

**BEAR VALLEY COMMUNITY HEALTHCARE DISTRICT
BUSINESS BOARD MEETING MINUTES
41870 Garstin Drive, Big Bear Lake, Ca. 92315
April 04, 2016**

PRESENT: Donna Nicely, President
Barbara Willey, 1st Vice President
Gail McCarthy, 2nd Vice President
Rob Robbins, Treasurer
Christopher Fagan, MD, Secretary
David M. Faulkner, Interim CEO
Shelly Egerer, Admin. Assistant

ABSENT: Helen Walsh

STAFF: Garth Hamblin
Sheri Mursick
Nicole Wheeler
Mary Norman
Erin Wilson

OTHER: Barbara Brooks, w/QHR
Tom McCall, RVP w/QHR
Gail Dick
Deborah Tropp, Legal Counsel
Dr. Knapik

COMMUNITY

MEMBERS: Joseph Kelly

OPEN SESSION

1. CALL TO ORDER:

President Nicely called the meeting to order at 1:00 p.m.

2. DISCUSSION AND POITENTIAL APPROVAL OF OFFER FOR CEO:

- President Nicely introduced Tom McCall, who is participating via conference call.
- Mr. McCall has offered John Friel \$230,000 salary. Mr. Friel has agreed to accept \$230,000 with a start date of May 9. Mr. McCall will send an acceptance letter and will contact Mr. Faulkner once the conversation with John is completed.

President Nicely motioned to approve Mr. Friel as CEO with a salary of \$230,000 and a start date of May 9,2016. Second by Board Member Willey to approve Mr. Friel as CEO with a salary of \$230,000 and a start date of May 9,2016. President Nicely called for a vote. A vote in favor of the motion was 5/0.

- Board Member Robbins – yes
- Board Member Fagan- yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely - yes

CLOSED SESSION

3. PUBLIC FORUM FOR CLOSED SESSION:

President Nicely opened the Hearing Section for Public Comment on Closed Session items at 1:03 p.m. Hearing no request to make public comment, President Nicely closed Public Forum for Closed Session at 1:03 p.m.

4. ADJOURNED TO CLOSED SESSION:

President Nicely called for a motion to adjourn to Closed Session at 1:02 p.m. Motion by Board Member Willey to adjourn to Closed Session. Second by Board Member Fagan to adjourn to Closed Session. President Nicely called for a vote. A vote in favor of the motion was 5/0.

- Board Member Robbins – yes
- Board Member Fagan- yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely - yes

RECONVENE TO OPEN SESSION

1. CALL TO ORDER:

President Nicely called the meeting to Open Session at 3:01 p.m.

2. ROLL CALL:

Donna Nicely, Barbara Willey, Gail McCarthy, Rob Robbins and Christopher Fagan, MD, were present. Also present were David M. Faulkner Interim CEO, and Shelly Egerer, Administrative Assistant.

3. FLAG SALUTE:

Board Member Robbins led the flag salute, all present participated.

4. ADOPTION OF AGENDA:

President Nicely called for a motion to adopt the agenda as presented. Motion by Board Member Willey to adopt the agenda as presented. Second by Board Member McCarthy. A vote in favor of the motion was 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely - yes

5. RESULTS OF CLOSED SESSION:

President Nicely reported that the all reports were unanimously approved in Closed Session:

- Risk Management Report
- QI Management Report
- Hospital Medical Compliance Audit Report Presented by Legal Counsel.

- Chief of Staff Report:
 - Request for Initial Appointment:
 - Tasha Lowery, NP- Emergency Medicine/ Family Medicine
 - Brent Beard, MD- Emergency Medicine
 - Request for Reappointment:
 - Gail Shealy, NP- Family Medicine
 - Kelli Gora, DNP- Family Medicine
 - Jeremy Heiner, CRNA- Anesthesia
 - Richard Medrano, MD- Internal Medicine
 - Todd Sallenbach, MD- Emergency Medicine/ Internal Medicine
 - Request for Change of Status:
 - Jeffrey Orr, MD- Family Medicine; Active
 - Request for Additional Privileges:
 - Kelli Gora, DNP- Emergency Medicine
 - Voluntary Resignation
 - Tony Madril, LCSW- Tele-psychology
 - Gazaleh Bahrami, MD- Internal Medicine

President Nicely called for the vote. A vote in favor of the motion was 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely – yes

6. PUBLIC FORUM FOR OPEN SESSION

President Nicely opened the Hearing Section for Public Comment on Open Session items at 3:15 p.m.

