

**Technical Advisory Panel of the Cooperative Agreement
Minutes
December 14, 2017 – 8:00 a.m.
Office of Emergency Medical Services, Class Room A & B
1041 Technology Park Drive
Glen Allen, Virginia**

**Videoconference Location
Wise County Health Department
134 Roberts Avenue SW
Wise, Virginia**

Members present: Dr. Norm Oliver (Virginia Department of Health “VDH”), Chair; Don Beatty (Virginia Bureau of Insurance); Bobby Cassell by videoconference (consumer); Dr. Stephen Combs (Wellmont Health System “WHS”); Todd Dougan (WHS); Tom Eckstein (Arundel Metrics); George Hunnicutt, Jr. by videoconference (Pepsi Cola Bottling of Norton); Pete Knox (Peter Knox Consulting); Lynn Krutak (Mountain States Health Alliance “MSHA”); Sarah Milder (Arundel Metrics); Andy Randazzo (Anthem); and Dr. Morris Seligman (MSHA).

Members absent: Sean Barden (Mary Washington Healthcare) and Dr. Ron Clark (Virginia Commonwealth University Health System).

VDH staff present: Erik Bodin, Director, Office of Licensure and Certification; Joseph Hilbert, Director, Governmental and Regulatory Affairs; and Catherine West, Administrative Assistant.

Others Present: Amanda Lavin, Office of the Attorney General.

Welcome, Introductions, and Review of Agenda

Dr. Oliver called the meeting to order at 8:00 a.m. He told the Technical Advisory Panel (TAP) that a quorum of members was present at the Glen Allen location. Dr. Oliver told the TAP that this meeting would cover one item, Indicator 1.E from the Long-Term Measures – Active Supervision of the Cooperative Agreement: Draft Measures and Performance Indicators that was tabled at the last meeting. The panel would also review and adopt short term measures as well as discuss the timeline for submission of the panel’s recommendations to the Commissioner and next steps. Dr. Oliver told the panel that after the December 4 and 5, 2017 meeting, VDH staff revised the short term measures document that will be discussed today so that it linked with the long term measures the TAP previously approved and suggested time frames such as 60 days, 120 days, and 180 days. For ease of discussion, those measures have been assigned a designator (e.g., A, B, 1.1, etc.). There was a brief discussion of the update on the cooperative agreement that was provided at the Southwest Virginia Health Authority meeting that was held on December 13, 2017. Dr. Levine and Dr. Melton attended the meeting with Dr. Oliver, Mr. Bodin, and Mr. Hilbert attending by telephone. The Authority will be providing the Commissioner with recommendations for active supervision.

Dr. Oliver told the videoconference participants that since the Glen Allen location is unable to see them when a document is being viewed over the videoconference equipment, if they wish to speak during any of the discussions, to interrupt as necessary so that they can be heard.

While all non-roll call votes were by show of hands, in all instances, Mr. Cassell's and Mr. Hunnicutt's votes were cast by voice method.

Approval of Minutes

Dr. Oliver asked the members if any changes needed to be made to the draft minutes from the December 4 and 5, 2017 TAP meeting. Hearing no discussion, Ms. Milder made a motion to adopt the draft minutes with Mr. Beatty seconding the motion. The minutes were approved unanimously by a voice vote.

Long-Term Measures – Active Supervision of the Cooperative Agreement: Draft Measures and Performance Indicators

Outcome 1 – Create Value in the Marketplace

Indicator 1.E

Mr. Dougan made a motion to approve this indicator by replacing the existing wording in its entirety with the following: "The results of the Anthem Q-HIP be communicated to the Commissioner as it is available on an annual basis." Dr. Seligman seconded the motion.

There was a discussion pertaining to the history of the Anthem Q-HIP, applicability of the Q-HIP metrics to the Medicare and pediatric populations, the extent to which the Q-HIP metrics are revised based on periodic review, and how Anthem compares Q-HIP results across different facilities.

During discussion by the panel members, Mr. Eckstein proposed an amendment to add the following sentence to the end of Mr. Dougan's proposed amendment: "These results shall include comparisons to the other Anthem providers and percentiles where available." Mr. Randazzo proposed adding the words "Virginia network" between the words "Anthem" and providers in this sentence. Both of these amendments were agreed to. The indicator now reads: "The results of the Anthem Q-HIP be communicated to the Commissioner as it is available on an annual basis. These results shall include comparisons to the other Anthem Virginia network providers and percentiles where available." Dr. Oliver called for a vote by show of hands on the amended motion. The vote was 12 ayes and 0 nays. The motion was approved.

