CALL TO ORDER	Northern Inyo Healthcare District (NIHD) Board Chair Best-Baker called the meeting to order at 12:20 pm.
PRESENT	Northern Inyo Healthcare District: Melissa Best-Baker, Chair David Lent, Vice-Chair Maggie Egan, Secretary Laura Smith, Treasurer Jean Turner, Member at Large Christian Wallis, Chief Executive Officer Allison Partridge, Chief Operations Officer / Chief Nursing Officer Alison Murray, Chief Human Resources Officer / Chief Business Development Officer Andrea Mossman, Chief Financial Officer Southern Mono Healthcare District: Laurey Carlson, Chair Joanne Hunt, Vice-Chair Yuri Parisky, Secretary Ryan Wood, Esq., Treasurer Jen Burrows, Member at Large Melanie Van Winkle, Chief Executive Officer Mark Lind, Chief Operating Officer Caitlin Crunk, Chief Nursing Officer Zack Brown, Chief Ambulatory Services Officer Sarah Rea, Board Clerk Karma Bass, Via Consulting
ABSENT	Adam Hawkins, Chief Medical Officer
TELECONFERENCING	Notice has been posted, and a quorum participated from locations within the jurisdiction.
PLEDGE OF ALLEGIANCE	Led by NIHD CEO Wallis.
PUBLIC COMMENT	Chair Best-Baker reported members of the audience may speak only on items listed on the notice for this meeting. **Public Comment:** None
LEGAL OVERVIEW AND ANTITRUST EDUCATION SESSION	Antitrust Legal Counsel James Wiehl and Mary Waller provided an overview of federal antitrust laws and the parameters applicable as the two healthcare districts explore potential collaboration opportunities. Wiehl reviewed prohibited activities, including agreements to fix prices, allocate customers or markets, and engage in group boycotts or refusals to deal, while explaining that appropriately structured collaborations may have legitimate pro-competitive

benefits. Waller discussed higher-risk activities and cautioned against sharing competitively sensitive information, including pricing, costs, employee compensation, and plans for growth or changes in services. She also emphasized the importance of thoughtful document creation and avoiding written statements that could suggest an intent to eliminate competition or gain pricing leverage. Wiehl encouraged the districts to continue exploring potential collaborations while having legal counsel available to ensure discussions and proposed arrangements remain within appropriate antitrust parameters.

Public Comment: None

Board Discussion:
The Boards asked how antitrust restrictions regarding allocation of services apply in a rural environment where low patient volumes may make it impractical for both hospitals to maintain the same specialty service. Legal Counsel Wiehl explained that simply agreeing to divide services or markets could create antitrust concerns; however, an integrated collaboration may be permissible when the organizations work together to provide a service that could not otherwise be effectively delivered, using regional women's healthcare as an example.

The Board also asked whether the antitrust requirements differ because NIHD and Mammoth Hospital are separate healthcare districts. Wiehl explained that if there are patients who could reasonably receive services from either organization, the hospitals may be considered competitors for purposes of antitrust law. He added that because both organizations are healthcare districts, there may be some level of state-action protection available for certain collaborative activities, depending on the circumstances, which would require further legal analysis.

WELCOME, INTRODUCTIONS, AND GROUND RULES

Facilitator Karma Bass of Via Healthcare Consulting introduced herself and explained that she had met individually with Board members and the CEOs in advance to develop the meeting agenda. Bass stated that the meeting was intended to establish the purpose, guiding principles, and boundaries for potential collaboration; identify promising opportunities for further exploration; prioritize those opportunities; and discuss how the two Boards would oversee future collaborative work. She explained that discussions would remain at the governance level, with executives and staff responsible for subsequent analysis, and that no action would be taken during the meeting. Bass reviewed the planned small-group process, which would mix members of both Boards and executive leadership to encourage broad participation, followed by reports to the full Boards. She also reviewed previously established ground rules, including staying on agenda, allowing one person to speak at a time, maintaining respect, focusing on possibilities and solutions rather than revisiting past issues, welcoming questions and comments, using a "parking lot" for issues requiring later discussion, and remaining engaged throughout the meeting.

Public Comment: None

Board Discussion:
The Board clarified how the meeting and small-group discussions would be conducted and made available to the public. Staff confirmed that the joint meeting was being broadcast through Zoom using the link included on both districts' meeting notices and that the recording could be provided to Mammoth Hospital for record retention. Bass explained that the small-group discussions would not be broadcast due to the logistical difficulty of simultaneously capturing four discussions, but members of the public attending in person could observe the groups. Legal counsel advised that the Boards should formally recess during the small-group discussions and reconvene afterward; the Boards agreed to follow that procedure.

