

**CLATSOP CARE HEALTH DISTRICT
BOARD OF DIRECTOR'S MEETING
September 4th, 2025
Regular Meeting Minutes**

I. CALL TO ORDER

Linda Crandell called the meeting to order at 12:00 PM at Clatsop Care Health and Rehabilitation in Astoria, OR.

A. Roll Call: Present = P Excused = E Absent = A

Board Members		Management & Staff	P
Christian Honl	P	Ann Rubino, Administrator CRV	P
Chuck Meyer	P	Debi Martin, Director IHC	P
Danielle Glover-Cloutier	P	Hannah Ross, Administrator CCMC	P
Linda Crandell	P	Jennifer Woolley, Aidan Health Services - Zoom	P
Mary Nauha	P	Kendra Webb, Administrator CCHR	P
Mike Aho	P	Mark Remley Aidan Health Services	P
Virginia Hall	P	Melissa Schacher, District Billing Specialist	P
Members of the Public		Michael Martin, District Marketing & Comms	P
		Mike Kerwin, District IT	P
		Nicole Easley, Aidan Health Services	P

II. CONSENT AGENDA

A. Motion to approve the agenda as presented. Chuck Meyer made a motion to approve. Mary Nauha seconded.

B. Approval of the August 7th board meeting minutes. Mary Nauha made a motion to approve. Chistian Honl seconded.

III. PUBLIC COMMENT This is an opportunity for anyone to give a 3-minute presentation about any item on the agenda OR any topic of board concern that is not on the agenda.

There were no public comments.

IV. DON HARRIS UPDATE- CLATSOP CARE CENTER PROJECT

Don Harris provided an update on wetlands mitigation, noting that both the Oregon Department of State Lands and Army Corps of Engineers have approved the project pending public comments. He expects to have flood plain and endangered species comments from ODFW addressed by next week, with permits likely by mid-October. The project is moving forward with architectural work, with 75% complete drawings will be submitted by December 31st.

Mike Aho inquired about the deposit for the Claremont wetlands mitigation bank, which Don Harris confirmed is being held by the health district pending permit issuance. Don also discussed the timeline for filing a grading permit with the city of Astoria, which will be done once the permits are received.

Mike Aho requested that Don Harris let the subcommittee know once everything has been submitted.

- Next steps:

Don Harris: Submit responses to Oregon Department of Fish and Wildlife comments by next week. Submit additional drawings from civil engineers regarding floodplain and building elevation to Department of State Lands by next week.

Submit all required documentation to Army Corps of Engineers by next week.

Submit additional drawings from civil engineers regarding stormwater treatment to DEQ by next week.

Architects: Complete 75% architectural drawings by December 31st. Present conceptual designs/exterior elevations to the board or subcommittee for approval.

V. ADMINISTRATOR REPORTS

A. Kendra Webb provided an update on Clatsop Care Health and Rehabilitation. Please see her report for details.

Christian Honl asked. What does it mean to bring census back up, to what level?

Kendra Webb stated. Our census goal is 35 residents.

There are staffing challenges in skilled nursing and community-based care settings with high turnover rates among new staff, but it was noted there is strong retention among longer-tenured employees. Solutions could include aptitude testing for new hires and improvements to the orientation process.

Virginia Hall recommended adding an aptitude test to the hiring process for various job positions.

Mark Remley will add a "Hiring Process" category to the strategic plan discussion to address this.

Nicole Easley commented. Staff retention is very good for employees with one or more years of service.

Mike Aho asked Kendra Webb. On your report, it shows a \$55K adjustment to Medicaid for a resident who was supposed to qualify for the bariatric rate in February. This was denied by the State. How did that happen?

Melissa Schacher commented. It was a mismatch of assessments.

Nursing Staff's Assessment: The nursing staff assessed the resident as a "bariatric client" based on their professional judgment and the resident's physical needs. This assessment likely took into account the residents' weight and the associated care requirements (e.g., specialized equipment, more staff assistance for mobility).

State's Assessment (Medicaid): The state, however, has a more rigid, formal set of criteria for what qualifies as "bariatric" for the purposes of Medicaid billing.

CLATSOP CARE HEALTH DISTRICT
BOARD OF DIRECTORS MEETING
September 4th, 2025

B. Ann Rubino provided an update on Clatsop Retirement Village. Please see her report for details.

Ann Rubiono reported that the facility had a deficiency-free state survey for health services which is excellent.

Mike Aho asked Ann about the July budget appropriations report. There was an overage, personal cost of almost \$13,000.00. What was this for?

Ann Rubino commented. The nurse call system had a component failure that needed replacement. Extra staff were needed to perform resident room checks while the nurse call was not working. There was also an audit, a mock survey, and additional training conducted by Aidan Health Services nurses.

C. Hannah Ross provided an update on Clatsop Care Memory Community. Please see her report for details.

Plans for Montessori training integration continue to be on the table for implementation in the future and is noted on the strategic plan.

Linda Crandell noted that some of the tax levy funds were to go toward implementing the Montessori program.

Hannah Ross noted that she has 10 on her waiting list to admit to the facility. Avamere memory care beds in Seaside are full.

