
Community Review Board: Setting the Foundation

Health Care Market Oversight

Community Review Board for 013 Kroger-Albertsons Review

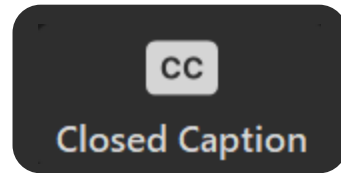
April 4, 2024



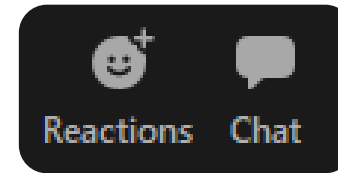
Meeting Logistics



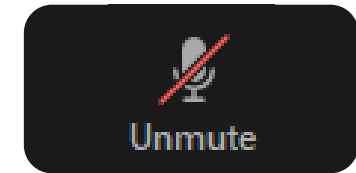
This meeting is being recorded



Closed captioning is available



Use the raise hand or chat feature if you want to share a question or comment



Remain muted until it's your time to speak

Meeting Agenda

Today's goal: Set the foundation for the community review board process

- Welcome, agenda overview & introductions
- The foundation - Charge, principles, member roles and responsibilities, OHA responsibilities
- Group agreements - How do we want to work together?
- Decision making - How will we make decisions?
- Decision about public hearing
- Close/summary/next meeting

Introductions

- Name
- Pronouns
- Any group you are representing
- Why did you apply to be on the CRB?

Community Review Board Members

Jeanette Baxter

David Hill

Laura Johnson

Dan Kennedy

Kevin Knutson

Craig Newton

Alyssa Penicook

Board Staff

Diana Bianco
Principal
Artemis Consulting

Stacy DeLong
Policy Analyst
Oregon Health
Authority

Jenny Grunditz
Policy Advisor
Oregon Health
Authority

Contact us by emailing hcmo.info@oha.oregon.gov.

Health Care Market Oversight

About the program

Through the **Health Care Market Oversight (HCMO)** program, the Oregon Health Authority (OHA) reviews proposed health care business deals to make sure they support statewide goals related to cost, equity, access, and quality.

Background



HB 2362 (2021)



Administrative
Rulemaking

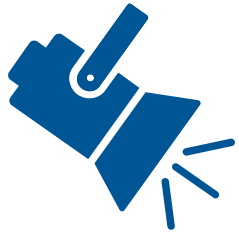


Program Launched
March 1, 2022

Codified into statute as [ORS 415.500-415.900](#)

HCMO permanent rules: [OAR 409-070-0000 through 0085](#)

The Health Care Market Oversight program aims to...



Promote transparency



Support statewide
priorities



Monitor and study
impacts

What entities are subject to review?

HCMO applies to transactions involving **health care entities**. This includes entities that:



Provide health care, like hospitals, doctor's and dentist's offices, health plans, and medical groups.



Help administer health care, like pharmacy benefit managers and management services organizations.



Control a health care company, like corporations or private equity firms.

What transactions are subject to review?

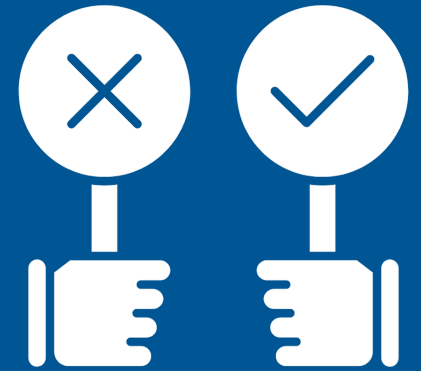


What authority does OHA have?

For each proposed deal, OHA may:

- Approve
- Approve with conditions
- Disapprove

For deals that involve a domestic health insurer, OHA may provide a recommendation to DCBS.



HCMO comprehensive review approval criteria

- A. There is no substantial likelihood that the transaction would:
- Have material anti-competitive effects;
 - Be contrary to law;
 - Jeopardize the financial stability of a health care entity involved in the transaction; or
 - Otherwise be hazardous or prejudicial to consumers or the public.

and

- B. The transaction will benefit the public good and communities by:
- Reducing the growth in patient costs or maintaining sustainable cost growth;
 - Increasing access to services in medically underserved areas; or
 - Rectifying historical and contemporary factors contributing to a lack of health equity or access to services.

or

- C. The transaction will improve health outcomes for residents of this state.

Community Review Board

Purpose, goals, process

What is the charge for the community review board?

