PUBLIC HOSPITAL DISTRICT NO. 2 OF SNOHOMISH COUNTY, WASHINGTON VERDANT HEALTH COMMISSION

BOARD OF COMMISSIONERS

Regular Meeting VHC Board Room January 23, 2013

Commissioners

Present

Fred Langer, President Bob Knowles, Secretary

Deana Knutsen, Commissioner

J. Bruce Williams, M.D., Commissioner Karianna Wilson, Commissioner (8:05 arrival)

Others Present

Carl Zapora, Superintendent

George Kosovich, Program Director

Lisa King, Finance Director

Jennifer Piplic, Marketing Director Karen Goto, Executive Assistant Howard Thomas, Consultant

Lu Miller, Morgan Consulting Resources (via phone)

Members of the community

Call to Order

The Regular Meeting of the Board of Commissioners of Public Hospital District No. 2, Snohomish County, was called to order at 8:00 a.m. by President Langer.

Approval of Minutes

Motion was made, seconded and passed unanimously to approve the minutes of the regular meeting on

November 28, 2012.

Motion was made, seconded and passed unanimously to

approve the minutes of the special meeting on

November 30 – December 1, 2012.

2013 Officers & Committees

Commissioner Knowles was nominated as Board President

for 2013. Motion was made, seconded and passed

unanimously to approve Commissioner Knowles as President.

President Knowles assumed his new role and began

presiding over the business of the meeting.

Commissioner Langer was nominated as Board Secretary for 2013. Motion was made, seconded and passed unanimously

to approve Commissioner Langer as Secretary.

Motion was made, seconded and passed unanimously to

approve

Bob Knowles (Chair)/Fred Langer for the Executive

Committee;

Karianna Wilson (Chair)/Bruce Williams for the Finance Committee:

Deana Knutsen (Chair)/Karianna Wilson for the Program Committee;

Bob Knowles (Chair)/Fred Langer for the Strategic

Collaboration Committee (E:01:13)

Recognition was given to Commissioner Langer for his service as Board President in 2012.

Adopt 2013 Board Meeting Calendar Motion was made, seconded and passed unanimously to approve the meeting calendar for 2013 (E:02:13).

Executive Committee

Secretary Langer reported that the Executive Committee met on January 18 to review the January 23, 2013 board meeting agenda, to discuss the Superintendent contract, to discuss district real estate matters, and to review board committee needs for 2013.

Amended
District Bylaws &
Committee
Charters

The Board will review the changes to the District Bylaws and Committee charters and take action at the February 27, 2013 regular board meeting (E:03:13).

Board Finance Committee

The committee met on January 15, 2013. Ms. King reported on the financials for November and December 2012 (E:04:13).

Authorization for Payment of Vouchers & Payroll Warrant Numbers 10130 through 10176 for November & December 2012 for payment in the amount of \$1,752,617.38 were presented for approval (E:05:13). Motion was made, seconded and passed unanimously to approve.

Program
Oversight
Committee
Update

Commissioner Knutsen reported that the Program Oversight Committee met and reviewed three new proposals and one request for expanded funding (E:06:13).

No conflicts of interest were reported by any of the commissioners.

Motion was made, seconded and passed unanimously to approve the Snohomish County Medical Reserve Corp's Health & Beauty Fair in the amount of \$2,625 on a one-time basis

Motion was made, seconded and passed unanimously to approve funding of \$5,600 to the Cascade Bicycle Club Education Foundation to provide 480 free bicycle helmets to low-income students and families in the Edmonds School District. Attorney Brad Berg will be consulted on the issue of gifting.

Motion was made, seconded and passed unanimously to approve increased funding in the amount of \$29,916 per year for the next two years for the Edmonds Senior Center Enhance Wellness program which currently serves 90 residents.

Proposal by the Community Health Center of Snohomish County Medicine for the Homeless will be reviewed at the February 27, 2013 regular board meeting or a special board meeting with a representative from the organization. Commissioner Langer would like to consult Attorney Brad Berg on legal issues with this proposal regarding funding services for non-district residents.

Mr. Kosovich reported that the community needs assessment is being conducted and the consultants will share their data analysis, focus groups and surveys at the February 27, 2013 regular board meeting. The complete needs assessment should be done by June 2013 with periodic updates for the board. Commissioner Knutsen referenced the revised committee charter and reported that until the needs assessment is complete in June, the Program strategic plan will be evolving.

Marketing Report

Ms. Piplic reported on three items (E:07:13) –

- 6 Weeks to a Healthier You update
 Dates have been scheduled for 2013. First
 committee meeting was held on January 22, 2013
 which included members from 2012 and some new
 members for 2013 to reach out to more district
 residents.
- Verdant website update New website will launch in April 2013.
- 3. Other Program Events
 The American Heart Association's Go Red BetterU
 launch event will take place on February 2, 2013 from
 11 am to 3 pm at the Alderwood Mall. Information
 on Verdant will be available.

Commissioner Comments

None

Superintendent's Report Superintendent Zapora reported that the goal for 2013 with 6 Weeks to a Healthier You is to exceed last year's number of 480 attendees. Snohomish County, Providence, and Whole Foods will be promoting the event to their employees.

Public Comments:

Mr. Farrell Fleming from the Edmonds Senior Center thanked the board for its current funding and the additional funding for the Enhance Wellness Program which is open to all ages. The Senior Center is also involved in a Naturopathic Clinic with Bastyr University and is serving as the Emergency Cold Weather shelter.

Mr. Al Rutledge mentioned the Top Food Car Show coming on July 13, 2013. He also mentioned that the Kiwanis Club provides bicycles and bicycle helmets for the Edmonds School District.

Mr. Andrew Brunskill would like to know the nature of the medicine (generic vs. brand name) that the Community Health Center wants to provide for the homeless per their proposal.

Ms. Mary Hovander from the League of Women Voters requested that the Amended Bylaws (Article 1, page 1) keep the words "hospital service" for historical purposes. She also requested clarification of Article 2, Section 4, item ix, page 5 on the authority of the board to influence clinical privileges at the hospital. Ms. Hovander stated that there was a typo on the Executive Committee charter. Ms. Rowena Miller from the League of Women Voters requested the opportunity to bring questions to the board on the amended Bylaws.

Superintendent Position Compensation Analysis

Consultant Howard Thomas and Lu Miller from Morgan Consulting Resources presented the results of the compensation survey project (E:08:13) which was requested by the board for the superintendent's position.

Executive Session President Knowles recessed the regular meeting at 8:55 a.m. into Executive Session to discuss ongoing litigation and the Superintendent's 2013 goals & objectives. President Knowles stated that no action would be taken in this Executive Session and the board would reconvene in approximately 20 minutes.

Commissioner Langer came out of Executive Session at

9:15 a.m. and extended the session by another 20 minutes.

Open Session

President Knowles reconvened into open session at

9:42 a.m. and the board approved the 2013

Superintendent goals and objectives.

Adjourn

There being no further business to discuss, the

meeting was adjourned at 9:43 a.m.

ATTEST BY:

President

Secretary

E:01:13 1.23.2013



2013 Officers & Committee Assignments:

President - Bob Knowles

Secretary – Fred Langer

Executive Committee - Bob Knowles (Chair)/Fred Langer

Finance Committee - Karianna Wilson (Chair)/Bruce Williams

Program Committee – Deana Knutsen(Chair)/Karianna Wilson

Strategic Collaboration Committee - Bob Knowles (Chair)/Fred Langer



Tentative

2013 Monthly Board Meetings 4th Wednesday of the month, 8 AM Verdant Health Commission 2013 Retreats

January 23

February 27

March 27

April 24

May 22

June 26

July 24

August 28

September 25

October 23

November 27

No December meeting

June 28, 12 to 5 PM (mini retreat)

November 1 to 2 (Friday evening and all day Saturday

PUBLIC HOSPITAL DISTRICT NO.2 OF SNOHOMISH COUNTY BOARD EXECUTIVE/GOVERNANCE COMMITTEE

CHARTER

Role: The role of the Executive/Governance Committee is to transact the business of the Board of Commissioners in the interim between meetings of the full Board to 1) recommend polices and processes to the Board, and to 2) monitor the results of these policies and processes to assure the self-management of the Board and effective governance of the District.

Responsibilities:

- 1. Act on matters that cannot reasonably wait action by the full Board of Commissioners
- 2. Act on other matters delegated to the Executive Committee by the Board of Commissioners
- 3. Report actions at the next meeting of the Board of Commissioners for ratification
- 4. Function as an advisor to the President/CEO District Superintendent on sensitive topics
- 5. Provide input into the content and structuring of the Board meeting agenda
- 6. Develop a statement of the responsibilities of the Board, a Board member and the Board chair
- 7. Develop a process for identifying potential Board members
- 8. Develop a description of the skills and areas of knowledge needed on the Board
- 9. Develop an orientation program for new Commissioners
- 10. Identify and provide continuing education opportunities for the Board
- 11. Review and update Board policies and processes including By-Laws and core Board documents
- 12. Prepare and recommend annual Board goals and objectives for approval
- 13. Prepare and implement a process for an annual Board evaluation
- 14. Prepare and implement a process for the annual evaluation of the CEO District Superintendent

Membership: The Executive/Governance Committee shall consist of the officers of the Board. The CEO-District Superintendent shall be an ex-officio member without vote. The chair of the Board appoints committee members annually, to coincide with the election of officers.

