

**BAY AREA HOSPITAL DISTRICT BOARD MEETING**  
**February 11, 2025, MINUTES**  
*Bay Area Hospital Myrtle Conference Room @ 6:05 pm*

**BOARD EDUCATION SESSION at 5:30 pm – Planning for District Transition**

**CALL TO ORDER**

Mr. Troy Cribbins, Board Chairperson, called the Bay Area Hospital (BAH) District Board meeting to order at 6:13 pm. A quorum was present.

**BOARD ATTENDANCE**

Troy Cribbins, Patrice Parrott; Tom McAndrew, MD; Barbara Taylor; Renee Nelson

**ABSENT**

Lee Saltzgaber, MD, CMO (*excused*)

**STAFF ATTENDANCE**

Brian Moore, CEO (*via Teams*); Jennifer Collins, CNO; Kelli Dion, CQO; Denton Gruzensky, interim CHRO (*via Teams*); Gretchen Nichols, COO; Mary Lou Tate, CFO; Kim Winker, Marketing & Communications Director; Dr. Paavani Atluri, MD, COS (Chief of Staff); Aaron Orchard, Systems Support Specialist, Information Services; Tina Warlick, EA; Denise Bowers, EA

**LEGAL COUNSEL**

Megan Kronsteiner, Esq.

**PUBLIC ATTENDANCE AND INPUT**

Chairperson Cribbins opened the public input session at 6:07 pm.

There were 61 members of the public in attendance in person and via Teams. Below is a summary of comments made by various members of the public.

There were several concerns expressed regarding the current situation at the hospital. Firstly, there is a need for clarity on how pensions will be handled. It appears to them that the CEO and Board have not explored local options, and there is a fear that the hospital may close. The public has not been given an opportunity to provide input into the affiliation process, which has led the public to a sense that the Board has failed in serving the district and community. There was a demand for a broad public hearing for the Board to consult with the community they represent and a transparent, open process. There is misinformation regarding the Quorum contract, and the Board's approach to public comments during meetings has been perceived as dismissive. The public believes that negotiations have been conducted behind closed doors, raising concerns about the loss of local authority to a venture capitalist and a perceived broken social contract between the Board and the community.

There were those in the public who stated the importance of addressing whether executive and leader bonuses are on hold and whether management has taken pay cuts. Letters will be sent to the OHA to express these concerns. Quorum's track record of closing 26 out of 38 hospitals is concerning. This is not a 'private fiefdom', and the public stated a dire need to find ways to support the Board. It was acknowledged by one public member that the board members are volunteers and that it is crucial to get everyone on the same page to address the hospital's crisis.

There was a call for the Chaplain position and salary to be reviewed as well as the appropriateness for the CEO to hire his wife for that position at a high salary. An outcry was made for open communication between the Board,

management, and the constituency. A community member stated that the current atmosphere at Board meetings is unhealthy, with too much conflict and an irritated Board chair. The community's trust in the Board has diminished, and there has been a noticeable change in culture over the past six years, including the recent resignation of a Board member. There was a call to terminate the CEO's employment at BAH.

Several members of the public stated a need for the hospital to be managed without a larger 'for-profit' entity at the helm and declared that decisions made behind closed doors are suspicious. Also commented was that the Bay Area Cancer Center is highly valued. Strong encouragement was directed at the Board to critically evaluate management and make changes to executive leadership.

One public member shared a positive experience at the hospital, emphasizing the importance of not losing this vital institution as it 'feels like home'. He expressed how he felt the love and care from staff as they helped him heal during a 3-week stay here at BAH. Another expressed appreciation for the new setup of the Board room.

Another suggested organizing a meet and greet for the Board with staff stating that most staff are committed to staying through thick and thin, and the executive team has been responsive to questions.

Hearing no additional comments from the public in the room or on the Teams, Chairperson Cribbins closed the public input session at 6:38 pm.

#### **REPORT OF THE BOARD CHAIRPERSON**

Chairperson Cribbins addressed the public in attendance and invited them to an Open House Community Forum on Thursday, March 6, 2025, from 4:00 to 6:00 pm. He asked the public to please reach out to him with questions, reminding that he has previously made this offer to the public and has yet to have anyone contact him.

