

**WHITE RIVER HEALTH DISTRICT**  
**1605 GEORGE JACKSON RD., MAUPIN, OR**  
**BOARD OF DIRECTORS REGULAR MEETING**  
**JULY 15, 2020**  
**MEETING MINUTES**

(MEETING WAS HELD VIA ZOOM VIDEO PLATFORM)

**BOARD MEMBERS PRESENT:** Sue Knapp, Dennis Beechler, Jim Holycross, Kathie Richey, Jon Helquist

**STEERING COMMITTEE:**

**PFAC:** Kim Mead, Lynn Ewing

**GUESTS:** Rod Woodside, Corina Morin, Tammara Ferguson, Barb Pierce, Amy Walker (Solutions CPAS)

**DRHC:** Nina Marvin, Kathryn Mahler-Doan

**I. CALL TO ORDER:**

The meeting was called to order at 9:10 AM by chair, Dennis Beechler.

**II. INTRODUCTIONS OF PARTICIPANTS:** Participants on the call were identified. (Note: 2 participants did not identify themselves)

**III. OATH OF OFFICE:** Newly appointed Board Member, Jon Helquist, read his oath of office.

**IV. CONSENT AGENDA**

- Board meeting minutes for regular meeting (6/17/2020)
  - Minutes were requested to be pulled by Kathie Richey for further discussion.
- Discussion on June 17, 2020 Meeting Minutes: Kathie Richey requested a comment she had made regarding the USDA loan debt service be included in the minutes. Specifically, that a budget line item be included for 2 years on the forthcoming loan debt service payment which would reflect the clinic's ability to pay. Dennis stated loan repayment would not begin until 2 years after construction was completed. Also, we have not applied for the loan yet and do not know the amount or what the interest payments would be. However, it was agreed that a line item for this will be included in the FY 21-22 budget. Ms. Richey stated she was opposed to starting the building until she could see that payment could be made. The June 17<sup>th</sup> meeting minutes will be amended and brought to the August meeting for approval.

**V. OLD BUSINESS:**

- Board signatures on 6/17/2020 meeting minutes will be obtained in August.
- Clinic Grounds: Sue Knapp stated diffuse knapweed plants had grown so it didn't look like they had been sprayed. Sue noted that Jack Miles could re-mow it. Dennis will check on the spraying. A contracted grounds maintenance service is needed to have regularly scheduled maintenance.

**VI. CLINIC BUSINESS UPDATE:**

- Clinic Financials: The annual P&L statement and Balance Sheet for last FY (7/1/19- 6/30/20) was reviewed. Jim Holycross stated he had not received a printed copy.
  - Sue Knapp moved to approve the FY 19-20 P&L Statement and Balance Sheet; Dennis Beechler seconded the motion. All ayes. Motion carried.
- Manager's Report: Clinic manager read the manager's report. The clinic is 'full live' with the new electronic records company (ECW) that required significant training. Dr. Pendleton will be at the office in the afternoon to review the position description for medical director/district manager. An interested FNP submitted a resume. The dental assistant will be trained to do more MA work. Ms. Richey questioned when clinic staff would hold another PFAC meeting. She also questioned the hiring of a medical director. Kathryn Mahler-Doan reminded the Board that Dr. Pendleton is credentialed and had never been released from this position which he held previously prior to leaving the country. If he concurs, he will work 1 d/wk to oversee medical operations and help with patient overflow.

- Provider Recruitment Letter: Ms. Mahler Doan is still putting together the letter and will send to Sue/the Board for finalization. Interest in the provider position is already occurring due to the outreach of Dr. Patrizio and Dr. Pendleton. With active recruitment, an FNP should be available by September.
- Adopted Budget and Submission: Ms. Knapp stated her work on preparing the forms for submission of the adopted FY 20-21 budget to the County Assessors office. It has been a learning process; the budget packet will be submitted by the end of the day.

## VII. NEW BUSINESS:

- Audit Process: Amy Walker with Solutions CPAS walked the Board through the in-depth process and timeline for an audit. The audit will be based on a Quickbooks file with the use of an electronic portal to upload items. A site visit will be made October 5<sup>th</sup> and 6<sup>th</sup>. Products will be an audit report and a separate financial statement. Ms. Walker reviewed the audit process for the Foundation using a separate QB file and filing of a 990 tax return for non-profits. A CT12 form is filed with the Dept of Justice. Ms. Walker also reviewed what was needed to do a proforma report for the USDA loan including a 5-year projection of revenue and expenses. She would need information on the financing agreement for the USDA loan (interest payments and debt). She questioned if the (new) clinic will finance the debt payment; this needs more clarification, particularly if grants would reimburse clinic for any debt service. Solutions CPAS will develop a new engagement letter to conduct a new "agreed upon procedures" (proforma); she will email what information is needed prior to developing the agreement.  
*(A member of the public, Tammara Ferguson, asked multiple questions on the new building, loan, and other matters)*
- Election of Board Officers: Sue Knapp stated that she realized elections take place every other year when new Board members are elected, and not every year. Ms. Richey wanted clarification on that and for topic to be put on next month's agenda.
- Review Board Orientation Materials: Sue Knapp reviewed the materials sent to Jon Helquist as a new Board member, as well as two resolutions that describe the Board's Roles & Responsibilities. These two resolutions will be sent to all Board members.  
*(A member of the public, Kim Mead, asked if the public meeting laws had changed with video conferencing and whether a quorum was needed to vote and on what matters; does the Board vote on patient issues? [no]).*
- DRHC Board Roles & Responsibilities: Ms. Knapp reviewed the list of Board roles and responsibilities she had previously developed to capture the traditional and expanded Board responsibilities to 'plug all the holes'; key leads were identified. No Board input was received.  
*(Ms. Mahler Doan announced that public should refrain from comment until the end of the meeting and not disrupt the meeting while it is being conducted. Ms Knapp stated the public does not have the right to interrupt and talk.)*
- Patrizio Proposal: The Board reviewed the proposal Dr. Patrizio developed for DRHC to provide space for a behavioral health specialist from Mid-Columbia Center for Living to see behavioral health patients. There would be no cost to DRHC. Behavioral health care is very important in SWC; partnership opportunities are needed to cover this need.
  - Sue Knapp moved to approve the proposal to provide space for a behavioral health counselor at the clinic; Jim Holycross seconded the motion. All ayes. Motion carried.
- Consider Position Descriptions (Medical Director & /District Manager & Clinic Manager): New position descriptions were developed by Ms. Knapp for both positions for Board approval.

