

Health Care Market Oversight

039 OHSU – Legacy Community Review Board Summary Report

May 6, 2025



About this Report

On May 5, 2025, the Oregon Health & Science University (“OHSU”) and Legacy Health (“Legacy”) withdrew the Notice of Material Change Transaction filed with the Health Care Market Oversight (HCMO) program. The Oregon Health Authority (OHA) therefore stopped its comprehensive review and will not issue a decision for this proposed transaction.

This report summarizes the work of the OHSU and Legacy Community Review Board and the recommendations they made to the Oregon Health Authority about the OHSU-Legacy proposed transaction.

This report is for informational purposes only and does not constitute proposed findings of fact or conclusions of law. A complete record will be developed as part of OHA’s comprehensive review process. All references to Oregon statutes and administrative rules are qualified in their entirety by the text of the statutes and rules. Nothing stated in this report should be viewed as an indication of OHA’s evaluation of the comprehensive review criteria. A complete report will be made available following completion of OHA’s comprehensive review.

You can get this document in other languages, large print, braille or a format you prefer free of charge. Contact us by email at hcmo.info@oha.oregon.gov or by phone at 503-945-6161. We accept all relay calls.

If you have any questions about this report or would like to request more information, please contact hcmo.info@oha.oregon.gov.

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Introduction

Health Care Market Oversight

In 2021, the Oregon Legislature passed [House Bill 2362](#), authorizing the Oregon Health Authority (OHA) to assume the responsibility of reviewing and deciding whether certain transactions involving health care entities should proceed in Oregon. In March 2022, OHA launched the Health Care Market Oversight program (HCMO). The HCMO program monitors changes to health care markets and reviews proposed health care transactions to ensure they support statewide goals related to cost, equity, access, and quality. HCMO is governed by [Oregon Revised Statute \(ORS\) 415.500 et seq.](#) and [Oregon Administrative Rules \(OAR\) 409-070-0000 through -0085.](#)

In the authorizing statute, the Oregon Legislature specified what types of proposed transactions are subject to review and the criteria OHA must use when analyzing a given proposed transaction. The Oregon Legislature also authorized OHA to decide the outcome of a proposed transaction within 180 days. Once it receives such notification, OHA has 30 days to complete a preliminary review of the deal. If OHA has concerns about how the deal may impact people in Oregon, it may proceed to a comprehensive review, allowing for another 150 days of review time. OHA can pause the review period, as necessary, to request additional information from the entities and complete its review of the proposed transaction. After completing its review, OHA may approve, approve with conditions, or disapprove the transaction.

The [Health Care Market Oversight](#) program reviews proposed health care business deals to make sure they support Oregon's goals of health equity, lower costs, increased access, and better care.

HCMO Community Review Boards

Pursuant to [ORS 415.501\(7\)\(a\)](#) and [OAR 409-070-0062](#), OHA may convene a community review board (CRB) to provide input to OHA about transactions that receive a comprehensive review. CRBs are temporary groups and exist solely to provide input to OHA about a particular transaction. CRBs have two key roles:

1. Help OHA understand how a deal could affect people and communities in Oregon.
2. Make a recommendation about whether OHA should approve a deal to proceed as planned, apply conditions to the deal, or disapprove the deal. Community review boards and their members must follow the requirements outlined in HCMO's statute (ORS 415.501(11), 415.501(15), and 415.501(18) and rules OAR 409-070-0062).

CRBs can hold multiple meetings and up to two (2) public hearings to receive testimony and evidence from the entities before making a recommendation.

Proposed Transaction

OHSU is planning to purchase Legacy and fully integrate the Legacy system into the OHSU system. The entities have stated that the purpose of the proposed transaction is to stabilize Legacy's finances and address OHSU's shortage of acute care beds and primary care providers by utilizing Legacy's unstaffed additional capacity.

The entities state that the proposed transaction would expand OHSU's capacity to increase access to care for patients and increase educational opportunities for students. OHSU states that the transaction will not decrease the level of services provided by either entity, and the transaction will expand both the type and level of health care services both OHSU and Legacy currently provide.

