

Pend Oreille Hospital District MINUTES

February 26, 2019

A meeting of the **Board of Trustees of the Pend Oreille Hospital District** was held in the classroom at Bonner General Hospital.

Present: Tom Lawrence, MD, Jim Frank (per phone), Scott Burgstahler, MD, Dan Rose, Bart Casey, and Shawn Woodward. **Others present:** John Hennessy, Colton Boyles, and Sharon Beeman.

The meeting was called to order at 7:00 a.m. by Tom Lawrence, Chairman.

Business:

1. Approval of Agenda: Motion to approve Agenda was made by Shawn Woodward, seconded by Scott Burgstahler. Dan Rose made a motion to add "Other" to the agenda. The Chairman reminded Mr. Rose that any items that are requested to be added to the Agenda need to be submitted to him 48 hours in advance of the meeting. In order to add an agenda item the day of the meeting there needs to be a reason as to the urgency of the item to be discussed at that day's meeting. Dan Rose made a motion to strike the word "and threatened" from VIII. 1) of the agenda – no second received. The Agenda was approved as is by 5 Yes votes, 1 No vote from Dan Rose.
2. Shawn Woodward made the motion to approve the minutes of the January 28, 2019 meeting. The motion was seconded by Scott Burgstahler. Dan asked for discussion. Moved to change 5., the word "the" to "he", seconded by Shawn Woodward. Dan made a motion to change 6. "end" to read "beginning" - no second received. Dan Rose made a motion to add to item 15 paragraph 2 "under threat of arrest" by an Officer of the Sandpoint Policy Department – no second received. Dan Rose made a motion to add, at the end of 16. "Mr. Rose stated, for the record, that the resolution was inaccurate" – no second was received. Dan Rose made the motion to define 10), second line, to define the "issues" – no second received. Point of Information to the Chairman by Mr. Rose, did the POHD Secretary notice a hearing to file judicial examination of the proposed resolution to the issues?" as referenced in 17 – it was noted that this is not a time for questions, we are specifically working toward approval of the minutes. The Minutes were approved by 5 Yes votes, 1 No vote by Dan Rose.
3. Scott Burgstahler made the motion to approve the Special Meeting minutes of the February 13, 2019 Special Meeting, the motion was seconded by Shawn Woodward. Dan Rose made a motion as a point of information to insert "Mr. Chairman, have the meeting minutes for the Legal Affairs Committee for the first Legal Affairs Committee minutes every been posted?" – no second. Dan Rose made a motion to 2. of the minutes, the wording on two separate paragraphs that state George Wentz and Colton Boyles "went through" be replaced with "glossed over" – no second. Dan Rose moved that the following be inserted at the beginning of the minutes that "The Chairman opened the Special meeting stating that was being recorded by audio". Dan Rose moved to strike "6 Yea" and insert "5 Yea" – no second. 2., third paragraph, Dan Rose moved to strike "discussion and approval" and insert "discussion and decision" – no second. 2. regarding the vote, Dan Rose moved to strike "6 Yea" and insert "5 Yea" – no second. Under Adjournment Dan Rose moved to strike "6 Yea" and insert "5 Yea" – no second. Move to introduce document identified as "Idaho Code 74-203 #5" – it was noted by the Chairman that items that were not discussed at the meeting can not be added to the minutes. Mr. Rose noted that the vote of the trustee attending by phone could not be heard by Mr. Rose and this is a violation of the open meeting law. Mr. Rose was asked if he listened to the audio recording, Mr. Rose replied that he had. Mr. Rose was asked if he listened to "our audio recording", he said he could not hear it on his audio. Mr. Rose moved that the POHD Board take notice under 74-208-1 violation of "if every trustee can not hear the vote, the meeting be null and void". Minutes of the February 13, 2019 meeting were approved by 5 Yes votes, 1 No vote by Dan Rose.

4. The District Trustees acknowledged receipt of a Bonner County Warrants dated January 2, 2019 in the amount of \$5,351.39; January 18, 2019 in the amount of \$586,483.44; and February 8, 2019 in the amount of \$39,565.96. John Hennessy was asked to update the Board on the bank balance for the POHD, he noted that the balance is somewhere over \$700,000. Motion was made by Scott Burgstahler to acknowledge receipt of the 3 checks, motion was seconded by Shawn Woodward. Approved by 6 Yes votes, no Nay votes received.
5. Finance Committee Report: Chairman Lawrence reported on the Committee. The Committee met 2/18/19 and we have some information that we shared, the total tax revenue now is sitting in the bank and not being distributed for patient care so we have to start dispensing that. The Agreement we are signing with BGH has not been signed yet so we can't make decisions on getting the money in to BGH where it needs to go for health care. Mr. Rose wanted to know the schedule of the Finance Committee meetings and its members - this was and clarified by Chairman Lawrence for the group – the Committee would like the quarterly meetings to occur January, April, July and October. The members are Scott Burgstahler, MD, Tim Cochran, and Tom Lawrence, MD. When we get this Agreement signed, there are statements in it about how we can get money to the hospital and the requests for funding so we can start spending this money on the healthcare of our County instead of it sitting in a bank – would like to start next month. At the time the Finance Committee met, the Agreement had not yet been signed and it still has not been signed. We will bring forward a request at the next meeting that sets up monthly amounts, because we have large amounts of money, how the monies will be dispensed is not clear yet. A motion will be brought to the next meeting.
6. Selection of Auditor: At a previous meeting it moved and approved to try to have a separate Auditor for the POHD for this year's audit. Our problem is we can not find anyone to do it. Once they look at our issues they do not want to do an Audit of the POHD. John reported on the search under Code 39-1328, the District has to have their Audit done by April 30th each year. Within 30 days we also have to post our Audit results. John reached out with an RFP in December to three firms: Wipfli, Moss Adams, and Clifton Larson Allen, all from Spokane. Wipli declined to respond to the RFP, Moss Adams could not meet the time-line, and Clifton Larson Allen were not interested in doing this audit. Right now we do not have an Auditor. Jim Frank made the motion to use Eide Bailly, as we have in the past for this year, seconded by Shawn Woodward. Mr. Rose proposed to not move forward using Edie Bailly and still trying to find another Auditor – no second. A vote was called for to use Edie Bailly for the POHD Audit for this year, approved by 5 Yes votes, 1 No vote by Dan Rose. Under Idaho Code 67450B a Contract needs to be set POHD and Edie Bailly prior to that Audit and published with LSO Boise. John will request the agreement, the Chairman will sign the Agreement. Scott Burgstahler made the motion that the POHD Chairman sign the Agreement when it is received, seconded by Shawn Woodward. Approved by 6 Yes votes, no Nay votes received.
7. Motion was made by Chairman Lawrence to enter into Executive Session under Idaho Code 74-206(1)(F) regarding potential and threatened litigation from adverse Board member. Seconded by Shawn Woodward. Point of Information was asked for by Dan Rose and moved for the Chairman identify where the specific threat of litigation has specifically been mentioned. "Yes" votes were received by, Tom Lawrence, Jim Frank, Bart Casey, Scott Burgstahler, Shawn Woodward. "No" vote received by Dan Rose. Executive Session was convened at 7:42 a.m. Dan Rose was excluded from the Executive Session as it violates the patient/client confidentiality. Mr. Rose said he under the law he was required to be here and refused to leave, so the Executive Session could not be held. The meeting was disbanded and will need to figure out how/when to reconvene. All members left the room at 7:45 a.m.

Respectfully submitted,



Sharon Beeman, Secretary