



## **BOARD OF DIRECTORS MONTHLY MEETING MINUTES**

**Date:** August 18, 2016

**Attendance of Board Members:** Helen Shepherd, Chair; Stephen Swisher, M.D., Treasurer; Ryan Wood, Secretary; Jack Copeland, Member at Large.

**Absent:** Lynda Salcido, Vice Chair.

**Attendance of Staff Members:** Gary Myers, CEO; Melanie Van Winkle, CFO; Kathleen Alo, CNO; Craig Burrows, M.D., CMO; Mark Lind, CIO; David Baumwohl, Legal Counsel; Robin Connors, Recording Secretary.

### **I. CALL TO ORDER**

Chair Shepherd called the meeting to order at 8:04 a.m.

### **II. PLEDGE ALLEGIANCE TO THE FLAG AND READING OF THE SMHD VISION, MISSION AND VALUES**

The meeting was opened with the Pledge of Allegiance to the Flag and the reading of the SMHD Mission, Vision & Values by Jack Copeland.

### **III. PUBLIC COMMENTS**

Lorrie Gould, Mammoth Hospital Auxiliary Vice President, reported the following:

1. The Mammoth Hospital Auxiliary has revised their Capital Outlay budget and increased their donation to the Mammoth Hospital to \$175,000.
2. The Capital Outlay Meeting presentations will be held in Conference Rooms A & B at 1:00 pm at on October 12.

### **IV. CHIEF OF STAFF REPORT**

There was no Chief of Staff report.

**V. ADJOURN TO CLOSED SESSION**

The Board adjourned to closed session at 8:07 a.m.

**VI. REPORT ON CLOSED SESSION**

The Board reconvened to open session at 9:27 a.m.

**CONFERENCE WITH LEGAL COUNSEL – PENDING AND THREATENED LITIGATION** Existing Litigation and Significant exposure to litigation pursuant to Government Code §54956.9.

1. Inyo County Local Agency Formation Commission (LAFCO), Northern Inyo Healthcare District v. Southern Mono Healthcare District, Sacramento Superior Court Case No. 34-2015-80002247-CU-WM-GDS.

Chair Shepherd reported discussion of **CONFERENCE WITH LEGAL COUNSEL** on **PENDING AND THREATENED LITIGATION** for the above item; no action taken.

**QUALITY ASSURANCE – (Health and Safety Code §32155)**

1. Chief of Staff Report.

Chair Shepherd reported that **QUALITY ASSURANCE** issues were discussed with Yuri Parisky, MD., Chief of Staff; no action was taken.

2. CEO Report.

Chair Shepherd reported that **QUALITY ASSURANCE** issues were discussed with Gary Myers, CEO; no action was taken.

3. CNO Report.

Chair Shepherd reported that **QUALITY ASSURANCE** issues were discussed with Kathleen Alo, CNO; no action was taken.

4. CMO Report.

Chair Shepherd reported that **QUALITY ASSURANCE** issues were discussed with Craig Burrows, M.D., CMO; no action was taken.

**QUALITY ASSURANCE QUARTERLY SUMMARIES - (Health and Safety Code §32155)**

1. Annual Evaluation of Critical Access Hospital Quality Improvement Activities Fiscal Year 2015-2016.

Kathleen Alo, CNO, presented the Annual Evaluation of Critical Access Hospital Quality Improvement Activities Fiscal Year 2015-2016.

Stephen Swisher, M.D., made a motion seconded by Jack Copeland to accept the Annual Evaluation of Critical Access Hospital Quality Improvement Activities Fiscal Year 2015-2016 report as presented. A roll call vote was taken; the motion passed unanimously. Yes 4, No 0.

**HEALTH CARE FACILITY TRADE SECRETS (Health and Safety Code §32106)**

1. Sierra Park Clinics/Mammoth Hospital.

Chair Shepherd reported HEALTH CARE FACILITY TRADE SECRETS were discussed regarding Sierra Park Clinics/Mammoth Hospital; no action was taken.

**PERSONNEL MATTERS (Government Code §54957)**

1. Gary Myers, CEO

Chair Shepherd reported a discussion took place with Gary Myers, CEO; no action was taken.

2. CEO Evaluation

Chair Shepherd reported that the CEO annual evaluation plans were discussed; no action taken.

Dr. Parisky left the meeting at 8:37 a.m.

