LAKE CHELAN HEALTH

Chelan County Public Hospital District No. 2
Regular Meeting of the Board of Commissioners
Meeting Minutes 01/25/2022

DRAFT

Commission Attendance:		
(not present ☒present)		
☒ Chair (Mary Murphy) ☒ Vice Chair (Jordana LaPorte)	☒ Member (Jeremy Jaech) ☒ Member (Mary Signorelli)	☒ Member (Lori Withrow)
Participants: Adam Snyder		
Emmett Schuster, Interim CEO Cheryl Cornwell, CFO	Shawn Ottley, Director of QA Ross Hurd, CIO	Agustin Benegas, Communications Tabetha Bradley, MD
Recorder: Karen Martin-Schramm		

Item	Topic/Action
Call to Order & Review Agenda	M. Murphy called the meeting to order at 1:31 p.m. and read the mission. She announced the following additions to the agenda: 6E - Dark Trace software 7D - Medical Staff Organization and Function bylaw revision 10B - Transition Committee action Two additional resolutions (contract approval, the sale of property) • *J. LaPorte made a motion accept the changes to agenda. J. Jaech seconded. Motion carried.*
Public Comment	
Chair's Report	M. Murphy thanked those who helped put together the board packet and assisted with other governance items. She introduced incoming Interim CEO, Emmett Schuster, who shared a little of his background. Mary S. thanked C. Cornwell for serving as interim CEO.
Consent Agenda	Small edits were made on two sets of minutes. • *M. Signorelli made a motion to approve the Consent Agenda, minutes as revised, and accept all committee minutes. It was seconded by J. Jaech. Motion carried.*
Old Business	a) M. Signorelli reported that discussion continues regarding the lease and/or future sale of Heritage Heights. Options will be discussed further in the subsequent Executive Session. b) M. Murphy reminded the Board that the need for a strategic, long-term Master Facility Plan has been discussed since fall 2019. She would like to direct the CEO to have this completed by December 2022. In preparation, she proposes a workshop at which the Board and executives discuss principles and guidelines that should undergird the plan. Discussion focused on timing of workshop and using the Facilities Committee to structure the workshop discussion. Decision was made to have the workshop in March. In the meantime, the Facilities Committee will develop a list of questions and topics that should be considered at the workshop. • *M. Signorelli made a motion directing the CEO to complete a Master Facility Plan and bring it to the Board no later than December 31, 2022. J. LaPorte seconded. Motion carried.* c) M. Murphy inquired about the 2022 Strategic Plan. C. Cornwell said she expects to have

	something for the Board at their next meeting. M. Murphy added that she wants the Board to learn more at the February meeting about the LCH plan for workforce development, to be a workplace of choice in NCW.
New Business	a) M. Murphy opened the floor for nominations for Board officer positions. • *J. LaPorte nominated M. Murphy to continue serving as Board Chair. J. Jaech seconded the nomination. Motion carried.* • *J. Jaech nominated J. LaPorte to continue serving as Vice Chair. L. Withrow seconded the nomination. Motion carried.* • *J. LaPorte nominated J. Jaech as Secretary. M. Signorelli seconded the nomination. Motion carried.* b) M. Murphy asked Board members to indicate their interest in committee assignments and other tasks. Assignments are as follows: ○ M. Signorelli will remain on Facilities Committee and Community Committee. ○ J. Jaech will replace J. LaPorte on Governance Committee, and will remain on Finance. ○ L. Withrow is on Facilities Committee. She will join Community Committee and will take over Review of Warrants from J. LaPorte. ○ J. LaPorte will remain on Finance Committee, Quality Committee, Affiliations. She also volunteered to be the Board member who reviews the Retirement Plan. ○ M. Murphy will remain on Affiliations, Quality Committee, and Governance Committee. • *J. Jaech moved adoption of the slate of committee and task assignments. J.Laporte seconded the motion. Motion carried.* c) M. Murphy shared three reminders regarding committee charters and schedules. Charters should be reviewed annually and revised as needed, with any changes brought to the Board. Committee chairs should be elected each year. If a Board member is unable to attend a committee meeting, he or she should inform the executive secretary so that an invitation to that meeting can be extended to all commissioners. M. Murphy asked that committee meetings be held as early as possible in the month so that minutes can be completed, approved and added to the board packet. She recommends continuing the practice of holding committee meetings that include a virtual option for attendance. J. Jaech suggested that commissioners serve as committee chairs rather than staff. Board agreed this is a best practice. J. LaPorte noted that charters often name specific job titles that no longer exist. Using more generic job descriptions may be a solution. d) C. Cornwell called on S. Ottley to describe a proposed Nurse Call System that uses mobile devices to alert nurses when patients use call lights. Cost can be covered with funds from the SHIP grant. System would improve efficiency, safety, patient care, and patient satisfaction. • *J. LaPorte made a motion to approve the nurse communication system contract. J. Jaech seconded the motion. Motion carried.* e) C. Cornwell called on R. Hurd to describe Dark Trace software, a security technology that uses artificial intelligence to block suspicious emails. He outlined the costs and benefits.

