

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

*Bay Area Hospital Myrtle Conference Room @ 6:05 pm*

**BOARD EDUCATION SESSION** – Executive Session ORS 192.660(2) – Discussion of Real Property Collateral

**CALL TO ORDER**

Mr. Troy Cribbins, Board Chairperson, called the Bay Area Hospital (BAH) District Board meeting to order at 6:02 pm. A quorum was present.

**BOARD ATTENDANCE**

Chairperson Troy Cribbins (*via Teams*); Barb Taylor; Tom McAndrew, MD; Patrice Parrott

**ABSENT** (*Excused*)

Carma Erickson-Hurt  
Dr. El Youssef, Chief of Staff

**STAFF ATTENDANCE**

Brian Moore, CEO; Jennifer Collins, CNO; Kelli Dion, CQO; Clay England, CHRO; Lee Saltzgaber, MD, CMO; Mary Lou Tate, CFO; Patrick Varga, CIO; Kim Winker, Director of Marketing; Denise Bowers, EA

**LEGAL COUNSEL**

Megan Kronsteiner, Esq.

**PUBLIC ATTENDANCE AND INPUT**

One member of the public was in attendance.

**Change in Agenda Order**

Mr. Moore provided the board with a verbal overview of our loan and the recent financial recovery efforts. While the plan had been to present the loan restructure documents at this board meeting, a delay occurred due to a merger occurring with our lender, Bank of the West and BMO Harris Bank.

At 6:06 pm, Mr. Moore turned the floor over to Mr. Victor Roehm, Bond Counsel to discuss Revenue Bond Restructure, who reviewed the summary of key provision documents with the Board as presented in the packet. Questions were asked and answered. Mr. Moore closed this portion of the board meeting with a discussion of the timeline for board approval of the final restructure documents. Mr. Moore asked for flexibility from the board to schedule a special board meeting if the documents become final for presentation prior to the October board meeting, or, perhaps to present them at the Finance Committee meeting at the end of the month. Mr. Moore commented that he eagerly anticipates ratifying this restructure and that he will keep the board in tight communication regarding this process.

**REPORT OF THE BOARD CHAIRPERSON COMMENTS – Mr. Troy Cribbins**

Chairperson Cribbins expressed thanks to the executive team and staff for continuing to provide excellent care to our community through complex issues and for opening organizational bandwidth to focus on quality. Chairperson Cribbins opened the floor for additional comments from the board members and there were none.

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## **CONSENT AGENDA**

The consent agenda included the August 2023 Board minutes; August 2023 Board Education Session Minutes; July 19; August 2; August 16, 2023 Finance Recovery Minutes, approved Finance Committee Minutes for July 2023 and approved MEC minutes for July 2023 and the approved Quality minutes for July 2023.

**Action Taken by the Board:** Mr. Troy Cribbins moved to approve the Consent Agenda, with the typo edits made and corrected in the board minutes and the board work session minutes, as otherwise presented in the board packet. Ms. Barbara Taylor seconded, and the motion carried on call of vote.

## **QUALITY AND PATIENT SAFETY COMMITTEE (QPSC) REPORT – Ms. Kelli Dion, CQO**

Ms. Dion reviewed the executive summary of the QPSC as presented on page 46 of the board packet. There was a robust question-and-answer session following the report.

Quality and Patient Safety Plan for 2023 was included in the board packet. Ms. Dion advised the board that there were no changes to the plan as it was presented in previous years; of note is that the tracer schedule changes year over year as issues are identified – as such, in the 2024 plan you will see the items corrected in the tracer schedule. It is a requirement for the board to approve the Quality and Patient Safety Plan, and Ms. Dion asked for the board's approval at this time.

**Action Taken by the Board:** Dr. Tom McAndrew moved to approve the Quality and Patient Safety Plan for 2023 as presented in the board packet. Ms. Patrice Parrott seconded, and the motion carried on call of vote.

Finally, Ms. Dion reported that there has been progress made on the Joint Commission findings and intracycle monitoring.

