



**BOARD OF DIRECTORS 2017 ANNUAL MEETING MINUTES
AND
JANUARY 2017 MONTHLY BOARD MEETING MINUTES**

Date: January 19, 2017

Attendance of Board Members: Lynda Salcido, Vice Chair; Stephen Swisher, M.D., Treasurer; Ryan Wood, Secretary; Laurey Carlson, Member at Large, David Anderson, 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.

BOARD OF DIRECTORS REGULAR MEETING MINUTES

I. CALL TO ORDER

Vice Chair Salcido 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 Stephen Swisher, M.D.

III. OATH OF OFFICE FOR NEW BOARD MEMBER

The Oath of Office was administered to the new Board member appointed by Mono County Board of Supervisors in lieu of the November general election: David Anderson.

IV. PUBLIC COMMENTS

There were no Public Comments.

V. EMPLOYEE RECOGNITION

The Employee Tenure Awards were presented.

ADJOURN TO ANNUAL BOARD MEETING

The Monthly Meeting was adjourned to the Annual Meeting at 8:19 a.m.

BOARD OF DIRECTORS ANNUAL MEETING MINUTES

I. CALL TO ORDER

Vice Chairman Salcido called the Annual Board Meeting to order at 8:20 a.m.

Vice Chair Lynda Salcido resided as the Chair Pro Tem.
A quorum was maintained.

II. PUBLIC COMMENTS

There were no Public Comments.

III. APPOINTMENT OF BOARD OFFICERS FOR 2017

Stephen Swisher, M.D., moved and was seconded by Laurey Carlson to nominate Lynda Salcido for Chair of the Board. Lynda Salcido accepted the nomination. Vice Chair Salcido asked for discussion; a brief discussion ensued. A roll call vote was taken; the motion passed unanimously. Yes 5, No 0.

Lynda Salcido moved and was seconded by Laurey Carlson to nominate Ryan Wood for Vice Chair of the Board. Ryan Wood accepted the nomination. Chair Shepherd asked for discussion; a brief discussion ensued. A roll call vote was taken; the motion passed unanimously. Yes 5, No 0.

Ryan Wood moved and was seconded by David Anderson to nominate Stephen Swisher, M.D., for Treasurer of the Board. Stephen Swisher, M.D., accepted the nomination. Chair Salcido asked for discussion; a brief discussion ensued. A roll call vote was taken; the motion passed unanimously. Yes 5, No 0.

Lynda Salcido moved and was seconded by Stephen Swisher, M.D., to nominate David Anderson for Secretary of the Board. David Anderson accepted the nomination. Chair Salcido asked for discussion; a brief discussion ensued. A roll call vote was taken; the motion passed unanimously. Yes 5, No 0.

IV. CREATE BOARD COMMITTEES AS NEEDED AND MAKE COMMITTEE APPOINTMENTS FOR 2017

Chair Salcido appointed the following Committee positions:

Standing Committee:

Executive Committee – Board members as a whole.

Committees as needed were appointed by Chair Salcido.

- | | |
|---|--------------------------------------|
| 1. Finance Committee | Stephen Swisher, M.D., Lynda Salcido |
| 2. Physician Compensation and Relations Committee | Ryan Wood, Laurey Carlson |
| 3. Employee Relations Committee | David Anderson, Lynda Anderson |
| 4. Quality Committee | Stephen Swisher, M.D., Lynda Salcido |
| 5. CEO Annual Review Committee | Ryan Wood, Laurey Carlson |
| 6. IT Steering Committee | Stephen Swisher, M.D., Ryan Wood |
| 7. Facilities Committee | Ryan Wood, Lynda Salcido |

8. Board Member Recruitment Committee Laurey Carlson, David Anderson
9. Ad Hoc, Special, or Other (as needed) Committees

The Policies and Contract Committee was eliminated.
The two Ad Hoc, Special, or Other Committees meetings were eliminated.

VI. PUBLIC COMMENTS

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

1. The Mammoth Hospital Auxiliary has decided that on days that the schools are closed due to hazardous travel conditions, the Cast off will not be open.
2. Ms. Gould read a letter written by the Auxiliary President Judy Bornfeld thanking the hospital staff and physicians for their outstanding patient care.

ADJOURN TO MONTHLY REGULAR BOARD MEETING

The Board adjourned the Annual Meeting to the Monthly Meeting at 8:50 a.m.

BOARD OF DIRECTORS REGULAR MEETING MINUTES (continued)

VII. CALL TO ORDER

Chair Salcido called the meeting to order at 8:59 a.m.

VIII. PUBLIC COMMENTS

There was no Public Comment.

IX. CHIEF OF STAFF REPORT

There was no Chief of Staff report.

X. ADJOURN TO CLOSED SESSION

The Board adjourned to closed session at 9:00 a.m.
The Closed Session ended at 10:27 a.m.

