



MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF SOUTHERN MONO HEALTHCARE DISTRICT

Date: November 22, 2016

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: David Baumwohl, Legal Counsel; Robin Conners, Recording Secretary.

Not Required to Attend: Gary Myers, CEO; Melanie Van Winkle, CFO; Kathleen Alo, CNO; Craig Burrows, M.D., CMO; Mark Lind, CIO.

I. CALL TO ORDER

Chair Shepherd called the meeting to order at 8:02 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 Helen Shepherd.

III. PUBLIC COMMENTS

There were no Public Comments.

IV. ADJOURN TO CLOSED SESSION

The Board adjourned to closed session at 8:04 a.m.

V. REPORT ON CLOSED SESSION

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
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Addition of Moderate Sedation Privilege

Joanne Feldman, M.D.	Emergency Medicine
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Temporary Privileges

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

Stephen Swisher, M.D., declared a conflict of interest and was prepared to leave the room for discussion regarding Chris Hummel, M.D., Joanne Feldman, M.D., and Noah Levit, M.D. The remainder of the Board decided there would be no discussion regarding Credentialing. Dr. Swisher did not leave the room. There was no discussion; no action was taken.

PERSONNEL MATTERS (Government Code §54957)

1. Report on Conclusion of CEO Annual Evaluation; Review and Approval of CEO employment agreement.

The Board continued the discussion from the November 17, 2016 Regular Board meeting. The Board reached a tentative agreement to make a motion in the future announcing the report on today's Closed Session. The annual CEO compensation for the next term year, September 26, 2016 to September 25, 2017, will be \$373, 505 with Success Sharing remaining the same as it is stated in the current agreement.

The Board will recommend a finding in Open Session on December 15, 2016 regarding the CEO evaluation as reported in the Open Session on November 17, 2016 by the CEO Compensation Committee members Lynda Salcido and Jack Copeland. The finding will reflect that the CEO Evaluation Committee completed an extensive review and determined that the performance of the CEO for the previous year met or exceeded all criteria established by the Board. The compensation recommendation reflects that performance.

It was also noted that there was an oversight on today's agenda. There were no action items for the approvals reported at this meeting. Therefore the first Open Session item on the December 15, 2016 Regular Board Meeting will be the completion of the approval of the CEO employment contract including the recommended compensation terms as stated above once the contract is signed.

Chair Shepherd appointed Ryan Wood and Lynda Salcido as a special committee to negotiate the terms of the new contract with the CEO. They will make a contract recommendation to the Board to be voted on in Open Session at the December 15, 2016 Regular Board meeting

Stephen Swisher, M.D., left the meeting at 8:47 a.m. and did not return. There was no further discussion after Dr. Swisher left the room.

VI. CREDENTIALING

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Lynda Salcido moved, seconded by Ryan Wood, to approve the appointments as listed above. Chair Shepherd asked for comments; there were none and it was noted that there was no action was taken in Closed Session. A roll call vote was taken; the motion passed unanimously. Yes 3, No 0.

ADJOURN

There being no further business the meeting was adjourned at 9:01 a.m.