REVIEW DISCUSSION TO DATE

Facilitator Bass reviewed the May joint meeting, progress since that meeting, and themes identified through her individual conversations with Board members and the CEOs. Key points included:

- The May joint meeting focused on introductions, organizational overviews, service lines, ground rules, and potential next steps.
- Collaborative work has continued since May, including discussions related to the Rural Health Transformation Program Women's Health initiative, EHR/Epic opportunities, and other operational collaboration.
- Board members expressed broad support for continued collaboration while recognizing the need to proceed thoughtfully given the districts' history.
- Maintaining the financial viability of both hospitals and preserving healthcare access in the Eastern Sierra were identified as important reasons for collaboration.
- Merger or acquisition of the two districts was generally viewed as outside the intended scope; the focus is on how the organizations can support one another while continuing to serve their respective communities.
- Continued communication between the organizations, identification and prioritization of collaborative opportunities, documentation of the rationale for decisions, and communication with the communities were identified as important considerations moving forward.

The Boards discussed ongoing collaboration, including the Women's Health initiative, EHR/Epic planning, and operational support between the hospitals. CEO Wallis noted that NIHD could potentially transition to Epic first and share lessons learned with regional partners. The Boards also discussed the importance of documenting the rationale for future collaborative decisions to preserve institutional knowledge as Board members, staff, and healthcare conditions change.

FACILITATED SMALL-GROUP DISCUSSION

Facilitator Bass introduced the small-group exercise and explained that the purpose was to identify potential opportunities for collaboration at a high level rather than determine how specific collaborations would be implemented.

REGARDING POTENTIAL COLLABORATION

Participants were divided into four groups consisting of members from both Boards and executive leadership. Each group was asked to discuss the following questions:

1. What could collaboration make possible for the Eastern Sierra that neither district could achieve independently?
2. What principles should guide the districts in working together, and what should be off the table?
3. What potential areas of collaboration should be investigated first?
4. What concerns should be considered as the districts explore collaboration?

Bass encouraged participants to openly identify possibilities and noted that identifying an idea did not constitute a commitment to pursue it. Potential opportunities would require further evaluation for feasibility, organizational capacity, and legal considerations before being brought back to the Boards for consideration.

The Boards recessed to conduct the facilitated small-group discussions and reconvened for each group to report its findings.

Public Comment: None

RECESS

Recess from 1:44 pm to 2:43 pm.

RECONVENE AND REVIEW OF SMALL-GROUP DISCUSSIONS

The Boards reconvened following the facilitated small-group discussions. Each group reported its discussion of the four questions, with the following themes and potential opportunities identified:

1. What could collaboration make possible for the Eastern Sierra that neither district could achieve independently?

The groups discussed opportunities to expand access to care and keep more patients within the Eastern Sierra by combining regional patient volumes, resources, and organizational strengths. Ideas included supporting specialty services that may not be sustainable independently; sharing clinical and support services, staff, supplies, and other resources; coordinating recruitment; expanding education and training; improving referrals and transportation; addressing regional workforce and housing needs; and exploring efficiencies in purchasing and other shared services. Participants also discussed using the differing capabilities, patient populations, and capacity of each hospital to strengthen services across the region.

2. What principles should guide the districts in working together, and what should be off the table?

Common principles included placing patients first, ensuring collaboration benefits both organizations and supports their sustainability, maintaining fairness and transparency, communicating openly, recognizing the

complementary strengths of each district, and avoiding unnecessary duplication of services. Participants emphasized legal and regulatory compliance, documenting the rationale for collaborative decisions, and distinguishing governance responsibilities from operational implementation. The groups generally supported keeping opportunities open for discussion and evaluating individual proposals based on patient benefit, feasibility, organizational capacity, and legal considerations.

3. What potential areas of collaboration should be investigated first?

Potential clinical opportunities identified included orthopedics, women's health, ENT, neurology, behavioral health and psychiatry, radiology, pathology, dermatology, endocrinology, cardiology, urology, and higher-acuity gastrointestinal services. Additional opportunities included shared staffing and cross-credentialing, education and training, emergency preparedness, recruitment, purchasing and supplies, information technology, human resources, compliance, security and law-enforcement coordination, transportation, housing, and other support services. Participants also discussed establishing regular communication among physicians, managers, operational leaders, and other counterparts across the organizations.

