

## Action Item I aiii

King County Public Hospital District No. 2  
d/b/a EvergreenHealth  
Board of Commissioners Meeting  
EvergreenHealth Medical Center, Kirkland, WA  
January 7, 2020  
Study Session Meeting Minutes

Comms. Present: Comms. DeYoung, Edwards, Butler, Hirt, McLaughlin, Pilcher, and Snyder

Medical Staff Leadership: M. Sean Kincaid, MD  
Chad Bentsen, MD

Others Present: Chris Bredeson, Jeff Friedman, Monique Gablehouse, Richard Meeks, Aileen Mickey, MD, Tina Mycroft, Ettore Palazzo, MD, Kae Peterson, Bob Sampson, Candace Scairpon, Mary Shepler, Kay Taylor, Jeff Tomlin, MD

Legal Counsel: Kevin Hansen

Guests: Brad Berg, Keith Kleven (Exhibit A)

### **PUBLIC MEETING AND EXECUTIVE SESSION**

Comm. DeYoung called the January 7, 2020 Study Session Meeting of the Board of Commissioners of King County Public Hospital District No. 2 to order at 4:30 p.m. Ms. Scairpon announced that the Board would immediately adjourn into Executive Session to consider and discuss pending litigation, property acquisition, personnel matters and quality improvement review. Ms. Scairpon further announced that the Executive Session would adjourn at approximately 5:30 p.m. and that the Study Session Meeting would reconvene at approximately 5:35 p.m. after a short recess.

The Executive Session commenced at 4:30 p.m. and at 5:30 p.m. Ms. Scairpon announced that the Executive Session would continue another five minutes. The Executive Session was concluded at 5:38 p.m., at which time a short recess was taken.

Comm. DeYoung reconvened the Study Session Meeting, calling it to order at 5:43 p.m. and welcoming those present.

### **Order of Business**

There were no changes to the agenda.

**Action Items**

- 1. Commissioner Oath of Office for Comms. Hirt and Edwards** Kevin B. Hansen, Designated Legal Counsel, administered the Oath of Office to Commissioners Hirt and Edwards, having been duly elected in November, 2019 to six-year terms as Commissioners on the Board of Commissioners of King County Public Hospital District No. 2 for Positions 2 and 5 respectively, which terms commenced January 1, 2020.

Comm. DeYoung noted we are happy to have Comm. Edwards here, he was part of the community advisors and has been a great asset.

- 2. EHA Neuroscience Joint Venture Agreement and Cardiothoracic Joint Venture Agreement** Jeff Tomlin, MD, CEO reviewed the Neuroscience Joint Venture Agreement noting there is a specific termination provision within the agreement that requires approval from the EvergreenHealth Board of Commissioners authorizing the CEO to execute the agreement with this provision. The Cardiothoracic Joint Venture Agreement does not currently have this provision and needs an amendment to include this provision.

Comm. Pilcher made a motion to delegate authority to the CEO to execute the EHA Neuroscience Joint Venture Agreement with the termination provision. The motion did not include a delegation of authority to modify the Cardiothoracic Joint Venture agreement.

Comm. Hirt seconded the motion.

The motion carried unanimously.

**Discussion Items for Proposed Action on January 21, 2020**

- 1. Regulatory Survey Activity/Compliance Plan** Ettore Palazzo, MD, Chief Medical & Quality Officer, presented the Regulatory Survey Activity/Compliance Plan, noting that the organization needs Board approval to confirm that EvergreenHealth is compliant with the Joint Commission requirement, which states leaders will act on or comply with reports or recommendations from external authorized agencies, such as accreditation, certification or regulatory bodies. Dr. Palazzo reviewed the DOH Survey findings and the action items taken as well as the timeline for the survey.

The Board thanked Dr. Palazzo for his work.

- 2. Resolution No. 908-20 – Bond Financing** Tina Mycroft, CFO, presented Resolution No. 908-20 – Bond Financing, and introduced Keith Kleven with Piper

Sandler (formerly Piper Jaffray), and Brad Berg, with Foster Garvey PC. Ms. Mycroft reviewed three debt issuance options, including the final debt issuance plan and reviewed budget & financing Implications. Mr. Kleven spoke to the debt service & levy summary, resolution parameters, Evergreen existing debt portfolio, and Evergreen pro-forma debt portfolio. Mr. Berg reviewed the resolution language and key points.

Ms. Mycroft, Mr. Kleven and Mr. Berg responded to questions from the Board throughout the presentation.

