, this policy contemplates that Directors will be able to reconcile their dual obligations, and maintain impartiality. While it shall be the Director's obligation to disclose the Director's affiliations on the annual conflict disclosure, the Director need only disclose as required under Article 3, if the Director believes that there are material facts, apart from sector representation itself that may affect the Director's ability to act impartially. Nothing in this Section 4 shall preclude the Board from finding that a Director's conflict of loyalty rises to the level of a personal conflict of interest and requires disclosure and possible recusal of the Director, as set forth in Article 3, Section 5, below.~~

3. Financial Conflict of Interest

A person has a financial interest if the person has, directly or indirectly, through occupation, investment, or family:

a. An ownership or investment interest in any entity with which NCACH has a transaction or arrangement;

b. A compensation arrangement with NCACH or with any entity or individual with which NCACH has a transaction or arrangement; or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NCACH is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily or automatically a conflict of interest and the particular facts and circumstances must be reviewed by the Board of Directors ~~or appropriate Committee~~ for a determination that a conflict of interest exists.

Article 3. Procedures

1. Duty to Disclose

Each interested person shall disclose all material facts regarding his or her interest in the transaction under consideration promptly upon learning of the proposed transaction or arrangement. The interested person shall err on the side of caution in the disclosure, keeping in mind that the NCACH wishes to conduct itself with integrity and with the avoidance of perception of conflict.

If another Director has reasonable cause to believe a person has failed to disclose an actual, potential or perceived conflict of interest, and are unable to give attention at time of the concern, they shall notify the Board Chair or another member of the Executive Committee who will take the appropriate steps to follow up with the interested Director with the actual, potential, or perceived conflict and provide them an opportunity to explain the alleged failure to disclose at a Board meeting.

2. Procedures for determining if a Conflict of Interest Exists

If an actual, potential, or perceived conflict of interest needs further review by members of the Board upon disclosure by the interested person or another Board member, *a member of the Executive Committee*, shall bring the concern to the attention of the remaining Board members.

At a Board meeting, the Directors may ask questions of and receive presentation(s) from the interested Director(s) and any other interested person(s).The Directors shall ascertain that all material facts regarding the transaction and the interested Director's conflict of interest have been disclosed.

After disclosure of all material facts by the interested party, the remaining Directors shall determine if a financial or personal conflict of interest exists for the interested Director. A vote of the remaining members of the Board will be taken at an open Board meeting and requires sixty percent (60%) of voting members to pass. The Board's determination as to the existence of an actual, potential, or perceived conflict of interest in conformity with this policy shall be conclusive and binding.

3. Voting on Matters when a Director has an actual, potential or perceived Conflict of Interest

If any conflict-related items are before the board, the actual, potential or perceived conflict of interest at hand must be addressed prior to a vote on that item, and the remaining Directors shall determine whether the transaction is in the NCACH's best interest and whether it is fair and reasonable to the NCACH before approving or disapproving the transaction.

The interested director will state the conflict for the records and may be present when a vote is required on the matter. An interested Director(s) with a financial conflict of interest or personal conflict of interest may participate in the discussion. After discussion, the Board vote will resume with all voting except the interested Director(s) with a financial or personal conflict of interest who will abstain from the vote.

4. Violations of the Conflict of Interest Policy

If it has been determined the director(s) failed to disclose an actual, potential, or perceived conflict of interest, and that the failure to disclose requires additional disciplinary or correction action, The Board shall take appropriate action including, but not limited to, removal from the Board. The Board's determination of the disciplinary or corrective action related to the existence of an actual, potential, or perceived conflict of interest shall be conclusive and binding. All actual, potential and perceived conflicts under review of violation must have a formal board statement providing record of action or no action by the board and any accompanying details.

Original Language

~~**1. Duty to Disclose**~~

~~Each interested person shall disclose all material facts regarding his or her interest in the transaction under consideration promptly upon learning of the proposed transaction or arrangement. The interested person shall err on the side of caution in the disclosure, keeping in mind that the NC ACH wishes to conduct itself with integrity and with the avoidance of appearance of conflict. Upon disclosure by the interested person, the chair shall ask the remaining Directors or Committee Members, as the case may be, to make a determination whether a real or potential conflict of interest exists. In all instances, such determination shall be made before the Board of Directors votes on any agenda item related to an expenditure, awarding of a contract or other monetary transaction.~~

~~**2. Determining Whether a Conflict of Interest Exists**~~

~~After disclosure of all material facts by a Director (the "disclosing Director"), the remaining Directors or appropriate Committee Members shall determine if a personal or financial conflict of interest exists for the interested person. The disclosing Director(s) and any other interested person(s) involved with the transaction shall not be present during the discussion or determination of whether a personal conflict of interest exists. The remaining Directors or Committee Members shall decide if a conflict of interest exists. A Director for whom a conflict of interest has been found to exist is an "interested Director".~~

~~**3. Procedures for Addressing a Personal Conflict of Interest**~~

~~The Directors may ask questions of and receive presentation(s) from the interested Director(s) and any other interested person(s), but shall deliberate and vote on the transaction in their absence. The Directors shall ascertain that all material facts regarding the transaction and the interested Director's conflict of interest have been disclosed and shall compile appropriate data, such as comparability studies, and shall determine fair market value for the transaction if applicable.~~

~~After exercising due diligence, which may include investigating alternatives that present no conflict, the Directors shall determine whether the transaction is in the NC ACH's best interest, for its own benefit, and whether it is fair and reasonable to the NC ACH before approving or disapproving the transaction.~~

~~**4. Procedures for Addressing a Financial Conflict of Interest**~~

~~When a vote is required on a matter, and a conflict of interest is a financial conflict of interest, the conflict will be stated on the record and the Board vote will resume with all voting except the interested Director will abstain from the vote. An interested Director with a financial conflict of interest may be present and participate in the discussion and be present during the voting process as long as the conflict is not a personal conflict and has been disclosed.~~

~~**5. Violations of the Conflict of Interest Policy**~~

~~If a Director or Committee Member has reasonable cause to believe a person has failed to disclose actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.~~

~~If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Director or Committee Member determines the person has failed to disclose an actual or potential conflict of interest, the Board shall take appropriate disciplinary and corrective action. The Board's determination as to the existence of an actual or potential conflict of interest in conformity with this policy shall be conclusive and binding.~~

Article 4. Records of Proceedings

The minutes of meetings of Board of Directors and all Committees with Board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a conflict of interest in connection with an actual, ~~or~~ potential or perceived conflict of interest, the nature of the conflict of interest, any action taken to determine whether a conflict of interest was present, and the Board's or Committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings, together with the identification of those who abstained or recused themselves.

