



Two Rivers

HEALTH DISTRICT

KENNEWICK PUBLIC HOSPITAL DISTRICT

Board of Commissioners
Regular Meeting Packet
Thursday, February 26, 2026
Hybrid Meeting
5:00 pm
via Zoom and in person at:

Trios Care Center at Vista Field
521 N. Young Street, Kennewick, WA 99336

Kennewick Public Hospital District
Kennewick, Benton County, Washington

Consent Agenda

February 26, 2026

All Materials under the Consent Agenda are considered routine by the Board of Commissioners and will be adopted by one motion in the form listed below. There will be no separate discussion of these items. An item may be removed from the Consent Agenda and considered separately if the board members or the public desire further discussion.

1. Approval of Minutes:
Meeting Minutes, January 29, 2026

Kennewick Public Hospital District
Thursday, February 26, 2026 | Hybrid Meeting
5:00 PM
AGENDA

I. District Business:

- A. Approval of Consent Agenda***
- B. Declare any known or perceived Conflicts Of Interest with agenda items**
- C. Public Comment –**

II. NEW BUSINESS:

- 1. Lee Kerr – Superintendent, General Update
- 2. Legal Report - Heidi Ellerd, Legal Counsel
 - a. Updates – Records Requests
- 3. Administrative Report, Salem Thompson, Board Coordinator

B. Committee Reports/Recommendations

- 1. Finance Committee – Spencer Harris/Erica Davis
 - a. Overview of January 2026 Financials – Erica Davis
 - b. Acceptance of January 2026 Financial statements*
 - c. Approval of January 2026 payments and disbursements*
 - d. Treasurer’s Report – Spencer Harris
 - e. Elections invoice*
 - f. Audit Policy*
 - g. Electronic Media Use Policy*
- 2. Governance Committee Updates – Mark Brault
 - a. General update
 - b. Prosser request
 - c. Electronic Media Use Policy*
- 3. Planning Committee – Wanda Briggs
 - a. General update
 - b. ADS funding recommendation*
- 4. Adult Day Services – Rick Reil
 - a. General update
 - b. Updates to ADS Bylaws*

III. COMMISSIONER COMMENTS

IV. Upcoming items – NONE

V. BOARD MEETINGS/EVENTS/EDUCATION

Next Regularly Scheduled Board Meeting – Thursday, March 26, 2026 @ 5:00 p.m.

Close of Meeting

**Indicates potential board action.*

Kennewick Public Hospital District
Thursday, January 29, 2026 | Hybrid Meeting
5:00 PM
MINUTES

Attendance: Mark Brault, Spencer Harris, Wanda Briggs, Rick Reil, Marv Kinney, Shannon Phipps, Erica Davis, Heidi Ellerd, Lee Kerr, Salem Thompson
Guest Nominees: Grace Davidson, Ken Mey, Gary Long

I. Regular District Business:

A. Approval of Consent Agenda

IT WAS MOVED AND SECONDED TO APPROVE THE CONSENT AGENDA INCLUDING THE MINUTES FROM THE NOVEMBER 20, 2025 REGULAR MEETING. ALL IN FAVOR. NO DISCUSSION. MOTION CARRIED.

B. Declare any known or perceived Conflicts of Interest with agenda items – NONE

C. Public Comment – NONE

II. NEW BUSINESS/REPORTS:

A. Commissioner Vacancy – Nominations

There were three nominees for the open commissioner vacancy position 2. Grace Davidson, Ken Mey, and Gary Long. Each nominee was given the opportunity to address the commission and for the commissioners to ask questions of each.

1. Executive Session RCW 42.30.110(1)(h)

The Executive Session was called at 5:13 pm for 15 minutes with action to be taken afterward. Members of the public in attendance were placed in a waiting area or virtual waiting room.

At 5:28 pm the executive session was concluded, and the meeting was opened and the public in attendance were re-admitted to the meeting.

2. Appointment of Commissioner –

WANDA BRIGGS MOVED TO APPOINT GARY LONG TO THE COMMISSIONER VACANCY POSITION 2. MARV KINNEY SECONDED. COMMISSIONERS HARRIS AND PHIPPS VOTED NO. COMMISSIONERS BRIGGS, BRAULT, KINNEY, REIL VOTED IN FAVOR. NO FURTHER DISCUSSION. MOTION CARRIED.

3. Oath of Office Administration – Oath will be administered at a later date at Heidi Ellerd's office.

B. Lee Kerr – Superintendent, General Update

Lee spoke on the Columbia Valley Center for Recovery's anticipated grand opening in April and services to begin thereafter.

Currently, Franklin County is not providing participation as expected.