- Mr. Consiglio, Laboratory Manager; addressed the Board with how the district sets priorities with patient care departments; the SNF, ER, Acute. The MPR for fast track of patients during the winter season was upgraded and money spent for equipment, and the MPR was not used for this. Two maintenance requests have been submitted to have some work completed and maintenance is not responding. Lab is a small department and has been improved in several areas; missing lab reports has decreased, some modifications of cosmetic work have been completed by current staff without additional employees. There are other departments that add to the districts revenue and are as important as the other departments.

President Nicely closed Public Forum for Open Session at 3:16 p.m.

7. DIRECTORS COMMENTS:

- Board Member Robbins stated at last month's board meeting Dr. Fagan brought up a recommendation for coaching and helping our new CEO to ensure he is successful in his position; it is important to provide topics for the new CEO and would like to ensure this is a point of discussion.
- Board Member Fagan requested the Laboratory Department be addressed at the May Board Meeting; items that have been completed, what remains and why the requests has been put on the back burner.
- President Nicely asked Mr. Faulkner to provide an update on the Laboratory Department at the May Board Meeting.
- Board Member Willey attended Sue Clifford's and Elaine Trei's retirement party and felt it was a great turn out

8. INFORMATION REPORTS:

A. Foundation Report:

- Ms. Walsh was not present to provide report.
- President Nicely asked Ms. Egerer if the Foundation is conducting meetings?
- Ms. Egerer reported that she was informed that the Foundation is meeting via email and a quarterly meeting is to take place if there are items that need to be addressed.

B. Auxiliary:

- Ms. Dick reported that the Auxiliary will not be scheduling the annual Hot & Saucy; there is a large amount of time and work with a small amount of volunteers to do the event. There are additional fund raisers to be scheduled and the Auxiliary will keep the Board apprised of all future events.

9. CONSENT AGENDA:

- A.** March 02, 2016 Board of Directors Meeting Minutes: Shelly Egerer, Admin. Assistant
- B.** March 03, 2016 Special Board of Directors Meeting Minutes: Shelly Egerer, Admin. Assistant
- C.** March 04, 2016 Special Board of Directors Meeting Minutes: Shelly Egerer, Admin. Assistant
- D.** March 23, 2016 Special Board of Directors Meeting Minutes: Shelly Egerer, Admin. Assistant
- E.** February/ March 2016 Planning & Facilities Report: Michael Mursick, Plant Manager
- F.** Quarterly Fire Life/Safety: Michael Mursick, Plant Manager
- G.** March 2016 Infection Control Report: Sheri Mursick, Infection Preventionist
- H.** March 2016, Human Resource Report: Erin Wilson, Human Resource Manager
- I.** Policies and Procedures:
 - (1) Case Management
 - (2) Radiology
 - (3) Disaster
 - (4) Employee Health
 - (5) HIM
 - (6) Nursing Administration
 - (7) Physical Therapy

President Nicely called for a motion to approve the Consent Agenda as presented. Motion by Board Member Willey to approve the Consent Agenda as presented. Second by President Nicely to approve the Consent Agenda as presented. President Nicely called for the vote. A vote in favor of the motion was 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely - yes

10. OLD BUSINESS:

- None

11. NEW BUSINESS:

A. Discussion and Potential Approval of Service Agreements:

- (1) Critel Nursing Anjesthetist, Inc.
- (2) Paula Nornes-Lebby M.D.
- (3) Cary Stewart, M.D.