PUBLIC HOSPITAL DISTRICT NO 2 OF SNOHOMISH COUNTY BOARD FINANCE COMMITTEE CHARTER

Role: The Role-role of the Finance Committee of the Board of Commissioners is 1) to recommend financial policies policy plans to the Board of Commissioners, and 2) to monitor financial results in order to assure the long-term financial viability of the District.

Responsibilities:

- Review and recommend financial policies, for example, approval levels for budgets and expenditures.
- 2. Establish the assumptions and parameters used to develop capital and expense budgets.
- 3. Annually recommend the capital, and revenue and expense budgets.
- 4. Monitor financial indicators and present analyses <u>and recommendations</u> to the Board when indicators cross thresholds or otherwise warrant attention and action.
- 5. Recommend Board action on budget changes in accordance with Board policy guidelines.
- Recommend <u>financial</u> auditor appointment to the Board and annually review the scope of the audit.
- 7. Receive <u>and review financial annual auditor's report annually as well as any Washington State Auditor's office reports</u> and recommend action to the Board <u>as necessary</u>.
- 7.
- 8. Approve asset allocation for Snohomish Public Hospital District Investment Program at least annually.
- 9.8. Receive and Review and monitor all District revenue and Investments, including leases, rental properties and new acquisitions. Performance Reports on quarterly basis covering all Investment programs.
- Review pensions and benefits and make recommendations to the Board as necessary.
- 10. Review and monitor District's long range financial plan.

<u>Membership:</u> The Finance Committee shall consist of two board members and two community members. The CEO is an ex-officio member without vote. The chair of the Board appoints committee members annually, to coincide with the election of officers.

PUBLIC HOSPITAL DISTRICT NO. 2 OF SNOHOMISH COUNTY BOARD PROGRAM OVERSIGHT COMMITTEE CHARTER

Role: The role of the Program Oversight Committee of the Board of Commissioners is to 1) recommend policies, plans, and processes for program development and investments to the Board of Commissioners, and 2) to monitor the results of these policies, plans and processes to assure that they are generating positive outcomes and are aligned with the district's mission and vision.

Responsibilities:

- Review and recommend policies and plans for the development of health and wellness programs in the district.
- 2. Monitor the implementation of the policies and plans and review results.
- 3. Review and recommend proposals to the Board of Commissioners related to cooperative agreements, affiliations, or other types of partnerships. If an investment request reviewed by the Program Oversight Committee is more than \$250K in any given year or \$500K in total, it should be referred to the full board for discussion and approval. The Program Oversight Committee may refer additional investments decisions or discussions to the full board at its discretion.
- 4. Monitor and surface potential conflicts of interest as they relate to program development and investments.
- 5. Monitor and advise the Board on issues and trends in health that impact the mission and vision of the district and review periodic needs assessments.
- Create and recommend a draft strategic community investment road map for program investments.

<u>Membership:</u> The program committee shall consist of two board members. The superintendent and director of programs and community investments are ex-officio members without vote. The chair of the Board appoints committee members annually, to coincide with the election of officers.

Swedish/District Strategic Collaboration Committee

Committee Charter

Approved: 04/11/11 Updated: 01/17/2013

Committee Purpose:

The purpose of the Strategic Collaboration Committee (the "Committee") is to provide the District and Swedish with a formal venue to exchange ideas and discuss projects of common purpose. The agenda of the Committee will include, but not be limited to development and review of Swedish's strategic plan and its operating and capital budgets for the Hospital and other Leased Assets. The Committee shall assist with strategic planning of the Hospital and other Leased Assets and shall not have a formal role in the governance of this Lease. The specific duties of the Committee will include, but not be limited to the following:

- ⇒ To proactively address any issues that may arise during the term of the Lease;
- ⇒ To review and provide input to Swedish's strategic plans and annual operating and capital budgets relating to the Leased Assets; review reports of capital expenditures by Swedish pursuant to this Lease
- ⇒ To review and provide input to the District's strategic plans and its annual operating and capital budgets; review reports of capital expenditures by District;
- ⇒ To advise regarding expenditure of the District Reinvestment Funds;
- ⇒ To advise regarding strategic investments in the Leased Assets and the Hospital Primary Service Area; and
- ⇒ To review and make recommendations regarding new services, programs and facilities for the Hospital Primary Service Area, as well as the termination of such services, programs and facilities.

Membership and Structure:

- ⇒ **Members:** The Committee shall consist of representatives representing Swedish and representing the District, which representatives shall be appointed as determined by Swedish and the District each in their sole discretion.
 - Swedish: Kevin Brown (Chief Strategie Officer), Mike Carter (Facility Sr. VP), David Jaffe (Chief Administrative Officer), Sarah Zabel (VP, facility operations and strategy)
 - District: President, Position 2 Board Member, Superintendent
- ⇒ Chair: The District Superintendent and the facility Senior VP Chief Administrative Officer shall be co-chairs.
- ⇒ Authority: The Committee has no legal authority to bind either entity. Any decisions shall be made by the entity properly entitled to act and in accordance with the provisions of the Lease Agreements. The District and Swedish shall each have one (1) vote on matters before the committee. In the event of a tie vote, the parties have agreed to proceed, or not to proceed, based upon the terms of the Lease Agreements.

Meeting Frequency:

The Committee shall meet at least quarterly during the first three (3) years of the Lease Term, and shall thereafter meet at least annually. The first meeting of the Committee will take place no less than six (6) months following the Commencement Date.

AMENDED AND RESTATED BYLAWS

OF

PUBLIC HOSPITAL DISTRICT NO. 2

SNOHOMISH COUNTY, WASHINGTON

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AMENDED AND RESTATED BYLAWS

OF

PUBLIC HOSPITAL DISTRICT NO. 2 SNOHOMISH COUNTY, WASHINGTON

ARTICLE I FORMATION AND PURPOSE

This public hospital district (the "District"), a municipal corporation, was created in 1962 to provide hospital servicehealth care services for the residents of the District and other persons. The activities of the District shall be conducted in conformity with the Constitution and laws of the State of Washington, including Chapter 70.44 RCW, as now in effect or hereafter amended. These Bylaws are adopted in furtherance of the lawful purposes of the District including the providing of hospital and other health care facilities and services appropriate to the needs of the population served and to facilitate the governing of the District's Stevens Memorial Hospital (the "Hospital") which shall be operated in compliance with applicable law and regulations.

ARTICLE II BOARD OF COMMISSIONERS

- Section 1. Qualification and Election. No person shall be eligible to be elected to the office of public hospital district commissioner unless he is a registered voter within the boundaries of the District and within the commissioner district or at large district from which he is elected. All District commissioners shall be elected and serve, whether from a particular commissioner district or at large, in the manner and for the term prescribed by law.
- Section 2. Organization and Officers of the Board of Commissioners. The five-member Board of Commissioners (the "Board" or the "Commission") shall at its first regular meeting in each calendar year organize by the election from its own members of a President and Secretary, such election to be by a majority vote of the commissioners in each case. The terms of both officers shall be for one year.
 - 2.1 <u>The President</u> shall act as the presiding officer at meetings of the Board and shall execute on behalf of the District all contracts, agreements and other documents and papers duly authorized by the Board that may require his <u>or her</u> signature.
 - 2.2 <u>The Secretary</u> shall prepare, or cause to be prepared, minutes of all regular and special meetings of the Board, shall sign the same and shall keep them in a proper book for that purpose. The Secretary shall have charge of the official seal of the District and shall affix or cause to be affixed such seal to any documents requiring it, attesting the same. In the absence of the President, the Secretary shall preside at Board meetings.

- 2.3 If a vacancy occurs in the office of either the President or the Secretary, an election of officers shall take place at the next regular meeting of the Board to fill the unexpired term created by the vacancy. All members of the Board, whether elected or appointed, shall be required to take an oath of office in the form prescribed by the laws of the State of Washington relating to public officials.
- 2.4 A vacant commissioner position may be filled by the Board appointing a new member in the manner prescribed by law.

Section 3. Meetings of the Board or Commission.

3.1 <u>Regular meetings</u> of the Board shall be held monthly on the fourth Wednesday of each month, at 8:00 o'clock A.M., at the Hospital. In the event a regular meeting falls on a holiday, such meeting shall be held on the next business day.

