

Orcas Island Health Care District
Board of Commissioners – SPECIAL Board Meeting

Thursday, October 15, 2020
5:00 – 7:00 pm

MINUTES

Commissioners Present (via Zoom):

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

Staff Present (via Zoom):

Anne Presson, Superintendent

Commissioners Absent:

None

I. Call to Order

President Fralick called the meeting to order at 5:00 pm, noting that this is the Board's 23rd meeting of the year, and all Commissioners and the Superintendent are present via video.

II. Public Comment

The meeting began with an invitation for public comment, first by prior email submission, and secondly live via Zoom. President Fralick requested that last week's public comment be read first, as it was missed due to an oversight. Superintendent Presson read a comment submitted via email from Jen Taylor, UW Medicine Orcas Clinic, Clinic Manager.

In response to the status of Suboxone Providers currently on Orcas, Dr. Mike Alperin has provided this service since his arrival in 2017.

Upon his retirement, Dr. Tony Giefer made arrangements for his patients' continuation of care during the 3-month period of time Orcas Medical Center would not be able to provide the service. Shortly after the OMC transition to UW, Dr. Alperin was able to continue care for the Suboxone program patients.

III. Medical Clinic Operator Contract

Superintendent Anne Presson summarized the two edits to the final draft since the version that was shared yesterday:

* Section 2.3 b **After Hours Services**. The Skagit District shall also provide After Hours Care for Orcas Island residents and visitors at all times that the Clinic is closed including weeknights in accordance with mutually agreed upon protocols that include having a Provider available on-call **and physically accessible** on Orcas Island.

* page 12 – “on or before”, **change to “on”**, striking “or before”

Several items of concern and/or requested contract edits were raised:

1. Comm. Boteler suggested changing “family practice” to “family medicine” as that is the proper terminology.

SJCPHD#3: OIHCD
Special Meeting Minutes
October 15, 2020

2. Comm. Groundwater concerned that the termination language on page 5, section 2.3 doesn't give an adequate out, and proposed adding and out clause if "**Any change in Scope of Services**". Commissioners Fralick and Lange expressed that should that occur triggering events 5.2 c 5, and Sections 1 and 5 would provide adequate protection.
3. Comm. Miller concerned that contract removed Licensed Clinical Social Worker onsite without a fee reduction. Discussion clarified that per Exhibit B, Integrated Behavioral Health (IBH) services were added as required, and in-clinic is the ultimate goal. In the meantime, off-island will be offered via tele-health using IH's existing IBH program.
4. Comm. Miller asked Comm. Boteler about previous concerns in regard to the ability of Internal Medicine doctors to adequately address all "after hours" care. Discussion concluded that this is resolved and seems ok.
5. Comm. Miller is concerned that contracted timing to deliver the draft of Island Hospital's annual business plan by 10/31 is too late for OIHCD's budget cycle, which requires a hearing in early November. Superintendent Presson agreed to re-read the language; however, also being a PHD Island Hospital has the same budget deadlines and the intent is to start well in advance to be able to wrap up decisions in enough time prior to the budget deadlines.
6. Comm. Miller had hoped for more specific language to indicate intent that the actual financial performance of Island Health's first five years would be "determinant" of new fee, rather than ambiguity of current phrasing "in order to determine". Other Commissioners were comfortable with the language as written.
7. Comm. Miller inquired about the clause regarding examination of records, assuming that an audit process would be too expensive. Discussion clarified that this clause is an expression of intent to keep Island Hospital records open to examination and review at any time.
8. Comm. Miller is concerned that regarding a reduction in providers, the phrase "material adverse impact" is not defined.

Discussion:

Discussion continued among the Board as to each Commissioners' willingness to act on this version of the Agreement. Areas of concern for two of the Commissioners centered around the trigger language and IH's willingness to consult with the District when contemplating changes; however, existing language states that IH maintains sole discretion on any changes to Required Scope of Services. After continued conversation around that issue in the termination language, some Commissioners felt that a material change in the scope of services would be trigger #1 which states:

"Material failure by either District to support any act in alignment with the goals and intent of this Agreement, or either District's actions to disparage or otherwise actively interfere with the stated goals and intent of the Districts per this Agreement, following a mutually agreed dispute resolution process."

a. Final Agreement – action

MOVED by Commissioner Lange, seconded by Commissioner Boteler to approve Island Hospital contract, as is. VOTE 3:2:0, with Commissioners Miller and Groundwater dissenting.

