

**JOSH STEIN**  
**ATTORNEY GENERAL**



**REPLY TO:**  
LLOGAN R. WALTERS  
ASSISTANT ATTORNEY GENERAL  
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June 20, 2023

Ronald M. Winters  
Gibbins Advisors, LLC  
1900 Church Street, Suite 300  
Nashville, Tennessee 37203  
[rwinters@gibbinsadvisors.com](mailto:rwinters@gibbinsadvisors.com)

Dear Mr. Winters:

I am writing to express the Attorney General's concerns about Gibbins Advisors' performance as the independent monitor for HCA's compliance with the terms of HCA's Purchase Agreement for Mission Health. An effective independent monitor was a critical condition of HCA's acquisition of Mission Health. Mission Health is the area's largest health system. When HCA transformed Mission Health into a for-profit entity, a new mechanism for community oversight became essential. For that reason, the Attorney General insisted that an independent monitor ensure that HCA abided by the commitments it made to western North Carolina.

Gibbins Advisors must improve its oversight to better protect patients in western North Carolina. As detailed below, it is our view that Gibbins Advisors is not adequately monitoring HCA, is not adequately responding to patient complaints, and is not holding regular quarterly meetings with our office and Dogwood Health Trust. These are serious shortcomings, but they are also easy to remedy. I look forward to working with you to resolve these concerns and to ensure that there is meaningful oversight of HCA's operation of Mission Health.

### **Ongoing Monitoring**

The Attorney General has serious concerns about how closely Gibbins Advisors' is monitoring HCA. As of June 16, 2023, Gibbins Advisors has not published a report on HCA's compliance with the Purchase Agreement on the Independent Monitor website for 2022. Additionally, while our office has issued several letters to HCA requesting information about alleged violations of the Purchase Agreement, Gibbins Advisors has sent none, to the best of our knowledge. Indeed, as of June 16, 2023, the Independent Monitor's website does not list a single action taken by Gibbins Advisors since summer 2021. We believe that the Independent Monitor should annually publish a written compliance report and take a more active role in enforcing the terms of the Purchase Agreement.

Similarly, our office believes that Gibbins Advisors' periodic site visits to Mission Health facilities are inadequate. Specifically, Gibbins Advisors informs HCA in advance when it plans to conduct a site visit. But unscheduled site visits would provide a more accurate understanding of HCA's daily operations. Accordingly, we propose that Gibbins Advisors' monitoring activities include unscheduled site visits to Mission Health facilities.

### **Responding to the Community**

The Attorney General is also concerned about Gibbins Advisors' responsiveness to the concerns of western North Carolinians. It appears that Gibbins Advisors lacks a consistent process for handling community complaints about HCA. Indeed, some members of the community, such as a group of concerned residents of Transylvania County, have formed their own community advisory group to augment the role intended for the Independent Monitor. Gibbins Advisors' lack of communication with the community has fostered mistrust and frustration.

The Independent Monitor's poor relationship with the public is a recent development. Gibbins Advisors previously invited the public to share their concerns at open meetings. Today, however, Gibbins Advisors only offers meetings to individual community groups at its convenience. Public engagement is essential to maintaining the public's trust. We urge Gibbins Advisors to conduct semi-annual, announced meetings with the general public.

### **Quarterly Meetings**

Finally, the Attorney General is concerned that Gibbins Advisors is not adequately communicating with our office. Our office is supposed to meet with Dogwood Health Trust and Gibbins Advisors quarterly. But the meetings are scheduled casually, and sometimes do not even occur. Our office depends on open communication with the Independent Monitor to protect patients. Moving forward, we request that you publish a schedule of each year's quarterly meetings no later than January 1 of the calendar year in which the meetings are to take place.

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I am sure you share the Attorney General's belief that western North Carolinians deserve meaningful oversight of Mission Health and its full compliance with the terms of its asset purchase agreement. Thank you again for your continued attention to this vital matter affecting the health of North Carolinians. Please contact me with any questions.

Sincerely,

Llogan R. Walters  
Assistant Attorney General

Consumer Protection Division  
North Carolina Department of Justice

cc: Rachel Ryan, General Counsel, Dogwood Health Trust  
Sarah G. Boyce, General Counsel and Deputy Attorney General  
Jasmine McGhee, Senior Deputy Attorney General  
South A. Moore, Assistant General Counsel