

# Park Hospital District

## NOTICE

### **SPECIAL BOARD MEETING**

OF THE PARK HOSPITAL DISTRICT BOARD OF DIRECTORS

**Tuesday, March 17, 2026**

**at 8:00 a.m.**

District Administration Office – Vert Conference Room  
1280 Big Thompson Avenue, Estes Park, CO 80517

PUBLIC NOTICE is hereby given that the Park Hospital District Board of Directors will hold a Special Meeting to review and discuss governance and policy matters. Action may be taken by the Board on items listed on the meeting agenda.

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## **AGENDA**

- 1. Call to Order**
- 2. Approval of Agenda**
- 3. Executive Session**  
Executive Session pursuant to §24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice from the District's attorney regarding review of a District position statement and related legal considerations.
- 4. Return to Open Session**
- 5. Consideration of Limited Waiver of Attorney–Client Privilege for Release of District Position Statement (*Discussion/Action*)**
- 6. Proposed Board Conduct and Discipline Policy (*Discussion/Action*)**
  - A. Resolution 2026-001
- 7. Citizen and Board Comments**
- 8. Proposed Agenda Items for Future Meetings**
- 9. Adjournment**

*The Board reserves the right to consider other appropriate items not available at the time the agenda was prepared.*

*Janet Zeschin, Board Secretary*

**Agenda Title: Executive Session**

Executive Session pursuant to §24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice from the District's attorney regarding review of a District position statement and related legal considerations.

**Board Action Needed:**

Motion to enter Executive Session by announcing the topic to be discussed and citing the specific statute that authorizes the Executive Session; need 2/3 approval.

Example: "I move that we enter Executive Session pursuant to §24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice from the District's attorney regarding review of a District position statement and related legal considerations.

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**Agenda Title: Return to Open Session**

**Board Action Needed:**

Motion to exit Executive Session and return to open session.

**Agenda Title:** Consideration of Limited Waiver of Attorney–Client Privilege for Release of District Position Statement (*Discussion/Action*)

**Background Information:**

During Executive Session, the Board consulted with legal counsel regarding a District position statement. If the Board wishes to release the document publicly, a limited waiver of attorney–client privilege is required.

The Board may take action as appropriate.

**Board Action Needed:**

A Motion to (approve, deny, or modify) a limited waiver of attorney–client privilege related to the District position statement solely for the purpose of authorizing its public release.

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**Agenda Title:** Proposed Board Conduct and Discipline Policy (*Discussion/Action*)  
Resolution 2026-001

**Background Information:**

The Board has identified the need to formalize expectations regarding Board member conduct, professionalism, and accountability in order to support effective governance and maintain public trust.

This effort was recommended by the District's legal team. While existing bylaws and policies address certain aspects of Board roles and responsibilities, the District does not currently have a comprehensive Board Conduct and Discipline Policy. The proposed policy is intended to establish clear standards of behavior, outline processes for addressing alleged violations, and promote consistency, transparency, and fairness in Board operations.

**Attachments:**

<input checked="" type="checkbox"/> Resolution <b>2026-001</b>	<input type="checkbox"/> Letter	<input checked="" type="checkbox"/> Other
<input type="checkbox"/> Report	<input type="checkbox"/> Minutes	Board Conduct and
<input type="checkbox"/> Contract	<input type="checkbox"/> Map	Discipline Policy

**Board Action Needed:**

A Motion to (approve, deny, or modify) Resolution 2026-001, to adopt the Board Conduct and Discipline Policy.

