



**LEWIS COUNTY HOSPITAL DISTRICT NO. 1  
REGULAR BOARD OF COMMISSIONERS' MEETING**

**October 26, 2022, at 3:30 p.m.**

**Conference Room 1 & 2 or via ZOOM**

<https://myarborhealth.zoom.us/j/88977900692>

Meeting ID: 889 7790 0692

One tap mobile: +12532158782,,88977900692#

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**Mission Statement**

**To foster trust and nurture a healthy community.**

**Vision Statement**

**To provide accessible, quality healthcare.**

AGENDA	DISCUSSION	ACTION	OWNER	DUE DATE
<b>Call to Order</b> <b>Roll Call</b> <b>Reading the Mission &amp; Vision Statements</b>	Board Chair Herrin called the meeting to order via Zoom at 3:30 p.m.  <b>Commissioners present:</b> <input checked="" type="checkbox"/> Tom Herrin, Board Chair <input checked="" type="checkbox"/> Kim Olive, Secretary <input checked="" type="checkbox"/> Wes McMahan <input checked="" type="checkbox"/> Craig Coppock <input checked="" type="checkbox"/> Laura Richardson  <b>Others present:</b> <input checked="" type="checkbox"/> Leianne Everett, Superintendent <input checked="" type="checkbox"/> Shana Garcia, Executive Assistant <input checked="" type="checkbox"/> Sara Williamson, CNO/CQO <input checked="" type="checkbox"/> Dr. Kevin McCurry, CMO <input checked="" type="checkbox"/> Julie Johnson, Quality Manager <input checked="" type="checkbox"/> Cheryl Cornwell, CFO <input checked="" type="checkbox"/> Spencer Hargett, Compliance Officer <input checked="" type="checkbox"/> Janice Cramer, Medical Coordinator <input checked="" type="checkbox"/> Kathleen Arnold, Interim Pharmacist <input checked="" type="checkbox"/> Shannon Kelly, CHRO			

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	<ul style="list-style-type: none"> <li>☒ Dr. Mark Hansen, Chief of Staff</li> <li>☒ Jessica Scogin, Foundation Manager</li> <li>☒ Jim Frey, IT Director</li> <li>☒ Diane Markham, Marketing Manager</li> <li>☒ Clint Scogin, Controller</li> <li>☒ Kurt O'Brien, Consultant</li> </ul> <p>Board Chair Herrin noted the chat function has been disabled and the meeting will not be recorded.</p>			
<b>Approval or Amendment of Agenda</b>		Commissioner Coppock made a motion to approve the agenda. Secretary Olive seconded and the motion passed unanimously.		
<b>Conflicts of Interest</b>	Board Chair Herrin asked the Board to state any conflicts of interest with today's agenda.	Executive Assistant Garcia noted a conflict of interest with New Service Line.		
<b>Comments and Remarks</b>	<p>Commissioners: Secretary Olive commended the Arbor Health Foundation and staff for an excellent dinner auction. Commissioner Coppock thanked the AH Foundation and all their efforts. Commissioner McMahan thanked Dr. Hansen and Medical Records for their smooth and quick service, as well raised continued concern of the closing of the custodial care program. Board Chair Herrin thanked all involved for the successful dinner auction.</p> <p>Audience: None.</p>			
<b>Executive Session- RCW 70.41.200</b>	<p>Board Chair Herrin announced going into executive session at 3:40 p.m. for ten minutes to discuss RCW 70.41.200-Medical Privileging. The Board returned to open session at 3:45 p.m.</p> <p>Board Chair Herrin was experiencing technical problems.</p>	Commissioner Coppock made a motion to approve the Medical Privileging as presented and Commissioner Richardson seconded. The motion passed unanimously.		

