

CALL TO ORDER	Northern Inyo Healthcare District (NIHD) Board Chair Turner called the meeting to order at 10:49 am.
PRESENT	Jean Turner, Chair Melissa Best-Baker, Vice Chair David Lent, Secretary David McCoy Barrett, Treasurer Laura Smith, Member at Large  Christian Wallis, Interim Chief Executive Officer Allison Partridge, Chief Operations Officer / Chief Nursing Officer
ABSENT	Adam Hawkins, DO, Chief Medical Officer Alison Murray, Chief Human Resources Officer, Chief Business Development Officer Andrea Mossman, Chief Financial Officer
PUBLIC COMMENT	Chair Turner reported that at this time, audience members may speak on any items on the agenda that are within the jurisdiction of the Board.  There were no comments from the public.
NEW BUSINESS	
BOARD SELF-ASSESSMENT INTRODUCTION	Chair Turner called attention to the speaker Tom Scaglione  CEO Wallis introduced Tom Scaglione  Tom facilitated the opening of the Board’s self-assessment session. He framed this as an opportunity to deepen shared understanding, enhance governance practices, and support alignment between the Board and executive leadership. Key points from his introduction included: <ul style="list-style-type: none"><li>• <b>Purpose of the Assessment:</b> Tom encouraged the Board to reflect candidly on its own performance and dynamics using a six-question framework. He emphasized the importance of distinguishing governance from management and described how recurring misalignment in these roles often contributes to conflict or confusion.</li><li>• <b>Common Governance Challenges:</b> Drawing from his broader experience, Tom noted that many healthcare district boards struggle with:<ul style="list-style-type: none"><li>○ Board members inadvertently stepping into operational roles</li><li>○ Uneven expectations for the CEO or staff</li><li>○ A lack of shared language or clarity around accountability</li></ul></li><li>• <b>Goals of the Session:</b><ul style="list-style-type: none"><li>○ Identify common strengths and concerns among Board members</li><li>○ Explore areas where expectations between the Board and executive team diverge</li></ul></li></ul>

- Build a foundation for more structured CEO evaluations, including consideration of a 360-degree review process
- **Cultural Readiness:** Tom discussed the role of a “just culture” in board governance—promoting honest feedback without fear of retribution. He encouraged the Board to use the assessment not as a performance rating, but as a learning and growth tool.

**Board Questions & Comments:**

Board members responded positively to the session framing and engaged in discussion about the value of self-reflection and feedback loops.

**BETA D&O LIABILITY  
EDUCATION**

Chair Turner called attention to Beta D&O Liability Education.

Board Clerk Reed introduced the Jonathan Stewart from Beta Healthcare Group.

The Board received an overview of directors and officers (D&O) liability and employment risk from Beta Healthcare Group. Key points included:

- **Risk Overview:** Risk was defined as uncertainty to be managed. Risk treatment options include avoidance, acceptance, transfer (e.g., insurance), or mitigation.
- **Primary Board Exposure:** Among 250 recent claims, nearly all involved employment practices—harassment, discrimination, retaliation, or wage/hour issues.
- **Risk Mitigation Strategies:**
  - Maintain and fairly apply current HR policies
  - Promote a culture of respect and fairness from the top
  - Prioritize live training for high-risk topics
  - Address employee concerns early, even if legal counsel is needed
  - Ensure appropriate Employment Practices Liability (EPL) and Directors and Officers (D&O) coverage is in place
- **Governance Role:** Boards are responsible for ensuring risks are identified and managed—not for operational decisions. Red flags include recurring complaints, high turnover, or patterns of workplace conflict.
- **Just Culture:** Organizations should distinguish system issues from individual recklessness and intervene based on behavior, not outcomes.
- **Organizational Learning:** Encouraged learning from internal and external incidents to avoid repeated claims.

**Board Questions & Comments:**

The Board requested clarification on D&O coverage for executive staff; follow-up from underwriting was offered. Members also flagged patient litigation and provider contract disputes as additional high-risk areas. Beta offered to share materials on governance oversight of quality and safety.

