

Orcas Island Health Care District
Board of Commissioners - REGULAR Meeting Minutes
REMOTE BOARD MEETING
Tuesday, August 4, 2020
5:00 – 7:00 pm

Commissioners Present (via Zoom):

Art Lange
Diane Boteler
Patricia Miller, Secretary
Pegi Groundwater
Richard Fralick, President

Staff (via Zoom):

Anne Presson, Superintendent
Pat Hunt, Project Mgmt. Consultant

Commissioners Absent:

None

I. Call to Order

President Fralick called the meeting to order at 5:00 pm and noted all Commissioners and the Superintendent were present.

II. Public Comment

Superintendent Presson read the Public Comments received via email. The Public Comments are posted on the District website in the August 4th Meeting Materials folder.

III. Consent Agenda

The items contained in the Consent Agenda included: July 7th & July 21st Regular Board Minutes, and AP Voucher Reports dated July 25th and August 2nd.

MOVED by Commissioner Boteler, seconded by Commissioner Lange to approve the Consent Agenda as presented. No further discussion. VOTE 5:0:0. MOTION CARRIED.

IV. Medical Clinic Operator RFP 2020-03

President Fralick asked each Commissioner to provide feedback from the July 30th presentation by Island Hospital (IH) since this was the first chance the Board has had to dialogue since. The Commissioners proceeded to provide their reactions from the presentation, which are summarized below.

Commissioner Miller – IH did a good job presenting. She expressed both nervousness and happiness that they seem to be saying “yes” to the scope of services. There needs to be a lot more discussion around the details to ensure IH and OIHCD are fully aligned. On that note, Commissioner Groundwater commented that there will also need to be discussion around what training and/or other resources will be needed to deliver the full scope since not all services are performed today.

Commissioner Lange – felt IH came across as credible, professional, and genuine. He acknowledged the devil will be in the details, and if we move to the next phase it will be important to clarify those details. He felt IH did an excellent job conveying their intentions and was please at their stated desire to work collaboratively with the OIHCD, clinic staff, and members of the community.

Regular Meeting Minutes
August 4, 2020

Commissioner Boteler – agree with all that had been said. She felt IH did a good job and liked that they did not get defensive when asked a question they did not have an answer to. She admired they recognized they did not know everything, and she was heartened with their willingness to look at the full scope of services. She also appreciated their broader view and seeing the clinic as part of the larger health care system. She is encouraged by their intent to be very involved in the community and their interest in partnering closely with Chief Williams. She feels the focus on community engagement is genuine, as that is what they do in Anacortes, and likes the focus on keeping us healthy and not just dealing with patients when they are sick.

President Fralick felt what he was hearing was an overall optimism from the Board. He commented that he is also optimistic at this point and realizes many of the details are yet to be worked out. Based on the Board's reaction, he felt it was prudent to proceed with negotiations to see if the two organizations can reach agreement on what will work.

There was continued discussion about specific parts of the proposal. Commissioner Lange walked the Board through a little more detail on the proposed after-hours process. There was an interest in finalizing his document to provide the Board with a clear picture of the process once someone calls the after-hours number.

Commissioner Miller provided a summary of the meeting she and Commissioner Groundwater had with the IH COO since the last Board discussion. They were able to gain a few more answers to questions, which included revenue assumptions, some of what went into the cost allocation, and the charity care policy. Commissioner Miller spoke about the management contract approach versus what exists today with both Clinics. She feels this approach has advantages and some disadvantages. Discussion continued around the need to have some insight into what it costs to run a combined clinic, and there was consensus that some minimal level of reporting is going to be an essential element in the contract negotiations. Finally, Commissioner Miller felt it will be important to understand what they have in mind for community outreach. She wants to make sure actions will be in the best interests of the community, and the Board would like to have some input into where we think their time should be spent. Commissioner Lange agreed and felt we should distinguish between activities that are more marketing versus educational.

Commissioner Miller would like to see some timeline and process for reconciliation. If costs come in lower and/or revenue is higher, there is an opportunity to return some of the fee. The IH COO seemed receptive to having that discussion. Commissioner Lange cautioned that in asking for this type of reconciliation, it could lead to the OIHCD owing IH more money. Finally, there will need to be discussion about reserves. This should include the mechanics for how/when to access those funds.

There was consensus to move forward in contract negotiations. The initial step was for all Commissioners to review the template CSA and return feedback to Commissioner Groundwater. A discussion will be held at the August 18th Board meeting, which will include getting consensus around the most important elements in the CSA.

Before leaving this Agenda item, the Board discussion focused on the timing for making such a change. Commissioner Boteler said that as it pertains to COVID-19, this will be here for a long time. It is all the more reason why she is confident this is the right time to be making this decision and is why she is more inclined to move forward. This is the best change to try to get a clinic model that is appropriate for the island and financially sustainable. One element Commissioner Miller would like IH to share in negotiations is the impact COVID-19 has had on their financials and what reserves they have to see themselves through an extended pandemic.

Regular Meeting Minutes
August 4, 2020

MOVED by Commissioner Boteler, seconded by Commissioner Miller to proceed with contract negotiations with Island Hospital to run a consolidated clinic on Orcas. No further discussion. VOTE 5:0:0. MOTION CARRIED.

The next item as part of the negotiations was to consider granting a waiver of conflict being that OIHCD and IH currently use the same legal firm. Discussion was held as to the benefit of allowing IH, who has had a much longer relationship with Don Black, to utilize their services in negotiations with the District. All Commissioners found Don ethical and felt having him in the mix would bring a good perspective and be valuable to the process.