Share input and ideas to inform the review

- Share stories and experiences about consolidation, access, cost, quality, and equity
- Highlight potential risks and benefits
- Identify additional data or information sources

Recommend whether to approve the transaction

- Advise on whether OHA should approve, approve with conditions, or reject
- Suggest conditions that should be applied to an approved transaction

What is the scope of the community review board?

What it is	What it isn't
<ul style="list-style-type: none">• Short term group convened to discuss the Kroger-Albertsons transaction• Space for people from different backgrounds to share thoughts, concerns, and ideas• Facilitated discussion with public, recorded meetings• Advisory body	<ul style="list-style-type: none">• Other transactions or other HCMO transaction reviews• Formally structured committee with by laws, charter, officers, etc.• A place only for health care insiders or professionals• Formal Roberts Rules of Order process, hearing with sworn testimony, or legal proceeding• Decision-making body

Community Review Board principles

Promote transparency

Support OHA's statewide priorities

Serve the community

Support inclusiveness

Member expectations

Members should...

- Attend all meetings and hearings
- Review relevant materials and information
- Participate in meetings and discussions
- Share knowledge, information, experience, and expertise
- Advise OHA
- Help develop a recommendation
- Be respectful of others
- Honor the group's decisions and recommendations

Members should not...

- Discuss the transaction with representatives of Kroger, Albertsons, or C&S companies
- Represent your own views or opinions as the views of the board
- Engage in personal attacks, intentionally undermine the process, or publicly criticize or mis-state positions taken by other participants in the process

Time commitment

- Up to 5 meetings
- Up to 2 public hearings
- Duration of up to 6 months
- Plan to spend about 40 hours total for this work

Draft timeline (subject to change)

Four virtual, public community review board meetings

- April 4th, 10:00-12:00: Board purpose and orientation
- April 10th, 1:30-3:30: Overview of the transaction
- May 9th: 10:00-12:00: Input and discussion
- May 15th: 1:00-3:00: Recommendation

