



2017 Press Ganey Guardian of Excellence Award Winner
2017 Hospital Quality Institute Award Winner

BOARD OF DIRECTORS REGULAR MEETING MINUTES

Date: June 21, 2018

Place: Mammoth Hospital Administration Conference Rooms A & B
85 Sierra Park Road
Mammoth Lakes, CA 93546

Attendance of Board Members: Ryan Wood, Acting Chair; David Anderson, Secretary.

Treasurer Stephen Swisher, M.D., attended via videoconference and was located at 300 East Crystal Lake Road, Twin Lake, Michigan, 49457.

Absent: 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; Brian Hilliard, Physican Clinics Administrator; David Baumwohl, Legal Counsel; Sarah Rea, Recording Secretary.

I. CALL TO ORDER

Acting Chair Wood 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 opened with the Pledge of Allegiance to the Flag and the reading of the SMHD Mission, Vision & Values led by Ryan Wood.

David Baumwohl stated for the record that the District has accepted the resignation of Lynda Salcido, that Stephen Swisher, M.D., was attending via videoconference and that a quorum was established. Ryan Wood, Vice Chair, was appointed Acting Chair.

III. PUBLIC COMMENTS

Lynda Salcido, former Chair of the SMHD Board of Directors, addressed the Board. She expressed gratitude for her years served on Board and to those who served alongside her.

1. Lynda Salcido met with Chair of the NIH Board and expressed her hope that Northern Inyo Hospital will choose to drop its appeal in the LAFCO matter in order to open the door to collaboration with SMHD on a more efficient healthcare delivery system for the residents and visitors of the Eastern Sierra.
2. Lynda reminded Board members that the Board prospers from a diversity of talent.

IV. CHIEF OF STAFF REPORT

There was no Chief of Staff report.

V. ADJOURN TO CLOSED SESSION

The Board adjourned to closed session at 8:15 a.m.

Timothy Crall, M. D., Chief of Staff, asked for permission to attend closed session. Permission was granted.

Dr. Kris Wilson requested to attend the Closed Session. The request was granted.

VI. REPORT ON CLOSED SESSION

The Board reconvened to open session at 10:31 a.m.

Stephen Swisher, M.D., was very briefly disconnected from videoconference and re-joined via teleconference during 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; 3rd District Court of Appeal Case Nos. C085138 and C086087.
2. Debra Esterces vs. Mammoth Hospital, Workers Compensation Appeals Board, Case No. ADJ10805746; and further threatened litigation.
3. Claim of Ryan Luque.
4. Debra Esterces v. Southern Mono Healthcare District, USDC Eastern District Case No. 2:18-cv-01121-TLN-KJN.

Acting Chair Wood 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).

The Board discussed the South Gateway Student Apartments. No action was taken.

QUALITY ASSURANCE – (Health and Safety Code §32155)

Acting Chair Wood reported that the QUALITY DASHBOARD was reviewed; no action taken.

1. Chief of Staff Report.

Acting Chair Wood reported that QUALITY ASSURANCE issues were discussed with Timothy Crall, M.D. No action was taken.

Timothy Crall, M.D., left Closed Session at 9:34 a.m.

1. CEO Report.

Acting Chair Wood reported that QUALITY ASSURANCE issues were discussed with Gary Myers, Chief Executive Officer; no action was taken.

1. CFO Report.

Acting Chair Wood reported that QUALITY ASSURANCE issues were discussed with Melanie Van Winkle, Chief Financial Officer; no action was taken.

1. CNO Report.

Acting Chair Wood reported that QUALITY ASSURANCE issues were discussed with Kathleen Alo, Chief Nursing Officer. No action was taken.

1. CMO Report.

Acting Chair Wood reported that QUALITY ASSURANCE issues were discussed with Craig Burrows, M.D., Chief Medical Officer. No action was taken.

1. Physician Clinics Administrator Report.

Acting Chair Wood reported that QUALITY ASSURANCE issues were discussed with Brian Hilliard, the Physician Clinics Administrator; no action was taken.

Brian Hilliard left Closed Session at at 9:39 a.m. and returned at 9:50 a.m.

Dr. Kris Wilson's comments were received by the Board, and no action was taken

Dr. Kris Wilson entered Closed Session at 9:39 a.m. and left at 9:55 a.m. and was present only to deliver comments.

HEALTH CARE FACILITY TRADE SECRETS (Health and Safety Code §32106)

1. Sierra Park Clinics/Mammoth Hospital.

Acting Chair Wood reported HEALTH CARE FACILITY TRADE SECRETS were discussed regarding Sierra Park Clinics/Mammoth Hospital; no action was taken.

PERSONNEL MATTERS (Government Code §54957)

1. CEO Recruitment.

An update on CEO Recruitment was given by Gary Myers, CEO; no action was taken.

