

**BEAR VALLEY COMMUNITY HEALTHCARE DISTRICT
BUSINESS BOARD MEETING MINUTES
41870 Garstin Drive, Big Bear Lake, Ca. 92315
June 1, 2016**

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

ABSENT: Helen Walsh

STAFF: Garth Hamblin Mary Norman John McKinney
Erin Wilson Nicole Wheeler

OTHER: Deborah Tropp, Legal Counsel Barbara Brooks, RVP w/QHR
Gail Dick

COMMUNITY MEMBERS: Joseph Kelly

OPEN SESSION

1. CALL TO ORDER:

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

President Nicely stated that it has come to the Board's attention that the Chief of Staff Report presented under Closed Session was inadvertently left off the agenda and there are items on the report that need immediate action. Based on this information President Nicely would like to ask the Board to approve a motion to add the Chief of Staff Report Credentialing Recommendations; this item requires action.

President Nicely motioned to approve adding the Chief of Staff Report pertaining to the Credentialing Committee for appointment, reappointment and voluntary resignation to Item 1, Section 1 prior to the Risk Manager section. Second by Board Member Fagan to approve adding the Chief of Staff Report pertaining to the Credentialing Committee for appointment, reappointment and voluntary resignation to Item 1, Section 1 prior to the Risk Manager section. 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

1. PUBLIC FORUM FOR CLOSED SESSION:

President Nicely opened the Hearing Section for Public Comment on Closed Session items at 1:02 p.m. Hearing no request to make public comment, President Nicely closed Public Forum for Closed Session at 1:02 p.m.

2. 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 McCarthy 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 2:01 p.m.

2. ROLL CALL:

Donna Nicely, Barbara Willey, Gail McCarthy, Rob Robbins and Christopher Fagan, MD, were present. Also present were John Friel, CEO, and Shelly Egerer, Administrative Assistant.

3. FLAG SALUTE:

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

4. ADOPTION OF AGENDA:

President Nicely reported that a contract required to be added to New Business Item F, that requires immediate attention and potential action.

President Nicely called for a motion to adopt the agenda with the revision of adding the ESP Contract due to the necessity of replacing the pharmacist, Mr. Campbell has submitted his resignation. Motion by Board Member Willey to adopt the agenda with the revision of adding the ESP Contract due to the necessity of replacing the pharmacist. Second by Board Member McCarthy to adopt the agenda with the revision of adding the ESP Contract due to the necessity of replacing the pharmacist. President Nicely call 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

5. RESULTS OF CLOSED SESSION:

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

- **Credentialing Report**
 - **Request for Initial Appointment:**
 - Kellie Clark, NP- Family Medicine
 - Katherine November, LCSW- Tele-Psychology
 - Adam Kawalek, MD- Internal Medicine
 - **Request for Reappointment:**
 - Suzanne Moser, NP- Family Medicine
 - **Request for Additional Privileges:**
 - Tasha Lowery, NP- Acute
 - **Voluntary Resignation:**
 - Tom Nguyen, MD- Emergency Medicine
 - Challa Reddy, MD- Emergency Medicine
 - Vache Chakmakian, MD- Emergency Medicine
 - Xiaoling Zhu, MD- Tele-Psychiatry
 - Grigoriy Rozenfeld, MD- Emergency Medicine/ Withdrawal
 - Harry Lifschutz, MD- Surgery/ Withdrawal
- **Risk Management Report**
- **QI Management Report**

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 2:05 p.m. Hearing no request to make public comment, President Nicely closed Public Forum for Open Session at 2:05 p.m.

7. DIRECTORS COMMENTS:

- Board Member Willey reported that three Board Members (including herself) attended a QHR Board Trustee Conference in Utah and felt the conference was very beneficial. There was discussion of the value of quality care with an emphasis on wellness programs.
- Board Member McCarthy also reported she too was at the conference and that is was very beneficial and that she enjoyed herself.

8. INFORMATION REPORTS:

A. Foundation Report:

- Ms. Walsh was not present to provide report.

B. Auxiliary:

- Ms. Dick provided the following information:
 - Golf Tournament is scheduled for September 23rd, 9:00 am is T-off and there will be a silent auction and gift baskets.

