

Board of Commissioners Meeting Minutes
January 22, 2026
11:00 am

Agenda	Discussion	Action Items
<p>Call to Order</p>	<p>Call to Order The meeting of the board of commissioners meeting of WhidbeyHealth Medical Center was called to order at 11:00 am by board president Marion Jouas.</p> <p>Commissioners present: Marion Jouas, James Golder, Kirk Gasper MD, Jamie Canby, Mark Borden MD.</p> <p>Present: Nathan Staggs, CEO; Paul Rogers, CFO; Shanna Harney-Bates, Exec. Dir. of Quality and Transformations; Robert Rookstool MD, Chief of Staff; Justin Williams MD, Chief of Staff future, John Gleason, Administrative Chief of Staff. Dominic Symes, HealthTech</p>	
<p>Consent Agenda</p>	<p>Approval of Board Minutes</p> <ul style="list-style-type: none"> Approval of the December 18, 2025 Board Meeting Minutes 	<p>Motion to Approve: Comm. Golder Seconded: Comm. Canby Motion is approved</p>
<p>Call to Order/Points of Order</p>	<ul style="list-style-type: none"> Officer Elections - Since there was an election in November, the board is required to elect officers for president and secretary in the January board meeting in accordance with board bylaws. <p>Discussion:</p> <ul style="list-style-type: none"> Commissioner Jouas remarks that Commissioner Golder has had two years as president and would like to see a change in board leadership. Commissioner Borden mentioned an article in the newspaper that he found convoluted and stresses a need for the board to be more transparent with the community. He continues with a comment about the board bylaws, particularly a section around due process regarding removal a commissioner from the position of board president. He expressed the need for the board to work with complete transparency moving forward. Discussion ensues between Commissioner Borden and Commissioner Jouas about the particular details of the board bylaws, both before they were recently amended at the November 2025 meeting and after. Commissioner Borden states that he has multiple sets of bylaws although the origin of those bylaws is unclear. Commissioner Jouas attempts to move the board meeting to Executive Session. Commissioner Golder motions to proceed with the election of officers and hold the Executive Session after that election. Commissioner Borden seconds the motion. 	<p>Nomination of President, James Golder: Comm. Borden Seconded: Comm. Canby</p> <p>Nomination of President, Marion Jouas: Comm. Jouas Seconded: Comm. Gasper</p>

	<ul style="list-style-type: none"> Commissioners Canby, Borden, and Golder vote to move forward with the election. Commissioners Jouas and Gasper vote against moving forward with the election. By a 3-2 vote, the motion is approved. There are two nominations on the floor for the position of board president: Commissioner Golder and Commissioner Jouas. Commissioners Golder, Borden, and Canby vote in favor of appointing Commissioner Golder as board president. Commissioner Jouas votes against the appointment. Commissioner Gasper abstains from voting. 	
Agenda	Discussion	Action Items
Medical Staff Report	<p>Chief of Staff, Dr. Robert Rookstool Dr. Rookstool presents the credentials report to the board.</p> <p>INITIAL APPOINTMENTS</p> <ul style="list-style-type: none"> David J. Casper, MD, Tele-Radiology, Provisional Tele-Medicine Eugene Chang, MD, Cardiology, Provisional Tele-Medicine Mahesh S. Mulumudi, MD, Cardiology, Provisional Tele-Medicine Rajesh Subramanian, MD, Cardiology, Provisional Tele-Medicine Timothy A. Graves, MD, General Surgery, Provisional Active <p>ADVANCEMENTS</p> <ul style="list-style-type: none"> David S. Attaway, MD, Emergency Medicine, Courtesy Matthew D. Bourne, DO, Tele-Radiology, Tele-Medicine Robert R. Brown, MD, Radiology-Remote, Courtesy Roxanna A. McDonald, ARNP, Primary Care, Active Brook H. Ott, ARNP, Palliative Care, Active <p>REAPPOINTMENTS</p> <ul style="list-style-type: none"> Sujata T. Agnani, MD, Cardiology, Tele-Medicine Jeffrey K. Choffel, RA, Radiology-Remote, Courtesy Dan E. Fisher, MD, Primary Care, Membership without Privileges Erica M. McDonald, CRNA, Anesthesiology, Active <p>Dr. Rookstool notes that Dr. Justin Williams has joined as Chief of Staff elect.</p>	<p>Motion to approve initial appointments: Comm. Jouas Seconded: Comm. Canby Motion is approved</p> <p>Motion to approve Advancements: Comm. Jouas Seconded: Comm. Borden Motion is approved</p> <p>Motion to approve Reappointments: Comm. Jouas Seconded: Comm. Borden Motion is approved</p>

