

VOTE 1: MEETING MINUTES

Date of Meeting: September 18, 2025
 Start Time: 12:43 PM
 End Time: 3:35 PM

	Present?	Vote 1: Approval of Health Policy Commission Bylaws	Vote 2: Board Vice Chair Appointment	Vote 3: Cost and Market Impact Review
Deborah Devaux*	X	X	X	X
Martin Cohen	X	X	ab	X
Sandra Cotterell	X	X	X	X
Keith M Ericson	X	X	X	X
Umesh Kurpad	A	A	A	A
Christopher Leibman	X	X	X	X
Alecia McGregor	A	A	A	A
Steve Walsh	X	X	X	A (recusal)
James Willmuth	X	X	X	X
Secretary Kiame Mahaniah or Designee	X	X	X	X
Commissioner Michael Caljouw	X	X	X	X
Summary	9 Members Attended	Approved with 9 votes in the affirmative	Approved with 9 votes in the affirmative	Approved with 8 votes in the affirmative

Presented below is a summary of the meeting, including time-keeping, attendance, and votes.

*Chairperson

(M): Made motion; (2nd): Seconded motion; (ab): Abstained from Vote; (A): Absent from Meeting

Proceedings

A meeting of the Health Policy Commission (HPC) was held on September 18, 2025, beginning at 12:30 PM at the HPC Office (50 Milk Street, 8th Floor. Commissioners attended the meeting in the HPC Altman Conference Center. A [recording](#) of the meeting and the [meeting materials](#) are available on the HPC's website.

Participating commissioners who attended were Ms. Deborah Devaux (Chair); Mr. Martin Cohen; Ms. Sandra Cotterell; Mr. Keith Marzilli Ericson; Mr. Christopher Leibman; Mr. Steve Walsh; Mr. James Willmuth; Mr. Michael Caljouw, Division of Insurance Commissioner (DOI); and Undersecretary Christopher Harding, Designee for Secretary Mahaniah, Executive Office of Health and Human Services (EHS).

Before the meeting was called to order commissioners appointed by Governor Maura Healey were sworn in by a member of the Governor's Office on Boards and Commissions.

ITEM 1: Introduction to the New HPC Board of Commissioners

Ms. Devaux called the meeting to order and welcomed the commissioners, staff, and members of the public viewing the meeting on the livestream. Ms. Devaux acknowledged that this meeting was the first convening of the new HPC Board under the recent health care legislation signed into law in January 2025. Ms. Devaux gave a brief overview of the meeting agenda before each commissioner introduced themselves.

ITEM 2: Massachusetts Open Meeting Law Overview: Office of the Attorney General

Ms. Carrie Benedon, Office of the Attorney General presented an overview of the Massachusetts Open Meeting Law to commissioners. For more information, see slides 5-17.

ITEM 3: Health Policy Commission Bylaws (VOTE)

Ms. Lois Johnson, HPC General Counsel, presented an overview of proposed Health Policy Commission Bylaws to commissioners. For more information, see slides 19-22.

Ms. Devaux managed the vote to approve the Health Policy Commission Bylaws. Mr. Cohen made the motion, and Mr. Caljouw seconded it. The vote was taken by a voice vote. The motion was approved.

ITEM 4: Board Vice Chair Appointment (VOTE)

Ms. Devaux described the purpose of the Vice Chair Role and recommended that Commissioner Martin Cohen, who previously served in the role, be appointed.

Ms. Devaux managed the vote to approve Commissioner Cohen's appointment as Vice Chair. Mr. Caljouw made the motion, and Mr. Walsh seconded it. Mr. Cohen abstained. The vote was taken by a voice vote. The motion was approved.

ITEM 5: 2025 Policy Priorities and Agenda

Mr. David Seltz, Executive Director and Ms. Coleen Elstermeyer, Deputy Executive Director, provided introductory remarks, and then presented on the HPC's 2025 policy priorities and agenda items for the remainder of the calendar year.

Ms. Devaux acknowledged the importance of the HPC's role as a market monitor, something she did not realize before she was chairperson of the Board, and noted the importance of new commissioners understanding the various roles of the HPC and aspects that may not have been evident before being appointed.

Mr. Leibman asked how the HPC's four core strategies would evolve under the new legislative mandates and whether time or focus would shift across areas. Mr. Seltz responded that the HPC's new responsibilities under the new health care laws align closely with HPC's existing core strategies and noted that one new area of the HPC's work that will likely encompass all four strategies is state health resource planning. He said that the state health resource planning work will require data and research analysis, convening of communities, partnering work with other groups and stakeholders, and understanding market dynamics to better assess supply, distribution, and misalignment of healthcare services and system closures in areas across the Commonwealth. He emphasized that these new mandates reflect the legislature's understanding of the HPC's existing work and capabilities. Ms. Devaux acknowledged that it could be beneficial to eventually look at the agency's four core strategies to see if there are any new areas of work that should be recognized, specifically around the HPC's new health resource planning work.