## BOARD SELF-ASSESSMENT

### HIGHEST PRIORITY FOR THE BOARD IN THE NEXT YEAR

The Board identified the CEO hiring process as the top strategic priority for the coming year. Members emphasized the importance of selecting a candidate who demonstrates fiscal competence, strong communication skills, and a commitment to transparency and collaborative leadership. Desired qualities also included the ability to rebuild internal morale and public trust following a period of organizational strain.

Board members acknowledged that past leadership challenges were shaped not only by the individual in the CEO role but also by dynamics within the Board itself. There was consensus that the incoming CEO must be set up for success through clearly defined expectations, open and aligned Board communication, and consistent support. The group recognized the transition as a pivotal moment to reset tone, culture, and accountability.

Improving internal Board communication was also highlighted as a priority. Members shared reflections on how inconsistent messaging and interpersonal tensions had sometimes undermined cohesion. There was a shared desire to foster a more constructive and unified culture, both within the Board and in interactions with the Executive Team and hospital staff.

### Board Questions & Comments

- Discussed the importance of aligning on shared expectations for the CEO before final selection and onboarding.
- Reflected on how Board behavior and tone set the stage for executive success or strain.
- Raised the need for respectful, clear communication—both internally and externally—as a standard moving forward.
- Highlighted the risk of reverting to past patterns and emphasized the importance of proactive, intentional governance.
- Expressed hope that the CEO search would be an inflection point for organizational culture and Board function.

## BOARD SELF-ASSESSMENT

### MOST SIGNIFICANT STRENGTHS

The Board reflected on the strengths each member brings to the organization, noting a wide range of professional backgrounds, community leadership experience, and unique perspectives that enrich governance. Members described the Board as composed of strong leaders with a shared commitment to ensuring continued access to high-quality healthcare for the local community.

Discussion emphasized the value of consensus-driven decision-making, especially under pressure. One member remarked that the Board is “better in

the storm than in the calm,” noting how the group coalesces and operates effectively during moments of organizational crisis. The ability to engage in robust discussion while maintaining mutual respect was viewed as a defining strength. Members acknowledged that while perspectives differ, there is a collective desire to serve and a foundation of trust that enables progress when it matters most.

The conversation also surfaced an interest in building on these strengths by applying the same level of collaboration and unity to everyday decision-making. Members recognized that while the Board responds well during urgent moments, they want to improve consistency and communication during routine governance and relationship-building.

Members affirmed that the Board’s diversity—of skillsets, backgrounds, and personal networks—is a strategic asset. Specific references were made to members with hospital experience, community history, tribal representation, and leadership roles in other sectors. The group discussed the opportunity to make more intentional use of these strengths in guiding strategic priorities.

### **Board Questions & Comments**

- Highlighted the Board’s resilience and unified decision-making under pressure.
- Emphasized the importance of leveraging individual skills and relationships beyond crisis moments.
- Acknowledged the Board’s cultural and experiential diversity as a strength worth incorporating more formally into roles, onboarding, and strategy.
- Reflected on the desire to sustain trust and collaboration during standard operations, not only in emergencies.
- Noted that existing Board culture encourages respect, curiosity, and honest debate.

### **BOARD SELF-ASSESSMENT**

#### **MOST SIGNIFICANT WEAKNESSES**

The Board discussed challenges impacting governance effectiveness and the hospital’s overall performance. A key concern was the lack of assurance that information provided to the Board is adequately vetted through essential operational lenses, including legal, finance, compliance, clinical, and HR. Several Board members emphasized the importance of receiving well-rounded, multidisciplinary input to make informed decisions. One member noted that in past decisions, the Board had moved forward without clarity on whether internal stakeholders had reviewed or signed off on the materials presented.

