



2016 Press Ganey Guardian of Excellence Award Winner

## BOARD OF DIRECTORS MONTHLY MEETING MINUTES

**Date:** September 28, 2017

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

**Attendance of Staff Members:** Gary Myers, CEO (attended via teleconference); Melanie Van Winkle, CFO; Kathleen Alo, CNO; Craig Burrows, M.D., CMO; Mark Lind, CIO; David Baumwohl, Legal Counsel; Robin Conners, Recording Secretary.

### I. CALL TO ORDER

Chair Salcido called the meeting to order at 8:03 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 lead by Stephen Swisher, M.D.

### 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 8:06 a.m.

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

Gary Myers attended the Closed Session via teleconference.

Closed Session ended at 9:22 a.m.

**VI. REPORT ON CLOSED SESSION**

The Board reconvened to open session at 9:35 a.m.

**CONFERENCE WITH LEGAL COUNSEL – PENDING AND THREATENED LITIGATION** Existing Litigation and Significant exposure to litigation pursuant to Government Code §54956.9.

Claim Campos, Returned and not processed as a late claim.

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; 3rd District Court of Appeal Case No. C085138.
2. Update on the IRS Community Health Needs Assessment Review.

Chair Salcido reported discussion of **CONFERENCE WITH LEGAL COUNSEL on PENDING AND THREATENED LITIGATION** for the above items; no action taken.

**CONFERENCE WITH REAL PROPERTY NEGOTIATORS** (Government Code § 54956.8).

1. Discussion regarding acquisition of interest in the South Gateway Student Apartments. Negotiating parties are: Gary Myers, Mammoth Hospital CEO and Evan Russell Mammoth Lakes Foundation CEO.

Chair Salcido reported that **CONFERENCE WITH REAL PROPERTY NEGOTIATORS** regarding the item above was discussed; no action was taken.

**QUALITY ASSURANCE – (Health and Safety Code §32155)**

1. Chief of Staff Report.

Chair Salcido reported that **QUALITY ASSURANCE** issues were discussed with 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.

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)

There were no QUALITY ASSURANCE QUARTERLY SUMMARIES to discuss this month.

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 a discussion took place with Gary Myers, CEO; no action was taken.

2. CEO Evaluation

The Board reported that the employment agreement for CEO Gary Myers automatically renewed for another one-year term commencing September 26, 2017. The Board and Mr. Myers acknowledged this. The parties will execute an addendum to the agreement when annual review is completed in the event of any changes to the terms of the agreement.

Gary Myers, CEO, made a Public Comment in Closed Session that will be reported in Open Session.

Gary Myers left the meeting at 9:20 pm.

**CREDENTIALING**

Reappointment to Medical Staff & Temporary Privileges\*

David Bassler, M.D.	Emergency Medicine*
Amy Conrad, M.D.	Pediatrics*
Marianne Cuttic, D.P.M.	Podiatry*
Kyle Howell, M.D.	Emergency Medicine*
Michael Karch, M.D.	Orthopedics*
Audrey Pauly, M.D.	Obstetrics/Gynecology*
Peter Clark, M.D.	Family Medicine
Dennis Crunk, M.D.	Family Medicine
Brian Gilmer, M.D.	Orthopedics
Yuri Parisky, M.D.	Medical Imaging

Appointment to Medical Staff & Temporary Privileges\*

Alex Budiman, D.O.	Family Medicine*
Timothy Cragun, D.O.	Dermatology*
William Timbers, M.D.	Emergency Medicine
Arash Kohanteb, M.D.	Emergency Medicine*

Appointment to Provisional Staff & Temporary Privileges\*

Eric Bourne, M.D.	Anesthesia*
David Seigler, M.D.	Psychiatry – ED Telemedicine*

Herbert Harman, M.D.*	Psychiatry – ED Telemedicine
Rosnanak Ramezani, M.D.*	Psychiatry – ED Telemedicine
Jonathan Sales, P.A.*	Surgical Assist
Caesar Mora, M.D.*	Urology
MaryAlice Lopez, M.D.	Obstetrics/Gynecology
Sarah Sindell, M.D.	General Surgery

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

Ryan Wood left the meeting at 9:22 a.m. A quorum was maintained.

