

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

February 11, 2025

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 5:28 pm.

BOARD ATTENDANCE

Board Chairperson Troy Cribbins; Patrice Parrott; Barbara Taylor; Dr. Tom McAndrew; Renee Nelson

ABSENT

None

STAFF ATTENDANCE

Brian Moore, CEO (*via Teams*); Jennifer Collins, CNO; Kelli Dion, CQO; Denton Gruzensky, interim CHRO (*via Teams*); Gretchen Nichols, COO; Lee Saltzgaber, MD, CMO; Mary Lou Tate, CFO; Kim Winker, Marketing & Communications Director; Denise Bowers, EA

LEGAL COUNSEL

Megan Kronsteiner, Esq. not present.

GUEST PRESENTERS

None

PUBLIC ATTENDANCE

Two members of the public were in attendance in person.

There are items that will follow the Hospital District

Met with SDAO staffers about how to facilitate going forward.

Chairperson Cribbins turned the floor over to Mr. Brian Moore, who discussed the Board Self-Assessment as a follow up to a board action item, The survey will come to the board via email from the executive assistant. stating that it takes 10 days from the report to generate the survey results and how this survey will inform the priority work. Productive meeting with 24 recipients of the defined benefit plan; Ms. Tate had a visual way to define how the plan is funded and was ultimately able to relieve concerns of the group. Hospital operations will be given to Quorum and the board of directors for the district will be working to manage this plan if a transaction is approved and closes. Provisions will need to be put into place to manage the carry over items such as the ones below.

Ms. Mary Lou Tate, CFO handed out a list of Post Transaction Items for the board to consider. The board asked what percentage there are of unvested employees, and Mr. Moore replied that there are zero unvested staff. Ms. Tate stated there are things that need to be worked on starting soon and decisions will need to be made. Quorum will provide transition support, but the board will need to decide what their transition needs are.

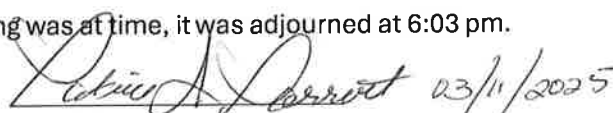
- Retirement Plan considerations.
457b – will require plan amendment.
403b – this cannot be assigned to Quorum;
415M
Excess compensation plan will have tax implications, more to come.
Defined Benefit plan – will be reported on in the board meeting
401a Hospital's contribution; roll over? There are also vesting considerations on this item.
- Insurance considerations for a self-funded plan.
- Legal and Risk considerations.
- A/R Wind Down – who will oversee this? Will the board stay with Savista?
- Retro audits – who will lead this work by the district?
- Accounting and A/P – who will manage this for the board and what software will be needed?
- Who will be responsible for bill payments post-transaction?
- Audit requirements – who will do these?
- Budget process post-transaction
- Banking – who will manage the banking relationships?
- Who will do payroll for the staff the board employees?
- Contracts – who will manage, pay and cancel them?
- Compliance – any reports the board will have to do – example: environmental report for state compliance.
- Mailing address for the BAHD
- Other items not yet identified or considered.

Troy and Gretchen spoke to a staffer at SDAO at the conference they recently attended. They can facilitate conversations with people who do the work. Work needs to be done quickly on a scope document as it will take time to do an RFP, do interviews as that can take up to 60 days, taking us into May. It was recommended that a subcommittee on the board can work on the scope document and get connected on how to begin this work.

There was a robust discussion on these items, as well as potential district need for employees; board continuity; the search for a firm to potentially do all the work for the district and the need for a brisk start to this work. Mr. Moore will reach out to Juniper Advisory to garner their input on potentially filling these needs.

ADJOURNMENT

As the District Board Education Session meeting was at time, it was adjourned at 6:03 pm.


Troy Cribbins, Board Chairperson
Patrice Parrott, Secretary