

**BAY AREA HOSPITAL DISTRICT BOARD MEETING
December 12, 2023 MINUTES**

Bay Area Hospital Myrtle Conference Room @ 6:05 pm

BOARD EDUCATION SESSION – This session was cancelled.

CALL TO ORDER

Dr. Tom McAndrew, Board Vice Chairperson, called the Bay Area Hospital (BAH) District Board meeting to order at 6:05 pm. A quorum was present.

BOARD ATTENDANCE

Tom McAndrew, MD; Barb Taylor; Patrice Parrott; Carma Erickson-Hurt (*via Teams*)

ABSENT

Chairperson Troy Cribbins (*excused*)

Kelli Dion, CQO (*excused*)

STAFF ATTENDANCE

Brian Moore, CEO; Jennifer Collins, CNO; Clay England, CHRO; Lee Saltzgaber, MD, CMO;
Mary Lou Tate, CFO; Calvin Thomas, interim COO; Kim Winker, Director of Marketing; Dr. El Youssef, COS;
Denise Bowers, EA

LEGAL COUNSEL

Megan Kronsteiner, Esq.

PUBLIC ATTENDANCE AND INPUT

None

REPORT OF THE BOARD CHAIRPERSON COMMENTS – Dr. Tom McAndrew

As Chairperson Cribbins was excused from tonight's meeting, Vice Chairperson Dr. McAndrew shared there was no report for this evening.

BOARD COMMENTS:

Ms. Patrice Parrott shared that she has had questions from the community regarding concerns in the cardiology department. Mr. Moore consulted Ms. Megan Kronsteiner, Bay Area Hospital Legal Counsel, and, upon advice of counsel, since the concerns are considered an HR matter, he would answer questions during executive session later in the meeting.

There was a request for an update on the changes in Anesthesia. Mr. Moore shared that the department has been recovering from a large loss in the employee base in spring of 2022. We have been able to meet patient needs through the use of temporary physicians and CRNAs while recruiting permanent providers to fill openings. Dr. G. Meeker and Dr. J. Meeker started in new positions in November, and we have a new CRNA starting in March 2024. There was a robust discussion and questions were asked and answered.

CONSENT AGENDA

The consent agenda included

- Board Meeting Minutes - November 14, 2023
- Board Work Session Minutes – November 15, 2023
- Finance Committee Approved Minutes – October 2023
- MEC Approved Minutes – October 2023

- Quality Approved Minutes – October 2023
- Balanced Score Card – YTD – October 2023

Ms. Barbara Taylor moved to approve the Consent Agenda as presented in the board packet. Ms. Carma Erickson-Hurt seconded, and the motion carried on a call of vote.

QUALITY AND PATIENT SAFETY COMMITTEE (QPSC) REPORT – Ms. Patrice Parrott

Ms. Parrott reviewed the Quality Executive Summary with the board as presented in the packet. As Ms. Dion was absent (excused) from the meeting, there were no questions asked and no additional comments.

CHIEF EXECUTIVE OFFICER REPORT – Mr. Brian Moore, CEO

Medical Executive Committee Leadership Changes

Mr. Moore shared that this evening was Dr. El Youssef's last night as Chief of Staff (COS), as the Medical Executive Committee (MEC) role changes would be voted on at the next MEC meeting. Mr. Moore and Dr. Lee Saltzgaber, CMO both thanked Dr. El Youssef for serving as COS, stating that he provided leadership through a very rough time and recognized him for making the time to cultivate relationships with the management team, adding that Dr. El Youssef was very cognizant of and respected for "all the hats he wears" and he has been very intentional in putting on the right hat in the right forum. Many difficult decisions have been made under him. Mr. Moore said he was glad to have worked with Dr. El Youssef during his time as COS.

Mr. Moore shared a story recounted to him and Ms. Collins by a physician regarding the care of a critically ill patient, which detailed 2:1 nursing, physician care, teamwork and excellence across the board organizationally. Ms. Rennie Macneille, ICU Manager, was credited with having built the relationships in that department which made this seamless patient care possible.

Mr. Moore reported on the work that Larry Tramutola is doing to discover the potential for a for a new tax to invest the community in Bay Area Hospital. Mr. Moore and Mr. Tramutola will be meeting next week, and the next steps update will be brought back to the board.

