Community Health Council

Community Health Council Board Meeting Minutes
Date: Saturday, October 12, 2019
Time: 9:00 AM
Location: Concordia University Board Room

Approved: **Recorded by:** Priscilla Hunter

Attendance:

Board Members	Title	Y/N
Deborah Abney	Board Member	N
David Aguayo	Board Member	Y
Fabiola Arreola	Vice Chair	Y
Jon Cole	Member-at-Large	Y
Tamia Deary	Member-at-Large	Y
Iris Hodge	Board Member	Y
Tara Marshall	Chair	Y
Susana Mendoza	Board Member	N
Harold Odhiambo	Board Member	Y
Pedro Sandoval Prieto	Secretary	Y
Wendy Shumway	Board Member	Y
Staff	**Title**	**Y/N**
Vanetta Abdellatif	ICS Director	Y
Lucia Cabrejos	Interpreter, Passport to Languages	Y
Adrienne Daniels	ICS Deputy Director	Y
Priscilla Hunter	Administrative Analyst	Y
Mark Lewis	Senior Manager Business Operations	Y
Linda Niksich	Community Health Council Coordinator	Y
Christine Palermo	Dental Program Manager	Y

Guests: Kerry Hoeschen

Action Items:

- Adrienne will make edits to the Co-Applicant agreement using just "Chair" rather than the names of current incumbents, since the chair of CHC and BCC can change.
- Vanetta will begin to bring up discussions about outreach when reviewing the

ICS integrated model, regarding the homeless population.

Decisions:

- Approved the September 2019 meeting minutes
- Approved New Policy/Procedure - Succession Planning for Health Center Executive Director

The meeting was called to order at 9:05 am by Chair, Tara Marshall.

The Meeting Ground Rules were presented by Board Member, Wendy Shumway.

Noted that quorum was met.

September 2019 Meeting Minutes Review (Vote required)
(See Document - September CHC Meeting Minutes)

No other questions or comments were raised by CHC members.

Motion by Iris to approve the September 2019 Meeting Minutes.
Seconded by Dave .
9 aye; 0 nay; 0 abstain
Motion carries

Monthly Budget Report- End of Year Financials and visit reports
(See Document - Monthly Dashboard-June 2019)

Mark Lewis, Senior Manager of Business Operations, reviewed the June 2019 Monthly Dashboard which was also the end of FY19 financials. The report indicates a drop in the number of uninsured dental patient visits during this fiscal year. Mark also reports that there appears to be a 4 million dollar loss in incentive grants during June 2019 **but,** due to the changing from SAP to workday; the system recognizes revenue when expenses accrued rather than when revenue is actually received.

Questions and comments raised by CHC members:

- Dave asked what was the driver for the decrease in dental visits for uninsured patients. Vanetta explained that a new dental software system will be launching on October 14, 2019 and to allow staff and providers to learn the system, there will be fewer patients scheduled for a few weeks. To prepare for the loss in access the program needed to prioritize dental insured patients (to meet contractual obligations).

- Wendy asked if there would be a drastic change in the budget when CCO (Coordinated Care Organization) 2.0 goes into effect on 1/1/2020. Vanetta provided an overview of CCO 2.0. Further, she shared that Health Department leadership is currently in the process of negotiating a contract with Trillium Community Health plan- hopeful that there will not be a decrease in patients or budget when the new CCO law goes into effect.

- Iris asked if it would take a full year for the number of uninsured dental patients to increase after the CCO takes effect, Vanetta mentions that it should only take a few months but will report out as needed. Iris mentions she would like to receive an update on the number of uninsured patients for dental visit, Vanetta agrees and Mark acknowledged.

- Dave asks if the process for billing in Workday that recognizes revenue early on would be recognized and eventually corrected, Mark mentions that it has been recognized and being looked in to, Dave acknowledges.

- Pedro asks Mark if the $1 million amount for the YTD budget is a surplus or a deficit and if it's a deficit will we need to ask for more money to make up for the deficit. Mark confirms that the amount is a deficit and more money will need to be requested next year in order to make up for the deficit. Pedro acknowledges.

- Dave asks Mark if we recognize the transfer of funds as revenue. Mark confirms that loss of funds is counted as revenue and Dave acknowledges. Vanetta asked of the 38,000 total clients listed on the financials document, how many are considered non-engaged patients. Mark answers that he will check the Alternative Payment Model and report out when he has more information.

- Harold asks Vanetta if the health center will lose some patients when Trillium Community Health plan comes into the market, Vanetta responds that it is likely the health center will lose some patients.

- Tamia mentions that houseless patients are often considered non-engaged patients and asks what ability does the health center have to pull houseless patients back into receiving their care. **ACTION ITEM:** Vanetta mentions that she can begin to bring up discussions about outreach when reviewing the ICS integrated model- Tamia acknowledges.

- Harold asks if the health center has lost an incentive of homeless patients to outside neighboring agencies whose sole purpose is ending homelessness.

Vanetta answers that the amount of homeless patients receiving care elsewhere are specific to a certain population-such as Mental Health.

- Iris asks if the patients who are currently unengaged or inactive with the health center will be assigned to Trillium Community Health plan, Vanetta says that is her understanding based on information provided by the Oregon Health Authority.

No other questions or comments were raised by CHC members.

Co-Applicant Agreement Updates
(See Document -Co-Applicant Agreement Edits)

Adrienne Daniels, ICS Deputy Director, presented the changes in the Co-Applicant agreement. Two changes were made to the agreement; the language of the agreement to say "or the Health Department Director" when listing who the Executive Director reports to and the second change updates the address to reflect that of the new Health department headquarters (619 NW 6th Avnue).

Questions and comments raised by CHC members:

- Vanetta asks if the language in the agreement should be more general since the chair of Community Health Council changes every two years. Adrienne and Tasha acknowledge that the language should be updated, Linda clarifies that Tara will communicate with the County Commissioners to have this updated.

No other questions or comments were raised by CHC members.

New CHC Policy/Procedure - Succession Planning for Health Center Executive Director
(See Document - Succession Planning for Health Center Executive Director)

Linda Niksich, Community Health Council Liaison, presented a new Policy/Procedure, Succession Planning for Health Center Executive Director. Linda explains that the purpose of the succession plan is to have a plan and procedure for when a permanent or temporary change in leadership, either planned or unplanned takes place and to make sure that the Council exercises their authority in the process.