Benton County requested funds from the District for the new east entrance to the

transitional housing unit. A discussion followed about the amount to contribute, if any.

C. Legal Report - Heidi Ellerd, Legal Counsel

Updates – Records Requests – nothing new to report.

D. Administrative Report, Salem Thompson, Board Coordinator

Nothing new to report.

E. Committee Reports/Recommendations

1. Finance Committee – Spencer Harris/Erica Davis

a. Overview of November and December 2025 Financials – Erica Davis

b. Acceptance of November and December 2025 Financial statements

IT WAS MOVED AND SECONDED TO APPROVE THE NOVEMBER 2025 AND DECEMBER 2025 FINANCIAL STATEMENTS AS PRESENTED. ALL IN FAVOR. NO DISCUSSION. MOTION CARRIED.

c. Approval of November and December 2025 payments and disbursements

IT WAS MOVED AND SECONDED TO APPROVE THE NOVEMBER 2025 AND DECEMBER 2025 PAYMENTS AND DISBURSEMENTS AS PRESENTED. ALL IN FAVOR. NO DISCUSSION. MOTION CARRIED.

d. Treasurer’s Report – Spencer Harris –

The quarterly payment was made to Trios. Finance committee had discussion about the opportunity to contribute to the recovery center new east entrance project.

2. Governance Committee Updates – Mark Brault

a. General update

b. Resolutions

2026-1 Paul G. and Mabel Richmond Endowment Fund

IT WAS MOVED AND SECONDED TO APPROVE RESOLUTION 2026-1 AS READ. ALL IN FAVOR. NO DISCUSSION. MOTION CARRIED.

2026-2 Changing Dates of two Regular Meetings in 2026

IT WAS MOVED AND SECONDED TO APPROVE RESOLUTION 2026-2 AS READ. ALL IN FAVOR. NO DISCUSSION. MOTION CARRIED.

2026-3 Removing and Appointing Treasurer of the District

IT WAS MOVED AND SECONDED TO APPROVE RESOLUTION 2026-3 AS READ. ALL IN FAVOR. NO DISCUSSION. MOTION CARRIED.

2026-4 Designating the Reserve Fund as Surety For Self Insurance Program

IT WAS MOVED AND SECONDED TO APPROVE RESOLUTION 2026-4 AS READ. ALL IN FAVOR. NO DISCUSSION. MOTION CARRIED.

- c. Benton Franklin Recovery Coalition Breakfast – Opportunity to sponsor a table and have recognition at the upcoming event to support the current build of the Columbia Valley Center for Recovery.

The two donation options considered were Gold at \$5000 and Silver at \$2500. Both provide a table of 10 and recognition.

IT WAS MOVED AND SECONDED TO SPONSOR THE UPCOMING BREAKFAST AT THE \$2500 LEVEL. ALL IN FAVOR. NO DISCUSSION. MOTION CARRIED.

- d. Contract updates:

Attorney Agreement for Services–

IT WAS MOVED AND SECONDED TO APPROVE THE UPDATED CONTRACT FOR HEIDI ELLERD AS PRESENTED. ALL IN FAVOR. NO DISCUSSION. MOTION CARRIED.

Salem Snowdy Thompson Contract-

IT WAS MOVED AND SECONDED TO APPROVE THE UPDATED CONTRACT FOR SALEM THOMPSON AS PRESENTED. ALL IN FAVOR. NO DISCUSSION. MOTION CARRIED.

- 3. Planning Committee – Wanda Briggs

- a. General update – After discussion, the committee recommends the District contribute \$324K for the east entrance of the recovery center.

IT WAS MOVED AND SECONDED TO CONTRIBUTE \$324K TO THE COLUMBIA VALLEY CENTER FOR RECOVERY FOR THE EAST ENTRANCE AND TO AUTHORIZE MARK BRAULT TO SIGN AN MOU IN A FORM ACCEPTABLE TO LEGAL COUNSEL. DISCUSSION FOLLOWED. NO MAJORITY. MOTION FAILED.

IT WAS MOVED AND SECONDED TO CONTRIBUTE \$250K TO THE COLUMBIA VALLEY CENTER FOR RECOVERY FOR THE EAST ENTRANCE AND TO AUTHORIZE MARK BRAULT TO SIGN AN MOU IN A FORM ACCEPTABLE TO LEGAL COUNSEL. ALL IN FAVOR. NO DISCUSSION. MOTION CARRIED.

- b. Wanda asked the District to contribute \$20,000 to fund the WSU scholarship fund for the new Social Work Degree program to be housed at the WSU Tri-Cities campus.

