



BOARD OF DIRECTORS MONTHLY MEETING MINUTES

Date: September 22, 2016

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

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 8:07 a.m.

II. PLEDGE ALLEGIANCE TO THE FLAG AND READING OF THE SMHD MISSION, 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 Lynda Salcido.

III. PUBLIC COMMENTS

There were no Public Comments.

IV. CHIEF OF STAFF REPORT

There was no Chief of Staff report.

V. ADJOURN TO CLOSED SESSION

The Board adjourned to closed session at 8:09 a.m.

VI. REPORT ON CLOSED SESSION

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.

There was no Chief of Staff Report due to the absence of Yuri Parisky, MD., Chief of Staff.

2. CEO Report.

Chair Shepherd reported that **QUALITY ASSURANCE** issues were discussed with Gary Myers, CEO.

Gary Myers reported on the IRS Notice of Pending Action (“NOPA”) relating to the District’s 501(c)(3) status and 501(r) issues. The Board authorized the CEO, Gary Myers, to engage outside tax counsel, Edward Robbins, to work with the CEO and District Counsel, David Baumwohl, to take all actions necessary to address the NOPA, including further responses, reaching a negotiated resolution, and executing all documents. No action was taken.

3. CNO Report.

There was no CNO Report.

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)

There are no **QUALITY ASSURANCE QUARTERLY SUMMARIES** to discuss.

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.

Stephen Swisher, M.D., declared a conflict of interest on the first item presented by Gary Myers, CEO. Dr. Swisher left the room at 8:43 a.m. and returned at 8:47 p.m. 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

All staff left the room at 9:00 a.m.

The CEO Evaluation was discussed; no action taken.

All staff returned to the room at 9:58 a.m.

Ryan Wood left the room at 9:45 a.m.

Jack Copeland left the room at 9:45 a.m. and returned at 9:48 a.m.

CREDENTIALING

Appointment to Active Staff

Melvin Cherne, M.D. Radiology

Appointment to Affiliate Staff

Robert Jungman, D.D.S. General Dentistry

Appointment to Provisional Staff

William Timbers, M.D. Emergency Medicine

Amy Saft, CRNA Anesthesia

Extension of Privileges

Albert D. Will, M.D. Neurology

Temporary Privileges

Larry Silver, M.D. Anesthesia

Ted McKeon, M.D. Anesthesia

Mark Merriman, M.D. Anesthesia

Christopher Davis, M.D. Anesthesia

Bobby Alexander, M.D. Urology

Samuel Lee, M.D. Urology

Jonathan Sales, PA Surgical Assist for Dr. Thunder

William Timbers, M.D. Emergency Medicine

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

Closed session ended at 10:02 a.m.

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:
 August 18, 2016 Regular Board Meeting
2. Chief Financial Officer Report
3. Chief Nursing Officer Report
4. Chief Information Officer Report
5. Human Resources Report
6. Facilities Report
7. LAFCO Letter regarding Regionalization

Jack Copeland made a motion, seconded by Lynda Salcido 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 CFO report and CNO report. A roll call vote was taken; the motion passed unanimously. Yes 4, No 0.

IX. 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

There was no report.

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

There was no report. The new Director of Quality is starting next week.

5. CEO Committee

Jack Copeland reported that the CEO evaluation is in progress.

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

There was no Information Technology (IT) Steering Committee meeting this month; no report.

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 there was a meeting to discuss the process for approving policies. The policies on the list in the packet were reviewed and approved by the committee.

Policies will be reviewed and approved on a quarterly basis in the future.

9. Board Member Recruitment Committee Jack Copeland, Ryan Wood

There will be two open seats as of the last Friday in November, 2016. It was noted that potential candidates should be invited to attend the November Board meeting.

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

Kathleen Alo, CNO, reported that the Community Health Needs Assessment Implementation Planning meetings are scheduled for September 29 and 30. HealthTechs 3 will facilitate the meetings. The Implementation Plan needs to be filed before the end of this tax year.

