

Pend Oreille Hospital District
MINUTES
January 26, 2021

A meeting of the **Board of Trustees of the Pend Oreille Hospital District** was held by phone only, due to the Hospital reinstating a “No visitor” policy due to the high incidence of COVID-19.

Present: (all by phone) Tom Lawrence, Tim Cochran, Scott Burgstahler, Helen Parsons, Dan Rose, and Bart Casey. Others present: Sharon Beeman. Public Notice was posted on the POHD website on how to join the meeting – no callers joined.

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 Scott Burgstahler, seconded by Dan Rose. The Agenda was approved by 6 yeas votes.
2. Approval of Minutes. The motion to approve the minutes from the December 22, 2020 meeting was made by Tim Cochran, seconded by Scott Burgstahler. Minutes were approved by 5 yeas votes and 1 abstained.
3. Treasurer’s Report. The current bank balance is \$15,711.15. No Bonner County Warrants have been received. Sharon checked with Columbia Bank and we found that we need to maintain a minimum checking balance of \$2,500 if we do not want any additional fees to be assessed. Tom Lawrence reviewed the Treasurer’s Report that was submitted by Jim Frank and was included in the meeting packet. Dan Rose asked for a Point of Information “Did we have a Finance Committee Meeting this quarter”. Chairman Lawrence noted that we did not, we just have the Treasurer’s Report. Discussion was held regarding the report. Dan Rose moved to introduce the Minutes of November 24, 2020 “regarding motion to deny the funding request for the ENT and BH Clinics, seconded by Scott Burgstahler, 4 yeas votes, 1 nay vote.” The \$73,623 and the \$58,254 should not be in as “carryover” since paying them was “denied.” And subsequently moved to strike from the Treasurer’s Report “carryover” \$73,623 and insert \$41,079 and to strike the BH \$58,524 and insert \$20,980. No second was received.
4. Funding Requests for the POHD. Funding Requests for POHD Clinics are as follows:
 - a. **Sandpoint Women’s Health: \$108,851**
 - b. **Ear, Nose & Throat Clinic: \$39,978**
 - c. **Behavioral Health Clinic: \$60,266**

Dan Rose asked for a Point of Information – “do the POHD Trustees have access to the billing codes for the 3 clinics as a matter of fiscal management?” Chairman Lawrence said that we did not. Dan Rose moved to produce the billing codes for each of the 3 clinics to the Trustees. No second was received. Motion failed.

Dan Rose made the motion to deny the funding requests. No second was received. Motion failed.

Total Clinic Funding Request for the month (Rental and Net Losses): **\$209,095**. Motion to delay funding request until we have enough money, seconded by Helen Parsons. Approved by 5 yeas votes, 1 nay vote.

Chairman Lawrence added up the totals for the fiscal for each clinic and gave an overview. We are just shy of 4 million dollars in the total amount of expenditures for the 3 clinics. The POHD paid \$1,457,229. 2019 to 2020 comparisons for the clinics are: ENT is down 200 visits, SHW is down 1,200 visits and BH has increased to 1,100 visits. The hope is when COVID goes away the visits for all clinics will go up.

5. Audit Letter. A letter from Eide Bailly was received and included in the Board packet. Audit of the POHD for the year ended December 31, 2020 will begin on approximately February 8, 2021. Tim Cochran made the motion that we engage Eide Bailly to do the POHD Audit, seconded by Scott Burgstahler. Discussion was held. Dan Rose made a Point of Information, “did the 2019 annual audit describe an issue with

material weakness as 2019 1 that actually reflects the fact that we do not have our own internal accounting.” Chairman Lawrence noted that we do not have the 2019 audit at the meeting to refer to. Dan Rose made the motion that the Annual Audit separately identify revenues and expenses of the Bonners Ferry Women’s Clinic by accepting the forensic analysis of CPA Paul Herndon. No second was received. Motion fails. Dan Rose made a motion that the Auditor for Eide Bailly certify the variable monthly expenses amount on the Bonners Ferry SWH Clinic being \$4,203 every month, without change, is an accurate reflection of the months expenditure. No second was received. Motion fails. Dan Rose made a motion that the Annual Audit by Eide Bailly, separate from the monthly spreadsheets of the 3 clinics, all inpatient expenses and create an annual expense sheet for each clinic to be included as part of the report. No second received. Motion fails.

