

Meeting	Joint Meeting Between Morrow County (MC) and Morrow County Health District (MCHD)		
Date / Time	February 13, 2024 at 6:00 p.m.	Location	Port of Morrow 2 Marine Drive NE, Boardman, OR 97818
Chairs	Morrow County: David Sykes Morrow County Health District: Diane Kilkenny	Recorder	Sam Van Laer
Board Members	Morrow County: David Sykes, Jeff Wenholz, Roy Drago Jr Morrow County Health District: Diane Kilkenny, John Murray, Stephen Munkers, Trista Seastone, Scott Ezell		
Staff/Guests/Press	Morrow County Staff: Valerie Ballard, Greg Goebel (arrived 6:10 p.m.), Matthew Jensen Morrow County Health District Staff: Emily Roberts, Nicole Mahoney, Sam Van Laer Guests: Troy Bundy Press: None		

<p>Mission Bring essential health services to our rural communities that meet the unique needs of the people we serve.</p>	<p>Vision Be the first choice for quality, compassionate care, and lead the way in promoting wellness and improving health in our communities.</p>	<p>Values Integrity, Compassion, Quality, Respect, Financial Responsibility</p>
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Agenda Item	Minutes
<p>1. Call to Order and Pledge of Allegiance</p>	<p>The meeting was called to order at 6:00 p.m. by Diane Kilkenny and David Sykes. Attendees recited the Pledge of Allegiance. The Board Members and staff at the table introduced themselves.</p> <ol style="list-style-type: none"> 1. Diane Kilkenny, MCHD Board Chair 2. Trista Seastone, MCHD Board Vice Chair 3. Stephen Munkers, MCHD Board Member 4. John Murray, MCHD Board Member 5. Scott Ezell, MCHD Board Member 6. Roy Drago Jr, MC Commissioner 7. David Sykes, MC Board Chair 8. Jeff Wenholz, MC Commissioner 9. Matthew Jensen, MC Staff 10. Valerie Ballard, MC Staff 11. Sam Van Laer, MCHD Staff 12. Emily Roberts, MCHD Staff <p>Morrow County Health District reviewed their minutes from the previous joint meeting with the Morrow County Board of Commissioners on February 8, 2024.</p>

MCHD MOTION: John Murray made a motion to approve the Morrow County Health District minutes from the joint meeting between the Morrow County Board of Commissioners and the Morrow County Health District Board of Directors on February 8, 2024. Stephen Munkers seconded the motion. All Morrow County Health District Board members in favor (Kilkenny, Seastone, Munkers, Murray, Ezell), motion passes unanimously.

Morrow County reviewed their minutes from the previous joint meeting with the Morrow County Health District Board of Directors on February 8, 2024.

MC MOTION: David Sykes made a motion to approve the Morrow County minutes from the joint meeting between the Morrow County Board of Commissioners and the Morrow County Health District Board of Directors on February 8, 2024. Jeff Wenholz seconded the motion. All Morrow County Board Commissioners in favor (Sykes, Drago, Wenholz), motion passes unanimously.

At 6:05 p.m. David Sykes announced that during the course of negotiations either Board may enter executive session to consult with legal counsel. Executive sessions shall be convened under ORS 192.660(2)(f) to consider information or records that are exempt from public inspection pertaining to ongoing or anticipated litigation exempt from disclosure under ORS 192.345(1) or ORS 192.660(2)(f) to consider information or records that are exempt from public inspection pertaining to confidential attorney-client communications facilitating the rendition of legal services. David Sykes stated that they would go to another meeting room for 10 to 15 minutes for executive session.

At 6:07 p.m. Diane Kilkenny announced that the Morrow County Health District Board of Directions will recess until the Morrow County Board of Commissioners adjourn from their executive session.

At 6:35 p.m. Diane Kilkenny ended the recess by stating that the MCHD Board would like to initiate contract negotiations. Diane Kilkenny also inquired under the Freedom of Information Act as to whether any other ambulance service proposals have been received by Morrow County and what the criteria the BOC is using to evaluate the contract proposals.

Jeff Wenholz responded that based off of their legal counsel's opinion, it would be illegal for the County to enter into a long-term contract until an ASA is adopted. Diane Kilkenny asked if any contract proposals were received. Jeff Wenholz stated that once the ASA is approved, the County will send out a contract template for any parties interested in providing ambulance services.