Questions and comments raised by CHC members:

- Iris asked who decided there should only three candidates when recruiting for the position of Executive Director. Vanetta states that this recommendation is part of the Co-Applicant Agreement. Iris asks if the number of candidates creates unintentional consequences during the recruitment process. Vanetta explains that members of the search committee will also be a part of the interviews when planning to recruit a new director and that three candidates can be found who meet the minimum qualifications. Iris acknowledges.

- Wendy asks who would be the interim director while a new director is being recruited. Linda refers to page 2 of 4 of the succession plan which lists the interim director in succession order.

No other questions or comments were raised by CHC members.

Motion by Tara to accept the Policy/Procedure - Succession Planning Health Center Executive Director
Seconded by Harold
9 aye; 0 nay; 0 abstain
Motion carries

Northwest Primary Care Conference Recap

Members-at-large, Jon and Tamia, give a brief update of their visit to the Northwest Primary Care Conference. They asked if they could report back during the next meeting with a more comprehensive report with slides. Linda said they can discuss it at the Executive Committee meeting when they are doing agenda planning.

No questions or comments were raised by CHC members.

Council Business/Committee Updates

Tara, CHC chair, reports upcoming 2020 board vacancies:

1. Chair
2. Secretary
3. Member-at-large

She discusses that all members are eligible for nominations, including current executive officers.

Next CHC public meeting- 11/4/2019 at the Glady's McCoy Building

Meeting Adjourned at 10:08 am.

Signed: Pedro Sandoval Prieto **Date:** October 12 2019.

Pedro Prieto Sandoval, Secretary

Community Health Council
Public Meeting Agenda

Saturday, October 12th, 2019
9:00 -10:00 am
Concordia University Board Room

Integrated Clinical Services Mission: "Providing services that improve health and wellness for individuals, families, and our communities."

Our Meeting Process Focuses on the Governance of Community Health Centers -Use Meeting Agreements (in English and Spanish) located on name tents -Meetings are open to the public -**Guests are welcome to observe** -Use timekeeper to focus on agenda -Use note cards for questions/comments outside of agenda items and for guest questions
Council Members "D"eb Abney; Dave Aguayo (Treasurer); Fabiola Arreola (Vice-Chair); Jon Cole (Member-at-Large); Tamia Deary(Member-at-Large); Iris Hodge; Tara Marshall (Chair); Susana Mendoza; Harold Odhiambo; Pedro Sandoval Prieto (Secretary); Wendy Shumway

Item	Process/Who	Time	Desired Outcome
Call to Order/Welcome	• Chair, Tara Marshall	9:00-9:05 (5 min)	Call to order Review processes
Minutes **VOTE REQUIRED**	• Review and approve the September Minutes	9:05-9:10 (5 min)	Council votes to approve and Secretary signs
Monthly Budget Report **Year-End Financials and Visits Reports**	• Senior Manager Business Operations, Mark Lewis	9:10-9:25 (15 min)	Council receives reports
Co-Applicant Agreement Updates	• ICS Deputy Director, Adrienne Daniels	9:25-9:30 (5 min)	Council discussion
Executive Director Succession Plan **VOTE REQUIRED**	• CHC Coordinator, Linda Niksich	9:30-9:40 (10 min)	Council discussion and vote

Primary Care Conference Recap	• Members at Large; Tamia Deary and Jon Cole	9:40-9:50 (10 min)	Council receives information
Council Business Committee Updates	• Executive Committee Update; Chair, Tara Marshall • Call for Executive Officer Nominations	9:50-10:00 (10 min)	Council receives updates from Chair and Committees Council can self nominate or nominate someone else
Adjourn Meeting	• Chair, Tara Marshall	10:00	**Retreat is Next!**

