



PO BOX 213, Vashon WA 98070  
vashonhealthcare.org

## REGULAR MEETING MINUTES

Date: December 21, 2022

Time: 7:00 p.m.

Place: Vashon Presbyterian Church, 17708 Vashon Hwy SW, Vashon

ZOOM Meeting: <https://zoom.us/j/82699377083>

Present: Tom Langland, President, Position 1  
Eric Pryne, Position 2  
Alan Aman, Position 3  
Wendy Noble, Position 4  
Don Wolczko, Position 5  
Tim Johnson, Superintendent

**Call to order** - Commissioner Langland called the meeting to order at 7:00 p.m. and presented the agenda

1. **Approve/Amend December 21, 2022 Agenda** - Motion by Commissioner Pryne to approve the meeting agenda; seconded by Commissioner Aman; approved unanimously.
2. **Approve/Correct December 7, 2022 Regular Meeting minutes** - Motion by Commissioner Wolczko to approve the meeting minutes for December 7, 2022; seconded by Commissioner Noble; approved unanimously.
3. **Public Comment** - Commissioner Langland opened the first of two public comment periods of the meeting. No attendees in person nor via ZOOM offered comment.
4. **Superintendent Report:**
  - a. **Sea Mar Transition Planning** - Commissioners Aman and Langland and Superintendent have had multiple meetings with Sea Mar officials and with attorney, Brad Berg. The focus of recent meetings was a memo of agreement revised Tuesday by Sea Mar (included in board packet), substantially close to the proposed condensed criteria in content. Where it primarily differs is in the valuation of the future clinic from equity to fair market value, the lack of the previous subsidy surplus going toward future purchase, and the lack of arbitration as a remedy. It does retain a link in section 2 conditioning the lease extension to performance under the agreement. Also included in the board packet were the sublease extension for the period of Sea Mar's build process, and the amendment to the services agreement memorializing the reduction in the 2022 subsidy including payback of \$50,000. As an option should the board not accept the MOA (and long-term sublease extension), the

sublease extension to the end of June 2023 was also included. Sea Mar has agreed to the terms of all of the presented documents and Superintendent Johnson is requesting a decision to proceed with signing either the MOA and long-term lease extension, or the short-term lease extension. He is also requesting acceptance of the services agreement amendment in either case. (Note that updated Sea Mar financials for the Vashon Clinic for September and October were also included in the board packets.)

After review and discussion by Commissioners of the recent history and the documents presented, Commissioner Pryne made a motion to approve and authorize Superintendent Johnson to sign the three proposed documents: memorandum of agreement (MOA), Services Agreement amendment, and extension of the Sunrise Ridge sublease to no later than October 31, 2025. The motion was seconded by Commissioner Langland. Following debate, the motion passed 3-2, with Commissioners Pryne, Noble, and Langland voting in favor, and Commissioners Wolczko and Aman voting against. Concerns of those opposed focused on failure of the agreement to recognize the \$900K subsidy overpayment as community equity. Those in favor maintained the MOA now included significant steps by Sea Mar toward accountability and transparency, and expressed concern that not approving the MOA would impose a hardship on patients by forcing Sea Mar out of the existing clinic before a new clinic is completed.

- b. **State Audit Update** - Superintendent Johnson provided an update on the pre-audit communications and activities, including calls with the auditor, documents requested and provided, risk analysis interviews with Superintendent Johnson and Commissioner Wolczko. The formal engagement letter has been received and shared with Commissioners.
- c. **District Property** - Superintendent Johnson is awaiting some guidance from MRSC on proper creation of a “small works roster” suitable for proper bidding on smaller scale projects and will be moving the demolition bidding process forward once received.
- d. **District Office** - Superintendent Johnson has a proposal from the Sheffield building, including use of conference facilities for regular meetings, and is checking on two other potential sites within the town core. He intends to have a proposal by the next meeting.
- e. **Technology** – Superintendent Johnson had paused some work on technology due to workload related to pursuit of an ongoing agreement with Sea Mar, but still intend to move forward with replacing all District laptop batteries, purchase of an additional laptop (leaving us with a spare laptop/dedicated Zoom laptop), as well as the purchase of a camera/microphone/speaker unit that adequately and reliably captures the in-person participants of the meeting for the benefit of the Zoom audience.
- f. **Conflict of Interest and Commissioner Compensation Waiver** - Commissioners are asked to complete and sign compensation waivers and return them to Superintendent Johnson prior to the next meeting so that they may be filed pursuant to RCW 70.44-50. The current policy wording will be amended to complete the waivers in advance of each calendar year (rather than in January) and submitted for approval.

