

**Orcas Island Health Care District
Board of Commissioners – SPECIAL Meeting Minutes
REMOTE BOARD MEETING
January 25, 2022**

Commissioners Present (via Zoom):

Pegi Groundwater, President
Diane Boteler, Secretary
Art Lange
Richard Fralick
Dave Zoeller

Commissioners Absent:

None

Staff (via Zoom):

Tom Eversole, Interim Superintendent

I. Call to Order

President Groundwater called the special meeting to order at 5:00 p.m., replacing the second regular January meeting. She noted that there was a quorum with three commissioners present; Commissioners Boteler and Zoeller joined the meeting later.

II. Public Comment

There were no requests for public comment at this time.

III. 2021 Audit Exit Conference

Elizabeth Corcoran, Audit Manager from the Office of the Washington State Auditor, reported on the accountability audit conducted by the Office of the District's 2019–2020 operations. She stated that the results were very positive, with no identified issues. The next accountability audit will be for 2021–2022. She noted that if District annual revenues consistently exceed \$2 million, a separate financial audit may be triggered as well.

In a special announcement, Commissioner Lange informed meeting participants that Island Primary Care–Orcas had been formally grandfathered by CMS contractor into reimbursement rates in effect when the initial 2020 application was filed. This is hugely important for the District financially. He offered thanks to former Superintendent Anne Presson, Interim Superintendent Tom Eversole, and consultants Jake Johnston, Katie Jo Raebel, and Jodie Carona for their efforts in this important achievement.

IV. Consent Agenda

The items contained in the Consent Agenda included: the December 11, 2021, Regular Board Meeting Minutes; an AP Voucher dated 12/13/21 in the amount of \$493,296.18; an AP Voucher dated 12/26/21 in the amount of \$3857.32; and an AP Voucher dated 1/13/22 in the amount of \$6070.45. Groundwater asked to remove the Dec. 13 and Jan. 13 AP Vouchers from the consent agenda.

MOVED by Commissioner Fralick, seconded by Commissioner Lange to approve the Dec. 11, 2021 Regular Board Meeting Minutes and the Dec. 26 AP Voucher. VOTE 5:0:0. MOTION CARRIED.

For the Dec. 13 voucher, Groundwater asked for detail on clearing up final credit card charges; Eversole will follow up. For the Jan. 13 voucher, Groundwater noted we may want to drop future membership in AWPHD if seminars don't resume.

MOVED by Commissioner Fralick, seconded by Commissioner Boetler to approve the Jan. 13 AP Voucher. VOTE 5:0:0. MOTION CARRIED.

V. Operations Report

Eversole continues to learn about the District's and County's administrative systems and to acquaint himself with clinic staff and facilities. He completed a Master Services Agreement and the first work order for the District's handyman and is working to prioritize a list of work needed at the clinic.

VI. Old Business

Fralick asked how the commissioners should pursue their expressed intent to move toward a policy and strategy role, given the transition of the Superintendent role to Eversole. Eversole will be assessing what kinds of financial and administrative support would be needed to handle new task assignments.

VII. New Business

a. Resolution Appointing Pegi Groundwater as Auditing Officer for AP Vouchers

MOVED by Commissioner Fralick, seconded by Commissioner Boteler to approve Resolution 2022-01 appointing Pegi Groundwater as an auditing officer for AP Vouchers. VOTE 5:0:0. MOTION CARRIED.

b. Resolution Appointing Tom Eversole as Agent for Claims Resolution

MOVED by Commissioner Fralick, seconded by Commissioner Zoeller to approve Resolution 2022-02 appointing Tom Eversole as agent for claims resolution. VOTE 5:0:0. MOTION CARRIED.

c. Administrative Changes to District Mastercard Account

MOVED by Commissioner Boteler, seconded by Commissioner Lange to replace Anne Presson with Tom Eversole on the District Mastercard account at Banner Bank and to 1) establish a \$15,000 company limit with no personal guarantee, 2) secure credit cards issued to the Interim Superintendent and the Board President, and 3) declare them as the only contacts and cardholders on the account. VOTE 5:0:0. MOTION CARRIED.

d. Commissioner Compensation Policy – Groundwater presented a draft of a Commissioner Compensation Policy, as recommended by the County Auditor, who is the Treasurer for the District. Fralick suggested an additional point stating that "Multiple meetings in one day shall be compensated as a single meeting."

MOVED by Commissioner Zoeller, seconded by Commissioner Lange to adopt the draft Commissioner Compensation Policy as amended. VOTE 5:0:0. MOTION CARRIED.

VIII. Committee and Work Group Reports

a. Building Committee

- i. Fralick recommended we continue the annual maintenance contract for the HVAC system and the Board concurred.

- ii. The roads have numerous potholes, but he recommends that major road repairs/changes be based on an overall plan for the site. The Board concurred that Fralick should look for someone to advise on all aspects of a site plan, including intended uses, facilities, and roads.
- iii. The parking area for the clinic staff is currently a mudhole. Fralick will look into graveling the area and will seek Board authorization for the work at the February 1st Board meeting.

b. Finance Committee

- i. Fralick reported that Island Hospital (now Island Health, IH) provided a closing report for April–June 2021 but the July–September report is late. An October–December (Q4) report is due by Jan. 25 but due to computer issues may be late. A meeting is scheduled for Feb. 3, but will likely be postponed until the Q4 financials are available.
- ii. The District needs information as soon as possible on the financial impacts of the grandfathering action in order to work on a five-year budget forecast. The final reimbursement rates may take a while to determine, which could affect cash flow, but the finance committee is not concerned about an immediate cash shortage.

c. Communications Committee

- i. Eversole and Lange discussed ways of keeping the community more informed, working along with IH and clinic staff.
- ii. They are concerned with disrespectful treatment of people at the clinic. One employee has resigned because of this behavior. They are looking at ways to address the problem.
- iii. They are exploring new ways to gather community feedback, such as expanding our email address list and requesting reader responses.

IX. Public Comment

Millie Vetterlein asked about the impact of Island Hospital’s name change. Aimee Johnson responded that the new name signified a full system of care, not just a hospital. Dr. James, clinic medical director, thanked the commissioners for all their work and noted that policy work is important.

X. Upcoming Meetings & Activities

A regular meeting will be held on February 1.

XI. Adjourn

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

Minutes approved this ____ day of _____, 2022.

Attest: Diane Boteler, OIHCD Board Secretary

Date signed