



# North Central Accountable Community of Health

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

<u>Location</u>	<u>Call-in Details</u>
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: <a href="https://tinyurl.com/NCACHWPCC">https://tinyurl.com/NCACHWPCC</a>

TIME	AGENDA ITEM	PROPOSED ACTIONS	ATTACHMENTS	PAGE
1:00 PM	<i>Introductions – Molly Morris</i> <ul style="list-style-type: none"><li>Zoom Etiquette</li><li>Board Roll Call</li><li>Declaration of Conflicts</li><li>Public Comment</li><li>Approval of Consent Agenda</li></ul>	<ul style="list-style-type: none"><li>Approval of Consent Agenda</li></ul>	<ul style="list-style-type: none"><li>Agenda, Acronyms &amp; Decision Funds Flow Chart</li><li>Consent Agenda – Minutes, Monthly Financial Statement</li></ul>	1-4 5-11
1:10 PM	<i>Executive Director Update – Linda Parlette</i>			
1:25 PM	<i>Strategy Workgroup Update – Chris Kelleher</i>			
1:55 PM	<i>Board Nomination – Molly Morris</i> <ul style="list-style-type: none"><li>Public Health Seat – Pending Executive Committee Review</li></ul>			
2:05 PM	<i>NCACH Financial Update – John Schapman</i>			
2:35 PM	<i>Board Governance – John Schapman</i>	<ul style="list-style-type: none"><li>Approval of Board Code of Conduct Policy</li><li>Approval of the Nominating Committee Charter</li></ul>	<ul style="list-style-type: none"><li>Board Motion Form w/ Code of Conduct Policy</li><li>Board Motion Form w/ Nominating Committee Charter</li></ul>	12-15 16-17
2:55 PM	<i>Board Information Sharing – Sahara Suval</i>			
3:15 PM	<i>Potential Grant Opportunity – Wendy Brzezny</i>			
3:30 PM	<i>Adjournment – Molly Morris</i>			

## A Handy Guide to Acronyms within the Medicaid Transformation Project

<b>ACA:</b> Affordable Care Act	<b>FIMC:</b> Fully Integrated Managed Care
<b>ACH:</b> Accountable Community of Health	<b>FCS:</b> Foundational Community Supports
<b>ACO:</b> Accountable Care Organization	<b>HCA:</b> Health Care Authority
<b>AI/AN:</b> American Indian/Alaska Native	<b>HIT/HIE:</b> Health Information Technology / Health Information Exchange
<b>BAA:</b> Business Associate Agreement	<b>MAT:</b> Medication Assisted Treatment
<b>BH:</b> Behavioral Health	<b>MCO:</b> Managed Care Organization
<b>BH-ASO:</b> Behavioral Health - Administrative Service Organization	<b>MH:</b> Mental Health
<b>BLS:</b> <i>Basic Life Skills</i>	<b>MOU:</b> Memorandum of Understanding
<b>CBO:</b> Community-Based Organization	<b>MTP:</b> Medicaid Transformation Project(s)
<b>CCHE:</b> Center for Community Health and Evaluation	<b>NCACH:</b> North Central Accountable Community of Health
<b>CCMI:</b> Centre for Collaboration Motivation and Innovation	<b>NCECC:</b> North Central Emergency Care Council
<b>CCS:</b> Care Coordination Systems	<b>OHSU:</b> Oregon Health & Science University
<b>CHI:</b> Coalition for Health Improvement	<b>OHWC:</b> Okanogan Healthcare Workforce Collaborative
<b>CHW:</b> Community Health Worker	<b>OTN:</b> Opioid Treatment Network
<b>CMS:</b> Centers for Medicare and Medicaid Services	<b>ODU:</b> Opioid Use Disorder
<b>CMT:</b> Collective Medical Technologies	<b>P4P:</b> Pay for Performance
<b>COT:</b> Chronic Opioid Therapy	<b>P4R:</b> Pay for Reporting
<b>CP:</b> Change Plans	<b>PCS:</b> Pathways Community Specialist
<b>CPTS:</b> Community Partnership for Transition Solutions	<b>PDSA:</b> <i>Plan Do Study Act</i>
<b>CSSA:</b> Community Specialist Services Agency	<b>PHSKC:</b> Public Health Seattle King County
<b>DOH:</b> Department of Health	<b>RFP:</b> Request for Proposals
<b>DSRIP:</b> Delivery System Reform Incentive Program	<b>SDOH:</b> Social Determinants of Health
<b>EDie:</b> <i>Emergency Dept. Information Exchange</i>	<b>SSP/SEP:</b> <i>Syringe Services Program / Syringe Exchange Program</i>
<b>EMS:</b> Emergency Medical Services	<b>SMI:</b> Serious Mental Illness