## **CHIEF EXECUTIVE OFFICER REPORT – Mr. Brian Moore, CEO**

Mr. Moore reported that, since our last meeting, Bay Area Home Health was successfully transitioned to new owners on August 18th. The agency remains in the community under different ownership, and retains some of our former BAH staff. Mr. Moore highlighted the work of Ms. Jenn Collins and Ms. Mary Lou Tate, who saved the deal from falling through, working through most of the night to close the deal. Working directly with the buyers in the spirit of the good relationships they helped to build during the course of the sale, their time was well spent. Ms. Collins and Ms. Tate leaned into the mission of this organization to the continued benefit of this community.

### *Health Care Legislative Update*

Mr. Moore highlighted the significant legislation passed in Oregon during the past legislative session and that many of the new bills are resulting in Rulemaking Advisory Committees this fall. He went on to share the desire to provide an update for board members on key new legislation impacting hospitals.

### *Signet Health Update*

Due diligence has been completed in with Signet Health resulting in final contract negotiations under way with our intent to have them provide management services for our inpatient psychiatric program. This organization will provide a peer network; depth of leadership; will staff the Manager of the APU and a Community Education Coordinator who will liaison between BAH and other community partners to provide resources and service to our community's patients and their families. All other staff on the unit will remain Bay Area Hospital employees. This partnership will strengthen the quality of service and improve access to care. Questions were asked and answered.

#### *Annual Organization Goals – Clinical Quality*

Ms. Dion reviewed the presentation on Mortality as it was presented in the packet. Questions were asked and answered.

Finally, Ms. Dion shared that BAH has achieved a CMS rating of 3 star performance. This indicates that BAH is providing quality similar to most hospitals across the country.

#### **CHIEF FINANCIAL OFFICER REPORT – Ms. Barbara Taylor, Finance Committee Chairperson**

##### *Capital Request*

Ms. Taylor asked Ms. Mary Lou Tate, CFO to present the capital request over threshold to the board, as recommended by the Finance Committee at their last meeting as follows:

Threshold – Information Systems VMWare Servers - \$395,946

**Action taken by the Board:** Ms. Barbara Taylor moved to approve the capital request over threshold, of \$395,946.00 as presented in the packet. Dr. Tom McAndrew seconded the motion and it carried on call of vote.

##### *Financial Update*

Ms. Taylor reviewed the financials as presented in the packet. The highlights are as follows: Overall, Bay Area hospital lost \$974K in July vs. a budget loss of \$1.6M and last year's loss of \$4.0M. The reduction in Contract Labor cost was the key driver of the decreased expense vs. the budgeted run rate. Gross Revenue for the month finished strong at \$53.0 Million. July's Gross Revenues were ahead of budget \$812K or 1.6% and over last year by \$13.2M or 33.1%. Emergency Room, Inpatient Nursing Units, Imaging, Cath Lab, Pharmacy and Lab all showed favorable year to year increase. The budget and actuals do include a 6% price increase that took effect on July 1, 2023. Compared to budget, Inpatient Gross Revenues were \$1.3M over budget and \$5.4M above last year. Outpatient Revenues were \$529K below Budget and \$7.7M ahead of last year.

Comprehensive documents on the hospital's finances were included in the packet. Questions were asked and answered. Ms. Taylor concluded by sharing that August financial information had just been shared, and the great news is that BAH had its first profitable month of positive net income in over two and half years.

#### **MEDICAL STAFF CREDENTIALS REPORT – Dr. Lee Saltzgaber**

This report was reviewed in Executive Session.

#### **EXECUTIVE SESSION**

The Board went into Executive Session as authorized by ORS 192.660(2) at 7:04 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 7:06 pm.

**Action taken by the Board:** Dr. McAndrew moved to approve the Credentialing Report as presented in the packet. Ms. Taylor seconded the motion and it carried on call of vote.

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

Dr. El Youssef had asked to be excused from tonight's meeting, and there was no report.

**ADJOURNMENT**

There being no further business, the District Board meeting was adjourned at 7:07 pm.

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Troy Cribbins, Board Chairperson

Date: 10/10/23

  
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Patrice Parrott, Secretary

Date: 10/10/2023