

**WHITE RIVER HEALTH DISTRICT
1605 GEORGE JACKSON RD., MAUPIN, OR
BOARD OF DIRECTORS REGULAR MEETING
JULY 20, 2022
MEETING MINUTES**

(MEETING WAS HELD VIA ZOOM VIDEO PLATFORM)

BOARD MEMBERS PRESENT: Sue Knapp, Andrew Houck, Laura Taylor, Julie Whetzel

BOARD MEMBERS ABSENT: none

GUESTS:

DRHC: Kathryn Mahler Doan, Shelby Dumire, Melody Collins

I. CALL TO ORDER:

The meeting was called to order at 9:01 am by the Chair, Sue Knapp.

II. INTRODUCTION OF PARTICIPANTS: Participants on the call were identified.

III. CONSENT AGENDA (Action)

a) Approve the minutes of the DRHC Regular Board Meeting on June 20, 2022.

b) June Financials: Kathryn shared the FY End Balance Sheet and Profit and Loss for FY 21-22. The bottom line is we're in the negative numbers for the moment. We're still seeing the leftover impacts from COVID. Also, Maddie's departure in February led to higher costs for locums providers as we search for a new permanent FNP. There were also some problems with Mike Pendelton's credentialing that slowed our reimbursements from Medicare and others (Kathryn is working toward resolving this. She is meeting with a potential interim Medical Director today and will verify that he has the appropriate credentialing to run reimbursements through him. Another option is to use Andrew's credential number. Either way, this should speed up repayments for services). Shelby has been doing a fantastic job in managing supplies and the Clinic is running as lean as possible, but there have also been some expenses toward purchasing needed items for the new Clinic. These will be reimbursed when some of our grants come in. Another factor is that dental revenue has been unusually low due to some paperwork issues; Medicaid has been kicking back some claims (Approx \$18,000 worth) because of insufficient information. Kathryn is working on resolving this as well. Laura moved to approve the Consent Agenda (minutes and financials). Andrew seconded. All ayes. Motion carried.

IV. CLINIC and DISTRICT UPDATES (Information)

a) Chair's Report: Sue has been working on grant issues. The Collins grant came in (yay), there was yet another round of paperwork in late June regarding the CDS grant, additional questions from Murdock, and the grant application to Mid-Columbia Health Foundation for \$5000 for two new exam tables. Sue also found someone to do weed abatement (cost \$300). She is still looking for a landscape contractor (everyone she's contacted so far has declined, except Tony Morelli). Tony looked at the irrigation options and will work up a quote for hardscaping and irrigation. Andrew also suggested that we seek a second opinion from Chris Bidema and contacted him to connect him with Sue regarding a potential bid. Sue will call Chris to take it from there. Sue also filed paperwork with the credit union to increase our credit line (which was approved). There have been some headaches with the Clover app relating to security questions. Kathryn and Julie have been trying to assist with those. Lastly, MCMC may finally have a new equity partner, but further info will need to wait until after Sue's MCMC Board meeting and vote.

- b) Director's Report: Andrew and Shamsa will be attending the SWA meeting on Friday. Kathryn will also be there as our Clinic representative, and Shelby may also attend if her schedule permits. Julie had nothing new to report from NCPHD as July is their "holiday month" with no board meeting. However, she did announce the foundation's receipt of a small grant from Wasco Electric for the 'healing garden'.
- c) Clinic Report and Dental Report: Shelby gave the update for the medical clinic. On the days that we have a provider on site, their schedule has been full. Demand has increased to the point that we have the potential to fill even a 4th day this week. Clearly there is a lot of need in the community, and we have the potential to add many new patients. Also, Shelby has been ordering and receiving some new FFE for the new clinic building, which is exciting. Kathryn updated us on other Clinic business. Mike Pendleton has resigned as Medical Director, but will help through the end of the month as needed. Kathryn has lined up a temporary Medical Director (a doctor with his own practice in The Dalles) and will make a formal announcement once she has confirmed the details with him. Stephanie will continue as locums provider through the end of September. Shelby and Kathryn will be meeting with a potential full time FNP on July 31. Kathryn would like to be able to offer him a contract at that meeting, which would allow him to start on October 1. Our new dental providers will start on October 1 as well (more about both of these things below). (Note: it takes some time to work out credentialing with the state, and that's why there is typically a 3 month delay between hiring and start date for providers).

