

Pend Oreille Hospital District
MINUTES
March 24, 2020

A meeting of the **Board of Trustees of the Pend Oreille Hospital District** was held in the HSB Cabinet/Monarch Room at Bonner General Health.

Present: Tom Lawrence, MD, Tim Cochran, Jim Frank (via phone), Scott Burgstahler, Dan Rose, Helen Parsons, and Bart Casey. **Others present:** Julie Hoffman, Amy Clemmons (via phone), and Sharon Beeman. **Guest:** Mike from Sandpoint. Public notice was posted on the POHD website as to how they could join the meeting via phone – no public callers joined the call.

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

Business:

1. Approval of Agenda. Motion to scratch item 7 from the Agenda was made by Scott Burgstahler, seconded by Bart Casey. Discuss was held. Approved to scratch item 7 from Agenda 6 yea votes, 1 nay vote. Dan moved to add the unlawful funding code call expenses for Sandpoint Women's Health as expressed by email to Chairman Lawrence 3-4-20 and 2-25-20 in POHD minutes. No second received. Motion to approve Agenda, as amended was made by Scott Burgstahler, seconded by Tim Cochran. The Agenda was approved, by 7 yea votes.
2. Approval of Minutes. The motion to approve the minutes from the February 25, 2020 meeting was made by Tim Cochran seconded by Helen Parsons. Dan Rose moved to amend the minutes on item #1, line 2, "funding condition not within the district pursuant to IC 39-18" – Chairman asked for a second – none received. Dan Rose moved to item #3, line 6 – striking "BGH" and inserting "Bonners Ferry" as said on the audio recording. Scott Burgstahler seconded the motion, approved by 7 yea votes. Dan Rose made the motion to insert to Item #2, line 12 inserting "the official duty of" between "pertinent to" and "any member", as the audio recording evidences. No seconded received. Dan Rose made the motion to amend minutes, item #4, line 14 inserting "this meeting is null and void" as the audio recording evidences. No seconded received. Dan Rose made a motion to amend the minutes inserting to item #4, line 8 "50% ownership of Glacial Third and Alder, LLC" between "conflict of interest" and "that he" – no second received. Dan Rose made a motion to insert Item #7, line 13, Trustee Rose indicated that he would like a copy of a document. No second received. Minutes were approved with the approved correction, by 6 yea votes and 1 nay vote.
3. Audit Presentation was cancelled due to travel restrictions due to the Corona virus. The Eide Bailly people can not travel to present the Audit Report to the Hospital or to the POHD. Our Bylaws state they are to be put in the paper 30 days from the date of completion. Do we consider "completion" the date they present it to the Board of the date they actually completed the Audit Report? Discussion was held. Consensus was that the Audit Report is not completed until it is presented to the Board. Motion was made by Dan Rose that Legal Counsel be advised of this and, if permissible, the published date be delayed, Scott Burgstahler seconded the motion. Approved by unanimous vote.
4. SWH Rental Agreement. A handout was given in the Board packet. Chairman Lawrence apologized for a reporting error. He received a SWH Sublease Rental Agreement saying we had to pay more rent. There are two parts to SWH Sublease Agreement, one is for "square footage rent" and the other is "common area maintenance". The Common Area Maintenance (CAM) is the numbers that was sent to us requesting us to pay that amount per month. As it turns out this 2020 number is less that what we were asked to pay in 2019, and in fact they have determined that the CAM charges were over payed and they are going to send SWH a refund of \$2,132.63. Last time the Board gave approval to pay for one month and we now need approval to pay for the rest of the year. When we get the refund check we will put it in the account.

Motion was made to pay the CAM for the coming year by Scott Burgstahler, seconded by Bart Casey. Dan Rose raised issue that it was clearly stated at the last meeting that it was an increase and now is restating it as a decrease. Chairman Lawrence restated his error, as explained above. Dan Rose requested the document and Chairman Lawrence said it would be provided to all the Board members but he did not have it in his possession. Tim Cochran called for the question. All in favor of paying CAM charges for 2020 approved by 7 yea votes. Julie Hoffman asked to be recognized – she expressed concern regarding the camera the guest “Mike from Sandpoint” seemed to be hiding. He was asked if the camera was on, he stated just had it to take a group shot at the end of the meeting, then was asked again if he had the camera on and Mike did not think he had to answer that. Dan Rose stated that this is a public meeting and he can have a camera or a recorder if he wishes to have. The camera was by then covered up by a paper.

