



BOARD OF DIRECTORS MONTHLY MEETING MINUTES

Date: November 17, 2016

I. CALL TO ORDER

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

Absent: Jack Copeland, Member at Large.

Attendance of Staff Members: Gary Myers, CEO; Melanie Van Winkle, CFO; David Baumwohl, Legal Counsel; Robin Connors, Recording Secretary.

Absent: Kathleen Alo, CNO; Craig Burrows, M.D., CMO; Mark Lind, CIO.

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

Chair Shepherd called the meeting to order at 8:01 a.m.

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

III. PUBLIC COMMENTS

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

1. The Auxiliary members voted to approve all of the hospital's requests for capital outlay.
2. Cast Off has been extremely busy this fall during the "off" season.
3. Auxiliary President Judy Bornfeld has started a once a month work day where volunteers come in on the last Friday of the month and clean up and sort through items that have been in stock too long. This has been a huge success.

IV. CHIEF OF STAFF REPORT

Yuri Parisky, M. D., Chief of Staff, reported that approval of credentialing will be moved to the next meeting.

V. ADJOURN TO CLOSED SESSION

The Board adjourned to closed session at 8:05 a.m.

Dr. Yuri Parisky, Chief of Staff, requested to attend the Closed Session as Chief of Staff. The request was granted.

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.

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.

There was no CNO Report due to the absence of Kathleen Alo, CNO

4. CMO Report.

There was no CMO Report due to the absence of Craig Burrows, M.D., CMO.

Stephen Swisher, M.D., declared a conflict of interest and left the meeting at 8:31 a.m.

Stephen Swisher, M.D., returned to the meeting at 8:35 a.m.

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

Chair Shepherd reported that the QUALITY ASSURANCE QUARTERLY SUMMARIES were reviewed; no action taken.

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
2. CEO Evaluation

All staff left the Board meeting at 8:44 a.m.

Legal counsel left the Board meeting at 9:17 a.m.

Gary Myers, CEO, returned to the Board meeting at 9:17 a.m.

Chair Shepherd reported a discussion took place regarding the CEO Evaluation; no action was taken.

CREDENTIALING

Reappointment to Active Staff

| | |
|-----------------------|--------------------|
| Jonathan Bourne, M.D. | Anesthesia |
| Timothy Crall, M.D. | Orthopedic Surgeon |
| Chris Hummel, M.D. | Emergency Medicine |
| Edric Willes, M.D. | Pathology |

Reappointment to Consulting Staff

| | |
|---------------------------|-------------|
| Albert Douglas Will, M.D. | Neurologist |
|---------------------------|-------------|

Addition of Moderate Sedation Privilege

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|----------------------|--------------------|
| Joanne Feldman, M.D. | Emergency Medicine |
|----------------------|--------------------|

Temporary Privileges

| | |
|----------------------|------------------------------------|
| Noah Levit, M.D. | Emergency Medicine |
| Jonathan Sales, P.A. | Surgical Assist for Dr. R. Thunder |
| Mark Merriman, M.D. | Anesthesia |

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

Closed session ended at 9:35 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:
 - September 22, 2016 Regular Board Meeting
 - October 20, 2016 Regular Board Meeting
 - October 28, 2016 Strategic Planning Conference Special Board Meeting
 - November 3, 2016 Special Board Meeting
2. Chief Financial Officer Report
3. Chief Information Officer Report
4. Human Resources Report
5. Facilities Report
6. ACHD Meeting Information
7. Beta Quest for Zero Certificates

Lynda Salcido made a motion, seconded by Ryan Wood 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 Human Resources report. A 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.

5. CEO Annual Review Committee Lynda Salcido, Jack Copeland

Lynda Salcido reported that the CEO evaluation will be completed at the Special Board meeting on Tuesday, November 22, 2016.

Helen Shepherd recognized Jack Copeland for his service on the Board of Directors in the last year and particularly for setting up a CEO evaluation process for the future.

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

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

Gary Myers reported that Aperek is on campus working with the Finance Department. The project is moving along well.

7. Facilities Committee Ryan Wood, Jack Copeland

There was no report.

8. Policy and Contract Committee Stephen Swisher, M.D., Jack Copeland

Stephen Swisher, M.D., reported that he reviewed and signed off on all contracts for the past quarter. Contracts approval will be discussed under New Business later in the meeting.

