

**KENNEWICK PUBLIC HOSPITAL DISTRICT
BOARD OF COMMISSIONERS
BOARD MEETING
MINUTES**

5 p.m. – Thursday, January 31, 2019

10 N. Washington Street, Kennewick, WA

COMMISSIONERS PRESENT:

Marvin Kinney, Mike McWhorter, Gary Long, Richard L. Reil, Steve Blodgett, Leonard Dreisbach,

COMMISSIONERS EXCUSED:

Wanda Briggs

EXECUTIVE AND CONTRACTORS: Leland (Lee) Kerr, Superintendent; Salem Snowdy, Heidi Ellerd, Nathan Burt

CALL TO ORDER 5:00 p.m.

Marvin Kinney, President, called the meeting to order at Adult Day Services at 5 p.m.

I. DISTRICT BUSINESS:

A. Approval of Consent Agenda*

The materials listed under the Consent Agenda are considered routine by the Board of Commissioners and are adopted by one motion. There will be no separate discussion of the following items

- Approval of the previous month's Board minutes
- Approval of warrant register/revenue fund
- Acceptance of financial report

However, an item may be removed from the Consent Agenda and considered separately if the Board members desire further discussion. As of this date, the Board of Commissioners unanimously approves by a majority vote, the payment of those items included in the Consent Agenda and further described as follows:

IT WAS MOVED AND SECONDED TO APPROVE THE CONSENT AGENDA AS SUBMITTED.
MOTION CARRIED.

APPROVED

B. Public Comment:

Two citizens signed up to speak Ron McLean and Jim Millbauer. Comments from both citizens centered around why the district exists and desire for public disclosure around meetings of the board. Commissioner Mike McWhorter explained that the commissioners do not answer questions during public comment but simply listen to public comment. The citizens understood and will contact Leland Kerr with questions.

II. KPHD BUSINESS:

A. Special Guest Presentation – Jeanne McPherson: Proposed Mission and Vision Work

Presentation and discussion covering proposal. Value in interviewing other contractual specialists as well as board members. Discussion on holding retreat in March. Interviews begin in February.

MOTION TO AUTHORIZE LEE TO ENTER INTO A CONTRACT FOR SERVICES WITH JEANNE MCPHERSON IN A FORM ACCEPTABLE BY LEGAL COUNSEL ~~FROM JEANNE MCPHERSON AS PRESENTED~~ NOT TO EXCEED \$2500.00. SECONDED. PASSED, MOTION CARRIED.

B. Executive Report

1. Lee Kerr

a. Status invoice for tax payments to Trios Health/RCCH. - Lee had a discussion with RCCH for a supplemental agreement or amendment to the Community Care Agreement so that it would be more clear how these payments would be made to RCCH. There is not room to amend the existing contract. Instead a letter will be written confirming how these payments will be made to RCCH. At this stage we need board approval to pay the invoice and it is the Board's desire that these payments can be made without Board approval with a process in place.

MOTION TO APPROVE PAYMENT OF INVOICE TO TRIOS HEALTH/RCCH. SECONDED. DISCUSSION CONFIRMING THERE WERE NO INDEMNIFICATION CLAIMS OR ADMINISTRATIVE EXPENSES TO DEDUCT FROM APPROVED AMOUNT. APPROVED, MOTION CARRIED.

III. NEW BUSINESS:

A. Committee Reports/Recommendations

1. Finance & Audit – Gary Long, Finance Chair/Nathan Burt

- a. December Financial Statements and current balance statements
Brief explanations of the financial statements provided by Nathan Burt.
- b. Treasurer's Report: Status of Audits
There will be the SAO audit and the Eide Baily independent audit.

