

To: Children's Community Physicians Association
Board of Directors

From: Kena Norris, Executive Director

Re: Minutes of Monday, June 6, 2016 CCPA Special Board of Directors Meeting
Creating Our Future Together – Meeting Leader Dov Shapiro, MD

Members Present

Douglas Ashley, MD
Virginia DePaul, MD
Alison Gehle, MD
Tim Geleske, MD
Mary Hall, MD
Valerie Kimball, MD
Jonathan Necheles
Ushma Patel, MD
Guy Randolph, MD
Sheri Ross, MD
Dov Shapiro, MD
Michael Siegel, MD
Susan Sirota, MD
Rebecca Unger, MD

Others Present

Kena Norris
LaVonna Swilley

1. Call to order

Dov Shapiro, MD

The Children's Community Physicians Association Board of Directors Special Board meeting was held on Monday, June 6, 2016 at Shallots Bistro, Skokie, IL. Dr. Dov Shapiro, President, called the meeting to order at 6:45 pm.

2. Discussion and Development of Board Remuneration Policy

Dov Shapiro, MD

Dr. Shapiro reviewed the discussion that took place on April 3, 2016 at the board retreat regarding the development of board remuneration policy. He explained that the remuneration policy will encourage CCPA members to become board members and show gratitude to current board members. The proposed compensation for board members is \$150 per hour. The executive board members (President, Vice President and Treasurer) will receive a payment of \$250 per hour. The executive board members remuneration is higher because of the work that is done for meeting preparations. If remuneration is approved the board compensation will begin with tonight's meeting.

A. Motion 1: To approve board remuneration policy. The motion was made, seconded and unanimously approved.

Action: Ms. Swilley will email the board members the W-9 tax form for all board members to complete.

3. Adoption of Associate Member Bylaw Amendment

Dov Shapiro, MD

Dr. Shapiro explained that attachment one is an addition to CCPA's current bylaws to include an associate level member to CCPA. Section 3 Employed Members was drafted by Rob McCann and the high points are that all of the associate members will have all of the rights, fees, dues and credentialing responsibilities of a CCPA member; except they must be employed by the hospital, have no CCPA voting rights and are ineligible to serve on CCPA board of directors.

There was a discussion about the Lurie Children's Health Partners Clinically Integrated Network (CIN) agreeing to the update in CCPA bylaws with the Associate Membership. Dr. Shapiro stated that the CIN executive director reviewed the new section and was agreeable with the addition. Several board members stated that the CIN has no authority or rights to review or agree to changes made to CCPA Bylaws.

It was decided that if the proposed changes to the CCPA Bylaws were approved by the board, Town and Country will have to pay CCPA dues for 2016 of \$150 per physician and the initial capital contribution fee has been waived for physicians who were already a member of CCPA before their termination from CCPA.

A. Motion 1: To approve adoption of associate member bylaw amendment (Attachment 1). The motion was made, seconded and unanimously approved.

4. CIN Aetna Contract and Retention of CCPA Payor Agreement

Dov Shapiro, MD

Dr. Shapiro reviewed the highlights of the CIN modification of CCPA's current Aetna contract payor agreement which will become effective on July 1, 2016. Dr. Hall explained that not all the CPT codes will receive an increase, however, practices will see up to a 4.9% increase in their overall Aetna reimbursement. Dr. Sirota also stated that the immunization rates will remain flat and the Aetna HMO product has been added to the payor agreement, but there is a better payment overall according to the sample payor model.

Ms. Norris stated that since CCPA is retaining their Aetna agreement, unlike the CIN transition plan, CCPA will still need to do the primary management of the contract. However, the CIN will need a managed care liaison to answer questions regarding the CIN Aetna addendum, the new fee schedule, pay for performance, and any related issues. The board agreed so Dr. Shapiro will follow up with the CIN Executive Director to ensure that a managed care liaison is hired to address payor issues for CIN members.

Ms. Norris reviewed attachment two, page three, section d) (highlighted in yellow), which states that Aetna can reduce a practice's reimbursement by 20% for six months should the provider fail to refer patients or patients elect to see providers outside of network. Practices will only get to appeal this decision twice per year. Dr. Shapiro stated that this is not an issue for CCPA practices because it is standard on managed care payor contracts.

