

The regular meeting of the Board of Commissioners of the Whidbey Island Public Hospital District was called to order at 11:00 am by Board President, Commissioner Golder. Present were Commissioner, James Golder; Commissioner, Marion Jouas; Commissioner, Jamie Canby; Commissioner, Greg Richardson; Commissioner, Ron Wallin; Chief of Staff, Dr. Robert Rookstool; Chief Executive Officer, Nathan Staggs; Chief Financial Officer, Paul Rogers; Executive Director of Quality and Transformation, Shanna Harney-Bates; Administrative Chief of Staff, John Gleason. Dominic Symes from HealthTech was also in attendance.

**Consent Agenda**

CEO Nathan Staggs asked to add an Executive Session to the meeting at the conclusion of the public comment period. The purpose of the executive session will be to address personnel and legal matters.

Approval of the October 23, 2025 Board Meeting Minutes - Commissioner Wallin motions to approve. Commissioner Canby seconds the motion. The October 23, 2025 Board Meeting minutes are approved.

Approval of the November 13, 2025 Board Special Session minutes. Commissioner Wallin motions to approve. Commissioner Jouas seconds the motion. The November 13 board special session minutes are approved.

**Veteran Services Update**

Bill Larsen, Deputy Director, Island County Human Services.

Island County has the highest number of veterans per capita than any other Washington County at 17%. Director Larsen outlines the services provided to veterans on the island along with details about processing claims and total benefits received. Island County Veterans Services also work closely with other veteran resource groups on the island.

**Call to Order/Points of Order**

Executive Session - The executive session will be taken to discuss personnel issues under RCW 42.30.110(f). The executive session will last 30 minutes and will include the members of the board, Chief of Staff Robert Rookstool, HealthTech representative Dominic Symes, Paul Rogers and CEO Nathan Staggs.

Commissioner Wallin motions that following the public comment section of the agenda that the board will move to Executive Session for a duration of 30 minutes. Commissioner Richardson seconds the motion. The motion is approved.

Resolution #481 - Approval of the 2026 budget - At the prior special board meeting session, Paul presented the 2026 budget to the board. Since that time there have been no changes to the budget. Paul requests that the board approve priorities 1 and 2 of the capital expenditure requests for 2026 totaling \$2,955,285.

Commissioner Richardson motions to approve resolution #481. Commissioner Wallin seconds the motion. Resolution #481 is approved.

Resolution #482 - Approval of the board meeting dates for 2026 - Board meeting dates will be the 4<sup>th</sup> Thursday of each month with the exception of November and December when the meetings will be held on the third Thursday.

Commissioner Wallin motions to approve resolution #482. Commissioner Jouas seconds the motion. Resolution #481 is approved.

**Public Comments**

Michelle Aube, Lead Nurse Anesthetist - Asks the board to consider moving the time of the board meeting to later in the day, perhaps 4:00 or 5:00 pm to allow medical staff

to attend the monthly board meetings. Michelle expresses her belief in the positive direction that WhidbeyHealth is headed in under the current leadership.

Dr. John Hassapis - Dr. Hassapis was prompted to come to this meeting to provide insight into the history of the past 3 CEOs at WhidbeyHealth. He expresses his support for Nathan Stagg's work as CEO by using a baseball pitching analogy.

### **Executive Session**

Commissioner Golder moves the board to executive session. The executive session will last for a total of 30 minutes, and the board meeting will resume in an open session at 12:15 pm. The board moves into executive session at 11:43 pm. Executive Session starts at 11:46 pm. The Executive Session concludes at 12:13 pm and the board resumes open session at 12:15 pm. No votes or decisions were made in the executive session.

### **HealthTech Report**

Dominic Symes, HealthTech

HealthTech recently put out a cyber security playbook that was sent out to all CEOs and Dominic would like to send it out to all the board members. There are also new threats being distributed through digital advertising. The 2026 HealthTech conference will be held in Charleston. The dates have not been confirmed, but they are looking at October 8. Dominic would like to do an education seminar regarding EGW, possibly at the January board meeting. Dominic will be reviewing Nathan's evaluation in December and possibly into January.

### **Medical Staff Report**

Chief of Staff, Dr. Robert Rookstool

Dr. Rookstool presents the credentials report to the board.

