

November 21, 2023 Comment on November 15 Health Share Board meeting

John Santa MD MPH

This comment is submitted in order to communicate to OHA and the public my concerns about decisions made at a November 15, 2023 Health Share Board meeting. I was permitted to attend in person and make a comment. The Health Share Board has been involved in a significant negotiation with CareOregon/SCAN for several months. At this meeting 3 motions were briefly discussed and passed that are meant to protect Health Share from any impacts of the transaction. Board members emphasized that there was no language in the motions nor any intent by the Board to support or oppose the CareOregon/SCAN transaction. Board members stated that hundreds of pages of documents had been sent them to review prior to the Board meeting. The Health Share Board web page states that the Board will have public engagement meetings regarding substantive issues. No public meeting has been held and I emphasized that my presence did not make the meeting a public meeting. To the best of my knowledge there has been no Health Share CAC meeting related to these issues. My letter urges Health Share to have a public meeting about this transaction and share the information regarding their decisions.

I also ask that OHA, if they receive information about the Health Share decisions, make that information public as soon as possible. While I heard the motions made, I was not given a written copy of them and believe I should not be releasing any specifics beyond what Board members emphasized---these motions protect Health Share from the effect of the transaction but do not indicate support or opposition to the transaction.

Why is this important? Multiple community discussions are now taking place about this transaction. Since January of 2023 I have identified Health Share as an important organization regarding this transaction. In March 2023 OHA insisted that the Form A be amended to name Health Share as involved in the transaction. In responses to OHA in the spring and summer, CareOregon/SCAN clearly downplayed the impact of the transaction on Health Share and yet it took months and multiple meetings and hundreds of pages of documents to arrive at the decisions made by Health Share.

Multiple questions emerge:

- 1) What specific protections are provided to Health Share by CareOregon/SCAN?
- 2) What are the implications of those protections when it comes to other CCOs, CareOregon providers and especially Health Share patients?
- 3) Will Columbia Pacific CCO and Jackson Care Connect CCO get the same "protections."
- 4) Do these agreements change the financial status of any of the organizations involved?
- 5) Do these agreements change any current administrative relationships?
- 6) Do these agreements change any future administrative relationships? For example, the new federal waiver provides tens of millions of dollars in administrative funds and hundreds of millions in HRSN disbursements that will go through CCOs. Why should HealthRight/SCAN be involved in this process?

My letter to the Health Share Board below.

John Santa MD MPH

November 20, 2023

To: Health Share Board

From: John Santa MD MPH

Regarding: Health Share Board meeting, November 15, 2023---CareOregon/SCAN discussion and decision

I write in follow up to my in person public comment regarding the CareOregon/SCAN transaction.

I appreciate the invitation to present my comment in person and the Health Share staff communication enabling this to be done in less than 24 hours. And I appreciate the willingness of the Board to allow me to listen to the discussion and Board vote on the 3 motions made.

During my comment I urged the Board to convene a public discussion of this issue prior to making a decision. The Health Share website on the Board of Directors page does state, "Public Engagement Meetings are held when the Board makes substantive decisions. These meetings are open to the public and include public comment." It was clear to me from the discussion that at least 2 committees of the Board had spent months on the CareOregon/SCAN transaction. Members of the Board commented on the hundreds of pages of materials related to the CareOregon/SCAN transaction that they were sent and expected to review. And the presentation of the Governance chair summarized the extensive work the subcommittee had done. Board members commented on the many discussions Board members have had prior to these decisions. Surely, all of the above, describe a "substantive decision." Please consider releasing information about your decisions as soon as possible. Please release an electronic copy of the packet sent to Board Members to the public. Please identify any Board or staff who have signed a confidentiality agreement or a non disclosure agreement.

I have also reviewed the Health Share website and have been unable to find any indication that these matters were discussed with the Community Advisory Committee (CAC). I do not recall during the discussion that there was any mention of the Health Share CAC. While the decision has been made, please consider a public meeting of the Health Share CAC to present and discuss this issue. Members of the community should be heard on this transaction in public.

Why is this important? For months there has been no public information about the possible impact of this transaction on Health Share. The initial Form A did not even name Health Share as a CCO involved. My impression is Health Share was added to the current Form A only when OHA insisted on it. In various spring and summer CareOregon/SCAN comments, there is assurance that there will be no impact on HealthShare. And yet Health Share spent many months, multiple meetings and hundreds of pages of discussion to arrive at a series of agreements with CareOregon SCAN protecting Health Share from the effects of the transaction.

I was not provided a copy of the three motions that were passed but it was clear that the motions provided significant protection for Health Share. Board members emphasized that the three motions did not include any statement supporting or opposing the CareOregon/SCAN transaction and focused

specifically on Health Share. I don't think it is appropriate for me to characterize these motions further given the critical role Health Share plays. Only a release of the exact motions and documents supporting those motions shared with Board members can do that. I assume Health Share would assert that the decision made protects Health Share and the hundreds of thousands of Medicaid patients they serve. Shouldn't those patients know what the company responsible for their health care has negotiated on their behalf?

I plan to make a public comment, including the text of this letter, to both the HCMO site and the Form A site. I will urge OHA and DCBS to require all the Health Share documents be released to them and reviewed as part of their review. Multiple discussions are underway regarding this transaction and details of the Health Share decisions are important to those decisionmakers. I suspect most of the Portland Metro patients and community organizations involved in those discussions are Health Share members.

During the meeting Mr. Hunter, Health Share Board member and CareOregon CEO, expressed concern with time it has taken OHA to review this transaction and yet when asked if he supported a statement to the community describing the Health Share motions was not supportive. In my opinion, the public and OHA cannot fully understand the proposed transaction until all of the Health Share information has been made public.