

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

July 8, 2025

*SPRUCE FIR CONFERENCE ROOM/TEAMS HYBRID @ 5:30 PM*

**CALL TO ORDER**

Tom Mc Andrew, MD, Acting Board Chairperson, called the Bay Area Hospital (BAH) District Board Education Session to order at 5:26 pm.

**BOARD ATTENDANCE**

Dr. Tom McAndrew; Patrice Parrott; Simon Alonzo; Kyle Stevens; John Uno, MD; Brandon Saada

**ABSENT****STAFF ATTENDANCE**

Brian Moore, CEO; Jennifer Collins, CNO; Kelli Dion, CQO; Gretchen Nichols, COO; Mitch Watson, interim CFO; Kim Winker, Marketing & Communications Director; Dr. Paavani Atluri, COS; Denise Bowers, EA

**LEGAL COUNSEL**

Megan Kronsteiner, Esq. not present.

**PUBLIC ATTENDANCE**

Members of the public were in attendance in person.

**Dr. McAndrew** introduced the session, explaining that it aims to introduce new board members to the unique aspects of being an elected official of a hospital district. He explained that Megan Kronsteiner, BAH Legal Counsel, would provide insights on public meeting laws at this evening's session.

**Public Meeting Laws:**

**Quorum Rules:** Megan emphasized the importance of avoiding deliberations with a quorum outside of declared public meetings, explaining that any meeting with more than three out of six members requires public notice.

**Expanded Definition:** Megan explained that the definition of public meetings has been expanded to include serial communications, such as text messages and emails, which can be considered public meetings if they involve deliberations among board members.

**Enforcement and Training:** Megan noted that the Oregon Governmental Ethics Commission enforces public meeting laws and provides required training for district board members, emphasizing the importance of compliance.

**Governance Institute and Educational Resources:** Megan mentioned the use of the Governance Institute for nationwide governance education for hospital systems. They explained that many documents in their work packets are modeled after the institute's resources.

**Public Records and Meeting Notices:** Megan explained the requirements for public records and meeting notices, including the need for public notice of meetings and the importance of avoiding serial communications that could be considered public meetings.

- **Public Records:** Megan explained that board members are considered entities under public records laws and may receive public records requests, which must be handled appropriately.
- **Meeting Notices:** Megan emphasized the importance of providing public notice for meetings, including posting on the Oregon Transparency website, the hospital's website, and social media platforms like Facebook.
- **Serial Communications:** Megan highlighted the importance of avoiding serial communications, such as text messages and emails, that could be considered public meetings, advising board members to avoid "reply all" in emails and to be cautious with text chains.
- **Record Keeping:** Megan advised board members to keep their electronic communications to a minimum and to be aware that notes taken during meetings can also be subject to public records requests.

**Executive Sessions:** Megan clarified the distinction between open board meetings and executive sessions, explaining the limited matters that can be discussed in executive sessions and the requirements for holding them.

- **Open vs. Executive:** Megan explained that while everything can be done in an open board meeting, executive sessions are permitted for discussing certain limited matters away from the public.
- **Discussion Topics:** Megan listed the topics that can be discussed in executive sessions, including medical competency, exempt records, litigation, and certain personnel matters.
- **Requirements:** Megan noted that executive sessions must be noticed with the specific exemption being used, and the news media is generally allowed to attend, except in specific circumstances.
- **Confidentiality:** Megan emphasized the importance of confidentiality in executive sessions, explaining that while the news media can attend, they are instructed not to report on the discussions, although there are no legal repercussions if they do.

**Conflicts of Interest:** Megan discussed the importance of declaring conflicts of interest, both actual and potential, and the need to avoid voting on matters where there is an actual conflict.

- **Declaration:** Megan emphasized the importance of declaring both actual and potential conflicts of interest, explaining that board members must announce these conflicts before engaging in discussions.
- **Voting Restrictions:** Megan explained that board members with actual conflicts of interest should not vote on related matters, although there are exceptions if their vote is needed to make a quorum.
- **Family Members:** Megan noted that conflicts of interest also extend to immediate family members and household members, particularly if they could profit from the board's decisions.

- **Guidance:** Megan offered to provide a handbook on conflicts of interest to help board members navigate these complex rules.

**Board Officer Roles:** Concerns were addressed about the eligibility criteria for board officer roles, explaining that the policies and procedures are guidelines and can be amended or waived as needed.

- **Eligibility Criteria:** Megan explained that the policies and procedures regarding eligibility for board officer roles are guidelines based on best practices and can be amended or waived if necessary.
- **Amendment Process:** Megan clarified that the board can either amend the procedures or decide to waive them for specific instances, ensuring flexibility in their application.

**Audio Quality and Meeting Accessibility:** Participants discussed the need to improve audio quality for remote attendees and suggested using microphones to enhance sound clarity during meetings.

- **Audio Issues:** Participants noted that audio quality for remote attendees is sometimes poor, with background noise making it difficult to hear speakers clearly.
- **Microphone Use:** Suggestions were made to use microphones during meetings to improve sound clarity and ensure better audio quality for remote participants.

**Introductions:** Participants introduced themselves, including their roles and backgrounds, to familiarize new board members with the team.

**Follow-up tasks:**

- **Public Meeting Laws:** Send out a handbook on public meeting laws and conflicts of interest to the board members. (Megan)
- **Hospital Emails:** Provide hospital email addresses and passwords to the board members. (The team)
- **Audio Quality:** Investigate and improve the audio quality for remote participants by looking into microphone setup and IT solutions. (The team)
- **Board Member Introduction:** Schedule a meet and greet session for new board members with the MEC members. (The team)

**ADJOURNMENT**

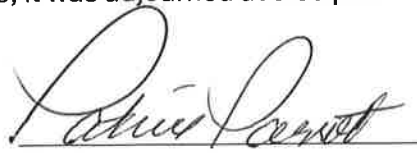
As the District Board Education Session meeting was at time, it was adjourned at 5:58 pm.



Simon Alonzo, Board Chairperson

Date:

8/12/2025



Patrice Parrott, Secretary

Date:

08/12/2025