

**BEAR VALLEY COMMUNITY HEALTHCARE DISTRICT
SPECIAL BUSINESS BOARD MEETING MINUTES
41870 Garstin Drive, Big Bear Lake, Ca. 92315
February 09, 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: Helen Walsh w/ Foundation
Erin Wilson
Gail Dick w/Auxiliary
Barbara Brooks, w/QHR

STAFF: Garth Hamblin Mary Norman Kathy Gardner
Nicole Wheeler Sheri Mursick Kerri Jex
Mike Mursick Steven Knapik, DO
Sherry Greenaway

OTHER: None

COMMUNITY

MEMBERS: Joseph Kelly Ms. Kelly Bob Ybarra
ET Russell w/bigbearlake.net David Faas
Dustin Leon w/Airport Manager

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 Willey to adjourn to Closed Session. Second by Board Member Robbins 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 Robbins 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
 - Jennifer Henry, RDH- Center for Oral Health
 - Joseph Roco, DO- Renaissance Radiology
 - Khalid Javeri, MD- Renaissance Radiology
 - Matthew Carr, MD- Renaissance Radiology
 - Gregory Eckel, MD- Renaissance Radiology
 - Ian Tseng, MD- Renaissance Radiology
 - Gilbert Melin, MD- Renaissance Radiology
 - James Port, MD- Renaissance Radiology
 - Eric Wallace, MD- Renaissance Radiology
 - Kellie Greenblatt, MD- Renaissance Radiology
 - Lara Eisenberg, MD- Renaissance Radiology
 - Cindy Sirois, MD- Renaissance Radiology
 - Michael Lalezarian, MD- Renaissance Radiology
 - Robert Azizi, MD- Renaissance Radiology
 - Bruce Matthews, MD- Renaissance Radiology

Request for Reappointment-

- Shari Muir, MD- Tele-Psychiatry
- Keith Errecart, MD- Emergency Medicine
- Anthony Dike, MD- Internal Medicine

Voluntary Resignation

- Syed Bokhari, MD- Internal Medicine

Expired Privileges

- Fred Lau, MD- Radiology
- Owena Chu, NP- Family Health Center
- Vien Nguyen, NP- Family Health Center

- 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 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 3:07 p.m. Hearing no request to make public comment, President Nicely closed Public Forum for Open Session at 3:07 p.m.

7. DIRECTORS' COMMENTS:

- Board Member Robbins stated that three Board Members attended the Rural Healthcare Leadership Conference and great information was obtained; QI Tips, Physician Recruitment and Cyber Security.
- Board Member Willey stated that she also attended the conference and felt there was great information presented; Quality is becoming an area where there is more Board participation in and the Affordable Care Act is still unknown at this time.
- Board Member Roberts stated that this is his 3rd meeting and feels that we need to have additional expectations on reports; no late reports and ensure there are no spelling errors on reports. Board Member Roberts stated that he was informed that the Board would be receiving 1099 for the Board stipend and that this change should have been brought to the Board prior to changing since this affects the Board. Board Member Roberts would like a 2nd opinion from a different firm other than our legal counsel ensuring that the Board stipend should be 1099. Board Member Roberts also stated that with the District email system being down shows vulnerability and we need to look at organizations that can provide support to the District instead of depending on three employees.
- Board Member McCarthy stated that she was not able to attend the conference and is pleased to hear that the information is being passed on.
- President Nicely reported that a patient was admitted in the hospital and she wanted to share that she is receiving excellent care. Staff has treated her well and finds the care she is receiving from staff and the PT department is exceptional.

8. INFORMATION REPORTS:

A. Foundation Report:

- Ms. Walsh was not present.

B. Auxiliary Report:

- Ms. Dick was not present.
- Ms. Egerer reported that Ms. Dick was not able to attend and there was nothing to report.

9. CONSENT AGENDA:

A. January 11, 2017 Board of Directors Meeting Minutes: Shelly Egerer, Admin. Assistant

B. December 2016 / January 2017 Planning & Facilities Report: Michael Mursick, Plant Manager

C. January 2017 Human Resource Report: Erin Wilson, Human Resource Director

D. Policies and Procedures:

- (1) Emergency Department
- (2) FHC, RHC
- (3) Infection Control
- (4) Pharmacy
- (5) SNF
- (6) Swing Beds

President Nicely called for a motion to approve the Consent Calendar as presented. Motion by Board Member Willey to approve the Consent Calendar as presented. Second by Board Member McCarthy to approve the Consent Calendar as presented.

- Mr. Friel stated that he found a typo in the Board Minutes and the word funded should be replaced with founded.

