

BOARD OF DIRECTORS

Klickitat County Emergency Medical Services District No. 1

February 22, 2023 – 3:00 p.m.

REGULAR MEETING MINUTES

A regular meeting of the Klickitat County Emergency Medical Services District No. 1 (KCEMSD1) Board of Directors was held on Wednesday, February 22, 2023, at 3:00 pm at the White Salmon Fire Station at 119 NE Church Ave in White Salmon, Washington with Zoom option. Director Charles Virts was the presiding officer. A quorum was present including Director Tony Gilmer, Director JJ McCray, Director Leslie Hiebert (KVH) and Director Heiko Stopsack. All Directors noted they were able to hear and be heard over Zoom conferencing.

Also present, William Harryman, EMS Chief, Erika Cooper, Finance Administrator. Katharina Larson, Trevor Keith and Suzie Gilmer, EMS Services. Director Jeff King, Klickitat County Emergency Management and EMS Ex-Officio. Robb Kimmes (CEO), Dr. Alia Breon (Medical Director), and Shea Gilbert (Nurse Manager), Skyline Hospital.

CALL TO ORDER

Director Virts called the meeting to order at 3:05 pm.

APPROVAL OF AGENDA & CONFLICT OF INTEREST DISCLOSURE

Director Gilmer made a motion to approve the agenda as written. The motion was seconded by Director Stopsack. The motion carried unanimously.

Director Virts continued by requesting disclosure from the Directors of any conflict of interest with items on the agenda. Director Gilmer said he was married to Suzie. He said he does not have a supervisory capacity and has not negotiated or participated in the collective bargaining agreement. He said he has made a motion and seconded a motion but is abstaining from voting where personal gain is possibly involved.

BUSINESS FROM AUDIENCE

None noted.

CORRESPONDENCE

An invoice from Klickitat County Emergency Management needs approval for payment. Director Virts asked about the increase in price. Director King said it increases according to the agreement by 3% annually. The invoice amount is \$17,220.28 this year. Director McCray made a motion to approve the invoice amount. Director Stopsack seconded the motion. The motion passed unanimously.

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Director Gilmer questioned the reason for the annual approvals of these invoices. The invoices need to be approved annually per audit. Director Gilmer then requested we investigate increasing Chief Harryman's approval amount, so that will be added as an agenda item next month.

CONSENT AGENDA ITEMS

Director Gilmer moved to approve the Regular Meeting Minutes from December 22, 2022, and January 25, 2023. Also, to approve; December Accounts Payable in the amount of \$37,148.64, January Accounts Payable in the amount of \$75,009.12. December Electronic Transfers in the amount of \$625,675.77, January Electronic Transfers in the amount of \$149,355.71, December Bad Debt in the amount of \$29,208.43. January Bad Debt in the amount of \$0, and December Charity Care in the amount of \$0, January Charity Care in the amount of \$4,923.23. The motion was seconded by Director Stopsack. The motion carried unanimously.

ADMINISTRATIVE REPORTS

Financial Report

Erika reviewed the December and January financials.

Chief of EMS Operations Report

COVID: Nothing new to report.

Staffing: The Chief has hired another medic part-time who is interested in a full-time position. The plan is to orient him the same way we did Thomas as a second medic on shift.

Vehicles: Medic 5 is still waiting to go back in service. We are waiting for a quote from Stryker to add a PowerLoad to one of our extra vehicles with the lowest miles. That way we can anticipate having an additional ambulance and spread the mileage between the fleet. Currently only our primary three ambulances have the PowerLoad system so we are not able to switch out into a spare. That's not counting the other PowerLoad that we will get with the new ambulance. The new ambulance will not be available until the end of the year, possibly the beginning of next year.

Training: Chief Harryman met with Erin at KVH and explored their CPR training options and how we could save money doing CPR training that way.

Vehicle Report

The vehicle report was provided.

Data/Run Report

The data run report was provided. We had about 183 calls, 33 of them were transfer requests. The transfer requests were handled by our off duty on-call program and the others were Life Flight contract calls.