# North Central Accountable Community of Health

**SUD:** Substance Use Disorder

**TCDI:** Transitional Care and Diversion Interventions

**TCM:** Transitional Care Management

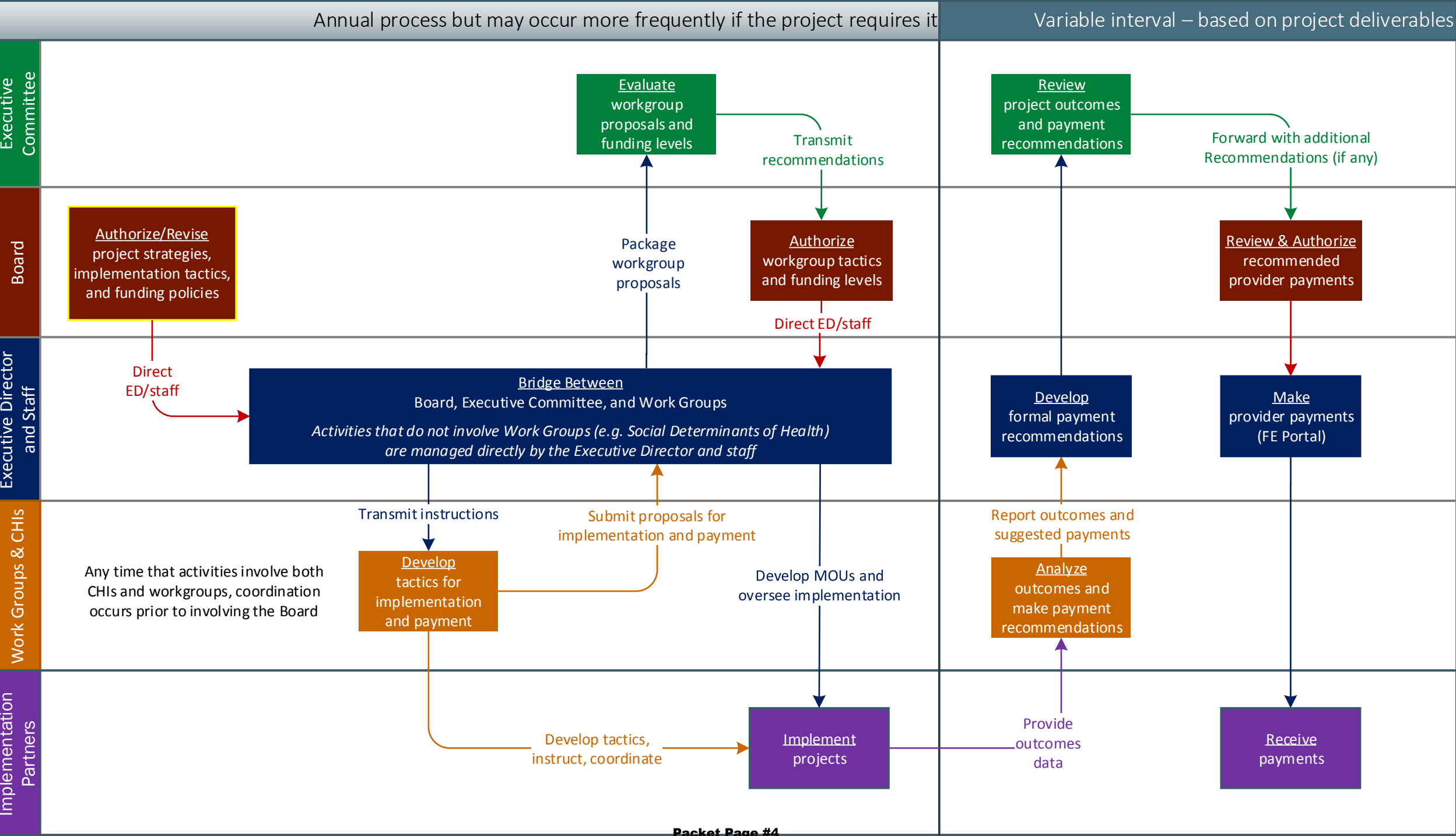
**VBP:** Value-Based Payment

**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
<p><b>Virtual</b></p>	<p><b>Governing Board Members Present:</b> Molly Morris, Carlene Anders, Cathy Meuret, Christal Eshelman, Deb Murphy, Dell Anderson, Doug Wilson, Jesus Hernandez, Kaitlin Quirk, Ken Sterner, Nancy Nash Mendez, Ramona Hicks, Patti Paris, Rebecca Davenport, Rosalinda Kibby, Tory Gildred (Late)</p> <p><b>Governing Board Members Absent:</b> Senator Warnick, Lisa Apple, Ray Eickmeyer</p> <p><b>NCACH Staff:</b> Linda Parlette, John Schapman, Caroline Tillier, Wendy Brzezny, Sahara Suval, Mariah Brown, Joey Hunter, Teresa Davis – Minutes</p>
Agenda Item	Minutes
<ul style="list-style-type: none"> <li>Review of Agenda &amp; Declaration of Conflicts</li> <li>Public Comment</li> </ul>	<ul style="list-style-type: none"> <li>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.</li> <li>Declarations of conflicts: None</li> <li>Public Comment: None</li> <li>❖ <b><i>Nancy Nash Mendez moved, Deb Murphy seconded the motion to approve the consent agenda, motion passed.</i></b> Change to the agenda: Code of Conduct will not be brought forward for approval today.</li> </ul>