Article 5. Compensation

a. A voting member of the Board who receives compensation, directly or indirectly, from NCACH for services is precluded from voting on matters pertaining directly to that member's compensation.

~~b. A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NC ACH for services is precluded from voting on matters pertaining to that member's compensation.~~

~~c.~~b. No voting member of the Board whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NCACH, either individually or collectively, is prohibited from providing information regarding compensation.

Article 6. Periodic Statements

Each Director and Officer shall annually sign a statement that affirms such person:

a. Has received a copy of the conflict of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy~~, and~~

d. Understands that NCACH is a charitable organization and in order to maintain its Washington State Nonprofit corporation status it must engage primarily in activities which accomplish one or more of its purposes in which the Nonprofit is established.

~~d.~~e. Understands that a violation of this policy can result in Board action, including removal from the Board.

North Central Accountable Community of Health

Conflict of Interest Policy and Board Code of Conduct Certification

The undersigned hereby acknowledges that the undersigned:

(a) Has received a copy of the conflict of interest ~~policy~~and Board code of conduct policies,

(b) Has read and understands the conflict of interest ~~policy~~and Board code of conduct policies,

(c) Has agreed to comply with the conflict of interest policy, and

(d) Understands that NCACH is a charitable organization and in order to maintain its Washington State Nonprofit corporation status it must engage primarily in activities which accomplish one or more of its purposes in which the Nonprofit is established.

~~(d)~~(e) Understands that a violation of this policy can result in Board action, including removal from the Board.

Please check one of the following boxes:

□ I have no conflicts or potential conflicts to disclose.

□ I have the following conflicts or potential conflicts to disclose (use the space below):

- Disclose personal or professional affiliations, including those of immediate family members, with companies the NCACH does or might do business with. For instance, do you hold a sizable amount of stock or have other financial interests in a company?
- Disclose any personal business dealings (including those of immediate family members) you have or have had with the NCACH in the previous twelve months.
- List other corporate or nonprofit boards on which you (or an immediate family member) serves.
- If a conflict comes up in a meeting that is not listed on the form, I acknowledge or state the conflict exists (includes actual or potential conflict of interest)

_____

_____

_____

_____

_____

Dated: _____ Signed: _____

Print Name: _____

Title: _____

Date Updated: _____

North Central Accountable Community of Health

Board Decision Form

TOPIC: *NCACH Board Code of Conduct Policy*

PURPOSE: *Review and approve NCACH Board Code of Conduct Policy*

BOARD ACTION:

- ☐ Information Only
- ☑ Board Motion to approve/disapprove

BACKGROUND:

The NCACH Governance Committee received and reviewed a sample Board Code of Conduct policy at our January 2021 meeting that was developed and utilized by the North Sound Accountable Community of Health. The committee discussed the policy and how it would support both the Bylaws, Conflict of Interest policy and any additional policies currently established by NCACH. Governance Committee members directed staff to draft the sample into an NCACH specific policy to review at the February committee meeting.

At the February Governance meeting, committee members reviewed the draft policy, edited the document as appropriate, and are recommending that the Board adopt the attached Board Code of Conduct policy effective March 1st, 2021. The policy will support our current governing documents and address not only conflicts of interest, but expectations of individual Board members representing NCACH both at Board meetings and within the community.

PROPOSAL:

To approve the NCACH Governing Board Code of Conduct Policy recommended by the NCACH Governance Committee.

IMPACT/OPPORTUNITY (fiscal and programmatic):

- The code of conduct policy would provide additional direction on Board conduct above the Bylaws and Conflict of Interest Policy
- The Code of Conduct policy would be signed upon joining the Board and annually in conjunction with the Conflict of Interest policy

TIMELINE:

- Policy will take effect immediately and NCACH will work in March to ensure Board members are able to review and sign the Code of Conduct policy

Submitted By:	Governance Committee
Submitted Date:	03/01/2021
Staff Sponsor:	John Schapman

Board Members' Code of Conduct Policy

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

1. Members must represent the North Central Accountable Community of Health (NCACH) in a positive and supportive manner at all times and in all places, including on social media platforms.
2. Members must show respect and courteous conduct in all NCACH meetings.
3. Members must ensure that comments and discussion in all Board and Committee meetings take into account NCACH's commitment to equity and whole person health.
4. Members must utilize the gift of feedback and hold themselves and each other accountable to uphold the Board Member's Code of Conduct.
5. Members must not act in a way that can impugn the integrity of the NCACH.
6. Members must adhere to the conflict of interest policy
7. Members must not interfere with administrative issues that are primarily the responsibility of management, except to monitor results and ensure that procedures are consistent with board policy.
8. Individual Board members must not attempt to exercise individual authority over the organization.
    a. Unless authorized by the Board, members understand that when interacting with the CEO or staff, they have no direct authority over the CEO or staff.
    b. The Board Chair and CEO are the only positions authorized to speak on behalf of NCACH with media, regulatory bodies, or other entities that may have an impact on the organization.
    c. Members' interactions with the public or other entities must focus on explicitly stated Board decisions.
9. Members must respect the confidentiality appropriate to issues of a sensitive nature, specifically, issues that are not made publicly available.
10. Members must be properly prepared for and participate in all necessary board business.
11. Members must seek to understand the perspectives of other Board members and will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.