**VII. PUBLIC COMMENTS**

David Baumwohl, Legal Counsel, spoke to the comments Gary Myers, CEO, made in Closed Session. Gary Myers reported that Rusty Gregory will be joining Mammoth Lakes Foundation (MLF) Board of Directors. MFL Board members, Mr. Gregory and Tim Dawson, will be hosting a fundraising event for the Mammoth Lakes Foundation at the end of October.

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

1. The Cast Off will be contributing proceeds from sales from last Saturday and this coming Saturday to hurricane relief. The Mammoth Hospital Auxiliary will match these funds. The Auxiliary will work with the local Rotary Club to distribute the funds the Rotary Clubs in the affected areas.

### **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 17, 2017 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. Beta Letter.
8. Beta Quest for Zero Certificates.

Stephen Swisher, M.D., moved, seconded by Dave 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 and comments on some items in the CNO 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., Lynda Salcido

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

2. Physician Compensation and Relations Committee  
Ryan Wood, Laurey Carlson

There was no Physician Compensation meeting; no report.

3. Employee Relations Committee David Anderson, Lynda Salcido

There was no Employee Relations Committee meeting; no report.

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

There was no Quality Assurance Committee meeting; no report.

5. CEO Annual Review Committee      Ryan Wood, Laurey Carlson

There was no CEO Annual Review Committee meeting. The committee will begin working on the CEO evaluation this coming month.

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

Stephen Swisher, M.D., reported there was an Information Technology (IT) Steering Committee meeting this month; everything is progressing well.

7. Facilities Committee                      Ryan Wood, Lynda Salcido

There was no Facilities Committee meeting; no report.

8. Board Member Recruitment Committee      Laurey Carlson, David Anderson

The Board requested that discussion regarding Board Member Recruitment be included on the January 2018 meeting. No report.

9. Ad Hoc, Special, or Other (as needed) Committees

There are no Ad Hoc, Special, or Other (as needed) Committees at this time.

**X. CHIEF EXECUTIVE OFFICER REPORT**

Gary Myers, CEO, had no additions to his report.

**XI. FINANCE REPORT**

1. August 2017 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 \$598,000 which resulted in an unfavorable budget variance of \$314,000. The unfavorable variance is a result of lower patient volume and higher expenses associated with our employee's health plans. The year-to-date Net Gain was \$942,000 resulted in an unfavorable year-to-date budget variance of \$847,000. Days of cash-on-hand were at 294.0 at the end of August.

**XII. BOARD EDUCATION**

1. Presentation of the Ambulatory Quality Metrics for 2017.

Melanie Van Winkle, CFO, presented the Ambulatory Quality Metrics for 2017 via PoerPoint presentation.

**XIII. OLD BUSINESS**

1. Discussion Regarding a Date for the Strategic Plan Conference this Fall.

A Special meeting of the SMHD Board of Directors, the Strategic Plan Conference, will take place on Friday, December 1, 2017 at 8:00 a.m. in the Sierra Events Center, Sierra Center Mall, Second Floor, 425 Old Mammoth Road, Mammoth Lakes, CA 93546.

**XIV. NEW BUSINESS**

1. Review and Approval of Final Audited June 30, 2016 Financial Statements and the Draft Management Report. Presentation by Scott Sisel, Eide Bailly, Certified Public Accountants, an independent auditing firm.

Scott Sisel, Eide Bailly, Certified Public Accountants, presented the Final Audited June 30, 2016 Financial Statements and the Draft Management Report via PowerPoint presentation.

Stephen Swisher, M.D., moved, seconded Laurey Carlson by to accept the Final Audited June 30, 2015 Financial Statements and the Management Report as presented. Chairman Salcido asked for comments; a brief discussion ensued. A vote was taken; the motion passed unanimously. Yes 4, No 0.

Laurey Carlson moved, seconded by Stephen Swisher, M.D., to direct staff to publicize the summary of the audit in the local newspaper for general circulation. A vote was taken; the motion passed unanimously. Yes 4, No 0.

2. Discussion and Possible Action regarding Pending Negotiations between SMHD and Mammoth Lakes Foundation for the Possible Acquisition of an Interest in the Property Commonly referred to as the South Gateway Student Apartments. This agenda item pertains to determining whether a disqualifying conflict of interest exists in having Gary Myers, CEO continue to act on behalf of SMHD.