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	<p>Secretary Olive noted no decisions were made in Executive Session.</p> <p>Initial Appointments- Arbor Health</p> <ol style="list-style-type: none"> <li>1. Karolyn Moody, DO (Emergency Medicine Privileges)</li> <li>2. Fabiola Puga, MD (Family Medicine Privileges)</li> </ol> <p>Radia Inc.</p> <ol style="list-style-type: none"> <li>1. Udayan Srivastava, MD (Radiology Consulting Privileges)</li> </ol> <p>Reappointments-</p> <p>Providence Health &amp; Services</p> <ol style="list-style-type: none"> <li>1. Minal Bhanushali, MD (Telestroke/Neurology Consulting Privileges)</li> </ol> <p>Radia Inc.</p> <ol style="list-style-type: none"> <li>1. Bart Keogh, MD (Radiology Consulting Privileges)</li> <li>2. Timothy Larson, MD (Radiology Consulting Privileges)</li> <li>3. David Lee, MD (Radiology Consulting Privileges)</li> <li>4. Brendan McCullough, MD (Radiology Consulting Privileges)</li> <li>5. Mark Pflieger, MD (Radiology Consulting Privileges)</li> </ol>			
<p>Department Spotlight</p> <ul style="list-style-type: none"> <li>•</li> </ul>	<p>Board Chair Herrin noted the spotlight has been deferred to next month.</p>			
<p><b>Board Committee Reports</b></p>	<p>Foundation Manager Scogin noted the dinner auction was a success with 102 attendees and raised over \$29,000. She thanked Dr. Kevin</p>			

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<ul style="list-style-type: none"> <li>Hospital Foundation Report</li> </ul>	<p>McCurry for his Fund-A-Need EKG presentation, as well as everyone who supported and helped put on the event. The Christmas Gift Sale is November 29<sup>th</sup> and 30<sup>th</sup> and will be open to the public. The Gladys Howlett Scholarships have awarded over \$25,000 to recipients this year. The AH Foundation is doing a reboot of their 15-Minute Philanthropy program in hopes to help with future scholarship needs. Gerry Maize is leaving at the conclusion of this year, so recruiting for the Treasurer position.</p>			
<ul style="list-style-type: none"> <li>Finance Committee Report</li> </ul>	<p>Secretary Olive highlighted the Finance Meeting which included the Emergency Department Visits continues to be strong. There were no capital needs this month. The District received a demand letter from Medicare to pay back the remaining \$1,200,000 of the Advance Medicare Payments from 2020 due to COVID. The Finance Committee recommends approving the resolution in Consent Agenda. The 2023 budget was presented with explanations on large variances. The District anticipates an estimated loss in 2023. The State of WA Audit is being completed remotely and the whole board will participate in the exit conference. Updates are being requested to the Executive Compensation Committee Charter due to measures through Gallagher being eliminated and a new service line was presented, both of which will be further discussed in New Business.</p> <p>Board Chair Herrin noted a large variance on the line-item Charity Care on the Income Statement. CFO Cornwell noted a mismatch between the line the budget is on versus the line the revenue deduction is linked. Best to look in</p>	<p>Add Charity Care Education to December Finance Committee Meeting.</p>	<p>CFO Cornwell &amp; Executive Assistant Garcia</p>	<p>12.21.22</p>

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	total versus by line. Superintendent Everett recommended revisiting this important topic at the December Finance Committee to educate on the importance of the Charity Care program.			
<b>Consent Agenda</b>	<p>Board Chair Herrin announced the consent agenda items for consideration of approval:</p> <ol style="list-style-type: none"> <li>1. Approval of Minutes <ol style="list-style-type: none"> <li>a. September 28, 2022, Regular Board Meeting</li> <li>b. October 19, 2022, Finance Committee Meeting</li> </ol> </li> <li>2. Warrants &amp; EFTs in the amount of \$3,680,102.76 dated September 2022</li> <li>3. Approve Documents Pending Board Approval &amp; Ratification 10.26.22</li> <li>4. RES-22-33-Approving the Advance Medicare Payment</li> </ol>	<p>Commissioner McMahan made a motion to approve the Consent Agenda and Commissioner Coppock seconded. The motion passed unanimously.</p> <p>Minutes, Warrants and Resolutions will be sent for electronic signatures.</p>	Executive Assistant Garcia	10.28.22
<b>Old Business</b> <ul style="list-style-type: none"> <li>• Superintendent Succession Plan</li> </ul>	<p>CHRO Kelly noted the recruiters are receiving candidates and continue to narrow down the list of the most qualified candidates. The Superintendent/CEO Search Committee is regrouping on November 9<sup>th</sup> to finalize the candidate list for the first-round screening interviews on November 15<sup>th</sup> and 17<sup>th</sup>. The final three candidates will tentatively come for onsite interviews on December 2<sup>nd</sup>, 5<sup>th</sup> and 9<sup>th</sup>.</p> <p>Board Chair Herrin noted his apologies for missing the meeting on October 20<sup>th</sup>.</p>			
<ul style="list-style-type: none"> <li>• Superintendent Everett's Contract</li> </ul>	Board Chair Herrin noted at last month's board meeting it was identified that the hiring of a new Superintendent is taking longer than Superintendent's notice period of December 31, 2022. Board Chair Herrin proposed having two commissioners negotiate the terms	Commissioner Coppock made a motion to appoint Board Chair Herrin and Secretary Olive to negotiate the terms of Superintendent's contract extension		

