

Orcas Island Health Care District
Board of Commissioners - REGULAR Meeting Minutes
REMOTE BOARD MEETING
Tuesday, September 15, 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

Commissioners Absent:

None

I. Call to Order

President Fralick called the 20th meeting of the OIHCD to order at 5:02 pm. He noted 4 of the 5 Commissioners were present and Commissioner Boteler would join later. The District's Superintendent was also present.

II. Public Comment

Superintendent Presson reported there were no Public Comments received via email prior to the meeting.

III. Consent Agenda

There was one item contained in the Consent Agenda, the September 1, 2020 Regular Board Minutes. Commissioner Groundwater asked that the Minutes be taken from the Consent Agenda as she requested modifications, which were discussed.

MOVED by Commissioner Groundwater, seconded by Commissioner Lange to approve the September 1, 2020 Minutes as modified. No further discussion. VOTE 4:0:0. MOTION CARRIED.

IV. Committee and Work Group Reports

- a. **Negotiations Committee** – Commissioner Groundwater shared an update on the negotiations process with Island Hospital (IH). The Committee met with representatives from IH the prior Thursday to discuss how they would proceed. There was agreement on the approach and philosophy, and the group was able to get through a portion of the template Agreement. The concept the group is following is to work through the business issues and then have the lawyers talk about the legal issues.

Commissioner Lange shared that he felt the meeting was very collaborative and felt the trust that is building is an element of importance for the relationship. He explained the two aspects of trust being trust in each other's competence and motives. He felt the group made a good step in the right direction on both counts.

The Committee reviewed the updated Agreement, which called out the changes discussed in the meeting. A lot of discussion was held around the degree of OIHCD's input or influence in

making hiring decisions. President Fralick recalled the Board's prior discussion on this topic and he didn't want to have that degree of power. He felt it crosses the line into the micromanagement threshold for him. Further discussion was postponed until Commissioner Boteler was able to join the meeting. When she did join the discussion resumed, and Commissioners were asked to weigh in on their feelings about approval for hiring at different positions in the clinic.

Commissioner Miller was fine having two representatives on the interview committee and not Board consensus on hiring of providers. She was more concerned about clinic leadership, which will be the Clinic Manager and Medical Director. For those positions, she would like to include language that states the person is "reasonably acceptable" to the OIHCD.

Commissioner Boteler's preference was to have consensus yet her main concern is making sure any candidate is a good fit. She hopes IH has the same goal and is open to other language. Commissioner Groundwater commented that it is her understanding the Medical Director will be the Medical Director for the other clinics at Island Hospital. The Committee was asked to get more details as to how this position will support Orcas. There was agreement if the Medical Director was reasonably acceptable to OIHCD, the Board would trust that person to providers who are a good fit.

Commissioner Boteler expressed the need to ensure all providers taking after-hours call have experience in a broad range of issues, including pediatrics. She also asked to be included in the discussion of the list of required versus desired services. Commissioner Boteler understood Dr. Shinstrom to be the only currently provider able to address Suboxone, and she would like to know how IH will address that issue. She would like to see the program maintained and eventually have someone in the clinic responsible for it.

After feedback from all Commissioners, there was consensus that having two representatives on the hiring Committee for providers was acceptable. When it came to the Clinic Manager, there was a desire to ensure the wording of "reasonably acceptable" was included. Further discussion was needed on the Medical Director once more details were provided.

Commissioner Groundwater shared that Patty Codd provided detail on equipment needs and associated costs. We are awaiting more detail from Patty on space planning, including what the plan would be if there was a need to expand the number of exam rooms. The concerns around ownership of equipment was discussed, and the fact that anything needed for the lab would most likely be provided by manufacturers. That is why those items remain the property of IH. The District could consider purchasing lab equipment with a useful life of more than five years.

President Fralick reminded the Board of the timeline and a commitment to have a decision to UWNC by October 15th. The Board will reserve the right to call a Special Meeting, if necessary. Superintendent Presson asked that Commissioners provide her with any upcoming travel dates that would limit availability in October.

Commissioner Miller expressed concern about language that appeared to allow IH to change the Scope of Services at their sole discretion. Commissioner Groundwater explained that wasn't the case, and the language was more referring to policies (e.g. who does what) as opposed to services. Commissioner Miller also cautioned that it will be important to set expectations around after-hours care if the term "urgent" is no longer being used. She stressed

the importance of setting expectations with the community as to what care is provided after-hours, and that it is only when determined medically necessary. She wants to make sure the wording is not too broad in the Agreement. Superintendent Presson suggested adding a page for Definitions, which would ensure a clear understanding of what terms mean.

The Board continued through all of the suggested changes to-date. The Committee is scheduled to meet with IH again on the 23rd and hopes to bring back a fully reviewed document at the next Regular meeting.

- b. **Building Committee** – President Fralick visited the clinic yesterday and spent time surveying all of the work being done on the new HVAC installation. He said he came away very impressed with what he saw. He reported the site itself is very well organized and professional. The removal of the insulation has gone very well and the cleanliness of the facility will be greatly improved.

There was one complication having to do with the fire walls, which will need to be insulated yet the cost wasn't included in the original insulation bid from the roofer. The HVAC contractor is working on getting the cost to hang R21 bats in those areas. This will be billed on a time and materials basis, and the cost will be included in the cost of the demolition. That was also to be billed on an hourly rate, and the estimate for the demo is in the range of \$10,000.

President Fralick thanked the clinic staff for their cooperation. He also reported the Clinic Manager is participating in a weekly meeting with the Building Committee and contractor to monitor how work is progressing.