Board Code of Conduct Policy
Policy Reviewed 03.01.21
Effective: 03.01.21

North Central Accountable Community of Health

Pay for Performance (P4P) Update

Board Meeting 3/1/2021

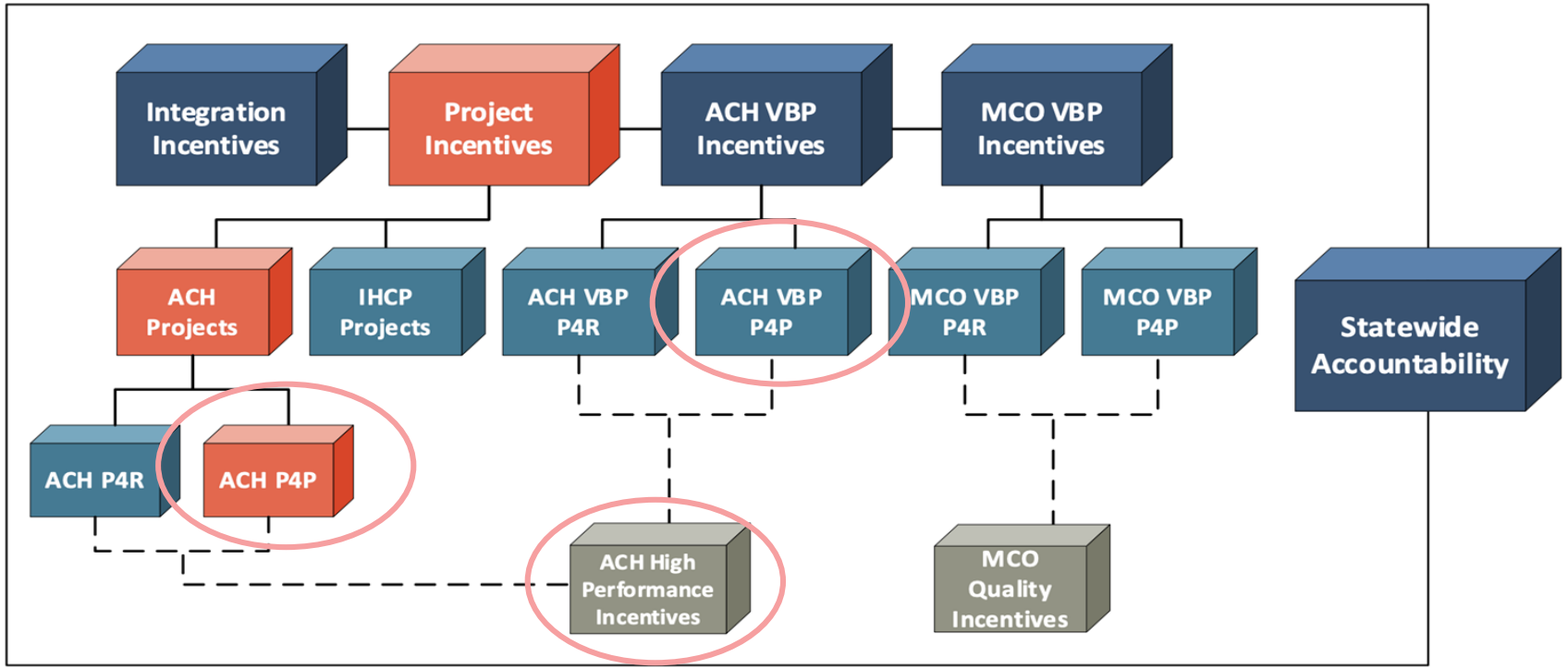
North Central Accountable Community of Health

P4P Refresher

MTP Accountability Framework

Incentive Flow Structure

North Central Accountable Community of Health



Source: Healthier Washington Medicaid Transformation Measurement Guide, Version 2.0 (p.44)

Acronyms

- **VBP**: Value Based Payment
- **MCO**: Managed Care Organization
- **IHCP**: Indian Health Care Providers
- **P4R**: Pay for Reporting
- **P4P**: Pay for Performance

Project Incentives - *P4R vs P4P Earnings*

North Central Accountable Community of Health

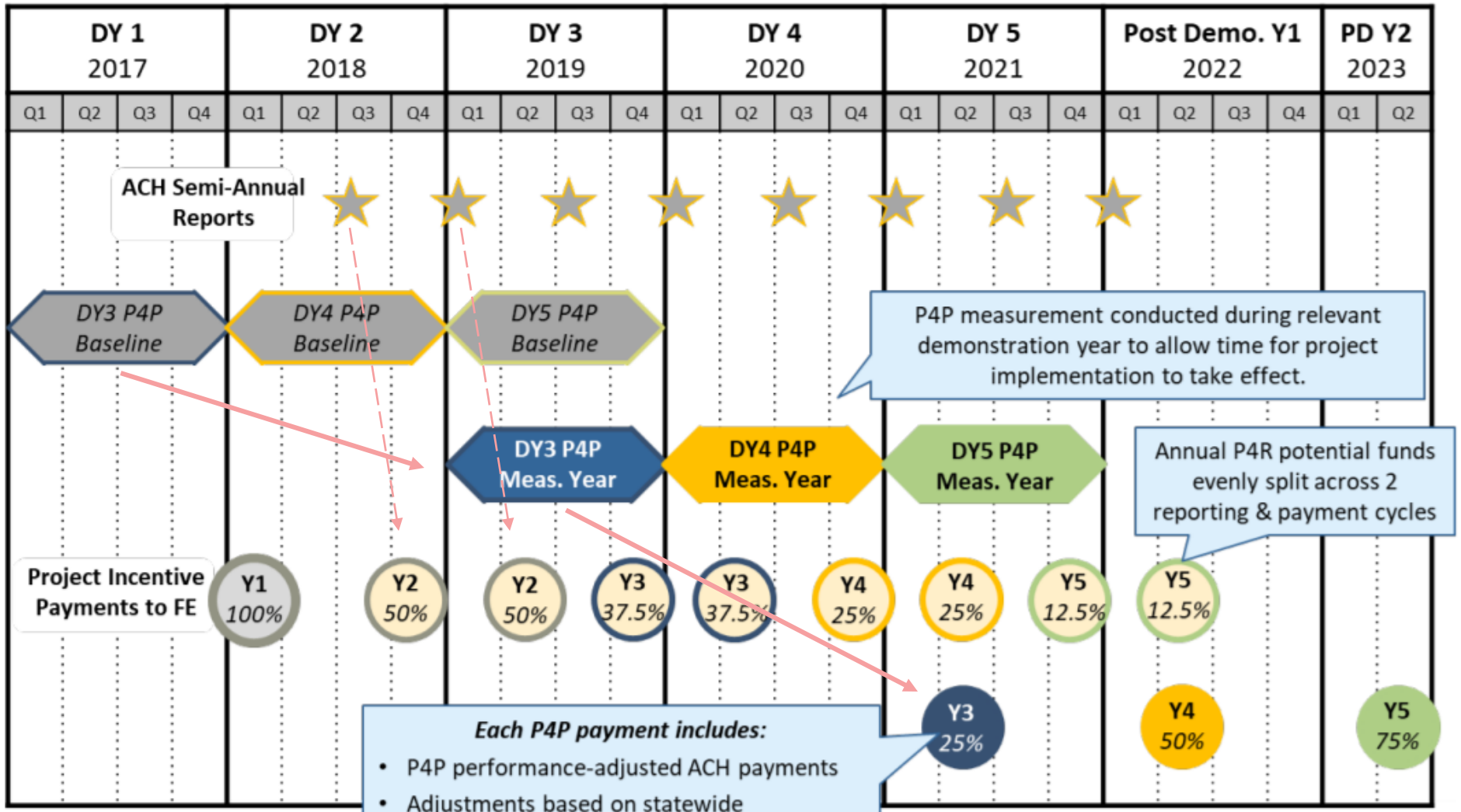
We received our 2019 results in late 2020. They are compared to 2017 to determine our P4P revenue for demonstration year 3