Communication was identified as a significant weakness. Members acknowledged that communication both within the Board and between the Board and Executive Team had, at times, been inconsistent or unclear. There was discussion about the need for better systems to ensure information flows in

a timely, complete, and candid manner. One member expressed frustration with moments where the Board received incomplete or overly curated information and said this created obstacles to effective governance.

The relationship between the Board and the Executive Team was also cited as a concern. Members reflected on a perceived lack of trust or cohesion, noting moments of misalignment or defensiveness. It was observed that there have been times when Board members felt they had to press hard in public meetings to get answers or accountability, which may have contributed to tension or adversarial dynamics. There was acknowledgment that some of the Board's past behavior may have inadvertently reinforced this divide.

Concerns were raised about the Board's tendency to become too operational, focusing on day-to-day issues instead of strategic direction. This tendency was partially attributed to frustration with communication gaps and the lack of confidence that issues were being handled effectively at the management level. It was suggested that clearer role delineation and improved transparency from the Executive Team could help the Board stay more comfortably within its governance lane.

Lastly, there was reflection on messaging and tone. A member encouraged the Board to remain positive in its public communication and to consider how its actions and language affect employee morale. The Board's public posture, they suggested, should champion the hospital and its staff while continuing to fulfill oversight responsibilities.

#### **Board Questions & Comments:**

Comments emphasized the need for strategic thinking rather than daily operational distractions. One member noted that when "defensiveness" is present, it reflects a lack of trust, and highlighted the importance of receiving input from the appropriate departments before making decisions. Another pointed to the need for a cohesive internal tone and messaging, with the Board acting as positive representatives of the district.

#### **BOARD SELF-ASSESSMENT**

##### **KEY ISSUES FOR THE BOARD TO FOCUS ON IN THE NEXT YEAR**

The Board identified several areas for sustained focus over the next 12 months. Financial stability emerged as a critical concern, including support for the Executive Team's turnaround efforts, close oversight of the budget, and improvements in billing practices. There was a shared understanding that the Board must stay informed and engaged in financial matters without stepping into operational management.

The CEO search was again noted as a key priority, with comments highlighting the importance of selecting someone well-suited not only to the hospital's strategic needs but also to the cultural context of the region. The Board expressed interest in fostering a healthier relationship with the Executive Team,

recognizing that mutual trust and clear roles are essential to effective governance.

Operational areas mentioned for increased Board engagement included orthopedic service line rebuilding, IT infrastructure, and overall staff performance and morale. Members acknowledged a need to deepen their understanding of these areas and maintain consistent involvement moving forward.

### **Board Questions & Comments**

- Expressed concern about the long-term financial health of the district and interest in supporting sustainable improvements.
- Reiterated the importance of hiring a CEO who understands the community and can navigate both financial and cultural complexities.
- Highlighted the need for more consistent, informed involvement in specific operational areas such as billing and IT.
- Noted that performance expectations for staff should be reinforced with Board support for the leadership team.
- Discussed rebuilding the orthopedics department as a visible and high-impact goal.

### **BOARD SELF-ASSESSMENT**

#### **SIGNIFICANT TRENDS THE BOARD MUST UNDERSTAND AND DEAL WITH IN THE NEXT YEAR**

The Board discussed macro-level challenges that will shape governance priorities in the coming year. These included changes in reimbursement systems (Medicare, Medi-Cal, and private insurers), ongoing threats to financial stability, and the need for better long-range planning around service delivery and staffing.

Members emphasized that understanding cash flow, expense management, and billing trends will be critical for survival. There was recognition that decisions about which services can realistically be sustained or expanded locally need to be grounded in both financial and community access considerations.

Physician recruitment and retention were identified as ongoing concerns, particularly in specialized areas like labor and delivery and orthopedics. Members also discussed the importance of improving staff training—not only in clinical skills, but also in customer service and engagement.

Travel distances and rurality were noted as contextual realities that impact service decisions, patient volumes, and staff workload. There was also discussion about the need to better coordinate messaging and outreach among neighboring healthcare institutions across the Eastern Sierra region.