XI. REPORT ON CLOSED SESSION

The Open Session resumed at 10:36 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 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 discussion due to the absence of Yuri Parisky, M.D., Chief of Staff.

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.

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 there were no QUALITY ASSURANCE QUARTERLY SUMMARIES for 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

Chair Salcido reported PERSONNEL MATTERS were discussed; no action was taken.

CREDENTIALING

There is no CREDENTIALING to review this month.

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:
December 15, 2016 Regular Board Meeting
2. Chief Financial Officer Report
3. Chief Nursing Officer Report
4. Information Technology Report
5. Human Resources Report
6. Facilities Report

Ryan Wood moved, seconded by David Anderson, to approve all items on the consent agenda as presented in the packet. Chair Salcido asked for comments; a brief discussion ensued including clarification on the Minutes correcting the name under credentialing to Jonathan Bourne, M.D., and comments on some items in the Information Technology report, Facilities report and CNO report. A vote was taken; the motion passed unanimously. Yes 5, No 0.

XII. COMMITTEE REPORTS

1. Finance Committee Stephen Swisher, M.D.

There was no Financial Committee meeting. Financial details will be covered under 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

There was no report.

5. CEO Annual Review Committee Lynda Salcido

This committee is not active at this time, no report.

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

There was a meeting to review a few items including the progress on the EMR project which is progressing on schedule.

7. Facilities Committee Ryan Wood

There was no report.

8. Policy and Contract Committee

Stephen Swisher, M.D.

Stephen Swisher, M.D. reported that he reviewed and signed off on all policies for the past quarter. Some Policies need to have formatting corrected in the system. He recommended approval of the policies as presented on the list in the packet.

9. Board Member Recruitment Committee

Ryan Wood

This committee is not active at this time; no report.

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

There was no report.

XIII. CHIEF EXECUTIVE OFFICER'S REPORT

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

1. Mr. Myers will be off campus on the following dates:

- January 24, 2017 for a District Hospital Leadership Forum (DHLF) in Sacramento, CA.
- February 22-24, 2017: attending the Annual Alpha Fund Participants Meeting. Beta has taken over Alpha Fund.
- May 6-9, 2017: Beta Board meeting. Mr. Myers is now on the Beta Healthcare Board of Directors.
- May 2017: attending the Federal Advocacy DHLF meeting in Washington, DC with DHLF regarding the appeal of the Affordable Care Act.

XIV. FINANCE REPORT

1. December 2016 Financial Narrative.

Melanie Van Winkle, CFO, reviewed and presented the Financial Statements, included in the packet via PowerPoint presentation. Ms. Van Winkle reported the December Net Gain was \$761,000 which resulted in a favorable budget variance of \$219,000. The favorable variance is a result maintaining lower expenses for the month thus creating higher than budgeted income for the month. The year-to-date Net Gain was \$787,000 which resulted in an unfavorable year-to-date budget variance of \$1,004,000. Days of cash-on-hand were at 288.5 at the end of December.

2. Review of Quarterly Capital Expenditure Status.

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

XV. BOARD EDUCATION

There is no Board Education Presentation this month.

XVI. OLD BUSINESS

There was No Old Business this month.

XVII. NEW BUSINESS

1. Review and Approval of the Agreement between Southern Mono Healthcare District and The Regents of the University of California for Telemedicine Services.

Ryan Wood moved, seconded by Laurey Carlson, to approve the Agreement between Southern Mono Healthcare District and The Regents of the University of California for Telemedicine Services. Chair Salcido asked for discussion; a brief discussion ensued. A vote was taken; the motion passed unanimously. Yes 5, No 0.

2. Quarterly Review and Approval of New and Revised Policies.

Stephen Swisher, M.D., moved, seconded by Laurey Carlson, to approve the Quarterly New and Revised Policies as listed. Chair Salcido asked for discussion; a brief discussion ensued. A vote was taken; the motion passed unanimously. Yes: 5, No: 0.

3. Review and Approval of professional services agreement between Southern Mono Healthcare District and Fru Bahiraei, M.D., and Richard Koehler, M.D., for the provisions of Surgical Professional Services.

Ryan Wood declared a conflict of interest and left the room at 11:08 a.m.

David Anderson moved, seconded by Laurey Carlson, to approve the professional services agreement between the Southern Mono Healthcare District and Fru Bahiraei, M.D., and Richard Koehler, 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 5, No 0.

Ryan Wood returned to the room at 11:09 a.m.

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

Ryan Wood moved, seconded by David Anderson, 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.

XVIII. CREDENTIALING

There is no CREDENTIALING to review this month.

XIX. FUTURE BUSINESS

1. Final Approval of Resolution 1-17: Updated Conflict of Interest Bi-annual Code.
2. Review and Approval of Statement of Investment Policy.
3. Review and Approval of the Revised Board Duties and Responsibilities.
4. Review and Approval of the Revised Southern Mono Healthcare District Bylaws.

The next Regular meeting will take place on Thursday, March 16, 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.