We received our 2021 targets in late 2020. They will be compared to 2019 to determine our P4P revenue for demonstration year 5

ACH Project Incentives	2017 (DY1)	2018 (DY2)	2019 (DY3)	2020 (DY4)	2021 (DY5)
Pay for Reporting (P4R)	100%	100%	75%	50%	25%
Pay for Performance (P4P)	0%	0%	25%	50%	75%
P4P Baseline Year	-	-	2017	2018	2019

See *Pay-for-Performance: 2021 ACH improvement targets report* in packet for detailed 2019 baseline metrics and 2021 targets

Project Incentives - *Measurement and Payment Timing*



As of August 2017

North Central Accountable Community of Health

P4P 2019 Results

NCACH vs Other ACHs (2019 Performance)

North Central Accountable Community of Health

Highest Performing

- Acute Hospital Utilization per 1000 Members
- All-Cause ED Visits, per 1000 MM: ages 18–64
- Children's and Adolescents' Access to Primary Care Practitioners *(all 4 age bands)*
- Comprehensive Diabetes Care *(all 3 metrics)*
- Follow-Up After Emergency Department Visit for Mental Illness *(7 and 30 days)*
- Follow-up After Hospitalization for Mental Illness *(7 and 30 days)*
- Percent Arrested
- Percent Homeless (Narrow Definition): 0-17 years
- Percent Homeless (Narrow Definition): 18-64 years
- Plan All-Cause Hospital Readmissions (30 Days)
- Substance Use Disorder Treatment Penetration: 65+ years

Lowest Performing

- Antidepressant Medication management: Acute (12 weeks)
- Antidepressant Medication management: Continuation (6 months)
- Asthma Medication Ratio: Ages 5-64 Years
- Substance Use Disorder Treatment Penetration: 18-64 years

For details, see: *Pay-for-Performance: 2021 ACH improvement targets report*

Improvement Target Basics

North Central Accountable Community of Health

- Improvement Targets = ACH-specific performance goals for each P4P **submetric**
- Reset for each performance year, according to reference baseline year
- Established for each **submetric** based on one of two methods:
  - **Gap to Goal (GTG)** – metrics with available national Medicaid data
  - **Improvement Over Self (IOS)** – metrics unique to Washington

Why are targets important?

ACHs are rewarded for demonstrating progress towards these targets.

They earn P4P revenue based on performance.

$$$

NCACH P4P Results (2019)

North Central Accountable Community of Health

Achieved target

- Antidepressant Medication Management
- Medication Management for People with Asthma: Medication Compliance 75%
- Patients Prescribed Chronic Concurrent Opioids and Sedatives Prescriptions
- Patients Prescribed High-Dose Chronic Opioid Therapy

Partially achieved target

- Child and adolescent access to primary care
- Comprehensive Diabetes Care: Hemoglobin A1c Testing
- Mental Health Treatment Penetration (Broad Version)
- Substance Use Disorder Treatment Penetration

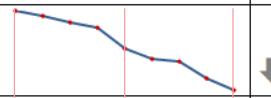
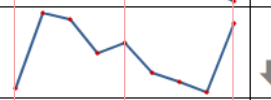
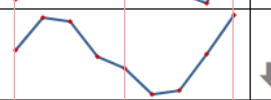
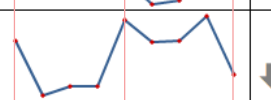
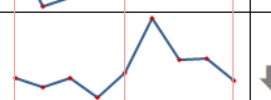
Did not achieve target

- All-Cause ED Visits per 1000 Member Months
- Comprehensive Diabetes Care: Medical Attention for Nephropathy
- Percent Homeless (Narrow Definition)
- Plan All-Cause Hospital Readmission Rate (30 Days)

For details, see: *Pay-for-Performance (P4P) Analysis: Estimated DY3 Earned Achievement Values (AVs)*

NCACH P4P Results

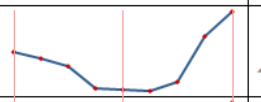
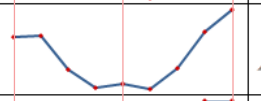
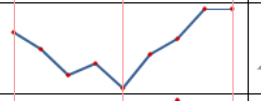
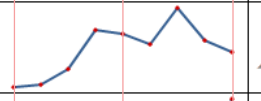
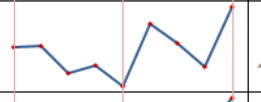
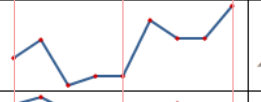
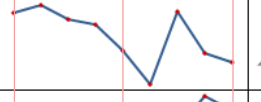
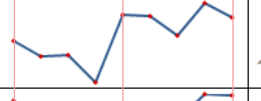
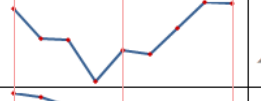
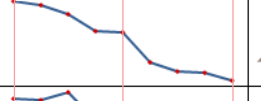
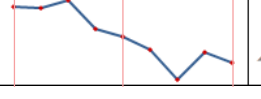
North Central Accountable Community of Health

Acute Care Utilization	CY2017	CY2018	CY2019	Trend	
Acute Hospital Utilization per 1000 Members	52.728	49.459	45.806		⬇
All-Cause ED Visits, per 1000 MM: ages 0-17	28.498	29.479	29.884		⬇
All-Cause ED Visits, per 1000 MM: ages 18 - 64	50.317	49.953	50.997		⬇
All-Cause ED Visits, per 1000 MM: ages 65+	55.334	61.688	45.156		⬇
Plan All-Cause Hospital Readmissions: 18-64 years	9.841	10.032	9.798		⬇

Data Source: Health Care Authority
Measurement Periods: Baseline Year 1 (Calendar Year 2017), Baseline Year 2 (Calendar Year 2018) and Baseline Year 3 (Calendar Year 2019)
⬆⬇ Indicates direction of desired change for each metric
If they were active in 2019, metrics are color-coded based on whether 2019 improvement targets (compared to 2017) were **Achieved**, **Partially Achieved**, **Not Achieved**