Agenda	Discussion	Action Items
Public Comments	A member of the community speaks about her experience with her husband having surgery at WhidbeyHealth. She speaks for communication if a patient is moved during the night and expresses concern over financial audits in the past. This community member also discusses bills in legislature that the board should be aware of, some involving single payer systems.	
Agenda	Discussion	Action Items
Executive Session	<p>Commissioner Golder moves the board to Executive Session for 30 minutes for the purposes of discussing personnel issues per RCW 42.30.110 (g).</p> <p>The board was in Executive session for 30 minutes, no motions were made and no votes were taken.</p>	<p>Board exits regular session: 11:22 am</p> <p>Board moves to Executive Session: 11:24 am</p> <p>Board exits Executive Session: 11:54 am</p> <p>Board returns to Regular Session: 11:55 am</p>
Agenda	Discussion	Action Items
General Board Items	<p>Commissioner Golder asks for discussion, and requests that discussion remain with commissioners since this is a decision decided by the commissioners.</p> <ul style="list-style-type: none"> • Commissioner Gasper expresses that he was caught by surprise by this motion. Commissioner Gasper does not feel that he was given enough information to reach the decision of termination. • Commissioner Jouas states that there is no cause to terminate Nathan Staggs as CEO. WhidbeyHealth is under contract with a healthcare company HealthTech, which Nathan Staggs works for, and there has been friction between the board and HealthTech on some issues. Commissioner Jouas states her belief that there is a voting block intent on this decision, and apologizes to Nathan for the decision made by the board. • With no further discussion, Commissioner Golder moves to vote on the termination of Nathan Staggs as CEO. • CEO Nathan Staggs requests a reason for his termination. Commissioner Golder states that the reason is financial stating “you are running this hospital into the ground”. • Commissioners voting in favor of hiring Gregory Rickner as interim CEO include Commissioners Golder, Canby, and Borden. Those voting against the hire include Commissioners Jouas and Gasper with Commissioner Jouas stating that the board 	<p>Motion to terminate Nathan Staggs as CEO: Comm. Canby Seconded: Comm. Borden</p> <p>Voting in favor of termination of Nathan Staggs as CEO: Comms. Golder, Canby, Borden Voting against termination: Comms. Jouas, Gasper</p> <p>Comm. Golder moves to appoint Gregory Rickner as Interim CEO</p>

had only received the resume for this candidate moments ago.

- Members of the Executive Leadership team comment publicly that the members of the board voting on removal of Nathan as CEO should be ashamed of themselves, and that this move is disgraceful.
- Nathan states that he has not been counseled by the board on anything they would like him to do differently, and he has not been given a chance to assess this with anyone, and states that the issue will be handled in court.
- Five members of the Executive Leadership team walk out of the meeting in disgust.
- Chief of Staff Dr. Robert Rookstool discusses financial difficulties in the past and the financial growth he has seen in recent years including growth in lines of service in multiple areas. Dr. Rookstool also expresses concern that members of the medical staff may choose to depart from the hospital because of this decision.
- Dr. Robert Johnson speaks to his experience with the hospital over the course of 14 years. He has worked with multiple CEOs including Tom Tomasino, Geri Forbes, and Ron Telles. Dr. Johnson states that the medical staff has a good opinion of the current CEO who has grown lines of service and put the hospital in a good place financially. He labels this move as a “hit job” and urges the commissioners to change their votes.
- Commissioner Golder claims that the hospital is currently losing \$800,000 a month as a standalone operation and states that the hospital is close to closing its doors. This statement is met with objections by many attendees in the room.
- Commissioner Jouas states that if the hospital were in fact close to closing its doors in recent month, then the board should have had multiple meetings to discuss the matter under while Commissioner Golder was the board president.
- Commissioner Golder attempts to adjourn the meeting to the objections of those in the room.
- Dr. Robert Wagner questions why the stated purpose of financial issues is such a problem today and has not been discussed further in the multiple board meetings leading up to this one.
- Chief of Staff elect Dr. Justin Williams states that this decision sets a very bad tone for the public and the staff, particularly for the board members that have come on with less than half a year of experience and have chosen to make such a drastic change and upend the progress that has been made. Dr. Williams asks Mr. Golder why the resume for the interim CEO was not shared with the other commissioners and points out the pre-planning involved in making that decision.
- Commissioner Jouas notes that she was not contacted by Dominic Symes as the president of the board, that the decision to recruit and have