IT WAS MOVED AND SECONDED TO PROVIDE \$20K TO FUND THE WSU SCHOLARSHIP FUND FOR THE NEW SOCIAL WORK DEGREE PROGRAM AT WSU TRI CITIES CAMPUS.

Discussion followed.

ALL IN FAVOR. MOTION CARRIED.

- 4. Adult Day Services – Rick Reil

- a. General update – Spencer Harris provided an overview of the proposed budget. ADS has upcoming capital needs, and the KPHD has the authority to provide operational support to ADS. It is suggested that KPHD provide an amount annually to support operations. This will be discussed at a later date.
- b. ADS 2026 Budget approval

IT WAS MOVED AND SECONDED TO APPROVE THE 2026 ADS BUDGET AS PRESENTED. ALL IN FAVOR. NO DISCUSSION. MOTION CARRIED.

III. COMMISSIONER COMMENTS – Several noted it would be good to share with the public about the good work done here this evening. A good amount of money from the District has been allocated to worthy projects in the community benefitting a good cross section of the constituents of the district.

IV. Upcoming items – NONE

V. BOARD MEETINGS/EVENTS/EDUCATION

Next Regularly Scheduled Board Meeting – Thursday, February 26, 2026 @ 5:00 p.m.

Close of Meeting 6:46 pm

Management Reports

Kennewick Public Hospital District
For the period ended January 31, 2026

Prepared by
GFG Accounting Services

Prepared on
February 4, 2026

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These financial statements have not been subjected to an audit or review or compilation engagement, and no assurance is provided on them. Additionally, management has chosen to omit formal notes to these interim monthly financial statements. However, district leadership have provided explanations on select accounts below.

Financial Statement Explanation of Terms

The District's Financial documents use bookkeeping and accounting terms and phrases that have the following meanings:

Account 200 Community Care Agreement under the "Cost of Goods Sold" Section—This section represents the accounting software category designated for payments required by the Community Care Agreement to RCCH Trios to provide healthcare services which include charity care, reimbursements and on-going hospital operations.

Account 1020 Health Initiative Fund—Funds held to pursue the acquisition of a Recovery Center facility as well as to pursue other unmet healthcare needs in the District. These funds originated from the sale of Lifepoint's interest in the Tri-City Cancer Center. Lifepoint donated the proceeds of the sale to the District. Lifepoint Health, Inc. owns and operates Trios Hospital.

Account 1040 Worker's Compensation Account—This is a pass-through account with funds received from Trios RCCH to benefit pre-petition employees who are receiving workman's compensation benefits. It is beyond the requirements of the Community Care Agreement and provided by Trios RCCH to benefit prior and continuing employees.

Account 1055 Local Government Investment Pool Account -The Local Government Investment Pool (LGIP) is a voluntary investment vehicle operated by the State Treasurer. Over 530 local governments have participated in the pool since it was started in 1986 to provide safe, liquid, and competitive investment options for local government pursuant to RCW 43.250. The LGIP lets local governments use the State Treasurer's resources to safely invest their funds while enjoying the economies of scale available from a \$15-26 billion pooled fund investment portfolio. LGIP's investment objectives are, in priority order: 1) safety of principal, 2) maintaining adequate liquidity to meet cash flows, and 3) providing a competitive interest rate relative to other comparable investment alternatives. LGIP offers 100% li <https://www.tre.wa.gov/wp-content/uploads/LGIP-Investment-Policy-December-2018-1.pdf>quidity to its participants and as such is classified as a 'Cash Equivalent' on the District's balance sheet. LGIP investment guidelines are spelled out in the LGIP Investment Policy found at <https://www.tre.wa.gov/wp-content/uploads/LGIP-Investment-Policy-December-2018-1.pdf>.

Account 1056 LGIP-Restricted Funds L&I Claims – Funds held to stay in compliance with state laws. \$500,000 is reserved for L&I self-insurance purposes.

Account 2001 Richmond Trust Account—This is a Legacy Trust with an income interest donated to the District by Mrs. Richmond. Baker Boyer Bank acts as the trustee.

Account 2100 Adult Day Services Loan Account—The District borrowed funds from ADS in mid-2019 to satisfy a long-term debt owed to the Kennewick Liquidation Trust. Principal and interest payments are made quarterly on a 10 year amortization schedule. The amortization schedule was shortened in October 2022 following a large, additional principal payment of \$120,000. The loan is now expected to be paid off in October, 2025.