One key theme was the need to reconnect to long-term vision: What kind of hospital does NIHD want to be? Members acknowledged the need for deeper strategic planning to answer that question.

### **Board Questions & Comments**

- Noted concern about NIHD's ability to stay financially viable if reimbursement continues to decline.
- Asked how to prioritize which services should be restored or introduced locally.
- Stressed that physician recruitment must be tackled with a long-term lens.
- Emphasized the importance of internal training for both staff competence and patient satisfaction.
- Asked that governance and strategy processes include vision-level questions—not just financial triage.

### **BOARD SELF-ASSESSMENT**

#### **CRITICAL FACTORS TO ADDRESS TO SUCCESSFULLY ACHIEVE GOALS**

The Board discussed the importance of closely tracking financial trends affecting rural hospitals, particularly reimbursement changes from Medicare, Medi-Cal, and private insurance. Members emphasized the need to understand how these changes impact the hospital's cash flow, revenue opportunities, and long-term viability. Maintaining financial sustainability was described as a foundational concern underlying most other strategic efforts.

There was discussion about investing in specialized services locally and the need to evaluate which services can and should be delivered in Bishop versus referred out. This included references to labor and delivery, orthopedics, and other high-need clinical areas. Members expressed concern about the ability to recruit and retain physicians, particularly in specialized roles.

Operational capacity was also addressed, including ensuring staff are equipped with the training and customer service skills necessary to meet community expectations. The discussion included a desire to better understand what is realistically sustainable for the hospital and how to align services with both community needs and available resources.

### **Board Questions & Comments**

- Raised concerns about unpredictable federal and state reimbursement trends and the need to plan for funding shifts.
- Expressed interest in improving local access to specialized services and assessing what can feasibly be delivered in-house.
- Acknowledged physician recruitment and retention as an ongoing challenge.
- Discussed the role of staff training in improving both care quality and patient experience.

- Noted the importance of having strategic conversations about which services NIHD should prioritize.

## BOARD SELF-ASSESSMENT

### DISCUSSION

Following the structured review of the Board Self-Assessment categories, the Board engaged in a brief wrap-up discussion. Members expressed appreciation for the openness of the dialogue and acknowledged the importance of continuing progress made during the session.

The group emphasized the need to carry forward the themes identified—particularly around CEO recruitment, communication, and alignment with the Executive Team. There was agreement that the Board should revisit the self-assessment results in a future meeting to assess progress and determine further actions.

Board members discussed the value of sustaining a tone of curiosity, mutual respect, and shared accountability, and noted this session as a potential turning point in improving governance culture.

The Board agreed that the Chair should conduct meetings in accordance with Robert's Rules of Order. For each agenda item, the designated presenter will first provide their report, followed by the Chair formally opening and closing the public comment period. Once public comment is closed, discussion will proceed to the Board only. Any additional comments or questions from the public—including staff—will not be accepted outside the designated comment period. Staff members attending the meeting were clarified to be participating as members of the public unless specifically listed as presenters, and should not raise their hand or call out during Board discussion. These steps are intended to promote consistent meeting structure, ensure fairness, and maintain compliance with the Brown Act.

## ACTION ITEMS AND AGREEMENTS

### **Beta Liability Insurance**

- Confirm D&O coverage for executive staff.
- Provide IHI governance materials.
- Share presentation slides with the Board.

### **Communication & Engagement**

#### **Board Communication Protocols**

- Legal Counsel will schedule Brown Act training to support compliant Board Member to Board Member communication.
- Board Clerk will clarify the process for Board members to request agenda items.
- CEO will provide weekly email updates, use phone calls for urgent issues, and voice memos for non-urgent updates.

#### **Agenda Preparation & Policy Review**



- CEO and Executive Team will develop a vetting process to ensure agenda items generated by staff are reviewed by appropriate stakeholders for clarity and accuracy.

**Internal Engagement**

- COO will coordinate hospital tours or rounding opportunities for Board members.