NCACH P4P Results

North Central Accountable Community of Health

Access and Chronic Conditions	CY2017	CY2018	CY2019	Trend	
Antidepressant medication management: Acute (12 weeks)	46.418	42.436	50.595		↑
Antidepressant medication management: Continuation (6 months)	32.385	29.21	34.269		↑
Asthma Medication Ratio: ages 5-64 Years	52.273	49.724	53.364		↑
Child and adolescent access to primary care: ages 12-24 months	97.354	98.134	97.86		↑
Child and adolescent access to primary care: ages 25 months-6 years	92.227	91.734	92.718		↑
Child and adolescent access to primary care: ages 7-11 years	95.645	95.56	95.893		↑
Child and adolescent access to primary care: ages 12-19 years	96.449	96.361	96.332		↑
Comprehensive Diabetes Care: HBA1c Testing	88.705	89.12	89.081		↑
Comprehensive Diabetes Care: Medical Attention for Nephropathy	88.153	87.141	88.291		↑
Comprehensive Diabetes Care: Eye Exam (Retinal) Performed	55.02	52.77	49.209		↑
Statin Therapy for Patients with Cardiovascular Disease (Prescribed)	84.564	82.386	80.473		↑

NCACH P4P Results

North Central Accountable Community of Health

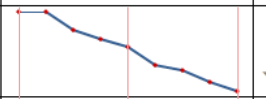
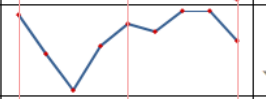
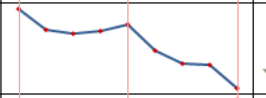
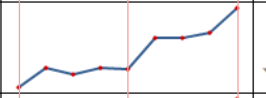
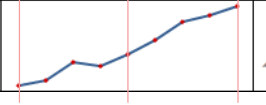
Behavioral Health and Follow-up Care	CY2017	CY2018	CY2019	Trend	
Follow-Up After ED Visit for Alcohol and Other Drug Abuse or Dependence: 7 Days	11.728	16.495	21.951		↑
Follow-Up After ED Visit for Alcohol and Other Drug Abuse or Dependence: 30 Days	20.062	26.46	34.495		↑
Follow-Up After ED Visit for Mental Illness: 7 Days	85.591	75.862	70		↑
Follow-Up After ED Visit for Mental Illness: 30 Days	89.914	83.621	81.212		↑
Follow-up After Hospitalization for Mental Illness: 7 days	71.97	70.395	68.493		↑
Follow-up After Hospitalization for Mental Illness: 30 days	86.364	82.237	85.616		↑
Mental Health Treatment Penetration: 6-17 years	63.117	65.729	67.362		↑
Mental Health Treatment Penetration: 18-64 years	45.44	48.546	50.382		↑
Substance Use Disorder Treatment Penetration: 12-17 years	31.235	29.286	22.973		↑
Substance Use Disorder Treatment Penetration: 18-64 years	23.747	27.157	31.551		↑

Data Source: Health Care Authority

If they were active in 2019, measures are color-coded based on whether 2019 improvement targets (compared to 2017) were **Achieved**, **Partially Achieved**, **Not Achieved**

NCACH P4P Results

North Central Accountable Community of Health

Opioids and SDOH	CY2017	CY2018	CY2019	Trend	
Patients Prescribed Chronic Concurrent Opioids and Sedatives	21.545	18.408	14.433		↓
Patients Prescribed High-dose Chronic Opioid Therapy: >50 mg MED	32.967	32.736	32.33		↓
Patients Prescribed High-dose Chronic Opioid Therapy: >90 mg MED	16.187	15.788	14.186		↓
Percent Homeless (Narrow Definition): 0-17 years	0.215	0.242	0.328		↓
Percent Homeless (Narrow Definition): 18-64 years	2.762	2.958	3.322		↓
Substance Use Disorder Treatment Penetration (Opioid): Ages 18-64 Years	36.964	43.639	53.615		↑

Data Source: Health Care Authority
Measurement Periods: Baseline Year 1 (Calendar Year 2017), Baseline Year 2 (Calendar Year 2018) and Baseline Year 3 (Calendar Year 2019)
⬆⬇ Indicates direction of desired change for each metric
If they were active in 2019, metrics are color-coded based on whether 2019 improvement targets (compared to 2017) were **Achieved**, **Partially Achieved**, **Not Achieved**

Discussion

North Central Accountable Community of Health

- Do any measures point to potential priorities and improvement efforts to invest in (for 2021 and beyond)?
- Questions?
- Observations?
- Recommendations?
- Requests for additional information?

Pay-for-Performance: 2021 ACH improvement targets report

Source: Based on results released by the Health Care Authority. See full report at https://www.hca.wa.gov/assets/program/2021-ach-improvement-targets-report.pdf

Pay-for-Performance (P4P) baseline results for 2019 and improvement targets for 2021 by ACH
"NULL" represents P4P metrics for which ACHs are not responsible (they did not select corresponding MTP projects)
Green shading shows where NCACH was highest performing ACH, while **red shading** shows where NCACH was lowest performing ACH