Statement of Activity With Year to Date

January 2026

	Total	
	Jan 2026	Jan 2026 (YTD)
REVENUE		
100 Property Tax Revenue	5,541.45	5,541.45
109 Other Revenue	5,587.15	5,587.15
Total Revenue	11,128.60	11,128.60
COST OF GOODS SOLD		
200 Community Care Agreement	4,433.16	4,433.16
Total Cost of Goods Sold	4,433.16	4,433.16
GROSS PROFIT	6,695.44	6,695.44
EXPENDITURES		
305 Bank Fees	101.07	101.07
315 Commissioner Mtg Stipend	1,449.00	1,449.00
320 Facilities Expense		
323 Utilities	55.00	55.00
Total 320 Facilities Expense	55.00	55.00
326 Insurance	53.90	53.90
330 Legal and Professional		
331 Attorney Fees	810.00	810.00
332 Accounting	1,796.65	1,796.65
335 Administrative Support	2,500.00	2,500.00
336 Other Professional Fees	896.51	896.51
Total 330 Legal and Professional	6,003.16	6,003.16
340 Office Expenses	1,014.17	1,014.17
342 Public Records Request	750.00	750.00
343 Records Management	775.00	775.00
360 Superintendent Compensation	3,300.00	3,300.00
Total Expenditures	13,501.30	13,501.30
NET OPERATING REVENUE	-6,805.86	-6,805.86
OTHER REVENUE		
900 Richmond Trust Income	4,335.20	4,335.20
960 Interest and Dividend Income	5,260.08	5,260.08
Total Other Revenue	9,595.28	9,595.28
NET OTHER REVENUE	9,595.28	9,595.28
NET REVENUE	\$2,789.42	\$2,789.42

Statement of Financial Position

As of January 31, 2026

	Total
ASSETS	
Current Assets	
Bank Accounts	
1010 US Bank Checking 4037	119,693.70
1020 Health Initiative Reserves 2765	2,000.00
1030 US Bank 6221	100.00
1050 Cash Equivalents	
1055 Local Government Investment Pool	671,100.54
1056 LGIP-Restricted Funds Insurance	500,000.00
Total 1055 Local Government Investment Pool	1,171,100.54
Total 1050 Cash Equivalents	1,171,100.54
Total Bank Accounts	1,292,894.24
Other Current Assets	
1105 Tax Receivable	705.00
Total Other Current Assets	705.00
Total Current Assets	1,293,599.24
Other Assets	
2001 Richmond Trust (Restricted)	662,645.79
Total Other Assets	662,645.79
TOTAL ASSETS	\$1,956,245.03
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2020 Accounts Payable	4,433.16
Total Accounts Payable	4,433.16
Credit Cards	
2024 U.S. Bank CC (4195)	249.18
Total Credit Cards	249.18
Total Current Liabilities	4,682.34
Total Liabilities	4,682.34
Equity	
3200 Net Position	1,038,048.52
3210 Restricted - Expendable	341,000.00
3220 Restricted - Expendable Richmond Trust	569,724.75
Net Revenue	2,789.42
Total Equity	1,951,562.69
TOTAL LIABILITIES AND EQUITY	\$1,956,245.03

Statement of Cash Flows - Last Month

January 2026

	Total
OPERATING ACTIVITIES	
Net Revenue	2,789.42
Adjustments to reconcile Net Revenue to Net Cash provided by operations:	
2020 Accounts Payable	-561,846.69
2024 U.S. Bank CC (4195)	-1,049.68
Total Adjustments to reconcile Net Revenue to Net Cash provided by operations:	-562,896.37
Net cash provided by operating activities	-560,106.95
NET CASH INCREASE FOR PERIOD	-560,106.95
Cash at beginning of period	1,853,001.19
CASH AT END OF PERIOD	\$1,292,894.24

Check Detail

January 2026

Date	Transaction Type	Num	Name	Memo/Description	Clr	Amount
1010 US Bank Checking 4037						
01/05/2026	Expenditure		Mutual of Enumclaw	ACH Debit(s)	R	-53.90
				ACH Debit(s)		53.90
01/05/2026	Expenditure		U.S.Bank CC (4195)	ACH Debit(s)	R	-1,842.85
				ACH Debit(s)		-1,842.85
01/08/2026	Bill Payment (Check)	1800	Advantage IT		R	-896.51
						-896.51
01/08/2026	Bill Payment (Check)	1801	Ellerd, Hultgrenn & Dahlhauser, LLP		R	-1,560.00
						-1,560.00
01/08/2026	Bill Payment (Check)	1802	Association of Washington Public Hospital Districts		R	-3,500.00
						-3,500.00
01/08/2026	Expenditure		EFT Payments (See Detailed List)	Mark Brault	R	-644.00