SJCPHD#3: OIHCD
Special Meeting Minutes
October 15, 2020

Commissioner Fralick inquired what the vote would be if the contract were amended to include Commissioner Groundwater's proposed change, and that was determined to be 5:0:0.

President Fralick asked what it would take for Commissioners Groundwater and Miller to vote to approve the Agreement. They concurred that adding one additional trigger event related to scope of services would suffice. Agreement was to pose the following addition to the IH leadership:

A change in the required services that the Orcas District reasonably and in good faith believes adversely affects health care provided to the Orcas community.

b. Next Steps

President Fralick summarized that the Negotiation Committee will go back to Island Hospital with the proposed edit as discussed

IV. Building Committee

a. HVAC – updated project/costs

President Fralick shared that some problems arose that were not anticipated, including the need to insulate side walls and replace the large skylight in the center of the building. Superintendent Presson shared that the cost of insulation removal would be determined by evaluation of workers' timecards to arrive at a T&M number, possibly as high as \$20,000. The cost insulating the fire walls was provided in a Change Order from Sage, with a total cost of approximately \$4,400. She will have more exact costs for the items contained in the T&M charges, as well as the final T&M total cost after meeting with Sage on October 16.

b. Roof – updated project/costs

President Fralick expressed that the roof work is complete, and that the building is watertight, with no leaks following a recent rain and wind event. However, there is additional work that needs to be done – staining of the new fascia boards, and installation of gutters. He shared quoted costs for each (staining fascia ~\$5,000 as T&M, and gutter estimate ranges from \$16,000-\$22,000). While not ideal, President Fralick offered that perhaps gutter work could be delayed, and opened for discussion about how best to proceed with both, inviting the Board to determine action steps. It was clarified by President Fralick that the gutters could get added to the existing roofing contract without having to go through a new RFP process, which would be required if Board wanted to request new quotes (assuming over \$15,000 as above). The Board decided to authorize proceeding with staining the fascia boards, and to ask the contractor for detailed quotes with itemization, especially for the gutters.

c. Other items related to project

President Fralick shared that the staff is happy with their quieter and dry conditions. There is an approved change order for finishing the interior area of the new skylights. Commissioner Groundwater commented on the recent issue that was identified upon receipt of the final roof invoice. What came to light is that the contractor only included sales tax on the shingles and not the price for add on items (e.g. insulation). This will need to be resolved.

SJCPHD#3: OIHCD
Special Meeting Minutes
October 15, 2020

V. Finance Committee

a. 5-year financial projections – update

Commissioner Miller requested deferring to the next meeting.

b. GO Bond – action on final draw

Commissioner Miller stated that action is needed today to initiate the final draw amount of \$383,641 to bring the total principal to \$800,000.

MOVED by Commissioner Miller, seconded by Commissioner Groundwater to approve the final GO BOND draw as presented. No discussion. VOTE 5:0:0. MOTION CARRIED

Amortization schedule update: Commissioner Miller requested Board authorization for the Finance Committee to create the schedule after she updates the cash flow projection. All needs to be completed by October 20, per WAFed.

MOVED by Commissioner Groundwater, seconded by Commissioner Lange to authorize the Finance Committee to create the amortization schedule based on the updated 5-year cash flow analysis. No further discussion. VOTE 5:0:0. MOTION CARRIED

c. OIHCD FY '21 Budget – update

Superintendent Presson will discuss this at the next meeting. She will make similar changes once Commissioner Miller updates the amortization schedule.

VI. Public Comment

Commissioner Fralick invited additional public comments. Zoom attendee, Debra Gussin, Executive Director from UW Neighborhood Clinics commented that she is “disappointed by the decision to contract with Island Hospital but committed that the UW team will do what they can to support the District through a transition”

VII. Adjourn

MOVED by Commissioner Groundwater, seconded by Commissioner Boteler to adjourn the meeting at 7:09 pm. No discussion. VOTE 5:0:0. MOTION CARRIED.

Minutes approved this ____ day of _____, 2020.

DocuSigned by:

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Attest: Patricia Miller, OIHCD Board Secretary

11/11/2020

Date signed