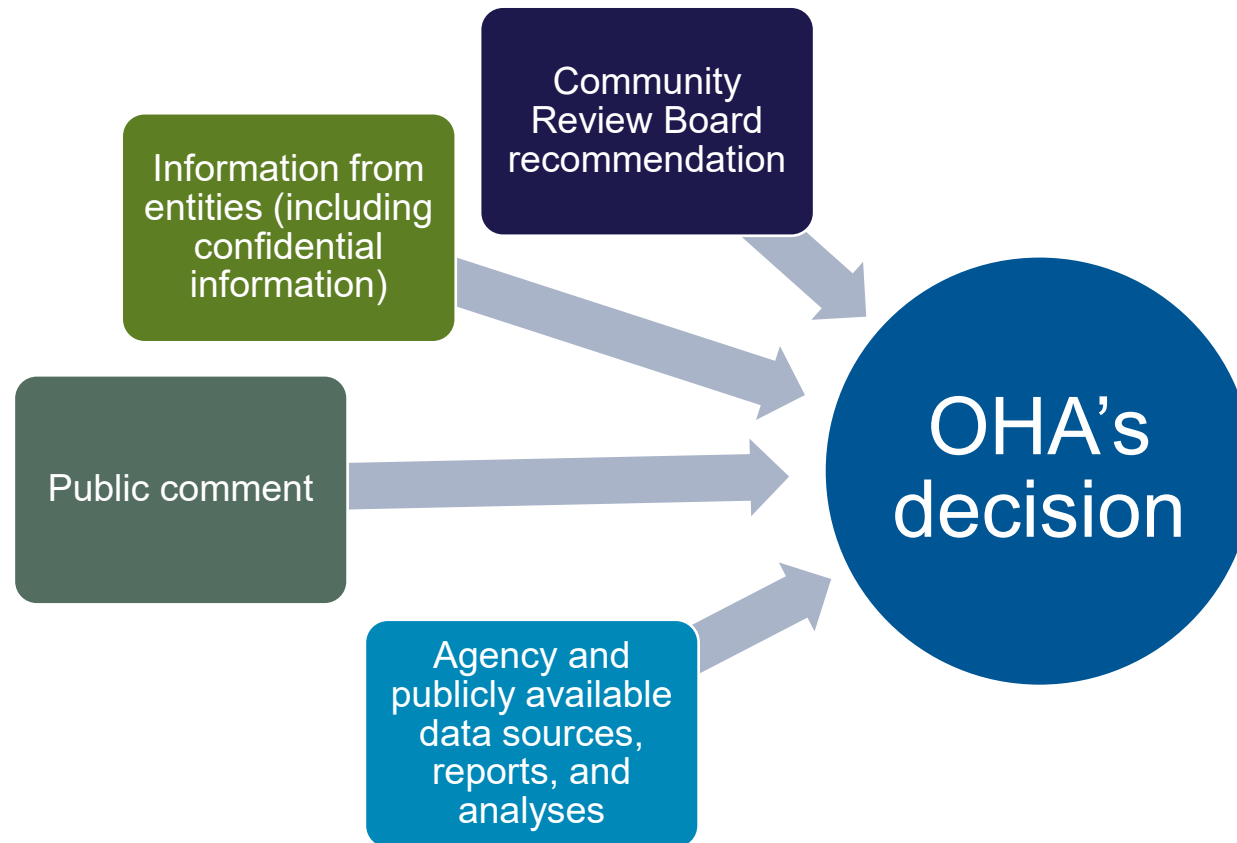
Potential public hearing

- April 24th: 1:00-3:00

OHA Responsibilities

- Provide accessible information to members
- Share non-confidential work products from OHA's analysis
- Advise members about processes and expectations
- Host and support meetings
- Develop agendas and meeting materials
- Create a safe and supportive environment
- Respond to board members' requests for information
- Document board discussions and decisions
- Draft a written summary of the board's recommendation
- Consider the board's recommendation in OHA's decision
- Decide whether to approve the deal, approve with conditions, or disapprove the deal

Considerations for OHA's decision



We expect the community review board to particularly inform these criteria

- A. There is no substantial likelihood that the transaction would:
- Have material anti-competitive effects;
 - Be contrary to law;
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and

- B. The transaction will benefit the public good and communities by:
- Reducing the growth in patient costs or maintaining sustainable cost growth;
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or

- C. The transaction will improve health outcomes for residents of this state.

Group agreements

How do we work together in our meetings?

Proposed group agreements

- Be present and participate.
 - Keep your camera on if possible.
- Listen actively -- respect others when they are talking and avoid interrupting.
- Be genuinely curious and open to learning.
- Respect the group's time -- keep your comments concise and to the point.
- Speak with authenticity and grace.
- Collaborate, create and build.
 - Consider “both/and.”

Proposed group agreements

- Lean in/Lean back: If you tend not to talk, challenge yourself to participate more. If you tend to dominate the conversation, step back and give space for others.
- Varied and opposing ideas are welcome. Challenge ideas, not people.
- Consider, and be considerate of, perspectives that are different than yours.
- Share responsibility for the process.
- Strive to meet the stated purpose and expected outcomes of the meeting.
- Everyone is responsible for following and upholding the group agreements.

Group agreement discussion

- What's missing? What might you add?
- Is there anything you'd like to change?

Decision making

- The community review board is charged with making a recommendation to OHA on whether to approve, conditionally approve, or disapprove the transaction.
- The board will use a consensus decision-making model to develop its recommendation. **Consensus decision-making means that the board's recommendation must be one that all members can accept, support, live with, or agree not to oppose.**
- If a consensus-based recommendation cannot be achieved despite the board's best efforts, then a recommendation will be based on a majority vote. Members who disagree with the resulting recommendation may state their disagreement and their reason(s) for disagreeing. The board's recommendation to OHA will document any such minority opinions.

Agreement on a recommendation requires that a majority of the community review board members are present (“quorum”).

Talking more about consensus

- Goal is consensus decision making
 - What does consensus mean?
 - Get to agreements that everyone supports – or at least can live with.
 - We'll have full and complete discussion about group discussions.
 - When the group needs to make a decision, we will check for agreement. If someone “blocks” the consensus decision, they will offer an alternative suggestion.
 - Comments/questions on decision making?

Public Hearing

What is a public hearing?

A public hearing is an opportunity to share information about the transaction, hear from the parties to the transaction, and hear from the public.

Sample agenda may include:

- Presentation by OHA about the transaction
- Testimony from the entities
- Entities respond to questions from OHA and the board
- Public comment and testimony

Public hearing discussion

Do we want to schedule a public hearing?

What are the pros and cons?

Thank you!

Next meeting: April 10, 1:30-3:30

Email: hcmo.info@oha.oregon.gov

Website: <https://www.oregon.gov/oha/HPA/HP/Pages/health-care-market-oversight.aspx>