2. Gary Myers, CEO.

Acting Chair Wood reported PERSONNEL MATTERS were discussed; no action was taken

CREDENTIALING

Reappointment to Active Staff/Tempoary Privileges

David Araya, M.D. Hospitalist
Donald Harrell, M.D. Radiologist
Richard Shedd, M.D. Emergency Medicine

Reappointment to Courtesy Staff/Tempoary Privileges

Richard Brown, M.D. Orthopedic Surgeon

Reappointment to Affiliate Staff/Tempoary Privileges

Jason Bishop, D.D.S. Pediatric Dentistry
Stephen Fujimoto, D.D.S., Pediatric Dentistry

Temporary Privileges

Edward Kody, M.D. Pediatrics
Kristen Wilson, M.D. Pediatrics
Mark Vuchinich, M.D. OB/GYN

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

The Closed session ended at 10:26 a.m.

VII. PUBLIC COMMENTS

Lorrie Gould, former Chair of the SMHD Board of Directors, addressed the Board.

1. Gould gave some of the totals from this year's donations from the Auxiliary.
2. Pink Saturdays, where all donations made during the day fund the new mammography machine, have resulted in a total of \$10,334.44
3. This year's Capital Outlay donations to the hospital include: A Phillips Patient Monitor (\$29,936.61); two bladder scanners (\$27,264.30); a fetal monitor (\$9,187.85); a baby warmer (\$18,754.67); and a donation to the new Dental Clinic, which gives the Auxiliary naming rights for the clinic, of \$100,000. This brings the Auxiliary's donations to Mammoth Hospital to a total of \$185,143.43 for the 2018 Fiscal Year.

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)

a. CEO Recruitment

Stephen Swisher, M.D., Ryan Wood

There was no CEO Recruitment meeting; no report

X. CHIEF EXECUTIVE OFFICER REPORT

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

XI. FINANCE REPORT

1. May 2018 Financial Narrative

Melanie Van Winkle, CFO, reviewed and presented the Financial Statements, included in the packet via PowerPoint presentation. Ms. Van Winkle reported the May Net Loss was \$135,000, which resulted in an unfavorable budget variance of \$3,000. The unfavorable variance is a result of higher expenses than budgeted. Days of cash-on-hand were at 270.5 at the end of May.

2. Investment Report.

There were no additions to the submitted written investment report.

3. Review of Standard and Poor's Rating for the Southern Mono Healthcare District.

Standard and Poor's affirmed the hospital's A- rating with an outlook of stable; no action needed.

XII. BOARD EDUCATION

There was no Board Education Presentation this month.

XIII. OLD BUSINESS

1. Review and Approval of the 2018 SMHD Board Self-Assessment.

The SMHD Board Self-Assessment was tabled until a proposed Special Board Meeting on July 16.

XIV. NEW BUSINESS

1. Review and Approval of Operating Budget for Fiscal Year 2018-19.
2. Review and Approval of Capital Expenditures Budget for Fiscal Year 2018-19.
3. Review and Approval of Rates and Charges for Fiscal Year 2018-19.

New Business Item # 3, Review and Approval of Rates and Charges for Fiscal Year 2018/2019, was discussed first.

Melanie Van Winkle, CFO, presented the Rates and Charges for Fiscal Year 2018/2019.

David Anderson moved, seconded by Stephen Swisher, M.D., to approve Rates and Charges for Fiscal Year 2018/2019 as recommended. Acting Chair Wood asked for comments; a brief discussion ensued. A vote was taken; the motion passed unanimously among the Board members present. Yes 3, No 0.

New Business Item # 4, Review and Approval of Expenditure of Fiscal Year 2018-19 Tax Receipts on Operations, was discussed second.

Melanie Van Winkle, CFO, presented the Expenditure of Fiscal Year 2018-19 Tax Receipts on Operations as presented in the Fiscal Year 2018-19.

David Anderson moved, seconded by Stephen Swisher, M.D., to approve the Expenditure of Fiscal Year 2018-19 Tax Receipts on Operations as presented in the Fiscal Year 2018-19. Acting Chair Wood asked for comments, there were none. A vote was taken; the motion passed unanimously among the Board members present. Yes 3, No 0.

New Business Item #1, Review and Approval of Operating Budget for Fiscal Year 2018/2019, was discussed third.

Melanie Van Winkle, CFO, presented the Operating Budget for Fiscal Year 2018/2019 via PowerPoint presentation as presented in the packet.

David Anderson moved, seconded by Stephen Swisher, M.D., to approve the Operating Budget for Fiscal Year 2018/2019 as presented. Acting Chair Wood asked for comments; there were none. A vote was taken; the motion passed unanimously among the Board members present. Yes 3, No 0.

4. Review and Approval of Capital Expenditures Budget for Fiscal Year 2018/2019.

Melanie Van Winkle, CFO, presented the Capital Expenditures Budget for Fiscal Year 2018/2019 via PowerPoint presentation as presented in the packet.