V. OLD BUSINESS (Clinic and District)

- a) Provider Recruitment Status (Information): See above.
- b) Punch Walks, Building Turnover and Move-In (Information): There was a little set-back with the electrical panel and interior doors, which delays security for the new building. There will be a Punch Walk on July 21, and we're hoping that the final walk-through will be in early September. This means that move-in will need to be delayed to mid-September, rather than mid-August as previously hoped. Most of the furniture needed has been purchased. With these new purchases plus what we already have, most rooms in the new building are now completely furnished.
- c) Old Clinic Repurposing (Action): Previously, we identified short-term housing for providers, an annex exam room for specialists/traveling providers, Foundation/Board office space and the food pantry as possible uses for the old clinic building. In line with this, Andrew mentioned that his current office has a black mold problem and he may soon need to relocate his practice. He inquired about the possibility of moving his practice into the old clinic building. He could also act as a locum in natural medicine. Also, in Oregon, a chiropractor's license allows him to be a primary care provider with limited scope. Kathryn will verify what his license allows him to do. This could fulfill a need in the community for expanded healthcare options, broaden our service base, and also generate some rental income. After discussion, Julie moved that the WRHD provide office space for Andrew Houck in the old building for his chiropractic business (for rent to be negotiated), and to contract with him to serve as a locums in natural medicine. Laura seconded. Andrew recused himself from the vote. All others voted aye. Motion carried. It should be noted that if/when this comes to fruition, it will be a potential conflict of interest for Andrew to continue to serve as a WRHD Board member, so we will need to be that much more proactive in recruiting new Board members.

VI. NEW BUSINESS (Clinic and District)

- a) Election of Board Officers (Action): Sue identified the officer positions to be voted on. She indicated a willingness to continue as board chair; Andrew is willing to serve as vice-chair after discussions with

Sue. After discussion, Laura moved that Sue Knapp continue to serve as Board Chair for FY 22-23, Andrew Houck serve as Vice-Chair , and Julie Whetzel continue as Board Secretary. Sue seconded the motion. All ayes. Motion carried.

b) Review and Approve Standard Operating Procedures Policies (Action): Two new/updated policies regarding pain treatment and long-term use of controlled substances. Shelby explained that under the Oregon Controlled Substances Act, patients prescribed controlled substances for more than 3 months are monitored to ensure that they use these medications safely, and there are contracts that patients must sign before they can be prescribed these medications. After discussion, Andrew moved to approve the Clinic Policy Regarding Patients on Long-term Controlled Substances and Pain Treatment with Opioid Medications Patient Agreement policies. Laura seconded. All ayes. Motion carried.

c) South Wasco Strategic Planning meeting on 7/22 (Information): The South Wasco Alliance (SWA) is hosting a strategic planning event that will connect representatives from local organizations and interest groups to learn more about how each organization and group contributes to the South Wasco community; what SWA is doing to bring resources and opportunities to our area; what we, collectively, view as needs and opportunities for our community; and how we might be able to work together to make our collective efforts easier and more effective. This is a great opportunity for us to participate. Kathryn, Andrew, and possibly Shelby will attend and report back next month.

d) Annual Designations (Action): Sue shared the FY 21-22 Annual Designations document, and led the discussion regarding what needed to be retained or changed for FY 22-23. Most items will be the same, but some changes are the official date/time for Board meetings will be at 8:30 am on the 4th Wed of the month, we need need a new auditor (Kathryn is searching), Shelby will be the Budget Officer, our Merchant Services will be through Clover, our Medical Director is TBD, and Grant Writer(s) will now be in-house. All other items will remain the same as FY 21-22. Sue had reached out to Jon Larson to continue as the district's legal advisor and he consented. Sue moved to approve the Annual Designations for FY 22-23 as discussed. Laura seconded. All ayes. Motion carried.