OHSU is a public university health system that owns or is affiliated with three hospitals in the Portland metro area. They also own multiple medical clinics across Oregon. The OHSU system also includes research centers and university education programs. OHSU serves patients throughout Oregon.

Legacy is a nonprofit health system that owns and operates six hospitals in the Portland and Vancouver metro areas, and the mid-Willamette valley. They also own and operate 70 outpatient clinics including primary care, urgent care and specialty care clinics throughout the same regions.

More information is published on the [HCMO transaction page for the OHSU-Legacy proposed transaction](#). This proposed transaction is associated with another proposed transaction, currently under OHA review ([038 – Legacy-Legacy Foundation-PacificSource](#)), which relates to the transfer of Legacy's net cash and 50% ownership of PacificSource to the Legacy Health Foundation.

OHA's Review

On October 4, 2024, OHA accepted a complete notice of material change ("notice") from OHSU and Legacy and began a preliminary review of the proposed transaction. OHA's preliminary review assessed the scale and scope of the entities' operations and services in Oregon, how the transaction could affect consolidation and competition in Oregon's health

HCMO and CRB Review Timeline

10/4/24 – OHA accepts a complete notice, preliminary review begins

11/4/24 – OHA notifies entities that the transaction requires a comprehensive review

12/4/24 – OHA begins recruitment for the Community Review Board (CRB)

2/10/25 – CRB meetings begin

3/4/25 – CRB hosts a public hearing with representatives from OHSU and Legacy providing testimony

4/7/25 – CRB unanimously recommends disapproving the proposed transaction

4/16/25 – CRB approves the recommendation memo

5/5/25 – OHSU and Legacy withdraw the transaction, OHA did not issue a decision

care markets, and implications for access to services, health care costs, health equity, and quality.

OHA completed the preliminary review of the proposed transaction on November 4th, 2024. Based on the preliminary review, OHA determined that the proposed transaction requires a comprehensive review. OHA published its [preliminary review report](#) and [determination letter](#). OHA also announced its plan to convene a CRB.

Comprehensive Review

A comprehensive review allows OHA to conduct more in-depth analyses to understand how the proposed transaction might affect people and communities in Oregon. During the comprehensive review, OHA will analyze the likely impact of the proposed transaction on access, cost, quality, and equity and determine whether the proposed transaction meets the criteria for approval as per OAR 409-070-0060(6).

OHA will complete the comprehensive review in accordance with applicable statutes and administrative rules. The comprehensive review will be completed within 180 days of when OHA accepts a completed notice, unless otherwise extended or tolled. OHA will accept comments from the public prior to issuing its decision.

As part of its comprehensive review, OHA requested more information from the entities. The public facing responses are posted to the OHSU-Legacy transaction webpage. OHA has received more than 10,000 public comments to date about the proposed transaction.

On May 5, 2025, OHSU and Legacy Health withdrew the Notice of Material Change Transaction filed with the Health Care Market Oversight (HCMO) program. OHA therefore stopped its comprehensive review and will not issue a decision for this proposed transaction.

The OHSU-Legacy Community Review Board

Recruitment and Membership

In December 2024, OHA issued a call for applications for the OHSU-Legacy CRB (“CRB”) and conducted outreach to recruit CRB members. Interested individuals were asked to complete and [submit applications forms](#) (posted to HCMO’s website) by January 10, 2025. The recruitment period was open for approximately 5 weeks.

To be eligible for the CRB, members must:

- live or work in an impacted area,
- have the ability to actively participate, and
- have relevant knowledge, experience, or background to contribute.

Members can include people who live and work in affected communities, consumer advocates, health care experts, and health care providers. Members could be a patient or consumer, live near a facility, or have specific health care needs. No more than one third

of the members may be people who represent institutional health care providers such as hospitals or health systems.

Based on these criteria, OHA appointed nine community review board members. Before the first CRB meeting, one member withdrew due to scheduling conflicts. OHA [posted the list of the eight community review board members](#) to its website. For more information about CRB member expectations, see the [OHSU-Legacy CRB Guide](#).

