



# AMERICA'S ESSENTIAL HOSPITALS

## Board of Directors Meeting March 16, 2015 Washington, DC

Board Members Present (11)	Board Members Absent (6)	Staff Present (8)
Michael B. Belzer, MD Reginald W. Coopwood, MD Michael Karpf, MD Wright L. Lassiter III Sharon O'Keefe, MS Ramanathan Raju, MD, MBA Johnese M. Spisso, MPA, RN Irene M. Thompson Roxane A. Townsend, MD Thomas P. Traylor, MBA William B. Walker, MD	John M. Hauptert George Hernandez Jr., JD Timothy M. Goldfarb Santiago Muñoz III Sheldon Retchin, MD, MSPH Donna K. Sollenberger, MA	Bruce Siegel, MD, MPH David Engler, PhD Beth Feldpush, DrPH Rhonda Gold Kristine Metter Sarah Callahan, MHSA Caitlyn Furr Carl Graziano

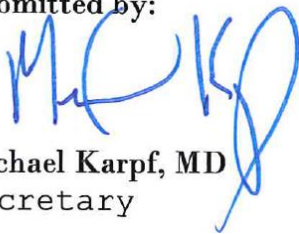
Agenda Item	Minutes
Call to Order and Disclosure of Conflicts of Interest (Walker)	<ul style="list-style-type: none"><li>Walker called the meeting to order at 11:04 am. He asked for conflicts of interest; none were disclosed.</li></ul>
Consent agenda (Walker)	Members reviewed the December 1 meeting minutes.  <i>Walker requested a motion to approve the consent agenda. There was a motion, a second, and unanimous approval of the consent agenda.</i>
President's report (Siegel)	<ul style="list-style-type: none"><li>Siegel welcomed board members and thanked them for approving six new members.</li><li>Siegel updated board members on items including the following:<ul style="list-style-type: none"><li>Retchin left Virginia Commonwealth University Health System to join The Ohio State University Wexner Medical Center. Retchin also was appointed and confirmed to the Medicaid and CHIP Payment and Access Commission (MACPAC).</li><li>UHC and VHA are merging into one larger organization. Siegel will sit on the board for the new entity's academic affiliate.</li></ul></li></ul>

	<ul style="list-style-type: none"> <li>○ The association will be launching a business advisory council for companies joining the new corporate affiliate member category.</li> </ul>
Review and Approve Essential Hospitals Institute Board Nominations (Walker)	<ul style="list-style-type: none"> <li>• Walker presented nominations for the Institute board of directors. Susan Moffatt-Bruce was nominated to serve as treasurer and Sue Currin was nominated as a new member director.</li> </ul> <p><i>Walker requested a motion to approve the Institute board nominations. There was a motion, a second, and unanimous approval of the Institute board nominations.</i></p>
Nominating Committee Report (Spisso)	<ul style="list-style-type: none"> <li>• Spisso presented the nominees for vacancies on the association board. The membership will vote on the nominees in the spring.</li> <li>• The nominating committee recommended Hauptert as chair-elect, and Townsend as treasurer.</li> <li>• The nominating committee made the following recommendations to fill vacancies in four at-large director positions: <ul style="list-style-type: none"> <li>○ Akram Boutros, MD, President and CEO, The MetroHealth System</li> <li>○ Stan Hammack, CEO, University of South Alabama Medical Center</li> <li>○ Carlos Migoya, President and CEO, Jackson Health System</li> <li>○ Sam Ross, MD, MS, CEO, Bon Secours Baltimore Health System</li> </ul> </li> </ul>
Revised UHC Memorandum of Understanding (Siegel)	<ul style="list-style-type: none"> <li>• Siegel told the board that the association's relationship with UHC is strategically and financially important.</li> <li>• The association redrafted the memorandum of understanding (MOU) at UHC's request. It does not change the business terms of the relationship, but clarifies the benefits to UHC's membership, and hopefully, will clearly articulate why the business relationship exists. The document has not yet been approved by UHC or VHA; Irene Thompson said she would recommend that it be executed.</li> <li>• Siegel told the board that he will work hard to keep the association's relationship with the new company strong. However, the association continues to work to decrease its dependence on UHC's contribution.</li> </ul> <p><i>Walker requested a motion to approve the draft MOU and allow Siegel to enter into the revised MOU. There was a motion, a second, and unanimous approval of the draft MOU.</i></p>
Board Member Expectations (Walker)	<ul style="list-style-type: none"> <li>• Board members reviewed the draft board member expectations and agreed that they will help future candidates understand the commitment of being on the board. Siegel said that the association will also formally track meeting attendance in the board books.</li> </ul> <p><i>Walker requested a motion to approve the draft board member expectations. There was a motion, a second, and unanimous approval of the draft board member expectations.</i></p>