<ul style="list-style-type: none"> <li>Executive Directors Report</li> </ul>	<ul style="list-style-type: none"> <li>Linda Parlette welcomed new Board member Patti Paris</li> <li>Linda explained the new format for the ED update, asked the Board members let her know if there are things that they would like to see.</li> <li>MTP 6th Year extension approved in the House and Senate, now in the Governor's budget. Basically the 6<sup>th</sup> year extension will be considered a bridge year to continue with current projects.</li> <li>Future waiver ideas will be discussed with HCA on April 13<sup>th</sup> during a 4 ½ hour Zoom call with the ACH EDs, Artemis Consultants and HCA.</li> <li>CHART Model: Community Health Access and Rural Transformation Model – goal is to drive modernization of rural health delivery systems by providing communities upfront funding and predictable finances through a capitated Payment Amount (CPA) and operational flexibilities through benefit enhancements and beneficiary incentives. I have been asked to co-chair the grant advisory council along with Dr. Judy Zerhan. Have volunteers - 3 Rivers, Mid Valley, North Valley, and Confluence.</li> <li>HB 1378 re: medical assistant reimbursement for telemedicine work - sponsored by Representative Alex Ybarra and Representative Eileen Cody passed.</li> <li>Southwest Washington ACH (SWACH) – Executive Director resigned, no details were given.</li> </ul>