	• *J. Jaech made a motion to approve the Dark Trace software program. M. Signorelli seconded the motion. Motion carried.*
Reports	a) J. Laporte asked C. Cornwell to report December financials. Balance sheet, Statement of Revenue and Expense, Statement Statistics and bond amounts used on construction were presented. She noted the impact of Covid on overall financial health. • *M. Signorelli moved acceptance of the December financial report, seconded by L. Withrow. Motion carried.* b) M. Signorelli reported that the Facilities Committee continues to explore a large storage space to assist with the transition to the new hospital. They also discussed the Heritage Heights property and briefly discussed the master facilities plan. In spite of some delays in the shipping of materials, the construction project remains on schedule and on budget. The hospital is working with two companies on the transition plan to the new hospital. The Board will need to have a special meeting regarding the plan in the near future. c) C. Cornwell reviewed key indicators in the Strategic Plan dashboard and S. Ottley described updates that will be done for 2022 dashboard. d) T. Bradley shared a list of providers the Medical Executive Committee recommends for credentialing. • *M. Signorelli made a motion to approve the list of providers on the credentialing document, seconded by J. Jaech. Motion carried.* Dr. Bradley presented a proposed change to the Medical Staff's Organization and Function bylaws. The proposed change combines the OB and Medical Clinical Services into just the Medical Clinical Service. • *J. LaPorte moved acceptance of the revision to the Medical Staff's Organization and Function bylaws, seconded by J. Jaech. Motion carried.* e) As outgoing Interim CEO, C. Cornwell reported the hospital has been staying relatively full but staff Covid cases are high, with 15-20% of the workforce out. Staff is working hard to get through this period. M. Murphy thanked C. Cornwell for her outstanding work over the past several months. E. Schuster, Incoming Interim CEO, commended the Board for their attentiveness and involvement during the challenge of Covid and two big transitions—a new CEO and a new hospital.
Roundtable	
Executive Session	At 3:20 p.m. M. Murphy announced the Board will move to Executive Session to review the qualifications of an applicant for public employment RCW 42.30.110(1)(g); consider sale of real estate RCW 42.30.110(1)(c); and discuss with legal counsel regarding agency matters RCW 42.30.110(1)(i). The session will last 45 minutes. At 4:06 p.m. M. Murphy requested a 20-minute extension. At 4:25 p.m. the Commissioners returned to open session.

Resolutions	• *M. Signorelli moved to extend the Heritage Heights lease so that the lease term will be a total 40 years, and to include fair market rental value at the end of the current lease in 2048. J. Jaech seconded the motion. Motion carried. Board turns the lease arrangements over to the administration to complete the lease amendment and send to Heritage Heights.* • *M. Signorelli moved that the Board approve and sign off on the CEO employment contract, seconded by J. LaPorte. Motion carried.* M. Murphy outlined Resolution 2022-01, which removes C. Cornwell as Interim CEO, appoints E. Schuster as interim CEO, and subsequently removes E. Schuster as Interim CEO, and appoints and sets compensation for Aaron Edwards as permanent CEO. • *J. Jaech moved the adoption of Resolution 2022-01, seconded by J. LaPorte. Motion carried.* M. Murphy recommended dissolving the Transition Committee that assisted with the CEO search. • *J. Jaech moved to dissolve the Transition Committee, seconded by L. Withrow. Motion carried.*
Adjournment	The meeting was adjourned at 4:33 p.m.

Attest:

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Name (date, time)

Jeremy Jaech, Secretary

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Name (date, time)

Emmett Schuster, Interim CEO