

**UNIVERSAL HEALTH PLAN GOVERNANCE BOARD
POLICY AND PROCEDURES
POLICY NUMBER: 01<DRAFT PENDING BOARD APPROVAL>**

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1. Statutory Authority.

The Universal Health Plan Governance Board is established in the Department of Consumer and Business Services and convened under 2023 Oregon Laws ch. 613 (2023 Senate Bill 1089), codified at ORS 751.001 to 751.101. Nothing in these policies and procedures is intended to be contrary to the convening authority or any other law, statute, rule, constitutional provision, or relevant judicial decision. If there is any conflict or inconsistency between these policies and procedures and any law, statute, rule, constitutional provision, or relevant judicial decision, then the law, state, rule, constitutional provision, or judicial decisions shall govern.

2. Purpose.

The Universal Health Plan Governance Board is established by statute to create a comprehensive plan to finance and administer a Universal Health Plan that is responsive to the needs and expectations of the residents of the state of Oregon, and to ensure that the proposed plan will include all Oregon residents equitably.

The board is directed to design the financing and administrative structure for the Universal Health Plan, including an independent public corporation and a new Universal Health Plan Trust Fund; evaluate how to work with the nine federally recognized Indian tribes in Oregon and health care boards and commissions; assess the readiness of key health care and public institutions to carry out the Universal Health Plan; work collaboratively with partners across the complexities of the health care systems including hospitals, health systems and providers, insurers and coordinated care organizations; engage with regional organizations to identify strategies to reduce the complexities and administrative burden on participants in the health care workforce; study and address the impacts of the Universal Health Plan with respect to specific types of employers; and consider the recommendations from the Joint Task Force on Universal Health Care.

The board is required to provide reports to the Legislative Assembly on the following schedules:

- No later than December 1 of each calendar year, the board shall provide to the interim committees of the Legislative Assembly related to health, a status report on the progress in the development of the comprehensive plan and any needed legislative changes.

- No later than September 15, 2026, the board shall present to the interim committees of the Legislative Assembly related to health, and the Governor, a comprehensive plan for the implementation of the Universal Health Plan.

The board has rulemaking authority to adopt rules necessary for the administration of the laws the board is charged with administering.

3. Board Member Selection Process

Members of the board must represent a variety of health care professionals and community perspectives, including individuals with experience as enrollees in the state medical assistance program or Medicare and experience being without health insurance coverage. Members of the board also must support the objectives of the board described in ORS 751.002(2) and the values and principles described in ORS 751.002(3)(a) and (b).

Of the total membership of the board, five members must have expertise in health care delivery, health care finance, health care operations, or public administration, and four members must be focused on public engagement.

Individuals interested in serving on the board may apply through the Oregon Boards and Commissions website. Openings will be communicated to the public through a notice or other consumer alert. The board application process is open to the public at all times.

4. Term Length and Vacancies

The board consists of nine members appointed by the Governor and confirmed by the Senate. Each member of the board serves at the pleasure of the Governor. The term of office for each member of the board is four years, except the terms of office of the members first appointed to the board are as follows:

- Two will serve for terms ending January 2, 2025 (Debra Diaz, Judy Richardson);
- Two will serve for terms ending January 2, 2026 (Warren George, Michelle Glass);
- Two will serve for terms ending January 2, 2027 (Helen Bellanca, Amy Fellows); and
- Three will serve for terms ending January 2, 2028 (Chunhuei Chi, Bruce Goldberg, Cheryl Ramirez).

Members are eligible for reappointment following the expiration of their current terms. If a board member position becomes vacant for any reason, the Governor will appoint a new member of the board to serve out the remaining unexpired term of the vacant position.

5. Conflicts of Interest

Members of the board will adhere to the requirements of Oregon's Government Ethics Laws, ORS chapter 244, and the rules adopted by the Oregon Government Ethics Commission

(OGEC), OAR chapter 199. Guidance regarding these laws and rules can be found on the OGEC website: <https://www.oregon.gov/ogec/Pages/default.aspx>.

Board members will provide prompt written notice to the Chair and the Executive Director of any actual conflict of interest or potential conflict of interest as defined in ORS 244.020. ORS 244.020(1) defines “actual conflict of interest” as meaning:

“[A]ny action or any decision or recommendation by a person acting in a capacity as a public official, the effect of which would be to the private pecuniary benefit or detriment of the person or the person’s relative or any business with which the person or a relative of the person is associated unless the pecuniary benefit or detriment arises out of circumstances described in [ORS 244.020(13)].”

