

May 29, 2008

A special meeting of the Board of Commissioners of Whidbey Island Public Hospital District was called to order at 4:35 p.m. by Board President, Roger Case. Present were Commissioner Case, Commissioner Schoenknecht (via telephone), Commissioner Miller, Commissioner Zaveruha and Commissioner Wallin. Chief Executive Officer, Scott Rhine, Chief Financial Officer, Joe Vessey, Chief Operating Officer, Tom Tomasino, Chief of Staff, Dr. Chris Bibby, Dale Roundy, Esq., Donna Moniz, Esq., Dr. Chris Outlund, and Trish Rose were also present.

The Board President announced the purpose of the special meeting and announced the Board would be in Executive Session until approximately 5:15 p.m. The purpose of the Executive Session was to meet with legal counsel to consider and discuss a matter of potential litigation, as authorized by (RCW 42.30-110(i)). All commissioners (Commissioner Schoenknecht via telephone), Scott Rhine, Donna Moniz, Special Legal Counsel, Dale Roundy, Legal Counsel, and Dr. Chris Bibby, Chief of Medical Staff remained in attendance during the Executive Session. At approximately 5:20 p.m. Mr. Roundy opened the door of the meeting room and made the announcement that the Board would continue in Executive Session for approximately another 30 minutes. The Executive Session concluded at approximately 6:00 p.m. and the President announced that the meeting would be in recess until 6:10 p.m. No action was taken by the Board during Executive Session.

#### **Consideration to Amend Board Bylaws**

The Board reconvened the open session at 6:10 p.m. Commissioner Miller made a motion, seconded by Commissioner Schoenknecht to amend the Board bylaws as presented. Discussion followed regarding the definition of "administrative review" on page 26 of the bylaws and a suggestion was made that "administrative review" be changed to "Board review". President Case stated that he recently met with the Surgery Committee which expressed concern about the Board holding a Special meeting two days before a Medical Staff retreat to consider the proposed revisions to the hospital bylaws. President Case advised the Board that the Surgery committee stated that the members of the "medical staff" are feeling like their input on the proposed bylaw revisions is being bypassed by the Board. He also stated that he wanted the Board to defer action on the proposed amendments to the bylaws because the Surgery Committee had expressed a desire for Dr. Case to hear from the medical staff following their Saturday retreat before the Board considered the proposed bylaws. Mr. Rhine noted that while he understood the concern for the relatively short notice, the Surgery Committee had had opportunities over the past two months to provide input to the Board, and this topic was presented at least twice at the full medical staff meetings. Mr. Rhine stated that it was important for the Board to consider the revisions to the bylaws and consider the adoption of draft Resolution #283 for contracting anesthesia services, with the hospital's third anesthesiologist leaving in a few days and based on the need to commence the process to recruit for anesthesia services promptly. Dr. Bibby, Chief of Medical Staff, stated that it was not the intention to discuss hospital bylaw revisions at the upcoming medical staff retreat, and that the main discussion at this retreat would be to focus on how the medical staff can insure that they are providing care for more island residents and to address the reasons why some patients might be leaving or be referred off the island.

Commissioner Miller stated that the hospital needs to move forward with the process promptly and was not in favor of postponing action on the proposal. Commissioner Zaveruha stated that he was in favor of deferring action because he felt more information is needed and that there are other options to consider. Commissioner Wallin stated that the Board must maintain trust with the medical staff, and a decision should not be rushed if more input is needed. President Case supported the fact that time is of the essence for anesthesia recruitment, however, he stated that he would like to hear from as many of the medical staff as possible before taking action and felt that the Board should obtain further input from the medical staff following the retreat and medical staff meeting on June 3<sup>rd</sup>, 2008. Commissioner Schoenknecht stated that the Board should support the Board President and defer action until the medical staff is given the opportunity to provide to the Board and Administration additional input, even though this may

not be a topic for the medical staff retreat. Mr. Rhine also commented that if another meeting was scheduled promptly, that it would be advisable to defer action on the proposal for a short time. Commissioner Miller withdrew her motion to approve the revisions on the hospital bylaws. Board members received draft copies of the proposed selection process and a draft copy of a proposed Board resolution authorizing administration to begin the search process. With the delay in action, it was also felt that the Board would have more time to consider these documents along with the anesthesia consultant report. Based on the foregoing discussion, the Board decided unanimously to hold another special Board meeting on Tuesday, June 3, 2008 at 6:30 p.m. to resume the deliberation of the items on the agenda for the present meeting.

There being no further business, the meeting adjourned at 6:45 p.m.