9. Board Member Recruitment Committee Jack Copeland, Ryan Wood

Ryan Wood reported that there are two candidates for the two open seats on the Board; Laurey Carlson, Mammoth Mountain General Manager, and Dave Anderson, Assistant District Attorney. The deadline for applications is 5:00 p.m. on December 6, 2016. Interviews will be conducted at the December Board meeting and new Board members will be appointed at that 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

The Community Health Needs Assessment (CHNA) Implementation plan was approved at the Special Board meeting on October 28, 2016. It was submitted to the IRS on November 14, 2016.

X. CHIEF EXECUTIVE OFFICER REPORT

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

1. Strategic Plan Conference went well with good participation. The draft will be available for the December Board meeting.
2. The new employee parking lot will open next week.
3. Staff is gearing up for the busy season ahead.
4. Kudos to all staff for a successful DNV survey. Environmental Services, Facilities, and Dietary, were commended by the Life Safety Surveyor for their notable efforts.

XI. FINANCE REPORT

1. September and October 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 October Net Loss was (\$782,000) which resulted in an unfavorable budget variance of \$673,000. The unfavorable variance is a result of lower patient volume and unfavorable payer mix for the month thus creating lower than budgeted operating loss for the month. The year-to-date Net Gain was \$364,000 which resulted in an unfavorable year-to-date budget variance of \$706,000. Days of cash-on-hand were at 288.2 at the end of October.

3. Review of Quarterly Capital Expenditure Status.

The Quarterly Capital Expenditure Report was reviewed; no action needed.

XII. BOARD EDUCATION

There was no Board Education this month.

XIII. OLD BUSINESS

There were no matters to discuss this month.

XIV. 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; no action needed.

2. Declaration of Board Vacancies: Board to determine process to fill vacancies upon expiration of terms of Board members Helen Shepherd and Jack Copeland.

Ryan Wood made a motion seconded by Lynda Salcido to declare and advertise two vacancies on the Board of Directors, and authorize staff to post a Public Notice of the vacancies and distributed applications when requested. The position will be filled by appointment. A brief discussion ensued. A roll call vote was taken; the motion passed unanimously. Yes 4, No 0.

3. Review of the SMHD Strategic Plan Quarterly Report.

The SMHD Strategic Plan Quarterly Report was reviewed; no action needed.

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

Lynda Salcido made a motion seconded by Ryan Wood to approve the Quarterly New and Revised Contracts as listed. Chair Shepherd asked for discussion. A vote was taken; the motion passed unanimously. Yes: 4, No: 0.

5. Review and Approval of Quality Improvement Plan.
6. Review and Approval of Medical Error Reduction Program (MERP) Plan.
7. Review and Approval of Risk Management Plan.
8. Review and Approval of Infection Control Plan.
9. Review and Approval of Case Management/Utilization Review Plan.
10. Review and Approval of Corporate Compliance Plan.

Lynda Salcido made a motion seconded by Ryan Wood to approve the Plans listed in items #5-#10 as included in the packet. Chair Shepherd asked for discussion. It was noted that the Plans exists, have been updated, and approved by the appropriate staff. A vote was taken: the motion passed unanimously, Yes: 4, No: 0.

11. Review and Approval of professional services agreement between Southern Mono Healthcare District and Cecilia Rhodus, M.D., for the provisions of Pediatric Professional Services.

Lynda Salcido made a motion seconded by Ryan Wood to approve the professional services agreement between the Southern Mono Healthcare District and Cecilia Rhodus, M.D., for the provisions of Pediatric 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 4, No 0.

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

Ryan Wood made a motion seconded by Lynda Salcido 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 4, No 0.

XV. CREDENTIALING

Reappointment to Active Staff

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| Timothy Crall, M.D. | Orthopedic Surgeon |
| Chris Hummel, M.D. | Emergency Medicine |
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| Jonathan Sales, P.A. | Surgical Assist for Dr. R. Thunder |
| Mark Merriman, M.D. | Anesthesia |

There was no credentialing in the packet for discussion. Credentialing will be discussed at the next meeting.

XVI. FUTURE BUSINESS

A Special meeting will take place on Tuesday, November 22, 2016 at 8:00 a.m. in the Senior Administration Building Conference Room at Mammoth Hospital for the purpose of reporting on the Conclusion of CEO Annual Evaluation; Review and Approval of CEO employment agreement.

The next Regular meeting will take place on Thursday, December 15, 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 10:41 a.m.