	<p><b><u>Community Based Care Coordination – aka CBCC</u></b></p> <ul style="list-style-type: none"> <li>• Foundational Community Supports Demystified event will be held this week.</li> <li>• Linda and Caroline have met with Community Action Agencies from our region</li> <li>• Mapping connection between the recovery coach network and recovery CBCC model</li> <li>• Caroline is also coordinating meetings with other regional partners who manage care coordination to try to get the big picture of what is happening in the region around CBCC.</li> </ul> <p><b><u>Telehealth</u></b></p> <ul style="list-style-type: none"> <li>• Telehealth Assessment work has begun</li> <li>• Goal: Increase access to telehealth for organization’s patients</li> <li>• 3 CAH/RHCs, 1 CAH/Urgent Care, 2 FQHCs and 1 BH Org expressed interest</li> <li>• Colville Tribes will be meeting with Christian (Ingenium Consulting Group) on 4/13</li> <li>• Presenting to Regional Hospital Meeting in May</li> </ul> <p><b><u>Regional Healthcare meeting April 16<sup>th</sup></u></b></p> <p>We will be discussing the continuum of care since we no longer have RSNs or BHOs. We will have updates from Parkside, Grant Integrated/Crisis Solutions, OBHC, Beacon and others.</p> <p><b><u>Organizational Updates</u></b></p> <ul style="list-style-type: none"> <li>• <b>Reminder that we had Mid-Month Staff updates by email on 2/28/2021 and 3/15/2021</b></li> <li>• <b>MTP SAR 6.0 Question &amp; Conversation with HCA - Focused on understanding how NCACH is budgeting unexpended MTP funds</b></li> </ul> <p>Many ACHs have put aside money from the Financial Executor Portal for future use, calling it wellness or resiliency fund. NCACH has chosen not to do this and has kept all of the funds in the portal. This is what Meyers and Stauffer has asked about. According to the Financial Executor portal activity report attached to the SAR, as of December 31, NCACH still has around 50% of funds available. While NCACH responded in the Scale and Sustain section that P4P funds have not been budgeted or obligated, current funds received to date are based on P4R. Please provide some context on how the remaining available funds (\$17M) are budgeted and obligated. Looking to understand how we are expending funds. John responded to the question by explaining that we have a \$9.4 million budget in 2021 with no expectation of revenue. This morning we received a notice that our answer was accepted.</p> <ul style="list-style-type: none"> <li>• <b>WRAP (Wellness Recovery Action Plan)</b> – Staff participated in this workshop via Zoom and found it beneficial.</li> <li>• <b>AmeriCorps host site (2021 – 2022 year)</b> - NCACH submitted application due March 31st. Looking at how we can utilize AmeriCorps to support some work in future.</li> </ul>
<ul style="list-style-type: none"> <li>• Cambia Funding</li> </ul>	<ul style="list-style-type: none"> <li>• NCACH received \$245,000 from Cambia Health Solutions to address urgent behavioral health needs intensified by COVID-19 in rural communities.</li> <li>• The funding opportunity was shared with the Behavioral Health Provider Alliance on January 25, 2021. The group, comprised of behavioral health providers from across the region, discussed potential issues that could be addressed, and the area that received the highest priority ranking was youth mental health and substance use,</li> </ul>

	<p>with an emphasis on suicide prevention. During the discussion, Dr. Julie Rickard offered her assistance to NCACH, as she leads the Suicide Prevention Coalition of North Central Washington and Moment by Moment Suicide Prevention. Dr. Rickard presented the peer based program “Hope Squad” at the March 2021 Governing Board meeting and suggested that we adopt it as a regional approach. Mariah followed up by emailing a draft budget to the Board and offering to answer any additional questions from Board members. The final budget is being presented today with two options of a two year and four year option.</p> <p>❖ <b><i>Kaitlyn Quirk moved, Jesus Hernandez seconded the motion to approve Option 1 below and utilize the Cambia Health Solutions investment to adopt the Hope Squad model that provides a regional, peer-to-peer, school-based curriculum focused on wellness and resiliency to address inclusion, mental health, bullying, and substance use. The Hope Squad model will be offered to all middle and high schools in the region that are interested in participating. The budget also includes a coordinator from Together for Youth that will provide support and assistance with implementing curriculum.</i></b></p> <ul style="list-style-type: none"> <li>• <b><i>Option 1: Approve funding for Hope Squad training and curriculum and 4 year coordinator position in the amount of \$456,736. Motion Passed</i></b></li> <li>• <i>Option 2: Approve funding for Hope Squad training and curriculum and 2 year coordinator position in the amount of \$363,880.</i></li> </ul> <p>Discussion:</p> <ul style="list-style-type: none"> <li>• Christal – Is there a staff recommendation? Staff recommends option 1 for 4 years / Hosting Fee? It will be paid for out of the FE Portal, so there will not be a fee.</li> <li>• Hiring of the coordinator? Together for youth will be organization contracted for the coordinator. In addition to the coordinator they have also been approved for an intern for the year.</li> <li>• Hourly wage for the position. It is a contracted wage handled by Together for Youth.</li> <li>• Funding allocation for each school district covers the curriculum for each school.</li> <li>• Jesus is cautious about districts being able to allocate staffing to this work. Maybe this is something that we could help with. Julie’s response – the hope is that we will create pods to help schools with barriers. Jesus feels that there are partnerships that can be leveraged with BH providers.</li> <li>• Dell – Sustainability? That is why we want to do a 4 year model. We will hard wire it into the environment. After the 4 years, the curriculum is \$500 for a school to keep up</li> <li>• Is one Coordinator enough? Hope Squad is providing us with some training staff in phases. There are also some other volunteers that will help as well.</li> <li>• Ken – How will we be able to measure success? Referral numbers and suicide/self-harm numbers in our area.</li> <li>• Is there a preliminary buy in? She has a lot of interest in Chelan/Douglas and talks have started in Grant County.</li> </ul>
<ul style="list-style-type: none"> <li>• Code of Conduct Policy</li> </ul>	<p>John Schapman explained that at the suggestion of Ken Sterner, we sent the Code of Conduct policy to our attorney for review. The policy does not speak to enforcement of the policy. John will send the updated version to the Board and</p>