e) Annual District/Clinic Goals (Information): Sue proposed a list of priorities for the coming year, including: Creating/Strengthening Partnerships, Budget, Policies, Staffing, Grants, Board Training, Certifications, Marketing, Community Engagement, School-Based Health Clinic, Diversity/Equity/Inclusion, Healthcare Campus Development, Patient Recruitment and Retention, and revising the Mission and Vision Statements. Both Julie and Laura liked the idea of setting goals and focusing on what is important. Andrew is interested in involvement with Mission statement revision. Sue will flesh these out a bit for the next meeting and we will identify point-person(s) for each of these.

f) Discuss and Pre-Approve Employment Offer for new Dental Staff (Action): Kathryn screenshared the Service Agreement Between WRHD and Alex and Austen Peterson. The salary figures were previously approved as part of the FY 22-23 Budget. Other provisions in the contract were discussed. Andrew moved to pre-approve the Service Agreement Between WRHD and Alex and Austen Peterson. Laura seconded. All ayes. Motion carried. Once this is signed by all parties, Kathryn can begin the credentialing process for an October start. Ron Selis will continue as Dental Director (contract to be worked out) in a mentorship capacity to assist them as they take the reins.

g) Discuss and Pre-Approve Employment Offer for new FNP (Action): Laura questioned clarification as to

whether we are sure that we can afford this. Kathryn explained that since we will no longer need a separate Medical Director (the FNP can also fulfill this role), the funds previously budgeted for that can go to the new provider as part of the salary package. Kathryn gave more background on James Cook and discussed his qualifications. After discussion, Julie moved to pre-approve the Service Agreement Between WRHD and James Cook. Laura seconded. All ayes. Motion carried. Kathryn hopes to have this signed by all parties on July 31.

VII. CONTRACT REVIEWS:

- a) New Contract with We Care Design and Revenue Consultants (Action): Kathryn will accept some District Manager duties (as previously discussed) in addition to serving as Finance Officer and HR manager. She screenshared the District Manager CFO Duties chart so we could discuss and review the specifics. In addition, she screenshared and reviewed the Revised Finance and Administrator Policy Description (which was approved by the Board at a previous meeting), The Independent Contractor Agreement between WRHD and We Care, and the HIPAA and Hitech Business Associate Agreement. Following further discussion, Sue moved to approve the contract package for Kathryn and We Care consultants, including the Independent Contractor Agreement, and the HIPAA and Hitech Business Associate Agreement. Andrew seconded. All ayes. Motion carried.

VIII. DESCHUTES RIM CLINIC FOUNDATION:

- a) Funding/Finances (Information): As we've discussed in previous meetings, cash flow is tight right now due to the delay in receiving awarded grant funds vs the invoices that need to be immediately paid. This means that we need to seek creative solutions.
- b) Contract for Personal Loan (Action): Kathryn screenshared the Loan Agreement between WRHD and Suzanne Knapp. This document is to legitimize a loan that Sue has already made to WRHD to cover the costs for temporary power installation from Wasco Electric during construction. The contract follows standard banking practices, and outlines the repayment schedule. Laura moved to approve the Loan Agreement between Suzanne Knapp and WRHD. Julie seconded. Sue recused herself from the vote. All others voted aye. Motion carried. Sue noted that she will forego receiving interest payments which will be designated as a donation.
- c) Westby Contract (Information): We will not be renewing the contract with Westby Associates for the foreseeable future. Frankly, we can't afford the expense right now. We may re-establish the relationship in the future to assist us in seeking additional legislative funds for repurposing the old building.
- d) Next Steps for Foundation (Action): We need to work on donor outreach. Sue currently tracks donor data. The Foundation will potentially need to rewrite the Bylaws to make the Foundation Board no longer the same as the District Board; and to include persons from the community. No action on rewriting bylaws will be taken at this time, but it is something we need to work on in the future. However, board members will seek out persons who might be interested in serving on the foundation board.

IX. PUBLIC COMMENT: None

X. ADJOURNMENT: Sue Knapp, Board Chair, adjourned the meeting at 11:32 am. Next regular board meeting will be on August 24, 2022

ATTESTATION:

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Sue Knapp

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Sue Knapp, Board Chair

Attest:

DocuSigned by:

Julie Whetzel

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Julie Whetzel, Board Secretary