3.2 Special meetings

- <u>a.</u> <u>A special meeting</u> may be called at any time by the <u>President presiding officer</u> of the Board or by a majority of the members of the Board by delivering <u>personally or by mail written notice written notice personally, by mail, by fax, or by electronic mail</u> to each member of the Board; and. Written notice shall be deemed <u>waived in the following circumstances:</u> (1) a commissioner submits a written waiver of notice to the secretary of the Board at or prior to the time the meeting convenes, which may be given by telegram, fax, or electronic mail; or (2) a commissioner is actually present at the time the meeting convenes.
- b. Notice of a special meeting called under subsection (a) of this section shall be: (1) delivered to each local newspaper of general circulation and to each local radio or television station whichthat has on file with the Board a written request to be notified of such special meeting or of all special meetings; (2) posted on the District's web site. The District shall not be required to post a special meeting notice on its web site if it (i) does not have a web site; (ii) employs fewer than ten full-time equivalent employees; or (iii) does not employ personnel whose duty, as defined by a job description or existing contract, is to maintain or update the web site; and (3) prominently displayed at the main entrance of the District's principal location and the meeting site if it is not held at the agency's principal location. Such notice must be delivered personally or by mailor posted, as applicable, at least twenty-four hours before the time of such special meeting as specified in the notice. The eall and notice
- <u>c.</u> <u>The call and notices required under subsections (a) and (b) of this section</u> shall specify the time and place of the special meeting and the business to be transacted. Final disposition shall not be taken on any other matter at such meetings of the Board. Written notice may be dispensed with as to any commissioner who files with the Secretary written waiver of such notice or who is actually present at the meeting at the time it convenes. by the Board.

The notices provided for herein otherwise in this section may be dispensed with only in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the immediate-likelihood of such injury or damage, when time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage.

- 3.3 The order of business at meetings of the Commission shall be as follows:
 - a. Regular Meetings
 - (i) Call to order
- (ii) Reading and approval of minutes of the last regular meeting and any intervening special meeting and approval of any other matters on the consent agenda
 - (iii) Reports
- (iv) Consideration of items on the agenda or other matters properly before the Board and action thereon
 - (v) Adjournment
 - b. Special Meeting-aMeetings
 - (i) Call to order
 - (ii) Reading of the notice calling the meeting
- (iii) Consideration of matters stated in the notice and action thereon
 - (iv) Adjournment

Section 4. Action by the Board. As used herein, "action" means the transaction of the official business of the District by the Board including, but not limited to, a collective decision made by a majority of the members of the Board, a collective commitment or promise by a majority of the members of the Board to make a receipt of public testimony, deliberations, discussions, considerations, reviews, evaluations, and final actions. "Final action" means a collective positive or negative decision, or an actual vote by a majority of the members of the Board when sitting as a body or entity, upon a motion, proposal, motion or resolution.

All <u>final</u> action taken by the Board shall be by motion or resolution recorded in a book or books kept for such purposes. Minutes of all regular and special meetings, except executive sessions thereof, shall be promptly recorded and shall be open to public inspection.

All meetings at which action is taken by the Board shall be open and public and all persons shall be permitted to attend any meeting of the Board, except as otherwise provided in this section or by law. The Board shall never adopt any motion or resolution, except in a meeting open to the public and then only at a regular meeting, duly convened at the prescribed time and place, or at a special meeting of which notice has been given according to the provisions of the foregoing section. Any action taken at meetings failing to comply with the provisions of this section shall be null and void.

Nothing in this section shall be construed to prevent the Board from holding <u>executive</u> <u>sessions</u> during a regular or special meeting to consider:

- (i) Advice of legal counsel concerning any matter subject to the attorney-client privilege including, but not limited to, pending or threatened litigation; To consider matters affecting national security;
- (ii) <u>Selection To consider the selection</u> of a site or the <u>purchase acquisition</u> of real estate, <u>by lease or purchase</u> when <u>publicity public knowledge</u> regarding such consideration would cause a likelihood of increased price;
- (iii) Disposition of To consider the minimum price at which real estate by will be offered for sale or lease or sale when publicity public knowledge regarding such consideration would cause a likelihood of decreased price. However, final action selling or leasing public property shall be taken in a meeting open to the public;
- (iv) <u>Negotiations To review negotiations</u> on the performance of publicly- bid contracts when <u>publicity public knowledge regarding such consideration</u> would cause a likelihood of increased costs;
- (v) The appointment, employment or dismissal of an officer or employee of the District; To receive and evaluate complaints or charges brought against a public officer or employee. However, upon the request of such officer or employee, a public hearing or a meeting open to the public shall be conducted upon such complaint or charge;
- (vi) To evaluate the qualifications of an applicant for public employment or to review the performance of a public employee. However, subject to RCW 42.30.140(4), discussion by the Board of salaries, wages, and other conditions of employment to be generally applied within the District shall occur in a meeting open to the public, and when the Board elects to take final action hiring, setting the salary of an individual employee or class of employees, or discharging or disciplining an employee, that action shall be taken in a meeting open to the public;

- (vii) To evaluate the qualifications of a candidate for appointment to elective office. However, any interview of such candidate and final action appointing a candidate to elective office shall be in a meeting open to the public;
- (viii) To discuss with legal counsel representing the District matters relating to agency enforcement actions, or to discuss with legal counsel representing the District litigation or potential litigation to which the District, the Board, or a member of the Board acting in an official capacity is, or is likely to become, a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the District. This subsection (viii) does not permit the Board to hold an executive session solely because an attorney representing the District is present. For purposes of this subsection (viii), "potential litigation" means matters protected by RPC 1.6 or RCW 5.60.060(2)(a) concerning:
- <u>(A)</u> <u>Litigation that has been specifically threatened to which the District, the Board, or a member of the Board acting in an official capacity is, or is likely to become, a party;</u>
- <u>(B)</u> <u>Litigation that the District reasonably believes may</u> be commenced by or against the District agency, the Board, or a member of the Board acting in an official capacity; or
- <u>(C)</u> <u>Litigation or legal risks of a proposed action or current practice that the District has identified when public discussion of the litigation or legal risks is likely to result in an adverse legal or financial consequence to the District;</u>
- (ix) (vi) The To consider the granting, denial, reduction, termination or suspension of clinical privileges, or the medical staff membership of a physician or "other health care provider," as that term is defined in RCW 7.70.020, as now in effect or hereafter amended, if other health care providers in the discretion of the Board are determined eligible to be considered for such privileges or membership;
- (vii) The hearing of complaints or charges brought against such an officer, employee, physician or other health care provider unless such person requests a public hearing;
- (viii) Any other matter properly the subject of executive session under RCW 42.30.110, as now in effect or hereafter amended, or any other applicable law.

The Board also may exclude from any public meeting or executive session, during the examination of a witness on any such matter, any or all other witnesses in the matter being

investigated or under consideration. No action, as defined in this section, shall be taken in Before convening in executive session, the presiding officer of the Board shall publicly announce the purpose for excluding the public from the meeting place, and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the presiding officer.

<u>Section 5.</u> <u>Quorum.</u> A majority of the persons holding the office of District commissioner shall constitute a quorum of the Board for the transaction of business, but no resolution shall be adopted <u>or other final action taken</u> without a majority vote of the whole Commission.

Section 6. Committees. The Board may from time to time act as a committee of the whole or appoint such other committees as it may deem necessary or advisable in the conduct of its affairs or for other purposes it may specify. The activities of any committees so appointed shall be conducted lawfully and be recorded in written minutes. Chairpersons of such committees shall be appointed by the Board to serve for terms not to exceed one year, subject both to removal at the will of the Board and to reappointment in the sole discretion of the Board.

Section 7. Powers and Duties of the Board or Commission. The Board shall be the governing body to which of the District and the superintendent (administrator) and other District employees, and the medical staff ultimately are responsible for all activities in the Hospital and the condition of the physical plantappointed by the Board as specified in Article III, Section 1, shall be responsible to the Board for the efficient administration of all affairs of the District. While the authority of the Board may be delegated to the superintendent (administrator) and the medical staff as specified in Article III, Section 1, and Article IV, respectively, or by resolution, any delegation of authority by the Board may be rescinded in its sole discretion.

All of the powers authorized in Chapter 70.44 RCW or other applicable statute may be exercised by the Board in the performance of its duties prescribed therein. Among other things, the Board shall strive to:

- (i) Determine the policies of the District and the purposes of the Hospital District in proper relation to community needs;
- (ii) Provide <u>services</u>, facilities, equipment and personnel to meet the needs of <u>patientsresidents</u> within the purposes of the <u>Hospital and such other health care facilities as may be provided <u>District</u>, and consistent with present and future community needs;</u>
- (iii) Assure that an appropriate standard of professional care is maintained with due regard for quality of care and effective quality assurance mechanisms, requiring the medical staff of the Hospital to be accountable to the Board—and assuring that persons granted clinical privilegespersonnel possess appropriate current qualifications, and determining in its discretion which kinds of health—care—providersprograms shall be considered—for clinical privileges—or medical staff membership;

- (iv) Promote planning and coordinate professional interests services with administrative, financial and community needs, the policies of the District, and the purposes of the Hospital and such other health care facilities as may be provided District;
- (v) Provide for the sound administration and application of public funds, adopting annual budgets for the District—and the Hospital at the times and in the manner required by law;
- (vi) Maintain accurate records of District finances and all related activities;
- (vii) Exercise proper care and judgment in the selection of a qualified superintendent—(administrator) who shall be responsible for implementing policies adopted by the Board; and
 - (viii) Evaluate its own performance.

Section 8. Avoidance of Conflicts of Interest. District commissioners, being aware of the fiduciary nature of their positions, shall avoid actions and relationships which could result in a conflict between their private financial interests and their public responsibilities. Commissioners shall not violate the conflict-of-interest provisions of these Bylaws, Chapters 42.20 and 42.23 RCW, or any other applicable statute.