President Nicely amended the motion to approve the Consent Calendar with item A being moved to New Business to discuss and potentially approve. Motion by Board Member Roberts to approve the Consent Calendar with item A being moved to New Business to discuss and potentially approve. Second by Board Member Willey to approve the Consent Calendar with item A being moved to New Business to discuss and potentially approve. 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:

- None

11. NEW BUSINESS*

A. Discussion Regarding Public Records Request Resources:

- Board Member Roberts stated that he is under the impression that we are receiving several records request and feels that a position should be built and someone should be hired to cover this function and can also add additional job duties. The position might be lower than the cost we are paying legal counsel to complete the requested tasks.
- President Nicely stated that the Administrative Assistant has that job role and the CEO and Administrative Assistant can review all records request and if there are any questions they can contact legal counsel. President Nicely also stated that there is only one community member that is to contact legal counsel for records request.
- Mr. Kelly stated that \$2,000.00 has been spent for legal counsel to provide record requests.

President Nicely reported no action required

B. Discussion on the Board of Directors Business Board Meeting Schedule:

- President Nicely provided a statement to the public:

“I wanted to take this opportunity to address recent concerns raised by a few of members of the public regarding the BVCHD Board of Directors meetings conflicting with the time of the Airport Board meetings. First and foremost, it is my understanding that although the two boards meet on the same day; they do not meet at the same time. In August of 2016 the Bear Valley Board of Directors voted unanimously to move the monthly regular board meetings to the second Wednesday of every month. This decision was voted on by the Board after taking into consideration numerous factors including but not limited to; the best interests of the District, the productivity of the District Board meetings, schedules of the board members, schedules of quorum regional managers, schedules of directors being asked to report to the Board, schedules of physicians being asked to report to the board, finance committee meetings and District financial data available the second week of the month versus the first week of the month. Agendas for our regular meetings are required to be posted 72 hours prior to the meeting. If there is an item on the agenda which a member of the public would like to be heard on, and you cannot attend the meeting due to a conflict with the airport board meeting, PLEASE notify the administrative office at the hospital so that we can try and arrange to make an accommodation. Additionally, please be aware that if you have a statement you would like to make to the Board and you cannot attend the meeting, you most certainly can have someone attend the meeting and read the statement on your behalf. We appreciate the trust that the Public has placed in us. It has absolutely never been our intention to exclude ANY members of the public from attending our meetings or making it any more difficult for anyone to attend meetings. On the contrary, we strive to timely notify the public of our meetings, keep the public apprised of the business before the Board, and work productively and efficiently for the betterment of the District.”

- David Faas, community member stated that he has been a long term resident and decided he wanted to be an active participant in several public organizations; David has been wanting to attend the Hospital Board Meetings and has been informed that there is a conflict of Airport Board Meetings and the Hospital Board Meetings are the same day. David asked that the Board reconsider the scheduling of the Hospital Board Meetings.
- Dustin Leon, General Manager for the Airport Board Meeting; stated that a resolution was on the Airport Board Meeting Agenda asking the Hospital Board to change their schedule, this Resolution did not pass.
- Bob Ybarra, Sugarloaf resident; felt that legal counsel being used for public records request is a waste of public funds and according to President Nicely's statement it sounds like that the Board is not going to change the Board Meeting Schedule but did state that the Board is tying the hands of the public to be able to attend the Hospital Board Meetings. Bob stated that he would like to be able to participate in all public agency meetings.
- Mr. Kelly asked when the statement was drafted and feels that the Board violated the Brown Act or bypassed the full Board and conducted a serial meeting.
- Further discussion took place regarding the Hospital Board Meetings, and the request from the public members, urging the Board to change their calendar for the Hospital Board Meetings. The community members stated that they feel this is a disservice to the community by having them the same day as the Airport Board.

President Nicely motioned to have a recess at 3:45 p.m. Second by Board Member Willey to have a recess. A recess was called at 3:45 p.m. 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

President Nicely reconvened the Board Meeting at 3:53 p.m.

- President Nicely reported that Administration and the Board took several precautions to ensure that there was not a Brown Act violation; this Board Meeting will be conducted under a non- threatening manner and appreciated the statements from the community members. President Nicely stated that there will be no finger pointing or raised voices during the Board Meetings.
- Mr. Kelly stated that under Civil Code 42933 any person prohibits the Civil Rights of a public member can be sued individually; under this code the Board has been informed. Mr. Kelly stated that he can chastise the Board in any manner he wants that the meeting is Open Session and he will stand by his Civil Rights.