an interim CEO lined up was made by Mr. Symes and the commissioners who voted on Mr. Staggs removal; Commissioners Golder, Canby, and Borden.

- Executive Director of Quality and Transformation Shanna Harney-Bates expresses her disapproval for the decision to make this vote without more input from staff and the community at large.
- Chief Operations Officer and Chief Medical Officer Dr. Garth Miller states that he has worked in healthcare for 50 years and has worked for many CEOs, and has never worked for a more effective CEO than Nathan Staggs. He expresses shock that the new board members, referring to Commissioners Canby and Borden would make this decision without more consideration. He states “this change will be devastating for the community and everybody that works here.”
- Chief Financial Officer Paul Rogers states that this decision is an outrage. The report that he is prepared to present will show positive growth.
- HealthTech representative Dominic Symes is questioned directly about his involvement in this decision, having been a part of recruiting and selecting an interim CEO without discussing that decision with two members of the board of commissioners, one of which was the president of the board. He is asked if his actions were taken at the request of Commissioner Golder and he declines to respond.
- Commissioner Jouas states that it is likely against the board code of ethics for two inexperienced commissioners, speaking of Commissioners Canby and Borden, would acquiesce to this vote. As of the date of this meeting, Commissioner Borden has been a commissioner for 22 days. Commissioner Canby served on the board from July 2025 through early December 2025, and rejoined the board on January 1, so his experience totals around 6 months.
- Community member Tom VanDawark states that the decision is so large that the community should be involved in the decision-making process. Tom has worked with Nathan for several months and has seen the support Nathan has among the medical staff and hospital employees.
- Former community member and former commissioner Greg Richardson discusses the discrepancy in the board bylaws brought up by Commissioner Borden, which Mr. Richardson claims was part of a draft of the bylaws and was never a part of the final approved version.
- Mr. Richardson discusses his time on the board and his experience with Commissioner Golder that led to the vote to replace him as president of the board. Mr. Richardson discussed how the board at the time hid the fact that Commissioner Golder met with an executive leader at the bank that WhidbeyHealth does business with to ask for a

line of credit, and when that request was declined, he threatened to remove accounts of WhidbeyHealth personnel. Mr. Richardson states that Commissioner Golder went to the director of the hospice department and asked them how profitable the hospice department was for the month.