DSRIP P4P metric	Better Health Together		Cascade Pacific Action Alliance		Elevate Health		Greater Columbia ACH		HealthierHere		North Central ACH		North Sound ACH		Olympic Community of Health		SWACH	
	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)
Acute Hospital Utilization per 1000 Members	56.19	**55.12**	64.26	**63.04**	74.91	**73.49**	58.73	**57.61**	54.25	**53.22**	45.81	**44.94**	60.60	**59.45**	49.59	**48.65**	68.11	**66.81**
All Cause ED Visits per 1000 MM: Ages 0-17 Years	33.79	**33.15**	34.79	**34.13**	34.21	**33.56**	50.71	**49.74**	32.67	**32.05**	29.88	**29.32**	28.80	**28.25**	43.53	**42.71**	27.81	**27.28**
All Cause ED Visits per 1000 MM: Ages 18-64 Years	66.07	**64.81**	68.94	**67.63**	71.12	**69.77**	85.14	**83.52**	62.94	**61.74**	51.00	**50.03**	57.99	**56.88**	77.31	**75.84**	54.54	**53.50**
All Cause ED Visits per 1000 MM: Ages 65+ Years	40.22	**39.46**	45.63	**44.76**	47.05	**46.16**	76.17	**74.72**	36.36	**35.67**	45.16	**44.30**	38.91	**38.17**	62.67	**61.48**	36.62	**35.93**
Antidepressant Medication Management: Acute (12 weeks)	52.42	**53.60**	55.23	**56.13**	54.42	**55.41**	53.25	**54.36**	51.29	**52.59**	50.60	**51.96**	53.58	**54.65**	54.75	**55.71**	56.86	**57.60**
Antidepressant Medication Management: Continuation (6 Months)	37.85	**39.00**	39.97	**40.91**	39.73	**40.70**	37.82	**38.97**	37.53	**38.71**	34.27	**35.78**	38.91	**39.95**	40.76	**41.62**	41.59	**42.36**
Asthma Medication Ratio: Ages 5-64 Years	57.03	**58.66**	57.48	**59.07**	58.38	**59.88**	55.46	**57.25**	56.27	**57.98**	53.36	**55.37**	55.51	**57.30**	58.63	**60.10**	64.64	**65.51**
Childhood Immunization Status (Combo 10)	NULL	**NULL**	39.90	**40.42**	NULL	**NULL**	42.70	**42.94**	NULL	**NULL**	NULL	**NULL**	40.90	**41.32**	38.40	**39.07**	NULL	**NULL**
Child and Adolescents' Access to Primary Care Practitioners: Ages 12-24 Months	97.61	**97.64**	96.72	**96.85**	96.39	**96.55**	97.58	**97.62**	97.05	**97.15**	97.86	**97.87**	96.69	**96.82**	96.89	**97.00**	95.22	**95.50**
Child and Adolescents' Access to Primary Care Practitioners: Ages 7-11 Years	92.77	**93.10**	91.47	**91.93**	91.74	**92.17**	94.51	**94.67**	92.99	**93.30**	95.89	**95.91**	93.38	**93.65**	92.37	**92.74**	88.79	**89.52**
Child and Adolescents' Access to Primary Care Practitioners: Ages 12-19 Years	93.20	**93.40**	91.46	**91.83**	90.84	**91.28**	93.05	**93.26**	92.19	**92.49**	96.33	**Exceeded**	93.21	**93.41**	92.37	**92.65**	89.35	**89.93**
Child and Adolescents' Access to Primary Care Practitioners: Ages 25 Months - 6 Years	89.41	**89.80**	87.96	**88.50**	87.31	**87.91**	90.67	**90.93**	89.07	**89.49**	92.72	**92.78**	88.58	**89.05**	89.23	**89.63**	86.32	**87.01**
Chlamydia Screening in Women: Ages 16-24 Years	NULL	**NULL**	50.31	**52.42**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	45.84	**48.40**	48.02	**50.36**	NULL	**NULL**
Comprehensive Diabetes Care: Eye Exam (Retinal) Performed	45.05	**48.79**	44.58	**48.37**	40.58	**44.78**	46.86	**50.42**	41.70	**45.78**	49.21	**52.54**	45.41	**49.12**	42.92	**46.88**	45.03	**48.78**
Comprehensive Diabetes Care: Hemoglobin A1c Testing	83.22	**84.36**	81.41	**82.73**	83.78	**84.86**	83.57	**84.67**	86.49	**87.30**	89.08	**89.63**	87.46	**88.17**	86.10	**86.95**	84.86	**85.83**
Comprehensive Diabetes Care: Medical Attention for Nephropathy	84.97	**85.84**	84.23	**85.17**	84.39	**85.32**	82.94	**84.01**	85.32	**86.15**	88.29	**88.82**	84.13	**85.08**	82.73	**83.82**	84.65	**85.55**
Contraceptive Care - Most & Moderately Effective Methods: Ages 15-20 Years	NULL	**NULL**	53.70	**54.72**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	41.60	**42.39**	48.10	**49.01**	NULL	**NULL**
Contraceptive Care - Most & Moderately Effective Methods: Ages 21-44 Years	NULL	**NULL**	46.90	**47.79**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	36.80	**37.50**	41.10	**41.88**	NULL	**NULL**
Contraceptive Care - Postpartum: Ages 15-20 years	NULL	**NULL**	37.00	**37.70**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	29.40	**29.96**	39.50	**40.25**	NULL	**NULL**
Contraceptive Care - Postpartum: Ages 21-44 years	NULL	**NULL**	28.60	**29.14**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	28.30	**28.84**	27.60	**28.12**	NULL	**NULL**
Follow-Up After Emergency Department Visit for Alcohol and Other Drug Abuse or Dependence: 7 Days	35.02	**35.68**	14.80	**15.08**	17.35	**17.68**	20.17	**20.55**	13.03	**13.27**	21.95	**22.37**	21.05	**21.45**	20.27	**20.65**	19.18	**19.55**
Follow-Up After Emergency Department Visit for Alcohol and Other Drug Abuse or Dependence: 30 Days	44.22	**45.06**	23.43	**23.88**	26.64	**27.14**	29.36	**29.92**	22.03	**22.45**	34.49	**35.15**	33.12	**33.75**	33.17	**33.80**	28.62	**29.16**
Follow-Up After Emergency Department Visit for Mental Illness: 7 Days	62.01	**63.19**	64.60	**65.82**	49.90	**50.85**	55.37	**56.42**	50.91	**51.87**	70.00	**71.33**	57.00	**58.08**	62.83	**64.02**	55.13	**56.18**
Follow-Up After Emergency Department Visit for Mental Illness: 30 Days	73.53	**74.93**	75.25	**76.68**	62.43	**63.61**	68.19	**69.49**	63.42	**64.63**	81.21	**82.76**	69.81	**71.13**	72.93	**74.31**	67.47	**68.75**
Follow-up After Hospitalization for Mental Illness: 7 days	57.18	**58.26**	49.80	**50.74**	54.45	**55.48**	53.18	**54.19**	46.31	**47.19**	68.49	**69.79**	51.68	**52.66**	50.37	**51.33**	52.06	**53.05**
Follow-up After Hospitalization for Mental Illness: 30 days	76.93	**78.39**	70.94	**72.29**	70.52	**71.86**	74.76	**76.18**	66.94	**68.21**	85.62	**87.24**	71.52	**72.88**	75.00	**76.43**	73.66	**75.06**
Medication Management for People with Asthma: Medication Compliance 75%	NULL	**NULL**	Null	**Null**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**
Mental Health Treatment Penetration: Ages 6-17 Years	71.64	**73.00**	67.48	**68.77**	65.66	**66.90**	64.63	**65.86**	63.15	**64.34**	67.36	**68.64**	67.13	**68.41**	66.12	**67.38**	66.98	**68.25**
Mental Health Treatment Penetration: Ages 18-64 Years	53.14	**54.15**	49.28	**50.22**	47.29	**48.19**	49.27	**50.21**	49.70	**50.64**	50.38	**51.34**	50.20	**51.15**	52.57	**53.57**	49.44	**50.38**
Mental Health Treatment Penetration: Ages 65+ Years	33.33	**33.97**	40.00	**40.76**	36.36	**37.05**	31.37	**31.97**	43.04	**43.86**	28.57	**29.11**	28.57	**29.11**	37.50	**38.21**	23.08	**23.52**
Patients Prescribed Chronic Concurrent Opioids and Sedatives	14.27	**14.00**	15.49	**15.20**	20.67	**20.27**	19.32	**18.95**	19.84	**19.46**	14.43	**14.16**	17.02	**16.70**	18.50	**18.15**	18.66	**18.31**
Patients Prescribed High-Dose Chronic Opioid Therapy: ≥50mg MED	32.95	**32.32**	30.13	**29.56**	34.49	**33.84**	31.68	**31.07**	39.90	**39.14**	32.33	**31.72**	35.67	**34.99**	40.20	**39.43**	33.14	**32.51**
Patients Prescribed High-Dose Chronic Opioid Therapy: ≥90mg MED	12.88	**12.64**	14.12	**13.86**	17.09	**16.77**	11.57	**11.35**	20.98	**20.58**	14.19	**13.92**	17.36	**17.03**	21.48	**21.07**	17.18	**16.85**
Percent Arrested	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	6.90	**6.77**	7.88	**7.73**	7.44	**7.30**	NULL	**NULL**
Percent Homeless: Ages 0-17 Years	0.66	**0.64**	0.97	**0.95**	1.08	**1.06**	0.33	**0.32**	1.04	**1.02**	0.33	**0.32**	0.67	**0.66**	0.84	**0.82**	0.55	**0.54**
Percent Homeless: Ages 18-64 Years	5.71	**5.60**	7.02	**6.88**	7.45	**7.31**	3.56	**3.50**	7.26	**7.12**	3.32	**3.26**	6.11	**5.99**	5.93	**5.81**	4.49	**4.40**
Percent Homeless: Ages 65+ Years	2.88	**2.83**	1.16	**1.14**	0.53	**0.52**	0.65	**0.63**	1.43	**1.40**	1.23	**1.21**	0.81	**0.80**	2.70	**2.65**	0.00	**0.00**
Periodontal Evaluation in Adults with Chronic Periodontitis	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	54.85	**55.89**	47.22	**48.12**	NULL	**NULL**
Plan All-Cause Hospital Readmission Rate (30 days)	13.54	**13.28**	12.26	**12.03**	14.34	**14.07**	11.34	**11.12**	15.43	**15.14**	9.80	**9.61**	12.10	**11.87**	12.14	**11.91**	14.42	**14.15**
Preventive Services for Children at Elevated Caries Risk: Age 6 - 9 Years	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	83.55	**85.13**	77.72	**79.20**	NULL	**NULL**
Preventive Services for Children at Elevated Caries Risk: Age 10 - 14 Years	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	77.86	**79.34**	69.64	**70.96**	NULL	**NULL**