Information was pulled from various sources. The descriptions were reviewed. There was no Board comment.

- Sue Knapp moved to approve the position description for the medical director/district manager position; Jim Holycross seconded the motion. All ayes. Motion carried.
  - Dennis Beechler moved to approve the position description for clinic manager; Jim Holycross seconded the motion. All ayes. Motion carried.
  - WRHD Policies and Procedures: Sue Knapp reminded the Board there are policies and procedures in place for the clinic and these are kept at the clinic. The new medical director will review these and work with the Board to bring them current. Ms. Richey asked if citizens could read the policies. Yes, as they are public records; would need to follow proper procedures.
- VIII. ANNUAL REVIEW:** Chair Beechler reviewed the 20-21 Annual Designations for agreements with entities and individuals to provide support to DRHC.
- Sue Knapp moved to approve the Annual Designations for 2020-2021; Jim Holycross seconded the motion. All ayes. Motion carried.
- IX. CONTRACT REVIEW:** The contract with Kathryn Mahler Doan, Biller, was reviewed. A new contract was needed to remove Ms. DeHart's signature. This is a standard contract she uses with all her clients and is month to month. Ms. Mahler Doan's contract with the clinic covers a lot of bases and her work has been essential, especially during the past tumultuous year.
- Jim Holycross moved to approve the contract with Ms. Mahler Doan; Sue Knapp seconded the motion. Ayes (Dennis Beechler, Sue Knapp, Jim Holycross, Jon Helquist); Nays (Kathie Richey).
  - Kathie Richey asked about the clinic manager's employment agreement and was told it was not a contract but an employment agreement. Ms. Richey declared she had been asking and asking to see it for 8 months and still hasn't received it; she wants to have it within 30 days. Ms. Maher Doan interceded to state that the clinic manager is a 'salaried employee', personnel agreements are confidential, and personnel issues are discussed in Executive Session. Ms. Knapp underscored the fact that many demands have been put on the Board's plate in the past 6 months; and asked that we be civil to each other with our demands and work cooperatively together.
- X. OTHER BUSINESS/CONCERNS/COMMENTS**
- Chair Beechler noted that the petition has been received and a response will be forthcoming.
  - Sue Knapp noted it would be helpful to develop Rules of Order for the Board. Kathryn Mahler Doan noted that the clinic has a Code of Conduct to follow in lieu of Rules of Order. Ms. Knapp also queried whether the clinic manager should have a business email.
  - Jon Helquist questioned whether the clinic has a procedure to deal with COVID in South Wasco County. The clinic procedure for receiving a sick patient was explained; the clinic has sufficient PPE; testing is done at MCMC. Sue Knapp noted the clinic has developed 'infection control protocols'. In response to who does the tracking, it was stated that the testing lab sends results to OHA/OHSU; these entities would start the contact tracing process.
- XI. PUBLIC COMMENT:**
- Kim Mead asked if job descriptions could be placed on the website (yes); could the policies and procedures be put on the website (perhaps); and why not all contracts were being looked at today (We only have 2; the other contract with Dr. Patrizio had already been reviewed); could Board meetings be held in the evening (No, not convenient for current Board members, but minutes will be posted on website); how can a member of public add an agenda topic (discuss under 'public comment' section); and did the majority of the Board approve the 6/22 letter she

received addressing her complaint (Yes, quorum of the board approved; Dennis signed for the Board; the whole Board had an opportunity to provide feedback and concerns).

- Kathie Richey declared the Board had broken the public meeting law by having an email exchange with greater than 2 people concerning the response letter to Ms. Mead. She stated she didn't receive an email or phone call and does not want her name attached to the letter. Ms. Knapp stated emails are used for correspondence, she had an opportunity to respond, and the Board was not informed by Ms. Richey that we needed to call her. Board conversations regarding the letter were separate and in person. Ms. Richey felt excluded.
- A question was asked on whether Foundation meetings are open to the public. It was explained that Foundation meetings do not need to follow public meeting laws as DRCF is not a public entity; therefore, meeting announcements (Zoom) do not need to be posted.

**XII. ADJOURNMENT:** Meeting was adjourned at 11:05. Next meeting is 8/19 (Zoom).

ATTESTATION:

  
Dennis Beechler, Board Chairman

Attest:

  
Sue Knapp, Board Secretary