

**REGULAR MEETING
BOARD OF COMMISSIONERS
Public Hospital District No. 1-A of Whitman County, Washington
d/b/a Pullman Regional Hospital
Wednesday, April 2, 2025 at 6:00 PM In-Person or Virtually by Zoom**

Board of Commissioners

P-Tricia Grantham, President
P-PJ Sanchez, Vice President
P-Cheryl Oliver, Secretary
P-Joe Pitzer, Commissioner
P-Anna Nofsinger, Commissioner
P-Michael Cady, Commissioner

Hospital Personnel

P-Matt Forge, CEO
P-Steve Febus, CFO
P-Tammy Needham, CNO
P-Bernadette Berney, CHRO
P-Carrie Coen, CRO
P-Nancy Panko, M.D., Medical Staff President
P-Karly Port, CPSO
P-Peter Mikkelsen, M.D., CMO
P-Erin Sedam, Executive Assistant
P-Linda Infranco, Executive Director
P-Alison Weigley, External Relations Director
P-Rob Rembert, Legal Counsel

Guests:

Brandon Burch
Shane McFarland
Levi O'Loughlin
RJ Lott
Dave Williams
Katie Wyngarden

I. CALL TO ORDER

President Grantham called the meeting to order at 6:00p. Roll call was taken with the following Commissioners answering present: Grantham, Sanchez, Oliver, Pitzer, Nofsinger, and Cady.

II. APPROVAL OF MINUTES

A. Commissioner Sanchez moved to approve the minutes for the regular meeting of March 5, 2025. Commissioner Oliver seconded the motion, and the motion passed unanimously.

III. MODIFICATION TO AGENDA

President Grantham asked if there were any modifications to the agenda. Several minor modifications were suggested. The following modifications were made:

- A. Add Item B in the Open Session following Executive Session to potentially appoint a new commissioner
- B. Make the Item B in Action/Discussion - Financial Update an action item
- C. Add Item in Action/Discussion for a Resolution for Annuity Claim

IV. CONSENT AGENDA

Commissioner Sanchez moved to approve the consent agenda. Commissioner Nofsinger seconded the motion. The following committee reports were approved unanimously.

- Medical Executive Committee
- Finance Committee
- Quality Management System
- Governance Committee
- Strategic Planning Committee
- Foundation Board of Directors
- Approval of Warrants

V. PUBLIC COMMENT

President Grantham opened the floor for public comment. No comments were made by the public in attendance. President Grantham closed the floor for comments.

VI. BOARD CANDIDATE INTERVIEWS

President Grantham welcomed the candidates in attendance. She reviewed the interview process, roles of a Board of Commissioner, and the expectations of a commissioner for Pullman Regional Hospital.

President Grantham welcomed Brandon Burch, Shane McFarland, Levi O'Loughlin, and RJ Lott to answer the set list of questions for the consideration. Individually, in the order in which their applications were received, those candidates answered the following questions:

- A. Please tell us about yourself and what life experience you have that you believe would be valuable in serving on the Board?
- B. Why are you interested in serving on the Board of Commissioners at Pullman Regional Hospital?
- C. What are the most significant challenges facing the healthcare industry today, and how would you address them as a hospital commissioner?
- D. How would you engage with the community to understand their healthcare needs and priorities?
- E. How would you work to build consensus among diverse stakeholders (medical staff, administrators, board members, and the community) when making important decisions regarding hospital operations?
- F. Tell us about a time you were working in a group and a decision was made that you personally did not agree with, but we're obligated to represent publicly. What did you do?
- G. Share with us your thoughts and impressions of what Pullman Regional Hospital's strategic plan is striving to accomplish for our community. What are your thoughts on the hospital's current strategic plan and how would you contribute to its ongoing development?
- H. What have we not asked about that you would like to share?
- I. What questions do you have of us??

President Grantham thanked the candidates and invited them to stay for the remainder of the meeting or offered them to be excused from the rest of the meeting if preferred.

VII. ADMINISTRATION UPDATE

Matt Forge welcomed Tammy Needham to the organization and to her first Board of Commissioners meeting. He then invited the board to review and provide feedback on this month's Administrative Update Report, which was presented in draft form as part of a new PowerPoint format to be implemented for board meetings starting in May. Mr. Forge explained that the new format is designed to improve consistency and depth in the information shared, while also reducing staff workload and enhancing the overall quality of reporting to the board. In response to questions about how quality will be addressed within the new structure, Mr. Forge reassured the board that quality is not being diminished—in fact, it will be more fully integrated across the structure to promote greater transparency at the board level. He also noted that the organization's bylaws will be revised to align with the updated structure. Going forward, monthly meetings will take on more of a "report-out" format. Mr. Forge emphasized that the transition to the new structure will be implemented easily over the next several months.

VIII. ACTION / DISCUSSION

A. Expansion Project Update

Matt Forge provided the Board of Commissioners with an update on the ongoing expansion project. He shared that the executive team met earlier this week with Design West for a progress update from the architectural partners. Mr. Forge confirmed that the project remains on schedule to finalize both the design and associated costs with Bouten Construction, and to submit the required plans to the Department of Health by the July 14 deadline. He noted that the team continues to actively explore opportunities to support operational growth throughout the construction phase. He also commended Tammy Needham for her early and effective contributions in identifying and planning for efficiencies during this process.