Short Term Milestones to Ensure Success of Plan Development to be Achieved Within 12 Months of Closing of Merger

There was an initial discussion concerning the rationale underlying VDH's staff recommendation for an initial detailed outline, and first draft plan, to be submitted prior to the new health system's final submission of the various plans required as conditions to the Commissioner's Order. Mr. Hilbert said that the intention of the short term metrics is to help enable the new health system to be successful. Ms. Krutak stated that it is not the new health system's intention

to develop the required plans “in a vacuum” without ongoing communication with the Commissioner. Mr. Beatty said that it was important for there to be a relationship between the Commissioner and the new health system based on “mutual, arms-length respect.” There was further discussion concerning the extent to which the proposed short term metrics may suggest that the Commissioner does not trust the New Health System to satisfy the conditions set forth in the Order. Mr. Knox stated that the new health system has lots of talented people working for it, but also explained that 70 percent of all mergers fail and 70 percent of all planned strategies never actually get implemented. Consequently, he said that the “deck is stacked against” the new health system.

Short Term Item A

Mr. Eckstein made a motion to approve this item as a block as written with Mr. Knox seconding the motion. During discussion by the panel members, Mr. Eckstein amended his motion to change the wording for the first two sub-items to “New health system will update the Office of Licensure and Certification of the progress of the plan preparation at 90 days following closing” and “A draft of the plan will be submitted to the Office of Licensure and Certification 30 days before submission of the final plan.” The last sub-item remains as proposed, “Submission of final draft plan to VDH Office of Licensure and Certification staff within 6 months of closing.” Dr Oliver called for a vote by show of hands on the amended motion. The vote was 10 ayes and two nays. The motion was approved.

Short Term Item B

Mr. Knox made a motion to approve this item as a block as written with Mr. Eckstein seconding the motion. During discussion by the panel members, Mr. Eckstein proposed an amendment to make the wording similar for this item as for Item A above. The proposed amendment was agreed to. The first sub-item is now “New health system will update the Office of Licensure and Certification of the progress of the plan preparation at six months following closing.” The second sub-item is now “A draft of the plan will be submitted to the Office of Licensure and Certification 60 days before submission of the final plan.” The last sub-item remains the same as proposed, “Submission of final draft plan to VDH Office of Licensure and Certification staff within 12 months of closing.” Dr. Oliver called for a vote by show of hands on the amended motion. The vote was nine ayes and three nays. The motion was approved.

Item 1.2

After a brief break, Dr. Oliver proposed that the TAP may want to review other conditions that are worded in the same manner as Items A and B so that the panel could discuss making similar amendments to those items as was done in Items A and B. Mr. Eckstein made a motion to approve this item with amendments to sub-items 1 and 2 with Ms. Milder seconding the motion. Sub-item 1 now reads: “New health system will update the Office of Licensure and Certification of the progress of the plan preparation at six months following closing.” Sub-item 2 now reads: “A draft of the plan will be submitted to the Office of Licensure and Certification 60 days before submission of the final plan.” The last sub-item remains as proposed. Dr. Oliver called for a vote by show of hands on the motion. The vote was eight ayes and four nays. The motion was approved.

Item 3.1

Mr. Knox made a motion to approve this item with Mr. Eckstein seconding the motion. During discussion by the panel members, it was decided to include 3.1.A, 3.1.B, and 3.1.C in the discussion and to amend the wording in a similar manner as were Items A and B. Mr. Eckstein proposed adding the words “a comprehensive access plan (see Performance Indicator 3.B)” between the words “Compile” and “and submit;” add the word “it” between the words “submit” and “to VDH Office of;” add the word “including” between the words “staff” and “baseline data;” and delete the words “to be included in comprehensive access plan (see Performance Indicator 3B)” between the words “access measures” and “for Southwest Virginia.” In addition, Mr. Eckstein proposed replacing all of the wording in 3.1.A with the following: “New health system will update the Office of Licensure and Certification of the progress of the plan preparation at three months following closing.” Finally, Mr. Eckstein proposed the following changes to 3.1.B: replace the words “Submit initial” with the word “A” at the start of the sentence; add the words “of the” between the words “draft” and “plan;” add the words “will be submitted” between the words “plan” and “to;” add the word “the” between the words “to” and “VDH Office;” add the words “30 days before submission of the final plan” after the words “Licensure and Certification;” and delete the words “staff within 4 months of closing for review and comment.” Item 3.1.C remains as proposed. The proposed amendment was agreed to. Item 3.1 now reads:

- 3.1 -Compile a comprehensive access plan (see Performance Indicator 3,B) and submit it to VDH Office of Licensure and Certification staff including baseline data for all access measures for Southwest Virginia
- 3.1.A - New health system will update the Office of Licensure and Certification of the progress of the plan preparation at three months following closing
- 3.1.B - A draft of the plan will be submitted to the VDH Office of Licensure and Certification 30 days before submission of the final plan
- 3.1.C - Submit final draft plan to VDH Office of Licensure and Certification staff within 6 months of closing

Dr. Oliver called for a vote by show of hands on the amended motion. The vote was eight ayes and four nays. The motion was approved.

