

BAY AREA HOSPITAL DISTRICT BOARD WORK SESSION
December 19, 2024, MINUTES
SpruceFir Conference Room @ 3:00 pm

CALL TO ORDER

Mr. Troy Cribbins, Board Chairperson, called the Bay Area Hospital (BAH) District Board Work Session to order at 3:00 pm. This session is a re-schedule from the session cancelled for December 11, 2024.

BOARD ATTENDANCE

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

ABSENT

None

STAFF ATTENDANCE

Brian Moore, CEO; Denise Bowers, EA

LEGAL COUNSEL

None

PUBLIC ATTENDANCE AND INPUT

None

GUESTS

None

Board Comments

The board was asked to share any comments they may have.

Ms. Barbara Taylor commented her gratitude for these work sessions to stay on a regular cadence as they are the board's one opportunity to talk (in a less structured forum).

Ms. Patrice Parrott mentioned that it would be helpful for the board to be informed if the press attends the board meeting.

Dr. Tom McAndrew wondered how things transpired regarding the Defined Benefit Plan. He feels that the staff feels slighted and as though they are losing something. Mr. Moore said work is being done to ensure resources can pay for what people have earned, to ensure there will be funds left after the closing of a potential future transaction. A meeting will be scheduled with affected staff after the first of the year.

Ms. Carma Erickson-Hurt commented that she had odd feelings voting on an item she did not feel she understood. She believes that with education, everyone will be fine. She also stated that Mary Lou Tate,

CFO had explained some details regarding the defined benefit plan freeze to her after the board meeting.

Ms. Erickson-Hurt asked if layoffs are still planned as part of overall financial recovery efforts and what messaging on that would look like. Mr. Moore responded that we are working on an impactful and appropriate communication, which will be shared with the board prior to release. This will be implemented in early January.

This was parlayed into a brief discussion, where questions were asked and answered.

Impacts of other financial recovery efforts

During the meeting, Ms. Erickson-Hurt inquired about the possibility of eliminating the paid chaplain position, questioning how this role could be justified to constituents, especially given that the CEO's wife holds this position while there are already volunteer chaplains available. Mr. Moore reminded the board that the meeting was public and requested that Ms. Lindsay Moore be afforded the same courtesy as any other Bay Area Hospital staff member, without questioning the efficacy of her position in a public forum. He emphasized that the need for spiritual care at the hospital remains unchanged regardless of his higher-paying role and cited a conflict of interest in participating in this discussion as Ms. Moore is his wife. He also reminded the board that discussions about Ms. Moore's interest in spiritual care and her potential future role had been part of open conversations with the board dating to his interview process.

Chairperson Cribbins concluded this portion of the discussion by expressing his belief that the question about eliminating Lindsay Moore's position was a personal attack on Brian Moore and that the fiscal impact of this role was minimal. Ms. Patrice Parrott pointed out that the organization is secular and has never had a paid chaplain before, noting that the board lacked complete information to justify retaining Ms. Moore's position. Chairperson Cribbins noted that the board does not evaluate all roles, that the board was not asking to evaluate other roles and that the small savings from eliminating this position would not significantly impact the financials. Ms. Parrott countered that every dollar spent matters.

Dr. Tom McAndrew highlighted the potential community upset from the closure of the Wound Care center, like the Home Health closure, and inquired about outsourcing wound care services. Chair Cribbins emphasized the value of wound care to the community and suggested determining the financial requirements to stabilize the department. It was concluded that this meeting was not the appropriate venue to discuss the transition of services.

Ms. Erickson-Hurt inquired about board notification prior to any proposed cuts. Mr. Moore assured that he would provide advance notice and coordinate with the board on communication timing. A detailed discussion ensued regarding the cuts, their community impact, and the importance of management vetting, board discussions, and anti-trust considerations that prevent Quorum Health's involvement in operational decisions at this time. Chairperson Cribbins reminded the board that the cuts are unrelated to Quorum and that partnering could prevent future cuts.

Ms. Erickson-Hurt questioned whether a vote to sell Bay Area Hospital required community approval and requested a script for public responses. Mr. Moore clarified, after legal consultation, that the board controls the Bay Area Hospital District assets. Selling assets or leasing hospital operations is permitted by the board. That is different than dissolving the district which cannot be done without a vote by the constituents. In the proposed transaction the hospital district stays intact. He advised that Megan Kronsteiner, Esq., would draft a legal memo for the board's reference in public inquiries.

Further discussion covered the transaction with Quorum, the LOI process, and the time allocated for the local health system proposal. Ms. Erickson-Hurt felt there was insufficient time for discussion. Ms. Renee Nelson opposed, noting low attendance at previous meetings and perceived antagonism from the local health system proponents at the December 10th board meeting. She criticized the group presenting the local health option for failing to acknowledge and address debt provisions and a misleading approach, urging board members to re-read the proposal letter. Ms. Nelson also highlighted the lack of engagement with Juniper Advisory and the absence of response to Bay Area Hospital's strategic affiliation efforts.

Chairperson Cribbins announced his upcoming addresses to Rotary on January 21 and the Chamber of Commerce on January 15 to build community bridges and educate on strategic affiliation efforts. He also confirmed a presentation to Dr. Donna Rabin for her service to Bay Area Hospital at the January 2025 board meeting.


Ms. Taylor clarified that the correct amount for the BAH Epic loan is \$30M, not \$50M, with additional funds for clinic subsidies and the Workday build. She emphasized that the initial financial outlay for Epic was \$30M.

Chairperson Cribbins stressed the importance of board training and continuing education, proposing to send three board members to the annual meeting of the Special Districts Association of Oregon (SDAO). Mr. Moore mentioned the required training for public meetings law and asked if the board preferred individual or group training. Chairperson Cribbins preferred group training.

ADJOURNMENT

There being no further business, the board work session was adjourned at 3:59 pm.


Troy Cribbins, Board Chairperson


Patrice Parrott, Secretary

Date: 1/14/2025

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