**CREDENTIALING**

Appointment to Active Staff

Craig Burrows, M.D.	Hospitalist
Kristin Collins, D.O.	Pediatrician
Maxine Karimoto, M.D.	OB/GYN

Appointment to Provisional Staff

Alex Budiman, D.O.	Family Medicine
Timothy Cragun, D.O.	Dermatology
Jennifer Figueroa, P.A.	Family Medicine
Adrian Jaffer, M.D.	Rheumatology & Allergy/Immunology
Arash Kohanteb, M.D.	Emergency Medicine
Lawrence Willes, M.D.	Pathology

Temporary Privileges

Alex Budiman, D.O.	Family Medicine	08/03 – 08/20/2016
Jennifer Figueroa, P.A.	Family Medicine	06/21 – 08/18/2016
Timothy Cragun, D.O.	Dermatology	08/12 – 08/14/2016

Chair Shepherd reported the foregoing physician CREDENTIALING was discussed; no action was taken.

## VII. PUBLIC COMMENTS

There were no additional Public Comments.

## VIII. CONSENT AGENDA

(All matters on the consent agenda to be approved on one motion unless a Board Member requests separate action on a specific item)

1. Previous Minutes to be approved:
  - July 21, 2016 Regular Board Meeting
  - August 5, 2016 Special Board Meeting
2. Chief Financial Officer Report
3. Chief Nursing Officer Report
4. Chief Information Officer Report
5. Human Resources Report
6. Facilities Report

Ryan Wood made a motion, seconded by Jack Copeland to approve all items on the consent agenda as presented in the packet. Chair Shepherd asked for comments; a brief discussion ensued including clarification and comments on some items in the July Minutes. A vote was taken; the motion passed unanimously. Yes 4, No 0

## IX. CREDENTIALING

### Appointment to Active Staff

Craig Burrows, M.D.	Hospitalist
Kristin Collins, D.O.	Pediatrician
Maxine Karimoto, M.D.	OB/GYN

### Appointment to Provisional Staff

Alex Budiman, D.O.	Family Medicine
Timothy Cragun, D.O.	Dermatology
Jennifer Figueroa, P.A.	Family Medicine
Adrian Jaffer, M.D.	Rheumatology & Allergy/Immunology
Arash Kohanteb, M.D.	Emergency Medicine
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### Temporary Privileges

Alex Budiman, D.O.	Family Medicine	08/03 – 08/20/2016
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Timothy Cragun, D.O.	Dermatology	08/12 – 08/14/2016

Jack Copeland made a motion, seconded by Ryan Wood to approve the appointments as listed above with the exception of Arash Kohanteb, M.D. Chair Shepherd asked for comments: it was noted that the appointments were discussed in closed session and no action was taken. A roll call vote was taken; the motion passed unanimously. Yes 4, No 0.

Stephen Swisher, M.D., declared a conflict and left the room at 9:30 a.m.

Ryan Wood made a motion, seconded by Jack Copeland to approve the appointment of Arash Kohanteb, M.D. Chair Shepherd asked for comments: it was noted that the appointment was discussed in closed session and no action was taken. A roll call vote was taken; the motion passed unanimously. Yes 3, No 0.

Stephen Swisher, M.D., returned to the room at 9:31 a.m.

Ryan Wood left the meeting at 9:31 a.m. A quorum was maintained.

**X. COMMITTEE REPORTS**

1. Finance Committee Stephen Swisher, M.D., Helen Shepherd

Details from the Finance Committee Meeting will be covered in the Financial Report.

2. Physician Compensation Helen Shepherd, Ryan Wood

There was no Physician Compensation meeting; no report.

3. Employee Relations Committee Helen Shepherd, Jack Copeland

Jack Copeland reported that a meeting was held with Sarah Vigilante, Human Resources Manager.

4. Quality Committee Stephen Swisher, M.D., Lynda Salcido

There was no report.

5. CEO Annual Review Committee Lynda Salcido, Jack Copeland

Jack Copeland reported that he and Lynda Salcido met with Gary Myers regarding the CEO Evaluation and they are working on a plan.

6. IT Steering Committee Stephen Swisher, M.D., Ryan Wood

Mark Lind reported that the meeting reviewed the status of the Cerner and Premier projects. The Premier launch was this week with the project starting in September and Go Live January 2, 2017. They also discussed regarding clinical archive.

7. Facilities Committee

Ryan Wood, Jack Copeland

There was no report.

8. Policy and Contract Committee

Stephen Swisher, M.D., Jack Copeland

Jack Copeland reported that he reviewed and signed off on all contracts for the past quarter.

