

**Okanogan County Public Hospital District #3
MID VALLEY HOSPITAL & CLINIC
REGULAR BOARD OF COMMISSIONERS MEETING**

June 27, 2024, 5:30 p.m.
MVH Education Center Conference Room C/D and via Teams

MINUTES

BOARD:

P	Richard Johnson, Ed.D, Chair
P	Ellen Delaney, Vice-Chair
P	Evon LaGrou, Member

P	Rebecca Christoph, RN, Secretary
P	Debi Clark, Member

STAFF:

P	John White, CEO
P	Holly Stanley, CFO
E	Carol Neely, RN, Director of Nursing
P	Randy Coffell, HR Director
P	Chris Wagar, COO
P	Lisa Eaton, Executive Office Manager

T	Dr. Jennifer Thill, CMO
T	Pat McKinnon, RN, Quality Director
P	Dr. King, MD, Chief of Staff
P	Drake Jerald, Controller
P	Tiffany Keeton, ED/Acute Care Manager

GUESTS:

T	Sandy Johnson, Attorney
T	Matt Falkner, WIPFLI
T	Dang Ta, WIPFLI

P = Present, E = Excused, A = Absent, T = Teams/Telephone

1. Meeting was called to order at 5:30 p.m. by Chair Dr. Richard Johnson.
2. Acceptance/Changes to Agenda:

Motion was by Commissioner Debi Clark to accept the updated agenda as presented in the Board Packet. Commissioner Ellen Delaney seconded the motion, which passed unanimously without further discussion.

3. Public Comments: Happy Birthday – CEO John White.

4. Consent Agenda Items: Commissioner Evon LaGrou moved to approve the following as presented in the Board Packet:
- a. Regular Meeting Minutes of May 23, 2024
 - b. Special Meeting Minutes of June 5, 2024
 - c. Special Meeting Minutes of June 11, 2024
 - d. Warrants, Vouchers, & EFTs; Bad Debts and Healthcare Assistance Program
 - e. Medical Staff Credentialing Recommendations

Commissioner Debi Clark seconded the motion, which passed unanimously without further discussion.

5. Board Education Session: 2023 Financial Statement Presentation and Analysis: WIPFLI LLP- Matt Falkner, Senior Manager and Dang Ta, Senior Accountant, provided a presentation of the Okanogan County Public Hospital District No. 3 2023 Audited Financial Statement and Report as included in the Board Packet. Matt Falkner provided a summary of Mid Valley Hospital's 2023 Filed Cost Report.
6. Continuing Business: Scope of Authority Policy Approval: A discussion was engaged in by the Board and Leadership team, regarding the submitted Scope of Authority Policy and supporting documentation.

Commissioner Ellen Delaney moved to accept the Scope of Authority Policy as presented in the Board Packet. Commissioner Debi Clark seconded the motion, which passed unanimously without further discussion.

7. Continuing Business: CEO Transition Planning and General Discussion, Continued. Martin Godwin, Managing Partner for Cameron Carmichael, Executive Search Firm, has been engaged by the Board for a successor to CEO John White. A final contract is in place and Mr. Godwin is working now to structure the timeline and schedule for this work. He will be traveling to Omak July 8th and meeting key stakeholders and getting to know our community.

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8. New Business: Approval of Full-Time Chief Medical Officer (CMO): Currently, the Chief Medical Officer (CMO) position, held by Dr. Jennifer Thill, is a benefitted, employed 0.5 FTE. Given the increasing complexities of healthcare regulatory compliance, medical staff engagement, best practice in quality, safety, and continuous improvement in clinical work, coupled with the vision of Mid Valley Hospital and Clinic leadership to grow into a regional medical center, the current workload for the Chief Medical Officer far exceeds 20 hours/week (0.5 FTE). An SBAR and job description included in the packet was discussed.

Commissioner Evon LaGrou moved to authorize the increase of the Chief Medical Officer Position to 1.0 FTE including both administrative and clinical duties as presented in the Board Packet. Commissioner Rebecca Christoph seconded the motion, which passed unanimously without further discussion.

**Chair Dr. Richard Johnson calls for a 15-minute break at 6:55 p.m.
Meeting resumed at 7:10 p.m.**

9. New Business: Resolution 682, Surplus Property: CFO Holly Stanley presented Resolution 682 for approval by the Board of Commissioner.

Commissioner Evon LaGrou moved to adopt Resolution 682, as presented, in the Board Packet. Commissioner Ellen Delaney seconded the motion, which passed unanimously without further discussion.

10. New Business: Resolution 683, Designating an Officer of the District to Co-Sign Warrants: CEO John White presented Resolution 683 which is a standard resolution to transfer signature authority on District bank accounts from John White to Interim Superintendent Chris Wagar. All District warrants require two signatures. Randy Coffell is the second signatory.

Commissioner Evon LaGrou moved to adopt Resolution 683 as presented in the Board Packet. Commissioner Ellen Delaney seconded the motion, which passed unanimously without further discussion.

11. New Business: Acceptance of 2023 District Audited Financial Statements: CFO Holly Stanley requested acceptance by the Board of Commissioners for the 2023 District Audited Financial Statements, as presented.

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Commissioner Evon LaGrou moved to approve the acceptance of the 2023 Audited Financial Statements, as presented in the Board Packet. Commissioner Debi Clark seconded the motion, which passed unanimously without further discussion.