X. CHIEF EXECUTIVE OFFICER REPORT

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

1. Mr. Myers attended the recent Beta Conference. Mammoth Hospital received awards for the Emergency Department, Labor and Delivery and the Surgery Departments for the Quest for Zero program as well as the Patient Family Advisory Committee.
2. The Beta Heart (Healing, Empathy, Accountability, Resolution, Trust) program was introduced at the conference. This is a well-structured Risk Management program. Beta will come to the Mammoth Hospital Strategic Plan Conference to introduce the program.

3. The annual review meeting was held with Wells Fargo, the hospital's health plan consultants. Next year's plan will have enhanced benefits with no increase in costs.
4. The agreements with the anesthesiologists have been extended for 90 day until the group contract can be finalized.
5. We are currently working with a company to salvage the old MRI equipment and remove it.
6. Prop 52 is a top priority in legislation this year. It is being sponsored by CHA (California Hospital Association) and focuses on maintaining MediCal benefits. This proposition is very important to Mammoth Hospital. Marketing is working on community education.

Ryan Wood returned to the meeting at 10:40 a.m.

XI. FINANCE REPORT

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

Melanie Van Winkle, CFO, reviewed and presented the Financial Statements, included in the packet via PowerPoint presentation. Ms. Van Winkle reported the August Net Gain was \$360,000 which resulted in an unfavorable budget variance of \$18,000. The unfavorable variance is a result of a lower payer mix for the month thus creating lower than budgeted operating gain for the month. The year-to-date Net Gain was \$672,000 which resulted in a favorable year-to-date budget variance of \$417,000. Days of cash-on-hand were at 295.1 at the end of August.

XII. BOARD EDUCATION

There is no Education this month.

XIII. OLD BUSINESS

There are no matters to discuss this month.

XIV. NEW BUSINESS

1. Presentation and Approval of Draft /Final Audited June 30, 2016 Financial Statements and the Draft Management Report by Scott Sisel, Partner of Eide Bailly.

Jack left the room at 10:56 a.m. and returned to the room at 11:58 a.m.

The Draft /Final Audited June 30, 2016 Financial Statements and the Draft Management Report was presented by Monica Theisen, CPA, Senior Manager, Eide Bailly and Scott Sisel, Partner of Eide Bailly, via teleconference.

Lynda Salcido made a motion seconded by Jack Copeland to accept the Draft Audited June 30, 2016 Financial Statements and the Draft Management Report as presented. Chairman Shepherd asked for comments; a brief discussion ensued. It was noted that staff will publicize the summary of the audit in

the local newspaper for general circulation. A roll call vote was taken; the motion passed unanimously. Yes 5, No 0.

XV. PUBLIC COMMENTS

There were no additional Public Comments.

XVI. NEW BUSINESS (continued)

2. Presentation and Discussion of the HealthStream Employee Survey Results and the HealthStream Physician Survey Results by Sarah Vigilante, Human Resources Manager.

The HealthStream Employee Survey Results and the HealthStream Physician Survey Results were presented by Sarah Vigilante, Human Resources Manager via PowerPoint presentation; no action needed.

3. Review of Patient Satisfaction Quarterly Reports by Kathleen Alo, CNO and Melanie Van Winkle, CFO.

The Patient Satisfaction quarterly report was presented and reviewed by Stephanie Stanton, Quality Improvement Coordinator and Melanie Van Winkle, CFO; no action needed.

4. Annual Review and Approval of New and Revised Policies.

Jack Copeland made a motion seconded by Ryan Wood to approve the policies as presented in the packet. Chair Shepherd asked for discussion. It was noted that the policies have been reviewed and approved by the appropriate committees. A roll call vote was taken; the motion passed unanimously. Yes: 5, No: 0.

5. Review and Approval of the Spiess Construction Company Contract in the amount of \$588,500 for the Construction of the Mammoth Hospital Parking lot.

Jack Copeland made a motion seconded by Lynda Salcido to approve the Spiess Construction Company Contract in the amount of \$588,500 for the Construction of the Mammoth Hospital Parking lot. Chairman Shepherd asked for comments; a brief discussion ensued. A roll call vote was taken; the motion passed unanimously. Yes: 5, No: 0.

