

**BAY AREA HOSPITAL DISTRICT  
BOARD EDUCATION SESSION MINUTES**

**October 8, 2024**

*Bay Area Hospital Spruce Fir Conference Room/TEAMS Hybrid @ 5:30 pm*

**CALL TO ORDER**

Troy Cribbins, Board Chairperson, called the Bay Area Hospital (BAH) District Board Education Session to order at 5:30 pm.

**BOARD ATTENDANCE**

Board Chairperson Troy Cribbins; Patrice Parrott; Carma Erickson-Hurt; Barbara Taylor; Dr. Tom McAndrew; Renee Nelson

**ABSENT**

**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. not present.

**PUBLIC ATTENDANCE**

None

Chair Troy Cribbins extended an invitation to the board to reach out to the executive assistant if they would like assistance getting connected with Lovell Communications to take advantage of the opportunity in organizing their thoughts into comments for the board meeting.

Mr. Brian Moore discussed logistics for the upcoming reverse due diligence trips to Partner A and Partner B, which have previously done site visits to the BAH campus and met with the board, executive team and physician advisors.

Mr. Chris Benson, of Juniper Advisory, described what the trip will be structured and who the contingent can expect to see at the facilities, and having peer-to-peer conversations. Partner B will meet with the contingent at noon on 10/14; Partner B will meet with the contingent at 10:00 am on 10/15 and our team will return to the hospital that evening. There will be meals shared as the due diligence takes place and tours of facilities. A more detailed agenda will be sent to the group, as well as hotel information.

The board was asked who planned to attend the trips to other facilities as part of the due diligence process. It was decided that 5 to 6 board members, and all who wanted to attend would commit to the trip, 4 executive team members and 2 physician advisors would go, and the executive assistant was directed to have a firm list of attendees to distribute tomorrow. Types of transportation to the facilities were discussed; shuttle or carpooling in personal vehicles and traveling alone in individual vehicles.

Chair Cribbins reminded the group that the whole board is invited and should attend if they desire to go and although Juniper Advisory is used to seeing smaller groups, our board should feel they can go regardless of the number of other executive team and physicians going.

Mr. Rex Burgdorfer of Juniper Advisory asserted that it is normal for small boards to have the entire board attending this type of a site visit.

A poll of the board was taken, with all board members accepting the invitation except for Ms. Barb Taylor, who cited personal health reasons for potentially not joining. Mr. Burgdorfer stated that a Zoom meeting can be set up for Ms. Taylor to meet with her board peer, if desired, to factor into her decision to go or not.

Ms. Erickson-Hurt asked for examples from Juniper Advisory on the types of questions the board should be asking potential partners. Mr. Burgdorfer stated those would be re-shared with the board.

Mr. Benson cited that usually important to observe on the visit, in addition to questions asked, are environment of care; general environment interactions and facility culture. Corporate concerns will be observed at the headquarters visited, and it doesn't appear that an actual facility tour will happen. Details are being finalized with the managements of the places visited, and a final agenda will be provided once complete.

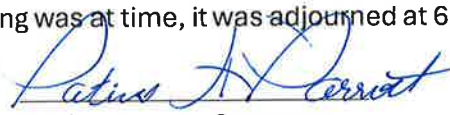
Questions regarding actual people who will be met and available to speak with and what their roles are were discussed. There will be a corporate board member available to discuss board fiduciary responsibilities. If there are deficits in interactions in any roles, virtual meetings can be arranged after the trip has concluded.

Board members asked about how they get additional questions asked if needed after the trip and were assured that it can be arranged.

#### **ADJOURNMENT**

As the District Board Education Session meeting was at time, it was adjourned at 6:01 pm.

  
Troy Cribbins, Board Chairperson

  
Patrice Parrott, Secretary