ORS 244.020(13) defines “potential conflict of interest” as meaning:

“[A]ny action or any decision or recommendation by a person acting in a capacity as a public official, the effect of which could be to the private pecuniary benefit or detriment of the person or the person’s relative, or a business with which the person or the person’s relative is associated, unless the pecuniary benefit or detriment arises out of the following:

- (a) An interest or membership in a particular business, industry, occupation or other class required by law as a prerequisite to the holding by the person of the office or position.
- (b) Any action in the person’s official capacity which would affect to the same degree a class consisting of all inhabitants of the state, or a smaller class consisting of an industry, occupation or other group including one of which or in which the person, or the person’s relative or business with which the person or the person’s relative is associated, is a member or is engaged.
- (c) Membership in or membership on the board of directors of a nonprofit corporation that is tax-exempt under section 501(c) of the Internal Revenue Code.”

In accordance with ORS 244.120(2), members of the board also will: (a) when met with a potential conflict of interest, announce publicly the nature of the potential conflict prior to taking any action thereon in the capacity of a member of the board; and (b) when met with an actual conflict of interest, announce publicly the nature of the actual conflict and refrain from participating as a member of the board in any discussion or debate on the issue out of which the actual conflict arises or from voting on the issue; provided, however, that if the member’s vote is necessary to meet a requirement of a minimum number of votes to take official action, the member will be eligible to vote, but not to participate as a member of the board, in any discussion or debate on the issue out of which the actual conflict arises.

6. Responsibilities of Chair and Vice Chair

The board shall elect one of its members to serve as Chair and another of its members to serve as Vice Chair for the remainder of their current terms of office as members of the board. If the positions of Chair or Vice Chair become vacant for any reason, the board shall promptly elect

one of its members to serve as Chair or Vice Chair, as the case may be, to serve in such position for the remaining duration of the member's current term of office.

The Chair provides leadership for the board, presides over all board meetings, provides strategic planning to help the board comply with its statutory duties and responsibilities, and undertakes and exercises all duties and authority assigned to the Chair by the board's policies and procedures.

The Vice Chair presides over any board meeting at which the Chair is not present, or when the Chair asks the Vice Chair to preside. If the position of Chair becomes vacant for any reason, the Vice Chair shall assume the authority and responsibilities of the Chair until such time as a new Chair is elected by the board.

The Chair and Vice Chair have several joint responsibilities, including working with the Executive Director and other board staff to develop board meeting agendas and generally ensure compliance with the board's policies and procedures.

The Chair and the Vice-Chair also work together to provide leadership for the board. They are jointly responsible for encouraging full participation by board members in the work of the board, building consensus on decisions, and ensuring all members have opportunities to voice their feedback, concerns and opinions in appropriate and meaningful ways.

7. Open Meetings and Open Records

The activities of the board are generally subject to the Oregon Public Meetings Law set forth in ORS chapter 192, and the records of the board are generally subject to the Oregon Public Records Laws set forth in ORS chapter 192. The board shall conduct its activities and make its records available in accordance the Oregon Public Meetings Law and the Oregon Public Records Laws.

8. General Operating Procedures

a. Meetings

The board shall meet at such times and places as may be determined by the board. The board also may meet at such other times and places as may be specified by the call of the Chair of the board. The Chair may choose to cancel or postpone a meeting of the board if the Chair determines that there is no business to be conducted by the board at such meeting. The board may choose to adjourn a meeting to the next available day because a meeting will not be completed within the allocated time or for any other reason. A member of the board may participate in board meetings in person, by phone, or by any other means of electronic communication by which all persons participating in the meeting are able to hear each other at the same time. Board meetings shall be broadcast live over the internet, other than executive sessions, and recorded. The recorded video of each board meeting shall be posted on the board's website.

