

HASKELL COUNTY HOSPITAL DISTRICT BOARD MEETING MINUTES – JANUARY 11, 2024

The Haskell County Hospital District Board of Directors held a specially called meeting on January 11, 2024, at 12:00 p.m. in the Haskell Memorial Hospital Education Building per the Open Meetings Act.

In attendance were Robbie Peiser, President; Amy Martin, Vice President; Reida Penman, Secretary; Members – Elna Camacho, Darlene Hopkins, and Lynn Dale Dudensing. Also present were Michelle Stevens, CEO; Mary Belle Olson, COO; Dana Myers, ACNO; Crystal Molina, Controller; Sydney Saucedo, Clinic Manager; Dr. Scott Carpenter; Jordan Earle, FNP-C; and Missy Lewis, Director of Marketing and Community Connection. Elizabeth Miller, CFO, was present via ZOOM.

Absent were Meghan Shelton, CNO; Medora Mitchel, QA Nurse; and Kris Mitchell, Business Office Manager.

President Robbie Peiser called the meeting to order at 12:13 p.m., and a quorum was certified.

1. Public Comment – None
2. Old business
 - a. Consider and approve, if necessary, purchasing Dr. Wayne Cadenhead's clinic building. Discussion ensued as follows:

CEO Stevens reported that Dr. Wayne Cadenhead is willing to sell his clinic building to Haskell Memorial Hospital for \$150,000. He would like to have the deal closed by the end of March. Tracy Smith did a walkthrough of the building to assess its readiness to serve as a Rural Health Clinic on January 10, 2024.

Megan Cox provided the name of an inspector. An inspection is scheduled for Tuesday, January 16, 2024.

Michelle also stated that other parties are interested in purchasing the property. She had received a phone call from a Houston business inquiring about the Cadenhead Clinic and expressing interest in purchasing the property to open a clinic in Haskell. Michelle informed the caller that the hospital has a Rural Health Clinic, and the hospital district is considering purchasing the property.

President Peiser stated the property is of great value to the Hospital District because of its proximity to our current property and due to the hospital's need for more space to operate and offer our services. He said that moving the current Rural Health Clinic (RHC) to the Cadenhead Clinic would provide more space for our current providers and make it possible to move the Sleep Center into the current clinic. This would free up the two patient rooms equipped with bathrooms currently used for sleep studies. "It would be a minimal investment with lots of returns of the needs we have for the hospital," Mr. Peiser stated.

Ms. Stevens said First State Bank agreed to finance the purchase of the building if the Board decides to move forward. No appraisal would be required because the value is less than \$250,000.

Mr. Dudensing asked if the building meets ADA requirements.

Michelle responded that the walkthrough with Ms. Smith indicated the building meets ADA requirements regarding handicap accessibility in bathrooms and entrances.

Mr. Dudensing stated he is afraid another ADA compliance inspection would reveal another surprise.

Mr. Peiser responded, stating that Ms. Smith works with the state and is knowledgeable about these issues. She looked through the building and found most of the needs involve lighting, electrical grounding and outlets, plumbing, including installing sinks in exam rooms. He stated the repairs needed are not extremely costly. "She

is the one who does our inspections and has the information from the state," he said, "I'm pretty confident we can trust what she says because that's what she does."

Mr. Dudensing stated, "But you don't know what those costs are, either. This is what I'm talking about. The danger of assuming."

Mr. Peiser stated, "We need to decide if we want to acquire the property. We need the property for future years no matter what we do. The property is going to be available right now at a very reasonable price, or somebody else is going to take it and be our competition." He went on to say that if the building were ever to become available again in the future, it would cost more than the current offered price."

Mr. Dudensing asked if there is asbestos in the building.

Mr. Peiser stated he was uncertain, but unless the building is demolished or structurally disturbed, this is not an issue.

Mr. Peiser addressed the Board, "Right now, the discussion I hear is that purchasing this facility would help us tremendously with our needs at this point, as far as our clinic space. We would be able to continue to expand." He added this would allow the clinic to bring in more providers, improve patient flow, and improve the quality of care we can provide.

Referring to the discussion of moving the Sleep Center to the current clinic, Ms. Camacho pointed out the value of opening patient rooms with bathrooms in the hospital. She gave an example of the inconvenience her family experienced when a loved one was hospitalized for an extended period, and the family was unable to use the restroom or take a shower while staying with their loved one.

Mrs. Earle stated that an investor looking for an investment opportunity would purchase at this price without hesitation because the property would easily sell for more. She said, "I know y'all are landlocked and looking to expand. I would not sell it for less than \$250,000."

Mr. Dudensing expressed concerns about the financial burden the purchase of the property would bring to the hospital district. He mentioned the added debt and commitment and expressed concern that adding providers would increase the financial commitment. He continued by stating that the proposed changes are all "in hopes that you're going to get all Dr. Cadenhead's patients."

Mr. Dudensing continued by stating, "That's all speculation. You need to know what our financial situation is and how am I going to pay for it and how am I going to survive." He stated the current business model of the hospital is not supporting the hospital.

Mrs. Camacho stated, "You keep saying that, but what do you have to bring to the table to change the business model situation? Do you have any suggestions?"

Mr. Dudensing responded that he does. "Rural emergency hospital model."

Ms. Stevens said that option was explored but would result in greater revenue loss. She stated that the hospital district's financial situation is improving, but it will take time.

Mrs. Olson stated that the numbers are improving.

Ms. Stevens said, "If we don't buy the clinic, we will be hurt financially."

Mr. Dudensing stated, "My deal – and I'm only 1/6 of this – is to show you the warning signs along the way." He continued, "Y'all have been warned. My vote will be no. I see the train coming down the tracks."

Ms. Camacho stated, "I'm not going in this with rose-colored glasses. I'm looking at a list of positives and negatives, and the pluses outweigh the negatives."

Mrs. Hopkins agreed that the positives outweigh the negatives.

President Peiser asked if the Board was ready to vote on purchasing Wayne Cadenhead's clinic.

Mrs. Martin made the motion to move forward with the purchase of the Cadenhead Clinic for \$155,000.

Mrs. Hopkins seconded the motion.

Mrs. Penman and Ms. Camacho voted in favor of purchasing the clinic.

Mr. Dudensing opposed.

Majority ruled. Mr. Peiser stated the Board will proceed with caution in purchasing the clinic.

3. New Business

- a. Emergency Preparedness Plan – Mrs. Olson explained this must be approved every two years. Ms. Camacho made a motion to approve. Mrs. Penman seconded. The vote was approved unanimously.
- b. New Medical Staff – Amy Pennington, FNP-C
 - i. Mrs. Hopkins made a motion to approve.
 - ii. Ms. Camacho seconded the motion.
 - iii. Mrs. Penman and Mrs. Martin voted in favor.
 - iv. Mr. Dudensing opposed.
 - v. Majority ruled.

Meeting adjourned – Mr. Peiser adjourned the meeting at 12:54 p.m.

<u>Missy Lewis</u>		<u>1/23/2024</u>
Typed by	<u>Robbie Peiser</u>	Date <u>1-23-24</u>
President	<u>Robbie Peiser Heidi Annan</u>	Date <u>1-23-24</u>
Secretary	<u>Michelle Stens</u>	Date <u>1-23-24</u>
Administrator		Date