Multnomah County - Federally Qualified Health Center

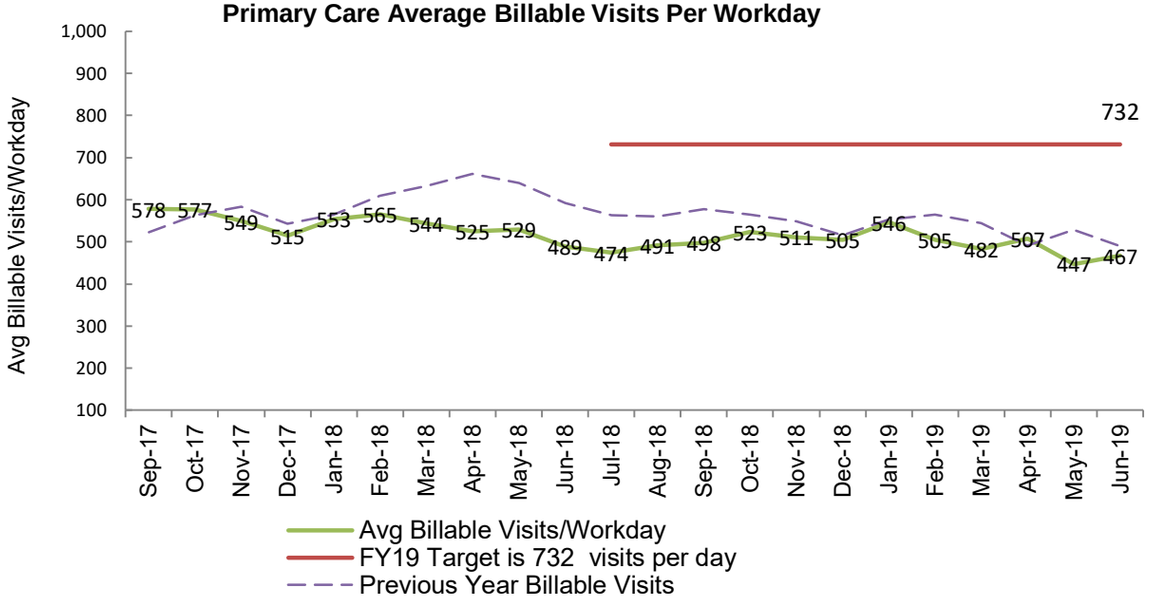
Monthly Dashboard

Jun 2019

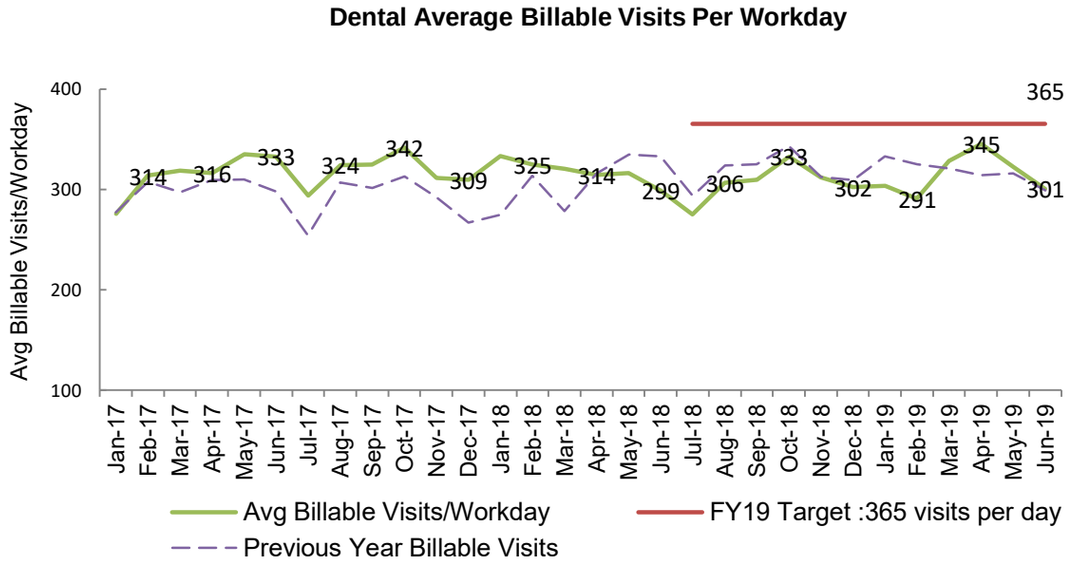
Prepared by: Larry Mingo

FQHC Weekly Billable Visits Per Department

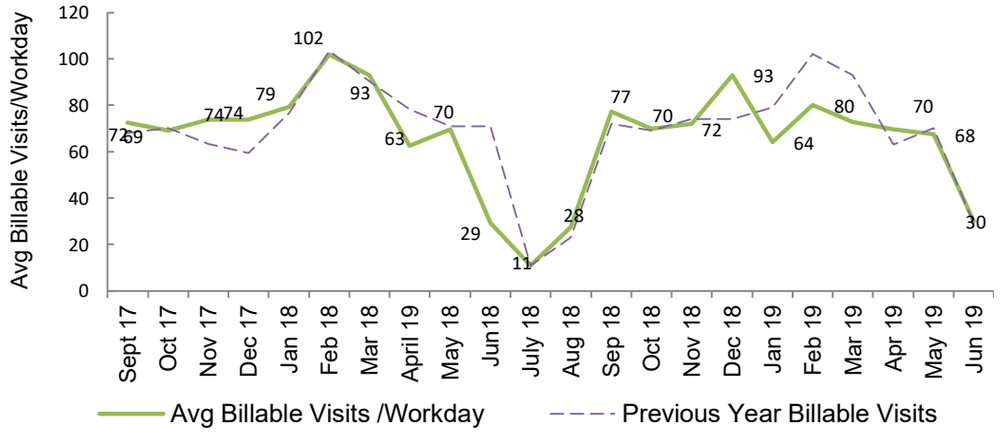
Primary Care Average Billable Visits Per Workday



Dental Average Billable Visits Per Workday



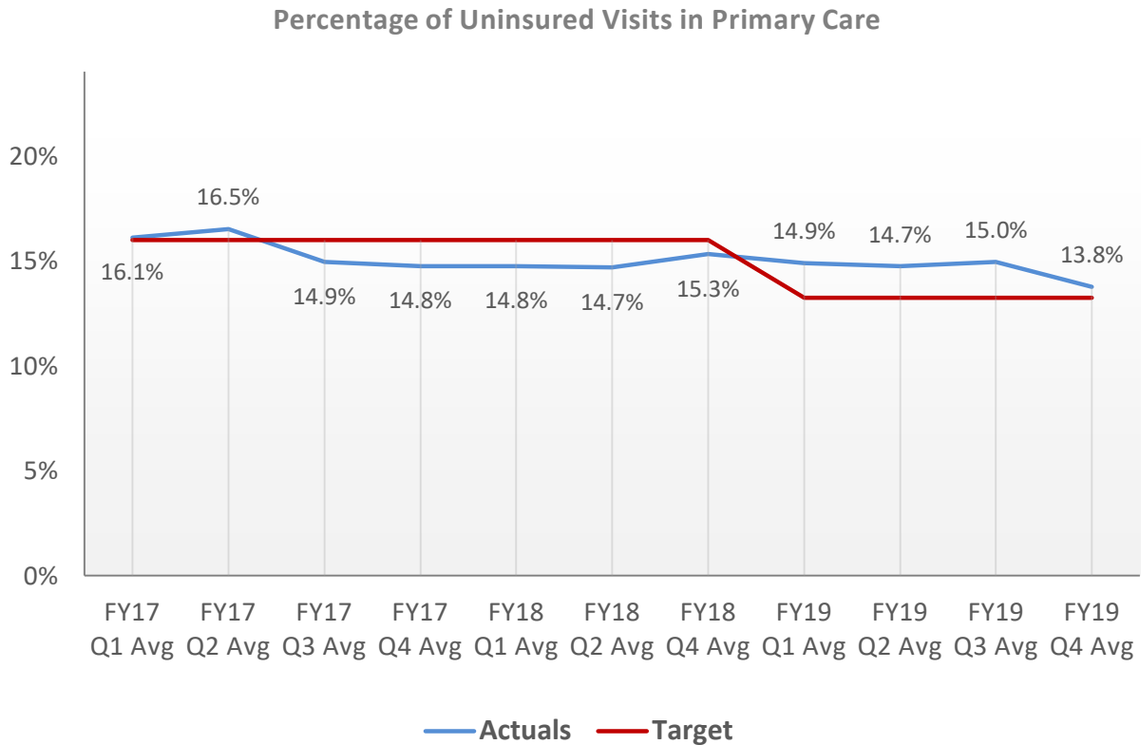
School-Based Health Center Average Billable Visits Per Workday

