

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

Monday, October 19, 2020

PRESENT: Ralph Breitenstein, MD, Chairperson **ABSENT:** Chris Carlson
 Kath Schonau, Vice Chairperson
 David Long, MD, Secretary
 Bonnie Saxton, Director at Large (Phone)

ALSO, PRESENT: Jim Shepherd, Legal Counsel Lesley Ogden, MD, CEO
 Jane Russell, COO (Phone) Kathryn Doksum, District Finance Mgr. (Phone)
 Lisa Ely, Recorder Ursula Marinelli, PCHD Foundation Dir.

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 rooms 1 & 2 at Samaritan Pacific Communities Hospital.

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 September 21, 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. Kath Schonau moved to approve the minutes. David Long, MD, seconded the motion. Motion carried by unanimous voice vote.

WATER RESILIENCY PROJECT:

Chris Janigo from the city of Newport provided a brief history about the city water lines. Under a situation such as a seismic event, it would be beneficial for the hospital to have a holding tank, which could hold approximately a quarter-million gallons to sustain operations up to two-weeks. Should the Board wish to see a comparable tank size there is one located at the Yaquina Head Lighthouse.

Janigo noted that a construction ready project helps to move projects forward with funding (grant sources), direction, and goals. The USDA or Business Oregon can aid by offering a “One stop meeting” whereby a free stop is arranged with requesting entities to discuss multiple different grant opportunities or loans. Janigo will reach out to those sources to coordinate a visit.

FINANCIAL REPORTS:

Kathryn Doksum, District Finance Manager, presented the September financial reports for review and approval as follows: Check Register, Bond Requisition and Interest Summary; Capital Budget, Balance Sheet; Trend Analysis for the PCHD General Fund; Capital Fund; and Debt Service Fund. Doksum continues to work with Grimstad and Associates and hopes to have the audit report ready for the November board meeting.

Chairperson Ralph Breitenstein, MD, requested a motion. David Long, MD, moved to accept the financials. Kath Schonau seconded. Motion carried by unanimous voice vote.

LEGAL REPORT FROM COUNSEL:

Jim Shepherd brought forth a Memorandum for the Apple Peddler Building, located at 705 SW Coast Hwy. The memorandum has an additional addendum, which relates to the \$150M investment for the Apple Peddler building remodel/renovation. project.

It was noted that the Board and Samaritan should discuss the following: Terms for acceptance or to negotiate or renegotiate, the disbursement schedule of money, the capitalization of the interested rate prior to filed disbursement, interest rate (proposed 3 percent and monthly repayment schedule over 15 years), date of commencement of payments, rent to be discussed, more details regarding the work (construction) to be done, extent of which the Board will be participating in the planning and approval, and will Samaritan be making commitment to cost of the renovation and bring in local law group to ensure complying with public contract laws.

The following was reviewed and decided upon:

- A disbursement schedule: Samaritan to provide monthly bill.
- Capitalization prior to file: Since this is a smaller project this will follow the same methodology as on the Eye Clinic Remodel, with disbursement at the end of the project.
- Interest rate: 3 percent approved with Samaritan.
- Repayment schedule: 10 year.
- Date of commencement of payment. Once provided it will be paid back.
- Describe what is to be constructed: Remodel to the hospital's specifications. Plans to be shared with the Board.
- The Board will have the right to approve and participate in the plan and reserves the right to discuss and provide input.
- Jim Shepherd will work with local law group and will provide a letter to Tyler Jacobson, SHS legal counsel.

HOSPITAL REPORT:

Lesley Ogden, MD, CEO, announced SPCH received an award from the Oregon Perinatal Collaborative in partnership with CDC recognizing the safety of mothers giving birth, especially maternal hemorrhage, which is also a focus across the system. A recognition plaque was placed in the OB unit.

SPHS has been bargaining with the SEIU team since February. A small picket demonstration took place out by Dutch Brothers as an agreement could not be reached last Wednesday night. The package expired that Friday, but not sure that the union had an opportunity to talk to the members, Dr. Ogden sent an email to all SEIU members, so they understood with what SPCH believes was a great package and a fair and equitable offer.

SPCH was chosen to participate with the University of Washington in their Tele-Antimicrobial Stewardship Program along with four other rural hospitals in Oregon. This will provide access to UW's resources and experts and will allow access to information (like an extra toolbox) to help our patient safety and quality department.

The monthly board report has been prepared with information for September, except the financial portion has not been updated for September due to the complexity of accounting for the Covid pandemic, CARES funding use, Wildfires, declaration of additional Emergency to combine hospitals, and FEMA.

Dr. Ogden shared and reported on the following Inpatient Quality & Service Excellence: Inpatient, HARM report, ER, primary and specialty clinics, support services, community partnership, Sustainability (for August, September not ready yet), and employee engagement, which covered recruiting information.

CONSTRUCTION PROJECTS:

Jon Conner reported the final project meeting was held and noted there were a couple of outstanding punch list items and those have been taken care of. The Flooring issues experts are coming out in November.

FOUNDATION REPORT:

Ursula Marinelli presented the PCHD Foundation Executive Director's Report for July 1 to October 15, 2020. The report included patient support and assistance grants, employee engagement, sustainability and community

partnership information. Marinelli pointed out under sustainability the Foundation Board has changed the articles of incorporation and is in the process of preparing those documents that will then be sent to the state for final stamp of approval and to reclassify with the IRS.

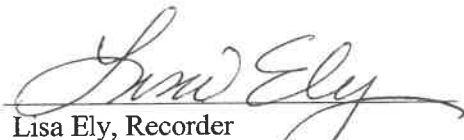
The Foundation Board approved \$200K to assist with the Walk-In Clinic remodel. In addition, a “12 Days of Giving” virtual online campaign will be held from Dec. 1 to 12.

BOARD ITEMS/ADMINISTRATIVE REPORTS:

- **Cooling Tower – Noise Complaint:** A nearby resident has reported an increase in noise from the plant air cooler since the construction modular trailer has been removed from the lot near his home. Jon presented a map of the facility campus to show the location of the utility plant and location of the area of noise concern. A diagram was presented as well for the cooling tower and how it operates as a closed-looped system – when the air cooler is operating it has a fan that blows air out. Conner has touched base with the individual and indicated he would bring this information to the PCHD Board. In the meantime Jon reviewed the local municipal codes, which indicate for an accurate reading a professional reading (sound analysis/decibel readings) is required by an engineer. The Board agreed to have Jon research the cost of hiring a professional sound engineer.
- **Car Charging station - Vote:** The Board will authorize up to \$50K from the General Fund for the completion of the car charging project. The PCHD Foundation has agreed to contribute \$30K.

Chairperson Ralph Breitenstein, MD, requested a motion. David Long, MD, moved to approve up to \$50K from the General Fund for the car charging station. Bonnie Saxton seconded. Motion carried by unanimous voice vote.

Meeting adjourned: 5:32 p.m.


Lisa Ely, Recorder
PACIFIC COMMUNITIES HEALTH
DISTRICT


David Long, MD
PACIFIC COMMUNITIES HEALTH
DISTRICT