

Meeting	Board of Directors		
Date / Time	October 30, 2023 at 6:30 p.m.	Location	Pioneer Memorial Clinic Conference Room, 130 Thompson Ave, Heppner, OR 97836
Chair	Diane Kilkenny, Board Vice Chair	Recorder	Sam Van Laer, Julie Baker
Board Members	Present: Diane Kilkenny, John Murray, Stephen Munkers, Trista Seastone		
Attendees	Staff: Emily Roberts, Nicole Mahoney, Julie Baker, Tiffany LaHue, John LaHue, Katelin Tellechea, Kami Ridling, Heidi Wimer, Diane Hardy, Mindy Smith, Lisa Paquet, Heather Smith (Zoom), Kathleen Greenup (Zoom), Dr. Everts (Zoom), Jodi Ferguson (Zoom), Sam Van Laer Guests: Eric Volk (WIPFLI) Press: Andrea Di Salvo (Heppner-Gazette)		

Mission
Bring essential health services to our rural communities that meet the unique needs of the people we serve.

Vision
Be the first choice for quality, compassionate care, and lead the way in promoting wellness and improving health in our communities.

Values
Integrity, Compassion, Quality, Respect, Financial Responsibility

Agenda Item	Minutes
1. Call to Order	Diane Kilkenny called the meeting to order at 6:30 p.m. Kilkenny stated that public comment can be submitted in writing or at the next meeting as there will not be public comment tonight due to the WIPFLI presentation. WIPFLI will present before the other agenda items.
2. Audited Financial Presentation - WIPFLI	Eric Volk, Independent Auditor with WIPFLI, presented the District's financial audit (see Board packet). MOTION: John Murray moved to approve the audited financials. Stephen Munkers seconded the motion. The motion passed unanimously by all Board members present.
3. Financial Report - Nicole Mahoney	Nicole Mahoney relayed that the actual tax certifications for FY 2023-24 have been received from the County and came in slightly less than estimated by the Assessor for the budget because of a lower total assessed value. She explained that tax compression due to Measures 5 and 50 sets limits on the amount of tax that can be levied. The District is subject to loss of tax revenue due to compression in the amount of \$42,000 on the tax base and \$239,000 on the operating levy. For the operating levy that is currently up for a renewal vote, 91% of the District's tax compression is from the City of Boardman and only 7% is from the City of Heppner with the remainder spread across the county in small amounts. Mahoney updated the Board on the tax revenue anticipation line of credit which allows the District to borrow up to \$2.5 million in anticipation of tax revenues not yet received. The District has only drawn \$500,000 and does not foresee the need to draw any further funds due to the increased collections from accounts receivable. The District anticipates the \$500,000 being paid back in November after the first tax

	<p>payments are received. Mahoney reports it is a common practice for Critical Access Hospitals to get revenue anticipation notes and it was not because of a budget shortfall. The \$2.5 million is not recorded as a liability since it is a line of credit, but the \$500,000 will be in October. The District needed the line of credit for this fiscal year’s operations because tax revenues are not received until the 5th month of this fiscal year.</p> <p>Eric Volk discussed cost-based reimbursement. Critical Access Hospitals are eligible for allowable cost plus 1% reimbursement, however this does not cover all costs just the Medicare and Medicaid share of patients. Eric further explained that in general, ambulance services are not profitable, especially rural providers. Critical Access Hospitals are the only entities able to receive cost-based reimbursement for ambulance services, but only if there is no other ambulance provider within 35 miles.</p> <p>The Financial Report was presented by Nicole Mahoney (see Board packet). Mahoney reviewed the September financial statements.</p>
<p>4. Approval of Meeting Minutes</p>	<p>MOTION: John Murray moved to approve the minutes for the September 25, 2023 regular session as presented. Stephen Munkers seconded the motion. The motion passed unanimously by all Board members present.</p> <p>MOTION: John Murray moved to approve the minutes for the October 2, 2023 special session as presented. Stephen Munkers seconded the motion. The motion passed unanimously by all Board members present.</p>
<p>5. CEO Report & Executive Team Dashboard - Emily Roberts</p>	<p>The Executive Team Dashboard was presented by Emily Roberts (see Board packet).</p>
<p>6. Consent Agenda A. EMS Stats - September 2023</p>	<p>Emily Roberts presented the Consent Agenda (see Board packet). Transfers are split out from emergency calls. Response times are excellent and better than the parameters listed in the ASA.</p> <p>MOTION: John Murray moved to accept the Consent Agenda as presented. Stephen Munkers seconded the motion. The motion passed unanimously by all Board members present.</p>
<p>7. New Business</p>	
<p>A. Cerner Agreement</p>	<p>The Cerner Agreement is not included in the Board packet and was sent to the Board in advance of the meeting. The District is bound by a non-disclosure agreement and is only able to disclose the Agreement via a public records request to view the document.</p> <p>Emily Roberts reports that the District requested substantial changes to the original contract proposal. This includes moving the location to Oregon for venue of law and arbitration, and adding language that only allows the CEO to execute purchase agreements with Cerner so no one can change the terms or extend the</p>