Pay-for-Performance: 2021 ACH improvement targets report

Source: Based on results released by the Health Care Authority. See full report at https://www.hca.wa.gov/assets/program/2021-ach-improvement-targets-report.pdf

Pay-for-Performance (P4P) baseline results for 2019 and improvement targets for 2021 by ACH
"NULL" represents P4P metrics for which ACHs are not responsible (they did not select corresponding MTP projects)
Green shading shows where NCACH was highest performing ACH, while **red shading** shows where NCACH was lowest performing ACH

DSRIP P4P metric	Better Health Together		Cascade Pacific Action Alliance		Elevate Health		Greater Columbia ACH		HealthierHere		North Central ACH		North Sound ACH		Olympic Community of Health		SWACH	
	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)	Baseline (rate or %)	Improvement target (rate or %)
Primary Caries Prevention Intervention as Offered by Medical Provider	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	3.99	**4.07**	2.63	**2.68**	NULL	**NULL**
Statin Therapy for Patients with Cardiovascular Disease (Prescribed)	81.74	**83.29**	82.97	**84.54**	84.72	**86.33**	84.03	**85.63**	85.56	**87.19**	80.47	**82.00**	85.53	**87.16**	82.09	**83.65**	83.92	**85.51**
Substance Use Disorder Treatment Penetration: Ages 12-17 Years	31.22	**31.82**	35.41	**36.09**	29.82	**30.38**	26.54	**27.05**	22.78	**23.21**	22.97	**23.41**	27.03	**27.54**	34.84	**35.50**	37.67	**38.39**
Substance Use Disorder Treatment Penetration: Ages 18-64 Years	40.12	**40.89**	37.79	**38.50**	36.71	**37.41**	33.63	**34.27**	37.42	**38.13**	31.55	**32.15**	45.26	**46.11**	35.96	**36.65**	38.79	**39.53**
Substance Use Disorder Treatment Penetration: Ages 65+ Years	0.00	**0.00**	14.29	**14.56**	0.00	**0.00**	9.09	**9.26**	7.41	**7.55**	14.29	**14.56**	11.11	**11.32**	0.00	**0.00**	0.00	**0.00**
Substance Use Disorder Treatment Penetration (Opioid): Ages 18-64 Years	62.21	**63.39**	61.87	**63.04**	53.57	**54.58**	53.59	**54.61**	57.38	**58.47**	53.61	**54.63**	63.33	**64.54**	52.68	**53.69**	57.00	**58.09**
Substance Use Disorder Treatment Penetration (Opioid): Ages 65+ Years	0.00	**0.00**	25.00	**25.48**	0.00	**0.00**	50.00	**50.95**	16.67	**16.98**	0.00	**0.00**	50.00	**50.95**	0.00	**0.00**	Pending	**Pending**
Timeliness of Prenatal Care	NULL	**NULL**	Pending	**Pending**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	Pending	**Pending**	Pending	**Pending**	NULL	**NULL**
Utilization of Dental Services: Age 0 - 20 Years	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	64.72	**65.95**	60.04	**61.18**	NULL	**NULL**
Utilization of Dental Services: Ages 21+ Years	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	27.74	**28.26**	25.69	**26.17**	NULL	**NULL**
Well-Child Visits: 3-6 Years	NULL	**NULL**	64.77	**66.92**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	NULL	**NULL**	64.95	**67.08**	63.97	**66.20**	NULL	**NULL**
Well-Child Visits: First 15 Months	NULL	**NULL**	66.20	**66.63**	NULL	**NULL**	74.20	**73.83**	NULL	**NULL**	NULL	**NULL**	69.50	**69.60**	64.70	**65.28**	NULL	**NULL**

Pay-for-Performance (P4P) Analysis: Estimated DY3 Earned Achievement Values (AVs)

Disclaimer: This analysis is for informational purposes and provides estimates only. It it based on an interpretation gained from the DSRIP Measurement Guide (October 2020 release) and conversations with HCA. The final AV assessment and awarded P4P Incentives will be carried out ultimately by the Independent Assessor in 2021.