Recognizing that even the appearance of impropriety should be avoided, no commissioner shall:

- (i) Be beneficially interested in or otherwise expect to profit from, directly or indirectly, any contract, sale, lease or purchase made by the District, except as specifically permitted under RCW 42.23.030, as now in effect or hereafter amended, or under other applicable law;
- (ii) Accept, directly or indirectly, any compensation, gratuity, favor or award from any party seeking to do business with the District, or in connection with any contract made by the District, other than (a) compensation and reimbursement for expenses as provided by law, or (b) compensation in connection with contracts permitted under RCW 42.23.030, as now in effect or hereafter amended, or under other applicable law;
- (iii) Employ, use or appropriate any District employee, money or property for his private benefit;
- (iv) Hold any office, engage in any employment or occupy any position, public or private, which could create conflicts between the duties,

interests and opportunities inherent in such office, employment or position and the commissioner's public responsibilities as a member of the Board;

(v) Reveal or divulge to any other party, unless authorized by the Board, any confidential information received in the performance of his duties as a commissioner, nor use such information for personal gain.

Any commissioner, upon discovering or suspecting that he has or may have a conflict of interest contrary to the policies and standards set forth in this section, shall promptly report the same to the Board.

ARTICLE III OTHER OFFICERS

Section 1. Superintendent-(Administrator).

- 1.1 <u>Appointment</u>. The Board shall select and appoint as superintendent (administrator) a competent and experienced hospital-administratorchief executive officer who shall be its direct representative in the management of the Hospital and the District. The superintendent-(administrator) shall be appointed for an indefinite term, removable at the will of the Board, and shall receive such compensation as the Board shall establish by resolution. The appointment or removal of the superintendent-(administrator) shall be by resolution of the Board, introduced at a regular meeting and adopted at a subsequent regular meeting by majority vote.
- 1.2 <u>Powers and Duties</u>. The superintendent-(administrator) shall be the chief executive and administrative officer of the Hospital and of the District. In direct charge with full authority to act, as As representative of the Board, and subject to its policies, hethe superintendent shall be responsible for the efficient administration of all affairs of the Hospital and the District and shall be in direct charge with full authority to act.

In the performance of his <u>or her</u> duties prescribed by law, all of which shall be faithfully discharged, and not by way of limitation of his authority, the superintendent (administrator) shall:

- (i) Perfect and submit to the Board for approval a plan of organization for the personnel concerned with the operation of the Hospital and the District, which shall be periodically reviewed;
- (ii) Prepare annually a budget or budgets showing anticipated receipts and expenditures for the ensuing fiscal year which shall be submitted to the Board to allow timely filing and hearing thereon before adoption as required by law;

- (iii) Select, employ, control and discharge all employees authorized by the applicable budget, assuring that they are competent to perform their duties and establishing appropriate quality assurance mechanisms:
- (iv) Assure that all buildings, equipment and other facilities are maintained in good repair;
- (v) Furnish periodic recommendations to the Board with respect to the acquisition, development and extension of desirable health care facilities, equipment and services;
- (vi) Supervise through the treasurer and auditor all business affairs including the disbursement of funds, recording of financial transactions, collection of accounts and purchase and issue of supplies;
- (vii) Cooperate with the medical staff and secure like cooperation on the part of all those concerned with rendering professional services:
- (viii) Submit regularly to the Board reports regarding the health care-services and financial activities of the Hospital and the District along with any special reports that may be requested by the Board:
- (ix) Prepare agenda for and attend all meetings of the Board at which he or she may participate in the discussion of matters being considered;
- (x) Execute on behalf of the District all such contracts, agreements and other documents and papers as he <u>or she</u> may deem appropriate within the scope of his <u>or her</u> authority or be authorized by resolution of the Board to sign; and
- (xi) Undertake on his <u>or her</u> own initiative the performance of such other duties, consistent with law and the policies of the Board, as may be in the best interest of the Hospital and the District.
- <u>Section 2</u>. <u>Auditor</u>. The Board shall appoint as auditor of the District a person experienced in accounting and business practices.

The auditor shall report in the performance of his <u>or her</u> duties directly to the superintendent—(administrator). The auditor shall draw, sign and issue all warrants for the disbursement of funds of the District upon the orders of, or vouchers approved by, the Commission; and shall perform such other duties relating to business affairs of the District including the recording of financial transactions, collection of accounts, and the routine purchase and issue of supplies, as are assigned by the superintendent—(administrator).

<u>Section 3</u>. <u>Treasurer</u>. The Commission by resolution shall appoint and designate a person having experience in financial and fiscal matters as treasurer, subject to the requirement of an adequate bond with an authorized surety company.

The treasurer shall receive, deposit and disburse all funds of the District in the manner provided by law under the supervision of the superintendent—(administrator) and as directed by resolutions of the Board to the extent of its lawful discretion.

ARTICLE IV INDEMNIFICATION AND INSURANCE

Section 1. <u>Indemnification</u>. The District shall indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to, or is involved (including, without limitation, as a witness) in an actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a commissioner, officer, employee or agent of the District, or having been such a commissioner, officer, employee or agent, he or she is or was serving at the request of the District as a director, officer, employee, agent, trustee or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a commissioner, officer, employee, agent, trustee or any other capacity, against all expense, liability, and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties in amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a commissioner, officer, employee or agent of the District and shall inure to the benefit of his or her heirs, and personal representatives.

Section 2. <u>Insurance</u>. The District may purchase and maintain insurance, at its expense, to protect itself and any commissioner, officer, employee, agent or trustee of the District or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss to the full extent permitted by applicable law.

ARTICLE V MEDICAL STAFF

Section 1. Appointment and Organization. The members of the medical staff of the Hospital shall be appointed biennially by the Board after considering recommendations duly submitted in accordance with the medical staff bylaws; provided, that all initial appointments shall be provisional and that all appointments to the provisional medical staff shall be for a period of twelve months. Such bylaws, rules and regulations governing the appointment, organization and activities of the medical staff, including the procedures for the granting, denial, reduction or termination of staff privileges and the identification of the kinds of health care providers eligible to be considered for such privileges or medical staff membership, shall be subject to approval and revision or modification by the Board, and shall assure that the requirements of due process of law are observed.

- <u>Section 2.</u> <u>Powers and Duties.</u> Mindful that each person admitted to the Hospital shall be under the care of a member of the medical staff possessing clinical privileges, such staff also shall have authority and responsibility in the manner prescribed by its bylaws, rules and regulations to:
 - (i) Evaluate the professional competence of medical staff members and applications for clinical privileges;
 - (ii) Make recommendations to the Board concerning initial medical staff appointments, reappointments and the granting, denial, reduction or termination of clinical privileges;
 - (iii) Establish procedures designed to promote the achievement and maintenance of an appropriate standard of ethical and professional practice, and the efficient use of District resources;
 - (iv) Participate and offer recommendations in the development of policies relative to the effective use of existing facilities, and provision for the improvement or extension thereof where appropriate, to assure adequate patient care, responsive to the needs of the population served, now and in the future.
 - (v) Supervise a medical education program in the Hospital and render such other services as the Board may consider desirable to enhance the standards of medical practice in the Hospital.
 - (vi) Be accountable to the Board for the proper discharge of the duties set forth in this section.

ARTICLE VI-CONSTRUCTION, INTERPRETATION AND CONVENTIONS

- <u>Section 1.</u> <u>Gender and Number.</u> As used in these Bylaws, personal pronouns shall be interpreted to refer to persons of either gender and relative words whenever applicable to more than one person shall be read as if written in the plural.
- <u>Section 2</u>. <u>Titles, Headings and Captions</u>. The titles, headings and captions appearing in these Bylaws are used and intended for convenience of description or reference only and shall not be construed or interpreted to limit, restrict or define the scope or effect of any provision.
- Section 3. Severability. If any provision of these Bylaws, or its application to any person or circumstance, is held invalid by a court of competent jurisdiction, the remainder of these Bylaws, or the application of the provision to other persons or circumstances, shall not be affected.

ARTICLE VI ARTICLE VII-REVIEW AND AMENDMENT

These Bylaws shall be reviewed by the Board on an annual basis at its regular meeting in December. These Bylaws may be amended at any time by resolution of the Board introduced at a regular meeting and adopted at a subsequent regular meeting.