5. Sandpoint Women’s Health Satellite Clinic is still an item of controversy. Dan Rose believes we are doing that illegally. Chairman Lawrence has received verbal opinions from a number of other attorneys, etc. and they do not believe we are in error. However, to make this very legal, he would like to refer this issue to the Legal Affairs Committee and get legal, written opinion as to whether we can run a satellite clinic. We are told that satellite clinics are often run by Hospital Districts. Kootenai Health has an ENT Clinic and a Cardiology Clinic in the very building we are meeting in today and they are a Hospital District. Jim Frank made a motion to refer this issue to the Legal Affairs Committee to get written legal opinion on the Satellite Clinic, seconded by Scott Burgstahler. Dan Rose wanted to amend the motion for the Legal Affairs Committee to refer to a CPA to make comment on the difference and explained why a CPA should be consulted. No second received. Original motion approved by 6 yea votes, 1 nay vote. Chairman Lawrence asked that the spreadsheet handout that Dan Rose provided to the Board members that shows a loss at the Bonners Ferry satellite clinic. Chairman Lawrence has tried to understand this and couldn’t, he asked a couple of other people who are accountants look at it and if they couldn’t understand it either, so he wants to refer this to the Finance Committee and they can look at this and decide if this is true and up-to-date and it is an accounting maneuver that seems reasonable, then we decide whether the SWH Satellite Clinic is operating at a profit or a loss. Tim Cochran commented that he feels if the Attorney says it is ok to run a clinic outside of the District, then this is not necessary. Motion was made by Scott Burgstahler to refer this spreadsheet to the Finance Committee, seconded by Helen Parsons. Discussion was held regarding the necessity of this review. Dan Rose made an amendment to the motion that POHD get an independent CPA to advise which items are applicable to the Bonners Ferry Sandpoint Women’s Health Clinic and what formula should be applied. Second for the amendment to the motion was called for – no second received. Dan Rose asked if the Finance Committee would be inviting the author of the document to discuss it. Discussion was held regarding that issue. Tim Cochran then made a motion to amend the original motion to refer this document to the Finance Committee after Legal opinion has been presented to the Board. Jim Frank seconded the motion. Motion passed by 6 yea votes to 1 nay vote.
6. The District Trustees acknowledged receipt of a Bonner County Warrant dated March 5, 2020 in the amount of \$16,245.43. Motion was made by Jim Frank to acknowledge receipt of the checks, motion was seconded by Bart Casey. Approved by 7 yea votes. Dan Rose asked if the amount of the check(s) that come in each month can be included in the Board Packet. Sharon noted that the check doesn’t always come before the packet goes out. Chairman Lawrence stated that we will include the amount of the check(s) that have been received in the packet. Approved by 7 yea votes.
7. Funding Requests for the POHD. Funding Requests for POHD Clinics are as follows:
 - a. Sandpoint Women’s Health: \$161,704
 - b. Ear, Nose & Throat Clinic: \$25,136
 - c. Behavioral Health Clinic: \$56,217

Total Clinic Funding Request for the month (Rental and Net Losses): \$243,057

Scott Burgstahler made the motion to approve the funding for SWH Clinic for \$161,704, seconded by Tim Cochran. Discussion was held regarding the increase in the requested amount having to do with losing a locums physician, thus being short a physician seeing patients in the SWH Clinic and dates and coverage of locums. Motion to approve funding for SWH was by 6 yea votes to 1 nay vote. Chairman Lawrence asked Dan Rose "you don't want to pay for SWH, right?" Dan replied, "Mr. Chairman I am doing what I am obligated to do legally." Chairman Lawrence stated "no you aren't, you are not following what you signed up to do."

ENT Clinic. Chairman Lawrence noted that he has talked to some of the Board members in Bonners Ferry and they are interested in having an ENT satellite clinic there. He has not talked anybody here, especially the ENT people, in light of COVID-19 restrictions he will pursue that discussion later. Motion to approve funding for the ENT Clinic of \$25,136 was made by Scott Burgstahler, seconded by Jim Frank. Approved by 6 yea votes and 1 nay vote.