MOVED by Commissioner Miller, seconded by Commissioner Boteler to authorize President Fralick, Commissioner Groundwater and Superintendent Presson to begin research and interviews of alternate attorneys to represent OIHCD in contract negotiations with Island Hospital. A recommendation will be brought to the August 18th Board meeting. No further discussion. VOTE 5:0:0. MOTION CARRIED.

Finally, President Fralick indicated a Negotiations Team of two Commissioners will need to be identified. Both President Fralick and Commissioner Miller indicated their plates were full. After continued discussion, Commissioners Groundwater and Lange were suggested as the two to represent the OIHCD.

MOVED by Commissioner Miller, seconded by Commissioner Groundwater to appoint Commissioners Groundwater and Lange to represent the OIHCD in contract negotiations with Island Hospital. No further discussion. VOTE 5:0:0. MOTION CARRIED.

V. Committee and Work Group Reports

- a. **Finance Committee** – Commissioner Miller asked that we have Island Hospital review the equipment list to help the Board develop a capital plan for the next 5-10 years. Having some of that insight will inform the decisions on how/if it makes sense to restructure the long-term debt. There was consensus to have Commissioner Boteler and Superintendent Presson work with Patty Codd at IH to come up with what we think are the equipment needs – both new and replacement. Discussion should include how much telehealth visits might impact space and equipment needs.
- b. **Building Committee** – Commissioner Groundwater reported that contracts have been signed with both the roofing and HVAC contractors. The permits are secured and there was a site visit with Sage Building. Superintendent Presson was able to get permission from Orcas Center to allow staff parking there during construction. The two projects are expected to kick off in early September and last approximately 8 weeks. One item that remains outstanding is around a filtration system, in response to COVID-19, and details will be brought to the next Board meeting. Finally, there was consensus of the Board to authorize the Building Committee to choose the shingles color.

VI. Old Business

- a. **Interlocal Purchasing Agreement** - Commission Groundwater reminded the Board that there is an existing Interlocal Agreement with Lopez Island Hospital District that is specific to the benefits of the Superintendent. This new Interlocal Joint Purchasing Agreement and associated Resolution 2020-02 will legally permit the kind of sharing of purchasing for things like the Zoom and DocuSign licenses between the two Districts.

MOVED by Commissioner Miller, seconded by Commissioner Groundwater to approve Resolution 2020-02 and the Interlocal Joint Purchasing Agreement. No further discussion. VOTE 5:0:0. MOTION CARRIED.

- b. **Annual Performance Review** - President Fralick reminded the Board that this is the time for this activity. Based on feedback from the last Board meeting, he revised the form that was used last year and has sent it to the Commissioners. He asked that completed forms are returned to him by the end of the day on Sunday, August 9th. He will aggregate the responses and results will be discussed in Executive Session at the August 18th Regular Meeting. Final action will be taken at the September meeting.
- c. **Template CSA** – Superintendent Presson was asked to distribute the current template to all Commissioners. As discussed earlier, feedback will be incorporated into a new version to be reviewed and finalized at the August 18th Regular Board meeting.

VII. New Business

There was no new business to discuss.

VIII. Operations Report

The Superintendent shared information specific to the 2021 renewal for the District’s insurance provided by Enduris. The annual premium for General Liability insurance was increased by \$180, and the renewal period is September 2, 2020 through August 31, 2021.

Superintendent Presson also reported she will bring the 2020 mid-year financial update and 2021 budget calendar to the August 18th meeting.

IX. Public Comment

Superintendent Presson read two comments submitted via Chat.

Leif –

The progress towards self-determination in Orcas Island healthcare has been a long road. I see in this ongoing dialogue (indeed even the very existence of this body to have the dialogue) a willingness to address past problems.

I was fearful of capitulation by our representatives once again to the interests of a much larger organization with the putative resources to solve our problems, but without the special sauce of advocacy that assures that the unique long-term interests of the local community are protected.

We have learned some hard lessons in the basics of what does not work in these kinds of negotiations and what future exigencies that can arise. I see some of the most concerning of these already addressed in the preceding dialogue.

As I see it, the duty of Island Hospital is to its own openly stated reforms for its own organizational integrity. The matter of what “Patient Centered” care means SHOULD BE in the hands of who can most knowledgeably advocate for this community’s interests. This cannot be delegated.

And the matter of what is a “Medical Home” means in my perspective, has to do with integrating the many aspects of this model we are creating for the best long-term service of our community. How are the pieces going to fit? We have so many that do not fit well, and it is inappropriate for us, as we have done previously, to ask our contracted “clinic operator” to perform this function for us.

It is OUR OWN responsibility to guide this process in detail. I believe this is what you are doing? But not in so many words. So, I want to say them. Thanks again for what you are doing and how you are going about it.

Regular Meeting Minutes
August 4, 2020

***Aimee Johnson** – thank you for all of your efforts and your thoughtfulness towards future contract discussions with Island Hospital, and consolidation of the clinics on Orcas. I am hopeful and know OFHC is looking forward to continuing to care for Orcas patients.*

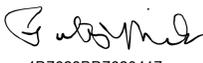
X. Upcoming Meetings

The next Regular Board meeting will be August 18th via Zoom.

XI. Meeting adjournment

MOVED by Commissioner Groundwater, seconded by Commissioner Lange to adjourn the meeting at 6:55 pm. VOTE 5:0:0. MOTION CARRIED.

Minutes approved this ____ day of _____, 2020.

DocuSigned by:

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Attest: Patricia Miller, OIHCD Board Secretary

8/20/2020

Date signed