Mr. Cohen asked Mr. Seltz to discuss the work the HPC does with other state agencies for the new commissioners including the Center of Health Information and Analysis (CHIA), the Department of Health (DPH), and other agencies. Mr. Seltz shared a brief overview of the work and collaboration between the HPC and other state agencies, including CHIA, DPH, and the Division of Insurance, which is now represented on the HPC's Board.

Mr. Walsh asked how federal policy changes in health care influence HPC's strategic planning and ongoing work. Mr. Seltz responded that the HPC continuously monitors national policy changes, especially regarding changes to Centers for Medicare & Medicaid Services (CMS) rulemaking and federal coverage policies. He added that HPC regularly collaborates with organizations such as the Blue Cross Blue Shield Foundation, the Massachusetts Health Connector, as well as the Massachusetts Hospital Association to interpret and assess federal implications for Massachusetts in terms of loss of coverage, changes in enhanced tax credits, and changes to the MassHealth program and administrative rules - which would ultimately affect affordability and access for residents of the Commonwealth.

Mr. Caljouw commented on the diversity of experience among board members, especially in government, public policy, private market experience, and health economics. He said that the variety of expertise on the Board will be critical as the HPC navigates a rapidly changing healthcare environment amidst federal policy changes. He emphasized that the HPC should maintain engagement with providers, clinicians, hospitals, and insurers to maintain an understanding of how these changes are impacting the community.

Mr. Seltz continued the presentation, focusing on the legislative updates under Chapters 342 and 343 of the Acts of 2024 and shared an overview of the HPC's new offices, workstreams, and the primary care task force. Ms. Elstermeyer noted that while the new offices and initiatives of the HPC were recently codified into law, the areas of focus were not new to the HPC. She added that the legislature gave these new responsibilities to the HPC given the agency's proven track record and expertise in all of the areas mentioned by Mr. Seltz.

Mr. Willmuth commented on the importance of the HPC's new oversight role overseeing private equity and for-profit market transactions and expansions into Massachusetts. He emphasized the impact that private equity has had through expansion in nursing homes and home health care. He underscored the important role the HPC has in private equity oversight now, especially given the impact of private equity intrusion in the Massachusetts health care market and the Steward hospital bankruptcy and system collapse in 2024.

Mr. Marzilli Ericson asked about the HPC's Office of Health Resource Planning (OHRP) forthcoming state health plan, he asked about the general audience of the report and the use of the report to ensure its impact. Mr. Seltz responded that the state health plan will be particularly helpful for the HPC's sister agencies, such as CHIA and

DPH's Determination of Need (DoN) program, and even the HPC's work as the agency examines market transactions. He said that a state health plan will ideally be able to better guide market activity by identifying priority needs and service gaps across Massachusetts. He said that the plan could also help remove or reduce regulatory barriers to entering the health care market and possibly help incentivize the market to invest in the areas that are most in need. He added that while the state health plan will likely have influence on market behavior, it could also help guide the use of different government levers to expand care where needed, which would go beyond what the HPC can do. Mr. Marzilli-Ericson commented on the possibility of exploring the state's export of health care services to other states within the state health plan.

Ms. Devaux asked about OPPA and the timeline and data availability of the first report. Mr. Seltz said that the report would likely utilize data from CHIA's new data collection on pharmacy benefits managers but said he is unsure of when that data would be available for analysis. He also mentioned use of the All-Payers Claims Database (APCD) for the annual report and utilization of private data sources that examine pharmaceutical and pricing trends. Mr. Seltz acknowledged the new Director of OPPA, Matt Frank, and noted that first report will likely be released in 2026.

Mr. Caljouw commented on the HPC's 2025 policy priorities noting that it was a great start and were reflective of initiatives led by the HPC and legislatively mandated focus areas. He also added that it would be beneficial to have a clear prioritization of the policy priorities given limited bandwidth, time, and resources.

Mr. Liebman added that while the policy priority areas listed are all important to focus on, he has concern about creating explicit policy silos, noting that there is risk of losing sight of the broader goal of improving health outcomes. He encouraged the Board to have future discussions to better assess spending within the various categories listed. He noted it would be beneficial to understand the return on investment of health care spending and further examine which categories deliver measurable benefits for the state.