Chairperson Cribbins also reported on his attendance at the Special Districts Association of Oregon (SDAO) conference recently where he attended multiple educational sessions on board function and finance. There was one session that stood out for him – basically a Board Member 101 session on the duty and care obligations of board members in special districts in Oregon. Additional information given was on duty and loyalty, and duty and obedience – the board's missions according to law. He commented on his pride in all the board members for their hard work and excellence in each of these areas during these challenging times and how much he appreciated the leadership of the executive team during this time. He mentioned that during research, he found statistics stating that 87% of hospitals are considering affiliating with another entity. Chairperson Cribbins invited the board to share their thoughts and comments.

#### **BOARD COMMENTS**

Each of the board members addressed the room, and the below captures the general theme and summary of their comments.

Ms. Renee Nelson stated that she was pleased with the proposed idea of small groups for the open house, as listed on the website, noting that she has noticed a lack of attendance at board meetings, despite claims of insufficient transparency. She continued by saying that it seems there is a misunderstanding about the existing loan and the banks' expectations for repayment. The bank will not tolerate a default on payoff of the hospital's debt.

Ms. Barbara Taylor shared that she believed informal forums are beneficial, fostering positive dialogue between the board, management, and the public. Ms. Taylor stated that the board's primary concern is adhering to loan covenants, which significantly limit our options. She expressed eagerness to engage with the public.

Dr. Tom McAndrew shared that his commitment to this place is unwavering; saying that he plans to reside here for the rest of his life. His mission is to ensure the continued success of BAH. McKenzie Willamette Hospital, managed by Quorum, has had a positive track record over the years, and I am dedicated to seeing BAH thrive and expand. He also shared that, while he is enthusiastic about the local option that was tentatively proposed, none of the entities involved have the financial resources to contribute.

Ms. Patrice Parrott stated that the board has engaged in extensive discussions, consistently questioning how to maintain services and support our staff. She also shared that, having worked here for many years, her top priority remains the care of our patients and employees.

It was the overarching belief of the board that legislative relief is essential for Bay Area Hospital's survival and growth, and that without it, we face significant challenges in maintaining our services and supporting our staff.

#### **4<sup>th</sup> QUARTER COMPLIANCE REPORT – Ms. Linda Howard, The Fox Group**

##### **Action Taken by the Board:**

Ms. Barb Taylor moved to approve the 4<sup>th</sup> Quarter Compliance Report as cited below and as included in the board packet. Ms. Patrice Parrott seconded, and the motion carried on a call of vote with all board members casting a vote of approval.

In summary of the report, the 4th Quarter of 2024 and the entire year focused on training, audits, and addressing privacy concerns. The Compliance Committee remains committed to ensuring that BAH adheres to regulatory requirements and maintains high compliance standards.

#### **ANNUAL COMPLIANCE WORK PLAN – Ms. Linda Howard, The Fox Group**

##### **Action Taken by the Board:**

Dr. Tom McAndrew moved to approve the Annual Compliance Work Plan as cited below and as included in the board packet. Ms. Patrice Parrott seconded, and the motion carried on a call of vote with all board members casting a vote of approval. The summary and highlights of the Work Plan document is below:

The Compliance team will review, and update policies related to confidentiality, security, privacy, and the compliance program as needed, including the Code of Conduct. The Corporate Compliance Officer (CCO) will provide quarterly and annual compliance reports to the Board of Directors, with an effectiveness assessment scheduled every two years, the next one being in 2025. The Compliance Reporting Hotline will be maintained for timely responses to reports, and staff communication will be facilitated through newsletters and Health Stream, with six articles published annually. Compliance Program and HIPAA training will be provided to all staff on an ongoing basis, with annual training programs conducted for the Board of Directors, directors, managers, and medical staff. Regular audits will be conducted, including physician payment audits, access to electronic medical records, HIPAA risk assessments, penetration testing, and compliance with the 340B program. Additional audits will cover wound care documentation, the 2 Midnight Rule, EMTALA compliance, and billing accuracy.