The board may, but is not obligated to, provide the opportunity for public comment at any meeting of the board. The amount of time allocated for public comment at any meeting of the board, if any, will be determined by the Chair in consultation with the Executive Director and other board staff. Written public comment must be submitted at least 72 hours before the board meeting through the public comment portal on the Universal Health Plan Governance Board website. Written public comments received after the 72 hours will be shared at the next meeting of the board. Notice of virtual verbal public comments must be given 24 hours in advance of the meeting through the public comment portal on the website. Members of the public may sign up for public comment at board meetings held in person.

b. Meeting Agendas, Materials, and Recordings

Board staff will post board meeting minutes, agendas, and notices of upcoming board meetings on the website of the Universal Health Plan Governance Board website. The meeting agenda will be designed, among other things, to ensure the board meets its statutory obligations. The Chair of the board in collaboration with board staff will prepare a draft agenda and provide it to the members prior to the board meeting to which the agenda relates.

c. Quorum,

A majority of the members of board constitutes a quorum. Board vacancies do not affect the quorum requirement. Accordingly, at least five (5) members of the board must be present to enable the board to conduct board business. The authority of the board may be exercised by the affirmative vote of a majority of members present at any quorate meeting of the board.

d. Consensus Process, Decisions, and Voting

A consensus decision-making approach will be used to facilitate the Board's deliberations and to ensure that the board receives the collective benefit of the individual views, experiences, backgrounds, training, and expertise of its members. Consensus is a participatory process whereby, on matters of substance, members strive for agreements that they can support, accept, live with or agree not to oppose. Consensus means that no members voiced an objection to the position that could not be resolved or mitigated, and no members voiced their intent to oppose a position.

All official actions of the board, including actions on which there is consensus, must be taken by public vote of all members present. The vote of each member and the result of each vote must be recorded. Voting shall be conducted by a member roll call. Motions to conduct board business should flexibly follow the processes set forth in Robert's Rules of Order (*e.g.*, motion, second, discussion, vote). Absent compelling circumstances (*e.g.*, as mandated by applicable conflict of interest laws and policies), board members should not abstain from voting.

e. Meeting Attendance, and Absences

Board members are expected to make every effort to attend each board meeting. Members may participate in a meeting in person, by telephone, or any other means of electronic communication

by which all persons participating in the meeting are able to hear each other at the same time. If a member is unable to attend a meeting, the member must notify the Chair and Executive Director prior to the meeting. Under ORS 182.010, any member of a state board or commission appointed by the Governor who fails to attend two consecutive meetings of the board or commission, whether regular, adjourned or special, shall forfeit office unless the member is prevented from attending by the serious illness of a member or the family of the member or for any other cause that in the judgment of the Governor constitutes a valid reason for failing to attend. The Governor shall immediately appoint a successor.

f. Participation

All board members agree to act in good faith in all aspects of board participation. This includes being honest and refraining from undertaking any actions that will undermine or threaten the deliberative process. Expectations of board members include:

- Speaking respectfully, efficiently, and non-repetitively during board discussions .
- Listening to all points of view with an open mind and with a goal of understanding the interests of other board members and staff.
- Working toward consensus as a vital community responsibility while respecting minority points of view.
- Representing the activities of the board, and the positions of others in fair and balanced manner. Not misrepresenting the positions of others.

9. Executive Session

The board may, at any time, retire into executive session to consult with the board's assigned Assistant Attorney(s) General at the Oregon Department of Justice or as permitted by ORS 192.660. Except as permitted by ORS 192.660, the board shall not in executive session deliberate or make any final decision relating to any matter before the board or otherwise bearing on any matter within the board's authority.

Upon reconvening the open meeting at the conclusion of any executive session, all members of the board shall maintain the confidentiality of the information discussed and/or legal advice provided in executive session. The board shall cause any electronic recordings of executive sessions to be securely stored and disclosed only if and to the extent required under the Oregon Public Records Law, ORS chapter 192.

10. Board Members are Public Representatives

Members of the board are public representatives, appointed by the Governor to create a comprehensive plan to finance and administer a Universal Health Plan that is responsive to the needs and expectations of the residents of the state of Oregon. Members accept appointment to the board with the understanding that they will represent the public interest in their actions and decisions on the board.

If any member of the board receives a communication from the public relating to the board, board business, or the member's work and participation as a member of the board, the member should promptly forward the communication to the Executive Director by email.

11. State Email Accounts and Member Communications

Members of the board shall use only their state-issued email accounts when communicating by email with board staff or when communicating by email on any other matter relating to the board, board business, or the members' work and participation as members of the board. Communications received by board members through a personal, or work, email should be given to the Executive Director. Board members should not respond to emails related to board business through personal channels.

