

**Mission Statement**

Enriching lives through better health

**True North Statement**

To be the healthcare partner of choice for our community.

**Values**

Compassion – Showing empathy and respect

Integrity – Demonstrating moral and ethical principles

Quality – Achieving the best possible outcome

Safety – Committing to Safe Practices

Teamwork – Caring for the success of the team

***This institution is an equal opportunity provider***

**HARNEY COUNTY HEALTH DISTRICT  
BOARD OF DIRECTORS MEETING MINUTES  
Wednesday July 5, 2023**

**JOIN VIA ZOOM:** E-Mail invitation, with instructions & links

**HCHD Board Members Present:** Dr. Dan Brown, Debbie Bentz, Kara Bowen, Kathy Cook, Brad Erbe, Shana Withee, Sharon Davis

**HCHD Staff Present:** Dan Grigg, Catherine White, Erik Olson, Sammie Masterson, Elaine Wulff, Bobby Long, Dr. Linda Selby, Kim Kautz, Perrilyn Wells, Jen Hoke, Laura Attleberger, Kim Theall, Dr. Heidi Vanyo, Kathy Huffman

**HCHD Staff Present via Zoom:** Shirley Gillespie, Jeff Porter

***Sharon Davis called the meeting to order at 4:04 pm***

**Oath of Office and position number being filled:**

***Kathy Cook, Position #3, Debbie Bentz, Position #4, Brad Erbe, Position #5 and Kara Bowen, Position #6, were individually sworn in as members of the Harney County Health District Board of Trustees, by Sharon Davis.***

**ACTION ITEM: Approval of Special Board Meeting Minutes of June 7, 2023.**

**Corrections:**

On page 1, under Retain a recruiting search firm, advantages, first bullet, change analyzes to analysis. Under second bullet, the sentence should be, “*They have access to national candidates, which would not be as regional as what our search would be*”.

On page 4, under Discussion, fourth arrow, second line of sentence should be, “*could provide some critical input as to ~~what~~ how they think the position might best be filled.*”

***Dr. Dan Brown moved to approve the Special Board Meeting Minutes of June 7, 2023 as corrected. Kara Bowen seconded and motion passed six to zero. Shana Withee was absent for the vote.***

**ACTION ITEM: Approval of Board Meeting Minutes of June 7, 2023.**

**Corrections:**

On page 3, under Action Item, Resolution No. 2024-01, Resolution Categorizing the Tax, the motion passed should be six to zero, not five to zero.

***Dr. Dan Brown moved to approve the Board Meeting Minutes of June 7, 2023, as corrected. Kara Bowen seconded and motion passed six to zero. Shana Withee was absent for the vote.***

## **Election of Board Officers:**

The Governance committee slate of officers are.

- Chairperson: Sharon Davis
- Secretary: Dan Brown
- Treasurer: Shana Withee

There was discussion regarding the Governance Committee Charter and the process on how the slate of officers are nominated. It was asked, if there were other nominations than the presented slate of officers listed, can anyone else be nominated, and is that something that can be discussed. Sharon Davis stated that this is always open for discussion.

*Kathy Cook nominated Brad Erbe as Chairperson, and Brad accepted the nomination.*

After further discussion, this Action Item will be moved to later in the meeting, so the new members can see how the board interacts.

## **Interim CEO Discussion:**

- Job Title: Admin-01, "Chief Executive Officer – Administrator", Job Description.

## **Process**

**ACTION ITEM**, Hire an Interim CEO until a Permanent CEO can be hired.

*Brad Erbe moved to hire an interim CEO until a permanent one can be placed. Dr. Dan Brown seconded and motion passed six to zero. Shana Withee absent for the vote.*

- ✓ The Governance Committee will act as the Screening Committee.
- ✓ It was the consensus of the board; that a candidate should be available for a commitment for up to 12 months.
- ✓ It was the consensus of the board; to have the interim CEO start as soon as possible, but no later than August 15<sup>th</sup>, so there can be overlap with the current CEO.