Date	Transaction Type	Num Name	Memo/Description	Clr	Amount
			Mark Brault		644.00
01/08/2026	Expenditure	EFT Payments (See Detailed List)	ACH Debit(s)	R	-7,380.00
			S. Harris, M. Kinney, S. Phipps, R. Reil		805.00
			S. Snowdy		2,500.00
			L. Kerr		3,300.00
			D. Clark		775.00
01/15/2026	Expenditure	US Bank	Miscellaneous Fee(s)	R	-92.81
			Miscellaneous Fee(s)		92.81
01/15/2026	Expenditure	Guardian Financial Group	ACH Debit(s)	R	-1,796.65
			ACH Debit(s)		1,796.65
01/27/2026	Bill Payment (Check)	1804 US Postal Service		R	-276.00
					-276.00
01/27/2026	Bill Payment (Check)	1805 Trios Health - V	Invoice 6128		-562,779.85
					-562,779.85

Date	Transaction Type	Num Name	Memo/Description	Clr	Amount
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Kennewick Public Hospital District

Transaction Report - US Bank Credit Card

January 2026

DATE	NAME	AMOUNT	BALANCE
U.S. Bank CC (4195)			
	Beginning Balance		1,298.86
01/02/2026	DocUSign	522.24	1,821.10
01/02/2026	Adobe	21.75	1,842.85
01/05/2026	U.S.Bank CC (4195)	-1,842.85	0.00
01/20/2026	Microsoft Office	174.59	174.59
01/20/2026	Spectrum	55.00	229.59
01/20/2026	Microsoft Edge	19.59	249.18
Total for U.S. Bank CC (4195)		\$ -1,049.68	
TOTAL		\$ -1,049.68	

Contractor Payment Register Report

Kennewick Public Hospital District



Pay Period From 12/01/2025 to 12/31/2025, Pay Date: 01/09/2026, Payment # 1

#	Contractor Name	Compensation	Federal Tax	YTD	State Tax	YTD	Reimbursement	Deductions	Net pay	Check #
11	Debra L Clark		0.00	0.00	0.00	0.00	775.00	0.00	775.00	
13	Spencer D Harris		0.00	0.00	0.00	0.00	322.00	0.00	322.00	
3	Leland Kerr		0.00	0.00	0.00	0.00	3,300.00	0.00	3,300.00	
4	Marv Kinney		0.00	0.00	0.00	0.00	161.00	0.00	161.00	
14	Shannon Phipps		0.00	0.00	0.00	0.00	161.00	0.00	161.00	
7	Rick Reil		0.00	0.00	0.00	0.00	161.00	0.00	161.00	
8	Salem Snowdy		0.00	0.00	0.00	0.00	2,500.00	0.00	2,500.00	
Payment Totals :		0.00	0.00	0.00	0.00	0.00	7,380.00	0.00	7,380.00	

Contractor Payment Register Report

Kennewick Public Hospital District



Pay Period From 12/01/2025 to 12/31/2025, Pay Date: 01/09/2026, Payment # 3

#	Contractor Name	Compensation	Federal Tax	YTD	State Tax	YTD	Reimbursement	Deductions	Net pay	Check #
9	Mark C Brault	644.00	0.00	0.00	0.00	0.00		0.00	644.00	
Payment Totals :		644.00	0.00	0.00	0.00	0.00	0.00	0.00	644.00	

KENNEWICK PUBLIC HOSPITAL DISTRICT

TITLE: Audit Policy

Implementation Date: 2/27/04
Revised Date: 2/2014, 5/2024, 2/2026

APPROVED:
(Signed) Signature on File
(Typed) Board of Commissioners
Date: February 2026 May 2024

Reviewed by:

Victor V. Johnson Jim Mefford Mark Brault Mark Brault

Date:

11/2010 2/14 5/2024 2/2026

I. PURPOSE STATEMENT

The Office of the Washington State Auditor shall provide all statutorily mandated accountability and financial audits; however, with State Auditor approval, the District may elect to secure an independent firm ("external auditor") to perform the financial audit.

II. POLICY

A. An external auditor may be selected to perform a financial audit in accordance with RCW 43.09

A. B. An audit will be conducted either annually or biannually.

B. C. The State or external auditor will review the financial statements and internal controls of the District. Included in the scope of services for the external auditor are the issuance of any and all required opinions, internal control and compliance reports, management letter and the cost report.

D. The District will provide to the State or external auditor all audit reports and related audit opinion letters prepared during the audit period along with financial reports for that same period. The State or external auditor's opinion is to provide reasonable assurance as to whether the District's financial statements are free of material mistakes and that there is supporting documentation for the numbers.

E. Any audit findings or notes will be reviewed by the District Finance Committee and response provided to the board of commissioners.

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III. IMPLEMENTATION AND TRAINING PLAN

A. New and revised policies will be sent via email to all Board members and the Superintendent.

B. New Board members will receive policies via the Handbook during the orientation process.

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B.