So as to prevent any inadvertent non-public convening of a quorum of the board and avoid any appearance of board business being discussed or conducted other than in a properly noticed public meeting, members should avoid communicating with other members of the board on any matter relating to the board, board business, or the member's work and participation as a member of the board matter. Accordingly, when sending email to, or replying to email from, the Executive Director or other board staff, members of the board should ensure that other board members are not copied on such email correspondence (*e.g.*, members generally should not use the "Reply All" function when communicating by email).

12. Coordinating with Other Entities

The board, is expected to coordinate with other boards, commissions, industry, educational institutions, and state agencies where the responsibilities and interests overlap in creating a comprehensive plan to finance and administer a Universal Health Plan that is responsive to the needs and expectations of the residents of the state of Oregon and will include all Oregon residents equitably.

13. Interaction with the Media, Lobbyists, Interest Groups

Unless expressly authorized by the board, no member of the board shall have any authority to speak on behalf of the board. The board operates as a single entity when communicating with external parties. If any member of the board receives a media request relating to the board, board business, or the member's work and participation as a member of the board, the member should promptly notify the Executive Director of the request by email. If any member of the board receives a request to discuss the board's work from interest or community groups, they should make a request to the Chair and Executive Director with the date, topic and expected audience. Detailed minutes of these engagements will be expected and a record kept of them by the Executive Director. The board will also develop a Community Engagement plan for proactive outreach to interest groups and communities as part of our overall workplan.

14. Advisory, Technical Committees and Workgroups

The board may establish any advisory or technical committees, or workgroups the board considers necessary to aid and advise the board in the performance of its functions. The committees may be continuing or temporary committees. The board shall determine the representation, membership, terms, and organization of the committees and workgroups and shall appoint the members of the committees. Unless otherwise specified by the board, all committees shall be subject to and governed by all relevant board policies and procedures.

15. Executive Director of the Board and Other Board Staff

The board shall have an executive director. Morgan Cowling, MPA, has been appointed by the Governor to be the initial executive director of the board, and the Morgan Cowling will continue to serve in that role at the pleasure of the board. The email address of Executive Director Morgan Cowling is: Morgan.D.COWLING@dcbs.oregon.gov.

If the Executive Director position becomes vacant for any reason, the board shall promptly appoint a new Executive Director and fix the compensation of the Executive Director in accordance with ORS chapter 240.

The Executive Director of the board shall be responsible for the administrative operations of the board and perform such other duties as may be specified by the board from time to time. Subject to any applicable provisions of ORS chapter 240, the Executive Director shall appoint staff as needed for policy analysis and administrative support. The Executive Director shall also undertake and exercise all duties and authority assigned to the Executive Director by the board's policies and procedures.

The Executive Director, pursuant to the authority set forth in ORS 751.001(11)(c), may enter into contracts with experts and consultants as necessary to carry out the provisions of ORS 751.002(3).

The Executive Director and other board staff shall provide support to the board in connection with all matters within the board's authority, including: preparations for and the conduct of board meetings; compliance with the Oregon Public Meetings Law, the Oregon Public Records Law, and other applicable law; the design of a financing and administrative structure for a Universal Health Plan that is responsive to the needs and expectations of the residents of the state of Oregon; the evaluation of how to work with the nine federally recognized Indian tribes in Oregon and health care boards and commissions; the assessment of the readiness of key health care and public institutions to carry out the Universal Health Plan; collaborative work with partners across the complexities of the health care systems including hospitals, health systems and providers, insurers and coordinated care organizations; engagement with regional organizations to identify strategies to reduce the complexities and administrative burden on participants in the health care workforce; the process of studying and addressing the impacts of the Universal Health Plan with respect to specific types of employers; the board's consideration of the recommendations from the Joint Task Force on Universal Health Care; and communications with the public regarding any of the foregoing.

The Executive Director and other board staff shall also provide support to the board, including working directly with the Chair and Vice-Chair, in preparing status reports to the interim

committees of the Legislative Assembly related to health pursuant to ORS 751.101, and in preparing the comprehensive plan for the implementation of the Universal Health Plan to be presented to the interim committees of the Legislative Assembly related to health and to the Governor pursuant to ORS 751.002(4).

The Executive Director, in the performance of the duties of the Executive Director, may utilize and act in accordance with established administrative policies and procedures of the Department of Consumer and Business Services to the extent consistent with applicable law.

The board may also delegate additional particular tasks to the Executive Director and other board staff on a case-by-case basis to assist the board in the performance of its duties.

16. Annual review

The board will review these policies and procedures at least annually.