Item 1.1

Mr. Knox made a motion to approve this item by replacing the existing wording in its entirety with the following: “ Submit the most recent data from the Anthem Q-HIP to VDH Office of Licensure and Certification.” Ms. Krutak seconded the motion. Dr. Oliver called for a vote by show of hands on the motion. The vote was 12 ayes and 0 nays. The motion was approved.

Item 1.3

Mr. Knox made a motion to approve this item with Ms. Milder seconding the motion. During discussion by the panel members, Mr. Eckstein proposed adding the words “and” between the

words “cost” and “quality;” adding the word “develop” between the words “and” and “experience;” add the word “measure” between the words “experience” and the words “for employee;” and adding the words “desirable within six months but required at 12 months” to the end of the sentence. The item now reads: “Compile and submit to VDH Office of Licensure and Certification staff baseline data on cost and quality and develop experience measure for employee and family population; desirable within six months but required at 12 months.” The proposed amendment was agreed to. Dr. Oliver called for a vote by show of hands on the amended motion. The vote was 11 ayes and one nay. The motion was approved.

Item 1.4

Mr. Knox made a motion to approve this item by adding the words “desirable within six months but required at 12 months” after the words “programs for employers.” Mr. Eckstein seconded the motion. Dr. Oliver called for a vote by show of hands on the motion. The vote was eight ayes and four nays. The motion was approved.

Item 1.5

Mr. Eckstein made a motion to approve this item by adding the words “desirable within six months but required at 12 months” after the words “programs for employers.” Mr. Knox seconded the motion. Dr. Oliver called for a vote by show of hands on the motion. The vote was eight ayes and four nays. The motion was approved.

Item 2.1

Mr. Dougan made a motion to approve this item by adding the words “desirable within six months but required at 12 months” after the words “peer counties.” Mr. Eckstein seconded the motion. During discussion by the panel members, Mr. Eckstein proposed an amendment to add the words “as well as other counties in the Commonwealth, as available;” after the words “peer counties” and before the words added by Mr. Dougan “desirable within six months.” The proposed amendment was agreed to. The item now reads: “Compile and submit to VDH Office of Licensure and Certification staff baseline data for all population health metrics for Southwest Virginia and for socioeconomic peer counties as well as other counties in the Commonwealth, as available; desirable within six months but required at 12 months.” Dr. Oliver called for a vote by show of hands on the amended motion. The vote was 12 ayes and 0 nays. The motion was approved.

Item 3.2

Mr. Eckstein made a motion to approve this item by adding the words “desirable at six months but required at 12 months” as the last sentence of the item. Ms. Milder seconded the motion. Dr. Oliver called for a vote by show of hands on the motion. The vote was 12 ayes and 0 nays. The motion was approved.

Item 4.1

Mr. Eckstein made a motion to approve this item by adding the words “desirable at six months but required at 12 months” after the words “providers in Southwest Virginia.” Mr. Knox

seconded the motion. During discussion by the panel members, this wording was changed to “as part of the needs assessment and recruitment plan (Indicator 4.A).” The proposed amendment was agreed to. The item now reads: “Compile and submit to VDH Office of Licensure and Certification staff baseline data concerning health care providers in Southwest Virginia as part of the needs assessment and recruitment plan (indicator 4.A).” Dr. Oliver called for a vote by show of hands on the amended motion. The vote was 11 ayes and 0 nays (Ms. Milder was no longer at the meeting). The motion was approved.

Item 5.1

Mr. Eckstein made a motion to approve this item with Mr. Knox seconding the motion. During discussion by the panel members, an amendment was proposed to add the words “; upon closing, the quarter prior and the next quarter, as available” after the words “financial metrics.” The proposed amendment was agreed to. Dr. Oliver called for a vote by show of hands on the amended motion. The vote was 11 ayes and 0 nays (Ms. Milder was no longer at the meeting). The motion was approved.

Item 5.A.1

Mr. Eckstein made a motion to add the following language: “Compile and submit to VDH Office of Licensure and Certification staff financial projection data within 120 days after closing,” which would constitute Item 5.A.1. Ms. Krutak seconded the motion. Dr. Oliver called for a vote by show of hands on the motion. The vote was 11 ayes and 0 nays (Ms. Milder was no longer at the meeting). The motion was approved.

