

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

**Monday, July 20, 2020**

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

**ALSO, PRESENT:** Jim Shepherd, Legal Counsel  
Jane Russell, COO (Phone)  
Ursula Marinelli, PCHD Foundation Dir.  
Lisa Ely, Recorder  
Sam Jones, VP of Patient Care Services. (Phone)

Lesley Ogden, MD, CEO (Phone)  
~~Kathryn Doksum, District Finance Mgr.~~  
Jon Conner, Facilities Director (Phone)  
~~Doug Boysen, CEO, President (Phone)~~

**CALLED TO ORDER:** Chairperson Ralph Breitenstein, MD, called the regular monthly meeting of the Board of Directors to order at 4:01 p.m., in Conference Room B at the Center for Health Education.

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

**CONFIRMATION OF AGENDA ITEMS:** Chairperson Ralph Breitenstein, MD, requested confirmation of the meeting agenda. No changes needed.

**APPROVAL OF MINUTES:** After review of the June 15, 2020 Regular Board Meeting minutes, Ralph Breitenstein, MD, asked for a motion to approve the minutes as presented.

*Chairperson Ralph Breitenstein, MD, requested a motion. Bonnie Saxton moved to approve the minutes. Kath Schonau seconded the motion. Motion carried by unanimous voice vote.*

**FINANCIAL REPORTS:** All financial information will be reviewed at the next meeting in August.

**LEGAL REPORT FROM COUNSEL:** Jim Shepherd indicated there were two items to be discussed:

- 1.) Identify the party to the proposed funding agreement for engineering drawings and bids. Also draft it with two entities. Regarding project oversight, Carry Connelly has given the District an expanded rule in this if needed and Shepherd would like to know if the Board would like to have it expanded? The Board indicated no changes needed and would like to keep as is. Documents will be sent to SHS Legal Counsel for approval and then brought back for the Board to review and vote.
- 2.) The District's Legal Counsel should review the PCHD Insurance to ensure the insurance levels are appropriate for the District. Copy of Insurance will be sent to Jim Shepherd by Lisa Ely.

**HOSPITAL REPORT:** Lesley Ogden, MD, CEO, indicated this month's report is a partial packet due to additional time needed to account for COVID related expenses and receiving COVID money. An unofficial report for the month of June indicated there was a positive bottom line. As far as COVID testing it appears we are in a better situation than some of the other hospitals – COVID information changes daily and we are trying to ensure the board is apprised. While working with our Lincoln County partners and Centro de Ayuda, Samaritan noticed there were opportunities to provide better services to our Hispanic population. Lincoln County has a big Latinx community, as well as across the tri-county area. Half of COVID infections are based in that Hispanic population but comparably higher in Lincoln County. The Latinx community was not receiving good COVID information (interpreted materials and service) so we worked with partners to better understand the needs and to make corrections. More importantly all the call center workers who were working from home were moved back to the call center to provide better service to the Spanish speaking population – lengthy hold times and transfer times have improved, and communication is better without faulty connections. Scripting

is now in place and Spanish is spoken on the hold line.

There was a billing issue in June due to a new upgrade implementation, which caused a bill to go to patients who did not have insurance. Those who received a bill have been called to inform them of the error. In addition, information is being published on our websites regarding the billing issue and better assistance at the call center.

Ogden reviewed the Quality & Service Excellence Report in the following categories: Inpatient; HARM Report; Emergency Room; Primary Care Clinic; Specialty Clinics; Support Services; Community Partnership; and Employee Engagement.

**CONSTRUCTION PROJECTS:** Jon Conner stated everything is progressing well and there are not any concerns at this time. The site work is going well. The parking lot work fence has been moved on the south side in order to tie in the two parking lots. The electrical vehicle charging station is progressing and the healing garden is moving ahead as well as the Phase-3B of the hospital remodel of the clinics area. The Oregon Health Authority inspections are scheduled for Tuesday, August 4.

