

**PACIFIC COMMUNITIES HEALTH DISTRICT
REGULAR MEETING MINUTES OF THE BOARD OF DIRECTORS**

Tuesday, February 19, 2019

PRESENT: Bonnie Saxton, Chairperson
Ralph Breitenstein, MD, Vice Chairperson
David Long, MD, Treasurer
Kath Schonau, Secretary
Fred Postlewait, Director at Large

ALSO, PRESENT: Chris Minor, Legal Counsel
Lesley Ogden, MD, CEO
Doug Boysen, CEO, President
Jon Conner, Dir. of Plant Engineering
Kathryn Doksum, CPA
Jane Russell, COO
Ursula Marinelli, PCHD Foundation Dir.
Lisa Ely, Recorder

CALLED TO ORDER: Chairperson Bonnie Saxton called the regular monthly meeting of the Board of Directors to order at 4:03 p.m., in the Education Conference Room at Samaritan Pacific Communities Hospital.

CITIZEN COMMENTS: No members of the public were there for comments.

CONFIRMATION OF AGENDA ITEMS: Chairperson Bonnie Saxton requested confirmation of the meeting agenda.

APPROVAL OF MINUTES: After review of the January 22, 2019 Regular Board Meeting and the February 4, 2019 Special Work Session minutes, Chairperson Bonnie Saxton asked for a motion to approve the minutes as presented.

Ralph Breitenstein moved to approve the minutes from January 22, and February 4, meetings. Kath Schonau seconded the motion. Motion carried by unanimous voice vote.

FINANCIAL REPORTS – January 2019: Kathryn Doksum presented the following financial reports for review and approval: Bond Requisition and Interest Summary, Check Register; Balance Sheet; Capital Fund; Trend Analysis Report; and the District Fund Report, which included paid invoices as of February 5, 2019.

Chairperson Bonnie Saxton requested a motion to approve the January 2019 financials. Ralph Breitenstein moved to accept the financials. Kath Schonau seconded. Motion carried by a unanimous voice vote.

The District Surplus List was presented and reviewed by the Board.

Chairperson Bonnie Saxton requested a motion to approve the Surplus List as presented. Ralph Breitenstein moved to accept the list. David Long seconded. Motion carried by a unanimous voice vote.

CONSTRUCTION PROJECTS: Jon Conner reported that the 1988 building has been cleaned out. The Surgical Associates Clinic, Pediatric Clinic, Engineering Office, as well as the old helicopter pad will be removed to create the new parking area. Tomorrow crews will shut the power off to the 1988 building to see if or how it will affect the adjoining 1951 building.

LEGAL REPORT FROM COUNSEL: Chris Minor reported that the new MRI machine is now in place at the new hospital. The District and Samaritan have agreed on a simple lease agreement (May 21, 2018) and now has Amendment No. 1 to the Equipment Lease, which specifies the total amount owed with a set payment schedule. Minor indicated that he as well as Kathryn Doksum created an amortization table, and each had the exact calculations.

Chairperson Bonnie Saxton requested a motion to accept Amendment No.1 for the equipment lease. Ralph Breitenstein moved to approve. Kath Schonau seconded. Motion carried by a unanimous voice vote.

HOSPITAL REPORT: Lesley Ogden provided the Board with a new hospital map. This revised map is larger and contains the campus map, departments, health care clinics by color code and provider listing, as well as depictions of the first, second and third floors. External signage will continue as temporary until permanent parking is in place. SPHS continues to work with hospital staff as they transition the Home Health Services to Signature Healthcare at Home. Human Resources has been working diligently to ensure employees are assisted with job placement and that patients will receive the best care possible.

Ogden wanted to pay special recognition to Ralph Breitenstein, MD, with a big thank you as he has been a joy and a pleasure to work with as he has been a great asset to the hospital project – what an amazing cooperative effort he has provided as a member and representative of the PCHD Board.

