



BOARD OF TRUSTEES
Special Meeting
9:30 a.m.
December 19, 2018
Minutes

Board of Trustees:

Sherrod France, President
Rod Waeckerlin, Secretary
Garry Goergen, Treasurer
Jason Campbell, Secretary (via phone)
Mark Kostovny, Member

Administration:

Dana Barnett, CEO
Todd Gibson, CFO
Ralph Parker, CNO
Beverly Bush, Director Human Resources
Collin McDonald, Quality/Compliance/Risk
Stephanie Malcolm, Executive Assistant

Counsel:

Abbi Forwood, Attorney at Law

Guests:

Ron Vigus, Quorum (via phone)

Sherrod France, President, called the Memorial Hospital of Carbon County Board of Trustees Special Meeting to order at 0950 hours.

Approval of Agenda:

Request was made to amend the agenda as follows:

1. Additions to Agenda: Public comments pertaining to Quorum Agreement between Items 3 and 4 on Agenda.

Mark Kostovny made a motion and Rod Waeckerlin seconded the motion to approve the agenda as presented. Motion carried.

Quorum Health Resources Agreement for Hospital Administrative Services Presented by Abbi Forwood, Attorney at Law and MHCC Board of Trustees:

Abbi Forwood, Attorney at Law, provided a review of the Carbon County Commissioners meeting that occurred 12-18-18. Abbi Forwood informed the Board that MHCC presented a proposal consisting of a two (2) year agreement, which allowed termination of the agreement, without cause, after one (1) year. The agreement would allow Quorum to continue to provide management services for MHCC while the MHCC Board of Trustees participated in an RFP process facilitated by a professional and neutral company. It was noted that a minimum of six to eight months is typically needed for an effective RFP process to occur. The Carbon County Commissioners did not approve this proposal; the motion failed by 3/2 vote. Rod Waeckerlin, Board Vice President, stated that he felt the content of what was presented at the Commissioner's meeting did not matter as the County Commissioners had already made a decision. Mark Kostovny, Board Member, noted that County Commissioners Leo Chapman and John Espy voted for the proposal and that Commissioners Bob Davis, John Johnson and Sue Jones voted against the proposal. Additionally, Kostovny said that it had been publicly stated by the Commissioners that "finances are not important" regarding the financial stability of the hospital. Rod Waeckerlin followed by noting that the hospital is completely debt free. Abbi Forwood clarified that the RFP process is not statutorily required however MHCC Board of Trustees agreed to go through the process when demanded to do so in 2017 by the County Commissioners. Rod Waeckerlin noted that when asked what the specific issue was with Quorum, the County Commissioners did not provide a response. Abbi Forwood noted that the Board repeatedly made attempts to speak to the Commissioners about the flawed RFP Seering Committee Process but that verbal attempts, as well as a letter that was written and signed by the MHCC Board were ignored and/or never responded to.

Public Comments Regarding Quorum Agreement:

The meeting was opened to public comments. An open discussion occurred between MHCC employees in attendance, MHCC Board of Trustees and legal counsel.

Rod Waeckerlin made a motion and Mark Kostovny seconded the motion to move into Executive Session. Motion carried.

Board convened to Executive Session 1050 hours.

Resume Board of Trustees Public Meeting

Rod Waeckerlin made a motion and Garry Goergen seconded the motion to resume Public Meeting at 1250 hours. Motion carried.

Sherrod France, Board President, announced that no action will be taken by the Board of Trustees today but there is a plan in place that will take effect January 1st 2019. The following statement was read by France:

“No action will be taken by the Board today. That said, we have a plan in place that will

ensure the continuation of all services currently provided by the hospital, employees and the administrative staff, on January 1, 2019.

Come January 1, 2019, Administrative Staff will be in place and the hospital will continue to run effectively as it always has. Through December 31st, 2018, Quorum will still serve as MHCC's management company, and Dana Barnett will remain the CEO. Please know that we have the employee's and the hospital's best interest at heart. Please also know that we are very comfortable with the plans we have in place going forward. We will hold a special meeting prior to December 31st, 2018 to consider or approve Options to provide services to MHCC. Thank you for your hard work and dedication. We deeply appreciate you all."

A second Special Board Meeting will take place prior to December 31st, 2018 to finalize plans.

Mark Kostovny made a motion and Rod Waeckerlin seconded the motion to adjourn the meeting. Motion carried.

Respectfully submitted.

Stephanie Malcolm, Executive Assistant

Jason Campbell, Secretary, Board of Trustees

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