



Coquille Valley Hospital

April 5, 2023 at 7:30am

BOARD OF DIRECTORS EDUCATION SESSION MINUTES

Virtual attendance option available

Attendance: Colleen Todd, Board Chairman; Dan Mast, Board Secretary/Treasurer; Clay Davis, Board Member; Mark Libby, Board Member; Dr. James Sinnott, Board Vice-Chair; Jeff Lang, CEO; Michelle Reyna, CFO; Terri Brandt-Correia, CNO;

Members Attending via Zoom: Shala Kudlac, Board Counsel; Tom Schroeder from Faegre Drinker;

Visitors/Public Attendance: None

1. Call to Order 7:30AM

- a. Jeff Lang introduced Tom Schroeder from Faegre Drinker to the Board.
- b. Tom reviewed the structure of the Hybrid governance model with the board and the documents necessary to effect the structure. Tom indicated the purpose for the education session was to review the documents necessary and to glean from the Board thoughts on design.
- c. 4 Steps to implement the proposed model were outlined.

2. The Privatization Documents Needed:

- i. Articles of Incorporation
- ii. Bylaws
- iii. Lease and Operating Agreement
- iv. Ancillary documents

3. Articles of Incorporation

- a. Tom reviewed high level the elements of the Articles of Incorporation. Tom discussed the pros and cons of establishment as an Oregon or Delaware nonprofit corporation. Oregon incorporation seemed to be the preferred path forward.

4. Bylaws

- a. Tom explained the bylaws define how the Board operates. Tom walked the board through the different bylaw elements including:
 - i. Tom indicated most non-profit hospital boards are 7 to 9 members. Tom provided a set of guard rails on types of members to the Board for discussion. The Board provided feedback on the make-up of the membership that Tom will incorporate into the draft documents for the Board to review.
- b. Tom discussed the role of the District board post transaction. Monthly meetings for the district Board is an Oregon specific requirement. Tom discussed usual and customary reserved powers of the District Board and received feedback as to how to proceed. .
- c. Tom reviewed typical committee structures seen in non-profit health care corporations - Tom explained purpose and composition of these committees:
 - i. Executive

- ii. Quality
 - iii. Finance
 - iv. Governance/Nominating
 - v. Other Ad Hoc Committees
- d. Tom noted next steps. He will take the feedback from the board and provide a draft set of bylaws for review. Next education session will be to review the draft bylaws and to discuss elements of the lease document, much in the same fashion as was done with the bylaws.

5. **Next Regular BOD Meeting: Thursday, April 27, 2023 at 7:30 AM**

6. Adjournment 8:50am

Respectfully submitted:



Dan Mast, Secretary/Treasurer

Attested to:



Colleen Todd, Chairman