Item 5.2

Mr. Knox made a motion to approve this item with Mr. Eckstein seconding the motion. During discussion by the panel members, Mr. Eckstein proposed adding the words “desirable at closing but required at 12 months” after the words “quality and service metrics.” The proposed amendment was agreed to. Dr. Oliver called for a vote by show of hands on the amended motion. The vote was 11 ayes and 0 nays (Ms. Milder was no longer at the meeting). The motion was approved.

Item 6.1

Mr. Eckstein made a motion to approve this item with Mr. Knox seconding the motion. During discussion by the panel members, Ms. Krutak proposed adding the word “initial” between the words “data on” and “Board engagement” as well as adding the words “survey within 18 months of closing” after the words “Board engagement.” The item now reads: “Compile and submit to VDH Office of Licensure and Certification staff baseline data on initial Board engagement survey within 18 months of closing.” The proposed amendment was agreed to. Dr. Oliver called for a vote by show of hands on the amended motion. The vote was eight ayes and three nays (Ms. Milder was no longer at the meeting). The motion was approved.

Item 6.2

Mr. Knox made a motion to approve this item with Mr. Eckstein seconding the motion. During discussion by the panel members, Mr. Eckstein proposed adding the words ‘at six and 12 months after the date of closing’ after the words “on employee turnover.” The proposed amendment was agreed to. Dr. Oliver called for a vote by show of hands on the amended motion. The vote was seven ayes and four nays (Ms. Milder was no longer at the meeting). The motion was approved.

Item 7.1

Mr. Knox made a motion to approve this item with Mr. Eckstein seconding the motion. During discussion by the panel members, Mr. Eckstein proposed replacing the word “on” with the words “as part of the” between the words “baseline data” and “investment in the research” and adding the words “plan (Indicator 7.A)” after the words “Virginia service area.” The proposed amendment was agreed to. The item now reads: “Compile and submit to VDH Office of Licensure and Certification staff baseline data as part of the investment in the research enterprise in the Virginia service area plan (indicator 7.A).” Dr. Oliver called for a vote by show of hands on the amended motion. The vote was seven ayes and four nays (Ms. Milder was no longer at the meeting). The motion was approved.

Item 8.1

Mr. Eckstein made a motion to approve this item with Mr. Knox seconding the motion. During discussion by the panel members, Mr. Knox proposed replacing the words “dollars to be allocated to Southwest Virginia with specific goals defined” with the words “goals of spending in southwest Virginia; desirable at six months but required at 12 months” after the words “spending plan including.” The proposed amendment was agreed to. The item now reads: “Complete and submit to VDH Office of Licensure and Certification staff the short and long term monetary spending plan including goals of spending in southwest Virginia.” Dr. Oliver called for a vote by show of hands on the amended motion. The vote was nine ayes and two nays (Ms. Milder was no longer at the meeting). The motion was approved.

Item 8.2

Mr. Eckstein made a motion to approve this item by adding the words “desirable at six months but required at 12 months” after the words “Licensure and Certification staff.” Mr. Knox seconded the motion. Dr. Oliver called for a vote by show of hands on the motion. The vote was 11 ayes and 0 nays (Ms. Milder was no longer at the meeting). The motion was approved.

Public Comment

There were no comments from any member of the public.

Next Steps

After a brief break for the TAP members to pick up their lunches, Dr. Oliver told the panel members that the work on the short-term milestones and long-term indicators was completed. The regulations require that the TAP provide recommendations to the Commissioner and the

report that the TAP will submit to the Commissioner will consist of the approved short-term milestones and long-term indicators as well as the final minutes from the November 14, 2017 and December 4 and 5, 2017 meetings and the draft minutes from today's meeting, December 14, 2017. Dr. Oliver also told the panel that it was clear from the votes during the discussions of the short-term milestones and long-term indicators that there was no clear consensus on those items. Dr. Oliver recommended that panel members who feel strongly about recommendations that should not be considered share those concerns on an individual basis with the Commissioner. He further stated that the regulations indicate that the Commissioner has the final authority on active supervision of the cooperative agreement. Dr. Oliver further stated that the Southwest Virginia Health Authority would be submitting recommendations to the Commissioner regarding active supervision of the cooperative agreement.

There was a brief discussion on a timeline for the submission of recommendations to the Commissioner; that the final report of the panel would be sent to all TAP members as well as posting it online; the process by which the Commissioner would share her decision with the new health system; and future meetings of the TAP.

Adjourn

The meeting adjourned at approximately 12:04 p.m.