ADOPTED this 22nd 27th day of June, 2005, February, 2012.

resident <u>& and</u> Commissioner	
Commissioner	
Commissioner	
Commissioner	
ecretary <u>∧</u> Commissioner	

Public Hospital District #2, Snehomish County

Accrual Basis

Balance Sheet As of December 31, 2012

			The second secon	The second secon
	Dec 31, 2011	Dec 31, 2012	\$ Change	Comments:
ASSETS				
Current Assets				
1 Total Cash Balance	1,527,547	1,451,627	(75,920)	
2 Total Accounts Receivable	143	751,251	751,108	
Other Current Assets				
3 Total Misc Current Assets	4,167	11,181	7,014 BofA l	7,014 BofA Unamortized Financing Costs
4 Total Investments	36,416,633	40,128,375	3,711,742	
5 Total Other Miscellaneous Receivables	580,358	567,584	(12,774) M&O Tax Levy Recv	Tax Levy Recv
6 Total Prepaid Expenses & Others	27,033	38,660	11,627	
7 Total Other Current Assets	37,028,190	40,745,800	3,717,610	
8 Total Current Assets	38,555,880	42,948,679	4,392,799	
9 Total Fixed Assets	31,218,748	26,215,835	(5,002,913) Depreciation Expense	eciation Expense
10 Total Financing & Lease Costs	367,814	408,772	40,958	
11 Total Other Assets	3,762,072	908'668'9	2,637,234	
TOTAL ASSETS	73,904,514	75,972,593	2,068,079	

Balance Sheet As of December 31, 2012

LIABILI	LIABILITIES & EQUITY	Dec 31, 2011	Dec 31, 2012	\$ Change Comments:
Lia	Liabilities			
	Current Liabilities			
12	Total Accounts Payable	93,706	88,581	(5,125)
13	Total Credit Cards	277	06	(187)
	Other Current Liabilities			
14	Total Accrued Salary & Benefits	1,240,384	36,663	(1,203,721)
15	Total Estimated 3rd Party Settlements	1,619,754	720,000	(899,754)
16	Interest & Orig Issue Premium	I	511,237	511,237 2012 LTGO Bonds
17	Total Other Payables & Accruals	813,792	207,152	(606,640) P/L & W/C Settlements & Net S/E Payable
18	Current Portion of L-T Debt	2,114,247	720,000	(1,394,247) Annual Bond Payment due Dec 1
19	Total Other Current Liabilities	5,788,178	2,195,052	(3,593,126)
20	Total Current Liabilities	5,882,161	2,283,723	(3,598,438)
	Long-term Liabilities			
21	Total Long-term Debt - Operations	6,890,790	5,905,000	(985,790) 2012 LTGO Bonds
77	י וסנמו סרוופן רסוופ-רפונוו דוממווורופא	302,049	200,147	498 P/L & W/C Keserve
23	Total Long-term Liabilities	7,456,439	6,471,147	(985,292)
24 To	24 Total Liabilities	13,338,600	8,754,870	(4,583,730)
25 Tot	25 Total Equity	60,565,915	67,217,722	6,651,807 Net Income
TOTAL	TOTAL LIABILITIES & EQUITY	73,904,514	75,972,593	2,068,079

* Dec 2011 Includes Moss Adams audit adjustments

Public Hospital District #2 of Snohomish County
Profit Loss
December 2012

		Nov 2012	Dec 2012	\$ Change	Comments:
~	Ordinary Income/Expense Total Income Expenses Operating Expenses	832,490	3,415,577	2,583,086	Dec includes Deferred S/E Revenue per schedule
0 0 4 to 0 b	Total Salaries & Benefits Total Workers Comp Total Depreciation Total Insurance Total Interest Expense	50,434 (1,646) 416,909 1,234 11,342	49,979 22,275 416,909 1,234 29,491	(455) 23,921 - 0 18,149	Nov Refund for BRAC Cancelation
8 9 11 12 14 15 14	Total Professional Services Total Purchased Services Rent Expense Total Other Expenses Total Taxes Total Utilities Total Operating Expenses	17,463 25,975 2,900 3,622 336 - 501 529,971	25,646 1,649 2,900 7,070 180 - 300 557,633	8,182 (24,326) - 3,448 (156) - (202) 27,662	Nov Canapy Newsletter Board Retreat
16 17 19 19 Ne.	Tot Net Ordii Other Inc Other Tot Total (165,170 695,142 137,349 1,260 25,077 26,337 163,686	200,798 758,431 2,657,146 2,561 656,234 658,795 3,315,941	35,628 63,289 2,519,797 1,301 631,157 632,458 3,152,255	Gain on Investment Nov / Loss on Investment Dec plus S/E settlement

Public Hospital District #2 of Snohomish County Profit Loss Budget vs. Actual January - December 2012

		Α	В	С	D
		Jan-Dec 2012	Jan-Dec Budget	Over/(Under) Budget	% of Budget
(Operating Revenues				
1	M&O Tax Levy	2,044,130	2,034,931	9,199	100.5%
2	Rental Income	10,351,290	7,761,004	2,590,286	133.4%
3	Pavilion Ground Lease Income	46,707	46,707	_	100.0%
4	Other Operating Income	17,493		17,493	100.0%
5 1	Total Operating Revenues	12,459,620	9,842,642	2,616,978	126.6%
C	Operating Expenses				
6	Salaries	560,622	569,870	(9,248)	98.4%
7	Benefits	85,395	132,693	(47,298)	64.4%
8	Workers Comp	70,398	53,251	17,147	132.2%
9	Insurance	21,097	28,041	(6,945)	75.2%
10	Interest Expense	192,470	228,048	(35,578)	84.4%
11	Amortization	14,067	15,800	(1,733)	89.0%
12	Rent Expense	34,800	34,800	-	100.0%
13	Consulting	185,912	175,000	10,912	106.2%
14	Legal	33,908	40,000	(6,092)	84.8%
15	Accounting/Auditing	41,963	70,000	(28,037)	59.9%
16	Other Professional Services	15,086	5,000	10,086	301.7%
17	Purchased Services	62,022	62,980	(958)	98.5%
18	Supplies	6,047	18,000	(11,953)	33.6%
19	License and Tax	340	500	(160)	68.0%
20	Utilities	7,052	5,380	1,672	131.1%
21	Miscellaneous Expenses	35,971	34,500	1,471	104.3%
22 T	otal Operating Expenses	1,367,150	1,473,863	(106,714)	92.8%
23	Community Program Investments	1,866,239	4,100,000	(2,233,761)	45.5%
24 N	let Ordinary income	9,226,232	4,268,779	4,957,453	216.1%
C	Other Income/(Expense)				0.0%
25	2003 GO Tax Levy	38,443	-	38,443	100.0%
26	Investment Income	1,676,783	1,080,000	596,783	155.3%
27	Unrealized G/L on Investment	(551,640)	-	(551,640)	100.0%
28	Other Income (Expense)	1,264,903	-	1,264,903	100.0%
29 T	otal Other Income/(Expense)	2,428,489	1,080,000	1,348,489	224.9%
30 N	let Income (Before Depreciation)	11,654,721	5,348,779	6,305,942	217.9%
31	Depreciation	5,002,913	5,785,727	(782,814)	86.5%
32 N	let Income (After Depreciation)	6,651,808	(436,948)	7,088,756	-1522.3%

Public Hospital District #2 of Snohomish County Summary of Cash Receipts and Disbursements November & December 2012

	Nov/Dec 2012 Amount	
Receipts:		
Other Rental Income	52,445.84	Nov-Dec Value Village
Swedish/Edmonds Rental Income	1,273,080.00	Nov-Dec
Snohomish County Tax Levy	916,050.59	Nov-Dec
Ground Lease Payments	8,333.34	Nov-Dec
Misc. Reimbursements/Refunds	404,830.50	Reimbursements, Settlements and Interest Income
Total Receipts	2,654,740.27	
Disbursements:		
Professional Services:		
Legal Fees	5,581.58	Litigation and Professional Liability Legal Fees
Accounting Fees	4,163.85	Ash Consulting, Moss Adams, WA State Auditors
Consulting Fees	24,000.00	Howard Thomas October & November 2012
Professional Services	2,319.30	Benefit Solutions Administrator, IT support, Website Development
Purchased Services	1,229.47	Paychex, Bank Service Fees
Payroll	71,294.50	5 pay periods Plus Benefit Solutions
Payroll Taxes	22,129.36	5 pay periods
Employee Insurance	7,451.14	Regence Medical & Dental, Principal Life
Employee Retirement Contributions	9,001.91	Valic
Program Expenditures	380,689.20	Includes Pertussis and 6WTHY
Workers Compensation	170,554.17	Payments Issued by BRAC & L&I Self Insurance Pension Reserve Payment
1999 Bond Payment	1,003,973.19	Includes Principal and Interest Expense
Other Miscellaneous Expenses	50,229.71	Supplies, Rent, Canon Lease, Dues, Interest Expense, Bond Fees
Total Disbursements	1,752,617.38	