Meetings and Public Hearing

The CRB first convened on February 10, 2025, and held a total of eight regular meetings and one public hearing. The meetings are summarized in the table below. All meetings were held virtually, hosted by OHA staff, and facilitated by Ronda Zakocs of Insight for Action, LLC.

Meetings were open to the public and conducted under the provisions of Oregon Public Meetings Law (ORS 192.610-690). A quorum of members was present at all meetings.

Please see [Appendix B](#) for links to meeting materials and recordings.

Meeting Date	Purpose
2/10/25	Orient members to HCMO, review the OHSU-Legacy CRB processes and agreements, and discuss whether to hold a public hearing.
2/18/25	Discuss the entities in the proposed transaction, the transaction terms, and begin developing public hearing questions.
2/24/25	Discuss the entities' statements about the proposed transaction and finalize public hearing questions.
3/5/25 (Public Hearing)	The public hearing included an overview of the proposed transaction, testimony from representatives of OHSU and Legacy, and public comment. Following the public hearing, the CRB convened to decide if they would like to hold a second public hearing.
3/19/25	Debrief the public hearing, discuss concerns and opportunities of the proposed transaction and begin discussing the recommendation framework.
3/24/25	Recap past discussions and finish discussing the recommendation framework.
3/31/25	Recap past discussions, discuss ways to mitigate concerns and support opportunities.
4/7/25	Discuss and vote on the recommendation.
4/16/25	Review edits from CRB members and approve the recommendation memo.

Public Comments

OHA has received more than 10,000 public comments regarding the proposed transaction. Public comments are posted to the HCMO website, updated multiple times a week to ensure that CRB members could review comments in a timely manner. At the first meeting of the CRB, OHA requested CRB members read the public comments, and then read new comments between meetings.

A majority of the public comments received during this time were related to the Oregon National Primate Research Center (ONPRC) and requested that the CRB make the closure of the ONPRC a condition of the merger. OHA received more than 9,000 emails and 300 voicemails in response to campaigns asking individuals to sign petitions to support the closure.

Other public comments came from unions, professional organizations, individuals, community groups, and from OHSU and Legacy employees. Commenters opposed to the proposed transaction brought up various issues in their public comments that included access to care, increased prices, and a consolidated health system. Those in support discussed benefits of the proposed transaction including protections for employees, increased transparency, and the entities commitment to working with community groups.

Conflicts of Interest

On March 26th, OHA received a [letter](#) from an individual expressing concerns that two community review board members may have a conflict of interest under Oregon law. The claim was also shared with local media. The CRB members mentioned in this letter contacted the Oregon Government Ethics Commission (OGEC) to obtain an opinion as to whether any potential or actual conflicts of interest exist under Oregon Government Ethics Law.

OGEC provided an opinion that one member had neither a potential nor actual conflict of interest. OGEC determined that the other member may have a potential conflict of interest, if the CRB recommendation on the proposed transaction could have a financial impact on their employer.

Under Oregon law, when a potential conflict of interest exists, public officials (like CRB members) must properly disclose this information by making a public announcement describing the nature of the potential conflict before taking an action such as voting. Public officials must also provide a written notice outlining this potential conflict. Public officials with a potential conflict of interest may participate in CRB discussions and actions and are not required to abstain from voting. Moreover, public officials with a potential conflict of interest are not required to resign from the CRB.

OHA took the claims presented seriously and all parties took immediate action to address them. OHA went above and beyond state requirements for public officials to understand any potential ties CRB members may have to the transaction and to ensure a fair and balanced discussion. In the end, the claims presented did not meet the bar for an actual conflict of interest.

Both members decided to resign from the CRB prior to the April 7, 2025, CRB meeting. Following the resignations, the CRB had six members.

Facilitator

A claim was also made via the media about the facilitator of the CRB, Ronda Zakocs, having a potential conflict of interest. In 2024, prior to working with OHA to facilitate the CRB, Ms. Zakocs provided consultations services to the OSHU-PSU School of Public Health and received a one-time honorarium. Ms. Zakocs disclosed this information to OHA as part of the contracting process and OHA consulted with OGEC about a potential or actual conflict of interest. Ms. Zakocs had neither a potential nor an actual conflict of interest. Furthermore, OHA contracted with Ronda's firm, Insight for Action, LLC, to facilitate CRB meetings, not to make a decision or recommendation, nor to take any action regarding proposed transactions.