**FOUNDATION REPORT:** Information regarding change to Articles of Incorporation and Bylaws – Ursula Marinelli reported that the PCHD Foundation has an IRS 501(c)3 designation with a subcategory of a 509(a)3 Type 1. The 509(a)(3) subclassification limits the types of gifts that they are eligible to accept, including grants from some foundations, such as the Murdock Charitable Trust; the Amazon Smile and Fred Meyer reward programs; and most concerning, Qualified Charitable Distributions. They consulted with Samaritan Health Services legal counsel, Tyler Jacobsen, who hired independent legal counsel, Peter Stoloff, to identify a remedy and implications of that remedy. Stoloff advised that the PCHD Foundation can amend the PCHD Foundation’s Articles of Incorporation and Bylaws so that the District Board no longer approves the nominees for the PCHD Foundation Board of Trustees, as this is the reason they received the 509(a)3 subclassification. Currently, when the PCHD Foundation purchases equipment, that equipment becomes the property of the District. Stoloff stated that this ownership will not be impacted by the proposed amendment to the Articles and Bylaws. This District’s ownership is the result of a provision in the SHS/District Lease and Operating Agreement, not the Articles or Bylaws.

The PCHD Foundation Board of Trustees will vote on this change in the Articles and Bylaws on September 28, 2020. Therefore, the District Board and/or their legal counsel has time to further discuss or research this issue before the change is finalized. Marinelli noted that a motion by the District Board is not required. Based on the information presented, the District Board did not see a reason to resist this change.

Marinelli also inquired about potential donor naming for the future remodel Samaritan Walk-In Clinic. The clinic is in a highly visible location and would be ideal as a naming opportunity. If the Foundation can identify a donor who would make a \$1 million donation, Marinelli wanted to know if that donor’s name could be put on the building, The District Board agreed that this would be appropriate at the \$1 million level.

#### **BOARD ITEMS/ADMINISTRATIVE REPORTS:**

- **Public Hearing** - entered at 4:59 p.m.

No public members present. Dr. Ralph Breitenstein, requested a motion to adopt the presented Public Contracting Rules.

*Ralph Breitenstein, MD, requested a motion to adopt the Public Contracting Rules. David Long, MD, moved to Approved, Bonnie Saxton seconded. Motion approved by unanimous voice vote.*

**Public Hearing** – ended at 5:02 p.m.

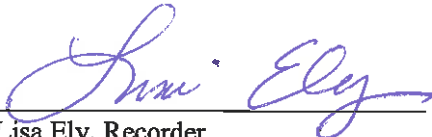
- **Hospital Improvement/Privacy between ACU/ICU** – Sam Jones indicated he contacted the ICU manager, Ken Jolin, who has had conversations with the department. Jolin indicated there were no current concerns coming back from the staff related to the door issues since engineering made an adjustment last month. Regarding the list that was kept, Jolin pulled it for review and there were only four entries in the last eight months. The back door to ICU is now locked and he has not heard any concerns from the staff or received

patient complaints.

The Board is satisfied with the research and would like this privacy concern to be monitored for foot traffic once COVID is over.

- **New Board member consideration** – Three names have been brought forward. Preference would be to approach and ask the first person and if they declined then move to the second person and if necessary, the third person.  
Ralph Breitenstein, MD, Chairman, will pursue the first choice and if that individual is still interested he will extend and invite to the August board meeting.
- **OCCC Nursing Program Thank you letter** – The board reviewed and acknowledged the letter of thanks from OCCC to the PCHD Board.
- **Executive Session:** Entered at 5:15 p.m. regarding ORS 192.660(2)(e) **Ended: 5:29 p.m.**

**Meeting adjourned: 5:30 p.m.**



Lisa Ely, Recorder  
PACIFIC COMMUNITIES HEALTH  
DISTRICT



David Long, MD  
PACIFIC COMMUNITIES HEALTH  
DISTRICT