4. What concerns should be considered as the districts explore collaboration?

The groups discussed balancing the financial, staffing, equipment, and operational needs of both organizations and recognized that not every opportunity could be pursued simultaneously. Participants emphasized appropriate feasibility and legal review, managing expectations, maintaining transparency, preserving institutional knowledge through documentation, and ensuring collaboration remains beneficial to both districts and their communities. Participants also expressed concern about losing momentum and supported continued communication and follow-through.

Public Comment: None

BREAK

Break from 3:43 pm to 3:54 pm.

IDENTIFY AREAS OF CONSENSUS AND OPEN QUESTIONS

Facilitator Bass asked participants to identify common themes emerging from the small-group report-outs. The Boards identified expanding access to care and keeping patients local as central priorities, along with transparency, increased communication and collaboration between the districts, and maintaining momentum. Participants also recognized that staff are already collaborating across the organizations in more areas than may be widely understood and discussed the importance of connecting counterparts across the two organizations and encouraging those relationships to continue.

Participants also identified communication with staff and the communities as an important consideration as collaborative efforts move forward. The discussion

reflected broad interest in continuing to explore the opportunities identified during the small-group discussions, while recognizing that individual opportunities would require further evaluation.

Public Comment: None

PRIORITIZE COLLABORATION FOR FURTHER INVESTIGATION

Facilitator Bass led a prioritization exercise to gauge participants' level of interest in the ideas generated during the small-group discussions. Each participant received eight dots to place on the ideas they considered most important for further consideration, with participants permitted to place multiple dots on a single idea. Different colored dots were used for Board members and executive leadership to help identify whether perspectives differed between the two groups. Bass emphasized that the exercise was intended to provide an informal indication of priorities.

The top ten areas identified through the prioritization exercise were:

1. Shared education, training, and mentorship for staff and providers.
2. Put patients first: start with what is best for the patient.
3. Keep care local and expand access to care in the Eastern Sierra.
4. Conduct a feasibility analysis together before committing to a collaboration.
5. Communicate to the communities with a shared, positive message.
6. Medical staff cross-credentialing, including readiness for emergencies.
7. Shared radiology and pathology coverage.
8. Add specialty services that neither district has the volume to support alone.
9. Joint recruitment of providers.
10. Bi-county Community Health Needs Assessment.

Public Comment: None

DISCUSS HOW THE BOARDS WILL CONTINUE THIS WORK TOGETHER AND KEEP THEIR COMMUNITIES INFORMED

The Boards discussed possible ways to continue the collaborative work moving forward, including the following:

Joint Board Meetings: Hold quarterly joint meetings of the full Boards and executive teams to review progress and provide direction on collaborative efforts, with the next joint meeting anticipated in January 2027. The Boards could also revisit whether an ad hoc joint committee would be beneficial.

Ongoing Board Updates: Have the CEOs provide structured monthly updates to their respective Boards regarding the status and progress of collaborative efforts.

Executive Leadership: Have the executive teams review the prioritized opportunities, evaluate feasibility and next steps, and continue advancing appropriate collaborative efforts.

Community Communication: Keep the communities informed through regular, coordinated communication and local media in both counties, including sharing progress on collaborative efforts and providing opportunities for community feedback.

Public Comment: None

CLOSING REFLECTIONS: KEY TAKEAWAYS FROM EACH PARTICIPANT

Facilitator Bass invited each participant to share a key takeaway from the meeting. Common themes included:

- Strong support and enthusiasm for continued collaboration between the districts.
- Expanding access to care and keeping patients within the Eastern Sierra whenever possible.
- Leveraging the combined resources, strengths, and capabilities of both organizations.
- Increasing communication and collaboration throughout the organizations.
- Continuing to build relationships and trust between the districts.
- Working together to address the challenges facing rural healthcare.
- Maintaining momentum and building upon the collaborative work already underway.

Public Comment: None

CONFIRM NEXT STEPS AND EVALUATION

The Boards discussed bringing the proposed January 2027 joint Board meeting to their respective regularly scheduled Board meetings for consideration and approval.

Bass stated a written summary of the retreat and proposed follow-up actions would be provided to the districts. Participants were invited to provide feedback regarding the retreat and facilitated process.

Public Comment: None

ADJOURNMENT

Adjournment at 4:48 pm.

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Melissa Best-Baker
Northern Inyo Healthcare District
Chair

Attest: _____
Maggie Egan
Northern Inyo Healthcare District
Secretary