



Board of Directors Meeting
Thursday, December 9, 2021 – 3:00 to 5:00pm
Meeting Held via Microsoft Teams

SUMMARY

A meeting of the Jackson Care Connect Board of Directors was held on Thursday, December 9, 2021. In consideration of the current COVID-19 pandemic, this meeting was held via Microsoft Teams.

Board Members Present:

Cindy Mayo	Craig Newton	Jason Elzy	John Curtis	
Lori Paris	Matt Sinnott	Scott Kelly	William North	
Members Absent:	Brenda Johnson	Eric Hunter	Laura Bridges	Paul Matz
Staff Present:	Jennifer Lind	Debbie Backstrom	Monica Martinez	Teresa Learn

Call to Order

The JCC Board of Directors meeting was called to order at 3:01pm by Lori Paris, Vice Chair. A quorum was present.

Declaration of Conflicts of Interest – Lori Paris presented an opportunity for Board members to declare any conflicts of interests in the discussions on the agenda. Jennifer noted Eric Hunter has a conflict on the Capital Funding vote; however, was not present at the meeting. Jennifer reported those members being elected to the JCC Board of Directors or for specific committee representation are excluded from the conflict and may vote for themselves for the respective nomination.

Consent Agenda: Board members reviewed the consent agenda for today’s meeting, the minutes from the October 14, 21 meeting, and the September 2021 financials.

Upon a motion duly made and seconded, the following resolutions were unanimously approved:

- 1. RESOLVED, that the Board of Directors does hereby approve the consent agenda as presented.**

Public Testimony: Lori reported open forum meetings are currently suspended during the COVID-19 pandemic; however, written testimony will be presented if a request has been received. She noted no written public testimonies were received this month.

Executive Report – Jennifer Lind

Jennifer reported her Executive Report was included in the board packet and discussion was held on the following topics:

Finance Committee – Scott Kelly

- Recommendation that JCC Board approve issuing a surplus note of \$3.5 million to meet OHA reserve requirements. Recommended by Finance Committee (11/23/21)**

Scott Kelly reported JCC requires \$3.5 million additional reserves to meet OHA capital requirements; noting this increased reserve requirement is largely due to growing JCC membership. The plan is to have JCC adequately reserved by December 31, 2021, and the CareOregon Finance Committee and their board approved funding these reserves for JCC. Scott explained the JCC Finance Committee held discussion at their November 23, 2021 meeting, and they also recommend JCC issue a surplus note for \$3.5 million to meet the capital needs. Scott explained that surplus notes are debt instruments issued by a CCO that can be counted as capital. In this case, it would be purchased by CareOregon and requires an agreement between JCC and CareOregon. It must be approved by OHA before it can be issued; and principal and interest payments are only made with approval from OHA.

Teresa Learn and Jennifer Lind addressed questions from board members.

Upon a motion duly made and seconded, the following resolutions were unanimously approved:

- 1. RESOLVED, that the Board of Directors does hereby approve issuing a surplus note in the amount of \$3.5 million to fulfill the additional reserves to meet OHA capital requirements.**

- **Recommendation that JCC Board approve the JCC Investment Policy as presented at the October Finance Committee. *Recommended by Finance Committee (10/26/21)***

Scott Kelly reported the JCC Board is responsible for overseeing the corporate investment policy and noted the Finance Committee reviews the policy on an annual basis as part of its responsibility. The philosophy of the investment policy is to support JCC's overall business strategy with investments that seek to achieve the appropriate balance between supporting growth, enhancing profitability, and preserving surplus.

Scott reported the existing investment policy was last reviewed June 2020; and there are no recommended changes to the policy for today's approval. He noted additional information was included in JCC Investment Performance update in the packet.

Upon a motion duly made and seconded, the following resolutions were unanimously approved:

- 1. RESOLVED, that the Board of Directors does hereby approve the JCC Investment Policy as submitted with no changes from the prior year.**

Governance Committee – Jennifer Lind

- **Recommendation that JCC Board Approve New CAC Members:**

Brenda Johnson presented three applicants who are applying for JCC Community Advisory Council (CAC) positions as listed below. She reported the three applicants have been reviewed and approved at the CAC level and at the Governance Committee with a recommendation to proceed with final approval of the JCC Board.

1. Brenda Borchman - Coquille Tribe represented in Jackson County
2. Melinda Sprague – Cow Creek Tribe represented in Jackson County.
3. Autumn Chadbourne – Jackson County HHS Representative

Upon a motion duly made and seconded, the following resolutions were unanimously approved:

- 1. RESOLVED, that the Board of Directors does hereby approve the appointment of Brenda Borchman, Melinda Sprague, and Autumn Chadbourne to serve on the Community Advisory Council.**

- **Recommendation that JCC Board Approve Board Members with Terms 2022-2024**

- Jason Elzy (2nd Term)

Discussion took place with regards to conflicts that Jason will have March – July with attendance at meetings. Jennifer reported the Governance Committee will discuss in further detail the option of putting in place a Leave of Absence Policy as there have been times when members need to take a sabbatical throughout their terms.

Upon a motion duly made and seconded, the following resolutions were approved:

- 1. RESOLVED, that the Board of Directors does hereby approve the recommendation from the Governance Committee to approve Jason Elzy to serve another 3-year term on the JCC Board of Directors with a modified schedule beginning January 1, 2022 and ending December 31, 2024.**

- Stacy Brubaker (1st Term)

Board members discussed the attributes Stacy will bring to the board.

Upon a motion duly made and seconded, the following resolutions were approved:

- 1. RESOLVED, that the Board of Directors does hereby approve the recommendation from the Governance Committee to approve the nomination of Stacy Brubaker for a three-year term beginning on January 1, 2022 and ending December 31, 2024.**

- **Recommendation that JCC Board Approve the Board/Committee Leadership Positions**

- Board Chair: Lori Paris
- Board Vice Chair: John Curtis
- Finance Chair: Scott Kelly
- Governance Chair: Laura Bridges
- Network / Quality Chair: Matt Sinnott

Upon a motion duly made and seconded, the following resolutions were approved:

- 1. RESOLVED, that the Board of Directors does hereby approve the recommendation from the Governance Committee to approve the nomination of board leadership, committee chairs, and the Board Secretary as identified above for the calendar year 2022. Members elected abstained.**
- Notice that CareOregon is appointing Monica Martinez as Board Secretary - Jennifer reported that CareOregon has appointed Monica Martinez as Board Secretary. She serves as the Director of Legal Affairs at CareOregon and supports staffing the Governance Committee.

Appreciation for Exiting Board Members – Jennifer Lind

Jennifer opened the floor for JCC Board members to acknowledge the contributions and appreciation for board members whose terms ending December 31, 2021; Cindy Mayo, Paul Matz and Mark Orndoff. Jennifer reported each member has made significant contributions to the work of JCC in the community and will leave their mark in those efforts. It was noted Paul and Mark were unable to participate in today's call so they will be acknowledged at the January meeting.

Adjourn – There being no further business to discuss, the meeting adjourned at 3:56pm.

Next Meeting – The next scheduled meeting will be held on January 13, 2022.