



August 14, 2018
Minutes of Meeting

The meeting was attended by over 40 people. Karin Rolett welcomed those who had not attended a SEARCH meeting before and set the tone and purpose – both informational and actionable – for the meeting. The main topic was the acquisition of the Mission Health System by HCA.

In order to make clear what is involved in that transaction, Britt Kaufman drew a diagram of the different parts and explained the relationships, taking care to separate medical care from the foundation which would be formed from the conversion of the nonprofit entity to a for-profit corporation.

The WNC Conversion Health Foundation Forum which took place at UNCA on 8/3 provided information which Susan Larson shared. She noted that about 15% of the attendees were from Mitchell or Yancey counties. They learned that for planning purposes the foundation (Dogwood Health Trust or DHT) is being divided into three regions – east, central, and west and that BRRH is in the east region. Six board members have already been chosen, three current Mission board members and three past Mission board chairs. Three more have been interviewed. DHT will have a total of 11-15 board members. The board will have a retreat in early October. DHT is asking people to self-nominate or to nominate someone else through the Dogwood Health Trust website.

Risa Larsen called attention to the presentation by Jennifer Harrod, Special Deputy Attorney General, especially where to send questions or concerns about the sale. Ms. Harrod recommended using the complaint forum because that is tracked and monitored regularly. <http://www.ncdoj.gov/complaint>

At the forum many questions were directed to Ms. Harrod including whether having Mission board members past or present on the Dogwood Health Trust would be a conflict of interest and whether the foundation would be expected to pay for charity care and facilities.

Cara Truitt pointed out that the Dogwood Health Trust Articles of Incorporation and By-Laws are actually posted on the DHT website. (Note: Look under “Who we are.”)

Ian Garriques, M.D., talked about his experience in Key West, FL, where a conversion foundation was created out of the sale of several hospitals to HMA. He himself had worked in a health clinic that came out of the conversion and was generally positive about the experience. He said that he had not seen major differences in the hospital under HMA though he said he personally is not a fan of private corporations running hospitals

In reporting on Jennifer Harrod's presentation, Risa Larsen noted that nothing about the sale has been finalized by the Attorney General. Ms. Harrod came to the forum to talk about the process, and Holly Jones, the AG's regional representative, was there, too. When the sales agreement is delivered to the Attorney General, he has 30 days to review it and can extend that to another 30 days. Harrod said it is the most complex transaction of this type that they have ever had. Becky Carter noted that local foundations could receive support from the foundation when it is created.

The SEARCH Leadership Team had drafted a resolution for the attendees to discuss before sending it to the Attorney General and Mission. In it SEARCH said that they would support the sale if three conditions were met. The first condition asks for disclosure of the sales agreement to the public. The second specifies protections for the Blue Ridge Regional Hospital. And the third deals with the Dogwood Health Trust. This was the original item 1:

- 1) From the sale agreement of Mission to HCA make documents regarding protection of current essential healthcare services and facilities across the region available for public review. Initiate a mechanism for receiving public comment, timed to ensure that public input will be meaningful in the Attorney General's approval process.

Clark Tibbits objected to limiting what we are requesting, saying instead that we should ask for the entire sales agreement. While we understand that some of it might need to be redacted, the sense of the group was that we should nonetheless ask for it all. The final version asks for it all.

- 2) In the sale agreement from Mission to HCA stipulate that ownership of Blue Ridge Regional Hospital be returned to the community at no cost if, at the end of the protected period, a decision is made to stop operating Blue Ridge Regional Hospital as an Acute Care Hospital.

The content of the second item was adopted with minor changes.

- 3) Make the Dogwood Health Trust contractually independent of Mission and HCA and broadly representative of the region and the people it will serve. Limit to four the board members with ties to Mission for the initial term, and two members in subsequent terms. Make annual oversight of the terms of the sale agreement a responsibility of the Attorney General or his designee.

Victoria Hicks argued forcefully for dissolving the Dogwood Health Trust and asking the AG to appoint an independent consulting firm to constitute the board and set up the governance structure of the conversion foundation resulting from the sale of Mission to HCA. Attendees were convinced that having current or past Mission board members on the DHT board would be a conflict of interest and amended the wording.

The final resolution reflecting the changes suggested by SEARCH members was agreed to by 90% of those attending. It has been sent to the Attorney General and to Mission for consideration.

RESOLUTION

Mission's stated goal is essentially the same as SEARCH's –to improve the health and lives of the people in the region. SEARCH will support the proposed sale of Mission to HCA when the following conditions are met.

- 1. Make the sales agreement available for public review (for example, on a website) in sufficient time to ensure that public comments can be made and input will be meaningful in the Attorney General's approval process.**
- 2. Specify in the sales agreement that if, after the protected period ends, HCA or a successor owner decides to stop operating Blue Ridge Regional Hospital as an Acute Care Hospital, the hospital must be returned to the community at no cost.**
- 3. Make the Dogwood Health Trust board independent of both Mission and HCA and broadly representative of the region and the people it will serve by dissolving the current board and hiring at Mission's expense, an independent firm, selected by the Attorney General, to consult with the community and compose the first permanent board.**

After adopting the resolution, the meeting continued with a report from Susan Larson on the Save Our Hospital Petition. During the month of July 3,000 signatures were collected and sent to the Attorney General's office. The group is continuing their efforts through August. Susan observed that while SEARCH did not support the content of the petition, they see that it has been effective in raising awareness.

Joy Boothe reminded people that with the midterms coming up we should be educating our candidates and finding out where they stand. And they could be helping us spread the word on healthcare issues.

Karin Rolett talked about the Outreach Focus Group, which is gearing up to do a listening project in Yancey County. She asked for help in identifying people in the areas where attendees live to assist in the listening project. Cards were provided to collect these names along with the area to be covered.

Jon Ward said that the Outcomes Group had met with Becky Carter and found that there were minor issues with good outcomes. He could not be specific because of the confidentiality agreement that governs the meetings. He did report that they are working on improving their systems of communication and staffing.

Susan Larson reported that five members of the Collaborations Group, two of them Mitchell County Commissioners, had attended the WNC Conversion Health Forum in Asheville.

Next Meeting will be in Spruce Pine the second or third week of September, date to be announced.