Drs. Kimball and Gehle wanted to know why the Aetna contract is an addendum to CCPA's current Aetna contract. Dr. Sirota stated that it is for the new fee schedule. Dr. Shapiro explained that there is no way for three different physician group contracts with different fee schedules to be combined into one.

Ms. Norris directed everyone to attachment three, page five, section 6.) B) (highlighted in yellow) – payment calculation and reporting. Ms. Norris wanted to know where is Schedule A that determines the performance measures for incentive payments to community physicians. Dr. Sirota stated that the CIN finance committee has not seen Schedule A; however, she and Dr. Hall will make sure that CCPA members' interests are protected when the schedule is revealed. Ms. Norris asked if the Aetna agreement would be signed without Schedule A. Dr. Shapiro said yes the agreement would be executed and the performance measures will be developed at a later time.

Dr. Hall asked if CCPA practices that are not a part of the CIN will be able to participate in the modified Aetna contract. Dr. Shapiro answered yes.

Ms. Norris asked that all Board Members review attachment for section two, I (highlighted in yellow). This section stated that physicians participating in the program must sign an attestation form stating that they will participate exclusively through CCPA agreement. In addition, the CCPA practices who are not a part of the CIN cannot participate in the Aetna program. Therefore, those practices will have to find alternate access to Aetna as stated by the attachment provided by the CIN.

Dr. Shapiro thanked Ms. Norris for catching the above information and he will follow up with the CIN Executive Director for clarification.

A. Motion 1: To approve the CIN Aetna contract and retention of CCPA payor agreement (Attachments 2-4). The motion was made, seconded and unanimously approved.

Action: Dr. Shapiro will follow up with the CIN executive director for clarification regarding non-CIN CCPA members' participation in the modified Aetna contract.

5. Practice Representation on CCPA/PP Board

Dov Shapiro, MD

Dr. Shapiro stated that he and Dr. Kimball met with PediaTrust (Drs. Ross, Sirota and Siegel) to discuss their board representation on the CCPA board. The following two suggestions were reached regarding practice representation as the result of the meeting.

- 1) Larger practice group might deserve a higher percentage of representation on the CCPA board of directors. For example if a CCPA practice group is 25% of the members than the group can have no more than 25% representation on the CCPA board.
- 2) A large practice group can have no more than 5 members on the CCPA board.

Dr. Gehle stated that she would prefer to have a max number of members from a large practice represented on the board than proportionate representation.

Dr. Necheles stated that whatever suggestion that is chosen, it sets a precedent for other CCPA practices that might merge in the future. The goal is to not have a larger group have the majority vote on the board. He inquired on the number of board members to reach a quorum. Ms. Norris stated that seven (7) board members are required for a quorum.

The proposed suggestion is that there will be no more than four (4) physicians or/no more than 25% of the overall board representation.

Dr. Shapiro mentioned creating a committee to train, address concerns, or remove board members as needed on the CCPA board of directors.

A. Motion 1: To approve the practice representation on CCPA/PP Board. The motion was made, seconded and unanimously approved.

6. Completion of Mission, Value, and Goal Statements

Dov Shapiro, MD

Ms. Norris began the discussion by explaining attachments five and six. Dr. Shapiro gave a brief review of the CCPA board retreat that took place on Sunday, April 3, 2016 at the Field Museum.

Overall, the board approved the Mission, Vision, Value, Goal statements in attachment six, but suggested minor changes such as changing 'viable' to 'successful'. There was some disagreement about what changes should be made. Dr. Shapiro will give the notes to Ms. Norris regarding this topic because the meeting location made recording of the minutes for this topic difficult.

7. Approval of Additional Professional Development Funds

Per the board's recommendation for Ms. Norris to get executive education, Ms. Norris applied and was accepted into an executive health administration doctoral program. The board had already approved \$30,000 for this professional development in the annual budget, but an addition \$6,000 was in need of approval for the program.

Dr. Shapiro excused Ms. Norris and Ms. Swilley to have a closed discussion with the board regarding the additional professional development funds.

As later reported by Dr. Shapiro, the board decided to no longer financially support the executive doctoral program. Dr. Shapiro also stated the board agreed that CCPA/PP has been exceptionally managed by Ms. Norris, but they now recommending that she attend Lurie Children's THRIVE and/or executive coaching instead for professional development purposes.

8. Adjournment - Meeting was adjourned at 9:30pm.