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CONTINUING BUSINESS

- **KCIFA Report** – Director King said that Chief Hunsaker plans to step down soon. Chief Hunsaker and Brad, the secretary/treasurer, will need to be replaced. If no vote was taken, and no nominations were made, or if they choose to disband, or go without leadership, it will affect the EMS District’s Ex Officio board position for KCIFA. Director King said their next meeting is March 20th so we should know more by then.
- **Union Local Report** – No update currently
- **Strategic Planning** – Director Stopsack said the committee met in February to discuss infrastructure improvements. A site visit occurred at Skyline Hospital Patient Rehabilitation Program for a potential station location for the White Salmon unit. A potential building site has been located and will be discussed in the Executive Session.

A new executive Operations Officer position is in the planning stages. We haven’t come up with an official title yet but discussed getting a second office person to help the Chief out. The new hire will take over some of the day-to-day operational responsibilities of Chief Harryman. This should allow the district’s growth to move forward at a reasonable pace. The job description is being developed and hopefully will be posted by Mid-March and then do an internal candidate search.

As far as staffing is concerned, we will continue to recruit part-time people and move them into full-time positions as they become available. Our program needs to grow as our staff grows. We discussed having a medical program director, our own physician that can work with our team, develop protocols, and develop educational needs. We’d like to hire a new medical program director by summer. The job descriptions are forthcoming. We want to clarify we’re not trying to replace the Klickitat County Medical program director but we’d like to have our own physician working for us.

- **Newsletter** – No update currently

NEW BUSINESS

- **Bylaws Revision** – Director Virts said he sent a copy to everyone and would like input from the directors. Director McCray asked Director King what his opinion was on the letter that was received from the union regarding the voting status of the hospital board member. She said Director King has great input, and she’d be curious what his input was. She said, “she didn’t mean to put him on the spot.” Director Virts said, “the stipulations for the position haven’t changed, it just needs to be a representative of the 2 hospitals that are approved by the County Commissioners. It doesn’t say anywhere that the person must be a CEO or CFO of any hospital.” Director King said, “Director McCray’s efforts to not put him on the spot

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failed.” He said, “it’s a loaded question because there is a lot of history and he has not been in this position since the beginning of the formation of the district but he has been involved in the process.” The one specific thing is the Board of Commissioners, one representative from the 2 hospitals was the appropriate thing to have on the board of directors. Director Virts said this goes back to the very beginning, he didn’t recall the board changing its structure since it was originally devised. The first working group consisted of the Board of County Commissioners, the hospital representatives, the EMS District and HMS (the company that operated the EMS district under contract).

Director King said in response to her specific question regarding the letter, “he’d have to go back and reread it before he could comment further.” Director Virts said, “the letter was asking the district to reconsider how we fill that seat.” Director Virts said, “we haven’t really chatted about it but we’re in the process of revising our bylaws so he made his recommendations but didn’t change that section.” He felt the board needed to express their view on the subject and have a discussion on it. Director McCray said, “she’d like to hear what other’s thoughts were, because after she read the letter, she could understand the union’s point of view.” She was curious if anyone else had other input on that. She apologized to Director King for putting him on the spot, that was not her intention. She said she values his opinion.

Nate Herbeck (Union President) said the union wanted to suggest to the board to change their bylaws regarding the hospital members on the board and put them into an Ex-Officio advisory role versus a voting board member. Director King said, “since he’s been involved with the EMS District there has often been the subject of conflict of interest brought up and not only for a hospital official being on the board but at one point there was CEO of one hospital on the board and CEO of the other hospital being the Operations Manager and then an employee of one of the hospitals as a board member as well. The topic has come up at different times for different reasons. That conflict of interest has always been able to work through and get over those issues without changing the bylaws or the structure of the board fundamentally. It has caused friction but we’ve all been adult enough to work through those and make sure that all perspectives have been heard and everyone has their own say and then votes are taken. Some people will argue with me but I think in the end once we got past the initial couple of years of the board and how that was set up with multiple people from hospital districts having a vote and having operational decision making, we’ve moved past a lot of those concerns to a significant degree but I can understand where the union is coming from and there is a lot of history there. I’ll leave it at that for now.”

