



## BOARD OF DIRECTORS MONTHLY MEETING MINUTES

**Date:** December 15, 2016

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

Vice Chair Salcido called the meeting to order at 8:01 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 Lynda Salcido.

### III. OATH OF OFFICE FOR NEW BOARD MEMBERS

The Oath of Office was administered for new Board members appointed by Mono County Board of Supervisors in lieu of the November general election: Stephen Swisher, M.D., and Laurey Carlson.

### IV. PUBLIC COMMENTS

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

1. Two checks were delivered to the hospital today for the purchases of the Acuvein device and two monitors for the intensive care unit.

Ryan Wood, having a personal family matter arise, was not able to personally attend the Board meeting. The appropriate notice was not put on the agenda that Mr. Wood would attend telephonically due to the emergent nature of his absence. In order to maintain a quorum the Board has set up the needed telecommunications for Mr. Wood to fully participate and deliberate in the proceedings.

**V. ADJOURN TO CLOSED SESSION**

The Board adjourned to closed session at 8:10 a.m.

**VI. REPORT ON CLOSED SESSION**

The Board reconvened to open session at 9:40 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 Salcido reported there were no matters to discuss: no action was taken.

QUALITY ASSURANCE – (Health and Safety Code §32155)

1. Chief of Staff Report.

Chair Salcido reported that QUALITY ASSURANCE issues was not discussion due to the absence of Yuri Parisky, MD., Chief of Staff; no action was taken.

2. CEO Report.

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

3. CNO Report.

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

Mike Rudolf, Director of Quality, attended from 8:12 a.m. to 8:20 a.m.

4. CMO Report.

Chair Salcido 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)**

Chair Salcido 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 Salcido 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

The CEO Evaluation final report was given to the Board by the committee at the November 22, 2016 meeting. The Board also completed the contracting process with the CEO at that meeting; no action taken.

**CREDENTIALING**

Reappointment to Active Staff

Jonathan Bourne, M.D.                      Anesthesia

Reappointment to Courtesy Staff

Marc Kayem, M.D.                              Otolaryngology

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

The Closed Session ended at 9:35 p.m.

**VII. PUBLIC COMMENTS**

There were no additional Public Comments.

**VIII. NEW BUSINESS**

1. Filing One Vacancy by Appointment for Open Seat on the SMHD Board of Directors.

The two applicants were asked to speak to the Board about their credentials and why they would like to serve on the SMHD Board of Directors.

Stephen Swisher moved, seconded by Ryan Wood, to nominated David Anderson for the open seat on the SMHD Board of Directors. Chair Salcido called for a vote; the motion passed unanimously. Yes 4, No 0.

The appointment will be confirmed at the Mono County Board of Supervisors meeting on January 3, 2017 and Mr. Anderson will take the Oath of Office and take his seat at the January 19, 2016 SMHD Board meeting.

**IX. 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:
  - November 17, 2016 Regular Board Meeting
  - November 22, 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
7. ACHD Meeting Information

Stephen Swisher, M.D., moved, seconded by Laurey Carlson to approve all items on the consent agenda as presented in the packet. Chair Salcido asked for comments; a brief discussion. A vote was taken; the motion passed unanimously. Yes 4, No 0.

**X. COMMITTEE REPORTS**

1. Finance Committee Stephen Swisher, M.D.

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

2. Physician Compensation Ryan Wood

There was no Physician Compensation meeting. No report.

3. Employee Relations Committee

There was no report.

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

Dr. Swisher reported there was a Quality Committee meeting. The committee approves of the direction of the Quality programs. Future meetings will be held every 6 months.

5. CEO Annual Review Committee Lynda Salcido

The report will be under Old Business.

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

There was no report.

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

There was no report.

9. Board Member Recruitment Committee Ryan Wood

There was no report. A new Board member will be appointed later in the meeting.

10. Ad Hoc, Special, or Other (as needed) Committees  
1. Northern Inyo Hospital Liaison Committee Lynda Salcido

There was no report.

2. Community Assessment Committee Lynda Salcido, Gary Myers

The Community Health Needs Assessment (CHNA) Implementation will start after the first of the year.

## **XI. CHIEF OF STAFF REPORT**

Chair Salcido read the following comments submitted by Yuri Parisky, M.D., Chief of Staff:

1. We are actively recruiting a pathologist and working with USC on recruiting a neurologist, pain specialist and on telepsychiatry.
2. Medical Staff is working on the refinement of surgical services.
3. The Medical Imaging Department, specifically mammography, received 3-year ACR/FDA MQSA accreditation of Mammography services.
4. The CT unit recently underwent upgrades including dose reduction algorithms.