Mr. Walsh added that the Board may need to revisit discussions around health insurance coverage among Massachusetts residents given federal policy changes. He noted concerns about residents' potential loss of health insurance coverage, losing MassHealth or being removed from the Health Connector. He suggested that the HPC continue to collaborate with other state partners with a goal to restore Massachusetts' historically high levels insurance coverage for residents.

Mr. Harding acknowledged and agreed with many of the comments from commissioners and noted affordability as a top issue for EHS, specifically consumer and employer affordability, and the impact of affordability on the other various policy priorities included in the presentation.

Mr. Seltz acknowledged concerns of commissioners especially as it ties into coverage and affordability and the HPC use of APCD data to also examine pharmaceutical utilization and the impact on health care costs and affordability and continued the remaining portion of the presentation.

Ms. Devaux asked in light of the HPC's new expansion of responsibilities what that will mean for staffing, budget, and completion of ongoing workstreams within the agency. Ms. Elstermeyer responded that the HPC did receive close the amount in its budget request this year so the agency is currently operating within that budget to staff the new offices and will be hiring a few more staff for the new offices within the HPC and noted the HPC has been reassigning staff internally to work on various projects. She added that the HPC is in a good place to hire expert consultants and outside contractors to assist with the new work of the HPC as well.

Mr. Walsh noted that he would be leaving the meeting during the break and would be recusing himself from the discussion and the vote regarding the Mass General Brigham-CVS Health proposed affiliation.

BREAK

Commissioners took a 10-minute break and the meeting resumed at 2:35 PM

ITEM 6: Recent Notices of Material Change

Ms. Kate Scarborough Mills, Senior Director, Market Oversight and Transparency, provided background of the HPC's statutory authority and process for reviewing material change notices (MCNs) and an update on those received since the last Board meeting. For more information, see slides 44-63.

Mr. Marzilli Ericson asked how often the Office of the Attorney General accepts the HPC's recommendation to further review a transaction once the final Cost and Market Impact Review (CMIR) report is issued, and he asked if other agencies utilize the HPC's CMIR final reports. Ms. Mills described the referral process and its relation to enforcement by the Attorney General's office. Mr. Caljouw added that the CMIR reports are helpful and have the benefit of private market participants reviewing the report's conclusions, recommendations, and data, which oftentimes is considered during other private market conduct and negotiations.

Mr. Marzilli Ericson asked if the structure and framework of the report is public so parties can anticipate what will be evaluated, or if the structure changes based on each unique situation. Ms. Mills said that it is a combination of both, noting that the HPC has released general principles of the CMIR and has released 10 CMIRs to date so market participants can know what to expect, but noted that there a degree to which each CMIR is customized to the specific transaction under review, since the individual drivers of spending, quality, access and equity changes tend to be fact specific to a particular transaction.

Mr. Leibman asked about the number of CMIRs compared to the number of market transactions filed with the HPC. Ms. Mills responded that the HPC has conducted and completed 10 CMIRs of the 192 market transactions filed with the HPC.

Mr. Marzilli Ericson asked about one of the market transactions that the HPC elected not to proceed with a CMIR. He expressed concern over private equity ownership of a skilled nursing facility and its potential impact on quality and mortality rates and asked how the HPC completed its assessment of the transaction. Ms. Mills responded that she is limited in what she can disclose during public board meetings due to confidentiality restrictions but that she could discuss this concern offline. She did note that both the current owner was already for-profit and while a private investment firm was acquiring the skilled nursing facility, the details of the transaction reviewed would not likely significantly change systems already in place.

Commissioner Caljouw noted that it could be helpful for commissioners if staff could share a trend analysis of recent transactions to potentially identify emerging patterns across the market over a particular period of time and noted it could be valuable in terms of the HPC's new health planning work. Ms. Mills agreed and said that staff could prepare additional data cuts which could potentially break down private equity involvement trends and broader market insights for a future meeting.

Proposed Contracting Affiliation between Mass General Brigham and CVS Health (VOTE)

Ms. Megan Wulff, Director, Market Oversight and Monitoring, provided an overview of the proposed contracting affiliation between MinuteClinic Primary Care (operated by CVS) and Mass General Brigham (MGB). Ms. Wulff further elaborated on the HPC's recommendation of initiating a CMIR for the MGB and CVS proposed affiliation give the anticipated changes the transaction will have on spending, quality, access, and equity within the Commonwealth and analyzing similar CVS primary care models in other states.

Mr. Caljouw expressed support for proceeding with a CMIR given the variety of access issues in primary care in Massachusetts. He emphasized the importance of further examining the modified primary care model proposed under the transaction and the transactions impact on equity and equitable access to care in underserved regions of the state.