The Signet Health agreement has been signed and the implementation team will be here tomorrow on site. This is an investment in our goal to serve the mental health needs of the community and strengthen our partner relationships.

The Epic Connect Agreement \$2M increase has our attorneys reviewing the formal communications – we do not agree on the price increase. It was noted by the board that St. Charles "is not meeting their contract obligations" with Bay Area Hospital.

Mr. Moore reported that the Quality Division report on organization goals for FY24 will be given to the board soon and turned the floor over to Ms. Mary Lou Tate to cover the BMO update.

Ms. Tate reviewed the BMO packet as presented in the packet. Ms. Tate reported that 91% of the ECG turnaround initiatives are in process or closed. There are 60% complete and 31% are in process. Implementation by the executive team and ECG resulted in BAH realizing three dollars of improvement for every one dollar included in the plan turnaround plan to the bank. – This resulted in a \$45.7 million improvement in the trailing twelve months of Operating EBIDA ended 9/30/2023 compared to the trailing twelve months ended 12/31/2022. Board members requested that the bank indicators be shared every quarter with the board.

FINANCIAL OFFICER REPORT – Ms. Barbara Taylor, Treasurer/Ms. Mary Lou Tate, CFO

Overall, Bay Area Hospital lost \$185K in November vs. budgeted income of \$261K and last year's loss of

\$1.9M. The largest variance to budget in November is the 2023 CMS Cost Report was finalized and showed BAH owing just over \$2M; just under \$900k had been accrued for this settlement, thus causing a \$1.1M impact to the financials this month. Also, starting in October, the budget assumed all payer contract renegotiations would be finalized and the hospital's Net to Gross Revenue would climb to 35.7%. Regence BCBS contract increase will be effective 12/15/23; Pacific Source will be effective 01/01/24; and we expect MODA to be effective in January 2024 too. Although we have not yet experienced the benefits of these contract renegotiations, Net Revenue for the month was \$268K favorable to budget. Actual expenses exceeded budgeted expenses by \$2.4M, which was partially offset by gains in on investments of \$1.7M.

Ms. Taylor reported a positive EBIDA of \$846k. We have 90 days' cash on hand. Comprehensive financial documents were included in the board packet.

There will be no Finance Committee meeting in December; the next meeting is January 23, 2024. The audit was just received and emailed out to the board.

Action Taken by the Board: Ms. Tate presented a capital item over the threshold to the board for their consideration and action as recommended by the Finance Committee on the HUGS Infant Security system. After the presentation, Ms. Taylor moved to approve the purchase of the HUGS Infant Security System, at a cost of \$269,903.00, and a rate of \$150K below budget. Ms. Carma Erickson-Hurt seconded the motion. There was no additional discussion. The motion passed on call of vote.

MEDICAL STAFF CREDENTIALS REPORT – Dr. Lee Saltzgeber

This report was reviewed in Executive Session.

EXECUTIVE SESSION

The Board went into Executive Session as authorized by ORS 192.660(2) at 7:20 pm to:

- (c) consider matters pertaining to the function of the medical staff at a public hospital*
- (f) consider information or records that are exempt by law from public inspection*
- (h) consult with legal counsel concerning the legal rights and duties of the District with regard to current litigation or litigation likely to be filed*

OPEN SESSION

Chairperson Cribbins reopened the meeting into public session at 7:30 pm.

Action taken by the Board: Ms. Barb Taylor moved to approve the Credentialing Report as presented in the packet. Ms. Patrice Parrott seconded the motion. There was no further discussion and the motion carried on call of vote.

MEDICAL STAFF REPORT – Dr. Raphael El Youssef, Chief of Staff

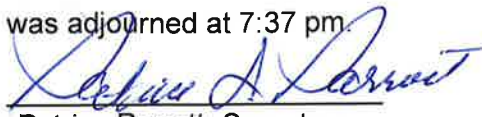
Dr. El Youssef asked the board if they had any questions of him. Dr. McAndrew echoed Mr. Moore and Dr. Saltzgeber's thanks to Dr. El Youssef for his leadership through tough years.

ADJOURNMENT

There being no further business, the District Board meeting was adjourned at 7:37 pm.



Troy Cribbins, Board Chairperson



Patrice Parrott, Secretary

Date: 01/09/2024

Date: 02/13/2024