**ACTION ITEM**, The posting has been closed, do we accept any further applications/resumes.

*Dr. Dan Brown moved that we no longer accept further resumes for the CEO Interim position. Debbie Bentz seconded and motion passed five to two, with Brad Erbe and Kathy Cook objecting.*

## **Criteria**

- ✓ It was consensus of the board: to hire the best candidate whether that be from an internal or external candidate.
- ✓ It was consensus of the board; that they would prefer to hire someone with CEO experience,
- ✓ It was consensus of the board; that the interim CEO, could also be a candidate for the permanent CEO position.
- ✓ It was consensus of the board; that the candidates should be screened for a Master's degree.
- ✓ It was consensus of the board; that a CEO with Critical Access Hospital experience be preferred.
- ✓ It was consensus of the board; that the interim CEO candidate be required to have 3 years of hospital administration experience, as stated in the job description.

## **Compensation Package**

- ✓ It was consensus of the board; that the interim CEO base salary be based on a negotiable market range, depending on experience. Any other items such as housing and pay for other expenses

such as rental car, weekend flights home, etc., can be discussed as part of the negotiable contract per candidate, depending if it would be an internal or external candidate.

**Further discussion on the permanent CEO Position:**

- ✓ Dr. Dan Brown: *The permanent position will require a lengthy board discussion, regarding goals for the hospital going forward, in-depth understanding of the next four or five years with finances and operations. He recommended putting this off until the Board retreat.*

**The Board adjourned for a ten minute break at 6:04 pm.**

**The Board reconvened at 6:11 pm.**

**Public Comment:**

No comments.

**Review/Discussion:**

**Administrative Report:**

- The Orthopedic Surgeon will start the beginning of September. He will be working two weeks on with two weeks off. There will be continuous presence from Sarah Lance, Ortho PA.

**Medical Staff Report:**

- Medical Staff recommends the board approve the list of appointments that are listed on the agenda. Change Spencer Clark, from, MD Emergency Medicine to MD Family Medicine.

**ACTION ITEM: Medical Staff initial appointments:**

*Shana Withee moved to approve the initial appointments, with recommendations from the Medical Staff for, Sarah Lance, PA, Tom Mouritsen, CRNA, Bradley Anderson, MD Emergency Medicine and Kenneth Lawson, MD General Surgeon. Kara Bowen seconded and motion passed seven to zero.*

**ACTION ITEM: Medical Staff re-appointments:**

*Shana Withee moved to approve the re-appointments, with recommendations from the Medical Staff for, David Brown, MD Orthopedic Surgery, Brian Stewart, MD Pathology, Cornelius Peeples, MD Emergency Medicine, Korena Farris, PA, Trung Nguyen, DO General Surgery, Sarah Laiosa, DO Family Medicine, Daniel Hanson, MD Ophthalmology, Spencer Clarke, MD Family Medicine and Dana Mann, MD Radiology. Kara Bowen seconded and motion passed seven to zero.*

**Governance Committee Report:**

No additions to the written report.

**Finance Committee Report:**

- There are two items that need to have action taken on, the GE MRI purchase and purchase of the Dexascan without funding.

**ACTION ITEM: Approve GE MRI purchase of 1.16 million:**

- The machine will be at its end of life by the end of this year and it will no longer be covered under a service contract. They will still service it, if something breaks down, but the charges would be at the going rate. Due to this, the Finance committee is recommending that we

sign a purchase agreement for the GE MRI Machine in the amount of 1.16 million to lock in the price as the price is expected to increase. This was not included in the budget. Payment would not be due until delivery and there will be a clause that would allow us to cancel the order at any time should we determine that we cannot financially move forward with the purchase.

- Dr. Vanyo stated this is a very important diagnostic piece of equipment.

***Debbie Bentz moved to approve the signing of a purchase agreement for the GE MRI Machine in the amount of 1.16 million. Kathy Cook seconded, motion passed seven to zero.***

**ACTION ITEM: Determine if the Foundation should continue to apply for funding this fall/early winter or if the Dexascan should be purchased without Grant Funding:**

- This has been discussed at every meeting since March 2023.
- Elisha Miller is still seeking funding, however we continue to not be able to serve our patients who need this and we continue to lose revenue. If the board decides to proceed without the help of the foundation and grants for this purchase, then those efforts to secure grants could possibly go to some other purchase that is needed.
- Dr's. Linda Selby, it is recommended that every woman essentially every two years, sometimes more or less depending on the case. To follow up to compare, it is recommended that the test be performed on the same machine. Due to this, Dr. Selby has been holding off ordering those tests, by sending them to someone else unless urgent.