Discounts will be awarded in accordance with the Financial Assistance Policy (FAP), and billing accuracy for new services will be monitored as needed. Compliance with No Surprises Billing and Good Faith Estimates will be ensured. Various ad hoc audits, including CMS and TPE audits, will be conducted as necessary. The annual report of unauthorized disclosures to HHS will be completed, and quarterly Utilization Management Reports will be provided. Compliance with Oregon Revised Statute on using qualified or certified healthcare interpreters will be ensured, and hospital price transparency requirements will be maintained.

All calls and complaints will be responded to, investigated, and followed up within 30 days, with timely reports to State and Federal authorities for HIPAA and other compliance issues. Disciplinary policies for employee misconduct will be enforced with respect to compliance risks, the Code of Conduct, and HIPAA regulations, ensuring 100% adherence on an ongoing basis.

**INTRODUCTION OF NEW RISK MANAGER, MS. QUINN MYERS – Kelli Dion, CQO**

Ms. Kelli Dion introduced Ms. Quinn Myers as the new Risk Manager, replacing Ms. Virginia Cannon, who recently retired.

**4<sup>th</sup> QUARTER RISK MANAGEMENT REPORT – Ms. Quinn Myers, Risk Manager****Action Taken by the Board:**

Dr. Tom McAndrew moved to approve the 4<sup>th</sup> Quarter Risk Management Report as cited below and as included in the board packet. Ms. Barb Taylor seconded, and the motion carried on a call of vote with all board members casting a vote of approval.

Ms. Myers reviewed the 4<sup>th</sup> Quarter Risk Management report as cited below and included in the board packet. The highlights are as follows:

Throughout 2024, event reporting remained consistent, with no events in the fourth quarter meeting the Joint Commission's criteria for Sentinel Events. The Medical Staff review process continues to be robust, thanks to the active participation of engaged medical staff leaders. The Grievance Committee, reporting to the Comprehensive Quality Committee and subsequently to the Quality Patient Safety Committee of the Board, maintains a stable complaint resolution program that complies with policy and CMS standards.

Regarding professional liability lawsuits, two of the three active cases since 2022 remain ongoing. One is awaiting a court decision on a motion to dismiss, while another is pending mediation this spring. The third lawsuit was filed in May. Additionally, there is one active employment liability lawsuit, with our attorneys working closely with the executive team and risk management in ongoing negotiations. Two employment actions that were open at the end of 2024 have since been closed without further action. Workplace Violence Prevention remains a key organizational focus. The Executive Leadership team is actively engaged in after-action reviews of hands-on events. Although opportunities for hands-on intervention have increased, the actual number of incidents has not risen proportionately, with an end-of-year rate of 0.63% (29 hands-on events out of 4579 calls). We have recently trained staff volunteers to become CPI trainers, enabling us to offer more courses and ensure new hires complete CPI training early in their orientation period.

**CONSENT AGENDA**

The consent agenda included: Board Meeting Minutes of January 14, 2025; Board Education Session Minutes of January 14, 2025; Board Work Session Minutes of January 15, 2025; Finance Approved Minutes of December 17, 2024; MEC Approved Minutes of December 25, 2024; QPSC Minutes of January 23, 2025.

**Action Taken by the Board:**

Ms. Patrice Parrott moved to approve the Consent Agenda as cited above and as included in the board packet. Ms. Barb Taylor seconded, and the motion carried on a call of vote with all board members casting a vote of approval.

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

Mr. Moore reported that the hospital was very busy in January; we have been working hard for the past few years and finding strategies both internally and interfacility to say yes to getting patients that need care in our doors. Advocacy work is being done at the legislative level to help prevent avoidable delays in discharge. Mr. Moore expressed appreciation for the physicians and the case management team for work done on reducing delays in patient discharge times.



#### **STRATEGIC AFFILIATION PROCESS UPDATE**

Mr. Moore shared that we have uploaded over 3,000 documents to Quorum Health as part of their due diligence process. That work is going well, and he has been appreciative and impressed at Ms. Tate's work facilitating that process. We are meeting weekly with Quorum and their CEO in this structured process. Quorum made some due diligence visits to BAH recently; their senior IT Services leadership was hosted by our internal IT leadership and noted that although there was some angst regarding the future of positions here after affiliation, our team was reassured by Quorum that there are no replacements for our people and the work they own; Quorum's model is decentralized, explaining that they need our team here to make this work. It was a productive first meeting. Tomorrow is the Facilities meeting with Quorum, there will be an environmental survey conducted. Also, Mr. Moore will be attending a pre-filing conference with the Health Care Market Oversight program at the Oregon Health Authority. The visit by Quorum's clinical leadership will be rescheduled due to illness in their team.