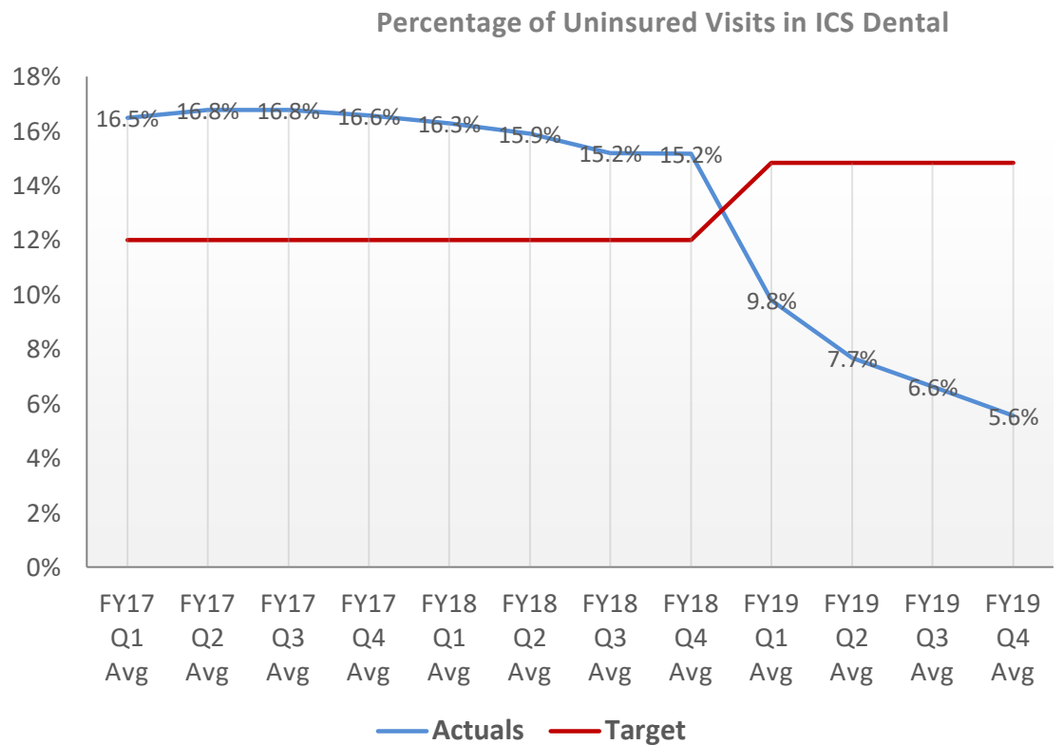


* SBHC clinics are closed during the month July except Parkrose SBHC

Notes: Primary Care and Dental visit counts are based on an average of days worked.
School Based Health Clinic visit counts are based on average days clinics are open and school is in session.

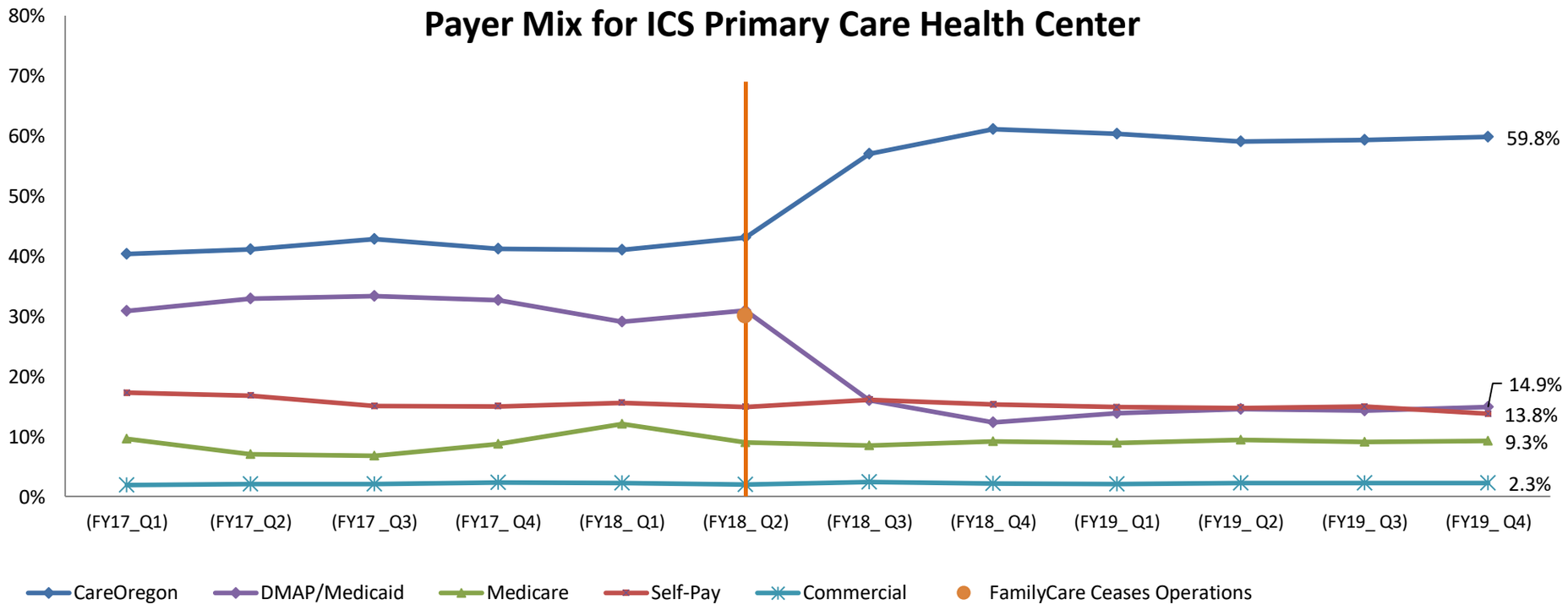
Monthly Percentage of Uninsured Visits for FQHC Centers





Comments:
Primary Care target % of Uninsured Visits for FY18: 16%; for FY19: 13.25%
Dental target % of Uninsured Visits for FY18: 12%; for FY19: 14.85%