9. CONSENT AGENDA:

A. May 04, 2016 Board of Directors Meeting Minutes: Shelly Egerer, Admin. Assistant

B. April/May 2016 Planning & Facilities Report: Michael Mursick, Plant Manager

C. May 2016 Infection Control Report: Sheri Mursick, Infection Preventionist

D. April 2016, Human Resource Report: Erin Wilson, Human Resource Manager

E. Policies and Procedures:

- (1) Case Management
 - (2) Dietary
 - (3) Emergency Preparedness
 - (4) Nursing Administration
 - (5) Physical Therapy Assessment Policy for In-Patients Interdisciplinary
 - (6) Continuing Education Requirement for Mammographers – PF-MAM-9
 - (7) Surgery
- The Board would like clarification on the HR Report: large amount of workers comp cases and would like additional information, they would like a break out of managers and departments that are behind on the performance evaluations.
 - Board Member Willey reported that she too had the same questions on workers comp cases and that the HR Manager told her that this is not a large amount of staff the way the cases work.

President Nicely called for a motion to approve the Consent Agenda as presented. Motion by Board Member Willey to approve the Agenda as presented. Second by Robbins 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 Presentation of the Brown Act: Conducted by Deborah Tropp, Legal Counsel:

- Ms. Tropp provided training on the Brown Act and provided the following information:
 - Overview, basic rules, meetings, agenda's and remedies if violation of Brown Act occurs were reviewed.

- There are few exceptions on Closed Session items.
- Trade secrets apply in Health & Safety codes which gives a small amount of allowances.
- Committee with Board Members is considered to fall under the Brown Act rules.
- Special meeting is for a specific item and is 24 hour notice.
- Serial Meetings are defined as individual communications, chain of phone calls, and emails and is also a violation.
- Social ceremonies are not considered serial meetings.
- Teleconference by audio and video, action has to be completed by roll call agenda has to be posted at other location.
- Disruptive meeting; public that cause disruptions can be removed from the room.

President Nicely reported that no action is required

B. Discussion and Potential Approval of the Annual Quorum Consulting Support Plan:

- Ms. Brooks reported the Support Plan is as follows:
 - This is not in order or according to “importance”.
 - Items 7 & 8 are completed on a annual basis and is part of the contract with Quorum.
 - Compliance Director mentoring and implementation assistance will begin once the personnel is in place.
 - The items listed on the report are to completed in the new fiscal year.
- Mr. Friel reported he is in the process of revising the job description for the Compliance Director and that compliance is a priority.

President Nicely called for a motion to approve the Annual Quorum Consulting Support Plan with the possibility that the list is subject to change. Board Member Robbins motioned to approve the Annual Quorum Consulting Support Plan with the possibility that the list is subject to change. Second by President Nicely to the Annual Quorum Consulting Support Plan with the possibility that the list is subject to change. 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 the Inter Governmental Transfer Agreement/Service:

- Mr. Hamblin stated that the IGT is a transfer of public funds between the State & Federal Governments. The contract will be sent to legal counsel. The district will receive an additional \$400,000. This will take several months and will need to have the final agreements submitted within 60 days.
- Mr. Friel stated that this is a complicated and confusing process but the hospital will benefit from the funds received. Hospitals across the nation are involved in this program.

- Board Member Robbins reported that the Finance Committee had a lengthy conversation about the IGT Agreement and recommended that Mr. Hamblin bring to the full Board for discussion and potential approval.

President Nicely called for a motion to approve the Inter Governmental Transfer Agreement/Service. Board Member Robbins motioned to approve the Inter Governmental Transfer Agreement/Service. Second by Board Member Willey to approve the Inter Governmental Transfer Agreement/Service. 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 the FY 2017 Budget:

- Mr. Hamblin provided the following information:
 - Capital Budget is for 2016/17/18. Going to implement a 3 year Finance plan. Updates on the budget will be provided to the Finance Committee.
 - Would like to grow surgery in the near future but will require research to ensure that payors will pay for procedures completed.
 - Assumption is that swing patients will continue to increase.
 - Other expenses are minor equipment, training, travel, telephone and utilities.
 - ED staffing is according to the seasons. Using previous information to staff appropriately.
 - Added a restorative nurse for swing bed patients.
 - ED has requested the purchase of T-System which will allow additional documentation, user friendly and will assist in capturing additional charges for the district. The T-System will have an initial fee and a annual service fee.
 - CT & Mammo funds will only be spent for those projects, the money is set aside.
 - Mom Project cost decreased due to Marketing is moved to Administration Budget.
 - Outpatient revenue higher in budget; will be increasing rates at the clinic.
 - Large expenditures will be brought to the Board.
- Board Member Robbins reported that the Finance Committee approved the budget but requested additional information on the T-System be brought back to the July Finance Meeting.
- Board Member Fagan stated that the Finance Committee has asked that all physicians be provided an opportunity to see the 3 vendors for the ED system and to have some buy in. Dr. Weismann is only here 3 to 4 times a month.