2. Executive/Governance – Marvin Kinney, President

- a. Adult Day Services – General Update presented by Michael Porter.
More exterior lighting will be added to the building. New logo approved and applied to brochures. Affiliation with KPHD is reflected. Still looking at adding foot care and looking at ALTC for information confirming need. Intend to put together a business plan for this service. Reminder 3rd Wednesday of the month is their board meeting at noon. Gary Long will make introduction to Brian McDermott at Columbia Industries.
- b. Election of Officers
 - 1. Nominating committee recommendations presented by Rick Reil.

Leonard and Rick served on nominating committee and bring forth the following recommendations: Gary Long for President, Steve Blodgett for Vice President, Marv Kinney for Secretary.

2. Call for additional nominations from the floor: NONE

3. Election of Officers

MOTION TO ACCEPT NOMINATIONS AS PRESENTED. GARY LONG FOR PRESIDENT, STEVE BLODGETT FOR VICE PRESIDENT, MARV KINNEY FOR SECRETARY. MOVED. SECONDED. NO FURTHER DISCUSSION. MOTION CARRIED.

Comments from many thanking Marv for his service during a difficult time.

c. Committee Assignments

1. Ad hoc Website Committee – **Rick, Wanda**, work with Salem.

MOTION TO APPROVE. SECONDED. NO DISCUSSION, MOTION CARRIED.

2. Standing committee: Planning – to work with mission and vision facilitator Jeanne McPherson, ADS and community input. – **Rick, Leonard, Wanda**.

MOTION TO APPROVE. SECONDED. NO DISCUSSION, MOTION CARRIED.

3. Ad hoc Bylaw and Policy Committee: Work on updates including board handbook updates. Governance had begun the work and submitted suggested changes to the bylaws. Suggestion to keep same **Mike, Marv, Gary**.

MOTION TO APPROVE. SECONDED. NO DISCUSSION, MOTION CARRIED.

4. Finance Committee: **Steve, Marv, Mike**.

MOTION TO APPROVE. SECONDED. NO DISCUSSION, MOTION CARRIED.

B. Review Salem Snowdy’s contract, entity change to Salem Snowdy Development, LLC

MOVED AND SECONDED TO TERMINATE CURRENT CONTRACT FOR SERVICES WITH SALEM SNOWDY, AUTHORIZE GARY TO EXECUTE THE TERMINATION AGREEMENT. NO DISCUSSION. MOTION CARRIED.

MOVED AND SECONDED TO ENTER INTO CONTRACT WITH SALEM SNOWDY DEVELOPMENT LLC IN THE FORM PRESENTED, AUTHORIZING GARY TO SIGN ON BEHALF OF KPHD. NO DISCUSSION. MOTION CARRIED.

D. Amendment to Community Care Agreement discussion

Discussed in Executive Report above.

C. Review invoice from Trios Health/RCCH

Approved under Executive Report above.

E. Proposed Resolution 2019-1 for changing date of February 2019 board meeting to Wednesday, Feb. 27, 2019*

IT WAS MOVED AND SECONDED TO APPROVE RESOLUTION # 2019-1. NO DISCUSSION. MOTION CARRIED.

F. Review Public Records Policy*

IT WAS MOVED AND SECONDED TO APPROVE POLICY AS PRESENTED.
DISCUSSION: REVISION TO ADD GARY AS PRESIDENT.
PASSED. MOTION CARRIED.

G. Upcoming items

Bylaw review. Please closely review the tracked changes for discussion and approval next month.

IV. COMMISSIONER COMMENTS

Great organized effort to clean the downtown property. Great teambuilding activity. Thanks to Steve and Rick for working on their birthdays and no expenses were charged. A few cleaning supplies and lighting items were purchased. Steve: Prudential retirement plans are fully transitioned. Lee: thanks to Steve for his expertise in that matter.

V. EXECUTIVE SESSION: NONE

VI. BOARD MEETINGS/EVENTS/EDUCATION:

A. Next Regularly Scheduled Board Meeting – Wednesday, February 27, 2019

ADJOURNMENT 6:11 pm

Note - Items noted with an asterisk constitute possible action by the Board of Commissioners.