B. Distribution: Handbook

C. Supersedes: None

D. Reviewed and Prepared by: Finance and Audit Committee

E. Approved by: Board of Commissioners

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TITLE: Board of Commissioners - Electronic Media Usage		Implementation Date: 06/2011 Revised Date: 04/2014, 9/17			
APPROVED: (Signed) <u>Signature on File</u> (Typed) <u>Mark Brault</u> <u>Marvin Kinney</u> , President Date: <u>9/17/2014</u>	Reviewed by:	Jim Mefford	Marvin Kinney	<u>Mark Brault</u> <u>Gary Leng</u>	
	Date:	04/2014	9/17	<u>202649</u>	

I. PURPOSE STATEMENT


- A. To provide email access for easy communication of District business to elected officials (Board of Commissioners).
- B. To provide a process for the management, retention and storage of email.
- C. To easily provide information in response to a public records request.

II. POLICY STATEMENT

- A. It is the policy of Kennewick Public Hospital District to comply fully with the requirements of the Public Records Act, Chapter 42.56 RCW.

III. EXPLANATION OF KEY TERMS

- A. Email: Short for electronic mail, the transmission of messages over communications network.
- B. Spam: Unsolicited "junk" email sent to large numbers of people, often to promote products or services.
- C. OWA: Short for Outlook Web Access, the graphical user interface used for accessing email from a remote location.
- D. PST File (Short for Personal Store): A PST-file is a file that is created in Outlook. It is used to store email messages that are no longer on the Exchange Server.
- E. Public record" includes any writing containing information relating to the conduct of government or the performance of any governmental or proprietary function prepared, owned, used, or retained by any state or local agency regardless of physical form or characteristics.
- F. "Writing" means handwriting, typewriting, printing, photostatingphotocopying, photographing, and every other means of recording any form of communication or representation including, but not limited to, letters, words, pictures, sounds, or symbols, or combination thereof, and all papers, maps, magnetic or paper tapes, photographic films and prints, motion picture, film and video recordings, magnetic or punched cards, discs, drums, diskettes, sound recordings, and other documents including existing data compilations from which information

	Index No.: KGH003564 Page 2 of 3
TITLE: Board of Commissioners - Electronic Media Usage	Implementation Date: 06/2011 Revised Date: 04/2014, 9/17, 2019, 2026

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may be obtained or translated.

IV. PROCESS

- A. Email provides a means to create, transmit, and respond to messages electronically. Email messages are similar to other forms of written communicated messages such as correspondence, reports and memoranda and are subject to the Public Records Act.
- B. District provided email Account: When using the District-provided email account, any member of the Board of Commissioners who sends or receives an email message should be aware that a record copy of the message will automatically be retained by the District to the appropriate retention schedule.
- C. Non-District provided email Account: To comply with the Public Records Act when sending or receiving an email using a non-District provided email account, a carbon copy (cc) should be sent to the Commission members' District-provided email account. This will ensure that all emails are captured in the Board members' District mailbox and available for public records requests or discovery proceedings in legal actions.
- D. Email from Private Addresses: Emails to Board member email accounts from non-District email addresses are considered District business and are subject to records retention and public records laws.
- E. Subject Lines and Subject Matter: It is recommended that Board members clearly label their email via the subject line. Subject lines should be as descriptive as possible (i.e. "Quarterly Financial Report" rather than "Report" or "Planning Committee Minutes" rather than "Minutes") for ease in retrieval. There should only be one subject matter per email.
- ~~F. F.~~ Passwords: Email users are responsible for the security of their email account, including their account password and the content of the email they send.
- ~~G. G.~~ Spam: The District uses ~~a third-party Exchange Online Protection~~ spam filtering system ~~provided by the email host. Charter-Spectrum. The system that~~ quarantines messages based on language, content, or potential virus hazard. Email messages that are detected as spam or virus infected are placed in a separate ~~folder off-site quarantine account~~ for review by the user, ~~before delivery to the District's email system.~~ However, this does not guarantee that all spam or viruses will be ~~intercepted intercepted~~, and users must use caution. Users should review and clear out their quarantined messages on a regular-basis.
- ~~H. F.~~ ~~H.~~ Email among Board Members: Email exchanges among Board members violate the Open Public Meetings Act if emails are used to discuss or take other action with respect to District matters and the email exchanges include a quorum (four or more members) of the Board. Any discussions of

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TITLE: Board of Commissioners - Electronic Media Usage

Implementation Date: 06/2011

Revised Date: 04/2014, 9/17, 20262019

matters among Board members conducted by email should be limited to no more than three Board members and copies of such emails should not be sent to other Board members.