	invite questions and comments. The policy will be brought back for approval at the May meeting.
<ul style="list-style-type: none"> <li>Strategy Workgroup Update</li> </ul>	<p>Chris Kelleher gave an update on the strategy workgroup.</p> <p>John went over the 2022 Current State Priorities compared to staff priorities.</p> <p><b>NCACH/Staff priorities (building on current work)</b></p> <ul style="list-style-type: none"> <li>Whole Person Care Collaborative</li> <li>Implementation of Telehealth Assessment Plan</li> <li>Recovery Support (including Recovery Coach)</li> <li>Expansion of Community Based Care Coordination Plan</li> <li>Support for Coalitions for Health Improvement (including capacity funding)</li> </ul> <p><b>HCA priorities (MTP Year 6) under consideration – not final</b></p> <ul style="list-style-type: none"> <li>COVID-19 response and recovery</li> <li>Community resiliency – improving community health and population health</li> <li>Social determinants of health and health equity</li> </ul> <p>Staff has been struggling with 2022 as the strategy workgroup is planning for beyond 2022. John presented the following 2022 assumption for Board comment and feedback.</p> <ul style="list-style-type: none"> <li>In 2022, NCACH staff will guide how to build on or ramp down current initiatives, including any expectations from the 6th year MTP extension.</li> <li>Staff will stay aligned with Strategy Workgroup to phase in a post Medicaid Transformation future.</li> </ul> <p>❖ <b><i>Board consensus was that staff can plan to continue with the current work and budget into 2022.</i></b></p>
<ul style="list-style-type: none"> <li>2019 CHI Community Initiatives Partner Updates</li> </ul>	<p>The following funded partners gave presentations on their projects:</p> <ul style="list-style-type: none"> <li>Chelan-Douglas Community Action Council Alan Walker and Britany Meiklen</li> <li>Oxford House Transportation Solutions Committee Kelly Rimbey, Kelsey Gust, Brooklyn Holton and Kaitlin Quirk</li> <li>Okanogan County Community Action Council Jennifer Short</li> </ul> <p>See presentations in the Board packet: <a href="http://www.mydocvault.us/uploads/7/5/8/6/7586208/04.05.21_gb_packet.pdf">http://www.mydocvault.us/uploads/7/5/8/6/7586208/04.05.21_gb_packet.pdf</a></p>
<ul style="list-style-type: none"> <li>Announcements &amp; Adjournment</li> </ul>	<ul style="list-style-type: none"> <li>Christal has accepted a position at Community Health Plan of Washington and this will be her last Board meeting.</li> <li>Nancy Nash Mendez – had ground breaking ceremony for a 16 unit senior housing building in Okanogan County.</li> <li>Per Linda Seattle Times interviewed Ray about his trip to Stehekin.</li> <li>Meeting adjourned at 3:31 PM by Molly Morris</li> </ul>