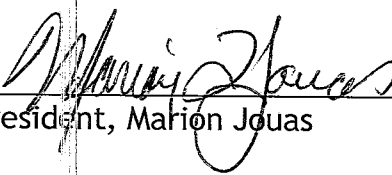
- Mr. Richardson discussed an instance where Mr. Golder requested that CFO Paul Rogers acquire personnel files related to former temporary CEO Mike Layfield in an effort to determine if Mr. Layfield could return to WhidbeyHealth. He then made the same inappropriate request of Executive Director of Quality and Transformation Shanna Harney-Bates. Mr. Richardson remarks that these requests were “completely and utterly unethical”.
- Mr. Richardson states that Commissioner Golder requested that CEO Nathan Staggs or CFO Paul Rogers fire an unnamed member of the Executive Leadership Team. Mr. Richardson claims that “The amount of overreach was staggering”.
- Lastly, Mr. Richardson spoke to HealthTech representative Dominic Symes, challenging him on his claim that he did not know what was going on and he was not there, using colorful language to claim that these claims are not truthful. He also claims that HealthTech has benefited in the millions of dollars from their relationship with WhidbeyHealth. Mr. Richardson speaks to the expansion of services and an increase in financial surplus.
- Commissioner Borden discusses his stance and his feelings, stating that he feels “sick to my stomach” having heard all the comments of support and information shared by various speakers. Commissioner Borden states that his decision to join the board of commissioners was due to a desire to stand up for physicians and medical staff.
- A nurse at WhidbeyHealth of 20+ years states that in her time at the hospital, this is the first time that she has seen the hospital move in a positive direction, and that the members of the board who voted to remove Nathan as CEO are throwing away years of community and hospital support. Commissioner Borden claims he does not have enough information to make an intelligent decision.
- At this point Dominic Symes, Commissioner Golder, and Commissioner Canby retreat outside of the boardroom to the hallway and proceed to have a conversation outside of the board meeting.
- Director of Hospice Dr. Shanna Fogarty requests that the room be brought up to speed, for those who are arriving late and are unaware of what has transpired. Commissioner Gasper states that it appears that there was communication between board members outside of the regular board

	<p>meeting that Commissioner Gasper was not made aware of. Those meetings concluded in a vote to remove Nathan Staggs as CEO without any discussion and without any way to prepare for it.</p> <ul style="list-style-type: none"> • Dominic Symes, Commissioner Canby, and Commissioner Golder return to the meeting room. • Commissioner Golder states that the board has heard the comments from the staff and community and will take another vote on the termination of CEO Nathan Staggs. • As a part of the public discussion, Physician Bonnie Tulk states that if the decision is not overturned, the hospital will lose service lines like Urology, and surgeons, including herself, will leave. • Nathan states that the claim that Commissioner Golder has referred to stating that WhidbeyHealth is more in debt than they were when Nathan arrived, is a lie. The \$10 million that Commissioner Golder refers to is from a contract that the board signed to update our electronic system. • Multiple community members and staff in the room call for the members of the board who initially voted to remove Nathan Staggs step down. Nathan Staggs expresses frustration that members of the board voted on his removal before ever discussing their concerns with him personally. • Dr. Bonnie Tulk asks the board how the community can remove commissioners from the board. Commissioner Jouas informs her that the process involves a recall election. • WhidbeyHealth Physician Dr. John Hasappis questions via the meeting chat whether the meetings that were held by three members of the board along with Dominic Symes are considered Board Meetings and whether it was legal for them to meet in this manner. Dominic claims that by meeting with no more than 2 commissioners at any one time that no violations were made. • Dr. Bonnie Tulk shares comments of shame towards Commissioner Golder, and remarks that she will be pursuing his removal from the board of commissioners. She also shames the other commissioners who were willing to act on limited knowledge. She also remarks that many of the providers at WhidbeyHealth are here because of the culture that has been built under Nathan's leadership, and it is incumbent on the commissioners to understand the organization that they are representing. Dr. Tulk ends her comments by formally asking Commissioner Golder to resign from his position as a commissioner. • At this time, a majority of the hospital employees and medical staff who had shown up in support of keeping Nathan Staggs as CEO now depart the 	<p>Motion that the decision to terminate CEO Nathan Staggs be overturned: Comm. Canby Seconded: Comm. Gasper By a vote of 5-0, the vote to overturn the motion to terminate CEO Nathan Staggs is approved.</p> <p>Motion to remove Comm. Golder as president: Comm. Jouas Seconded: Comm. Gasper Voting in favor of removal of Comm. Golder as president: Comms. Gasper, Jouas, Borden Abstaining from voting: Comms. Canby & Golder Motion is approved</p> <p>Motion to appoint Comm. Jouas as board president: Comm. Gasper Seconded: Comm. Borden Abstaining from voting: Comms. Canby, Golder Motion is approved</p>
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	meeting and the board meeting resumes as planned.		
Agenda		Discussion	Action Items
HealthTech Report	Dominic Symes, HealthTech Representative <ul style="list-style-type: none"> HealthTech has no report at this time 		
Agenda		Discussion	Action Items
Financial Report	Paul Rogers, Chief Financial Officer <ul style="list-style-type: none"> WhidbeyHealth is reporting a net surplus of \$157k on a budget of \$146k. Total operating revenue exceeded budget by 30%. Days cash-on-hand is at 27 days. One year ago that figure was at 11 days. When we get a final audit for 2024, it will show a surplus of \$11 million. This is largely due to ERC funds that we received. Expanding the Endo room is one of our goals for 2026. We have the business to support this expansion, but we currently do not have the capacity. We paid bond debt down by over \$3 million. A question is raised from the community about the profitability of the Coupeville community pharmacy. Paul responds that costs have increased exponentially, and since our revenues have also increased, it is a profitable business. 		
Agenda		Discussion	Action Items
Quality Report	Shanna Harney-Bates, Executive Director of Quality and Transformations <ul style="list-style-type: none"> Quality metrics for the month of December were not presented at this board meeting due to time constraints. 		
Agenda		Discussion	Action Items
IT and Facilities Report	Nathan Staggs, Chief Executive Officer <ul style="list-style-type: none"> No IT and Facilities report is given. 		
Agenda		Discussion	Action Items
Operations and Outpatient Services Report	Nathan Staggs, Chief Executive Officer <ul style="list-style-type: none"> No Operations and Outpatient Services report is given. 		

