



~Approved 10/31/2023~

**Special Board Meeting**

**Wednesday, October 11, 2023**

**2:00 p.m.**

**Board Room & Microsoft Teams Conference Call**

**Board Members Present:**

Clint Cook – Bigfork Township  
Greg Cook – Koochiching County Unorganized  
Gary Erickson – City of Bigfork  
Carol Gilbertson – Itasca County At-Large  
Tom LaMont – City of Effie  
Marie Lovdahl – Itasca County Unorganized  
Gordon Rahier – Pomroy Township  
Larry Salmela – Carpenter Township  
Sally Sedgwick – Wirt Township  
Dan Sursely – City of Big Falls  
Heidi Watson – Koochiching County At-Large

**Board Members Remote:**

Teresa Kittridge – Marcell Township

**Board Members Absent:** None

**Staff Members:** Dr. Ed Anderson, Darla Anderson, Heidi Powell, Aaron Saude, Renee Tower

**Others:** Linda Buckingham, Lin Cook, Dan Heinecke, Jack Hillstrom, Dawn Kern, Bonnie Lovdahl, Connie Lovdahl, Ted Lovdahl, Tracy Lovdahl, Barb Rahier, Karen Springer, Valerie Trujillo

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*Larry Salmela called the regular monthly board meeting to order at 2:04 p.m.*

**I. Formal Vote to Communicate Board’s Decision on the CEO Separation Agreement**

Larry Salmela reported that the board failed to publicly vote on their decision after the closed session on October 3.

After the closed session on October 3 Larry Salmela informed Aaron Saude that the board elected separation without cause, with 30-day notice.

At 2:18 p.m., as permitted by Minnesota State Statute 13D.05, subdivision 3, a **motion** to close the meeting to the public to evaluate the performance of CEO Aaron Saude was made by Sally Sedgwick, seconded by Gary Erickson. The motion passed unanimously.

Closed session attendees: Clinton Cook, Greg Cook, Gary Erickson, Carol Gilbertson, Teresa Kittridge, Tom LaMont, Marie Lovdahl, Gordon Rahier, George Rounds, Larry Salmela, Dan Sursely, and Heidi Watson. At 3:20 p.m. Aaron Saude and Renee Tower joined the closed session.

At 3:35 p.m., a **motion** to reopen the meeting was made by Carol Gilbertson, seconded by Greg Cook. The motion passed unanimously.

Clint Cook made a **motion** to enter into a mutual separation agreement with CEO Aaron Saude, based on the principles that were agreed to by the board in closed session, and to direct the Executive Evaluation and Compensation Committee to engage with an attorney to work out the details, seconded by Gordon Rahier. The motion passed unanimously.

Once the agreement is finalized, the 30-day notice will begin.

At the next board meeting the board will ask Darla Anderson about accepting the interim CEO role.

**II. Hire Attorney to Finalize CEO Separation Agreement Details**

Heidi Watson made a **motion** to hire Grant T. Collins, attorney at Felhaber Larson law firm, to finalize the CEO separation agreement, seconded by Teresa Kittridge. The motion passed unanimously.

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**III. Select Board Chair**

The Governance Committee will review the role of the board chair on October 24.

A **motion** to select a new board chair at the Regular Board meeting on October 31 was made by Clint Cook, seconded by Carol Gilbertson. The motion passed with nine in favor and three opposed.

At 3:52 p.m., a **motion** to adjourn the meeting was made by Dan Sursely, seconded by Tom LaMont. The motion passed unanimously.

Minutes respectfully submitted by Renee Tower, Executive Administrative Assistant.

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