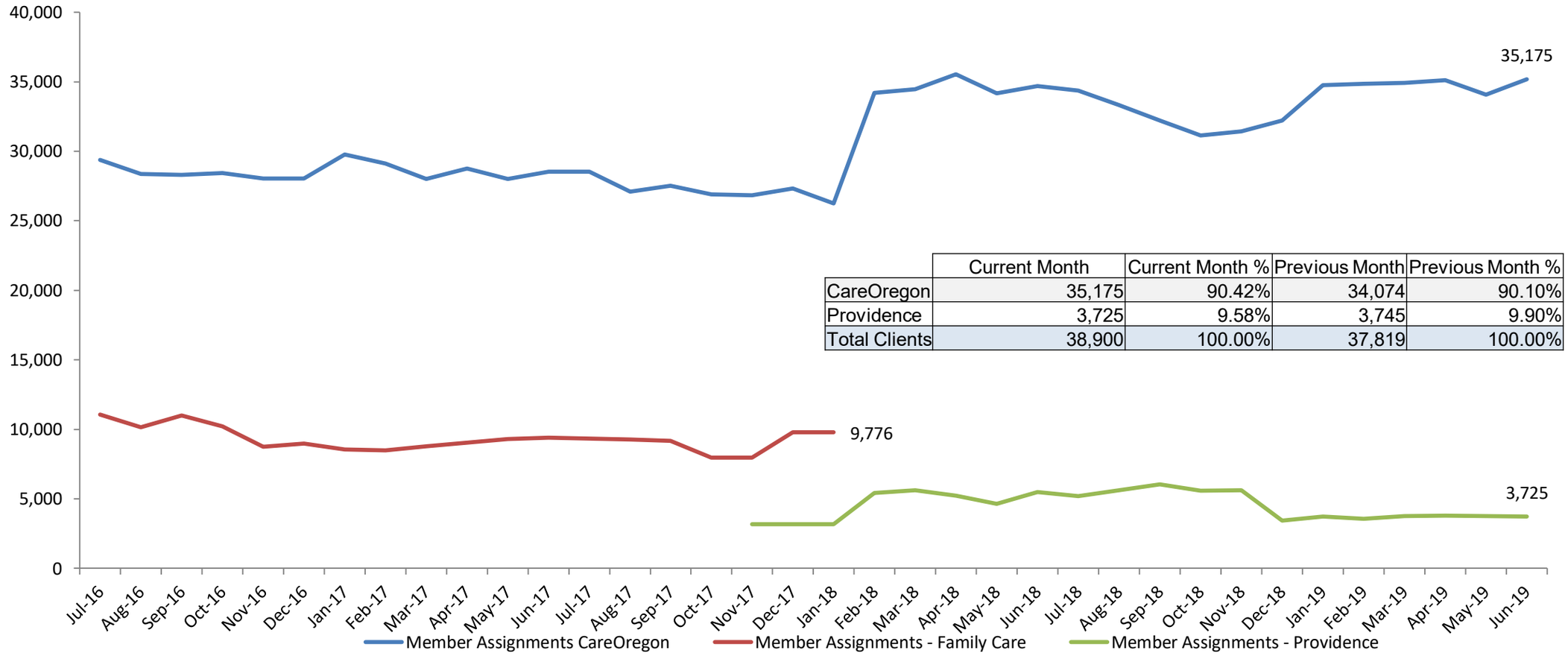
FQHC Monthly Percentage of Visits by Payer for ICS Primary Care Health Centers



Notes: Payer Mix for Primary Care Health Service Center shows the percentage of patient visits per payer and per Quarter

FQHC Primary Care Member Assignments

OHP Primary Care Member Assignments



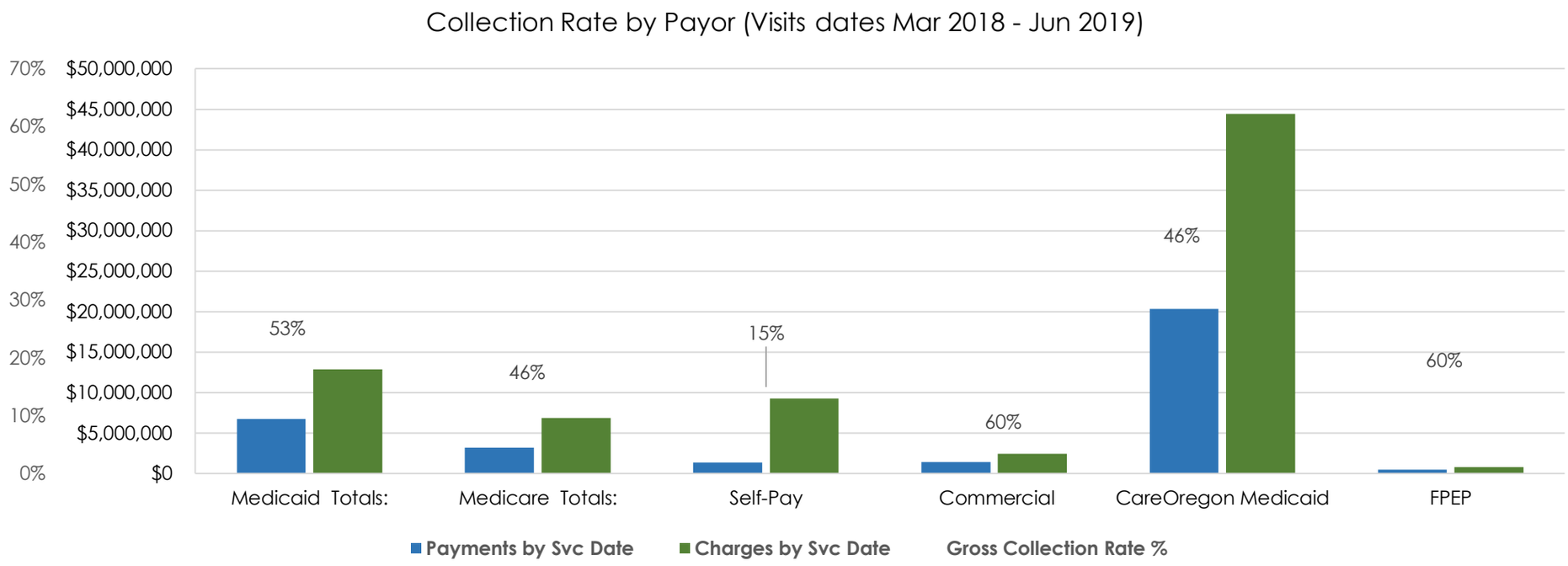
	Current Month	Current Month %	Previous Month	Previous Month %
CareOregon	35,175	90.42%	34,074	90.10%
Providence	3,725	9.58%	3,745	9.90%
Total Clients	38,900	100.00%	37,819	100.00%

