

Memorandum

Date: November 12, 2024

To: Stephanie Stoffel, MNSure Board Chair

From: Matthew L. Anderson (MNSure Board Member)

Cc: Libby Callum (MNSure CEO)

David Rowley, JD (MNSure General Counsel/Chief Compliance Officer)

John Nyanjom, JD (MNSure Director of Compliance and Program Integrity)

Re: Compliance with MNSure's Conflict of Interest policies

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Pursuant to the MNSure Board's Conflict of Interest policy, I am disclosing outside relationships and activities with health care-related entities and seeking the Board's decision regarding whether any of them constitutes a conflict of interest. The relationships and activities include my employment at the University of Minnesota; previous employment and volunteer work for the Department of Human Services; freelance consulting work on behalf of nonprofit or public health care organizations, including the Federal Urban Health Network; and volunteer/unpaid activities for the Minnesota Prescription Drug Affordability Board and LeadingAge Minnesota Foundation.

This memorandum describes each of these relationships or activities, explains why I do not believe a conflict exists under the Board's policy, and outlines steps I will take to ensure that future conflicts do not arise. In addition, I attached a copy of my resume. I hope this information provides helpful background for the Board, and I look forward to responding to any questions or concerns at an upcoming Board meeting.

**It is my understanding that the board will use the information in this disclosure to vote on whether these relationships, individually or collectively, give rise to a conflict-of-interest.**

**University of Minnesota**

I am a full-time employee of the University of Minnesota where I serve on the faculty of the Health Policy & Management division of the School of Public Health. My job duties include teaching courses in healthcare management, strategy and marketing, health law and ethics, and health policy. My employment does not include any duties, decision making, operations, etc. with respect to the University's Boynton Health clinic, Community-University Health Center (CUHCC), University of Minnesota Physicians (UMP), or the University's relationship with the M Health Fairview System.

MNSure's governance statute and Board policy exclude academic institutions, like the University of Minnesota, from the definition of a health care provider for purposes of determining conflicts of interest. Nevertheless, because the Boynton clinic is a Certified Application Counselor (CAC) organization, CUHCC is a MNSure grantee and Navigator organization, and UMP and/or M Health Fairview may have relationships with CAC or Navigator organizations, I think it is important for me to formally disclose my employment as having the potential to be perceived as a conflict of interest and

document that my employment duties and activities do not involve the University's health care delivery, CAC, or Navigator functions, contracting, etc.

### **Minnesota Department of Human Services**

My appointment as Assistant Commissioner of Health Care and State Medicaid Director at the Minnesota Department of Human Services ended in June 2021. In that role, I served on the MNsure Board as the Commissioner's delegate.

In addition, earlier this year, the DHS Commissioner appointed me to serve as an unpaid/volunteer member of a mediation panel to hear an appeal regarding the Department's decision to not renew certain Medical Assistance managed care contracts with a managed care organization (MCO) pursuant to recently enacted legislation. The MCO challenging the Department's decision withdrew its demand for mediation and the panel never convened to hear arguments.

Of course, DHS is closely involved in decisions impacting MNsure's operations, technology, customers, navigators, and health plans. Because the MNsure governance statute expressly allowed for my appointment to the board as a DHS employee, there was no conflict of interest then. However, I want to document this previous employment and volunteer appointment for the Board.

### **Freelance Consulting**

From time to time, I engage in freelance consulting work under the business name of Atrede Consulting. My health care clients are usually nonprofit or public hospitals and long-term care providers. I do not perform work for companies engaged in providing health insurance.

As a consultant, I am retained on a short-term basis to provide strategic planning advice; board retreat facilitation; and educational presentations on health policy topics or trends, board governance, and fiduciary duties. Although I am a licensed attorney, none of my consulting work includes providing legal advice, acting as a client's attorney, or engaging in attorney-client communications. I have had four health care-related clients over the past 18 months:

- C-Suite Resources (not a health care provider): co-facilitate a two-hour educational program on health law and ethics for adult learners interested in careers in healthcare administration
- Cook Hospital & Care Center (public health care delivery organization): provide educational presentations on Minnesota's Government Data Practices Act and Open Meeting Law to board of trustees; facilitate board of trustees' strategic planning retreat
- Northfield Hospitals & Clinics (public health care delivery organization): provide educational presentations on health policy and finance trends; design process and present educational information for governance committee to evaluate benefits and drawbacks of various governance models and organizational structures
- North Shore Health (public health care delivery organization): provide educational presentations and facilitate community discussions regarding fiduciary duties, district hospital governance, and Minnesota's Open Meeting Law

None of these engagements included activities or responsibilities requiring me to represent the respective client, speak or advocate on behalf of the client, or otherwise act on the client's behalf with external parties. In other words, my activities were limited to providing advice and counsel to the client's executive team or board, delivering educational presentations, or facilitating meetings and strategic planning sessions. Likewise, I did not have any authority to enter into contracts or otherwise obligate any of the clients. Accordingly, none of these activities constituted "representing" the client as I understand that term to mean in the context of the Board's Conflict of Interest Policy.