## Balance Sheet (As of 03.31.2021)

Funding Source	Funds Received	Funds Expended	Funds Remaining
<b>SIM Funding* (CDHD Account)</b>	\$ 115,329	\$ 115,329	\$ -
<b>Transformation Project (CDHD Account)</b>			
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	\$ 260,477		
<b>Transformation Total (CDHD Account)</b>	\$ 6,487,439	\$ 4,008,916	\$ 2,478,523
<b>Grants Other (CDHD Account)</b>			
Aetna Grant	\$ 70,000	\$ 45,976	\$ 24,024
Cambia	\$ 245,000		\$ 245,000
<b>Workshop Registration Fees/Misc. Revenue* (CDHD Account)</b>	\$ 23,387	\$ 13,720	\$ 9,667
<b>Transformation Project (FE Portal Funds)</b>			
Project Incentive Funds	\$ 19,172,370	\$ 10,799,230	\$ 8,373,140
Integration Funds	\$ 5,781,980	\$ 58,422	\$ 5,723,558
Bonus Funds	\$ 1,455,842		\$ 1,455,842
Value Based Payment (VBP) Incentives	\$ 900,000		\$ 900,000
Interest Earned in FE Portal	\$ 62,283		\$ 62,283
DY1 Shared Domain 1 Funds**	\$ 5,811,865	\$ 5,811,865	\$ -
<b>Transformation Total (FE Portal)</b>	\$ 33,184,340	\$ 16,669,517	\$ 16,514,823
<b>Totals</b>	<b>\$ 39,880,494</b>	<b>\$ 20,853,457</b>	<b>\$ 19,027,037</b>

\*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 the budget spreadsheet

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

EXPENSES	Total Budgeted	Mar-21	Totals YTD	% Expended YTD to Budget
<b>Operations and Project Management</b>				
Salary & Benefits	\$942,981	\$70,479	\$211,349	22%
Supplies	\$37,000	\$1,401	\$1,401	4%
Services	\$165,439	\$411	\$4,497	3%
Other Expenditure	\$190,227	\$4,643	\$12,364	6%
CDHD Hosting Fee 15%	\$200,347	\$11,322	\$33,192	17%
<b>Operations, and Project Management Contracts</b>				
Governance and Organizational Development	\$141,600	\$10,306	\$27,906	20%
Program Evaluation & Data Analytics	\$70,000		\$0	0%
Workforce Development	\$63,250		\$0	0%
CHI Lead Agencies	\$225,000	\$12,304	\$32,404	14%
CBCC Contracted Support for Partners	\$64,680		\$0	0%
Telehealth Assessment Contractors^	\$283,991	\$133,000	\$133,000	47%
WPCC Advising and Learning Contracted Support	\$366,809	\$64,944	\$121,527	33%
Harm Reduction Fund	\$120,000		\$0	0%
Recovery Corps Mentorship Program	\$150,000		\$0	0%
Recovery Training and Support	\$129,000	\$0	\$2,500	2%
<b>Partner Payments:</b>				
Youth Mental Health Year 1 (Cambia)^	\$140,090		\$0	0%
CHI Partner Payments	\$1,150,000		\$313,015	27%
Tribal Investment	\$519,000		\$0	0%
CBCC Partner Payment^	\$1,650,000		\$125,420	8%
WPCC Learning Community	\$1,780,000	\$375,000	\$375,000	21%
TCDI Partner Payments	\$880,000		\$92,750	11%
Opioid Partner Payments	\$180,000		\$20,000	11%
<b>Total Budgeted Expenses</b>	<b>\$9,449,415</b>	<b>\$683,810</b>	<b>\$1,506,324</b>	<b>16%</b>

^^ Budget Amendment occurred in 2021

### Notes:

NCACH has expended 74% of budgeted YTD and 16% of Overall Budget

Added Youth Mental Health Year 1 (Cambia) under partner payments to budget for approval of Hope Squad Model