CareOregon FY19 average: 33,631

Providence FY19 average: 4,479

FQHC Gross Collection Rate by Payer
March 2018 – Jun 2019

	Medicaid Totals:	Medicare Totals:	Self-Pay	Commercial	CareOregon Medicaid	FPEP
Payments by Svc Date	$6,785,909	$3,188,661	$1,389,985	$1,470,403	$20,377,096	$475,269
Charges by Svc Date	$12,890,541	$6,914,490	$9,294,904	$2,449,442	$44,452,046	$787,851
Gross Collection Rate %	53%	46%	15%	60%	46%	60%



Multnomah County Health Department
Federally Qualified Health Center Financial Statement
For Period Ending June 2019

Community Health Centers - Page 1

Revenue: are tax and non-tax generated resources that are used to pay for services.

Behavioral Health: Revenue earned by the Mental Health Division in its capacity as an insurance provider for Medicaid clients (by way of Health Share of Oregon).

General Fund: The general fund is the primary operating fund for the County, and is used to account for and report all financial resources not accounted for and reported in another fund. All County departments have some part of their operations either reported in or supported by the general fund.

Grants – BPHC: The Bureau of Primary Health Care grant revenue is isolated here. This grant is sometimes known as the Primary Care 330 (PC 330) grant.

Grants – Incentives: External agreements that are determined by meeting certain metrics.

Grants – All Other: The County receives various Federal and State grants for specific programmatic purposes.

Health Center Fees: Revenue from services provided in the clinics that are payable by insurance companies.

Self Pay Client Fees: Revenue from services provided in the clinics that are payable by our clients.

Write-offs: Write-offs occur when the actual amount received for a claim differs from the amount originally recorded at the time of service. Transactions are recorded as revenue, but they can be positive or negative.

Expenses: are what the County spends to provide services to the community. Expenditure categories include personnel, materials and supplies, internal services, contracted services, and capital.

Personnel: Costs of salaries and benefits.

Contracts: professional services that are provided by non-County employees: e.g., lab and x-ray services, interpretation services, etc.

Materials and Services: non-personnel expenses the program needs to perform its mission: e.g., medical and dental supplies, repairs & maintenance, supplies, etc.

Multnomah County Health Department
Federally Qualified Health Center Financial Statement
For Period Ending June 2019

Community Health Centers - Page 2

Internal Services

Facilities/Building Management	FTE Count Allocation
IT/Data Processing	PC Inventory, Multco Align
Department Indirect	FTE Count (Health HR, Health Business Ops)
Central Indirect	FTE Count(HR, Legal, Central Accounting)
Telecommunications	Telephone Inventory
Mai/Distribution	Active Mail Stops, Frequency, Volume
Records	Items Archived and Items Retrieved
Motor Pool	Actual Usage

Capital Outlay: Capital Expenditures- purchase of capital items that cost $5,000 or more that have an expected useful life of more than one fiscal year: e.g., medical and dental equipment.

Multnomah County Health Department
Federally Qualified Health Center Financial Statement
For Period Ending June 2019

Community Health Centers - Page 3 — June Target: 100%

	Adopted Budget	Revised Budget	Budget Variance	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18
Revenue									
Behavioral Health	$ 5,394,614	$ 5,394,614	$ -	$ 395,899	$ 395,357	$ 386,929	$ 392,315	$ 315,304	$ 239,775
General Fund	$ 10,510,645	$ 10,497,645	$ (13,000)	$ 880,918	$ 882,684	$ 992,021	$ 924,144	$ 894,914	$ 996,625
Grants - BPHC	$ 9,967,847	$ 9,967,847	$ -	$ -	$ -	$ 1,710,117	$ 781,367	$ 935,417	$ 865,926
Grants - Incentives	$ 7,326,480	$ 7,326,480	$ -	$ -	$ 1,068,109	$ 2,340,693	$ 498,640	$ 1,500	$ 4,354,540
Grants - All Other	$ 9,392,798	$ 9,415,223	$ 22,425	$ 384,509	$ 370,555	$ 862,642	$ 1,015,074	$ 620,246	$ 995,304
Health Center Fees	$ 96,332,757	$ 98,942,757	$ 2,610,000	$ 7,807,405	$ 9,042,004	$ 8,052,219	$ 7,717,611	$ 9,970,501	$ 5,744,877
Self Pay Client Fees	$ 1,127,294	$ 1,127,294	$ -	$ 86,553	$ 100,907	$ 76,035	$ 105,026	$ 98,354	$ 87,054
Write-offs	$ -	$ -	$ -	$ 209,416	$ -	$ -	$ -	$ -	$ 2,691,933
Total	$ 140,052,435	$ 142,671,860	$ 2,619,425	$ 9,764,700	$ 11,859,615	$ 14,420,656	$ 11,434,177	$ 12,836,236	$ 15,976,034
Expense									
Personnel	$ 94,202,326	$ 94,257,953	$ 55,627	$ 7,027,910	$ 7,335,971	$ 7,174,182	$ 8,172,851	$ 8,042,358	$ 7,623,316
Contracts	$ 4,994,483	$ 4,952,788	$ (41,695)	$ 234,197	$ 178,587	$ 897,067	$ 217,171	$ 762,433	$ (74,025)
Materials and Services	$ 13,978,032	$ 16,583,151	$ 2,605,119	$ 1,065,843	$ 1,191,908	$ 1,327,446	$ 1,512,088	$ 1,558,757	$ 861,177
Internal Services	$ 26,381,694	$ 26,382,068	$ 374	$ 1,167,854	$ 2,089,623	$ 2,117,172	$ 2,425,022	$ 2,054,471	$ 2,095,802
Capital Outlay	$ 495,900	$ 495,900	$ -	$ -	$ -	$ 17,730	$ 10,116	$ -	$ -
Total	$ 140,052,435	$ 142,671,860	$ 2,619,425	$ 9,495,803	$ 10,796,090	$ 11,533,597	$ 12,337,248	$ 12,418,019	$ 10,506,270
Surplus/(Deficit)	$ -	$ -	$ -	$ 268,897	$ 1,063,526	$ 2,887,058	$ (903,071)	$ 418,217	$ 5,469,764