President Nicely reported no action required

C. Discussion on the Annual Board of Directors Self Assessment:

- President Nicely reported that the Board is required to complete an annual self assessment and that an email has been sent to the Board with the link for the Board to complete the questionnaire.

The Board has 30 days from today to complete the assessment and once Administration has received the results the assessment will be brought to the full Board.

President Nicely reported no action required

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

- (1) 30th Annual Rural Health Care Leadership Conference
- (2) Studer Group

- Board Member Roberts stated that he felt there was not enough information on this item for the Board to discuss and felt that this item required further information in order to be in compliance with the Brown Act and to ensure the public received accurate information.

President Nicely motioned to table the Travel Expense for Conferences until the March Board Meeting. Second by Board Member Roberts to table the Travel Expense for Conferences until the March Board Meeting. 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 Generator Switch Repair:

- Mr. Hamblin provided information that the generator switch required repair and that there was a not to exceed cost of \$30,000. During the last storm the power outage caused maintenance to use the generator and that is when the switch was not providing power to the facility in the area's needed. The Finance Committee was in favor of recommending to the Board the cost of \$30,000.
- Mr. Mursick stated that the generator is tested twice a year and that Odyssey was on site to assess the system, does not require OSHPD or State approval. The vendor quoted approximately \$23,000.
- Board Member Roberts stated that he would like a 5% contingency added.

President Nicely motioned to approve the expenditure of \$25,000 plus a 5% contingency for the generator switch. Second by Board Member Willey to approve the expenditure of \$25,000 plus a 5% contingency for the generator switch. 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. Discussion and Potential Approval of the Following contracts:

(1) Mammo Contract:

- Mr. Hamblin stated that the recommendation is to award the bid to Advanced Medical Builders to complete the Mammo Project, a 10% contingency was added in order to ensure we do not go over the cost of the project. The district received three bids, the district architect reviewed all bids and found they were responsive, and references were checked. The cost for the Mammo Project is \$116,000. The unit cost was approved last year. Mr. Hamblin advised the Board that if there is any change in the scope of both projects the Board will be informed.
- Board Member Robbins reported that he took the time to research both firms and they both had a great reputation and felt very confident on the firm. Board Member Robbins also reported that the Finance Committee was in favor of recommending both contractors to the Board.
- Board Member Roberts stated that he is use to a smaller contingency of 10%, and feels this is an uncomfortable lead way for the project and that this contingency could be taken advantage of.

President Nicely called for a motion to approve Advanced Medical Builders to complete the Mammo Project at the cost of \$116,000. Motion by Board Member Willey to approve Advanced Medical Builders to complete the Mammo Project at the cost of \$116,000. Second by Board Member McCarthy to approve Advanced Medical Builders to complete the Mammo Project at the cost of \$116,000. 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) CT Scanner Project:

- Mr. Hamblin reported that the recommendation is for EH Butland to complete the CT Scanner Project and the cost is approximately \$549,000; the same process was completed on the contractor as the Mammography Project. The project should take approximately 98 days; there is also a penalty clause in the contract if not completed in the time frame mentioned.

President Nicely called for a motion to approve EH Butland Corporation to complete the CT Scanner Project at the cost of \$549,106. Motion by Board Member Willey to approve EH Butland Corporation to complete the CT Scanner Project at the cost of \$549,106. Second by Board Member Roberts to approve EH Butland Corporation to complete the CT Scanner Project at the cost of \$549,106. 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

G. January 11, 2017 Board of Directors Business Meeting Minutes:

- Mr. Friel reported that there was a typo in the minutes under the Alpha / BETA presentation; the word funded was in the minutes and should be founded.
- The Board asked that the typo be fixed at the CEO's request.

President Nicely called for a motion to approve the January 11, 2017 minutes with the requested correction. Motion by Board Member Roberts to approve the January 11, 2017 minutes with the requested correction. Second by Board Member Willey to approve the January 11, 2017 minutes with the requested correction. 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) January 2017 QHR Report:

- Mr. Vigus was not present to provide an update.
- Mr. Friel stated that he was prepared to provide an overview of the QHR Report on behalf of Mr. Vigus.
- Board Member Roberts asked that this report be tabled until the March Meeting; the Board did not receive the report in their packets prior to the meeting.

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

President Nicely called for a motion to amend the motion to table the QHR Report until the March Meeting. Motion by Board Member Willey to amend the motion to table the QHR Report until the March Meeting. Second by Board Member Robbins to amend the motion to table the QHR Report until the March Meeting. 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) January 2017 CNO Report:

- Ms. Jex reported the following information:
 - There are 2 applicants for the ER Manager Position. The job title is being changed to ER Director to see if more applications will be submitted (there is no additional pay offered). Mr. Friel has also found a recruiter that he is communicating with. The job is being posted on medical search links with Indeed.
 - CNA will be obtaining additional training.