Mr. Willmuth acknowledged Commissioner Caljouw's comments and agreed with the recommendation to proceed with a CMIR of the proposed transaction. He noted the importance of the HPC looking at this transaction in the big picture and encouraged an in-depth review of the entities, considering previous expansions and affiliations involving the parties in this transaction.

Mr. Cohen agreed with previous comments to move forward with a CMIR and added his concern about the role of behavioral health in comprehensive primary care and the need to examine the integration of behavioral health care in the primary care model. He added it would be valuable to look at states utilizing a similar model of care and what that means for mental health visits.

Ms. Cotterell said that she agreed with moving forward with a CMIR and added that it would be important to further examine the clinic's sites of care and how patients would access services like labs, radiology, and diagnostics, and consider how that would impact referral patterns and costs.

Mr. Harding acknowledged the primary care shortage in Massachusetts and noted that a priority of Secretary Mahanian and EHS is to increase patients' access to affordable, high-quality, and equitable primary care. He agreed with other commissioners on their concerns and the need to further review this transaction but emphasized that increased access to primary care is needed in the Commonwealth.

Mr. Marzilli Ericson agreed with the comments of the previous commissioners and suggested that the HPC look into whether the staff at the clinics would be paid at the same rate as other MGB advanced practice practitioners and if the HPC could get data from Georgia to see if CVS clinic staff are being paid at the same rate as other Emory providers.

Mr. Harding asked how long Georgia had been utilizing this new model of primary care. Ms. Wulff said that this primary care model has been operating in Georgia since the beginning of 2025, so the HPC would have about a year of experience in Georgia to consider during the CMIR.

Mr. Caljouw commented that it would be important to evaluate the utilization of services in Georgia and the impact on utilization of services within the health care system, including referrals and specialty referrals, in addition to evaluating the impact on cost.

Ms. Wulff presented additional details on the CMIR process.

Mr. Caljouw asked if the parties had identified a timeline for a proposed closing date of the transaction. Ms. Wulff responded that the parties would like to do so by the end of the year. Mr. Seltz provided final remarks noting that conversation with the parties has been very constructive and he expects the HPC to be able to conduct this CMIR expeditiously.

Ms. Devaux managed the vote to initiate a CMIR for the CVS MinuteClinic-MGB affiliation. Ms. Devaux asked for a motion. Commissioner Caljouw made the motion, and Mr. Cohen seconded it. The vote was taken by a voice vote. The motion was approved.

ITEM 7: Executive Director's Report

Mr. Seltz began the Executive Director's report which began with an overview of the HPC's new policy brief on Hospital at Home in Massachusetts. Mr. Seltz shared background, key findings, and policy consideration within the Hospital at Home policy brief. For more information, see slides 66-77.

Mr. Cohen asked about rehospitalization rate data within the report and if the HPC could consider exploring rehospitalization rates in the future. Mr. Seltz acknowledged that the HPC was challenged during this particular report due to having a relatively small sample size in terms of accessible data, but he hopes that the HPC can explore this issue further, in a couple of years, when there is a larger sample size and data set available.

Ms. Devaux asked about Congress' reauthorization of the Hospital at Home program and what that would look like. Mr. Seltz said that he was not sure what the reauthorization would look like but noted that the program is exceptionally beneficial and that reauthorization is a priority for the American Hospital Association and that the program is generally popular among hospitals and patients.

Mr. Willmuth said that he appreciated the HPC producing the Hospital at Home policy brief and noted his concern that MassHealth patients are unable to take advantage of the program given MassHealth's inability to pay for duplicative services and therefore being unable to cover hospital at home programs for MassHealth patients. He said that could result in a two-tiered system where MassHealth patients end up staying in a hospital longer than needed, and wealthier patients being discharged sooner because they can afford a personal care attendant or their insurance covers those services and said that this issue is worth continuing to look into.

Ms. Cotterell agreed with Mr. Willmuth's comments and noted that it is important to further look at appropriateness of admission and standards of care from an equity perspective to ensure that all patients are receiving the same level of care, resources, and staff, and not just wealthier patients who can afford those services.

Ms. Elstermeyer previewed the upcoming 2025 Health Care Cost Trends Hearing for commissioners, including the purpose of the hearing and upcoming changes to this year's hearing. She noted that the hearing will be held on Thursday, November 12 at Suffolk University Law School in Boston.

Ms. Elstermeyer also shared a brief update on the HPC Advisory Council, including background and updates to the composition of the Advisory Council.

ITEM 8: 2025 Public Meeting Schedule

Ms. Devaux shared an overview of the upcoming public meetings for the HPC, noting the next HPC Board meeting would be on Thursday, October 23.

ITEM 9: Adjourn

The meeting adjourned at 3:35 PM