President Nicely motioned to approve Contracts one through three as presented. Second by Board Member Willey to approve Contracts one through three as presented. President Nicely called for the vote. A vote in favor of the motion was 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely – yes

B. Discussion and Potential Approval of Dissolving the Joint Conference Committee Meeting (Resolution # 15/442):

President Nicely motioned to approve dissolving the JCC Committee. Second by Board Member Fagan to approve dissolving the JCC Committee. President Nicely called for the vote. A vote in favor of the motion was 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely – yes

C. Discussion and Potential Approval of Capital Expenditure Requests Fiscal Year 2016:

- Board Member Robbins reported that the Finance Committee recommends Board approval for the Capital Expenditure Request Fiscal Year 2016.
- Mr. Hamblin reported that there were some expenses left out during the CEO and CFO transition. The request is as follows:
 - Total to \$69,000 for the following projects:
 - Replace air handler heating coil outside.
 - Air preheat coil outside.
 - Air handler expansion joint.

- Add second air conditioner to main server room.
- Replace and expand security camera system.
- 3 brocade network switches-security camera system.

President Nicely called for a motion to approve the Capital Expenditure request as presented. Motion by Board Member Willey to approve the Capital Expenditure request as presented. Second by Board Member McCarthy to approve the Capital Expenditure as presented. President Nicely called for the vote. A vote in favor of the motion was 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely – yes

D. Discussion and Potential Approval of BVCHD Strategic Plan:

- Mr. Faulkner reported he was prepared to provide a presentation on the Strategic Plan. Mr. Faulkner also reported that some of the issues that are in the plan are already being implemented.
- President Nicely asked if the Board should have a Special Board Meeting to discuss the plan. President Nicely also feels that John Friel should participate in the over view of the Strategic Plan since he will be accountable for implementing the plan.
- Discussion took place on approving the plan and having a meeting with the new CEO to review or to have a meeting prior to John’s arrival. The Board felt the approving the Strategic Plan and scheduling a Special Board Meeting to review the plan would be preferred.

President Nicely called for a motion to approve the Strategic Plan and schedule a Special Board Meeting with the new CEO in attendance to review the plan. Motion by Board Member Willey to approve the Strategic Plan and schedule a Special Board Meeting with the new CEO in attendance to review the plan. Second by Board Member McCarthy to approve the Strategic Plan and schedule a Special Board Meeting with the new CEO in attendance to review the plan. President Nicely called for the vote. A vote in favor of the motion was 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely – yes

E. Discussion and Status of the Annual Board Self Assessment; Board completed in January 2016:

- Mr. Faulkner reported that three Board Members completed the assessment and unsure of where the assessments are. Mr. Faulkner asked that the Board retake them and have the assessments be turned into Administration by April 25th. The results will be on next month’s Board Agenda.
- Board Member Robbins reported that the members that took the assessment as per the District Bylaws are being penalized for those who did not take it.
- Discussion took place on why the full Board did not take the self assessment when required and what assurance is there that it will be completed this time.

President Nicely called for a motion to approve the Board Self Assessment is completed and turned in by April 25th and on the May Board Meeting Agenda. Board Member Fagan motioned to approve the Board Self Assessment is completed and turned in by April 25th and on the May Board Meeting Agenda as presented. Second by Board Member McCarthy to approve the Board Self Assessment is completed and turned in by April 25th and on the May Board Meeting Agenda. President Nicely called for the vote. A vote in favor of the motion was 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely – yes

F. Discussion and Potential Approval of the following Policies & Procedures:

- (1) Reimbursement for Training & Travel
 - (2) Employee Education
- President Nicely reported that there was a lot of discussion on the Reimbursement for Training and Travel policy at the previous Finance Meeting and Board Meeting; the changes have not been completed. The name of the policy was changed as requested; the first two paragraphs from the Reimbursement for Training & Travel need to be removed and added to the Employee Education policy.
 - Board Member Fagan stated that there is a lack of information in the policies; there is zero limits, no limit of conferences or dollar amount allowed is in either of the policies and stated that he did not feel that the Education is not a policy.
 - Mr. Faulkner reminded the Board that the Reimbursement for Training & Travel policy was approved at the March Board Meeting as presented except for the title.

President Nicely motioned to table policy one and two; revisions need to be made and sent back to the Board. Second by Board Member Fagan to table policy one and two; revisions need to be made and sent back to the Board. President Nicely called for the vote. A vote in favor of the motion was 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely – yes

12. ACTION ITEMS:

A. Quorum Health Resource Report:

- Mr. McCall was not present.
- Barbara Brooks reported the following:
 - Q View for Board Minutes was included in the packet.
 - David Perry completed the reimbursement review and David will provide continual support.
 - Cost report will always be reviewed prior to submitting.
- Board Member Robbins reported that the Finance Committee has asked Administration to follow up with Loma Linda in regards to the Market Basket is not responding to our request for Loma Linda to complete the market basket.