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.
03.01.2021	Kaitlin Quirk moved, Nancy Nash Mendez seconded the Motion #1 - Community Assessment: Approve Washington State University's proposal to produce a practical and achievable plan for a community-based solution to enhance telehealth capacity for the North Central Washington region, Abstain: Ramona Hicks and Jesus Hernandez, motion passed.
03.01.2021	Rosalinda Kibby moved, Dell Anderson seconded the motion #2 - Individual Organizational Assessment: Approve Option #2 of three telehealth investment options, that would be made available to clinical providers in the North Central Region:PTION 2: Motion to approve Ingenium Consulting Group's proposal in the amount up to \$230,000 (dependent upon the number/type of organizations who participate) to conduct a telehealth strategy, performance and maturity assessment and produce deliverables as requested in the RFP. With the option of moving into option 3, Carlene noted that we need to be clear on the scope of work, motion passed.
4.5.2021	Kaitlyn Quirk moved, Jesus Hernandez seconded the motion to approve funding for Hope Squad training and curriculum and 4 year coordinator position in the amount of \$456,736. Motion passed



## 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.

At the February Governance meeting, committee members reviewed the draft policy, edited the document as appropriate, and recommended that the Board adopt the Board Code of Conduct policy at the March 1<sup>st</sup>, 2021. Board members asked to table the motion to allow them to review the policy during March and bring back the motion at the April meeting. Due to some legal guidance provided prior to the April meeting, the policy was delayed 1 more month.

The primary changes to the document in April based on legal review and further input from Governance Committee members include the following:

1. Outlining that the policy complies to Board members **only** in their official capacity as an NCACH Board member
2. Clarified bullet #6 to outline responsibilities of the Board in relationship to management
3. Expanded Bullet #7 to better clarify to role of Board members when engaging the media.

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



# North Central Accountable Community of Health

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- 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 May to ensure Board members are able to review and sign the Code of Conduct policy

Submitted By:  
Submitted Date:  
Staff Sponsor:

Governance Committee  
03/01/2021  
John Schapman

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**“BUILDING HEALTHIER COMMUNITIES ACROSS NORTH CENTRAL WASHINGTON”**

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North Central Accountable Community of Health • 200 Valley Mall Parkway, East Wenatchee, WA 98802 • 509-886-6400



## Board Members' Code of Conduct Policy

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

1. Board 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. Board Members must show respect and courteous conduct in all NCACH meetings.
3. Board 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. Board Members must utilize the gift of feedback and hold themselves and each other accountable to uphold the Board Member's this Code of Conduct Policy.~~
- ~~5.4. Board~~ Members must not act in a way that can impugn the integrity of the NCACH.
- ~~6. Board~~ Members must adhere to the NCACH Conflict of Interest Policy.
- ~~5.~~
- ~~7. Board 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. Board members must adhere to Policy Governance model concepts and principles and avoid interfering with duties of operation that are the sole responsibility of management. Board Member roles are one of monitoring and ensuring the execution of procedures and policies approved by the board. Individual Board Mmembers must not attempt to exercise individual authority over or speak on behalf of NCACH the organization. Unless otherwise authorized by the Board, Board Mmembers understand that when interacting with the CEO or staff, they have no direct authority over the CEO or staff. 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.~~
- ~~6. Individual Board Members are not prohibited from speaking with media, regulatory bodies, or other entities, so long as the Board Member provides a disclaimer clearly stating he or she is not speaking on behalf of NCACH. Board Members' interactions with the public or other entities should must focus on explicitly stated Board decisions.~~
- ~~7. The Board Chair and Executive Director are the only positions authorized to speak on behalf of NCACH with media, regulatory bodies, or other entities regarding negotiations, binding decisions of the Board, or key policy statements of the organization. Individual board members are responsible to represent the Board Mission and to be loyal to the organization. When communicating to other individuals or entities board members:~~
  - ~~• Are not prohibited from speaking with media, regulatory bodies, or other entities, but must provide a disclaimer clearly stating he or she is expressing their own views and not speaking on behalf of~~



# North Central Accountable Community of Health

NCACH. Board Members' interactions with the public or other entities should focus on documented Board decisions.

- Are not prohibited from communicating about NCACH business on social media (e.g., Facebook, Twitter, blogs, personal websites), but must provide a disclaimer clearly stating he or she is expressing their own views and not speaking on behalf of NCACH, and limits posts to information that NCACH has already approved and/or verified and has released to the public.
- 8. Board Members must respect and protect the confidentiality ~~appropriate to issues of a sensitive nature~~ of privileged information to which Board Members have access to in the course of their official duties, ~~specifically, issues that are not made publicly available.~~
- 9. Board Members must attend meetings regularly, ~~must~~ be properly prepared for and participate in all necessary ~~B~~board business.
- 10. Board Members must seek to understand the perspectives of other Board ~~M~~members and will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the ~~any member's~~ personal position on the issue.