***Brad Erbe moved to approve moving forward with purchasing the Dexascan in the amount of \$56,000, independent of any grant funding. Debbie Bentz seconded and motion passed seven to zero.***

**ACTION ITEM: Bank of Eastern Oregon Signature Card:**

***Kathy Cook moved that the Bank of Eastern Oregon create a signature card authorizing Sharon Davis, Shana Withee, Brad Erbe, Kathy Cook, Sammie Masterson, Toni Siegner, Erik Olson, Elaine Wulff and Bobby Long as authorized check signers on the account of Bank of Eastern Oregon. Brad Erbe seconded and motion passed seven to zero.***

**Safety & Quality Committee Report:**

No additions to the written report.

**ACTION ITEM: Election of Officers:**

**Treasurer: Shana Withee accepted nomination with no one else interested. The board made a motion and it passed seven to zero, that Shana Withee would serve as Treasurer.**

**Secretary: Dr. Dan Brown was slated and Kara Bowen, Dr. Dan Brown withdrew his name from consideration, Kara Bowen agreed to the nomination and with no one else interested, the board made a motion and it passed seven to zero, that Kara Bowen would serve as Secretary.**

**Chairperson: Nominees are Sharon Davis and Brad Erbe. Sharon asked all those in favor of Brad Erbe as Board Chair, please raise your hands, the board agreed four to three, with Sharon Davis, Shana Withee and Dr. Dan Brown opposing. Brad Erbe will serve as chair.**

**Sharon Davis turned over the Chair position to Brad Erbe.**

**The Board Adjourned to Executive Session for ONA Labor Contract under ORS 192.660(3) at 6:59 p.m.**

The Board reconvened from Executive Session at 7:22 pm.

**ACTION ITEM: Ratification Vote for the ONA Contract.**

*Sharon Davis moved to approve the ratified ONA Contract. Shana Withee seconded and motion passed seven to zero.*

**Committee Assignments:**

**Quality & Patient Safety Committee:**

Dr. Dan Brown, Sharon Davis, Debbie Bentz.

**Finance Committee:**

Shana Withee, Kara Bowen, Kathy Cook.

**Governance & Planning Committee:**

Brad Erbe, Shana Withee, and Dr. Dan Brown.

**ACTION ITEM: Screening Committee for CEO.**

Discussion: Brad Erbe, Shana Withee, Dr. Dan Brown, Dan Grigg and Bobby Long. With Jen Hoke helping when needed and assigned by Bobby Long.

*Sharon Davis moved that the Governance & Planning Committee act as the Screening Committee for the interim CEO position. Kara Bowen seconded and motion passed seven to zero.*

**Discussion for fill-in for Shana Withee during her absence for the Screening Committee:**

- ✓ During Shana Withee's absence of five weeks, there needs to be someone filling in for her. Sharon Davis, Kathy Cook and Kara Bowen all said they would be willing.
- ✓ Kathy Cook will be the fill-in for Shana Withee during her absence
- ✓ Meetings need to occur often within the next few weeks and have a name to present to the full board. The first meeting will be Monday at 10:00 am
- ✓ Bobby Long, Dan Grigg and Jen Hoke will review the 43 applications, sorting by the core requirements. Those who meet those requirements will go in one pile and those who do not will go into another. The ones who meet the core requirements will then be submitted to the screening committee for review, and decide who they wish to go forward with. Bobby will notify those on the screening committee of any meetings.

**Reminder: The Board Retreat will be held on Monday July 17<sup>th</sup>, 2023, at 9:00 am, at the Ivy Stone Building**

**The Board adjourned at 7:47 pm.**

Respectfully Submitted,

Kara Bowen, Board Secretary

**Next Board Meeting: Wednesday August 2, 2023 @ 5:30 pm**