# *Exhibit A*

## **Park Hospital District**

### **Board Member Conduct & Discipline Policy**

- 1. Purpose.** This policy, adopted pursuant to the authority of the Board of Directors under C.R.S. § 32-1-1001(1)(m), establishes clear standards and procedures for addressing conduct by members of the Board of Directors of Park Hospital District that may be considered unethical, inappropriate, disruptive, or in violation of law, District policies, or fiduciary obligations. The intent is to ensure accountability, maintain public trust, and preserve the integrity of District governance.
- 2. Scope.** This policy applies to all elected or appointed members of the Board of Directors of the District.
- 3. Standards of Conduct.** Board members shall:
  - Act in good faith, with honesty and integrity.
  - Comply with all applicable federal, state, and local laws, including, without limitation any applicable Standards of Conduct set forth at C.R.S. § 24-18-101 *et seq.*
  - Fulfill all fiduciary duties and obligations recognized by, and applicable to, board members of local public bodies.
  - Adhere to all District bylaws, rules, regulations, policies, procedures, codes, and standards, including but not limited to any codes of conduct, ethics, or behavior that may be adopted by the Board from time to time.
  - Treat District staff, members of the public, and fellow Board members with respect and professionalism.
  - Avoid abuse of authority or misuse of District resources.
  - Avoid and disclose any actual or potential conflicts of interest as required by law.
  - Avoid inappropriate behavior that could damage the reputation of the District.
  - Refrain from taking action publicly or privately to discredit, undermine, or oppose board action taken by majority vote of a quorum. Honest expression of views during executive sessions and Board meetings is always encouraged during decision-making processes on matters that the Board agrees to address or revisit.
  - Acknowledge and respect the process and validity of Board actions duly adopted by majority vote of a quorum as the official position of the Board, notwithstanding prior opposition to proposals or abstention from final decision-making.
  - Refrain from engaging in conduct or making comments that disrupt Board meetings or proceedings or impair the functioning of the District.
  - Refrain from taking any unilateral action in the name of, or on behalf of, the Board without express authorization of the Board. Any attempt to take such action shall be null and void and have no force or effect.
  - Preserve the confidentiality of privileged or sensitive District information.
  - Refrain from taking actions that Board (as determined by a majority thereof) find to be inappropriate.

4. **Corrective or Disciplinary Measures.** For violations of this policy, as determined in the Board's sole discretion by majority vote of a quorum (unless specified differently below), the Board may impose one or more of the following actions depending on the severity of the conduct:
  - The Board Chair may issue a verbal or written counseling, warning, or reprimand on his or her own authority.
  - Issue a formal statement of censure and disapproval, adopted by Board resolution.
  - Deem conduct violative of this policy to constitute a conflict of interest and formally mandate the subject Board member's recusal from participation in related Board functions
  - Removal from internal or external committees or liaison roles.
  - Petition a court of competent jurisdiction to initiate removal proceedings.
  - Referral to appropriate enforcement bodies in cases of potential criminal or ethical violations.
  - Any other action authorized by law deemed appropriate by the Board under the circumstances.
5. **Confidentiality and Transparency.** In accordance with the Colorado Open Meetings Law, discipline should be addressed in open session; however, deliberations involving confidential information or legal advice may occur in executive session, consistent with C.R.S. § 24-6-402. Prior to taking any formal action, the Board shall provide a subject Board Member with the opportunity to respond to allegations of misconduct, the manner of such response (whether verbally before the Board or in writing) to be determined by the Board Chair based on the circumstances.
6. **Amendments.** This policy may be amended by a majority vote of a quorum of the Board at a regular or special meeting.

***Submitted by Brigitte Foust***

**Subject: Objection to Proposed Board Conduct and Discipline Policy (Resolution 2026-001)**

Board Members,

I am submitting this objection prior to any Board discussion or vote to ensure the Board is fully aware that the proposed policy is legally unenforceable and exceeds the authority granted under Colorado law. I request that this objection be included in the minutes of the March 10 meeting and the public record.

This policy is procedurally improper, legally unsupported, and exceeds the authority granted to the Board under Colorado law for the following reasons:

**1. The Board did not authorize legal counsel to draft this policy.**

At no time did the full Board vote to direct counsel to prepare a conduct or disciplinary policy. Work performed without full Board authorization lacks legitimacy and raises concerns about whether counsel received proper direction from the governing body as a whole.

**2. The Board did not discuss the need for such a policy or provide input.**

No Board motion, discussion, or consensus preceded the creation of this document. A policy that governs all trustees must be developed with participation from all trustees, not unilaterally.

**3. The policy exceeds the Board's statutory authority under C.R.S. § 32-1-1001.**

The Special District Act authorizes policies for district operations, not for disciplining or restricting the speech of elected officials. Colorado law provides only three mechanisms for addressing concerns about an elected special district director: (1) voter-initiated recall under C.R.S. § 1-12-100.5; (2) judicial removal for cause; and (3) internal board actions limited solely to censure. No statute authorizes a special district board to discipline, sanction, suspend, mandate recusal, or remove an elected director from their fiduciary role. Any policy purporting to create such powers is **ultra vires**, unenforceable, and void as a matter of law.

**4. The policy contains provisions that would have the effect of restricting trustee speech and oversight.**

Several sections limit trustees from expressing dissent, raising concerns publicly, or questioning majority decisions. These restrictions undermine fiduciary duties to the public and conflict with constitutional protections for elected official speech.