Trista Seastone asked what the purpose of these joint meetings are if the County is saying they will not negotiate. Jeff Wenholz stated that the County has been clear that they will not approve contracts until the

	<p>ASA has been adopted. Trista Seastone asked the County what their interim plan is for ambulance services while they are waiting for their ASA to be approved. David Sykes reported that this leads the meeting to agenda item number two.</p>
<p>2. MC 90-Day Notice: Extension of Rescind? 2. MCHD Initiate Contract Negotiations</p>	<p>MC Motion: David Sykes moves that the Morrow County Commissioners requests that Morrow County Health District extend its ambulance services past the date of vacation, to terminate upon the County and the OHA approving the ASA Ordinance and ASA Plan, the County’s selection of Providers for the ASAs, and the transfer, if necessary, of ambulance services to the designated Providers. Jeff Wenholz seconded the motion. All Morrow County Board Commissioners in favor (Sykes, Drago, Wenholz), motion passes unanimously.</p> <p>At 6:39 p.m. Diane Kilkenny announced that the MCHD Board would enter into executive session. Diane Kilkenny states the MCHD Board will convene under ORS 192.660(2)(f) to consider information or records that are exempt from public inspection pertaining to ongoing or anticipated litigation exempt from disclosure under ORS 192.345(1) and ORS 192.660(2)(f) to consider information or records that are exempt from public inspection pertaining to confidential attorney-client communications facilitating the rendition of legal services.</p> <p>At 7:15 p.m. the MCHD Board exited executive session. Diane Kilkenny inquired if the County’s legal counsel was present. The BOC reported that their attorney had a scheduling conflict.</p> <p>Diane Kilkenny addressed the County BOC stating, “first, before you decide to terminate negotiations on the contract, we have provided you with an opinion letter from our counsel that provides a pathway through the negotiation process. First, Oregon law is clear that public bodies can negotiate contracts amongst themselves without running afoul of the other legal impediments you are concerned about. The process you are referencing applies to private entities, and does not apply here. Second, we are currently operating under a 1998 ASA Plan, and a service contract can be entered into at any time while working under the plan. We do not need to wait for a new plan to be approved, since any agreement we enter into now can incorporate any future ASA Plan by its terms. Third, the County also has the option of cancelling the 1998 plan, as it did with the 2021 ASA Plan, and Oregon law allows a pathway for public districts to work directly with the county under ORS 190.010 and ORS 682.066. In essence, there are multiple ways we can get this done in keeping with Oregon law. In response to your counter-motion this evening about an extension, we would agree to an extension of the service termination date. However, you did not propose any time limit for such an extension in your motion. We need a specified time because we will not be able to keep staff without one. Our contract proposed a 5-year extension. We will allow for a 2-year extension of the termination date. But this is a minimum, and our other reimbursement terms apply. We can no longer</p>

subsidize the service the county is required by law to provide and we would likely not even be able to accommodate your request as a practical matter without the necessary staff to meet your request.”

Jeff Wenholz stated that he has a memo from his attorney that states the opposite. Jeff Wenholz reported that they cannot move forward with a long-term contract until the new ASA is approved citing that the County has to have control over selection of the providers. Diane Kilkenny stated that the County is operating under the 1998 ASA plan.

David Sykes reports that they did not include an actual end date in the motion because they don't know when the OHA will be done reviewing the new ASA. David Sykes reports that the BOC wants MCHD to provide service until they resolve their plans.

John Murray discussed his view on the looming healthcare crisis for Morrow County should the BOC continue to cause financial destabilization for MCHD. David Sykes responded that the topic is not relevant to the current ASA discussion. Scott Ezell discussed staffing stability concerns and the difficulties with retaining staff with the potential that they will not have employment.

David Sykes inquired as to why the MCHD Board will not extend the 90-day notice to vacate deadline in March 12th and give stability to the public. Diane Kilkenny asked David Sykes if he believes the County is giving stability to the public. John Murray interjected that the BOC has been in this process for nine months when they County voided the ASA in April of 2022. Diane Kilkenny stated that the OHA has the 2022 ASA as approved on their website. Diane Kilkenny states that the County can bring stability by engaging in a 2-year contract.

Diane Kilkenny inquired what the County's plan will be on March 12th if there is no extension. Jeff Wenholz reports that Matthew Jensen has been working behind the scenes to secure ambulances, equipment and personnel so there will be no break in services if MCHD decides not to extend the March 12th deadline.

Diane Kilkenny inquired if these services were put out for RFP and asked if AMR was being used for the equipment as they are a private entity. David Sykes answered that after March 12th there will not be a break in services.

Scott Ezell inquired why the County is entering into contracts for services with other entities, but not willing to negotiate with MCHD. Jeff Wenholz responded that the County can make short-term plans. MCHD Board asked the definition of “short-term,” as two years is considered short-term to the MCHD Board.

Matthew Jensen reports the purpose of this meeting is to find out if MCHD will extend the 90-day notice indefinitely or if the County should finalize other arrangements. Matthew Jensen reports that it would be easier on the County if the MCHD Board agreed to the BOC's motion.

Emily Roberts reported MCHD legal counsel's opinion states entering into a service contract is allowable under the 1998 ASA that the County claims to be operating under or another option is an IGA, both are allowable.

Diane Kilkenny proposed to review MCHD proposed contract line by line, because MCHD cannot agree to any agreements that are not in writing. David Sykes reports that the County does not know when they will be able to settle this issue, which is why they want an indefinite extension. Scott Ezell states that a 2-year contract would give the County the time to complete their process.

Trista Seastone asks that the BOC to determine what their parameters are on the legal definition of short-term and what they can actually negotiate. Diane Kilkenny asks for a counter proposal if the County does not agree with MCHD proposed contract as the MCHD Board still wants to negotiate, but the proposal needs a timeframe.