**External Engagement & Community Presence**

- Marketing and Board Clerk will create a public-facing calendar of community events (e.g., Mule Days, Christmas Parade).
- Board and CEO will define the Board's role at community events.
- Board and Foundation will collaborate to host community events (such as provider recognition).
- Foundation and Auxiliary will present updates at future Board meetings.
- Board will participate in staff appreciation efforts that include employees, providers, volunteers, and other groups.

**Board Culture & Communication Improvement**

- Board will foster a consistent culture of collaboration, communication, and mutual accountability—carrying forward the positive tone modeled during recent challenges and working to build trust even outside of high-pressure situations.
- Board will explore ways to document and formalize how Board diversity and member strengths contribute to governance and decision-making.

**Governance & Strategic Direction**

**Core Governance Tools**

- Governance Committee will review the Mission, Vision, and Values alongside the Strategic Plan.
- Governance Committee will review and update the Board's Code of Conduct.

**Onboarding & Self-Assessment**

- Governance Committee will consider a structured onboarding plan for new Board members and the incoming CEO, incorporating board roles and strengths.
- Full Board will revisit Board self-assessment themes in a future meeting.

**Board Leadership & Conduct**

- The Chair will conduct meetings in accordance with Robert's Rules of Order, including clear sequencing of agenda item presentation, public comment, and Board discussion.
- CEO will inform staff that unless formally listed as presenters, they attend Board meetings as members of the public and should limit comments to the designated public comment period.

**Strategic Planning**

- Governance Committee will meet to discuss long-term vision and service line strategy.
- Board will sustain the collaborative tone demonstrated during recent challenges into routine governance.

- Board will actively incorporate individual member strengths into strategic and operational decision-making.
- Strategic discussions will include partnership opportunities with neighboring hospitals.

### **Financial Oversight & Operations**

- Finance Committee will continue monitoring financial turnaround progress and share updates with the full Board.
- Finance Committee will review billing issues and report findings to the Board.
- CEO and IT Team will review IT infrastructure to ensure functionality is not compromised by excessive security.
- Board will remain actively involved in finalizing the CEO hiring process to ensure long-term alignment and stability.
- Board will support staff accountability through policy and governance, not operational intervention.

### **Partnerships & Regional Collaboration**

- CEO and Board will continue exploring strategic relationships with Mammoth, Toiyabe, Southern Inyo, and Valley Health.
- CEO and Board will discuss NIHD's role in restoring healthcare access in Northern Mono County, including the Bridgeport Clinic.
- Board and CEO will collaborate with neighboring Eastern Sierra hospitals to align public messaging, reduce confusion, and support regional healthcare transparency.

### **Recruitment, Retention & Workforce Culture**

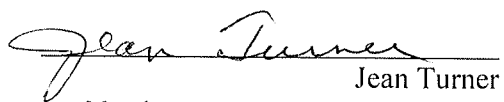
- Executive Team and Board will address physician recruitment and retention as a long-term strategic issue.
- Executive Team will continue workforce development efforts, including customer service and clinical training.
- Board will engage with employees directly and invite SMEs to Board meetings to build trust and clarify information.
- Board will include service line strategy and physician recruitment in future strategic planning sessions.
- Board expressed interest in hearing more about staff development and training initiatives.

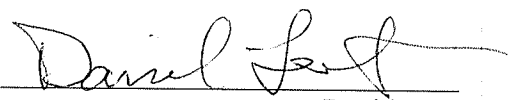
### **CEO Evaluation Process**

- Board will refine the CEO evaluation process, including format, frequency, management responsibilities, and whether to incorporate 360-degree feedback from the Executive Team.
- Shared expectations for the incoming CEO will be documented and used to guide the final stages of hiring and onboarding.

ADJOURNMENT

Adjournment at 4:33 pm.

  
Jean Turner  
Northern Inyo Healthcare District  
Chair

Attest:   
David Lent  
Northern Inyo Healthcare District  
Secretary