

**BEAR VALLEY COMMUNITY HEALTHCARE DISTRICT
BUSINESS BOARD MEETING MINUTES
41870 Garstin Drive, Big Bear Lake, Ca. 92315
March 08, 2017**

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

ABSENT: None

STAFF: Garth Hamblin Mary Norman Erin Wilson
Nicole Wheeler Sheri Mursick Kerri Jex
Mike Mursick Steven Knapik, DO
Angela Rodriguez Jon Booth

OTHER: Ron Vigus/ QHR Helen Walsh w/ Foundation
Gail Dick w/Auxiliary Mike Sarrao, Legal Counsel
Deborah Tropp, Legal Counsel

COMMUNITY

MEMBERS: Bob Ybarra Natalie Williams's w/Grizzly
R. Henry Holly Elmer, Foundation

OPEN SESSION

1. CALL TO ORDER:

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

CLOSED SESSION

1. PUBLIC FORUM FOR CLOSED SESSION:

President Nicely opened the Hearing Section for Public Comment on Closed Session items at 1:00 p.m. Hearing no request to make public comment, President Nicely closed Public Forum for Closed Session at 1:00 p.m.

2. ADJOURNED TO CLOSED SESSION:

President Nicely called for a motion to adjourn to Closed Session at 1:00 p.m. Motion by Board Member Robbins 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 Willey – yes
- President Nicely - yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

RECONVENE TO OPEN SESSION

1. CALL TO ORDER:

President Nicely called the meeting to Open Session at 3:06 p.m.

2. ROLL CALL:

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

3. FLAG SALUTE:

Board Member Roberts 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 to adopt the 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 Willey – yes
- President Nicely - yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

5. RESULTS OF CLOSED SESSION:

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

- Chief of Staff Report
 - Request for Initial Appointment:
 - Michael Zaghi, MD - Renaissance Radiology
 - Daniel Brunengraber, MD - Renaissance Radiology
 - Sasmita Misra, MD – Renaissance Radiology

 - Request for Reappointment:
 - Brent Beaird, MD – Emergency Medicine
 - Steven Knapik, DO – Internal Medicine / Family Medicine
 - Michael Norman, DO – Internal Medicine
 - Cary Stewart, MD – Internal Medicine / Family Medicine

 - Voluntary Resignation:
 - Michael Hartstein, MD – Emergency Medicine
 - Benjamin Luman, PA – Acute / Emergency Medicine
 - Kai Hoo Tang, PA – Acute / Emergency Medicine

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- Risk Management Report

 - QI Management Report

President Nicely reported that the Board will be reconvening to Closed Session.

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

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

6. PUBLIC FORUM FOR OPEN SESSION:

President Nicely opened the Hearing Section for Public Comment on Open Session items at 3:12 p.m.

- Bob Ybarra, Sugarloaf resident; addressing the Board due to the schedule conflict of the BVCHD Board Meeting and the Airport Board Meeting. The Airport Board begins their meetings at 4:00 p.m. and feels that choosing which meeting to go to is unfair to the public. Mr. Ybarra asked the Board of Directors to consider moving their Open Session to 1:00 p.m. and Closed Session to 3:00 pm so that the community can participate in the Hospital and Airport Board Meetings.
- Mr. Henry, Erwin Lake resident; recently found out there is a conflict between the Hospital and Airport Board Meeting and would like to ask that the Board change the schedule so that he can attend both meetings; Mr. Henry stated that he feels this is very disturbing and feels that this limits transparency.

President Nicely closed Public Forum for Open Session at 3:19 p.m.