Public Hospital District #2 Cash Activity

Purpose		Void	Programs - Superintendent Discretionary - Sobering Center Study	Board Retreat	Mileage	Postage to mail Canopy	Janitorial	Programs - TDAP Vaccination Clinic	FSA Administration Monthly Fee	Marketing - Canopy Newsletter Design	Oct & Nov 2012 Consulting	WA State Audit Fees	Annual Letter of Credit Remarketing Fee	Programs - Final payment for 2012 6WTHY Conference Space	IT Support	Rent	Copy Machine Lease Payment	Employee Life Insurance	Employee Medical/Dental insurance	Office Supplies	Marketing - Canopy Newsletter	Miscellaneous	Miscellaneous	Professional Services - Audit	Professional Services - Superintendent Salary Survey	Oct 2012 Consulting	Internet	Subscription	Legal	Janitorial	Reimbursement for Mileage	Facilitator for Board Retreat	Membership Dues	Programs - 2013 6 Weeks to a Healthier You deposit	L&I Self Insured Work Comp Pension Reserve	Programs - Pertussis Calls	WA State Audit Fees	Copy Machine Lease Payment	Rent	Employee Life Insurance	Employee Medical/Dental Insurance	Office Supplies	Subscription
Amount			3,000.00	2,824.12	84.24	11,666.89	160.00	5,624.00	11.50	2,500.00	24,000.00	509.25	2,500.00	2,425.43	557.80	2,900.00	301.13	600.27	3,125.30	237.20	10,734.16	941.66	194.00	1,429.20	1,750.00	2,100.00	317.79	39.00	1,495.00	176.05	55.50	4,954.19	150.00	15,000.00	18,909.16	25,009.15	125.40	301.13	2,900.00	600.27	3,125.30	181.96	180.00
Payee		Snohomish Health District	Swedish Medical Center	Tulalip Resort Casino	Institute for Fitness and Health	US Postal Service	Lynnwood PFD	Snohomish Health District	Benefit Solutions Inc.	Gary Shinn Design	Thomas & Associates	State Auditor's	Bank of America - Trust	Lynnwood Convention Center	Ace Internet Services, Inc.	Lynnwood PFD	Canon Financial Services	Principal Financial Group	Regence BlueShield	Staples	Consolidated Press Printing Company, Inc.	Wells Fargo	Wells Fargo	Moss Adams - Audit	Morgan Consulting Resources, Inc.	Ash Consulting	Comcast	Consumer Reports on Health	Foster Pepper	Lynnwood PFD	Karen Y Goto	Margot Helphand	The Lynnwood Chamber		Department of Labor and Industries	Eliza Corporation	State Auditor's	Canon Financial Services	Lynnwood PFD	Principal Financial Group	Regence BlueShield	Staples	Puget Sound Business Journal
Transaction Date		11/7/2012	11/7/2012	11/7/2012	11/7/2012	11/7/2012	11/7/2012	11/7/2012	11/14/2012	11/14/2012	11/14/2012	11/14/2012	11/14/2012	11/14/2012	11/28/2012	11/28/2012	11/28/2012	11/28/2012	11/28/2012	11/28/2012	11/28/2012	11/28/2012	11/28/2012	11/28/2012	11/30/2012	12/12/2012	12/12/2012	12/12/2012	12/12/2012	12/12/2012	12/12/2012	12/12/2012	12/12/2012	12/19/2012	12/19/2012	12/19/2012	12/19/2012	12/26/2012	12/26/2012	12/26/2012	12/26/2012	12/26/2012	12/26/2012
Warrant Number	Warrant Activity:	10130	10131	10132	10133	10134	10135	10136	10137	10138	10139	10140	10141	10142	10143	10144	10145	10146	10147	10148	10149	10150	10151	10152	10153	10154	10155	10156	10157	10158	10159	10160	10161	10162	10163	10164	10165	10166	10167	10168	10169	10170	10171

Purpose	Miscellaneous Miscellaneous 2012 LTGO Bond Issue Printing Costs Programs - Pertussis Calls Internet			Administered by Berkley Risk		Administered by Sedgwick		1999 LTGO bond interest (LOC)	ACH payroll transfer	Payroll taxes for 10/27/12 pay period ending	Fee for payroll processing	Payroll 401(a)/45/ Deposit	Dought Have for 11/10/12 more and and and	Fayroli taxes for 11/10/12 pay period ending Fee for navirall procession	Payroll 401(a) /457 Denocit	ACH payroll transfer	Payroll taxes for 11/24/12 pay period ending	Fee for payroll processing	Payroll 401(a)/457 Deposit	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	FSA Payments	rsA Payments
Amount	2,547.72 185.92 2,879.26 51,682.00 317.79	211,308.74		151,645.01		4,086.58		2,269.65	14,744.09	4,486.58	80.30	1,804.8/	05:745,01 V3 CCC N	4,322.34	1 786 87	14,172.17	4,402.23	80.50	1,786.87	9,328.25	5,200.00	6,455.67	8,333.33	1,621.08	28,056.82	2,025.00	22,000.00	4,000.00	2,083.33	6,666.67	12,916.67	6,250.00	11,208.33	4,166.66	38.46	38.46
Payee	Wells Fargo Wells Fargo ImageMaster, LLC Eliza Corporation Comcast	Total Warrants	vity:	Various Claimants/Vendors	,	Various Claimants/Vendors		US Bank	Payroll	Department of Treasury	Paychex	Valic Pavroli	Department of Treasury	Department of measury Paychex	Valic	Payroll	Department of Treasury	Paychex	Valic	Boys & Girls Club of Snohomish County	Center for Human Services		Community Health Center of Snohomish Co		Edmonds School District No. 15	Edmonds Senior Center	Fittle Red Schoolnouse	Medical leams International	Parent Irust for WA Unlidren	Project Access Northwest	Providence hospice & home care roundation	Fuget Sound Unistian Clinic	Senior Services of Snohomish County	YWCA of Seattle, King and Snohomish Co	Benefit Solutions Inc. Benefit Solutions Inc.	belletit Solutions inc.
Transaction Date	12/26/2012 12/26/2012 12/26/2012 12/31/2012 12/31/2012		Workers Compensation Claims Activity:	Nov-Dec 2012	Professional Liability Claims Activity:	Nov-Dec 2012	; <u>;</u>	11/1/2012	11/2/2012	11/2/2012	11/2/2012	11/16/2012	11/16/2012	11/16/2012	11/16/2012	11/30/2012	11/30/2012	11/30/2012	11/30/2012	11/15/2012	11/15/2012	11/15/2012	11/15/2012	11/15/2012	11/15/2012	11/15/2012	11/15/2012	11/15/2012	11/15/2012	11/15/2012	11/15/2012	11/15/2012	11/15/2012	11/15/2012	11/6/2012	71/2//2/14
Warrant Number	10172 10173 10174 10175 10176		Workers Compe	300090-3000	Professional Liab	380000453-0456 Nov-Dec 2012	Wire/ACH Activity:																													

Purpose		Bank Service Fee	1999 LTGO bond interest and Annual Payment (LOC)	ACH payroll transfer	Payroll taxes for 12/8/12 pay period ending	Fee for payroll processing	Payroll 401(a)/457 Deposit	ACH payroll transfer	Payroll taxes for 12/22/12 pay period ending	Fee for payroll processing	Payroll 401(a)/457 Deposit	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	Program Payment	FSA Payments	FSA Payments	Bank Service Fee	Bank Service Fee	
Amount		363.83	1,001,703.54	14,204.33	4,483.43	77.60	1,826.56	14,172.68	4,434.58	74.90	1,796.74	9,328.25	5,200.00	6,455.67	8,333.33	1,621.08	28,056.82	2,025.00	22,000.00	4,000.00	2,083.33	6,666.67	12,916.67	6,250.00	11,208.33	4,166.66	17,325.00	38.46	38.46	470.56	4.18	1,385,577.05
Payee		Wells Fargo	US Bank	Payroll	Department of Treasury	Paychex	Valic	Payroli	Department of Treasury	Paychex	Valic	Boys & Girls Club of Snohomish County	Center for Human Services	City of Lynnwood	Community Health Center of Snohomish Co	Domestic Violence Services Snohomish Co	Edmonds School District No. 15	Edmonds Senior Center	Little Red Schoolhouse	Medical Teams International	Parent Trust for WA Children	Project Access Northwest	Providence Hospice & Home Care Foundation	Puget Sound Christian Clinic	Senior Services of Snohomish County	YWCA of Seattle, King and Snohomish Co	City of Edmonds Parks & Recreation	Benefit Solutions Inc.	Benefit Solutions Inc.	Wells Fargo	Wells Fargo	Total Wires/ACH Transactions
Date	Wire/ACH Activity:	11/13/2012	12/1/2012	12/14/2012	12/14/2012	12/14/2012	12/14/2012	12/28/2012	12/28/2012	12/28/2012	12/28/2012	12/15/2012	12/15/2012	12/15/2012	12/15/2012	12/15/2012	12/15/2012	12/15/2012	12/15/2012	12/15/2012	12/15/2012	12/15/2012	12/15/2012	12/15/2012	12/15/2012	12/15/2012	12/15/2012	12/4/2012	12/18/2012	12/14/2012	12/14/2012	