#### **DEFINED BENEFIT PLAN UPDATE**

Mr. Moore reported that he had recently met with staff regarding the defined benefit plan, a very rich conversation. He shared that about 45 minutes into the meeting, attendees had a true moment of clarity in understanding impacts to them relating to the affiliation; those who thought that when the plan was frozen, they were losing their dollars realized that wasn't the case. Participants still decide at what age to begin accessing their retirement funds, and that determines what their benefit level will be. This moment of clarity relieved much concern for those who believed themselves to be impacted. For existing retirees, nothing changes; and we will be sending a letter to them communicating that message.

#### **OTHER CEO UPDATES**

The executive team has been meeting with physicians with updates on the strategic affiliation process—virtual information sessions which were facilitated by Dr. Lee Saltzgaber, CMO. This most recent session, the non-binding letter of intent with Quorum Health was discussed in the session. Also discussed were local governance and continuation of services that Quorum is committed to.

Mr. Moore reported that he had retained a lobbyist to monitor legislation and has been working to educate on how proposed legislation can help or hurt us. He gave thanks to Sen. David Brock Smith for submitting SB 1000, which will generate \$10M for Bay Area Hospital if approved. The lobbyist will also work to promote law which will improve our reimbursement rates.

#### **COMMUNICATIONS PLAN UPDATE - Ms. Kim Winker, Marketing & Communications Director**

Ms. Winker reported that we have had 22 articles in the media since last June and 20 Facebook posts seen by 60,000 people. She also shared a PowerPoint update on Exploration Process Communications with the board, sharing that all communication and engagement efforts have been guided by a commitment to compliance with open records and meetings requirements, prioritizing internal stakeholders, proactive and transparent communication, addressing stakeholder interests and concerns, and ensuring clear, factual messaging to address misinformation. Of note,

- Communications Vehicles used: Dedicated webpage: [bayareahospital.org/hereforgood](http://bayareahospital.org/hereforgood); Facebook page: [facebook.com/BayAreaHospitalBAH](https://facebook.com/BayAreaHospitalBAH); Emails and WAVE intranet access for medical staff and employees; The Pulse employee newsletter; Board meeting presentations; Media coverage.
- Community Survey Results: Survey conducted from July 18 to August 12, 2024; Reached nearly 20,000 people via social channels; Nearly 800 responses received, and results were provided to the board.
- Strategy 2.0: Goal: Provide timely, transparent communication with clear and factual messages to address misinformation; Updated Here for Good microsite with a single source of facts, clear timeline, distinct content sections, and downloadable fact sheet; Information shared via Google, radio, social media, email, 1:1 conversation, and public meetings.

Ms. Winker also shared the master timeline for communications regarding strategic affiliation communications. For more information, regular updates and FAQs are available on the microsite [bayareahospital.org/hereforgood/](https://bayareahospital.org/hereforgood/). Additional questions can be directed to [hereforgood@bayareahospital.org](mailto:hereforgood@bayareahospital.org).

Finally, Ms. Winker reported on the launch of the updated and re-engineered BAH website; clearer in messaging; downloadable hot links at the top of the page. She invited any feedback to be email to the Here For Good email at: [hereforgood@bayareahospital.org](mailto:hereforgood@bayareahospital.org). Chairperson Cribbins thanked Ms. Winker for her report and for the easy access on the new website.

#### **QUALITY AND PATIENT SAFETY COMMITTEE (QPSC) REPORT – Ms. Patrice Parrott**

Ms. Parrott reviewed the activities of the QPSC at their last meeting as below:

Comprehensive Quality Committee (CQC) Executive Summary - Improvement in The Joint Commission's corrective action plans. 4 incidents of workplace violence with no injuries noted. A provider has an As Low as Reasonably Achievable (ALARA) II rating for radiation exposure. Action Item: Radiation exposure referred to the radiation committee.