7. DIRECTORS' COMMENTS:

- President Nicely recognized Megan Meadors; the Mom & Dad Project Director for her recognition of the Unforgettable Heart Award; the Mom & Dad project was recognized for education in child abuse and neglect, healthy lifestyles, healthy bonding and healthy parenting. The Mom and Dad Project and Megan were honored by the State Assembly, San Bernardino County Supervisors the U.S. House of Representatives and the California State. Presenters were James Ramos and Robert Lovingood. State Senator Mike Morrell and Assemblyman Jay Olberholte were keynote speakers.
Ms. Meadors stated that it is great to be the front person but her staff is whom makes it all happen.
- Board Member Robbins stated that he is thrilled the SNF received 5 Star and expressed his concerns that the email server is still not working correct and stated that this issue needs to be resolved immediately.
- Board Member Roberts recently was in the ER and stated that he received excellent care and the district has terrific staff.
- Board Member McCarthy stated that she feels we have excellent staff and a great Hospital.
- Board Member Willey stated that she had attended the Studer Conference, it was a very impressive conference, and that there were sessions that were dedicated to various / specific departments. Board Member Willey also reported that she attended the recognition of the SNF Staff and DON for working to get the SNF Unit to a 5 Star Rating.

8. INFORMATION REPORTS:

A. Foundation Report:

- Ms. Walsh reported that the Foundation had a meeting in the Hospital Conference Room; all 13 Board Members were present, two Hospital Board Members were present and the CEO; Donna Nicely, Barbara Willey and John Friel. Ms. Walsh thanked the district for providing lunch. The Foundation received a lot of positive information and is working towards getting new members.
- The Executive Board will be meeting last week of March to discuss a recruiting event. Holly Elmer will be taking over as the Foundation President in July. Ms. Walsh presented a donation check of \$5,000.00 that is to go towards the SNF Unit and asked that she receive a report on what the funds will be used for.

B. Auxiliary Report:

- Ms. Dick reported the Auxiliary is conducting a fundraiser on Wed. July 19, 2017 at Apples B&B; more information will be provided prior to the July 19th date.

9. CONSENT AGENDA:

- A. February 09, 2017 Board of Directors Meeting Minutes: Shelly Egerer, Admin. Assistant
- B. January / February 2017 Planning & Facilities Report: Michael Mursick, Plant Manager
- C. February 2017 Human Resource Report: Erin Wilson, Human Resource Director
- D. Annual Risk Assessment & Program Summary 2016: Infection Control Report: Heather Loose, Infection Preventionist

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

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

10. OLD BUSINESS:

A. Discussion and Potential Approval for the Board of Directors: Travel Expenses for the Following Conferences:

- (1) 30th Annual Rural Health Care Leadership Conference: Phoenix, Arizona: Not to Exceed \$5,000.00 for Three Board Members to Attend (To Include: Air Fare, Taxi Cab/Car Rental, Hotel & Meals)
- (2) Studer Group Conference: Los Angeles, CA. Not to Exceed \$2,000.00 for Two Board Members to Attend (To Include: Meals & Hotel)
- President Nicely reported that the Rural Health Conference and the Studer Group Conference were attended by Board Members.

President Nicely called for a motion to approve the Board of Directors travel expenses for the Annual Rural Health Conference and the Studer Group Conference. Motion by Board Member Roberts to approve the Board of Directors travel expenses for the Annual Rural Health Conference and the Studer Group Conference.

Second by Board Member Robbins to approve the Board of Directors travel expenses for the Annual Rural Health Conference and the Studer Group Conference. President Nicely called for the vote. A vote in favor of the motion was 5/0.

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

B. Discussion and Potential Approval of February 2017 QHR Report:

- President Nicely stated this report was tabled due to not having the report in the Board packets when distributed. President Nicely wanted to remind staff that all reports are to be in the Board packets when distributed and late reports will not be accepted.

President Nicely motioned to approve the QHR Report as presented. Second by Board Member Willey 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 Willey – yes
- President Nicely – yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

11. NEW BUSINESS*

A. Discussion and Presentation of Bear Valley Community Healthcare District: Cyber Security Plan:

- Mr. Booth reported the following information:
 - Cyber Security is very vital to the District.
 - Various security attack types.
 - Healthcare Districts are potential organizations to hack.
 - Compound attacks.
 - Would not expect any type of terrorist attacks.
 - Structural attacks are more of a threat.
 - Best practice:
 - Developing a Cyber Security Policy & Procedures.
 - Current policies are old and need to be updated.
 - Conduct routine network audits.
 - Regularly back up all critical files.
 - Have developed and continue to improve the best practice.
 - Areas' of improvement:
 - Maintain continue practice of least possible access.
 - Upgrade backup and storage - needs to be replaced quickly.
 - Evaluate current staffing and shortages.
 - Additional training for staff.
 - Purchase and deploy a workstation and software management solution.
 - Fire wall and support staff to maintain its effectiveness.
 - Continue to change; so many threats are constantly evolving.
 - Cyber Security never sleeps; need to be aware of the security at all times.