Total Disbursements

Purpose	Monthly lease	Monthly lease	Tax levy deposit	Lease payment	Refund for early cancellation of Work Comp Contract	Work Comp Refund	Refund for duplicate payment	Refund for un-used program funds	Ticket to Swedish Edmonds Gala	Interest Income	Interest Income	Monthly lease	Monthly lease	Tax levy deposit	Lease payment	Rebate for previous balance	2012 LTGO Bond - To pay expenses	Interest Income	Interest Income	Refund for overcharge	Ticket to Swedish Edmonds Gala	Ticket to Swedish Edmonds Gala	United Way Breakfast Ticket for Cheryl Foster 2011	United Way Breakfast Ticket for Cheryl Foster 2012	Misc. Receivables					
Amount	636,540.00	26,222.92	801,893.62	4,166.67	5,000.00	149.70	1,820.00	1,200.00	300.00	20.67	0.43	636,540.00	26,222.92	114,156.97	4,166.67	4.82	15,986.20	0.44	64.15	0.38	317.07	174.83	8.00	27.48	11.69	150.00	150.00	30.00	30.00	379,384.64
Payer	Swedish/Edmonds	Value Village	Snohomish County	Healthcare Realty Services, Inc.	Berkley Risk Administrators Co	NEW OPTIONS INC	Foster Pepper	Lynnwood Food Bank	Ash Consulting	Wells Fargo-interest	Comerica Interest	Swedish/Edmonds	Value Village	Snohomish County	Healthcare Realty Services, Inc.	LGIP	Piper Jaffray	Comerica Interest	Wells Fargo-interest	Wells Fargo-interest	Wells Fargo-interest	Wells Fargo-interest	Wells Fargo-interest	Wells Fargo-interest	Wells Fargo-interest	Lisa King	George Kosovich	Superintendent	Superintendent	Swedish/Edmonds
Date	11/1/2012	11/1/2012	11/10/2012	11/24/2012	11/6/2012	11/6/2012	11/15/2012	11/19/2012	11/27/2012	11/30/2012	11/30/2012	12/1/2012	12/1/2012	12/10/2012	12/24/2012	12/4/2012	12/5/2012	12/31/2012	12/10/2012	12/10/2012	12/10/2012	12/14/2012	12/17/2012	12/17/2012	12/31/2012	12/10/2012	12/10/2012	12/26/2012	12/26/2012	12/31/2012

Deposits:

2,654,740.27

Total Deposits

VERDANT HEALTH COMMISSION PUBLIC HOSPITAL DISTRICT #2 SNOHOMISH COUNTY, WASHINGTON

WARRANT APPROVAL

We, the undersigned Board of Commissioners of Public Hospital District #2 of Snohomish County, Washington, do hereby certify that the merchandise or services hereinafter specified have been received and that Warrant Numbers $\underline{10130}$ through $\underline{10176}$ have been issued for payment in the amount of $\underline{\$1,752,617.38}$. These warrants are hereby approved.

Attest:			
Lisa M. King		Commis	sioner
		Commiss	sioner
Warrants Processed:	11-1-12 – 12-31-12		211,308.74
Work Comp Claims Pd:	11-1-12 – 12-31-12		151,645.01
Payroll:	10-14-12 - 10-27-12 10-28-12 - 11-10-12 11-11-12 - 11-24-12 11-25-12 - 12-08-12 12-09-12 - 12-22-12	14,744.09 13,847.39 14,172.17 14,204.33 14,172.68	
			71,140.66
Electronic Payments:	Comerica Bank – Prof Liability Payroll Taxes Paychex Valic Retirement Benefit Solutions US Bank – Bond & Interest Bank Fees Program Expenditures	4,086.58 22,129.36 390.90 9,001.91 153.84 1,003,973.19 838.57 277,948.62	<u>1,318,522.97</u>
	Grand Total		\$1.752.617.38

PUBLIC HOSPITAL DISTRICT NO 2 OF SNOHOMISH COUNTY BOARD FINANCE COMMITTEE CHARTER

Role: The Role-role of the Finance Committee of the Board of Commissioners is 1) to recommend financial policies policy plans to the Board of Commissioners, and 2) to monitor financial results in order to assure the long-term financial viability of the District.

Responsibilities:

- 1. Review and recommend financial policies, for example, approval levels for budgets and expenditures.
- 2. Establish the assumptions and parameters used to develop capital and expense budgets.
- 3. Annually recommend the capital, and revenue and expense budgets.
- 4. Monitor financial indicators and present analyses <u>and recommendations</u> to the Board when indicators cross thresholds or otherwise warrant attention and action.
- 5. Recommend Board action on budget changes in accordance with Board policy guidelines.
- 6. Recommend <u>financial</u> auditor appointment to the Board and annually review the scope of the audit.
- 7. Receive <u>and review financial annual auditor's report annually as well as any Washington State Auditor's office reports</u> and recommend action to the Board <u>as necessary</u>.

7.

- 8. Approve asset allocation for Snohomish Public Hospital District Investment Program at least annually.
- 9-8. Receive and Review and monitor all District revenue and Linvestments, including leases, rental properties and new acquisitions. Performance Reports on quarterly basis covering all Investment programs.
- 9. Review pensions and benefits and make recommendations to the Board as necessary.
- 10. Review and monitor District's long range financial plan.

<u>Membership:</u> The Finance Committee shall consist of two board members and two community members. The CEO is an ex-officio member without vote. The chair of the Board appoints committee members annually, to coincide with the election of officers.

PUBLIC HOSPITAL DISTRICT NO 2 OF SNOHOMISH COUNTY BOARD FINANCE COMMITTEE CHARTER

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- 6. Recommend financial auditor appointment to the Board and annually review the scope of the audit.
- 7. Receive and review financial auditor's report annually as well as any Washington State Auditor's office reports and recommend action to the Board as necessary.
- 8. Review and monitor all District revenue and investments, including leases, rental properties and new acquisitions.
- 9. Review pensions and benefits and make recommendations to the Board as necessary.
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VERDANT HEALTH COMMISSION PUBLIC HOSPITAL DISTRICT #2 SNOHOMISH COUNTY, WASHINGTON

WARRANT APPROVAL

We, the undersigned Board of Commissioners of Public Hospital District #2 of Snohomish County, Washington, do hereby certify that the merchandise or services hereinafter specified have been received and that Warrant Numbers 10130 through 10176 have been issued for payment in the amount of \$1,752,617.38. These warrants are hereby approved.

Attest:	m 17-	
XISA	M. Kmg	
Lisa M. King		

Commissioner

Commissioner

Commissioner

Commissioner

Commissioner

\$1,752,617.38

		100	
Warrants Processed:	11-1-12 – 12-31-12		211,308.74
Work Comp Claims Pd:	11-1-12 – 12-31-12		151,645.01
Payroll:	10-14-12 - 10-27-12	14,744.09	
	10-28-12 - 11-10-12	13,847.39	
	11-11-12 - 11-24-12	14,172.17	
	11-25-12 - 12-08-12	14,204.33	
	12-09-12 – 12-22-12	14,172.68	1920-1974-1931
			71,140.66
Electronic Payments:	Comerica Bank - Prof Liability	4,086.58	
	Payroll Taxes	22,129.36	
	Paychex	390.90	
	Valic Retirement	9,001.91	
	Benefit Solutions	153.84	
	US Bank – Bond & Interest	1,003,973.19	
	Bank Fees	838.57	
	Program Expenditures	277,948.62	
			1,318,522.97

Grand Total

January 2013 Program Report

Summary of Programs for Discussion

- Three new funding applications
- One existing program is seeking expanded funding

New Funding Requests

Recommended for Funding:

Snohomish County Medical Reserve Corps – Health & Beauty Fair: seeking funds for a one-day Health
and Beauty Fair for women and girls of color. The March event at Edmonds Community College will
feature free health screenings, HIV testing, interactive health forums, community health resources,
healthy cooking demos, etc. The first event took place in Everett in 2012. The committee is
recommending fully funding the request at \$2,625 on a one time basis.

For Board Discussion:

- Cascade Bicycle Club Education Foundation helmets for low-income students in the Edmonds School District: seeking \$5,600 on a one time basis to provide 480 free bicycle helmets to low-income students and families in the Edmonds School District. The goal of the program is to ensure that all 3rd-8th grade students in the district have access to helmets and to increase the frequency with which students wear helmets. There is a clear connection to safety and injury prevention, but the committee wanted to discuss the proposal with the board.
- Community Health Center of Snohomish County Medicine for the Homeless: Community Health Centers of Snohomish County (CHC) is seeking \$50,000 to support prescription medications for homeless individuals. CHC partners with homeless service providers to identify patients, and medication is provided at no cost. The request is for a countywide program, and approximately 25% of the participants would presently reside in Verdant's district. The committee is recommending further discussion with CHC on this proposal. Given that program would provide services throughout Snohomish County, the committee would like to explore the possibility of CHC raising match funding from other sources, rather than having Verdant fund a countywide program. The committee also would like more specific information on the types of prescription drugs dispensed through the program.

Funding Expansion Requests

The Edmonds Senior Center is seeking increased funding for its Enhance Wellness program currently funded by Verdant. The program supports seniors who are dealing with chronic health issues. The original Verdant Grant was awarded for three years. Additional funds would be used to increase funding for the Social Worker and Nurse provided through the program, and to cover administrative costs. The committee is recommending funding the request for an additional \$29,916 per year for the next two years.

