

**BAY AREA HOSPITAL DISTRICT BOARD WORK SESSION
APRIL 9, 2025 MINUTES**

SpruceFir Conference Room @ 11:30 am

CALL TO ORDER

Chairperson Troy Cribbins, called the Bay Area Hospital (BAH) District Board Work Session to order at 11:30 am.

BOARD ATTENDANCE

Patrice Parrott; Tom McAndrew, MD; Barb Taylor; Darin O'Bryan (*via Teams*), DDS; Renee Nelson (*via Teams*)

ABSENT

STAFF ATTENDANCE

Brian Moore, CEO; Denise Bowers, EA

LEGAL COUNSEL

None

PUBLIC ATTENDANCE AND INPUT

2 members of the public in attendance

GUESTS

Taylor Carlson, The Governance Institute

Chairperson Cribbins introduced Ms. Taylor Carlson from The Governance Institute, who reviewed the 2025 Board Self-Assessment with the board and CEO.

Chairperson Cribbins asked for additional clarity between the percentages for 2022 and 2025 on Opportunity to Influence Strategy, Culture, Performance and asked if this change in percentage was related to the size of the board – 6 members in 2022 and 5 members in 2025. Ms. Carlson agreed to follow up and report that data back to the board; she will also follow up to discover if a former board member had taken this survey as Renee Nelson reported that she did not respond to the questions as her tenure was too abbreviated to qualify her response, yet the survey shows 100% participation by the board.

There was discussion on areas of opportunity for improvement by the board in the areas of the board orientation process, and the assigning of a mentor to new board members at the start of their joining the board. Ms. Nelson commented that a certain level of self-education by a new board member is critical, Board candidates should ensure they have clarity on the concept of what board governance is before they even run for a board position.

The process of current board succession planning was discussed with the board generally agreeing that, while they have a good process in place, there is room for improvement while acknowledging the current load the board carries has limited bandwidth.

Ms. Carlson advised the board to choose three topics, guided by survey results, for their next focused work and offered The Governance Institute's resources to help that process along to success.

As the board reviewed their action plan, they made a few requests:

- Add to the website information on what it takes to be a board member and the role of governance vs. management, the Board Code of Ethics and other support documents.
- Take a dedicated 15 minutes each board work session to focus on the Self-Assessment results and do the work required.
- Add these static items to the Board Work Session agenda:
 - Strategic Discussion – what to do beyond the crisis
 - Board Succession Plan
- Explore the idea of a local board retreat for team building – no hospital business to be discussed, the focus will be the development of board relationships.
- Increased communications with the public
- Additional public forums

Executive Summary of the Board Self-Assessment Survey

- **Participation:** All five board members responded, resulting in a 100% participation rate.
- **Overall Effectiveness:** The board gave an overall effectiveness rating of 8.2 out of 10, with 20% of the board selecting the highest possible rating.

Key Ratings and Comparisons

- **Overall Board Effectiveness:**
 - Current Year: 8.2 rating
 - National Average: 8.4 rating
 - Previous Year: 7.3 rating
- **Opportunity to Influence Strategy, Culture, and/or Performance:**
 - Current Year: 8 rating
 - National Average: 8.3 rating Previous Year: 8 rating.

Focus Areas

- **Quality Oversight:** Ensuring patient safety and high-quality care
- **Financial Oversight:** Protecting and enhancing financial resources
- **Strategic Direction:** Envisioning and formulating organizational direction
- **Board Development:** Ongoing assessment, development, and improvement
- **Management Oversight:** Ensuring high levels of executive management performance
- **Community Health & Advocacy:** Engaging with the community and addressing health needs
- **Board Culture:** Embracing responsibilities, ethics, and accountability

Highest Performing Questions

- **Duty of Obedience:** Ensuring decisions adhere to the organization's mission
- **Duty of Loyalty:** Enforcing conflict-of-interest policies
- **Duty of Care:** Gathering unbiased information before making decisions
- **Quality Oversight:** Meeting quality performance criteria

Lowest Performing Questions

- **Board Development:** Improvement needed in board succession planning and recruitment.
- **Strategic Direction:** Better communication and deliberation on strategic priorities.

Comments and Feedback

- **Positive Experience:** Board members found their experience meaningful and engaging.
- **Challenges:** Financial stresses and rushed strategic planning.

- **Suggestions for Improvement:** Better onboarding, more public forums, and improved communication with the community.

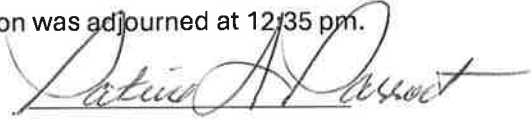
ADJOURNMENT

There being no further business, the board work session was adjourned at 12:35 pm.



Troy Cribbins, Board Chairperson

Date: 5/13/25



Patrice Parrott, Secretary

Date: 05/13/2025