Erika said from the Roberts Rules point of view the union has a valid point when something has to do with the hospital and such, the hospital director needs to abstain from voting (Roberts Rules, 12th Edition, 45:4). Director King said, “yes that refers to the conflict of interest that needs to be recognized at the beginning of every meeting.”

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Director Virts asked if anyone else had anything to contribute to the conversation. He said it seems like it's been quite an issue lately and he wanted to clarify that it seems we've operated under the idea that the person who was on here represent the board representing the hospital should somehow be one of the executive officers from the hospitals and that's never really been the case. He thinks the reason we all have felt that this is because of the original establishment of the board with Robb Kimmes (Skyline) and Director Hiebert (KVH) both involved in the mix and so it has that appearance. We've had some issues recently where it seems the conflicts weren't being acknowledged and that's probably what generated the letter. Director Stopsack said Robb Kimmes (Skyline) was listening intently but wanted to paraphrase what he was saying. It doesn't have to be one of the CEOs. It should be someone that's delegated by the hospital to represent them. Director Virts said this discussion has gone on a little bit. It seems like it would be a worthwhile process for the 2 hospital boards to try to find someone who is not an executive with the hospital to serve in that position and nominate them at the end of the year when the upcoming position will be vacated or potentially vacated. Director Virts said he believes Director Hiebert's (KVH) term ends on December 31 of this year. That might be an easy way to resolve the situation. Nate Herbeck (Union President) said it's a move in the right direction. We need to work with the hospital that's not being debated, that's why we'd like to have them as Ex-Officios verses voting. He said he saw Director King's point of view. The hospitals helped get the district on our feet. Nate Herbeck (Union President) said he had faith in the union and the employees he's spoken with. They have expressed their concerns, not just now but over the years, about the conflict-of-interest aspect. When there's a vote where there could be a conflict, it's not consistent and the union and employees want the EMS board to be looking out for the EMS District not for the hospital.

Director King said, "the primary focus of any good board member needs to be impartial and keep their priorities as EMS District Board members no matter what their other life choices or positions held might be." Director Virts thanked Director King for his input and said he didn't rewrite this section of the bylaws because we needed to have this discussion. He said perhaps we could do a provision of that section of the bylaws clarifying that the district would like a representative of the hospital, we would prefer to see someone from the board level represent the interests of the district not the hospital. Director Stopsack said he would like to see someone from the front lines of patient care who can give us real time data of their needs. He said he's learned a lot from Director Hiebert's (KVH) business aspect of things because it's not his specialty but the nurse manager from someone who can give us real time information of what their medical and operational issues are. Director Virts said he'd like to sit down and have a discussion with the two hospitals about what they think is best for them in terms of representation that doesn't involve CEOs and maybe address the items that Director Stopsack just brought up and regarding changing the position to an Ex-Officio. Robb Kimmes (Skyline) said he was with Juliet who was one of Skyline's board members, and they were going to take it back to their board level and discuss the issue. He said he'd also relay the discussion back to Director Hiebert (KVH). He said he was sure Director Hiebert (KVH) would have some comments on this as well.

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Erika said in our bylaws there is a limitation on committees of one year. For the Finance Committee, Director Gilmer has been on the committee for two years and Director Hiebert (KVH) has been on the committee over a year. Director Virts said we need to look at rotating our offices every year or so.