Going forward, I will include language in any future contracts with health care entities stating that I do not represent the client.

### **Federal Urban Health Network (FUHN)**

Through my freelance consulting practice, I provided advice and consulting on a volunteer basis to FUHN. In this capacity, I interacted with FUHN's Payer Strategy Committee and Board of Directors to explore Value-Based Payment reform models. More specifically, I conducted research and provided suggestions, analysis, and advice regarding different potential payment arrangements for FUHN's clinics under FUHN's contract with DHS and through Accountable Care Organization models available in Medicare. Occasionally, I would respond to individual clinics' requests for suggestions regarding which DHS staff member(s) to contact with questions regarding Medicaid coverage of certain therapies, provider enrollment in Medicaid, or billing/claims disputes with DHS.

FUHN's members are listed below. Each organization is a MNSure Navigator agency. In addition, the Indian Health Board, Open Door Health Center, and Southside Clinic receive grants from MNSure. None of my activities, advice, research, or presentations to FUHN's committee or board involved or addressed FUHN member's navigator work or grants from MNSure. Likewise, none of my volunteer work involved "representing" FUHN or any of its individual members because I did not speak or advocate for FUHN or its members, did not have authority to enter into contracts or act on behalf of FUHN or its members with third parties, did not serve as FUHN's or its members' attorney, etc.

Accordingly, I do not believe this work constituted a conflict of interest under the Board's policy. Nevertheless, to avoid the appearance of a conflict of interest going forward, I ended my relationship with FUHN after learning that its members were Navigators. And, going forward, I will determine whether potential clients have contractual relationships with MNSure or receive MNSure grants before accepting projects to prevent potential conflicts of interest in the future.

Axis Medical Center
Community-University Health Care Center (CUHCC)
Indian Health Board
Minnesota Community Care
Native American Community Clinic
Neighborhood Health Source
Open Cities Health Center
Open Door Health Center
People's Center Clinics & Services

Southside
United Family Medicine

### **Minnesota Prescription Drug Affordability Board**

I serve as an unpaid/volunteer member of the Minnesota Prescription Drug Affordability Board (PDAB). Like MNsure, the PDAB is a legislatively created public board. The PDAB is still in its infancy, but it has legislative authority to impose upper payment limits on prescription drugs paid for through commercial insurance and state public programs. Since prescription drug costs impact commercial insurance premiums, the PDAB's decisions theoretically have the potential to affect premiums of Qualified Health Plans offered through MNsure, as well as DHS's costs of operating Minnesota's Medical Assistance and MinnesotaCare programs. Although the downstream impacts of any future action by the PDAB to impose an upper payment limit on one or more medications are highly speculative, they would only have impacts that would lower total health care spending in aggregate, thus aligning with MNsure's mission of ensuring affordable health coverage for Minnesota residents.

Because both MNsure and the PDAB are public boards, I do not receive compensation from either (with the exception of reimbursement for actual business expenses incurred while serving on the boards), and the missions of the two organizations do not conflict with one another, I do not believe a conflict of interest exists under the Board's policy.

### **LeadingAge Minnesota Foundation**

I serve as an unpaid/volunteer board member of the LeadingAge Minnesota Foundation. The Foundation seeks grants and individual contributions to fund initiatives designed to develop Minnesota's long-term care workforce and explore innovations in delivering long-term care services in Minnesota. While the Foundation is involved in health care delivery through the projects it funds, such as workforce development, executive leadership development, and delivery system innovation, it does not deliver or pay for care, provide or manage health insurance, or otherwise engage in activities that might constitute a conflict of interest under the Board's policy.

Again, while I do not believe my employment or other activities pose conflicts of interest under the MNsure Board policy, I want to disclose and explain them to the Board, and of course, I will abide by the Board's decisions. I look forward to answering any questions Board members or staff have before the Board deliberates on the matter.