Finally, President Fralick reported that the Committee decided not to proceed with the filtration system at this time. In talking with IH, they weren't convinced the system would deliver on what it said it would do. Sage agreed the system hadn't received FDA approval, and also confirmed it could be added at a later date. Based on all of the feedback, the Committee decided to not pursue at this time.

- c. **Finance Committee** – Commissioner Miller shared the Committee received the full year FY '21 budget from OFHC earlier in the day. She will review and incorporate into the overall financial projections. The Committee is still waiting for the final budget from UWNC for FY '21. Their Finance Director has been in the hospital and they have brought back her predecessor to help while she continues to be on leave. Superintendent Presson shared information on why the PPP funds haven't yet been incorporated into the FY '20 budget reconciliation.

Debra Gussin, UWNC Executive Director, was on the call and provided an update on the PPP funds. UWNC is still waiting for clear direction from the government as to the parameters for loan forgiveness. When that is confirmed the funds will be distributed across all of the UWNC clinics. She assured the Board that there will be full transparency as to what ends up being allocated to Orcas. Commissioner Groundwater asked if the plan is to apportion based on the number of staff since the PPP was used to protect the workforce. Debra explained the approach will be the same across all clinics and didn't have any specifics yet.

Commissioner Miller also reported she is working on updating the numbers on equipment costs and will decide what we should include if there are changes from previous projections. In other revenue projections, the Board will likely be the recipient of funds from a Trust that will need to be allocated in some way. Finally, the Board will want to understand how IH wants to

be paid, whether in advance or in arrears. The Negotiations team was asked to address that at their next meeting.

As there continue to be unanswered questions, there is no decision on the General Obligation Bond. At this point, there doesn't appear to be any compelling reason to increase the loan amount. The Committee will see if WAFed will refinance without taking additional funds

V. Old Business

- a. **Nell F. Brown Trust** - Superintendent Presson has been working with the Trustees of the Nell F. Brown Charitable Remainder Unitrust and received confirmation the documentation provided was adequate in establishing the District as the successor in interest of OMF. She thanked Commissioner Groundwater for her assistance in drafting the letter to the Trustees. Superintendent Presson will follow up on the estimated distribution date of the funds.
- b. **OMF Safety Deposit Box** - Commissioner Lange provided an update on the OMF safety deposit box at Key Bank. He contacted a former OMF Board Member who wasn't able to recall what might be in the box other than paperwork related to ownership of the building.

MOVED by Commissioner Lange, seconded by Commissioner Groundwater to not spend the \$250 to drill open the OMF Safety Deposit Box. No further discussion. VOTE 4:1:0. MOTION CARRIED. Commissioner Miller was opposed.

VI. New Business

- a. **Personnel Policy** – Commissioner Groundwater shared that when the Board wrote the offer letter to Superintendent Presson it included 7.5 vacation days/year. When the Personnel Policy was written it assumed two weeks of vacation, which would only provide 5 days for a part-time employee. Since the Policy wasn't intended to reduce what was included in the offer letter, she is recommending a change to the Personnel Policy specific to vacation accrual.

6.2.4.2. Accrual. *Vacation leave is accrued starting on the employee's first day of employment, with full time employees accruing 0.83 vacation days per month **unless a different accrual rate is specified in the employee's offer letter.** Part-time employees working between 20 and 40 hours per week accrue vacation leave in proportion to the number of hours worked per week as a percentage of a 40-hour week (their "proportionate amount") **unless a different accrual rate is specified in the employee's offer letter.** Employees working less than 20 hours a week do not accrue vacation leave. Full-time employees will not be permitted to accrue more than 120 hours of unused vacation leave; part-time employees will not be permitted to accrue more than their proportionate amount of 120 hours of unused vacation leave. Unused vacation leave accrued in excess of 120 hours (or the proportionate amount of 120 hours for part-time employees) will be forfeited.*

MOVED by Commissioner Groundwater, seconded by Commissioner Miller to approve the recommended language circulated by Commissioner Groundwater to amend language having to do with vacation. No further discussion. VOTE 5:0:0. MOTION CARRIED.

VII. Operations Report

- a. **OIHCD Budget** - Superintendent Presson provided an overview of the OIHCD’s FY’21 budget. As was shared during the Finance Committee report, there are several key items that remain in question so there haven’t been any updates since the initial draft of the budget. There was discussion around the Board calendar and need to consider a Special Meeting. There was consensus to hold October 13th for a Special Meeting, if needed. A final decision will be made at the October 6th Regular Board meeting.
- b. **Administrative Assistant** - Superintendent Presson shared an Administrative Assistant Job Description that has been reviewed by the Staffing Committee. Discussion was held and the only change requested was around the salary. Commissioner Miller suggested the rate be changed to a range so there is flexibility depending on the candidate’s level of experience.

MOVED by Commissioner Groundwater, seconded by Commissioner Lange to authorize Superintendent Presson to start the search for an Administrative Assistance. No further discussion. VOTE 5:0:0. MOTION CARRIED.

VIII. Public Comment

There were no Public Comments submitted at this time.


IX. Upcoming Meetings

The next Regular Board meeting will be October 6th via Zoom.

X. Meeting adjournment

MOVED by Commissioner Groundwater, seconded by Commissioner Boteler to adjourn the meeting at 6:40 pm. VOTE 5:0:0. MOTION CARRIED.

Minutes approved this ____ day of _____, 2020.

DocuSigned by:

 4D7623BD7620417...

2/25/2021

Attest: Patricia Miller, OIHCD Board Secretary

Date signed