Stephen Swisher, M.D., moved, second by Laurey Carlson to approve having CEO Gary Myers continue to be the point person and part of the staff for SMHD Administration in the continuing negotiations with the Mammoth Lakes Foundation (MLF) for the acquisition by SMHD of a 50% co-ownership interest in the property. The motion is based on the following facts and findings. Gary Myers is the Chairman of the Board of MLF, which is a non-profit public benefit corporation and has IRC section 501(c)(3) status. Mr. Myers is also a member of the MLF executive committee. It is recognized that Mr. Myers could have a disqualifying conflict of interest under California law,

specifically including Government Code section 1090, as a public official involved in this transaction on behalf of SMHD. It is determined that the remote interest exemption found in Government Code section 1091 applies in that Mr. Myers does not have a financial interest in this pending transaction. Mr. Myers receives no compensation from MLF. MLF is a nonprofit entity within the remote interest exemption per subdivision (a)(1). As the CEO of SMHD, Mr. Myers is not making any decision. All decisions regarding this transaction are within the exclusive purview of the SMHD Board and will be deliberated at fully noticed public meetings of the SMHD Board. Mr. Myers is recusing himself from any participation with or on behalf of MLF regarding this transaction. The SMHD Board is informed MLF has independent counsel advising it as to all matters pertaining to this transaction. Chairman Salcido asked for comments; a brief discussion ensued. A roll call vote was taken; the motion passed unanimously. Yes 4, No 0.

3. Discussion Regarding Upcoming Board Meetings.

Stephen Swisher, M.D., moved, seconded by David Anderson to cancel the October 19, 2017 Regular Monthly Board meeting of the SMHD Board of Directors. The November 16, 2017 and December 21, 2017 monthly meetings would be held as scheduled. Chair Salcido asked for discussion; a short discussion ensued. A vote was taken; the motion passed unanimously. Yes 4, No 0.

4. Review and Approval of professional services agreement between Southern Mono Healthcare District and Jason Bishop, D.D.S., for the provision of Dental Professional services.

David Anderson moved, seconded by Laurey Carlson to approve the professional services agreement between the Southern Mono Healthcare District and Jason Bishop, D.D.S., for the provision of Dental 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.

5. Review and Approval of professional services agreement between Southern Mono Healthcare District and Marc Kayem, M.D., for the provision of Ear, Nose and Throat Professional services.

Laurey Carlson moved, seconded by Stephen Swisher, M.D., to approve the professional services agreement between the Southern Mono Healthcare District and Marc Kayem, M.D., for the provision of Ear, Nose and Throat 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.



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

Lynda Salcido moved, seconded by Laurey Carlson 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 Salcido 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 Medical Staff & Temporary Privileges\*

David Bassler, M.D.	Emergency Medicine*
Amy Conrad, M.D.	Pediatrics*
Marianne Cuttic, D.P.M.	Podiatry*
Kyle Howell, M.D.	Emergency Medicine*
Michael Karch, M.D.	Orthopedics*
Audrey Pauly, M.D.	Obstetrics/Gynecology*
Peter Clark, M.D.	Family Medicine
Dennis Crunk, M.D.	Family Medicine
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Eric Bourne, M.D.	Anesthesia*
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Jonathan Sales, P.A.*	Surgical Assist
Caesar Mora, M.D.*	Urology
MaryAlice Lopez, M.D.	Obstetrics/Gynecology
Sarah Sindell, M.D.	General Surgery

David Anderson moved, seconded by Laurey Carlson to approve the appointments as listed above except for David Bassler, M.D., Kyle Howell, M.D., William Timbers, M.D., and Arash Kohanteb, M.D. 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.

Laurey Carlson moved, seconded by David Anderson to approve the appointment of David Bassler, M.D., Kyle Howell, M.D., William Timbers, M.D., and Arash Kohanteb, M.D. Stephen Swisher, M.D., recused himself. 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.

#### **XVI. FUTURE BUSINESS**

The next Regular meeting will take place on Thursday, November 16, 2017 at 8:00 a.m. in Conference Rooms A & B at Mammoth Hospital.

A Special meeting of the SMHD Board of Directors, the Strategic Plan Conference, will take place on Friday, December 1, 2017 at 8:00 a.m. in the Sierra Events Center, Sierra Center Mall, Second Floor, 425 Old Mammoth Road, Mammoth Lakes, CA 93546.

#### **ADJOURN**

There being no further business the meeting was adjourned at 10:55 a.m.