- Board needs to be updated on Cyber Security.
- Hospital does have Cyber insurance – Trubridge.
- President Nicely stated that the Board is committed to supporting the IT Department and the Board thanked Mr. Booth for his presentation and his time.

President Nicely reported no action required

B. Discussion and Update of the Board of Directors: Board Stipend (1099 vs W2):

- Mr. Hamblin stated that with legal counsel's assistance and advice it is determined to pay by W2; direct deposit will begin with any Board Members that have signed the appropriate documents. Mr. Hamblin will follow up on the direct deposit for all Board Members and will communicate to the Board if there are any problems with direct deposit.

President Nicely reported no action required

C. Discussion and Potential Approval of the Family Health Center Annual Evaluation for 2016:

- Ms. Mursick stated that this is a required annual report for the FHC:
 - Focus on adding services increasing providers.
 - Clinic takes an active role in the QI Program.
 - Policies and Procedures are reviewed by key staff and providers.
 - Chart audits are completed.
- Mr. Hamblin reported that the presentation was provided to the Finance Committee
- Board Member Robbins stated that this was vetted thoroughly at the Finance Committee and there was a lot of great information.

President Nicely motioned to approve the Family Health Center Annual Evaluation for 2016. Second by Board Member Willey to approve the Family Health Center Annual Evaluation for 2016. President Nicely called for the vote. A vote in favor of the motion was 4/1 abstain.

- Board Member Robbins – yes
- Board Member Willey – yes
- President Nicely – yes
- Board Member McCarthy - yes
- Board Member Roberts – abstained

D. Discussion and Potential Approval of Tomi Hagan w/QHR Travel Expense for the RHC Compliance Review and Coding Audit (Not to Exceed \$2,000.00):

- Mr. Hamblin reported that Tomi Hagan's travel expense would not exceed \$2,000.00. Tomi is to be on site to provide assistance and ensure the implementation of the coding audit has begun. Tomi will also be updating the Board of Directors on the assessment at the April Business Board Meeting.

President Nicely motioned to approve travel expenses for Tomi Hagan w/QHR not to exceed \$2,000.00. Second by Board Member Roberts to approve travel expenses for Tomi Hagan w/QHR not to exceed \$2,000.00. President Nicely called for the vote. A vote in favor of the motion was 5/0.

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

E. Discussion and Potential Approval of the Medical Market Place Inc. Equipment Rental Agreement (CT Scanner):

- Mr. Friel reported that the Board discussed the contract in Closed Session and would like the Board to approve the Medical Market Place Equipment Rental Agreement for the lease of a CT Scanner.
 - The lease is required for a temporary CT Scanner until the new scanner is installed and construction project is complete.

President Nicely motioned to approve the Medical Market Place Inc. Equipment Rental Agreement (CT Scanner) for four months. Second by Board Member Willey to approve the Medical Market Place Inc. Equipment Rental Agreement (CT Scanner) for four months. President Nicely called for the vote. A vote in favor of the motion was 5/0.

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

F. Potential Approval of Unconditional Commitment Letter to conserve public resources and avoid unnecessary litigation in response to Brown Act Allegations, Pursuant to California Government Code Section 54960.2(c)(1):

- President Nicely reported that this item was discussed in Closed Session.

President Nicely called for a motion to approve the Unconditional Commitment letter as presented by Legal Counsel. Motion by Board Member Roberts to approve the Unconditional Commitment letter as presented by Legal Counsel. Second by Board Member Willey President Nicely called for the vote. A vote in favor of the motion was 5/0.

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

12. ACTION ITEMS:

A. Quorum Health Resource Report:

(1) March 2017 QHR Report:

- Mr. Vigus reported the following:
 - April CEO Evaluation – QHR will provide the evaluation form to the Board.
- Board Member Roberts stated that the Board has requested a surgery analysis report for the last several months and has not yet received the information and the ability to increase the health insurance at the district was also to be

provided and would like these items presented to the Board as requested.