### **INITIAL APPOINTMENTS**

- Kenneth Caldwell, MD - Orthopedic Surgery Locum, Provisional Courtesy
- Randall Snyder, MD - Tele-Radiology, Tele-Medicine
- Feng Wang, MD - Cardiology, Tele-Medicine

Commissioner Richardson motions to approve the Initial Appointments. Commissioner Wallin seconds the motion. Motion is approved.

#### **ADVANCEMENTS**

- Martin Collier, MD - Orthopedic Surgery, US Navy, Courtesy
- Jennifer Gruenwald, ARNP - Hospice, Courtesy
- Nils "Ward" Naviaux, MD - Emergency Medicine, Active
- Dillenia Rosica, MD - Tele-Radiology, Tele-Medicine

Commissioner Richardson motions to approve the Advancements. Commissioner Wallin seconds the motion. Motion is approved.

#### **REAPPOINTMENTS**

- Larry "David" Carnes, PA-C - Walk in Clinic, Active
- Paul Craig, MD - Radiology, Active

Commissioner Richardson motions to approve the Reappointments. Commissioner Wallin seconds the motion. Motion is approved.

**Medical Staff Bylaws - Cancer Committee** - The cancer committee will include members recommended by the commission on cancer. That data is used to form our cancer committee.

Commissioner Jouas motions to approve the Medical Staff Bylaws - Cancer Committee. Commissioner Wallin seconds the motion. Motion is approved.

**Medical Staff Policy #33 - Anesthesia Services** - The change to this policy is that the anesthesia department lead will report to surgery. This change was based on a DNV document review and recommendation.

Commissioner Canby motions to approve Medical Staff Policy #33. Commissioner Jouas seconds the motion. Medical Staff Policy #33 is approved.

**Privilege Request Form - Ophthalmology** - The Ophthalmology credential set was reviewed and adjusted the current scope of practice and what is required from oversight.

Commissioner Canby motions to approve the Ophthalmology privilege request form. Commissioner Jouas seconds the motion. Privilege Request Form - Ophthalmology is approved.

**Privilege Request Form - Surgical Podiatry** - The credentials for the surgical podiatry needed to be updated. This credential committee reviewed the form and made adjustments. We need to have the credentials established so that we are ready once we have a surgical podiatrist employed at the hospital.

Commissioner Jouas motions to approve the Surgical Podiatry privilege request form. Commissioner Wallin seconds the motion. Surgical Podiatry Privilege Request Form is approved.

**Privilege Request Forms - Primary Care MD/DO, Primary Care Nurse Practitioner, Primary Care PA-C, Walk-in Clinic MD/DO, Walk-in Clinic Nurse Practitioner, Walk-in Clinic PA-C** - The Credentialing committee made the modification to make sure any future telemedicine rollouts are covered by our credentialing.

Commissioner Jouas motions to approve the listed privilege request forms for primary care and the walk-in clinics. Commissioner Canby seconds the motion. The Privilege Request Forms for Primary Care MD/DO, Primary Care Nurse Practitioner, Primary Care PA-C, Walk-in Clinic MD/DO, Walk-in Clinic Nurse Practitioner, and Walk-in Clinic PA-C are approved.

### **Quality and Compliance Report**

Executive Director of Quality and Transformation, Shanna Harney-Bates

Shanna presents the November Quality report to the board. Four leaders attended the Washington State Hospital Association Quality Leader Learning Collaborative. We are implementing new electronic policy software. A successful emergency department skills fair was completed in the first week of November.

Strategic Plan Update - Each strategic focus area had 3 goals each, with 8 ELT champions and 15 goal tenders. Shanna reviews challenges and successes for completed focus areas thus far as well as projected that have begun and are expected to be completed in 2026.

### **Financial Report**

Chief Financial Officer, Paul Rogers

WhidbeyHealth is reporting a net surplus of \$156k for October. Gross operating revenue exceeded budget by \$6.9 million. Year to date our surplus totals \$683k. Up until this past September, we had been mistakenly reporting 2024 expenses in 2025. Since making that correction, our 2025 expense results have changed. Days cash on hand is at 14 days. We are projecting to be at 31 days by May 2026. We expect to see shifts in revenue by payer once Medicare cuts affect our patients.