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	<p>of the contract extension. Board Chair Herrin recommended Secretary Olive and himself as the two commissioners on the committee already.</p> <p>Superintendent Everett shared an interest in contracting an additional eight weeks to February 24, 2022.</p>	<p>and Commissioner McMahan seconded. The motion passed unanimously.</p> <p>Execute 8-week contract extension for Superintendent Everett.</p>	<p>Board Chair Herrin, Secretary Olive &amp; CHRO Kelly</p>	<p>12.31.22</p>
<p><b>New Business</b></p> <ul style="list-style-type: none"> <li>Revision to the Executive Compensation Committee Charter</li> </ul>	<p>CHRO Kelly noted one of the benchmarks in the charter was eliminated this year from the Gallagher survey. CHRO Kelly presented updated benchmarks; Milliman Other, Milliman All Participants, discounted 25% and Gallagher Revenue 50-99M.</p> <p>Superintendent Everett shared the market pay adjustment to the Superintendent's base rate generally occurs in third quarter and the variable pay adjustment occurs generally during first quarter during the performance evaluation. The Board Chair works directly with HR on this task.</p>	<p>Secretary Olive made a motion to revise the Executive Compensation Committee Charter as proposed and Commissioner McMahan seconded. The motion passed unanimously.</p> <p>Revise and update the Executive Compensation Committee Charter in Lucidoc.</p>	<p>Board Chair Herrin &amp; CHRO Kelly</p>	<p>11.16.22</p>
<ul style="list-style-type: none"> <li>Board Policy &amp; Procedure Review</li> </ul>	<p>Distribution of Board and Committee Packets-Approved.</p> <p>Hospital Declaration of Personal Property as Surplus-Approved.</p> <p>Records Retention-Approved.</p>	<p>Marked three documents as Reviewed in Lucidoc.</p>	<p>Executive Assistant Garcia</p>	<p>10.28.22</p>
<ul style="list-style-type: none"> <li>2023 Board Education</li> </ul>	<p>Superintendent Everett wanted to know the Board's interest in continuing or postponing education sessions with Kurt O'Brien. Superintendent Everett shared with change coming; new Superintendent, healthcare challenges and the current market, it might be in the Board's best interest to engage during this transitional period and revisit in six-months. The Board agreed they have enjoyed Kurt's training and have been able to apply to how they govern and make decisions. The</p>	<p>Email AWPHD Governance Education opportunities and MRSC newsletter to Commissioners.</p>	<p>Executive Assistant Garcia</p>	<p>10.28.22</p>

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	<p>Board proposed moving to a quarterly sessions, but do not want to lose traction with where we need to go with a new superintendent. Commissioner McMahan expressed his desire for additional resources and educational opportunities around governance and committee work. Superintendent Everett reiterated the importance of taking advantage of the webinars already in session through AWP/WSHA. Executive Assistant Garcia reiterated the importance of following MRSC too for agency support and updates.</p>			
<ul style="list-style-type: none"> <li>Introduce Proposed Budget</li> </ul>	<p>CFO Cornwell introduced the proposed 2023 Budget and while most hoped 2022 would be a rebound year, it ended up being worse. During the budget process it was evident we have cost sensitive managers, along with many regulations and requirements that ensure compliance. A 5% increase is what most small hospitals are experiencing, as we continue to experience agency costs while recruiting permanent staffing. Administration advocates growing to increase volumes verses cost containment given our reimbursement model. At the end of the day, we need healthcare, and we are in it together, but this path is not sustainable. Reducing staff that is already burnt out does not seem feasible and may diminish morale, as well as safe patient care. CFO Cornwell and the Finance Committee agree staying the course and making monthly decisions on operational planning. The proposed 2023 Budget will continue to evolve in preparation for the Special Board Meeting-Public Hearing on Monday, November 14, 2022.</p>			
<ul style="list-style-type: none"> <li>New Service Line</li> </ul>	<p>Commissioners discussed integrating chiropractic services into our organization. CMO</p>	<p>EA Garcia removed herself from the meeting due to a</p>		