V. APPROPRIATE USE OF DISTRICT EMAIL

A. The District's email system is for District business use. Personal email should be transmitted via personal email accounts. Applicable state law prohibits the use of District resources for personal benefit. Any use of District resources to support personal activity clearly undermines public confidence in the District and reflects negatively on network users generally (see KGH policy #002591).

VI. IMPLEMENTATION AND TRAINING PLAN

~~A. New and revised policies will be sent via email to all board members, employees with an email address. Each department manager will ensure that these employees without a district email address are notified of new and revised policies that are pertinent to their position.~~

~~B.A. Employees will be shown how to access policies on the Trios Health policy site during the orientation process.~~

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VII. REFERENCE SECTION

A. References: Public Records Act, Chapter 42.56 RCW; ~~and legal opinion (Foster Pepper Shefelman).~~

B. Distribution: ~~Email Board of Commission Manual~~

C. Supersedes: ~~9/2017-N/A~~

~~D. Prepared/Updated by: Administration~~

~~E.D. Reviewed by: Governance Committee Administration, Executive/Governance Committee and Board of Commissioners.~~

~~F.E. Approved by: Board of Commissioners~~

~~G.F. Joint Commission or Other Regulatory Body: Chapter 42.56 RCW~~

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ARTICLE I

SOLE VOTING MEMBER

Kennewick Public Hospital District, a Washington municipal corporation, is the sole voting member of the ~~corporation~~ Corporation. The sole voting member shall have such rights and powers as are specified in the Washington Nonprofit Corporation Act, the Articles of Incorporation of this ~~corporation~~ Corporation, and these Bylaws.

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ARTICLE II

MEETING OF THE SOLE VOTING MEMBER

Section 1.— Annual Meeting of the ~~Sole~~ Sole Voting Member. The annual meeting of the sole voting member of Benton Franklin Elder Services shall be held in February each year ~~immediately~~, following the combined annual meeting of the Board of Directors of this ~~corporation~~ Corporation.

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Section 2.— Special Meeting of the Sole Voting Member. Special meetings of the sole voting member of this ~~corporation~~ Corporation may be called at any time by the President or Board of Directors of this ~~corporation~~ Corporation, or by the Chair or Board of Commissioners of the sole voting member.

Section 3.— Notice of Meetings. Written notice stating the date, time and place of the meeting, and in the case of a special meeting of the sole voting member, also stating the purpose for which the meeting is called, shall be delivered to the sole voting member, not less than three (3) nor more than thirty (30) days before the date of the meeting, either in person, via phone, or by email, by or at the direction of the person or entity calling the meeting.

~~(30) days before the date of the meeting, either personally, by mail or by email, by or at the direction of the person or entity calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the sole voting member at the address as it appears in the records of the corporation, with postage prepaid. Any notice by email must be consistent with RCW 24.03.009.~~

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~~Section 4. Quorum. Kennewick Public Hospital District, appearing through a majority of its Board of Commissioners, shall constitute a quorum for any meeting. The sole voting member may delegate or appoint an officer of Kennewick Public Hospital District to exercise any of the rights or powers of the sole voting member hereunder.~~

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ARTICLE III

RESERVE POWERS OF THE SOLE VOTING MEMBER

The Board of Directors shall govern the affairs of this ~~corporation~~ Corporation, subject to the following reserve powers of the sole voting member.

Section 1.— Appointment of Directors. The sole voting member shall appoint each member of the Board of Directors.

Section 2.— Removal of Directors. The sole voting member shall have the right to remove any Director, with or without cause, and shall have the right to ratify the removal of a Director by the Board of Directors.

Section 3.— Appointment and Removal of the Executive Director and Consultants. The sole voting member shall have the right to appoint and remove the Executive Director and any independent auditor or corporate counsel needed by this ~~corporation~~ Corporation.

Section 4.— Merger, Consolidation, or Dissolution. The sole voting member shall approve any merger, consolidation, or dissolution.

Section 5.— Bylaws and Articles. The sole voting member shall approve any amendments to or restatements of the Articles of Incorporation or Bylaws of this ~~corporation~~ Corporation.

Section 6.— Approval of Budget. The sole voting member shall approve the operating and capital budgets, and any purchase, sale, loan, lease, disposition, exchange, gift, pledge, or encumbrance of any asset, **except real property, not previously included in the capital budget.**

Section 7.— Indebtedness. The sole voting member shall approve aggregate borrowing in excess of \$1525,000 for periods of one year or less and all borrowing for periods of more than one year. For purposes of this Section, the term "aggregate borrowing" includes but is not limited to lease agreements and contracts of sale.