STAFF REPORTS

12. CEO Report: CEO John White presented his final CEO report as seen in the Board Packet and added a heartfelt thank you to the entire team.
13. CFO & Finance Committee Report: CFO Holly Stanley reviewed the CFO and Finance Committee report as presented in the Board Packet, highlighting above average stats for the month in various areas, which included a historical high of 1,110 ED visits with 336 of those visits Fast Track.
14. Financial Statements, Statistics, and Analysis: CFO Holly Stanley shared April 2024 Financial Dashboards, Statistics, and Analysis as presented in the Board Packet.
15. COO, Clinic & Facilities Committee Reports: COO Chris Wagar provided the Chief Operating Officer, Clinic and facilities report as presented in the Board Packet. The report contained a lot of information. A few items that were highlighted by Chris were Social Climb update and survey responses along with next steps for sharing the information with the Staff and Community. Facilities Meeting Minutes were also included for review.
16. CNO Report: CNO Carol Neely presented her report as seen in the Board Packet. Carol emphasized the ongoing success of the education opportunities we continue to provide to the staff. The recent skills fair was a success.
17. Human Resources Director Report: HR Director Randy Coffell presented his HR report as included in the Board Packet. The employee referral program continues to be successful and our turnover rate remains low.
18. Quality and Patient Experience Report: Director of Quality/Risk Manager Pat McKinnon touched on bullet points from her report as presented in the Board Packet.
19. Marketing & PR Director, External Committee Report: COO Chris Wagar provided marketing highlights, committee minutes and updates as presented in the Board Packet
20. CMO & Chief of Medical Staff Reports: CMO Dr. Jennifer Thill provided a verbal report via teams updating the Board on the status of recruitment for an additional Hospitalist, trauma application, residents' schedules, fast track and the general surgery on call schedule.

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Chief of Medical Staff Dr. King provided a verbal update to the Board which included continued discussion regarding the need for temporary general surgery diversion and next steps for additional general surgery support.

21. Acceptance of Board, Medical Staff, and Administration Reports: **Commissioner Ellen Delaney moved to accept Administration and Medical Staff Reports as presented in the Board Packet and verbally, by the administrative staff. Commissioner Ellen Delaney seconded the motion, which passed unanimously without further discussion.**

22. Commissioner's Open Discussion, Meeting Evaluation and Planning for Future Meetings:
There was no discussion among the Commissioners.

23. Executive Session:

As cited on the meeting Agenda, the Board excluded the public from the meeting under the following statutory exceptions:

- **Matters of Litigation.** RCW 42.30.110 (i) To discuss with legal counsel representing the agency matters relating to agency enforcement actions, or to discuss with legal counsel representing the agency litigation or potential litigation to which the agency, the governing body, or a member acting in an official capacity is, or is likely to become, a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the agency.

This subsection (1)(i) does not permit a governing body to hold an executive session solely because an attorney representing the agency is present. For purposes of this subsection (1)(i), "potential litigation" means matters protected by RPC 1.6 or RCW 5.60.060(2)(a) concerning:

(i) Litigation that has been specifically threatened to which the agency, the governing body, or a member acting in an official capacity is, or is likely to become, a party;

(ii) Litigation that the agency reasonably believes may be commenced by or against the agency, the governing body, or a member acting in an official capacity; or

(iii) Litigation or legal risks of a proposed action or current practice that the agency has identified when public discussion of the litigation or legal risks is likely to result in an adverse legal or financial consequence to the agency.

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- **Quality Improvement.** RCW 42.30.110 Executive sessions; Exception, Quality Improvement Committee Discussion.

(1) Nothing contained in this chapter may be construed to prevent a governing body from holding an executive session during a regular or special meeting:

(o) To consider information regarding staff privileges or quality improvement committees under RCW 70.41.205;

(2) Before convening in executive session, the presiding officer of a governing body shall publicly announce the purpose for excluding the public from the meeting place, and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the presiding officer. The announced purpose of excluding the public must be entered into the minutes of the meeting required by RCW 42.30.035.

- **Evaluation of Qualifications for Public Employment.** RCW 42.30.110(1) Executive sessions “Nothing contained in this chapter may be construed to prevent a governing body from holding an executive session during a regular or special meeting: (g) To evaluate the qualifications of an applicant for public employment or to review the performance of a public employee. However, subject to RCW 42.30.140(4), discussion by a governing body of salaries, wages, and other conditions of employment to be generally applied within the agency shall occur in a meeting open to the public, and when a governing body elects to take final action hiring, setting the salary of an individual employee or class of employees, or discharging or disciplining an employee, that action shall be taken in a meeting open to the public.”


Commissioner Debi Clark moved to convene Executive Session for a duration of 20 minutes. Commissioner Evon LaGrou seconded the motion, which passed unanimously without further discussion.

- a. Executive Session began at 8:30 p.m.
- b. At 8:50 p.m., in accordance with the statute cited above, the presiding officer Board Chair Dr. Richard Johnson extended the executive session an additional 10 minutes.
- c. The Board returned to Public Session at 8:58 p.m.

25. Action Following Executive Session, if required: None

26. Adjournment: **There being no further action to come before the commission, Commissioner Evon LaGrou moved to adjourn the meeting. Commissioner Debi Clark seconded the motion, which passed unanimously without further discuss. The meeting was adjourned at 8:58 p.m.**

ADOPTED AND APPROVED BY THE BOARD OF COMMISSIONERS this 25th day of July 2024, the following Commissioners being present and voting in favor of the resolution:


Chair, Dr. Richard Johnson


Vice Chairperson, Ellen Delaney


Secretary, Rebecca Christoph


Commissioner


Commissioner