Multnomah County Health Department
Federally Qualified Health Center Financial Statement
For Period Ending June 2019

Community Health Centers - Page 4										June Target:	100%
	Adopted Budget	Revised Budget	Budget Variance	Jan-19	Feb-19	Mar-19	Apr-19	May-19	Jun-19	Year to Date Total	% YTD
Revenue											
Behavioral Health	$ 5,394,614	$ 5,394,614	$ -	$ 370,276	$ 370,761	$ 289,214	$ 379,437	$ 380,515	$ 391,928	$ 4,307,710	80%
General Fund	$ 10,510,645	$ 10,497,645	$ (13,000)	$ 1,013,762	$ 1,021,983	$ 877,232	$ 875,687	$ 876,328	$ 681,458	$ 10,917,756	104%
Grants - BPHC	$ 9,967,847	$ 9,967,847	$ -	$ 797,522	$ 482,291	$ 887,434	$ 781,689	$ 918,497	$ 1,464,930	$ 9,625,190	97%
Grants - Incentives	$ 7,326,480	$ 7,326,480	$ -	$ 88,722	$ 56,797	$ 164,067	$ 137,710	$ 125,270	$ (4,253,823)	$ 4,582,224	63%
Grants - All Other	$ 9,392,798	$ 9,415,223	$ 22,425	$ 512,554	$ 915,062	$ 937,668	$ 583,155	$ 1,250,538	$ 942,355	$ 9,389,662	100%
Health Center Fees	$ 96,332,757	$ 98,942,757	$ 2,610,000	$ 9,078,057	$ 6,345,850	$ 8,515,158	$ 7,661,406	$ 8,474,445	$ 6,772,013	$ 95,181,546	96%
Self Pay Client Fees	$ 1,127,294	$ 1,127,294	$ -	$ 94,935	$ 72,148	$ 84,277	$ 106,879	$ 96,265	$ 79,897	$ 1,088,329	97%
Write-offs	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ 2,901,349	
Total	$ 140,052,435	$ 142,671,860	$ 2,619,425	$ 11,955,828	$ 9,264,892	$ 11,755,050	$ 10,525,963	$ 12,121,858	$ 6,078,758	$ 137,993,766	97%
Expense											
Personnel	$ 94,202,326	$ 94,257,953	$ 55,627	$ 7,811,373	$ 7,174,182	$ 7,258,404	$ 7,575,281	$ 7,518,616	$ 7,719,969	$ 90,434,412	96%
Contracts	$ 4,994,483	$ 4,952,788	$ (41,695)	$ 359,308	$ 401,713	$ 513,048	$ 459,991	$ 863,351	$ 1,465,228	$ 6,278,069	127%
Materials and Services	$ 13,978,032	$ 16,583,151	$ 2,605,119	$ 1,698,999	$ 1,258,877	$ 1,602,225	$ 1,526,578	$ 1,507,003	$ 1,693,162	$ 16,804,063	101%
Internal Services	$ 26,381,694	$ 26,382,068	$ 374	$ 1,704,422	$ 2,101,871	$ 2,101,509	$ 1,983,067	$ 2,052,607	$ 4,290,542	$ 26,183,962	99%
Capital Outlay	$ 495,900	$ 495,900	$ -	$ -	$ 5,303	$ -	$ 16,792	$ 6,590	$ 15,723	$ 72,254	15%
Total	$ 140,052,435	$ 142,671,860	$ 2,619,425	$ 11,574,102	$ 10,941,946	$ 11,475,186	$ 11,561,709	$ 11,948,167	$ 15,184,624	$ 139,772,760	98%
Surplus/(Deficit)	$ -	$ -	$ -	$ 381,726	$ (1,677,054)	$ 279,864	$ (1,035,746)	$ 173,691	$ (9,105,866)	$ (1,778,994)	

Notes:
Financial Statement is for Fiscal Year 2019 (July 2018 - June 2019). Columns are blank/zero until the month is closed.

Beginning with the May 2019 report, there is a new line for "Write-offs." Historically write-offs have not been shown on this report. Due to an unusually large write-off in our favor in December 2019 related to the Workday software implementation, we have determined that this category is relevant for this report.

As of May, the revised budget includes a bud mod to increase Pharmacy revenue and expenditures by $2.61 million.

Co-Applicant Agreement Edits

1.3.3 Dismissal of the Executive Director. Subject to Section 1.4.2, the Council shall have the authority to dismiss the Executive Director from the role as Executive Director of the Community Health Center, if such termination is warranted based on performance or pursuant to federal, state, or County personnel rules. The Executive Director shall be dismissed upon the vote of a majority of the voting Council Directors.

1.3.4 Duties of the Executive Director. The Executive Director will be the chief executive of the Community Health Center and will serve as the Director of Integrated Clinical Services. The Executive Director shall have responsibility for the general care, day-to-day management, supervision, and direction of the Community Health Center's affairs in furtherance of established policies, procedures and programs. The Executive Director shall have the authority to approve the assignment of County personnel to the Community Health Center, to supervise such individuals, and to dismiss such personnel from their duties at the Community Health Center, in accordance with the personnel policies established by the County. The Executive Director or designee shall also have the authority to negotiate, execute and administer all contracts for goods and services as required for the operation of the Community Health Center subject to the rules and policies applicable to the County's procurement, purchasing and administration of contracts, and the budget approved for the Community Health Center. The Executive Director shall report to (i) the Council and (2) the Chair of the Board of County Commissioners or, if so designed by the Chair, the County Chief Operations Officer ("COO") or the Health Department Director.

1.4 Employer-Employee Relations.

1.4.1 Subject to Section 1.3 of this Agreement regarding the selection, approval, evaluation and dismissal of the Community Health Center's Executive Director, the County shall have sole authority over employment matters and personnel policies and procedures applicable to the Community Health Center staff, including selection and dismissal procedures, salary and benefit scales, employee grievance procedures and processes, equal employment opportunity practices, labor disputes and other human resources issues.

1.4.2 The Community Health Center's Executive Director shall, at all times, be an employee of the County. Removal of the Executive Director by the Council pursuant to Section 1.3.3 of this Agreement may not constitute a termination of employment by the County. As the Executive Director's employer, the County shall have authority to terminate the Executive Director's employment if such termination is warranted pursuant to federal, state, or local law or rule, or County personnel rules. If the

formal mediation, if they mutually agree to do so. If the Parties are unable to resolve the dispute, either Party may pursue any remedy available at law.