Hospital staff has recognized the recent wayfinding challenges for patients. Anything we can do to assist the with mobility efforts is of the utmost importance. Chairs have been placed down the hallways, a shuttle service is covering the two entrances and the parking lot, and volunteers continue to assist the patients to their destination. Feedback and suggestions for improvement would be greatly appreciated from the Board and as well as community members.

Plans for 2019 administrative goals will go one step further: Goals will cascade down to managers so that they can work with their staff to align their department goals with the hospital and system goals.

In addition, Quality and Service Excellence statistics were reviewed for the following: Inpatient, Emergency Room, Primary Care Clinics, Specialty Clinics, and Support Services as well as Community Partnership, Sustainability, and Employee Engagement.

FOUNDATION REPORT: Ursula Marinelli, Director of Coast Foundations, presented the Pacific Communities Health District Foundation 2018 fourth quarter report, which included: Financials; events; grants; funds; equipment purchases; and services supported. Gift Detail summary reports were also reviewed. Marinelli also shared with the Board that the Fisherman’s Wives group was responsible for the creation of the original helipad, built in 1979. To carry on that tradition of support, the Newport Fishermen’s Wives has made a major gift to support equipment in the Emergency Department. They were especially motivated to donate when they learned that the new helipad can accommodate the larger Coast Guard helicopter as former helipad was no longer able to accommodate it. In the past, the Coast Guard helicopter had to land at the airport when people were rescued from the water and then transported by ambulance to the hospital, which was a very time-consuming process. A plaque will be placed outside honoring their past and present contributions.

BOARD ITEMS:

Residency Program: Ralph Breitenstein recently met with Lesley Ogden to discuss a future Residency Program at SPHS. Such a program may be the way to solve the medical manpower shortage in our area. It will be very important that the community is engaged and that the PCHD Board is willing to support a program. Breitenstein also provided a hand out, which outlined a plan example and contained: A Rural Training Collaborative step-by-step plan; an Oregon Coast Residency training template base on a six-year span; and a sample of an intern rotation for years one through three.

Chairperson Bonnie Saxton requested a motion for the Board to support a future residency program at SPHS. Kath Schonau so moved. David Long seconded. Motion carried by unanimous voice vote.

Executive Session: Entered into at 5:15 p.m. Chris Minor recorded continuation of minutes as presented on the following page.



Lisa Ely, Recorder
PACIFIC COMMUNITIES HEALTH
DISTRICT



Kath Schonau
PACIFIC COMMUNITIES HEALTH
DISTRICT

PACIFIC COMMUNITIES HEALTH DISTRICT
CONTINUATION OF MINUTES
REGULAR MEETING OF THE BOARD OF DIRECTORS

Samaritan Pacific Communities Hospital
4 p.m. Education Conference Room
Tuesday, February 19, 2019

The Board briefly discussed the fact that the Lease and Operating Agreement had been in effect for almost 20 years, and with the construction of the new hospital, there has been a considerable change in circumstances. It was felt that it would be appropriate to review the terms of the Lease and Operating Agreement, and consider whether, in light of current circumstances, it would be appropriate for the parties to consider modifications to the Agreement. The Board, feeling it would be appropriate to do so, by unanimous acclamation, designated selected Fred Postlewait and Dr. Ralph Breitenstein to enter into a dialogue with Samaritan regarding the terms of the Lease and Operating Agreement. It was noted that Mr. Postlewait and Dr. Breitenstein are not so designated as a committee, but rather, as individuals, to study, discuss, address and negotiate matters of concern, and individually to report back to the Board.

It was determined that the Board should deliberate with Dr. Breitenstein and Mr. Postlewait as to matters which might be negotiated with Samaritan, and the Board unanimously agreed to do so in executive session under the authority of ORS 192.660(2)(e), providing for the conduct of deliberations with persons designated to negotiate real property transactions. The Board went into executive session at approximately 5:15 p.m.

At approximately 6:15 p.m., the Board closed the executive session and returned to regular session. Director Bonnie Saxton was absent, having left due to a prior commitment. There being no further business to take up, the meeting was adjourned.