President Nicely called for a motion to approve the FY 2017 Budget with the exceptions of the T-System and training not included. Board Member Robbins motioned to approve the FY 2017 Budget with the exceptions of the T-System and training not included. Second by President Nicely to approve the FY 2017 Budget with the exceptions of the T-System and training not included. 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 Potential Approval of the Following Contracts:

- (1) Steven Knapik, DO: Hospitalist Contract
- (2) Steven Knapik, DO: Chief of Staff Contract

- President Nicely reported that the Board had discussion in closed session and all questions were answered.

President Nicely called for a motion to approve the Hospitalist and Chief of Staff Contracts as presented. Board Member Fagan motioned to approve the Hospitalist and Chief of Staff Contracts as presented. Second by Board Member McCarthy to approve the Hospitalist and Chief of Staff Contracts 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

F. Discussion and Potential Approval of the ESP Contract:

- Mr. Friel requested the Board to approve the ESP Contract so that Administration can use this resource to hire a pharmacist. If a pharmacist is hired through this contract there is a finder's fee of approximately \$40,000. HR is continuing to advertise on the internet and website, and we have contacted other vendors used in the past. The District has a remote pharmacy but there is no one on site thru this vendor, it is a remote system and this system is only for specific hours.
- Ms. Tropp stated that the finder fee is a standard clause and that from a quick review of the contract there are no issues but would need additional time to work with Mr. Friel. Ms. Tropp will contact Mr. Friel Thursday.

President Nicely called for a motion to approve the ESP Personnel Contract, allow CEO to engage in the firm subject to legal counsels review and approval of the contract. Second by Board Fagan to approve the ESP Personnel Contract, allow CEO to engage in the firm subject to legal counsel's review and approval of the contract. 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:

(1) June QHR Report:

- Ms. Brooks reported the following information:
 - TruBridge contract was discussed in Finance. In the near future discussion and options for a month to month contract with TruBridge to get the district through the busy season and continue to look at other companies to replace TruBridge.
 - HPG (GPO) will be on site in June to begin the transition.
 - Community Health Needs Assessment is still in process.
 - Received 100% responses from Board of Trustees on the QHR Survey.
- Mr. Friel reported that at his previous district they too were not happy with TruBridge services and made the change to a different vendor; the AR days went over 110 days and was a challenge to have a smooth transition. Mr. Friel stated that we need to be cautious if changing vendors and when we change the vendors there could be large costs.

President Nicely motioned 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:

(1) May CNO Report:

- Ms. Norman reported the following information:
 - SNF is at 19 patients.
 - No swing bed patients at this time.
 - Prime Project Plan has been submitted.

President Nicely called for a motion to approve the CNO Report as presented. Motion by Board Member Robbins to approve the CNO Reports 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. Friel reported the following information:
 - Dr. Burkett and Dr. Thoene were on site for a tour and meet & greet. I received an email informing me that they chose a different facility due to location of family. Continuing to search/recruit for physicians.
 - Registered for Annual Pink Glove Dance.

- A majority of managers meetings have been conducted.

President Nicely called for a motion to approve the CEO Report as presented. Motion by Board Member Robbins to approve the CEO Report as presented. Second by Board Member Willey to approve the CEO Report as presented. President Nicely called for the vote. A vote in favor was unanimously approved 4/0.

- Board Member Robbins – yes
- Board Member Fagan - yes
- Board Member McCarthy - yes
- President Nicely – yes
- *Board Member Willey was not present.*

D. Acceptance of the CFO Report:

(1) April 2016 Financials

- Mr. Hamblin reported the following information:
 - Cash on hand \$3,231,484.
 - AR is 76 days.
 - Net revenue significantly over budget.
 - YTD surplus is \$1.4 million over budget.
 - SNF over budget.
 - ER continues to be over budget.
 - Clinic visits under budget
 - FTE under budget.
 - Cash receipts collecting more than our net revenue.
 - Co-pays are being collected.
 - Anticipate clinic audit to be in our favor.
 - Medi-Cal cost report \$1.3 million received.
 - \$94,000 loss for the month.
 - Continue to have strong financials.

(2) CFO Report:

- Mr. Hamblin reported the following information:
 - David Perry completed allowance and bad debit review.
 - Covered California care is unknown at this time.
 - Prime project was approved, population targeted is pain management.
 - Accounting position was filled, waiting for the completion of the hiring process and the Accounting Department will be fully staffed.

President Nicely called for a motion to approve the Finance Reports as presented. Motion by Board Member Robbins to approve the Finance Reports as presented. Second by President Nicely 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 5:05 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