**5. Elected officials receive the highest level of First Amendment protection.**

Political speech by elected representatives is at the core of the First Amendment and Article II, §10 of the Colorado Constitution. Elected officials cannot be punished or disciplined for expressing viewpoints, dissenting from majority decisions, or communicating with the public about government operations.

**6. The policy misapplies C.R.S. § 24-18-101 et seq. (Standards of Conduct).**

These statutes govern conflicts of interest and ethical duties, not disciplinary mechanisms or speech restrictions. The proposed policy attempts to create authority that does not exist in statute.

**7. The policy conflicts with C.R.S. § 24-6-402 (Open Meetings Law).**

Any attempt to use executive session or majority-controlled processes to evaluate or discipline elected officials is contrary to the Open Meetings Law and public policy.

**8. Even if adopted, the policy is unenforceable under constitutional and statutory law.**

Even if this policy were adopted by a 3–2 vote, it would still be unenforceable. It violates the First Amendment, Article II §10 of the Colorado Constitution, and exceeds the Board’s statutory authority under C.R.S. § 32-1-1001. A board cannot discipline elected officials or restrict trustee speech by majority vote. Adopting an unlawful and unenforceable policy raises the question of why such a policy is being pursued at all.

**9. I have submitted the proposed policy to the Special District Association for review and have not yet received a response, as their review process can take several weeks.**

This step was taken to ensure responsible due diligence and to seek neutral guidance on statutory compliance.

**Final Statement**

For all the reasons stated above, I object to Resolution 2026-001 and to the Board Member Conduct and Discipline Policy. It is also concerning that the District Position Statement has not been provided to the full Board in advance, while all other agenda materials have been distributed. Only a portion of the Board appears to have reviewed or participated in crafting these documents with counsel, which raises questions under Colorado Rule of Professional Conduct 1.13 regarding counsel’s duty to represent the organization as a whole, rather than individual Board members or a subset of the Board.

**PARK HOSPITAL DISTRICT  
RESOLUTION 2026-01**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE PARK HOSPITAL DISTRICT  
ADOPTING A BOARD CONDUCT AND DISCIPLINE POLICY**

**WHEREAS**, the Park Hospital District (“District”) is a political subdivision of the State of Colorado and a special district organized and operating pursuant to Title 32, Colorado Revised Statutes; and

**WHEREAS**, the Board of Directors (“Board”) is responsible for the governance and oversight of the District and for conducting its affairs in a manner that promotes public confidence, transparency, and effective decision-making; and

**WHEREAS**, the Board desires to formalize expectations regarding Board member conduct, professionalism, and accountability; and

**WHEREAS**, the District’s legal counsel recommended adoption of a Board Conduct and Discipline Policy to establish clear standards of behavior and processes for addressing alleged violations; and

**WHEREAS**, the Board has reviewed the proposed Board Conduct and Discipline Policy and finds that adoption of the policy is in the best interests of the District and the public it serves.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE PARK HOSPITAL DISTRICT AS FOLLOWS:**

1. **Adoption.** The Board Conduct and Discipline Policy, attached hereto as *Exhibit A* and incorporated herein by this reference, is hereby approved and adopted.
2. **Implementation.** The Board directs District staff and legal counsel, as appropriate, to implement and administer the policy in accordance with its terms.
3. **Severability.** If any provision of this Resolution or the attached policy is determined to be invalid or unenforceable, such determination shall not affect the remaining provisions, which shall remain in full force and effect.
4. **Effective Date.** This Resolution shall take effect immediately upon adoption.

ADOPTED, this 17<sup>th</sup> day of March, 2026.

BY THE PARK HOSPITAL DISTRICT BOARD OF DIRECTORS

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Cory Workman, Chair

ATTEST:

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Stephen Alper, Vice Chair



March 17, 2026

Agenda Item: 7

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**Agenda Title:** Citizen and Board Comments

**Background Information:**

This item is placed on the agenda to give members of the audience an opportunity to comment on any item not on the agenda. It is also an opportunity for the Board to make comments on items that are not covered in the agenda

The Board may either wish to respond to the citizens' comment depending on the background information available or listen to the comments without taking any action. The Board may also table the discussion to a future meeting allowing time for staff to prepare background

**Attachments:**

- Resolution
- Report
- Contract

- Letter
- Minutes
- Map

Other:

**Board Action Needed:**

No action can be taken from citizens or Board comments since such comments were not included on the posted agenda.