

King County Public Hospital District No. 2
d/b/a EvergreenHealth
Board of Commissioners Meeting
EvergreenHealth Medical Center, Kirkland, WA
June 2, 2023
Educational Session Minutes

Comms. Present: Comms. Cashman, Edwards, Hirt, McLaughlin, Pilcher, and Snyder

Medical Staff Leadership: Michael Mena, MD, Sean Kincaid, MD, Jim O'Callaghan, MD

Others Present: Chris Bredeson, Purav Bhatt, Peggy Brown, Jeff Friedman, Monique Gablehouse, Jessika Groce, Lori Kloes, Lisa LaPlante, Tina Mycroft, Ettore Palazzo, MD, Jack Peters, Candace Scairpon, Mary Shepler, Jeff Tomlin, MD, Juan Aragon, MD, Trisha West

Legal Counsel: Jenny Churas

Guests: See Exhibit A

**LEADERSHIP
EDUCATIONAL
SESSION**

Comm. Snyder called the June 2, 2023 Education Meeting of the Board of Commissioners of King County Public Hospital District No. 2 to order at 7:02 a.m. and welcomed those present.

PRESENTATIONS and DISCUSSION

**Governance vs.
Management**

Michelle Folken of The Governance Institute presented the topic of Governance vs. Management which included a review of the key fiduciary duties of the Board (care, loyalty, and obedience) and the core responsibilities (oversight, strategic direction, Board development, community advocacy, and Board culture). The focus for today is on Governance vs. Management, which is part of Board culture and is a key outcome of the recent Board self-assessment requiring improvement. The Board's role is to set overall direction and strategy (the "what" and "why") while management's role is to implement Board directives (the "how"). She reviewed the "tight-loose-tight" approach in which the Board sets the strategic intent (tight), management has the flexibility to implement the strategic intent (loose), and the Board provides oversight of the implementation and can course-correct if needed (tight).

She reviewed possible reasons Boards stray into operations, including operational issues being easier to address, time spent in operational roles prior to serving as a Commissioner, the Board

may not be equipped with the right tools to stay strategic, etc. Additionally, it was noted that public Boards have more people that they report to, which causes a push and pull scenario to dip into operations.

Michelle suggested possible solutions which include ensuring the Board has enough time to prepare for Board meetings, evaluating the layout of the agenda for possible improvements, reviewing the calendar of good governance to ensure we are accomplishing what we need to on a monthly basis, etc. Additionally, the Board noted that management has a tendency to provide the Board more information than they need to know – while acknowledging that much of this is due to prior requests from Commissioners. There was also a brief discussion about a governance dashboard to help the Board refocus on the topics of most importance.

Additionally, Michelle reviewed key indicators that the Board needs to refocus on governance, including meeting more than 12 times per year, more time being spent on routine reports than on strategic discussion, lack of time to discuss agenda items during Board meetings, etc. Best practice for meeting frequency for a public Board is 10-12 times per year with 15% of time being spent on education, etc. She also encouraged the team to tighten presentations to fifteen minutes total, with no more than 5 slides, 10 minutes of presentation and 5 minutes of discussion.

Finally, Michelle also suggested putting the organization's mission on all Board agendas and be sure everything on the agenda ties back to that. Candace will work with Michelle regarding Board agendas to look for improvements.

Michelle responded to questions from the Board and engaged in discussion throughout.

Future Planning

Jeff Tomlin, MD, CEO, and Chris Bredeson, COO, presented the future planning topic, which included a review of the challenges facing EvergreenHealth (reimbursement rates, growing community, market share, lingering impacts of COVID, challenging labor market, care access crisis, etc.). They reviewed the future planning and UTGO timeline, the impact of UTGO approval on future planning/operations, future planning vision, and key attributes that are important to EvergreenHealth. The Board also engaged in a conversation about their top priorities, which include commitment to clinical excellence, quality, safety, patient experience, and patient-family centered care, commitment to the community, EvergreenHealth's mission, vision, values, etc. Additionally, the team reviewed the various options and implications and noted that the organization will focus on financial recovery and continue to educate the community about the UTGO.

The team engaged in discussion and responded to questions from the Board throughout.

Executive Session

At 10:28 .a.m. the Board adjourned into Executive Session to consider and discuss matters allowed in Executive Session as permitted under RCW 42.30.110(1)(g) for approximately 20 minutes. No members of the public were present.

The Executive Session commenced at 10:36 a.m. and was concluded at 10:56 a.m.

The public session reconvened at 10:56 a.m.

Adjourn

The June 2, 2023 Meeting of the Board of Commissioners for King County Public Hospital District No. 2 was adjourned at 10:56 a.m.

ATTEST:



Tim McLaughlin, Secretary/Commissioner
Jun 20, 2023 3:42 PM PDT

Exhibit A – Guests

Name

None