Mike Aho expressed some concern regarding not having more beds available and another company coming into the county to compete against us.

There was discussion about capacity issues at memory care facilities and expanding beds was considered, possibly at Clatsop Retirement Village on the first-floor South side of the building. The need to maintain smaller, more manageable units was also discussed.

CLATSOP CARE HEALTH DISTRICT
BOARD OF DIRECTORS MEETING
September 4th, 2025

Mark Remley will add the potential for expanding memory care beds to the strategic plan for discussion.

D. Debi Martin to provide an update on In-Home Care. Please see Debi's report for details.

Mike Aho asked Debi, what is the overage in expenses for in June and was it anticipated?

Debi Martin commented. It wasn't what we expected, but it was for the survey and to help staff get up to date on new training requirements

E. Mark Remley provided a CEO update on Clatsop Care Center Health District. Please see his report for details.

Mark Remley commented. 1.75 million in funds were transferred from the district to the LGIP account after receiving ERTC money.

All board members are registered with the Oregon Health Care Association, a valuable resource for staying abreast of industry developments.

The district is expected to receive a dividend from its workman's compensation insurance provider SAIF within the next few weeks.

An alternative is being sought for the company credit cards. Mark Remley is the designated master credit card holder and the personal guarantor for all district credit cards.

When the board receives recommendations for projects that have been finalized, Mark requests that others step back. The retaining wall project, for example, had too many people involved, which led to complications. The next step would be to secure the necessary bids for a new project and present them to the Levy Subcommittee.

Chuck Meyer asked. What is the 5-star rating?

Nicole Easley commented. The district received a 2 out of 5-star rating in a recent staffing survey, because there was not 8 hours of RN coverage for the last period. While current ratings are concerning, new RN hires should improve this rating by July, with updates to this rating expected to be available in November.

Here are 5-star rating details:

For Nursing Homes

Overall Rating: A combination of three individual ratings:

Health Inspections: Information from health and fire safety inspections over the past three years.

Staffing: The amount of time registered nurses (RNs) licensed practical nurses (LPNs), and nurse aides provide care to residents.

Quality Measures (QMs): Data on the quality of care for both short-term and long-term residents.

The overall rating is a weighted combination of these three component ratings.

Nicole Easley commented that the district was invited by Kevin Leahy of the Chamber of Commerce to a roundtable discussion with Senator Markley's office. The event, held across from Columbia Memorial Hospital at 2001 Marine Dr, Astoria, OR 97103. This will focus on HR1, a new political bill—and its potential impact on healthcare. A variety of local healthcare partners are expected to participate. The district also reached out to the Oregon Healthcare Association's governmental affairs for guidance. Through that bill there's expected to be about 15 billion dollars less in funding to the State from Federal funds which will potentially impact a lot of programs and services locally. Most of our residents are Medicaid funded and we need to preserve Medicaid funding so that it doesn't have any impact on our care.

F. Mark Remley. Levy Fund report. Please see his report for details.

Mark Remley commented. We've received from a revenue standpoint \$18,500.00 for the month. For June we spent \$47,000.00. Some charges are for Vista Point, Department of State Lands, elevator upgrade and shower room repair here at the care center. Some trees and brush have been removed on the property next to CRV and soil boring is taking place which is phase 2 of the process.

Mike Aho asked. Are there any outstanding expenses that levy funds will be used for?

Mark Remley commented. I need to make sure that the shower room and elevator are fully billed and accounted for, otherwise there is nothing outstanding. On the expenditure by project Mark needs to verify whether the \$135,000 listed for Phase 3 spending is to be allocated to Phase 2 of the project.

The architects have been asked to pause the architectural review for connecting Clatsop Retirement Village to the new facility. This is to ensure the team can focus solely on the construction of the new building. The review will be revisited later as the intent is to have a shared kitchen between the facilities and an expanded dining area.

Mike Aho has requested that Mark Remley provide a breakdown of the phase 3 expenses so the team can anticipate them.

VI. ACTION ITEMS

A. Foundation budget

Linda Crandell commented that the foundation is working on a budget, which is a key goal for them. She thinks it's a good idea to provide the foundation with a budget to work with, but she still believes they should return to the board to have the funds officially appropriated.

Linda Crandell requested a motion to pass the foundation budget. Chuck Meyer made a motion to approve, Mary Nauha seconded the motion. All said aye to approve.

Linda Crandell requested an update for the foundations 501c 3 status.

Mary Nauha commented. Nicole Easley and I had a phone conversation with a consultant yesterday who handles these reinstatements. There are two options.

Option 1: Retroactive Reinstatement

This option would bring the organization's tax-exempt status current back to 2015. The cost is \$13,000, and this outcome is guaranteed. However, it requires the organization to file all back tax forms (Form 990s)

Option 2: Postmark Date (501c 3)

This option involves starting a 501(c) with a new effective date. The main drawback is a significant limitation on grant opportunities, as most grants require an organization to have a minimum three-year operating history before they can apply.