- Mr. Friel stated that a preliminary discussion took place and at this time we have reached out to other organizations to schedule meetings; Heritage is a main competitor. Administration has reached out to schedule a follow up meeting with Heritage and we have not received a call back.

President Nicely motioned to approve the QHR Report as presented. Second by Board Member McCarthy 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 Willey – yes
- President Nicely – yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

B. CNO Report:

(1) February 2017 CNO Report:

- Ms. Jex reported the following information:
 - Director of Snow Summit, severity of injuries have been minimal.
 - Emergency care is recommended through the EMS.
 - Mountain Resorts do have the Hospital business cards.
 - The Mountain Bike Trail should be open in April.
 - Coordinating disaster drill with Mammoth and Fire Department.
 - Submitted MU2 Attestation.
 - One employee was sent to Work Violence Training.
 - Dr. Tayani cancelled last month surgeries.
 - SNF – census down to 18.
 - Restorative program is already showing positive results.
 - Would like direction on where the Surgery Department is going.
- Mr. Hamblin reported that at next week's Administrative Team meeting, there will be discussion to review surgeries; QHR is sending information and hopeful to have a preliminary performa by April to present to the Board of Directors.

President Nicely motioned to approve the CNO Report as presented. Second by Board Member Roberts to approve the CNO 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 Willey – yes
- President Nicely – yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

(2) Critical Access Hospital Annual Report:

- Ms. Jex provided the following information on the CAH Annual Report:
 - Added Orthopedic services to the clinic and Ortho surgeries.
 - Potential trend that ER visits will decrease due to growing Urgent Cares.
 - Inpatient volumes have increased.
 - Accreditation Surveys have gone well and appreciates the hard work of staff.

President Nicely motioned to approve the Critical Access Hospital Annual 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 4/1.

- Board Member Robbins – yes
- Board Member Willey – yes
- President Nicely – yes
- Board Member McCarthy - yes
- Board Member Roberts - abstain

C. Acceptance of the CEO Report:

(1) February 2017 CEO Report:

- Mr. Friel reported the following information:
 - Hosted a forum for the AAWU Group on air transportation membership
 - Reach & Mercy provided information and membership applications.
 - Dietary Department received an A Rating.
 - Loma Linda Affiliation provided a price list for specialty services.
 - If there is nothing they can do for the District then we will leave the relationship the way it is and an additional hospital will be looked at that will be a better relationship. An update will be provided at the April Board Meeting.
 - ER Manager Position is being vetted through a consultant (outside agent). This has been a difficult position to fill.

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

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

D. Acceptance of the Finance Report:

(1) January 2017 Financials

- Mr. Hamblin reported the following information:
 - Net revenue is continuing to run over budget.
 - Surplus is \$1 million over budget.
 - Graphs for various departments have been included.

(2) CFO Report:

- Mr. Hamblin reported the following:
 - Affordable Healthcare Act is still unknown at this time.
 - Attachments have been provided relating to Affordable Healthcare Act.
 - Impact of \$1.2 million in favor of being a Critical Access Hospital.

President Nicely motioned to approve the January 2017 Finance Report and CFO Report as presented. Second by Board Member Roberts to approve the January 2017 Finance Report and CFO Report as presented. President Nicely called for the vote. A vote in favor was unanimously approved 5/0.

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

CLOSED SESSION

1. RECONVENE TO CLOSED SESSION:

President Nicely motioned to reconvene to Closed Session at 4:58 p.m. Second by Board Member Robbins to adjourn to Closed Session. President Nicely called for the vote. A vote in favor was unanimously approved 5/0.

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

OPEN SESSION

1. CALL TO ORDER

President Nicely called the meeting to order at 5:30 p.m.

2. RESULTS OF CLOSED SESSION

President Nicely stated there was no reportable action taken in Closed Session.

3. ADJOURNMENT:

President Nicely called for a motion to adjourn the meeting at 5:31 p.m. Motion by Board Member McCarthy to adjourn. Second by Board Member Willey 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 Willey – yes
- President Nicely – yes
- Board Member McCarthy - yes
- Board Member Roberts - yes