Case and Utilization Management - Ms. C. Johnson presented her department to the committee and highlighted the responsibility of coordinating patients while optimizing resources and facilitating a smooth transition between the hospital and discharge location. She reviewed quality and service measures with a decrease in length of stay highlighted.

Survey Report Card - Ms. M. Merrick reported on the 2022 Joint Commission survey, the 2023 Intracycle Monitoring Survey, OSHA findings, and other survey corrective action plans.

Quality and Patient Safety Report Card - No Catheter-Associated Urinary Tract Infections (CAUTI) or Central Line-Associated Bloodstream Infections (CLABSI) were found in December 2024. Patient Safety Indicator 90 (PSI 90) did not meet the goal for December. Surgical Site Infections (SSI) did meet the goal, but this is non-finalized due to the surveillance period. Readmission and Mortality did not meet the goal.

#### **FINANCE REPORT – Ms. Barbara Taylor, Treasurer and Ms. Mary Lou Tate, CFO**

##### **FINANCIAL PERFORMANCE REVIEW**

Ms. Barbara Taylor reviewed the financial data presented to the finance committee and as was included in the board packet materials.

Overall, Bay Area Hospital reported a loss of **\$1.9M** in December, against budgeted income of **\$817K**. Gross Revenue for December was **\$62.5M** and Net Revenue ended the month at **\$20.9M**, with a Net to Gross Revenue Margin of **33.5%**.

December's Gross Revenues came in at \$62.5M, which is \$2.3M (-3.5%) below the budget of \$64.7. Cardiac Cath Lab, Medical Oncology, Pharmacy, Operating Room and Prefontaine revenues are the drivers of the budget variance. Compared to last year, gross revenue is \$2.3M (3.8%) higher (\$62.5M vs. \$60.2M).

The variance in Gross Revenues vs budget is \$145K favorable due to Volume and \$2.4M unfavorable due to Rate. Net Revenue for the month is below budget by \$2.0M and below last year by \$917K (\$20.4M vs. \$22.4M vs. \$19.5M).

YTD is below budget by \$13.2M and above last year by \$2.2M (\$119.0M vs. \$132.1M vs. \$116.8M).

Cash and Cash Equivalents are \$10.3M at the end of December and Assets limited to use are \$42.8M for an overall cash balance of \$53.1M. Overall cash and investments decreased about \$1.0M over last month.

Days Cash on Hand is 77 days.

Account Receivable (net) increased \$664K from the prior month to end at \$30.2M.

Current liabilities increased by \$3.7M compared to last month in all areas; but, primarily in Accounts Payable (\$2.3M).

The Current Ratio is 2.61 and Debt to Capitalization is 39.1%.

**ADDITIONAL BOARD MEMBER COMMENT**

Dr. Tom McAndrew asked for the floor to address the comments made in the public input session regarding Mr. Moore and the hire of Lindsay Moore, his wife, as the hospital chaplain. He remarked that The Joint Commission requires that we have a chaplain; that Lindsay Moore is not being paid an astronomical wage; and that it is very hard for Mr. Moore to respond to these allegations when it is his wife who is being called out. Dr. McAndrew stated that "the public should check the facts" regarding these allegations.

**EXECUTIVE SESSION**

The Board went into Executive Session as authorized by ORS 192.660(2) at 7:39 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*

**OPEN SESSION**

Chairperson Cribbins reopened the meeting into public session at 7:50 pm.

**MEDICAL STAFF CREDENTIALS REPORT – Dr. Lee Saltzgaber, CMO**

Dr. Saltzgaber reviewed this report in Executive Session.

**APPROVAL OF CREDENTIALING REPORT**

**Action taken by the Board:** Ms. Patrice Parrott moved to approve the Credentialing Report as discussed in the Executive Session and presented in the packet. Dr. Tom McAndrew seconded, and the motion was carried out on a call of vote by all board members.

**MEDICAL STAFF REPORT – Dr. Paavani Atluri, Chief of Staff**


Dr. Atluri gave her report in the Executive Session.

**ADJOURNMENT**

There being no further business, the District Board meeting was adjourned at 7:52 pm.

  
Troy Cribbins, Board Chairperson

Date: 11/13/2025

  
Patrice Parrott, Secretary

Date: 03/11/2025