



**Meeting Minutes
The Board of Directors of
Columbia Pacific Coordinated Care Organization
Monday, November 17, 2025
Virtual Meeting via Microsoft Teams**

Board Members in Attendance: Shawn Bower, Pam Cooper, Sherrie Ford, Eric Hunter, Monica Martinez, Viviana Mathews, Erin Skaar, Nicole Williams.

Board Members Absent: Nancy Avery, Jon Betlinski, Steven Manesis, Joe Skariah, Eric Swanson.

Staff in Attendance: Teresa Learn, Chief Financial Officer; Nora Leibowitz, Chief Medicaid Programs Officer; Mae Pfeil, VP CPCCO; Christian Zorn, VP Audit & Compliance; Steve Geidl, Director Finance; Nancy Knopf, Director Community Health Partnerships; Rachel Paczkowski, Director Behavioral Health; Karla Niehus, CPCCO Grants Administrator

Guests in Attendance: Molly Johnson, Advantage Dental

Call to Order

The meeting of the Board of Directors (Board) of Columbia Pacific Coordinated Care Organization (CPCCO) was called to order by Erin Skaar at 9:33 a.m. A quorum was present. There were no declarations of potential or perceived conflicts of interest.

A. Consent Agenda

Upon a motion duly made and seconded, the following resolution was unanimously approved.

1. **RESOLVED** that the Board does hereby approve the October 20, 2025, meeting minutes as included in the materials.

B. Discussion and Engagement Items

Recapitalization Plan: CPCCO and CareOregon

Learn presented updates. An insufficient rate increase necessitates cost savings. Overall operating losses are forecast for CareOregon for 2025 and 2026, though 2026 is expected to improve relative to 2025. CPCCO's overall net income is positive. A surplus is anticipated in 2026 due to investments, despite the expected Gain Share decrease. CareOregon is requesting CPCCO shift reserves to CareOregon to secure risk. Of possible solutions reviewed by the Finance Committee, the preferred course of action is for CareOregon to purchase a surplus note from CPCCO. The surplus note does not reduce CPCCO's Risk Based Capital and is the preference of OHA when compared to the other options.

Delegation Agreement Annual Amendment

Geidl explained that CPCCO needs to change the amount of the withhold in the annual agreement to comply with holding company regulations. The recommendation is to change the Administrative Withhold from 2.0% to 1.6%, with the DCO Dental to remain at 2.0%.

Annual HIPAA, Fraud Waste and Abuse (FWA), and Compliance Training

Zorn conducted HIPAA, FWA, and Compliance Training for Board members as required annually by law. Board members not in attendance will attest to individual review of compliance training materials (included in materials). Definitions, examples, and federal/state penalties of FWA were reviewed. CPCCO adheres to strict reporting requirements of any possible occurrence. Any Board or staff member may report suspected FWA and incidents of non-compliance to Chris Zorn. Secure data sharing between organizations is a primary focus of HIPAA compliance.

C. Committee Reports/Packet Review

Finance Committee

Geidl reported CPCCO's financial position which includes funds from OHA, investment income, and administrative spending. Membership is flat at 36,000 total members, although composition has changed over the last three years. The Healthier Oregon program has experienced an increase. An increase in OHP membership and decreases in other memberships have resulted in a total net asset increase.

Governance and Compliance Committee

Pfeil presented the 2026 Director and Officer Slates, noting a need to focus on recruitment of new directors, while current, dedicated directors shift to new positions for 2026. Nancy Avery asked to resign from the board; her notice was sent to Haley, Pfeil, and Skaar. Molly Johnson, VP of Plan Operations, Advantage Dental, has been recruited to join in 2026.

The proposed 2026 Officer Slate is as follows:

Chair—Nicole Williams
Vice Chair—Pam Cooper
Finance Chair—Sherry Ford
Network & Quality Chair—Jon Betlinski
Immediate Past Chair—Erin Skaar
President and Secretary—Mae Pfeil
Treasurer—Teresa Learn

The Board will continue to meet on the third Monday of each month for 2026. Three meetings will have hybrid options for attendance in-person at rotating county locations.

D. Action Items

Upon a motion duly made and seconded, the following resolution was unanimously approved.

2. **RESOLVED** that the Board does hereby accept the August 2025 YTD Financial Report as recommended by the Finance Committee.

Upon a motion duly made and seconded, the following resolutions were unanimously approved with Monica Martinez and Eric Hunter abstaining.

3. **RESOLVED** that the Board does hereby approve the purchase of a surplus note from CareOregon in the amount of \$2,000,000, as recommended by the Finance Committee, under the following conditions:
 - To be funded in December 2025

- One-year term; interest based on 3-year Treasury rate
- Repayment based on CareOregon having sufficient Days Funds on Hand and CPCCO's cash needs
- Principal and interest payments require OHA approval
- To be monitored by the Finance Committee

4. **RESOLVED** that the Board does hereby approve the Delegation Agreement Amendment, as recommended by the Finance Committee.

Upon a motion duly made and seconded, the following resolution was unanimously approved.

5. **RESOLVED** that the Board does hereby approve the 2026 Directors and Officers Slates, as recommended by the Governance Committee.

The Directors acknowledged the 2026 Board Calendar, as recommended by the Governance Committee.

E. General Updates

No updates were presented for Columbia or Tillamook Counties.

Clatsop: The Board discussed updates affecting Clatsop County. The maternity unit at Providence Seaside Hospital closed in October, and cases are being transferred to Columbia Memorial Hospital. Providence's Chief Executive moved to Hood River, and recruiting has begun. The Columbia Memorial Hospital is now fully staffed following the prior loss of some physicians. Groundwork for the Build CMH expansion project is ahead of schedule. SNAP and WIC benefits have resumed.

This meeting marked the conclusion of Erin Skaar's term as Board Chair; she will continue to serve as Past Chair. The Board expressed appreciation for Skaar's and Avery's service. The next meeting of the Board will take place on January 20, 2026.

Meeting was adjourned at 10:55 a.m.