David Anderson moved, seconded by Stephen Swisher, M.D., to approve the Capital Budget for Fiscal Year 2018/2019 as presented. Acting Chair Wood asked for comments, there were none. A vote was taken; the motion passed unanimously among the Board members present. Yes 3, No 0.

5. Review and Approval of the 2019 Employee Success Sharing Program.

Melanie Van Winkle, CFO, presented the 2019 Employee Success Sharing Program.

David Anderson moved, seconded by Stephen Swisher, M.D., to approve the 2019 Employee Success Sharing Program. Acting Chair Wood asked for comments, there were none. A vote was taken; the motion passed unanimously among the Board members present. Yes 3, No 0.

6. Review and Approval of the SMHD Infection Prevention Plan, FY 2018-19.
7. Review and Approval of the SMHD Quality Improvement Plan, FY 2018-19.
8. Review and Approval of the SMHD Case Management/Utilization Plan, FY 2018-19.

The SMHD Infection Prevention Plan, FY 2018-19; the SMHD Quality Improvement Plan, FY 2018-19 and the SMHD Case Management/Utilization Plan, FY 2018-19 were reviewed.

David Anderson moved, seconded by Stephen Swisher, M.D., to accept the SMHD Infection Prevention Plan, FY 2018-19; the SMHD Quality Improvement Plan, FY 2018-19 and the SMHD Case Management/Utilization Plan, FY 2018-19, as presented. A vote was taken; the motion passed unanimously among the Board members present. Yes 3, No 0.

9. Declaration of Board Vacancies: Board to Determine Process to Fill Vacancy
Left by the resignation of Lynda Salcido.

David Anderson moved, seconded by Stephen Swisher, M.D., to declare a Board vacancy due to the resignation of Lynda Salcido. A vote was taken; the motion passed unanimously among the Board members present. Yes 3, No 0.

Vice Chair Ryan Wood proposed not to fill Lynda Salcido's vacancy. David Anderson and Stephen Swisher, M.D., agreed. Legal Counsel David Baumwohl advised that, legally, it may have to be filled. David Baumwohl will report back to the Board on this matter. The process to fill the vacancy was tabled until the regular meeting on July 19, 2018.

10. Discussion and Appointment of Board Committee Members as Needed for the
Remainder of 2018.

Ryan Wood, as Acting Chair, appointed himself to the Finance Committee and declared that the Employee Relations Committee, the Quality Committee and the Facilities Committee would all function with only one Board member.

Acting Chair Ryan Wood made a motion, seconded by Stephen Swisher, M.D., to nominate David Anderson as the new Vice Chair and Laurey Carlson as Secretary. Wood declared that the seat of Member at Large will remain vacant for the indefinite future. A vote was taken; the motion passed unanimously among the Board members present. Yes 3, No 0.

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

Ryan Wood moved, seconded by Stephen Swisher, M.D., 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. Acting Chair Wood asked for discussion; there was none. A vote was taken; the motion passed unanimously among the Board members present. Yes 3, No 0.

12. Emergency Resolution to approve Resolution 18-01 as amended.

David Anderson moved, based on (1) the resignation of Board Chair Lynda Salcido, (2) the pending transaction for the South Gateway property acquisition scheduled to close June 29, 2018, (3) the need to take immediate action, and (4) the need for action came to the attention of the board subsequent to the agenda being posted, that the Board add to the agenda approving and adopting Resolution 18-01 Amended as presented. Stephen Swisher, M.D., seconded. A vote was taken; the motion passed unanimously among the Board members present. Yes 3, No 0.

XV. CREDENTIALING

Reappointment to Active Staff/Tempoary Privileges

David Araya, M.D. Hospitalist
Donald Harrell, M.D. Radiologist
Richard Shedd, M.D. Emergency Medicine

Reappointment to Courtesy Staff/Tempoary Privileges

Richard Brown, M.D. Orthopedic Surgeon

Reappointment to Affiliate Staff/Tempoary Privileges

Jason Bishop, D.D.S. Pediatric Dentistry
Stephen Fujimoto, D.D.S., Pediatric Dentistry

Temporary Privileges

Edward Kody, M.D. Pediatrics
Kristen Wilson, M.D. Pediatrics
Mark Vuchinich, M.D. OB/GYN

David Anderson moved, seconded by Stephen Swisher, M.D., to approve the appointments as listed above. Stephen Swisher, M.D., noted a conflict of interest due to the fact that Dr. Richard Shedd is a client of his. However, due to the need for a quorum, Dr. Swisher voted on this item. Acting Chair Wood asked for comments: it was noted that the appointments were discussed in Closed Session and no action was taken. A vote was taken; the motion passed unanimously among the Board members present. Yes 3, No 0.

XVI. FUTURE BUSINESS

The next Regular meeting will take place on Thursday, July 19, 2018 at 8:00 a.m. in Conference Rooms A & B at Mammoth Hospital.

ADJOURN

There being no further business the meeting was adjourned at 11:51 a.m.