9. Board Member Recruitment Committee

Jack Copeland, Ryan Wood

Jack Copeland reported that there was only one candidate who applied for the three open Board seats; Stephen Swisher, M.D. There will be no election. The Board will make appointments for the other two open seats.

10. Ad Hoc, Special, or Other (as needed) Committees

1. Northern Inyo Hospital Liaison Committee Lynda Salcido, Jack Copeland

There was no report.

2. Community Assessment Committee

Lynda Salcido, Gary Myers

Gary Myers reported that the committee has not met since the last Board meeting. Kathleen has talked with HealthTechs3, the consultants who will be assisting with the implementation plan. A plan will be developed in the near future.

## **XI. CHIEF EXECUTIVE OFFICER REPORT**

Gary Myers, CEO, presented the following additional information to his written report:

1. Dr. Cragun, Dermatologist, started working in the clinic last Saturday.
2. Dr. Jaffer, Rheumatologist and Allergist, will start on September 30, 2016.
3. The contract for the new employee parking lot is expected to be signed by next week and the project will start by the end of August.

## **XII. FINANCE REPORT**

1. July 2016 Financial Statements.
2. Investment Report.

Melanie Van Winkle, CFO, reported that Standard and Poors has contacted us regarding an annual review of our rating.

Melanie Van Winkle, CFO, reviewed and presented the Financial Statements, included in the packet via PowerPoint presentation. Ms. Van Winkle reported the July Net Gain was \$784,000 which resulted in a favorable budget variance of \$488,000. The favorable variance is a result of higher patient volume and maintaining expenses at a lower level for the month thus creating higher than budgeted revenue for the month. This is the first month of the fiscal year so year-to-date Net Gain is the same. Days of cash-on-hand were at 288.5 at the end of July.

### **XIII. BOARD EDUCATION**

There was no Education this month.

### **XIV. OLD BUSINESS**

There were no matters to discuss this month.

### **XV. NEW BUSINESS**

1. Quarterly Review of the Retirement Plan Performance: 403(b) and 457 Employee Retirement Plans by Sarah Vigilante, Human Resources Manager.

Sarah Vigilante, Human Resources Manager, reviewed the Quarterly Retirement Plan Performance: 403(b) and 457 Employee Retirement Plans. It was noted that the plans have very low fees. No action needed.

2. Review of the SMHD Strategic Plan Quarterly Report.

Gary Myers, CEO, presented the Strategic Plan Quarterly Report; no action needed.

3. Quarterly Review and Approval of New and Revised Contracts.

Jack Copeland made a motion seconded by Stephen Swisher, M.D., to approve the Quarterly New and Revised Contracts as listed. Chair Shepherd asked for discussion. A vote was taken; the motion passed unanimously. Yes: 3, No: 0.

4. Review and Approval of professional services agreement between Southern Mono Healthcare District and Pete Clark, M.D., for the provision of Family Medicine and Family Medicine Professional Services.

The above item was tabled.

5. Review and Approval of professional services agreement between Southern Mono Healthcare District and Jonathan Bourne M.D., for the provisions of Anesthesiology Professional Services.
6. Review and Approval of professional services agreement between Southern Mono Healthcare District and Kurt Smith, M.D., for the provisions of Anesthesiology Professional Services.
7. Review and Approval of professional services agreement between Southern Mono Healthcare District and Christopher Davis, M.D., for the provisions of Anesthesiology Professional Services.

Jack Copeland made a motion seconded by Stephen Swisher, M.D., to approve the professional services agreements between the Southern Mono Healthcare District and Jonathan Bourne, M.D., Kurt Smith, M.D., and Christopher Davis, M.D., for the provisions of Anesthesiology Professional Services with the non-material changes discussed earlier in Closed Session. Chair Shepherd asked for discussion; there was none. A vote was taken; the motion passed unanimously. Yes 3, No 0.

8. Declaration of Surplus District Property, Equipment and Supplies.

Jack Copeland made a motion seconded by Stephen Swisher, M.D., to approve the disposal of surplus District property, equipment and supplies presented to the Board and to direct staff to dispose of it in the manner most beneficial to the District. The surplus District property, equipment and supplies presented have nominal or no value. Chair Shepherd asked for discussion; a brief discussion ensued. A roll call vote was taken; the motion passed unanimously. Yes 3, No 0.

**XVI. FUTURE BUSINESS**

The next Regular meeting will take place on Thursday, September 22, 2016 at 8:00 a.m. in Conference Rooms A & B at Mammoth Hospital.

**ADJOURN**

There being no further business the meeting was adjourned at 10:18 a.m.