Tim Cochran called for the question. Motion passed by 5 Yeas votes and 1 nay vote. Discussion as to what the audit includes was held

Dan Rose made a motion that the part of the audit shown on Page 4, on the Statement of Actives, on the government funds statement, specify under the account name “general government” the actual, specific expenses that fall under “general government.” No second. Motion fails.

Dan Rose made a motion that the part of the audit shown on Page 9 that lease obligations in 2020 were \$216,795 and were easily projected to be \$270,000 and that would be an accurate projection for 2021 and most likely 2022. So the number that is on page 9 for 2019 says 216,00 and it was 270,000 it was easily discernible last year that that number was 270,000 not 219,000 for 2021 – it needs to be changed. No second received. Discussion was held by Dan regarding page 10 and Dan Rose made the motion that page 10 not reflect “Maintenance and Operations” like it was 3 years ago since we moved to the new Agreement and should reflect for all 4 clinics with new line account names. No second was received. Motion fails. Dan Rose made a motion regarding additional production of expenditures or revenues under the 2 previous fiscal years by fund and/or department. Under Code we are obligated to list in the newspaper reporting, the two previous fiscal years and we did not have that on the last Audit. In order to verify that we are publishing correct, appropriate, certified numbers we need the Auditor to provide us those numbers and they did not do that last year or the year before and we need that for financial reporting in the paper. So Dan also moves, that Auditor include the previous 2 fiscal years expenditures and revenues by fund and/or department. No second received. Motion fails.

6. Bylaws. Dan Rose asked when each Committee last met. In the last quarter Building & Grounds has not met, Executive Committee announced it would not meet due to lack of agenda items, Finance Committee has not met. Legal Affairs is not required to meet quarterly and are not required have meeting minutes. Chairman Lawrence noted that we know we are out of compliance with our current Bylaws on these quarterly meetings and it is for a number of reasons – one being the pandemic and the ability for many members to accommodate zoom meetings from their residence and the Bylaws are slated to be changed. An email has been received from our Attorneys who should have a 1st draft of the Bylaw changes that will be ready for the Board to review in the next week or two. Point of Order was made by Dan Rose, “with the lack of compliance with the POHD Bylaws, are we performing our elected duties legally pursuant to Idaho Code 39-13-31 H and specifically K.” Chairman Lawrence noted that those Bylaws were not written with a Pandemic in mind. Other Board members were asked if they have any questions regarding this discussion and what Dan is asking – none spoke up. Dan made a Point of Order – he said the proclamation from the Governor stated that open meeting laws will not be violated and if Chairman Lawrence is claiming we can not having meetings because of some open meeting law requirement then we are violating the open meeting law all together and the proclamation specifically stated by the Governor that we will not operate in secrecy. Chairman Lawrence that this is an open meeting by telephone. Dan stated that if we do not have the other quarterly meetings that we are saying nobody had the right to know what we are doing. More discussion on these meetings was held regarding interpretation of this and reasons. Dan Rose moved for a vote of no confidence in the Chair. No second was received. Motion fails.

Chairman Lawrence noted that we are aware that we are not having our Committee meetings, we are aware that by the Bylaws we are supposed to do them, we are aware that COVID is still happening and new Bylaws are still coming and the limitations on our meetings have legal precedence over meeting with the public. Dan Rose moved that a roll-call vote be taken so that each Trustee state that they recognize that we are not operating by the Bylaws. No second received. Motion fails.

7. Next Meeting is February 23, 2021. We should have our new Bylaws draft done and need to have meeting about those and those meetings will have to be scheduled. Questions was asked if anyone felt they should be done by the Legal Affairs Committee or the Executive Committee – no one had any input and Chairman Lawrence said he will make a decision when he gets the draft. Members will be notified when the decision is made, legal opinion which Committee should be involved in review of the Bylaws will be obtained and at what stage public notification and involvement will be done.
8. With no other business to be brought before the Board, Bart Casey made the motion to adjourn, seconded by Scott Burgstahler and was approved by 6 Yea votes. The meeting adjourned at 7:45 a.m.

Respectfully submitted,



Sharon Beeman,
POHD Secretary