Agenda	Discussion	Action Items
Nursing Report	Nathan Staggs, Chief Executive Officer <ul style="list-style-type: none"> No Nursing report is given. 	
Agenda	Discussion	Action Items
Administrator Report	Nathan Staggs, Chief Executive Officer <ul style="list-style-type: none"> No Administrator report is given. 	
Agenda	Discussion	Action Items
General Board Items	<p>Board Committee Assignments</p> <ul style="list-style-type: none"> Commissioners have reviewed the proposed board committee assignments. Commissioner Gasper requests clarification around the plan for when commissioners will rotate to alternate committee assignments. Commissioner Jouas notes that the committee assignment rotations will be discussed at board work sessions in the coming weeks. <p>Island County Board of Health Letter</p> <ul style="list-style-type: none"> The Island County Board of Health requires a letter from the board appointing the designated attendee for their monthly meeting. This letter states that Commissioner Golder is the assigned board representative, with Commissioner Gasper as an alternate. <p>Quality Management Systems Manual</p> <ul style="list-style-type: none"> This is system structure put out through Quality that must be approved by the board. 	<p>Motion to Approve Committee Assignments: Comm. Gasper Seconded: Borden Motion is approved</p> <p>Motion to Approve Island County Board of Health Letter: Comm. Canby Seconded: Comm. Borden Motion is approved</p> <p>Motion to Approve Quality Management Systems Manual: Comm. Canby Seconded: Comm. Gasper Motion is approved</p>
Agenda	Discussion	Action Items
Additional Community Comments	<ul style="list-style-type: none"> Dr. Bonnie Tulk comments that she chose to accept her position because of the upswing that WhidbeyHealth is on. Dr. Tulk talks to many patients that are often not aware of the change that has undergone in recent years, and she remarks that multiple patients remark to her that they were unaware that they could get such quality care without leaving the island. She closes by urging the commissioners to make sure they understand the culture of the hospital before making drastic changes. Dr. Rookstool asks the board, particularly the new members, to take a longer look at perceived issues before taking drastic actions. 	


Agenda		Discussion	Action Items
Commissioner Comments	<ul style="list-style-type: none"> No Commissioner comments were made 		
Agenda		Discussion	Action Items
Adjournment	<ul style="list-style-type: none"> The board meeting is adjourned at 1:24 pm. Minutes taken by John Gleason 		Motion to Adjourn: Comm. Canby Seconded: Comm. Borden Motion is approved



 President, Marion Jouas



 Secretary, Kirk Gasper, MD



 Commissioner, Mark Borden, MD