CRB Discussions

The CRB engaged in multiple discussions about the recommendation criteria, concerns and opportunities of the proposed transaction, and ways to address identified concerns and support identified opportunities. A summary of the CRB discussions was published as an [appendix slide](#) for the seventh meeting on April 7, 2025. [Appendix C](#) includes a summary of potential ways to address concerns and support opportunities, as discussed by the CRB. Members' concerns generally fell into the following categories.

Concerns

- **Metrics are not specific and provide long timelines for implementation.** In the notice submitted to OHA, OHSU provided a list of proposed metrics to measure the success of the transaction and ensure the transaction is meeting stated access goals. CRB members voiced concerns that the metric implementation timeline is long, and the metrics are currently not fully developed. The list of metrics also did not include one specific to the patient experience. The CRB was concerned about what would happen if OHSU cannot meet the metric goals they created. CRB members were concerned this may impact health care access and quality.
- **The proposed transaction may result in changes to in-network status and access to care.** The proposed transaction could result in more denied referrals or fewer new patients being accepted by the entities. CRB members were worried that they have seen difficulties for patients getting access to care at these systems currently, and a combined entity could worsen access to health care services. CRB members also discussed ongoing insurer and hospital system negotiations that could be impacted by the proposed transaction.
- **Union and non-union workforce are not treated the same in the proposed transaction.** Both entities committed to not reduce their workforce for six months, among other commitments. However, union employees have a separate agreement

that extended the commitment to not layoff union-represented employees another six months and added other commitments. CRB members were concerned that union-represented and non-union employees were not being treated the same.

- **The health equity Foundation did not have sufficient community input.** The CRB members discussed that the proposed Foundation has the opportunity to improve health equity. However, the CRB discussed public comments regarding the Foundation Board and that the Foundation proposal did not involve impacted communities.¹
- **Legacy did not pursue financial solutions prior to engaging in an acquisition.** During the public hearing, Legacy mentioned two steps that they would take if the proposed transaction did not happen: petitioning the state for increased Medicaid reimbursement and selling or leasing office space. The CRB felt that these options could have been pursued before a potential acquisition.
- **Commercial health care costs may increase.** The CRB was concerned that the proposed transaction would consolidate the health care system in the Portland area. Research has shown that consolidation leads to increased prices, which increases health care costs.
- **The proposed transaction's impact on Medicaid patients.** Both entities provide services to a large percentage of Medicaid patients. The CRB was concerned that access for Medicaid patients may decrease if the proposed transaction limits services for Medicaid patients.
- **The financial conditions for both entities have changed since the transaction was announced.** OHSU's financial situation has gotten worse, and Legacy's financial condition has improved. The CRB questioned whether OHSU could take on the proposed \$1 billion investment.
- **The proposed transaction will not improve cost, quality, and access, and may make it worse.** The CRB noted that the proposed transaction plans lacked specificity on how the entities would decrease costs and improve quality and access. The CRB felt that, based on research, the proposed transaction could actually make these domains worse.
- **The Oregon National Primate Research Center is a topic the public cares about.** The CRB discussed the public comments that called for the closure of the Oregon National Primate Research Center. The CRB read the public comments and wanted to make sure public input was heard regarding these comments.

¹ The health equity Foundation is a component of the Legacy-Legacy Foundation-PacificSource proposed transaction. More information is published on the HCMO [transaction website](#).

Opportunities

- **Both entities are committed and have good intent for the proposed transaction.** The CRB members felt that OHSU and Legacy both wanted the transaction to result in increased access and quality.
- **The new health equity Foundation could have a large impact.** The CRB felt that the health equity Foundation's grants could have a large impact for the community, especially groups who experience health inequities.
- **There are many nonprofits and professional organizations in support of the proposed transaction.** These organizations have submitted public comments that support the proposed transaction. This includes community organizations, unions, and community leaders.
- **The proposed transaction could free up OHSU capacity to provide specialty and tertiary care.** This could decrease wait times to access primary care. Patients face long wait times for specialized care, and some have to go out of state to receive the care they need. The entities stated that the proposed transaction could address this by using Legacy's unutilized bed capacity to free up space at OHSU to provide these services.
- **Entities have stated their desire to increase access to primary care.** Part of the entities' statements focused on how they would increase access to primary care as part of the proposed transaction.
- **The proposed transaction could potentially prevent reduction in access or increased costs.** If the transaction did not go through, Legacy may have to reduce services which may lead to less access for patients. In addition, Legacy may have to raise prices which would also harm patients.