Behavioral Health Clinic. Chairman Lawrence noted that he had a recent meeting and found that Mayo Clinic has developed a program where Behavioral Health departments are able to teach classes primarily to grade school, middle school, and high school and they are having a lot of success. The speaker was saying there is a lot of mental health issues at the high school and grade school levels, if anyone could come forward with that. Motion was made by Scott Burgstahler to approve \$6,217 to the Behavioral Health Clinic. Tim Cochran seconded the motion. Scott Burgstahler asked for an explanation of the noted January correction of \$19,641. Discussion and review of the numbers was held on this correction. Dan Rose moved to amend the motion to not pay this until we can get approval of what this \$19,641 extra expense is, or loss of revenue. No seconded received to the amended motion. Tim Cochran made the motion that we amend the motion to not pay until we get confirmation by email from the Chairman as to what the correction was for. Seconded by Jim Frank. Approved to pay after email clarification was passed by 6 yea votes, 1 nay vote.

8. COVID-19 Response. This is just discussion. Chairman Lawrence wanted to talk about is that a number of people have mentioned that above all they want to make sure that the Hospital does not go under by the problems being created by the virus. Currently the Hospital does not have a request for any money from us, the equipment they need and the tent they need. As the tests become more available, they may need a second tent, they may come to us with a request for some dollars for that. So, we have to make decisions based on the future and how the Hospital District can get the money to the Hospital if they have tough times will obviously be a legal issue. If anybody has any thoughts about how we can do this, it would be real nice if Bonner General Hospital does not suffer consequences from what is going on. Otherwise their response appears appropriate, they have 3 meeting a week around here. There is some data on COVID-19 on the table at the back of the room. The County has put the responsibility on the Hospital, they are not really helping out in terms of any other government funded stuff, they are all pointing at the Hospital saying "you guys do it." The Panhandle Health District is not setting up a clinic for testing which was hoped for by the Hospital, so this is all falling to the responsibility and expense of the Hospital. Personal Protective Equipment is what we are really talking about, monstrously expensive, you can not even get it on the black market – very horrible response from the government. The legality of being able to provide funding to the hospital in an emergency such as this was discussed, also Government and State reimbursement possibilities were discussed. Dan Rose wanted to read a document issued by local government, he was asked by Tim Cochran to provide the document to Sharon so she can share it with all of the members – he stated he would not do this until he received a document he wanted. Jim Frank said we should be less partisan and keep in mind the greater good our of community and helping it with ventilators and PPE in a time of need. Chairman Lawrence said we may need to hold an emergency meeting when the time comes because we don't know how to predict the future. Tim Cochran made the motion that Attorney Clemmons get us an opinion approved by the Attorney General on what we can spend money for. Jim Frank seconded the motion. Dan Rose made to amend the motion to include distinction between gift clause amounts of money and clinic amounts of money under the Agreement. No

- second received on motion amendment. Vote was called for on the Motion to have Attorney Clemmons get option from the Attorney General. Approved by 6 yea votes, 1 nay vote. Tim Cochran noted that we can get this money back from President Trump, the State or the County if we keep track of it.
9. Investments. Our Finance Committee needs to look at this but with the COVID-19 possible needs, Chairman Lawrence wanted to table this until next month. Dan Rose made the motion to table the issue indefinitely until this crisis is over. No second received. Jim Frank made the motion to table this issue month to month until we feel comfortable the crisis is over. Seconded by Tim Cochran. Approved by 7 yea votes.
 10. Mental Health Discussion. Chairman gave information on this earlier – no further need for discussion.
 11. Clarification was made to a question a Board member had, “Glacier Third and Alder, LLC” is an entity of Parkwood. They are not separate companies.
 12. Next Meeting is April 28, 2020.
 13. Tim Cochran made the motion to adjourn, seconded by Scott Burgstahler and was approved by 7 Yea votes. The meeting was adjourned at 8:05 a.m.

Respectfully submitted,



Sharon Beeman,
POHD Secretary