## **XII. CHIEF EXECUTIVE OFFICER REPORT**

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

1. The Quality staff recently applied for three FLEX grants with the State Office of Rural Health. Each application had a cap of \$40,000. The three grants totaled approximately \$100,000. One of the grants was for staff education for the Team STEPPS program by Beta. The second grant was for the "Ask Me 3" patient education program, also a Beta initiative. The third grant was for staff education and conferences.
2. Gary Myers, CEO and Susan Corning, Executive Director of the Mammoth Hospital Foundation, are working with a consultant and traveled to Washington, D.C. this week to meet with HRSA staff and the assistants of Congressman Cook and Senator Feinstein to obtain support for a health resources services administration planning grant for \$100,000. The grant funds will assist with the cost of working with University of California San Diego, University of Southern California and Mono County Behavioral Health, with the Hospital as the lead agency, to build capacity in telehealth. Congressman Cook's office pledged support. Senator Feinstein's office pledged serious consideration. A meeting with HRSA officials was also very positive.
3. Vons donated \$10,000 in grant funds for the Breast Cancer Awareness program.
4. Mr. Myers has been elected to Beta Alliance for Insurance Services Board of Directors and will be meeting with them soon.
5. The new employee parking lot is in service leaving more parking for patients in the main lots. Kudos to Maintenance staff for their work on the stairs and parking lot installation.

## **XIII. FINANCE REPORT**

1. November 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 November Net Loss was \$335,000 which resulted in an unfavorable budget variance of \$455,000. The unfavorable variance is a result of lower patient volume and unfavorable payer mix the month thus creating an operating loss for the month. The year-to-date Net Gain was \$29,000 which resulted in an unfavorable year-to-date budget variance of \$1,161,000. Days of cash-on-hand were at 288.5 at the end of November.

## **XIV. BOARD EDUCATION**

There is no Board Education this month.

## **XV. OLD BUSINESS**

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

Stephen Swisher, M.D., moved, seconded by Laurey Carlson to ratify the completion and approval by the Board of the annual CEO evaluation further to what occurred at the November 22, 2016 Special Board meeting with added subsequent information. Chair Salcido asked for comments; a brief discussion ensued. A roll call vote was taken; the motion passed unanimously; Yes 4, No 0.

Stephen Swisher, M.D., moved, seconded by Laurey Carlson to approve the employment agreement for the CEO in the form of the existing agreement dated September 26, 2013 with the following new terms acknowledging the CEO committee members, Ryan Wood and Lynda Salcido, had completed negotiations with the CEO Gary Myers and reported to the Board in Closed Session so the Board can approve in the Open Session. The following are the material terms: the agreement will be retroactive to September 26, 2016, the CEO's employment anniversary date; the agreement remains a 1 year employment agreement with the annual renewal provisions not to exceed the statutory maximum term; disclosures will be updated with familial relationships with employees, Karilyn Myers, Jenn McMahon and Mike McMahon; the base salary is \$383,505. If legal counsel needs to make modification they are deemed to be non-material and do not need to be brought back to the Board unless legal counsel advises the Board that they are material at which time they will need to be brought back to the Board for review and approval. Chair Salcido asked for comments; a brief discussion ensued. A roll call vote was taken; the motion passed unanimously; Yes 4, No 0.

## **XVI. NEW BUSINESS (continued)**

### **2. Review and Approval of the 2017 SMHD Draft Strategic Plan.**

Stephen Swisher, M.D., moved, seconded by Laurey Carlson to approve the 2017 Strategic Plan as presented in the packet. Chair Salcido asked for comments; a brief discussion ensued. A roll call vote was taken; the motion passed unanimously; Yes 4, No 0.

### **3. Review and Approve of the 2016 Monthly Board of Directors Regular Meetings Schedule.**

Laurey Carlson moved, seconded by Stephen Swisher, M.D., to accept the 2017 SMHD Board meeting schedule as presented. Regular meetings will be held on the third Thursday of the month with the recommended modification for the September meeting to be held on the fourth Thursday of the month. Chair Salcido asked for comments, a brief discussion ensued. It was acknowledged that circumstances could arise where meeting dates could change. In such event, appropriate public notice would be given, further discussion ensued. A vote was taken; the motion passed unanimously. Yes 4, No 0.

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

The Patient Satisfaction Quarterly Reports were presented and reviewed by Kathleen Alo, CNO, and Melanie Van Winkle, CFO, no action needed.

Kathleen Alo, CNO, reported that the Emergency Department just received the National Press Ganey Guardian of Excellence award this year. This is the ninth year they have received this award.

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

Stephen Swisher, M.D., moved, seconded by Laurey Carlson, to approve the professional services agreement between the Southern Mono Healthcare District and Jonathan Bourne, M.D., Christopher Davis, M.D., and Kurt Smith, M.D., for the provisions of Anesthesiology Professional Services with the non-material changes discussed earlier in Closed Session. Chair Salcido asked for discussion; there was none. A vote was taken; the motion passed unanimously. Yes 4, No 0.

## **XVII. CREDENTIALING**

### Reappointment to Active Staff

Jonathan Bourne, M.D.                      Anesthesia

### Reappointment to Courtesy Staff

Marc Kayem, M.D.                              Otolaryngology

Stephen Swisher, M.D., moved, seconded by Laurey Carlson to approve the appointments as listed above. Chair Salcido 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.

## **XVIII. FUTURE BUSINESS**

The next Annual Meeting and Regular meeting will take place on Thursday, January 19, 2017 at 8:00 a.m. in Conference Rooms A & B at Mammoth Hospital.

## **ADJOURN**

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