

BAY AREA HOSPITAL DISTRICT BOARD WORK SESSION
October 9, 2024, MINUTES
Bay Area Hospital SpruceFir Conference Room @ 11:30 am

CALL TO ORDER

Mr. Troy Cribbins, Board Chairperson, called the Bay Area Hospital (BAH) District Board Work Session to order at 11:35 am.

BOARD ATTENDANCE

Troy Cribbins, Patrice Parrott; Tom McAndrew, MD; Barb Taylor; Carma Erickson-Hurt; Renee Nelson

ABSENT

None

STAFF ATTENDANCE

Brian Moore, CEO; Jennifer Collins, CNO; Kelli Dion, CQO, Michael Katz, interim CHRO; Gretchen Nichols, VPOE; Dr. Lee Saltzgaber, CMO; Mary Lou Tate, CFO; Kim Winker, Marketing Director; Denise Bowers, EA

LEGAL COUNSEL

Megan Kronsteiner, Esq, Present

PUBLIC ATTENDANCE AND INPUT

None

GUESTS

None

Chair Cribbins opened the session by acknowledging the numerous challenges faced by the board in our current climate, many of which are beyond their control. He emphasized the board's efforts to navigate the evolving healthcare landscape, noting that it will look different in the future. He urged caution against allowing a small minority to influence the board's direction. Chair Cribbins highlighted the dedication of the BAH Executive Team, emphasizing that only time will reveal the correctness of their (the board's) actions.

Ms. Barbara Taylor expressed her belief that a stand-alone hospital is unsustainable and questioned how they should align themselves moving forward. She encouraged open-mindedness and collaboration among board members.

Dr. McAndrew mentioned the board's intention to be transparent, despite the difficulties in sharing data with the community. He noted that the current board minutes do not fully capture the depth of the board's discussions and that even informed individuals are often unaware of ongoing matters. Chair Cribbins added that while management has honored requests for additional information from the public, some details are not relevant and an increased burden on staff to record every word spoken. He reiterated that while it is important to listen to our constituents, ultimately the burden and responsibility of the decision about a potential partner falls to the board, as they have been doing the work and have had the benefit of working with the hospitals leadership and have intrinsic understanding the Hospital's overall situation. He also addressed frustration with complaints about a lack of information, mentioning that some of the public in attendance had implied legal action, when that information is there and that all our meetings are available to the public.

Considerations of the Current Strategic Affiliation Process

Mr. Moore shared that throughout this process he continually reassesses whether the confidential nature is still required by potential partners and whether it is advancing the district’s goal of creating the best offer for the board’s consideration. He noted that he saw signs that the process sparked competitiveness that will give the board the best offer for consideration and added that he is ready to discontinue the confidential aspect of the on-going work as soon as we are able. He is working with our M&A (merger and acquisition) counsel and our general counsel as we are transitioning into the synthesis, debate and decision-making phase of the process. We will be asking how we merge from a confidential process into public decision making and communications to the public. There is more to come; the attorneys met this week. Ms. Nelson offered that all mergers that she has been a part of have been anonymous, in a very similar process to ours.

Dr. McAndrew commented that the board does not have all the information necessary to make any decision at this time and feels there is not a concrete offer on the table.

Chair Cribbins asked Mr. Moore and all others in the meeting except for board members to step out of the meeting, and for Michael Katz, interim CHRO to step into the meeting. Mr. Katz arrived, and all attendees stepped out by 12:24 pm.

The board discussed the terms and conditions related to Mr. Moore’s Executive Employment Agreement. Mr. Katz was asked to provide the board with clarifications related to several clauses within the agreement as to what is common industry practice. After deliberation, the board has agreed to move forward with presenting Mr. Moore with the Executive Employment agreement in its current form as reviewed.

The meeting concluded at 12:40 pm and the recording was stopped.

ADJOURNMENT

The board work session was adjourned at 12:40 pm.


Troy Cribbins, Board Chairperson


Patrice Parrott, Secretary

Date: 11/12/2024

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