



Coquille Valley Hospital

February 09, 2023 at 7:30am

BOARD OF DIRECTORS SPECIAL MEETING MINUTES


BOARD EDUCATION – GOVERNANCE

Virtual Attendance Option Available

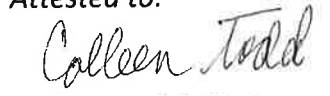
Attendance: Colleen Todd, Board Chairman; Dan Mast, Board Secretary/Treasurer; Dr. James Sinnott, Board Member; Clay Davis, Board Member; Jeff Lang, CEO; Terri Brandt-Correia, CNO;
Members Attending via Zoom: Michelle Reyna, CFO; Tom Schroeder of Faegre/Drinker
Visitors/Public Attendance: None

1. Call to Order at 8:00am
2. Tom Schroeder of Faegre/Drinker was introduced and gave a PowerPoint educational presentation on Board Governance.
3. During the education session, CVH Board members asked the following questions:
 - If CVH were to effect a hybrid governance model, would there be the ability to revert back to a standalone District model of governance? Tom answered yes and gave examples of how the lease agreement may actually require a reversion back to the District operating the hospital (as it is now).
 - The Board asked what immediate changes would happen after implementing this status. Jeff indicated an exhaustive review has not been conducted, however, we do know we would not have access to SDIS insurance services and would not be able to purchase health insurance from OEBC. Generally speaking, from experience in other situations, not much else changes as most contracts are assigned to the new entity and pay/benefits (with the exception of health insurance) and facility policies don't change.
 - The Board asked about timing for this transition, Tom answered that typically you could accomplish this in 6 to 9 months. The current activity with USDA should be considered and may impact timing if the Board were to choose to make a transition. Jeff will speak with Brian Haapala and Macey Spears at Stroudwater to see if there are any concerns from their point of view. CVH would also need to engage council to study the issues concerning debt more closely as part of any further due diligence.
4. **Next Regular BOD Meeting: Thursday, February 23, 2023 at 7:30 AM**
5. Adjournment 10:45am

Respectfully submitted:


Dan Mast, Secretary/Treasurer

Attested to:


Colleen Todd, Chairman