Recommendation

CRB's Charge

The Community Review Board was charged with making a recommendation to OHA regarding whether the transaction should be approved, approved with conditions, or disapproved.

If recommending approval with conditions, the CRB was charged with identifying potential areas of concern that could be addressed with conditions or potential conditions.

Approval Criteria

The CRB assessed whether the proposed transaction met the following approval criteria under OAR 409-070-0060(5).

Must Meet This Criterion:

1. There is no substantial likelihood that the transaction would: (must meet all of these criteria)
 - a. Have material anticompetitive effects in the region (such as significantly increased market concentration among providers when contracting with payers, carriers, or coordinated care organizations, or among carriers when establishing health benefit premiums that is likely to increase costs for consumers) not outweighed by benefits in increasing or maintaining services to underserved populations;
 - b. Be contrary to law;
 - c. Jeopardize the financial stability of a health care entity involved in the transaction;
 - d. Otherwise be hazardous or prejudicial to consumers or the public.

And Must Meet #2 or #3

2. The transaction will benefit the public good and communities by:
 - a. Reducing the growth in patient costs or maintaining sustainable cost growth;
 - b. Increasing access to services in medically underserved areas; or
 - c. Rectifying historical and contemporary factors contributing to a lack of health equity or access to services;
3. The transaction will improve health outcomes for residents of this state.

The CRB was specifically asked to provide a recommendation based on if the proposed transaction met criteria 1d, 2a, 2b, 2c, and 3.

The CRB also considered whether any reasonable conditions could be placed on the proposed transaction that would accomplish the goals set out in the above criteria. During the eighth meeting, the CRB discussed potential conditions.

Process

To arrive at a recommendation, the CRB reviewed publicly available information, including sworn testimony from representatives of OHSU and Legacy, publicly posted transaction materials, and public comments. The CRB considered potential impacts of the transaction on health care services in Oregon and assessed whether the transaction met the approval criteria under OAR 409-070-0060(5).

On April 7, 2025, the CRB members met to vote on a recommendation to OHA. Prior to voting, the CRB facilitator outlined the following process consisting of three rounds of voting to try to reach a consensus-based recommendation.

- Round 1: Initial vote to approve, approve with conditions, or disapprove.

- Round 2: Share rationale for initial vote and discuss any differences. If any votes are for “approval with conditions,” discuss potential conditions.
- Round 3: Final vote to approve, approve with conditions, or disapprove. If consensus is not reached, the group will adopt the majority recommendation and document minority opinions.

After the first round of voting, three members voted to disapprove the transaction, and two members voted to approve with conditions. During the second round, one member switched their vote to disapprove after hearing other members’ rationale for their vote. The group then discussed potential conditions. (See [Appendix D](#) for the list of potential conditions.) During this conversation the member who voted to approve with conditions switched their vote to disapprove. In round three, all community review members voted to disapprove (5-0). One member had to leave the meeting before the vote and did not participate in the voting process.

CRB Recommendation

The CRB recommended to OHA to disapprove the proposed OHSU-Legacy transaction for the following reasons.

- **Criteria 1D - There is no substantial likelihood that the transaction would otherwise be hazardous or prejudicial to consumers or the public.**
The CRB raised numerous concerns about the transaction’s potential to harm people in Oregon. Key concerns included increased commercial prices and health care costs that could be passed along directly to consumers, decreased choices for health care (from two systems to one), and workforce issues, including decreasing job choices for health care workers in Oregon.
- **Criteria 2 - 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**
The CRB voiced concerns that prices will likely increase following the transaction more than if the transaction does not occur. The CRB was concerned that the proposed transaction would increase prices because the combined entities would result in the largest hospital system in the state. The CRB felt that an increase in prices could be detrimental to access, health outcomes, and health equity. When prices increase, access to care decreases and health outcomes worsen, worsening health equity. The CRB also stated that competition improves outcomes and quality, and with less competition in the Portland area, health outcomes could worsen. The CRB did not believe that access to care for underserved areas would increase and stated that the entities could find other ways to achieve these goals without the proposed acquisition.