B. Financial Update - Monthly

Commissioner Cheryl Oliver, Chair of the Finance Committee, provided an overview of the financials as presented at the recent committee meeting. She reported that February was a strong month for revenue, with increased volumes contributing to positive performance.

Commissioner Oliver noted that the transition of accounts receivable operations in-house will take effect on April 1, a move projected to generate approximately \$2 million in annual savings. She also highlighted the positive impact of the Financial Educational Leadership Training (FELT) program on the organization's financial performance.

Steve Febus provided additional financial updates, including a request for a \$4 million allowance to support a capital lease for the Nuclear Medicine Department. He explained that this lease is tied to equipment needs for the ongoing expansion project. The selection process has narrowed to two to three firms, and the team is actively evaluating both lease entry and exit considerations.

Following the discussion, Commissioner Sanchez moved to authorize CEO Matt Forge to secure a \$4 million loan for the capital lease to begin acquiring capital equipment for the expansion project. Commissioner Pitzer seconded the motion,

and the motion passed unanimously.

Mr. Febus also addressed ongoing monitoring of tariffs and their potential impact on the construction project. He assured the board that both contractors and Turner & Townsend continue to evaluate these risks closely.

C. Resolution for Annuity Claim

Steve Febus shared background information regarding a longtime, faithful patient of the hospital who recently passed away, naming the hospital as a beneficiary of his annuity. To proceed with the process of securing these funds, the hospital must submit formal documentation. Mr. Febus explained that the next step requires board approval, by resolution, to authorize the necessary filings. The associated forms require signatures from the President, Vice President, Secretary, and CEO.

Secretary Cheryl Oliver then read Resolution No. 617 stating the following:

The undersigned, being an Officer of the Corporation/Non-profit Corporation (the "Entity") legally formed under the laws of the state in which it is organized, hereby certifies that a meeting, duly called, of the Board of Directors of the Entity was held, at which meeting a quorum was present and acting throughout, at which the Board of Directors approved a resolution authorizing certain Officers of the Entity to act on behalf of the Entity regarding contractual matters, including, but not limited to, entering into life insurance and annuity contracts, entering into financial planning agreements, exercising authority over brokerage accounts and other financial transactions. The undersigned further certifies that the Board of Directors of the Entity has elected the following listed Officers to serve until such time as their successor or successors are elected and qualify, and that such Officers have the requisite power and authority to act on behalf of the Entity, including binding the Entity with respect to this contract (the "Contract") with Minnesota Life Insurance Company (the "Company") and are authorized to execute trades or transactions with respect to such Contract. This authorization form will supersede any earlier authorization designations. The Entity acknowledges that the Company's obligation is to perform under the terms of the Contract. The Entity agrees to hold the Company harmless for any action that the Company takes with respect to the Contract at the direction of the below-named Officers. The Entity further agrees that the Company may accept direction from any of the Officers listed until such time as the Company is notified in writing by the Entity that such Officer is no longer qualified to act in such capacity. The Entity agrees that it shall provide a new Corporate/Non-Profit Resolution in the event there is a change in Officers or their authority to act. The identity of the Authorized Officers and of the Entity will be verified by Minnesota Life in accordance with the U.S. Patriot Act of 2001. This verification may include, but is not limited to, contact with financial institutions, consumer reporting agencies, and government agencies. By executing his/her signature below, the Authorized Officer agrees to the terms and certifies that the above assertions are true and correct as identified. Only Authorized Officer(s) signing this form will be able to act.

Commissioner Pitzer moved to approve the resolution. Commissioner Nosingher seconded the motion, and the motion passed unanimously.

D. Annual Conflict of Interest Form

President Grantham reminded the Commissioners to complete their annual conflict of interest form. Once completed, the Commissioners can return the form to Erin Sedam.

IX. ANNOUNCEMENTS

- A. PDC Filing Deadline, April 15th
- B. PRH Employee Appreciation Week, May 12-16, 2025
- C. WSHA Annual Conference, Chelan, WA, June 22-25, 2025
- D. PRH Employee and Family Summer Fun Event, Reaney Park, Pullman, WA, July 26, 2025, 12-4pm

X. EXECUTIVE SESSION

At 8:20p President Grantham announced that the meeting would go into Executive Session for 15 minutes to discuss the granting, denial, revocation, restrictions, or other considerations of the status of the clinical or staff privileges of a physician or other healthcare provider, evaluate the qualification of a candidate for appointment to elective office, consider personnel issues, and consult with legal counsel. At 8:35p, President Grantham extended executive session for 15 more minutes.

XI. OPEN SESSION

The meeting resumed in Open Session at 8:50p.

A. Credentials Report

Commissioner Pitzer moved to approve the credentials report. Vice President Sanchez seconded the motion, and the motion passed unanimously.

B. Appointment of Commissioner

Commissioner Nofsinger moved to appoint Shane McFarland to the vacant commissioner position. Commissioner Oliver seconded the motion, and the motion passed unanimously.

XII. **ADJOURNMENT**

The meeting adjourned at 8:52p.

Respectfully submitted by:


Erin Sedam

Executive Assistant


Cheryl Oliver, Secretary

Board of Commissioners

*(Minutes are not officially approved until the
next Board Meeting.)*