



**BOARD OF TRUSTEES**  
**Special Meeting**  
**6:00 pm**  
**December 27, 2018**  
*Minutes*

**Board of Trustees:**

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

**Administration:**

Ralph Parker, CNO  
Todd Gibson, CFO (via phone)  
Beverly Bush, Director Human Resources  
Stephanie Malcolm, Executive Assistant

**Counsel:**

Abbi Forwood, Attorney at Law (via phone)

**Guests:**

Ron Vigus, Quorum (via phone)

Sherrod France, President, called the Memorial Hospital of Carbon County Board of Trustees Special Meeting to order at 1800 hours.

**Approval of Agenda:**

Request was made to amend the agenda as follows:

1. Changes to the agenda: Table items #2 and #6 until the January 2019 board meeting.

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

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

Board convened to Executive Session 1805 hours.

## **Resume Board of Trustees Public Meeting**

Garry Goergen made a motion and Mark Kostovny seconded the motion to resume Public Meeting at 1903 hours. Motion carried.

### **New Business:**

Mark Kostovny made a motion and Garry Goergen seconded to accept the QHR Release Agreement as presented.

1. Quorum Health Resources Release Agreement: Discussion occurred regarding the proposed QHR Release Agreement. Board President Sherrod France summarized the Release Agreement, noting that the agreement released Dana Barnett, CEO, and Todd Gibson, Interim CFO, from employment with QHR. Mr. France noted that the Release Agreement also includes two new agreements with QHR and Quorum Purchasing Advantage. The agreement with QHR will provide various consulting services for MHCC. The agreement with QPA will provide access to Quorum's group purchasing organization. Neither agreement is for hospital management and/or operational services. Mr. France noted that, because the current hospital management agreement with QHR expires on December 31, 2018, a new CEO and CFO would need to be employed by MHCC. Discussion occurred regarding extending interim employment offers to Robert Quist and Todd Gibson as CEO and CFO, respectively.

Jason Campbell made a motion and Mark Kostovny seconded to accept QHR Release Agreement. After discussion, Mark Kostovny made a motion to amend Mr. Campbell's motion to extend employment offers to Robert Quist as Interim CEO and Todd Gibson as Interim CFO. Motion carried for original motion as amended. The Board requested that a memorandum regarding both the Release Agreement and MHCC Administration changes be sent to all employees and medical staff of the hospital.

2. Helmsley Trust Radiology Equipment Initiative Update: Jan Gulbrandson presented proposal to purchase a secondary GE Proteus XRF at the cost of \$99,987.00 to meet Helmsley Grant requirements.

Mark Kostovny made a motion and Garry Goergen seconded to endorse the purchase and fully acknowledge the increase to the Capital Budget. Motion carried.

3. Charles C. Young, MD, PRN Employment Contract.

Mark Kostovny made a motion and Garry Goergen seconded the motion to approve Charles C. Young, MD, PRN Employment Contract. Motion carried.

4. Adam Crawford, CRNA, PRN Employment Contract.

Garry Goergen made a motion and Mark Kostovny seconded the motion to approve Adam Crawford, CRNA, PRN Employment Contract. Motion carried.

Mark Kostovny made a motion and Garry Goergen 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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