Section 8.— Real Property and Other Transactions. The sole voting member shall approve the purchase or disposition of real property and all other transactions outside the ordinary course of business.

Section 9.— Enumerated ~~Rights~~ Rights in Addition to Other Rights. The foregoing rights shall be in addition to the rights granted to the sole voting member under the provisions of the laws of the State of Washington or Articles of Incorporation or Bylaws of this ~~corporation~~ Corporation.

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ARTICLE IV

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BOARD OF DIRECTORS

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~~Section 1. Powers and Qualifications. The affairs of the corporation shall be managed by the Board of Directors shall manage the affairs of the Corporation.~~

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~~Section 2.— Number. The number of Directors of the corporation Corporation shall be not less than five (5) six (6), and not more than nine (9). The Board of Directors, by amendment of these Bylaws, and subject to approval of the sole voting member, may increase or decrease the number of Directors.~~

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~~Section 3. The sole voting member shall appoint the Directors and no less than one Director, of which three (3) shall be a member members of the Board of Commissioners of the Kennewick Public Hospital District. Each Director shall hold office for four (4) years with a maximum of two (2) term extensions, or until removed by the sole voting member or by the Director's Director's resignation.~~

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~~Section 3. 4. Officers. At its annual meeting, the Board of Directors shall elect its officers for the positions of President, Vice President, Secretary, and Treasurer, each for a term of one year two years. A slate of officers is due in January, before the annual meeting in February.~~

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~~Section 4. Other 5. Committees. Other committees. The President shall appoint both standing and special purpose shall be appointed by the President committees at the will of the majority of Directors present at any regular meeting wherein a quorum has been established. Such standing committees shall serve from annual meeting to annual meeting.~~

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~~Section 5. 6. Vacancies. The sole voting member shall have the power to fill any vacancy on the Board of Directors. The Board of Directors shall may make nominations to the sole voting member for any vacancy, except for a position required to be filled by a member of the Board of Commissioners of the Kennewick Public Hospital District.~~

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~~Section 6. 7. Attendance; and removal due to absences. Any member of the Board of Directors absent from four (4) three (3) consecutive meetings without prior notice to the Board board president and excused shall be given notice by letter and email from the President of the Board of the Board's Board's intention to remove said Director from the Board at the next regular meeting of the Board. Any Board member so notified may reinstate himself if, within thirty (30) days after the notice is mailed, he requests and receives reinstatement from the Board.~~

ARTICLE V

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ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 1.- ~~Annual Meeting. The annual meeting~~Annual Meeting of the Board of Directors shall be held ~~within the first quarter of the calendar in~~ February each year, at which time ~~the Board of~~

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~~Directors is officers are elected. Said meeting shall be held at the same place as regular meetings unless some other place shall be specified by resolution of the Board at such meeting.~~

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~~Section 2.— Special Meetings. Special meetings of the Board of Directors may be held at any place, at any time, whenever called by the President or Secretary, or any four (4) or more Directors.~~

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~~Section 3.— Notice of Meetings. No notice of the annual meeting of the Board of Directors shall be required. Notice of the time and place of any special meetings of the Board of Directors shall be given by the Secretary, or by the person or persons calling the meeting, by mail, email, or by personal communication over the telephone via phone or otherwise, at least three (3) days prior to 48 hours before the date on which the meeting is to be held. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors needs to be specified in the notice or any waiver of notice of such meeting. Any notice by email must be consistent with RCW 24.03.009.~~

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~~Section 4.— Quorum. A quorum shall be constituted by the presence of one third three (3) or more members of the Board of Directors, but not less than three members, at any regular meeting held after proper notice is given. The action of the majority of Directors present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.~~

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~~Section 5. Virtual Meetings: In-person attendance is the preferred method of meeting for all regular meeting purposes. A provision for virtual attendance for regular or special meetings is allowed if needed due to illness, travel, or emergency circumstances. Directors may join via telephone or other virtual meeting platforms.~~

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ARTICLE VI

ACTIONS BY WRITTEN CONSENT

~~Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or directors of the corporation Corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.~~

ARTICLE VII

WAIVER OF NOTICE

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Whenever any notice is required to be given to any Director of the corporation Corporation by the Articles of Incorporation or Bylaws, or by the laws of the State

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of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

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CERTIFICATE OF ADOPTION

The undersigned hereby certifies that the Resolution of the Board of Directors of Benton Franklin Elder Services adopted the foregoing Amended and Restated Bylaws of Benton Franklin Elder Services were adopted by resolution of the Board of Directors of Benton Franklin Elder Services on May 17, 2006.

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Dated this 1th day of May, 2006.

BENTON FRANKLIN ELDER SERVICES

By: 
Its: President