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	<p>McCurry supported this opportunity. Three commissioners supported the integration, whereas two commissioners preferred to delay this decision. Administration will work to validate the data presented in the proforma and may include the service line in the 2023 operating budget to be approved in November.</p>	<p>conflict of interest and Superintendent Everett will take minutes during this topic of discussion.</p>		
<p><b>Superintendent Report</b></p>	<p>Superintendent Everett highlighted the following:</p> <ol style="list-style-type: none"> <li>1. Packwood Clinic remains on track for January 2023.</li> <li>2. Elbe Home had an interested party that has fallen off and a price reduction has taken place.</li> <li>3. SAO Exit Conference is the financial audit with the state that is in process and taking place remotely. Planning to do the exit conference in late 2022 or early 2023 at a board meeting with the Board.</li> <li>4. Incident Command Update is covid rates remain lower for the District but with the virus soup out there we continue to encourage patients to get boosted. Call one of the clinics to get scheduled. Guideline changes are coming soon at the end of October and the District will communicate when appropriate.</li> <li>5. Rescheduling the November Compliance Committee Meeting due to staff being out of the office, so postponing to December 7, 2022.</li> <li>6. 2022 Q3 Department Strategic Measures were postponed to the November Regular Board Meeting to</li> </ol>	<p>Add 2022 Q3 Department Strategic Measures to the November Board Meeting.</p>	<p>Executive Assistant Garcia</p>	<p>11.16.22</p>



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	answer commissioner questions.			
Meeting Summary & Evaluation	Superintendent Everett highlighted the decisions made and action items.			
Break	Board Chair Herrin called for a 5-minute break at 6:00 p.m. The Board returned to open session at 6:05 p.m.			
Guest Speaker <ul style="list-style-type: none"> <li>Kurt O'Brien Consulting- Part 7</li> </ul>	The Board remains interested in holding a Special Board Meeting town hall in first quarter of 2023 and have interest in using the community conversation approach for engaging the community in dialogue. The Board agreed to discuss further the following; 1) what would the invitation look like, 2) brainstorm ideas for prompts/questions during the session, 3) room setup and 4) the role of the Board during the session.			
Adjournment	Commissioner Richardson moved and Secretary Olive seconded to adjourn the meeting at 6:41 p.m. The motion passed unanimously.			

Respectfully submitted,

*Kim Olive*

[Kim Olive \(Nov 18, 2022 05:45 PST\)](#)

Kim Olive, Secretary

Nov 18, 2022

Date







# 102622 Regular Board Meeting Minutes

Final Audit Report

2022-11-18

Created:	2022-11-18
By:	Shana Garcia (Sgarcia@mortongeneral.org)
Status:	Signed
Transaction ID:	CBJCHBCAABAAtnML0HunOzaMtlA7DMscrq3K81HkluNF

## "102622 Regular Board Meeting Minutes" History

-  Document created by Shana Garcia (Sgarcia@mortongeneral.org)  
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-  Document emailed to commissionerolive@myarborhealth.org for signature  
2022-11-18 - 1:27:17 AM GMT
-  Email viewed by commissionerolive@myarborhealth.org  
2022-11-18 - 1:45:14 PM GMT- IP address: 98.97.34.73
-  Signer commissionerolive@myarborhealth.org entered name at signing as Kim Olive  
2022-11-18 - 1:45:30 PM GMT- IP address: 98.97.34.73
-  Document e-signed by Kim Olive (commissionerolive@myarborhealth.org)  
Signature Date: 2022-11-18 - 1:45:32 PM GMT - Time Source: server- IP address: 98.97.34.73
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