Metric	Sub-Metric	Improvement Direction	Measurement Method	Project Areas	Statewide Performance Result (Rate or %)	2017 Baseline Result (Rate or %)	Improvement Target (Rate or %)	2019 Performance Result (Rate or %)	Absolute % Improvement	Adjusted % Improvement	Sub-Metric Medicaid Beneficiaries %*	Total Adjusted (Weighted) Contribution	Earned Achievement Value (AV)
All-Cause ED Visits per 1000 Member Months	Age 0 - 17 Years	⬇	IOS	2.a, 2.b, 2.c, 2.d, 3.a, 3.b 3.c, 3.d	35.51	28.50	27.96	29.88	-256.1%	0.0%	57.5%	0.3%	**0.00**
	Age 18 - 64 Years	⬇	IOS	2.a, 2.b, 2.c, 2.d, 3.a, 3.b 3.c, 3.d	67.14	50.32	49.36	51.00	-71.2%	0.0%	42.3%		
	Age 65+ Years	⬇	IOS	2.a, 2.b, 2.c, 2.d, 3.a, 3.b 3.c, 3.d	45.60	55.33	54.28	45.16	968.1%	100.0%	0.3%		
Antidepressant Medication Management	Acute Phase (12 weeks)	⬆	GTG	2.a	53.18	46.42	48.14	50.60	243.1%	100.0%	50.0%	100.0%	**1.00**
	Continuation Phase (6 Months)	⬆	GTG	2.a	38.31	32.38	34.06	34.27	112.7%	100.0%	50.0%		
Children's and Adolescents' Access to PCPs	Age 12 - 24 Months	⬆	GTG	2.a, 3.d	96.94	97.35	97.41	97.86	945.6%	100.0%	5.7%	62.7%	**0.50**
	Age 25 Months - 6 Years	⬆	GTG	2.a, 3.d	88.98	92.23	92.32	92.72	525.6%	100.0%	28.1%		
	Age 7 - 11 Years	⬆	GTG	2.a, 3.d	92.88	95.64	95.69	95.89	545.0%	100.0%	28.8%		
	Age 12 - 19 Years	⬆	GTG	2.a, 3.d	92.43	96.45	.	96.33	0.0%	0.0%	37.4%		
Comprehensive Diabetes Care: Hemoglobin A1c Testing	None	⬆	GTG	2.a, 3.d	84.81	88.70	89.37	89.08	56.5%	56.5%	100.0%	56.5%	**0.50**
Comprehensive Diabetes Care: Medical Attention for Nephropathy	None	⬆	GTG	2.a, 3.d	84.52	88.15	88.83	88.29	20.4%	20.4%	100.0%	20.4%	**0.00**
Medication Management for People with Asthma: Medication Compliance 75%	None	⬆	GTG	2.a, 3.d	35.15	26.30	28.67	30.58	180.8%	100.0%	100.0%	100.0%	**1.00**
Mental Health Treatment Penetration (Broad Version)	Age 6 - 17 Years	⬆	IOS	2.a, 2.b, 3.b	66.64	63.12	64.32	67.36	354.0%	100.0%	36.6%	99.9%	**0.75**
	Age 18 - 64 Years	⬆	IOS	2.a, 2.b, 3.b	50.26	45.44	46.30	50.38	572.4%	100.0%	63.3%		
	Age 65+ Years	⬆	IOS	2.a, 2.b, 3.b	37.22	43.75	44.58	28.57	-1825.9%	0.0%	0.1%		
Patients Prescribed Chronic Concurrent Opioids and Sedatives Prescriptions	None	⬇	IOS	3.a	17.67	21.55	21.14	14.43	1737.3%	100.0%	100.0%	100.0%	**1.00**
Patients Prescribed High-Dose Chronic Opioid Therapy	>50 mg MED in a calendar quarter	⬇	IOS	3.a	34.42	32.97	32.34	32.33	101.7%	100.0%	50.0%	100.0%	**1.00**
	>90 mg MED in a calendar quarter	⬇	IOS	3.a	16.00	16.19	15.88	14.19	650.7%	100.0%	50.0%		
Percent Homeless (Narrow Definition)	Age 0 - 17 Years	⬇	IOS	2.b, 2.c, 2.d	0.76	0.22	0.21	0.33	-2751.2%	0.0%	58.5%	0.0%	**0.00**
	Age 18 - 64 Years	⬇	IOS	2.b, 2.c, 2.d	6.12	2.76	2.71	3.32	-1066.1%	0.0%	41.4%		
	Age 65+ Years	⬇	IOS	2.b, 2.c, 2.d	1.28	0.00	0.00	1.23	0.0%	0.0%	0.1%		
Plan All-Cause Hospital Readmission Rate (30 Days)	None	⬇	IOS	2.a, 2.b, 2.c	13.83	9.84	9.65	9.80	23.0%	23.0%	100.0%	23.0%	**0.00**
Substance Use Disorder Treatment Penetration	Age 12 - 17 Years	⬆	IOS	2.a, 2.b, 3.b	29.30	31.23	31.83	22.97	-1392.3%	0.0%	8.2%	91.7%	**0.75**
	Age 18 - 64 Years	⬆	IOS	2.a, 2.b, 3.b	38.74	23.75	24.20	31.55	1729.6%	100.0%	91.7%		
	Age 65+ Years	⬆	IOS	2.a, 2.b, 3.b	7.14	16.67	16.98	14.29	-752.1%	0.0%	0.1%		

Data Source: Health Care Authority pay-for-performance (P4P) metric results released November 2020

Strategy Development Timeline
February - May

February 18
Models, Part 2

1. Debrief about ARCHI and CHOICE
2. Explore Live Well San Diego
3. Explore Be Well Fox Valley

March 1
Board Update

March 4
Models, Part 3

1. Debrief about Live Well SD & Be Well Fox Valley
2. Explore Healthy Gorge Initiative
3. Explore other ACHs

March 18
Frameworks, Part 1

1. Debrief about HGI and other ACHs
2. Explore frameworks (Robert Wood Johnson Foundation, ReThink Health, Vital Conditions, etc)

March 12
Staff Update

April 1
Frameworks, Part 2

Continue exploration of frameworks (Robert Wood Johnson Foundation, ReThink Health, Vital Conditions, etc)

April 15
Synthesis

1. Review everything we've learned about models and frameworks
2. Prepare key questions for Board retreat

April 23
Board Retreat

April 29
Prep for Decisions

1. Process input from Board retreat
2. Set the stage for a successful strategy retreat

Strategy Workgroup Retreat

Early May

Conceptual Framework, Organizational Model, and Development Path for 2021-22