### **IT and Facilities Report**

Chief Executive Officer, Nathan Staggs

There are about two rooms left to be upgraded as a part of the ER remodel. We expect it to be finished in the next week or so.

### **Nursing Report**

Chief Executive Officer, Nathan Staggs

By the end of the year, we should be down to only 1 traveler in the OB department.

### **Operations and Outpatient Services Report**

Chief Executive Officer, Nathan Staggs

We have signed a term sheet with a pain management provider and with three new primary care Nurse Practitioners. Many of them will start early next year. We are close to coming to terms with a second Orthopedic provider.

### **Administrator Report**

Chief Executive Officer, Nathan Staggs

No updates at this time.

### **General Board Items**

**Board Approval of Environment of Care Plan 2026** - Commissioner Wallin motions to approve the Environment of Care Plan. Commissioner Richardson seconds the motion. The Environment of Care Plan is approved.

**Board Approval of the Board Bylaws** - Commissioner Wallin requests to make a change to chapter, to add a third item - That in order to run for president of the board, you would have to have been on the board for 1 year.

Commissioner Wallin motions to add this change to the board bylaws requiring 1 year of experience to be considered for the office of president. Commissioner Richardson seconds the motion. The ammendment is approved.

Commissioner Richardson requests to make a change to create a more formalized policy regarding internal auditing. The board needs to be assured that the financial resources are appropriately safeguarded. He emphasized that how that is done is not up to the board.

Commissioner motions to omit the line in section 5 stating that the Chief Financial Officer is to be appointed as the auditor of the district. Commissioner Canby seconds the motion. The amendment is approved.

Commissioner Jouas points out that the RCWs have very specific language about treasurers.

Commissioner Canby makes a motion to amend section 6 of Chapter 3 regarding the role of the treasurer as such: the first sentence “the Board of Commissioners may appoint by resolution an employee of WhidbeyHealth as the Treasurer of the District pursuant to RCW 70.44.171, upon request of the CEO or CFO.” All sentences following that portion of the section are to be removed. Commissioner Richardson seconds the motion. The motion to amend the bylaws is approved.

Commissioner Wallin motions to approve the board bylaws as amended. Commissioner Richardson seconds the motion. Board bylaws are approved as amended.

#### Commissioner Comments

Commissioner Jouas thanks Shanna for her and her teams work on the Strategic Plan.

Commissioner Richardson motions to remove Commissioner Golder from his position as president of the board without any inference to his position as commissioner.

Commissioner Wallin seconds the motion.

As the acting secretary, Commissioner Wallin will temporarily take over as the president position. Commissioner Wallin calls for a vote in favor of removing Commissioner Golder from his position as President. Votes in favor include Commissioners Jouas, Richardson, and Wallin. There are no votes against.

Commissioners Canby and Golder abstain from voting. By a 3-2 majority, the motion to remove commissioner Golder as president.

Commissioner Golder motions to nominate Commissioner Jouas as Chairman of the Board. Commissioner Richardson seconds the motion. Commissioner Jouas is appointed as the President of the Board of Commissioners.

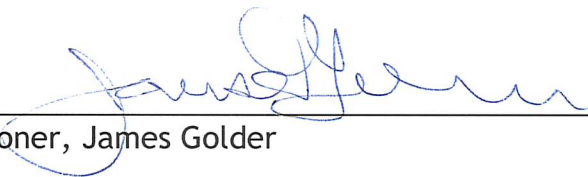
A vote for a secretary will have to take place next year as the current secretary Commissioner Wallin is departing the board at the end of December.

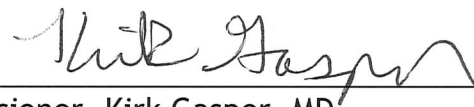
Adjournment

Commissioner Richardson motions to adjourn the meeting. Commissioner Wallin seconds the motion. The meeting is adjourned at 1:05 pm. Minutes taken by John Gleason.

  
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President of the Commission, Marion Jouas

  
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Secretary of the Commission, Ron Wallin

  
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Commissioner, James Golder

  
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Commissioner, Kirk Gasper, MD