Roy Drago Jr reports that the County does believe they can negotiate contracts, just not long-term contracts until the ASA is approved and the County needs to clarify with their counsel was is deemed as "short-term."

At 8:09 p.m. David Sykes announced the BOC would enter into executive session under ORS 192.660(2)(f) to consider information or records that are exempt from public inspection pertaining to ongoing or anticipated litigation exempt from disclosure under ORS 192.345(1) or ORS 192.660(2)(f) to consider information or records that are exempt from public inspection pertaining to confidential attorney-client communications facilitating the rendition of legal services.

At 8:34 p.m. David Sykes announced that the BOC executive session ended. Jeff Wenholz reported that after consultation with legal counsel, the County is prepared to offer an interim contract ending June 10, 2024 to be negotiated between County staff and legal and MCHD staff and legal and meet February 22, 2024 for adoption by both Boards. Jeff Wenholz clarified that the offer is for an interim contract for providing services past March 12, 2024 for another 90 days.

At 8:36 p.m. Diane Kilkenny announced that the MCHD Board would enter into executive session under ORS 192.660(2)(f) to consider information or records that are exempt from public inspection pertaining to ongoing or anticipated litigation exempt from disclosure under ORS 192.345(1) and ORS 192.660(2)(f) to

	<p>consider information or records that are exempt from public inspection pertaining to confidential attorney-client communications facilitating the rendition of legal services.</p> <p>At 9:10 p.m. Diane Kilkenny announced that the MCHD Board would exit executive session and return to public session. Diane Kilkenny stated that the MCHD Board cannot contractually obligate the Health District to a 90-day extension because the District may not be able to staff the positions. Diane Kilkenny reported that MCHD staff as individuals have already started looking for other positions and Health District cannot safely run ambulance service under less than a 2-year contract, which is considered short term in EMS. Diane Kilkenny stated that the MCHD Board is willing to negotiate a 2-year extension.</p> <p>Jeff Wenholz stated that the MCHD Board has already heard the County’s position so they will assume ambulance operations on March 12th. David Sykes stated that agenda item number two was completed.</p>
<p>3. MC Provider Agreement. IGA or ASA Service Agreement</p> <p>3. MCHD Agreement and Discussion on Regulatory Authority to Execute Intergovernmental Agreement</p>	<p>Diane Kilkenny asked if the County wanted to continue with the agenda. David Sykes stated that the next agenda item was MCHD’s item to discuss. Jeff Drago Jr stated that the County’s agenda item number three was already covered as the County wants to work under the proposed ASA rather than an IGA.</p>
<p>4. MC Multiple Areas/Multiple Providers</p> <p>4. MCHD Establish Timeline for Resolution by March 12, 2024</p>	<p>Jeff Wenholz reported that the proposed ASA is broken into three different service areas and asks if MCHD is interested in serving one, two, or three rather than an exclusive contract for the entire County. Diane Kilkenny stated that the MCHD Board will have to see the ASA.</p> <p>Diane Kilkenny stated that MCHD is interested in continuing negotiations. David Sykes stated that they have to wait for the ASA plan to be approved.</p>
<p>5. Topics and Date for the Next Meeting</p>	<p>Neither the MCHD Board nor the BOC could identify topics to meet again about since neither Boards could agree on the length of interim service. MCHD Board discussed the reasons a three-month extension is not feasible due to ability to staff.</p> <p>David Sykes stated that MCHD “started this” by giving a 90-day notice. Diane Kilkenny stated the issue began when the County tore up the 2022 ASA. David Sykes asked for that to not be discussed. John Murray pointed out that it seems the Boards are at impasse. Both Boards agree that they would like to find a path forward and agree to meet when the County’s ASA is completed.</p>

	Roy Drago Jr asked for copies of the proposed MCHD ambulance service contract and the written legal opinion on the County entering into an agreement. Diane Kilkenny stated they were previously emailed to the BOC and also have copies to provide the BOC at this meeting.
6. Good of the Order	None.
7. Adjourn	At 9:27 p.m. David Sykes announced that the BOC adjourns. At 9.28 p.m. Diane Kilkenny announced that the MCHD Board adjourns. With no further business to come before the Board, the Special Session adjourned at 9:27 p.m. Minutes taken and submitted by Sam Van Laer. Approved March 25, 2024.

Promise of Excellence

Compassion: Being motivated with a desire to assist patients and staff with empathy and kindness and committed to going the extra mile to ensure patients and staff feel comfortable and welcomed.

Respect: Recognizing and valuing the dignity and uniqueness of everyone. Respect creates a work environment based on teamwork, encouragement, trust, concern, honesty, and responsive communication among all employees and our patients.

Integrity: Encompassing honesty and consistently adhering to the principles of professionalism and accountability with our patients, fellow employees, and community partners. Integrity is at the heart of everything we do.

Excellence: Creating standards of performance that surpass ordinary expectations. We want to make this the place where patients want to come, our providers want to practice, and people want to work!