Member Satisfaction Survey Results (McKinley Advisors)	<ul style="list-style-type: none"> <li>• Metter introduced McKinley Advisors, who conducted and analyzed the member survey. The survey's goal was to ensure that the association is aligned with member needs. Nearly 400 members responded to the electronic survey, and more than half of member hospitals participated. This is a typical response rate for this type of survey.</li> <li>• McKinley Advisors said that the survey results were positive for the association, with a net promoter score of 21 and 41 percent of respondents saying that membership value is greater than the cost of their dues.</li> <li>• McKinley Advisors found that decision makers strongly favor the association, but the sentiment is weaker among non-decision makers. The association needs to look for opportunities to engage members outside of the C-suite. Decision makers most strongly value advocacy, while non-decision makers value the tangible benefits, such as education.</li> <li>• The board discussed ways to engage individuals at all levels of member organizations. Board members discussed interest groups that target chief financial officers and nurses.</li> <li>• Board members suggested that the association conduct a survey every other year. The 2017 survey will inform the next strategic plan.</li> </ul>
Policy/Advocacy Update (Feldpush)	<ul style="list-style-type: none"> <li>• Feldpush reviewed the political scene after significant changes from the 2014 elections.</li> <li>• Feldpush told the board that there is an effort underway by Congress to pass a permanent repeal of the sustainable growth rate instead of implementing another temporary patch.</li> <li>• The board discussed policy threats and opportunities, such as Medicaid disproportionate share hospital (DSH) payments and risk adjustment for sociodemographic status in readmissions.</li> <li>• Feldpush reviewed long-term policy priorities including the 340B Drug Pricing Program, Medicare outpatient payments, graduate medical education, Medicare DSH, and the King v. Burwell case.</li> <li>• Feldpush told the board that the policy advisory committee will be looking at pricing transparency and will present principles to the board in June.</li> </ul>
Education Committee Report (Belzer)	<ul style="list-style-type: none"> <li>• Belzer described the education committee's work to solicit and score the VITAL2015 call for proposals. He gave the board an overview of the VITAL2015 agenda.</li> <li>• The 2015-2016 Fellows Program has 39 fellows from 21 different organizations, and the program aimed to involve new members.</li> </ul>
Strategic Planning Committee Report (Karpf)	<ul style="list-style-type: none"> <li>• Karpf gave an overview of the strategic planning committee meeting, which took place in early March. The meeting served as a midterm check-in for the 2013-2018 strategic plan, and committee members addressed three strategic questions focusing on leadership development, accountability, and population health.</li> <li>• The committee agreed that the association is aligning well with the strategic plan and made no changes to the document.</li> </ul>

	<ul style="list-style-type: none"> <li>• Committee members deemed the Fellows Program successful, and supported the new Women's Leadership Academy. Members suggested that the association keep Fellows engaged after they have finished the program. The committee told staff not to add new leadership programs.</li> <li>• The committee told staff to be proactive on certain policy issues, but to be careful in terms of policies that tie in accountability. Risk adjustment is especially important as accountability for hospitals increases.</li> <li>• The committee discussed population health and said it would be helpful to have a forum for members to discuss their successes and failures. The association can also add value by determining the most effective population health interventions.</li> </ul>
Essential Hospitals Institute Update (Engler)	<ul style="list-style-type: none"> <li>• Engler discussed the Essential Hospitals Institute's portfolio of work and upcoming challenges.</li> <li>• The Institute recently formed two new committees: the research committee and the women's leadership advisory council.</li> <li>• The Institute has partnered with organizations to address population health, equity, and delivery system reform. Board members discussed waivers and agreed the association should focus activities in this area.</li> <li>• The first Essential Hospitals Engagement Network contract was considered a success. The Institute expects to renew its contract in June.</li> <li>• The Institute is launching the 2015 Fellows. It plans to launch the Women's Leadership Academy at the end of 2015.</li> </ul>
Office Move Update (Gold)	<ul style="list-style-type: none"> <li>• The association signed the lease for 401 9th Street. The business terms are unchanged from what the board approved in October.</li> </ul>
Financial Update (Gold)	<ul style="list-style-type: none"> <li>• The recent audit came back clean.</li> <li>• The association's revenue is higher than anticipated in the budget. The association budgeted a new administrative position, which is reflected in the revised budget. Due to the delay in the Partnership for Patients contract, some webinar expenses have been moved from the Institute to the association budget.</li> <li>• The finance committee recommended approval of the budget.</li> </ul> <p><i>Coopwood requested a motion to approve the budget. There was a motion, a second, and unanimous approval of the draft budget.</i></p>
Adjourn	<ul style="list-style-type: none"> <li>• The meeting was adjourned at 4:25 pm.</li> </ul>

Submitted by:



Michael Karpf, MD  
Secretary