Additionally, current District policy requires Commissioners to disclose interests in businesses which have or are likely to do business with the District in the future prior to

April 15 of each year. It does not specify any situation where such a conflict may arise after that date. The policy is under review for amendment.

- g. **Strategic Planning and Board Development Process** - In addition to seeking and summarizing the Commissioners’ priorities for the coming quarter, Superintendent Johnson has begun work on implementing infrastructure in advance through:
  - Communicating with Matt Ellsworth at AWPHD about bringing his one-hour presentation/workshop on Board/Staff interactions and functions that would be useful for new staff and as a springboard to delving into complex projects. The second January Regular Meeting (January 18) is targeted for this exercise. Mr. Ellsworth has also informed Superintendent Johnson of some potential cost-sharing that AWPHD may be able to offer for strategic planning activities.
  - Preliminary consultation with Joe Kunkel to help launch an effective strategic planning process. Preliminary pre-proposal scoping work is in process and the official process may begin in late January to early February. Commissioners noted the importance of the full commission taking up our strategic planning interests, including key questions and what we hope to accomplish prior to selecting and engaging a third party. Thus, it was requested that pursuit of a consultant await for further direction from the commission.
  - Efforts to engage members of the Vashon Social Service Network to begin to understand their current situation, and as a prelude to formally requesting the needs assessment information they possess that will be of use to the District’s process.
  - Working on the development of an advisory committee that will assist in the District’s planning process with future implementation. Commissioner Aman requested clarification of the purpose of a ‘medical advisory committee’ and that the matter of a committee would await a review of a proposed committee charter, which the Superintendent was directed to prepare
  
- h. **All-District Meeting** - Superintendent Johnson is organizing another meeting of all of the island taxing districts sometime in late January, and hopes to use the meeting to share the District’s strategic process along with allowing all districts to share their levy expectations.

**5. Committee reports**

- a. **Finance Committee** – Payroll numbers for the period 12/01/2022-12/15/2022 were presented for approval. Commissioner Wolczko moved to approve the numbers (see table below); seconded by Commissioner Noble; and approved unanimously.

<b>Vouchers (Warrants)</b>	<b>\$ 0</b>
<b>Payroll</b>	
Dates: December 1-15, 2022	<b>\$ 4,233.06</b>
<b>Electronic / Debit Card Payments</b>	<b>\$ 0</b>

- b. **Outreach Committee** – Commissioners Pryne and Noble provided an update from the committee’s December 14th meeting and ongoing efforts of the committee to plan future roles and activities. A joint press release will be prepared with Sea Mar regarding the MOA, services agreement amendment, and sublease extension. Other public information will also be prepared to provide additional clarity and information for the public.

c. **Strategic Planning Task Force** – No report

6. **Unfinished Business - Priorities** - This agenda item was tabled until the next meeting, on Jan. 4th.
7. **New Business** - No new business.
8. **Public Comment** - Commissioner Langland opened the second public comment period. Liz Shepherd from the Vashon-Maury Island Beachcomber asked about the timing of a press release regarding the decisions made during this meeting in relation to Sea Mar, and requested that they be provided as soon as possible because she will be reporting on the meeting.
9. **Adjournment** - Commissioner Pryne made a motion to adjourn the meeting at 8:46 p.m.; seconded by Commissioner Wolczko; approved unanimously.

**Next Meeting:** The next Regular Meeting will be on Wednesday, January 4, 2023, at 19:00 at the same location and on ZOOM: <https://zoom.us/j/82699377083>

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