6. Review and Approval of the Proposal from Elliott Brainard, Architect, to Prepare the Schematic Design Drawings (Preliminary Design) for the Proposed Medical Office Building.

Lynda Salcido made a motion seconded by Jack Copeland to approve the Proposal from Elliott Brainard, Architect, to prepare the Schematic Design Drawings (Preliminary Design) for the Proposed Medical Office Building. Chairman Shepherd asked for comments; a brief discussion ensued. A roll call vote was taken; the motion passed unanimously. Yes 5, No 0.

7. Delegate authority to the CEO to approve and sign agreements approving the proposed merger of the ALPHA Fund and Beta Healthcare Group Risk Management Authority.

Jack Copeland made a motion seconded by Ryan Wood to Delegate authority to the CEO to approve and sign agreements approving the proposed merger of the ALPHA Fund and Beta Healthcare Group Risk Management Authority. Chairman Shepherd asked for comments; a brief discussion ensued. A roll call vote was taken; the motion passed unanimously. Yes 5, No 0.

8. Review and Approval of Professional Services agreement between Southern Mono Healthcare District and Mammoth Emergency Group, Inc., for the provision of Emergency Medical Professional Services.

Stephen Swisher, M.D. declared a conflict and left the room at 11:47 a.m.

Jack Copeland made a motion seconded by Lynda Salcido to approve the professional services agreement between the Southern Mono Healthcare District and Mammoth Emergency Group, Inc., for the provision of Emergency Medical Professional Services with the non-material changes discussed in closed session. Chair Shepherd asked for discussion; there was none. A roll call vote was taken; the motion passed unanimously. Yes 4, No 0.

Stephen Swisher, M.D. returned to the room at 11:48 a.m.

9. Review and Approval of Professional Services agreement between Southern Mono Healthcare District and Allan Lew, M.D., for the provision of Cardiology Professional Services.

Lynda Salcido made a motion seconded by Jack Copeland to approve the professional services agreement between the Southern Mono Healthcare District and Allan Lew, M.D., for the provision of Cardiology Professional Services with the non-material changes discussed in closed session. Chair Shepherd asked for discussion; there was none. A roll call vote was taken; the motion passed unanimously. Yes 5, No 0.

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

Ryan Wood made a motion seconded by Jack Copeland 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 5, No 0.

XVII. CREDENTIALING

Appointment to Active Staff

Melvin Cherne, M.D. Radiology

Appointment to Affiliate Staff

Robert Jungman, D.D.S. General Dentistry

Appointment to Provisional Staff

William Timbers, M.D. Emergency Medicine

Amy Saft, CRNA Anesthesia

Extension of Privileges

Albert D. Will, M.D. Neurology

Temporary Privileges

Larry Silver, M.D. Anesthesia

Ted McKeon, M.D. Anesthesia

Mark Merriman, M.D. Anesthesia

Christopher Davis, M.D. Anesthesia

Bobby Alexander, M.D. Urology

Samuel Lee, M.D. Urology

Jonathan Sales, PA Surgical Assist for Dr. Thunder

William Timbers, M.D. Emergency Medicine

Stephen Swisher made a motion, seconded by Lynda Salcido to approve the appointments as listed above except for William Timbers, 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 5, No 0.

Stephen Swisher, M.D., left the room at 11:50 a.m.

Lynda Salcido made a motion, seconded by Ryan Wood to approve the appointment as listed above for William Timbers, 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., returned to the room at 11:52 a.m.

XVIII. FUTURE BUSINESS

The next Regular meeting will take place on Thursday, October 20, 2016 at 8:00 a.m. in Conference Rooms A & B at Mammoth Hospital.

Southern Mono Healthcare District
Board of Directors Meeting Minutes
September 22, 2016

The Strategic Plan Conference will be held on Friday, October 28, 2016 at 8:00 a.m. at the Sierra Conference Center, Sierra Center Mall.

ADJOURN

There being no further business the meeting was adjourned at 11:55 a.m.