	Year 1	Year 2	Year 3
Original Award	\$36,000	\$24,300	\$24,300
Additional Request	\$0	\$29,916	\$29,916

Verdant Health Commission Proposal Summary January 2013

A	Ω	C	D	Е	4	9	T	_	ſ
Programs for January Review		Re	Request for funding			Priority Area	rea		
	Description	Year 1	Year 2	Year 3	Education & Empowerment	Prevention	Access to Healthcare	Policy & Advocacy	Primary Population Served
Snohomish County Medical Reserve Corps- Healthy & Beauty Fair	Seeking funds for a one-day Health and Beauty Fair for Women and Girls of Color. The March event at EdCC features free health screenings, HIV testing, interactive health forums, community health resources, beauty makeovers, healthy cooking demos, etc. First event took place in Everett in 2012.	\$2,625			×	×	×		Women
Community Health Center of Snohomish County - Medicine for the Homeless	Community Health Centers of Snohomish County (CHC) is seeking funds to support prescription medications for homeless individuals. CHC partners with homeless service providers to identify patients, and medication is provided at no cost. The request is for a countywide program, and approximately 25% of the participants would presently reside in Verdant's district.	\$50,000					×		Homeless
Cascade Bicycle Club Education Foundation	Cascade is seeking funds to provide 480 free bicycle helmets to low-income students and families in the Edmonds School District.	\$5,600				×			Youth
		\$58,225 \$0	\$0 Suibania lead	\$0					
Edmonds Senior Center - Enhance Wellness	Center is seeking increased funding for its rogram currently funded by Verdant. The nt was awarded for three years. Additional it to increase hours and wage levels for urse provided through the program, and stive costs.	\$36,000, including some start up costs \$\$	Request to increase from \$24,300 to \$54,216	Request to increase from \$24,300 to \$54,216	×	×	×		Seniors
46.41	Increase Requested	\$0	\$29,916	\$29,916	100				

Public Hospital District 2, Snohomish County

Program Payout Schedule

ccou	nt		Actual 2012		Budget 2013		Budget 2014
100 .	Grants						
Co	ommitted					1	
	Edmonds Senior CenterEnhanced Wellness	\$	24,075	\$	24,300	\$	18,22
	Edmonds School District Move 60!	\$	313,445	\$	382,188	\$	315,46
	3rd Grade Swim Lessons	\$	49,685	\$	146,000	\$	126,00
	City of Edmonds Xfit Training Camp	\$	69,300	\$	1-1	\$	2
	Boys & Girls Club Healthy Habits	\$	102,601	\$	111,939	\$	74,62
+	City of Lynnwood Move 60: Teens!	\$	77,468	\$	77,468	\$	77,46
1	City of Lynnwood Get Movin'	\$	52,250	\$	52,250	\$	52,25
+	Senior Services Care Coordination	\$	138,625	\$	100,875	\$	3
1	Little Red Nurse Family Partnership	\$	264,000	\$	264,000	\$	-
-	CHS Counseling Services	\$	62,400	\$	-	\$	-
+	Project Access Northwest	\$	80,000	\$	80,000	\$	66,66
+	CHC-S/E Emergency Room Diversion Project	\$	100,000	\$	100,000	\$	83,33
+		\$		\$	75,000	\$	-
-	Edmonds Mobile Medical Clinic		62,500			\$	
	Parent Trust Continuum of Family Support Services		20,834	\$	25,000		4,16
	Domestic Violence Services of Snoh Co	\$	9,726	\$	19,453	\$	19,45
	Providence Hospice & Home Care Foundation	\$	90,417	\$	155,000	\$	155,00
	YWCA Children's Domestic Violence	\$	16,667	\$	25,000	\$	25,00
	Mobile Dental Program	\$	20,000	\$	48,000	\$	48,00
	Lynnwood Fire Department	\$	66,807	\$	15,625	\$	
	PEPS	\$	(4)	\$	40,000	\$	40,00
11	Perscription Assistance*	\$		\$	50,000	\$	50,00
	YWCA Mental Health Counseling	\$	4,167	\$	25,000	\$	25,00
	EdCC Student Health & Wellness Program*	\$	- 4	\$	153,047	\$	144,38
	Center for Healthy Aging*	\$	1.	\$	524,615	\$	524,61
	Advanced Basics of Bicycling	\$	2	\$	32,000	\$	32,00
17	Cascade Bicycling Club Policy Proposal	\$	-	\$	45,000	\$	25,00
1	American Diabetes Assocation*	\$	-	\$	50,000	\$	50,00
	Snohomish County Fall Prevention*	\$	-	\$	3,000	\$	-
1	Center for Human Services Youth Counsleing	\$	- 1	\$	162,284	\$	162,28
	One-Time Commitments	\$	31,500	\$	14 M	\$	~
Te	otal Committed	Ś	1,656,467	\$	2,787,044	Ś	2,118,94
100	ot Committed (Available to Spend)	_	2,114,918	\$	2,960,806	-	2,611,05
	Grants	_	3,771,385	\$	5,747,850		4,730,00
		Ť	-,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			Ė	
300	. Internal Programs						
Bo	oard Approved					-	
	Whooping Cough	\$	113,331	\$	24,000	\$	
1	6 Weeks to a Healthier You	\$	10,285	\$	80,000		unknown
To	otal Board Approved	\$	123,616	\$	104,000	\$	
-	otential Internal Programs	Ť		-		-	
1	Community Needs Assessment	\$	- 4	\$	133,150	\$	
T	otal Potential	\$	-	\$	133,150	\$	- 2
1	Internal Programs	\$	123,616	\$	237,150	\$	
	Disambiguage						
200	. Discretionary	-		-			
-	ommitted	ċ	3,000			-	
-		\$		è		è	
-	Sobering Center Feasibility Study	1 3	78,157	\$	-	\$	
-	6 Weeks to a Healthier You		r nan			\$	~
Co	6 Weeks to a Healthier You Whooping Cough Postcard Mailing	\$	5,000	\$		- 4	
To	6 Weeks to a Healthier You Whooping Cough Postcard Mailing otal Committed	\$	86,157	\$	- 15	\$	
To	6 Weeks to a Healthier You Whooping Cough Postcard Mailing otal Committed ot Committed (Available to Spend)	\$		_	315,000 315,000		unknown -
To	6 Weeks to a Healthier You Whooping Cough Postcard Mailing otal Committed ot Committed (Available to Spend) Discretionary Programs	\$ \$	86,157 118,843	\$	315,000	Ī	- unknown - 4,730,00

January 2013 Marketing Report

Summary

- 6 Weeks to a Healthier You Update
- Website Update
- Other Program Events

6 Weeks to a Healthier You Update

Dates Scheduled

All sessions are scheduled to run from 6:30-8:00 p.m. at the Lynnwood Convention Center.

- Monday, May 13
- Monday, May 20
- Tuesday, May 28
- Monday, June 3
- Monday, June 10
- Monday, June 17

Website Update

- Current work: Writing content for the site and reviewing the initial design concepts
- Launch date: Targeting April 2013

Other Program Events

 Go Red BetterU launch through the American Heart Association from 11 a.m. – 3 p.m. Feb. 2 at Alderwood Mall Center Court (near Macy's)



District Superintendent/Executive Director **Compensation Survey Project** Presentation

Prepared for Public Hospital District No. 2, Snohomish County January 23, 2013

MORGAN CONSULTING RESOURCES

Purpose of the Compensation Survey Project

Determine through Primary & Secondary Research Benchmark Compensation

For

District Superintendent/Executive Director position Verdant Health Commission

MORGAN CONSULTING RESOURCES

Morgan Consulting Resources Background

- · Human Resources Consulting
- · Exclusively in Healthcare
- · Offer a variety of services
 - Compensation Reviews
 - Onboarding assistance
 - Recruiting
 - Executive coaching
 - Talent management analysis
 - Special Projects

MORGAN CONSULTING RESOURCES

Salary & Benefits Comparison

Benchmarking Sources

- · Utilized Proprietary Information WA **Employers**
- COLI Information from C2ER Survey
- · Other Secondary Research
- · Confidential Interviews & Primary Research

MORGAN CONSULTING RESOURCES

Project Research Findings

Key Propriety Survey - Wages

- Compensation excluding Benefits
- · Survey Over 300 WA Organizations Participated
- · Based on Comparable Size Category

MORGAN CONSULTING RESOURCES

Project Research Findings

	Non-Profit General Group	Information/ Interviews Five EDs/CEOs*	Information/ Interviews Five EDs/CEOs**
Weighted Average	\$169,252	\$195,554	\$169,764
75th Percentile	\$201,599	\$230,246	\$177,600
*Actual base sa **Location adju	laries isted to Everett, V	VA	

2

Benefits gnment

Good Benefits Alignment

- · Current Verdant Hospital used as Baseline
- Interview Questions
- · Reviewed Study Sources

MORGAN CONSULTING RESOURCES

Conclusions

Compensation package is comparable to similar positions when considering numerous variables such as:

- Scope of Responsibility
- Size of Organization
- Experience
- Geographic Location

MORGAN CONSULTING RESOURCES

Thank You

MORGAN CONSULTING RESOURCES

Wage Adjustments

State of Washington Non-Profit Data

- 2011 22% of organizations gave increases
- Those reporting a % averaged 2.9%
 General Estimates reviewing multiple sources
- 2012: Averages range from 1.5% to 3%
- 2013: Projected to be similar to 2012

MORGAN CONSULTING RESOURCES

Survey Findings All Participating WA Employers

	Low Rate	High Rate	Weighted Average	75 th Percentile
Comparative Averages	-			
Revenue \$5- 10 M	\$72,322	\$255,840	\$136,308	\$146,822
Revenue \$10 M+	\$52,499	\$328,640	\$169,252	\$201,599
		м	ORGAN CONSUL	TING RESOURCE