Board Members must hold themselves and each other accountable to uphold this Code of Conduct Policy.

Board Code of Conduct Policy

Policy Reviewed: 03-01-21~~TBD~~

Effective: TBD

— "BUILDING HEALTHIER COMMUNITIES ACROSS NORTH CENTRAL WASHINGTON" —

North Central Accountable Community of Health • 200 Valley Mall Parkway, East Wenatchee, WA 98802 • 509-886-6400



## Board Decision Form

<b>TOPIC:</b> <i>NCACH Board Nominating Committee Charter</i>
<b>PURPOSE:</b> <i>Review and approve NCACH Nominating Committee Charter</i>
<b>BOARD ACTION:</b> <input type="checkbox"/> Information Only <input checked="" type="checkbox"/> Board Motion to approve/disapprove
<b>BACKGROUND:</b> The NCACH provided a recommendation to the Board at the February 2021 meeting outlining key recommended changes to the Bylaws and Conflict of Interest Policy. As part of edits to the Bylaws, it was determined that a nominating committee should be formed to manage any of the nominations to the overall Board and committees of the Board.  At the March 2021 meeting, the Board formally approved the updated Bylaws and Conflict of Interest policy. Due to those changes, NCACH needs to move forward and form a nominating committee as outlined in the Bylaws.  NCACH developed a nominating committee charter that was vetted by the Executive Committee prior to forwarding to the full Board.
<b>PROPOSAL:</b> To approve the NCACH Governing Board Nominating Committee Charter.
<b>IMPACT/OPPORTUNITY (fiscal and programmatic):</b> <ul style="list-style-type: none"><li>• A nominating committee would be formed from members of the Board to achieve the functions outlined in the charter.</li><li>• Membership would be open to interested Board members and then approved by the whole Board at the June meeting.</li></ul>
<b>TIMELINE:</b> <ul style="list-style-type: none"><li>• May 2021 – Review potential members and provide recommendations to the members to the nominating committee</li><li>• June 2021 Board Meeting – Approve membership of nominating committee.</li></ul>

Submitted By:  
Submitted Date:  
Staff Sponsor:

Governance Committee  
03/01/2021  
John Schapman



## **Nominating Committee Charter**

### **Charge**

The charge of the Nominating Committee is to evaluate the current status of the NCACH Board composition and provide recommendations for recruitment and selection of new Board members to the Board and the selection of current Board members to any committees of the Board.

### **Membership Roles and Responsibilities**

The Nominating Committee responsibilities will include the following:

- Reviews current Board composition and recommends priorities for Board recruitment
- Manages recruitment, selection, and onboarding of NCACH Board members
- Manages selection and recommendations of current Board members to committees
- Evaluates the nomination process and provides recommendations for any updates to that process
- Review and recommends board and committee structure and refinement
- In preparation for annual meeting, recommends a slate of Board members, committee assignments, and officers to the Board for the following calendar year.

### **Time Commitment/Meetings**

- The Nominating Committee will hold regular meetings at a minimum one time per quarter or as needed in preparation of Annual Board meeting.

### **Membership Composition:**

NCACH Staff will facilitate meetings and provide committee support to Board members. Composition will include members from the following:

- 2 NCACH Staff Members (Including Executive Director)
- 3 NCACH Board Members (Including at least 1 non-Executive Committee member)

### **Expectations of Membership**

- Keep best interest of NCACH and community at the forefront of discussion
- Attend 75% of meetings

### **Membership Terms**

- Committee member terms are 1 year and will be up for renewal every year during the annual meeting
- No member may serve more than 4 terms on the committee
- A term counts if a member serves for 6 or more months within a calendar year.

### **Reporting**

- The Nominating Committee will keep regular minutes of its meetings and will provide such minutes to the other committees or sub-committees from time-to-time or as requested by the Board of Directors.