8. Notices

All notices permitted or required by this Agreement shall be deemed given when in writing and delivered personally or deposited in the United States Mail, first class postage prepaid, Certified and Return Receipt Requested, addressed to the other Party at the address set forth below, or such other address as the Party may designate in writing:

For the County:

Deborah Kafoury, Multnomah County Chair
501 SE Hawthorne Blvd, 6th Floor
Portland, Oregon 97214

For the Council:

Tara Marshall, Community Health Council Chair
619 NW 6th Ave. 7th Floor ~~426 SW Stark Street, 9th Floor~~
Portland, Oregon 97209 ~~97204~~

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9. Non-Severability

The provisions of this Agreement are not severable. In the event that any one or more provisions of this Agreement are deemed null, void, illegal or unenforceable, or should any part of this Agreement, as determined by DHHS or any other governmental authority, cause the County and the Council (as co-applicants) not to comply with Section 330, the Parties agree to attempt to amend this Agreement as shall reasonably necessary to achieve compliance. In the event that the Parties reach such agreement, this Agreement shall be construed in all respects as if such invalid or unenforceable provisions have been omitted. In the event that no such amendments or agreements for amendments can reasonably be made, this Agreement shall immediately terminate.

10. Waiver

No provision of this Agreement shall be waived by any act, omission or knowledge of a Party or its agents or employees except by an instrument in writing expressly waiving such provision and signed by a duly authorized officer of the waiving Party.

11. Third-Party Beneficiaries

None of the provisions of this Agreement shall be for the benefit of or enforceable by any thirty party, including, without limitation, any creditor or patient. No third party shall obtain any right under any provision of this Agreement or shall by reason of any provisions make any claim relating to any debt, liability, obligation or otherwise against any Party to this Agreement.

Title:	**Succession Planning for Health Center Executive Director**		
Policy #:	Policy number		
Section:	Enter section title	Chapter:	Enter chapter title
Approval Date:	Enter policy approval date.	Approved by:	/s/ Tara Marshall, Community Health Council Chair /s/ Vanetta Abdellatif, ICS Director
Related Procedure(s):	Health Center Executive Director Succession Plan		
Related Standing Order(s):	Links to standing order(s) related to this policy statement. Write "See section below" if included in this policy document, "attached" if the document is attached or write "Not Applicable."		
Applies to:	ICS Executive Director, Community Health Council, Board of County Commissioners		

PURPOSE

To be prepared for an eventual permanent or temporary change in leadership, either planned or unplanned, to ensure the stability and accountability of the organization until such time as new permanent or temporary leadership is identified.

DEFINITIONS

Term	Definition

POLICY STATEMENT

The Community Health Council (the Council) and the Board of County Commissioners (the County), as delegated in the Co-Applicant Agreement, are responsible for implementing this policy and its related procedures.

REFERENCES AND STANDARDS

The Health Resources and Services Administration (HRSA) requires that the health center governing board, the Community Health Council, have final authority over the selection of the health center executive director. HRSA Compliance Manual Chapter 19: Board Authority states that "The health center governing board must approve the selection and termination/dismissal of the health center's Project Director/Chief Executive Officer (CEO."

The Co-Applicant Agreement (Section 1.3), which is required for health centers attached to a public entity, delegates the responsibilities of the executive director process between the Community Health Council and the Board of County Commissioners as follows:

- The County shall consult with the Council on qualifications and the recruitment process for the Executive Director position.
- The County shall be responsible for recruiting candidates to fill any Health Center Executive Director vacancy.
- The County shall present at least three (3) candidates to the Council for final selection.
- The Council may also propose candidates.
- The Council shall have the authority to either select or reject the Executive Director candidate(s) presented by the Search Committee.
- In the event that the Council rejects the candidate(s) presented, the Search Committee will prepare additional candidate slates until the Council approves a candidate.

To ensure that the health center's operations are not disrupted while the recruiting and selection process is carried out, the Council will appoint interim executive leadership. The interim executive director shall ensure that the organization continues to operate without disruption and that all organizational commitments previously made are adequately executed.

PROCEDURES

The following Succession Plan is to be initiated immediately upon learning of the health center executive director vacancy:

- To ensure that the Health Center's operations are not disrupted until such time that a permanent Executive Director is selected, the Council will select and approve an Interim Executive Director from current health center leadership in the following succession order; Primary Care Services Director, ICS Deputy Director, Quality Director. In the event that the vacancy is temporary (due to illness or leave of absence for 30 days or less), the selected Interim Executive Director shall temporarily be in charge of the daily operations and essential duties of the Executive Director.

- The Council's Executive Committee and the County will meet to establish a Search Committee comprised of an equal number of representatives (at least 2 members) from both the Community Health Council and the Board of County Commissioners within fifteen (15) business days. The Search Committee will work with the Health Department Human Resources Division to ensure that the health center's operations are not disrupted until such time that a permanent Executive Director is selected to ensure that all personnel policies and procedures are followed.
- Each party will carry out its responsibilities as delegated in the Co-Applicant Agreement to implement the following;
    - Communicate with key stakeholders regarding actions taken by the Council and the County in naming an interim successor, appointing a Search Committee, and implementing the succession policy. The organization shall maintain a current list of key stakeholders who must be contacted, such as HRSA/BPHC,OPCA, the local CCO or CCO's, etc.
    - Consider the need for consulting assistance (i.e., transition management, executive search consultant, HRSA Project Officer, Oregon Primary Care Association).
    - To identify priority issues that may need to be addressed during the transition process and to identify attributes and characteristics that are important to consider in the selection of the next permanent leader, the CHC charges the organization to review the Health Center's strategic plan and conduct a brief assessment of organizational strengths, weaknesses, opportunities, and threats Establish a timeframe and plan for recruitment and selection process.
    - Refer to the Executive Director Job Description for sample of job description and qualifications.
- The Council has final authority over the selection of the Executive Director of the health center.

RELATED DOCUMENTS

Name	
Attachment A – Co-Applicant Agreement	
Attachment B – ICS Director Job Description	

POLICY REVIEW INFORMATION

Point of Contact:	Linda Niksich, Community Health Council Coordinator
Supersedes:	n/a