**3. Board Committee Appointment – Levy Funded Services Committee**

Comm. DeYoung provided a summary of Todd Banks, candidate for the Levy Funded Services Committee, noting Mr. Banks has agreed to serve on the committee and that Comms. DeYoung and Hirt agree he is a good fit for the team. Comm. Snyder noted it is an excellent idea to have him on the committee.

**4. Board Committee Appointment – Strategic Planning and Construction Committee**

Comm. DeYoung provided a summary of Todd Banks, candidate for the Board Strategic Planning and Construction Committee, noting he has previously served on the committee and is willing to return. Comm. Snyder noted he would be great to have on the committee and Comm. Pilcher is excited to have him back.

**5. Annual Committee Charter Review**

Members of Administrative Council reviewed the following charters: Audit, Finance and Compliance, Levy Funded Services, Digital Health and Consumer Innovation, Community Advisors, Compensation Committee, Retirement and Deferred Compensation, Quality and Safety, Strategic Planning and Construction, and the Governance Committee.

The Board provided input regarding the revisions that will be reflected in the versions submitted for approval at the Regular Board meeting on 1/21/2020.

Additionally, Comm. Pilcher stated that we should have all of our charters consistent and define key terms. Candace Scairpon, Board Governance Coordinator, will work throughout 2020 to bring these into alignment.

**6. PeopleSoft HR & Payroll Upgrade**

Bob Sampson, Chief Human Resources Officer, reviewed the PeopleSoft HR & Payroll Upgrade, noting the program was last updated 8 years ago and our version is no longer supported by PeopleSoft. As a result timing of the upgrade is critical. The project is scheduled to start in Q1 2020 and be completed by year end. It was noted that

the teams that will use the programs will be part of the development team. Costs for backfilling staff time away from their standard work has been included in the budget and maintenance costs will be provided at the 1/21/2020 meeting. Mr. Sampson indicated funds have already been approved as part of the 2020 Capital Budget and the current request is for approval to spend the previously approved funds.

Mr. Sampson and Ms. Mycroft responded to questions from the Board throughout the presentation.

**7. Guaranteed Maximum Price Contract for MFP2 Silver Enabling Work**

Garett Buckingham, Director of Design & Construction, Construction Management, presented the Guaranteed Maximum Price Contract for MFP2 Silver Enabling Work. He reviewed work previously done, the Master Facility Plan Phase 2 Timeline and noted that the team anticipates having the final amount at the 1/21/2020 Board meeting.

**8. Rainer Enhanced Privacy Room Remodel Project Bid Information**

Mr. Buckingham presented the Rainer Enhanced Privacy Room Remodel Project Bid Information, noting the team is seeking approval on 1/21/2020. This project has been in process since 2017 and will provide a separate, safer, more calm space for patients to be treated. This is being bid as a two-phase project and is anticipated to start in March 2020, with construction being completed in approximately 6 ½ months. Funding consists of gala funds and 2019 capital funds.

Mr. Buckingham responded to questions from the Board.

The Board is glad to see we are doing this work.

**Medical Staff Update**

Sean Kincaid, MD, Medical Staff President, introduced new Medical Staff Vice President Chad Bentsen, MD and noted medical staff leadership have started looking for dates for the annual medical staff dinner. Additionally, Dr. Kincaid noted medical staff leadership has a meeting on Friday mornings that the COO typically attends, and they are glad to have new COO Chris Bredeson there.

**CEO/Administrative Update**

Dr. Tomlin provided his CEO report and noted the following:

- Our census has been quite high
- At the January 21, 2020 Board meeting, the CEO report will include year-end reports from AC with key highlights.

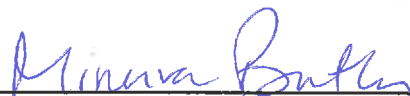
- CNO search in Monroe is progress.
- Mr. Buckingham has been appointed to the Capital Project Advisory Review Board (CPARB)
- Monroe CT and MRI open house and ribbon cutting is January 13<sup>th</sup>.
- A lot of work is coming together right now – Neurosciences Joint Venture, the Rainer project and the \$70M bond.

Comm. DeYoung thanked the staff for their work.

**Adjourn**

The January 7, 2020 meeting of the Board of Commissioners for King County Public Hospital District No. 2 was adjourned at 7:47 p.m.

ATTEST:

  
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Tim McLaughlin, Secretary/Commissioner  
*Minerva Butler,*

**Exhibit A – Guests**

<b>Name</b>	<b>Residence</b>
Keith Kleven	Unknown
Brad Berg	Unknown