The CRB felt that the proposed transaction would not rectify historical and contemporary factors contributing to a lack of health equity or access to services because the health equity Foundation does not involve sufficient community input. The CRB also voiced concerns that the transaction relies too heavily on the proposed impact of the health equity Foundation without providing specific plans to address health equity.

The CRB also raised concerns about quality metric development and implementation timelines, Legacy's financial status, the Oregon National Primate Research Center, and the structure of the proposed transaction.

- **Criteria 3 - The transaction will improve health outcomes for residents of this state**

The CRB voiced concerns that the proposed transaction would not benefit the public good or improve health outcomes, as referenced above.

Though not directly related to the transaction, the CRB noted the many public comments related to the OHSU Primate Lab.

The CRB determined that the approval criteria under ORS 415.501(9) and OAR 409-070-0060(5) were not met by the transaction as currently proposed. Therefore, the CRB recommended disapproval.

The CRB voted unanimously (5-0) to recommend that OHA disapprove the proposed transaction.

The CRB approved the [recommendation memo](#) at the April 16, 2025, meeting. The recommendation was sent to OHA's leadership on April 23, 2025.

Next Steps

On May 5, 2025, OHSU and Legacy Health withdrew the Notice of Material Change Transaction filed with the Health Care Market Oversight (HCMO) program. OHA therefore stopped its comprehensive review and will not issue a decision for this proposed transaction.

Appendix A: Acronyms

CRB	Community Review Board
DOJ	Oregon Department of Justice
HCMO	Health Care Market Oversight
OAR	Oregon Administrative Rule
OGE	Oregon Government Ethics Committee
OHA	Oregon Health Authority
OHSU	Oregon Health & Science University
ONPRC	Oregon National Primate Research Center
ORS	Oregon Revised Statute

Appendix B: CRB meeting materials

Meeting Date	Materials
2/10/25	Meeting recording <ul style="list-style-type: none"> • Agenda • Slides • CRB Guide
2/18/25	Meeting recording <ul style="list-style-type: none"> • Agenda • Slides • Public hearing concepts discussed in meeting
2/24/25	Meeting recording <ul style="list-style-type: none"> • Agenda • Slides • Brainstorm public hearing questions with votes
3/5/25 (Public Hearing)	Meeting recording Public hearing materials: <ul style="list-style-type: none"> • Agenda • Public hearing slides • OHSU presentation slides • Public hearing questions for entities Meeting 4 materials <ul style="list-style-type: none"> • Agenda
3/19/25	Meeting recording <ul style="list-style-type: none"> • Agenda • Slides • Questions sent to OHSU/Legacy following 3/5 public hearing • OHSU response to CRB public hearing questions (received 3/14/25)
3/24/25	Meeting recording <ul style="list-style-type: none"> • Agenda • Slides
3/31/25	Meeting recording <ul style="list-style-type: none"> • Agenda • Slides
4/7/25	Meeting recording <ul style="list-style-type: none"> • Agenda • Slides • Appendix slides • Draft recommendation

<p>Meeting 9: 4/16/25</p>	<p><u>Meeting recording</u></p> <ul style="list-style-type: none"> • <u>Agenda</u> • <u>Slides</u> • <u>Draft recommendation with CRB edits – with track changes</u> • <u>Draft recommendation with CRB edits – no track changes</u>
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Appendix C: Potential concerns and opportunities

The tables below summarize concerns and opportunities raised by the CRB, as well as potential ways to address concerns and support opportunities. Blank sections indicate that the CRB did not identify ways to address the concern or support the opportunity.