- **Tuition Assistance** – Chief Harryman would like to provide tuition assistance to the employees who are employed with us and have decided they want to become paramedics. Being a public entity, the District needs to ensure that we are doing it correctly and get board approval to move forward. He said we have a couple of people doing their pre-requisites right now and looking at starting the paramedic portion in the fall. Director Virts said he thought it was a great idea and said he'd like to hear from the other board members. Director McCray said it was an excellent idea. She said she knew there were a lot of industries that do this kind of thing. She said it was certainly a way to help with the longevity and retaining employees. Director Virts said Chief Harryman would present something to the board for approval.
- **Public Meeting Locations** – We originally were meeting at White Salmon Fire Station only but we have obtained a second meeting location in Goldendale. We will alternate between the White Salmon Fire Station and Rural 7 Fire and Rescue. Director Virts said he was going to stick with the original suggestion which was to not put the location in the resolution but to post the location on each agenda as its posted to the public, that way we don't have to worry about not complying with what we said we were going to do.
- **Resolution 2023-1 Establishing a Designated Funds Policy** – The board needs to read and review the resolution and bring it back next month for approval.
- **State Audit Review** – Erika said the state audit was finally ending. This audit seemed to take a bit longer but the auditor was more thorough and Chief Harryman was out on leave. Erika said she learned a lot more this time around. She has received the exit recommendations but has not received the management letter yet.

Executive Sessions: The auditor said that many of their clients had a recommendation for executive sessions. We've always had it written on the agenda. However, they want it spelled out in the minutes as well so we will be doing that going forward. There were three instances where we had executive sessions where they weren't allowable use of executive session so we'll need to ensure that we're doing that properly.

Approvals: There were some time overlaps of approval from when we went from meeting all the time to COVID's Zoom World. Checks were written in December, but not approved by Chief Harryman until February and Director Gilmer didn't get to sign his part until March. That's been fixed now because we do everything through DocuSign. There were a few that were from the previous people as well where signatures were missed from Bruce.

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Fuel Cards: The fuel cards are now all being sent to Mark/Will for signature through DocuSign. The auditor wanted additional control in place by the person who checks the reports.

Procurement: For the procurement process, there was one time the bid process wasn't completed properly. This was when the Chief and Erika first started. We purchased the LifePak through Stryker as a sole source. In the future, the board will need to waive the bid process and elect to use whichever vendor they choose as a sole source.

Payroll: Anything that is outside of the union contract will need to have board action approval noted in the minutes. When the longevity pay was approved and paid to the seniority employees, it needed to have a motion and approval. The same goes for the on-call stipend program. Most of the information was covered in the Chief report but the auditor wanted everything spelled out in the minutes. She could see where the actions were, what was happening, how it was progressing but she didn't see where the actual board approval was.

There was a pay scale from 2019 before Erika and Chief Harryman's time that didn't match the contract. Nate Herbeck (Union President) was able to find a screenshot that he got from Suzie that matched the two employees that were incorrect, however, it made three others incorrect so she didn't accept it. Erika was advised by the auditor to review all pay from that period (2019) to ensure it is accurate since the auditor only pulls a portion. She will make any needed corrections after her review.

COMMITTEE REPORTS

Grant Committee (Gilmer)

No report.

Bond Committee (Gilmer)

No report.

Executive Session

The board went into Executive Session for 15 minutes to discuss the acquisition of property to build an ambulance station from 4:45 p.m.-5:00 p.m.

Director Virts said Chief Harryman will evaluate based on comments given in executive session. He asked for a motion to move forward with the examination of the property in question and come back to the board with a report. Director Gilmer made the motion to authorize Chief

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Harryman to pursue and explore the property. Director Stopsack seconded the motion. The motion passed unanimously.

Good of the Order

Director Virts wanted to bring up all the problems we had today by trying to get our meeting done. We could have been done a half an hour ago if we'd met in person like we should be meeting. He's asking all the members to get together and meet face to face from here on out. If members, can't make the meeting, Zoom will be available. If we meet face to face, we don't have the issues with technology. The city council and the fire districts are meeting face to face, we need to try to do so.

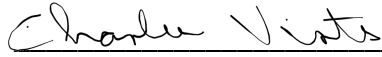
Future Meeting Dates

The next regular meeting will be March 29, 2023, at 3:00 pm at Klickitat County Rural 7 Fire & Rescue, 327 W Brooks St, Goldendale, WA with Zoom option.

ADJOURNMENT

There being no further business to come before the Board of Directors, Director Stopsack moved that the meeting be adjourned at 5:05 pm. Director McCray seconded the motion. The motion passed unanimously.

DocuSigned by:



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Chair of the Board of Directors

Secretary of the Board of Directors