Nicole Easley noted. The postmark date option does not require starting a new organization or creating new bylaws and articles. Instead, it acknowledges that the organization's 501(c) status was automatically revoked due to the failure to file Form 990 for three consecutive years. The status is then reinstated, but with a new effective date based on the day of the new filing. You will still be required to explain the reason for the gap in your tax-exempt status, even if it is retroactively reinstated.

Christian Honl commented. The foundation needs to determine which grants it intends to pursue and if those grants have a minimum three-year operating history requirement.

Mike Aho commented. I like the idea of updating the current 501(c). There is no cost, and it takes only 22 days.

Linda Crandell requested a motion to move forward with updating the current 501c 3 for the foundation.

Mike Aho made a motion to proceed with updating the current 501c 3, Chistian Honl seconded the motion.

Mary Nauha abstained from the vote, all other board members voted aye to proceed.

Mary Nauha shared some details of the foundation report. Recruitment. 3 members were added in May with one resignation. Working on a better onboarding process. We're having a work session in October and we're going to talk about pursuing other avenues for recruiting.

B. Clatsop Foundation New Board Members

Sarah Myers has been reinstated with two new members Lisa Schlich and Dr. Thorough.

Linda Crandel requested a motion to add these people to the foundations board of directors.

Christian Honl made a motion to approve. Chuck Myer seconded. All said aye to approve the new members.

C. Resolution 2026-3 Clatsop Retirement Village Lease Catch-Up

Mark Remley commented. As I mentioned last month, the final step in transferring funds to the LLC account is to reconcile the outstanding balance. This catch-up payment totals **\$55,231**, which includes **\$32,466** from the last fiscal year and an additional **\$22,765** for July of this year. Once this transfer is complete, the LLC account will begin to show a consistent increase. This resolution can then be used to show the auditors that the lease is caught up for the last year.

Linda Crandell requested a motion to approve resolution 2026-3 to approve increase in catch-up payments to Clatsop Care Retirement Village.

Mary Nauha made a motion to approve, Christian Honl seconded. All said aye to approve the resolution.

Mike Aho asked. Does this mean we'll have a bunch of money coming back at the end of the year?

Mark Remley confirmed, yes there will be money coming back at the end of the year.

VII. GENERAL DISCUSSION

A. Foundation Update

Mary Nauha asked. What about insurance?

Mark Remley commented. The district insurance would cover the board director and officers of the 501c 3. It would not cover errors or omissions. Mark will get a quote and email it to Mary Nauha before the next foundation meeting on September 18th.

Mary Nauha asked. What was the relationship between the LGIP funds and the foundation?

There is no relationship between the LGIP account and the foundation. LGIP stands for **Local Government Investment Pool**. LGIPs are investment funds designed for public entities—such as

municipalities, school districts, and counties—to invest their short-term, excess cash on a cooperative basis. The LGIP account information is listed under investment income on the financial documents.

Melissa Schacher commented that Gretchen Mather, Heidi Roberts, and Anita Schacher oversaw the foundation's books and accounting. Gretchen Mather helped set up the foundation and oversaw its accounting, Heidi Roberts was our CFO and Anita Schacher was our CEO.

Mary Nauha asked. Where does the foundations budget come from? We don't have anything currently.

Mark Remley stated. This would be allocated by the health district's board of directors.

Mary Nauha commented. So, as we are receiving funds, we have our own accounting, and who will be overseeing that?

Mark Remley will follow up with Mary soon with this information.

Money that the foundation has will be used to set up the Postmark Date reinstituted 501c 3.

VIII. BOARD MEMBER MATTERS/COMMENTS

Mike Aho commented. I have four things.

1. Facility tours should be reinstated for the new board members.
2. I believe we should create a community message or press release to proactively address potential public questions. When people see drilling on the property near the retirement village, they will likely have questions. By getting ahead of this, we can ensure the public receives accurate information from us.

To accomplish this, I recommend that Mark Remley and Mike Martin draft a community message to distribute with the most current information.

3. Could we please get a list of the foundation Board members.

CLATSOP CARE HEALTH DISTRICT
BOARD OF DIRECTORS MEETING
September 4th, 2025

Mark Remley will provide a list next month.

4. The 12 months ending June 30th, 2025. That is our best year ever. On a cash flow basis. We didn't need any taxes at all to keep our heads above water.

Chuck Meyer expressed concerns about cybersecurity and all the problems that are going on with breaches. Chuck asked Mike Kerwin, has the health district even been hacked?

Mike Kerwin replied. We have the latest updates and technology in place. As far as our security is concerned, we did have a minor problem with an email account, but it was quickly resolved.

Virginia Hall asked, do we have social media?

Mike Martin replied. Yes, we do have social media on many platforms. Mike will send links to Virginia Hall.

IX. FUTURE MEETING DATES

- A. October 9, 2025. Board meeting Clatsop Care Memory Community
- B. November 6, 2025. Board meeting Clatsop Care Memory Community
- C. December 4, 2025. Board meeting Clatsop Care Memory Community

X. ADJOURNMENT

Linda Crandell made a motion to adjourn. The meeting adjourned at 1:50 PM.

CLATSOP CARE HEALTH DISTRICT
BOARD OF DIRECTORS MEETING
September 4th, 2025

Signature

Date

Minutes recorded by Michael Kerwin CTO