Concerns

Concern	Potential way to address
Metrics	<ul style="list-style-type: none"> Fully develop metrics in a shorter period of time Have enforceable plan for what happens when they are not met
Access to care and in-network status concerns; more denied referrals or fewer new patients being accepted	<ul style="list-style-type: none"> Unsure if CRB can address - cannot force OHSU to stay in network with insurers without unfairly shifting negotiation power Could try to force insurers to be in network with institutions
Union and non-union workforce are not treated the same; other workforce issues	<ul style="list-style-type: none"> Provide same guarantees to unrepresented employees as represented employees Proportional reduction in represented vs unrepresented employees, if necessary Limits on executive compensation or exit packages or bonuses Ask OHSU to post workforce plan, wage and benefit parity agreement; ask that they create management integration agreement; and extend job protections, job placement services Create a formal labor management integration committee Extend job protections beyond the 6-12 months currently promised. Could also include job placement services for those who lose their job
Community input on establishment of the Foundation	<ul style="list-style-type: none"> The Foundation should follow recommendations provided through public comment (like Community First Campaign) Foundation board should have community members rather than current board members
Commercial prices may increase more due to transaction; impacts on premium and health care costs	
Impact for Medicaid patients	<ul style="list-style-type: none"> The percentage of Medicaid patients cannot decrease

The changing financial conditions for both entities	
Worried nothing will get better, transaction could make cost/quality/access worse	<ul style="list-style-type: none"> • OHSU has to make a public semi-annual report about these cost/quality/access questions • Require annual reporting with independent third party, report on \$1 billion capital investment, metrics, grantmaking, and other milestones • Cannot reduce critical services in critical areas
Oregon National Primate Center	<ul style="list-style-type: none"> • Unsure how to address/if need to address • Create a community review committee to review the Primate Center and address community concerns • Create alternate plan for inspections if USDA cannot perform duties due to capacity issues

Opportunities

Opportunity	Potential way to support
Both entities are committed and have good intent for the proposed transaction	<ul style="list-style-type: none"> • A public performance evaluation for executives, especially if they are not meeting stated goals of transaction
Health equity Foundation's \$600 million could have a large impact	<ul style="list-style-type: none"> • See Community First Campaign's comments about financial planning, make sure money is used in appropriate way
Many nonprofits and professional organizations in support	<ul style="list-style-type: none"> • Work with Federally Qualified Health Centers and Community Health Centers to expand access • Commitments from OHSU to other non-profits to enhance efforts of community outreach/access
Freeing up OHSU capacity to provide specialty/tertiary care, decrease wait times to access tertiary care	
Entities have stated their desire to increase access to primary care	<ul style="list-style-type: none"> • Create a public report of metrics with addition of primary care metric • Make sure entities are always accepting new primary care patients • Hold community events or free clinics that help connect community members to an available primary care provider
Potentially prevent reduction in access, increase costs	

Appendix D: Potential conditions from April 7, 2025 meeting

During the meeting on April 7, 2025, the CRB discussed conditions that could be applied to the proposed transaction. After the discussion, the CRB members felt the approval criteria still could not be met and the group voted unanimously (5-0) to recommend to OHA to disapprove the proposed transaction.

The CRB members discussed the following potential conditions:

- For the health equity Foundation, the entities should follow the Community First Foundation's [recommendations](#), including starting over if needed
- The entities must comply with the following metrics-related conditions:
 - Include patient experience metric
 - Reduce the implementation timeline such that all metrics start no more than six months after the transaction concludes
 - Specify an action plan for improving underperforming metrics
 - Expand all CCO-focused metrics to include all patients
- The entities must not reduce the type or level of services at any current sites
- The entities must increase capacity for new patients to enter the system
- The entities must make binding commitments to improving access for the underserved
- The entities must make binding commitments related to charity care and community benefit
- The entities must provide equal protection for all employees regardless of union or non-union status, or at a minimum treat the non-union employees the same as what is specified in the union agreement
- The entities must meet annual reporting requirements
- The Governor and OHA should examine issues and make recommendations regarding the ONPRC
- OHA should require that a safety expert consult at Oregon National Primate Research Center to make recommendations for safety and create an action plan
- The entities must maintain full access and privileging for independent physicians