- Mr. Faulkner reported that he has spoken to Andrew and will continue to follow up in obtaining the market basket report from LLUMC.
- President Nicely asked Mr. Faulkner to follow up with the LLUMC Interim CEO for the report. President Nicely also stated that Loma Linda has continual education programs and would like to obtain a 2016 schedule. These are education pieces that can be utilized by the staff and will save the district funds.
 - Bill Winstead was on site for a financial review, to ensure that QHR Best Practices are implemented.
 - Bob Vento will be on sight April 13, meet & greet.

President Nicely called for a motion to approve the QHR Report as presented.

Motion by Board Member Willey to approve the QHR Report as presented.

Second by Board Member Robbins to approve the QHR Report as presented.

President Nicely called for the vote. A vote in favor of the motion was 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely - yes

B. CNO Report:

- Ms. Norman reported the following:
 - State delayed survey.
 - Star rating is 4 which is a huge improvement from previous years.
 - 16 residents at this time with a potential of 2 more by the end of the week.
 - John McKinney, new PT Manager.
 - ED Manager has attended the EmCare conference in Las Vegas.

President Nicely called for a motion to approve the CNO Report as presented. Motion by Board Member McCarthy to approve the CNO Report as presented. Second by Board Member Willey to approve the CNO Report as presented. President Nicely called for the vote. A vote in favor of the motion was unanimously approved 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely - yes

C. Acceptance of the CEO Report:

(1) CEO Report:

- Mr. Faulkner reported the following information:
 - Polar Plunge: 19 participants in the water.
 - CMS 2567 are attached to the CEO packet.
 - OSHPD is reviewing plans for CT & Mammography. Goal is to have instillation by next ski season.
- Board Member Fagan thanked Mr. Faulkner for his time at BVCHD and appreciated his follow up on requested reports and Board requests.

President Nicely motioned to approve the CEO Report as presented. Second by Board Member Robbins to approve the CEO Report. President Nicely called for the vote. A vote in favor was unanimously approved 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely – yes

D. Acceptance of the CFO Report:

(1) February 2016 Financials

- Mr. Hamblin reported the following:
 - Cash on hand is 122 days.
 - AR days have decreased by 50 days.
 - Continuing to work with TruBridge.
 - ACUTE over budget.
 - Swing days increased.
 - Surplus is \$1.27 million \$750,000 ahead of budget.
 - MEC was given the CAH Report at the March Meeting.
- Board Member Robbins reported to the Board that the Finance Committee is continually obtaining an update on TruBridge.
- Mr. Hamblin reported that they have a date of May 31 for a review of services.

(2) CFO Report:

- Mr. Hamblin reported the following information:
 - Emails are on one server – bvchd.com.
 - Paul Eves resigned and we will be looking to fill that position.
 - Bonnie Moore is out and an Interim HIM person is being looked into.

(3) Allowances on Unpaid Accounts and Bad Debt as of December 31, 2015:

- Mr. Hamblin reported that the analysis shows that our contractals and contracts are where they need to be.
 - District needs to fully implement CAH; there is a boot camp that QHR provides and is informative.

(4) Budget Preparation Schedule for Fiscal Year 2017:

- Mr. Hamblin reported the following:
 - Proposed budget have been provided to managers and meetings are scheduled for next week.
 - Hopeful to have budget by June Meeting; will take to the Finance Committee.

President Nicely called for a motion to approve the Finance Reports as presented. Motion by Board Member McCarthy to approve the Finance Reports as presented. Second by Board Member Willey to approve the Finance Reports as presented. President Nicely called for the vote. A vote in favor was unanimously approved 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely – yes

13. ADJOURNMENT

President Nicely called for a motion to adjourn the meeting at 3:59 p.m. Motion by Board Member Fagan to adjourn. Second by Board Member Robbins to adjourn. President Nicely called for the vote. A vote in favor of the motion was unanimously approved 5/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- Board Member Willey – yes
- President Nicely - yes