	<p>agreement inadvertently. Additionally, the original proposal listed price increases as CPI plus 5%, however, Roberts is trying to negotiate this to a lower rate.</p> <p>Roberts reports that the Executive Team has been looking at different EHRs. EPIC is significantly out of the District’s price range. The Team looked at every EHR system that is being used in Oregon hospitals. Cerner seems to be the next best option from EPIC. The safety issues with the current EHR should not persist on Cerner. The soonest Go Live date for Cerner implementation would be July 1, 2024, but only if the Agreement is signed by November 9, 2023. Legal counsel is working towards getting out of the current Thrive EHR contract.</p> <p>The Board discussed Thrive’s pain points. These pain points have been evaluated on the Cerner system to ensure they will not persist after transition.</p> <p>MOTION: John Murray made a motion to move forward with the Cerner Agreement assuming legal can move forward with a contract exit plan for Thrive. Stephen Munkers seconded the motion. The Board asked about the timeline for implementation and training. Roberts explained the process and reports it is much better than Thrive was and believes the project timeline provided by Cerner to be reasonable. The plan includes hard stops and steps that must be completed to move forward through the implementation process. The motion passed unanimously by all Board members present.</p>
<p>B. Community Benefit Request - Lone Community Church</p>	<p>Lone Community Church is requesting an AED and LifeVac.</p> <p>MOTION: John Murray moved to approve the AED and LifeVac community benefit for Lone Community Church. Stephen Munkers seconded the motion. The motion passed unanimously by all Board members present.</p>
<p>C. Community Benefit Request - Irrigon Elementary School</p>	<p>Irrigon Elementary School is requesting \$2,089.60 for student sleeping bags for outdoor school. The students would keep the sleeping bags. The outdoor school event has already occurred since the initial request for funds.</p> <p>MOTION: John Murray moved to pay the unfunded balance of the initial request. Trista Seastone seconded the motion. The motion passed unanimously by all Board members present.</p>
<p>D. Community Benefit - Food Pantry Donations</p>	<p>Emily Roberts recommends a \$1,500 donation to each food bank in Boardman, Irrigon, and Heppner.</p> <p>MOTION: John Murray moved to make a \$1,500 donation to the Boardman, Irrigon, and Heppner food banks. Stephen Munkers seconded the motion. The motion passed unanimously by all Board members present.</p>
<p>E. 2024 Board Meeting Calendar</p>	<p>Emily Roberts presented the proposed 2024 Board Meeting Calendar.</p>

	MOTION: John Murray moved to accept the proposed 2024 Board Meeting Calendar. Stephen Munkers seconded the motion. The motion passed unanimously by all Board members present.
8. Old Business	None.
9. Executive Session	<p>At 7:52 p.m. Diane Kilkenny prescribed a five-minute break. At 7:57, Kilkenny called to order Executive Sessions under:</p> <ul style="list-style-type: none"> A. ORS 192.660(2)(f) to consider information or records that are exempt from public inspection pertaining to ongoing or anticipated litigation exempt from disclosure under ORS 192.345(1). B. ORS 192.660(2)(f) to consider information or records that are exempt from public inspection pertaining to trade secrets exempt from disclosure under ORS 192.345(2). C. ORS 192.660(2)(i) to review and evaluate the employment-related performance of a public employee who does not request an open hearing. <p>The Executive Session adjourned at 9:17 p.m.</p>
10. Open Session	MOTION: John Murray moved to appoint Trista Seastone and Stephen Munkers to develop a CEO evaluation form with input from consultant Mary Sheehan. Stephen Munkers seconded the motion. The motion passed unanimously by all Board members present.
11. Adjourn	<p>With no further business to come before the Board, regular session adjourned at 9:17 p.m.</p> <p>Minutes taken and submitted by Sam Van Laer and Julie Baker. Approved November 27, 2023.</p>

Promise of Excellence

Compassion: Being motivated with a desire to assist patients and staff with empathy and kindness and committed to going the extra mile to ensure patients and staff feel comfortable and welcomed.

Respect: Recognizing and valuing the dignity and uniqueness of everyone. Respect creates a work environment based on teamwork, encouragement, trust, concern, honesty, and responsive communication among all employees and our patients.

Integrity: Encompassing honesty and consistently adhering to the principles of professionalism and accountability with our patients, fellow employees, and community partners. Integrity is at the heart of everything we do.

Excellence: Creating standards of performance that surpass ordinary expectations. We want to make this the place where patients want to come, our providers want to practice, and people want to work!