- A Workplace Violence Training is coming up and the proper staff will be in attendance.
- 21 SNF Residents.
- Class 4 Laser Unit is being advertised on radio, local news paper and our website.
- Discussion took place on the ER Manager Job Position being posted in appropriate websites and the Board asked that Ms. Jex work with the HR Department Manager to get the job posted on medical websites. The Board expressed their concerns that it was taking too long to fill the position. The Board also asked that Ms. Jex provided statistics on the laser treatment from the PT Department.

President Nicely called for a motion to approve the CNO Report as presented. Motion by Board Member Willey to approve the CNO Report as presented. Second by President Nicely 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 Willey – yes
- President Nicely – yes
- Board Member McCarthy - yes
- Board Member Roberts - yes

C. Acceptance of the CEO Report:

(1) January 2017 CEO Report:

- Mr. Friel reported the following information:
 - Conference call scheduled next week with Loma Linda to discuss services that will be provided; commitment to the Affiliation Agreement.
 - Surgery analysis is continuing to be worked on, several meetings have been conducted.
 - Dr. Pautz has completed Orthopedic Surgery through our OR and additional physicians have been contacting Administration so that they can also begin providing services.
 - The district sends out approximately 20 patients per month for patient care that can be completed within our facility and Administration is continuing efforts to build a relationship with Heritage so that we can keep patient care for our community members at our district.
- Board Member Roberts expressed his opinion and concerns on the equipment that the OR is using, might be outdated and require upgrades.
- Further discussion took place on ensuring that the insurance organizations are not willing to approve patient care being kept in our hospital, the district needs to expand the services we offer and and build the relationship with Heritage and other insurance organizations. The Board stated that the employees of BVCHD should be able to be seen at the clinic (s) and the CEO & CFO need to being working on this item in order to allow the employees to be seen at the clinic. The Board also asked that a structure plan be provided to the Board, the community members need to be informed of what insurance the clinic takes, former and present insurance contracts / agreements need to be provided to the Board.

- Ms. Mursick stated that a FHC / RHC presentation is being prepared to present to the Board at the March Board Meeting and asked that the Board to please remember that we are a Rural Health Clinic and we need to understand what the payor mix is.
- Mr. Friel informed the Board that a Surgery Performa will be provided at the March Meeting and also reported that marketing is a continual effort to inform the community of varies items for the community.

President Nicely called for a motion to approve the CEO Report as presented. Motion by Board Member McCarthy 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 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) December 2016 Financials

- Mr. Hamblin reported the following information:
 - Strong finical results.
 - Days cash on hand 180 days - 6 months \$1,644,932.
 - Surplus \$964,000.
 - Acute days swing days over budget.
 - Average daily census on SNF is 19 days.
 - ER days are under budget.
 - Total expenses 0.6% over budget.
 - Year-to-date surplus of \$1,654,793 is \$1,140,011 over budget.
- Board Member Robbins stated that the district has a strong financial situation due to expenses being under budget and the district has improved collections; the ER is decreasing by 8% and expressed his concerns that we are not building the ER or other patient services to compensate for the lower ER visits. Board Member Robbins requested that by next summer a specific plan be presented to the full Board for increasing / building up the ER and marketing the new services the district has: such as the PT Laser Equipment, the FHC and RHC services.
- Further discussion took place on combating the transfers that are being shuttled from the ski slips to either the Urgent Care or transferred off the hill and that Administration needs to build a relationship with both ski slopes management team, marketing the hospital at the ski slopes and promote the services that the district provides. The full Board requested that Mr. Hamblin provide statistics on each department (clinical & non-clinical) with specific information on their budgets.
- Mr. Friel once again informed the Board that this topic has been previously discussed and Administration is working with staff and the Mammoth Management team in order to establish a relationship.

(2) CFO Report:

- Mr. Hamblin provided this information under the 2016 Financials:
 - No questions were asked by the Board of Directors and all pertinent information was provided under the December Finance Report.
 - The Board of Directors requested that the Finance Report and CFO Report be presented as one item on all future agendas.

President Nicely motioned to approve the December Finance Report and CFO Report as presented. Second by Board Member Roberts to approve the December 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
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- ET Russell reported that Michael Nenfield has passed away and that she began working with the City for the website and City Council will be conducting meetings to hear the public on community issues.

13. ADJOURNMENT

President Nicely called for a motion to adjourn the meeting at 5:17 p.m. Motion by Board Member Roberts 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