



BOARD OF TRUSTEES

Regular Meeting

January 24, 2019

Minutes

6:00 pm

Members Present:

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

Administration:

Bob Quist, Chief Executive Officer (Interim)
Todd Gibson, Chief Financial Officer (Interim)
Ralph Parker, Chief Nursing Officer
Beverly Bush, Director, Human Resources
Collin McDonald, Director, Quality/Compliance/Risk
Stephanie Malcolm, Executive Assistant

Counsel:

Abbi Forwood, Attorney at Law (via phone)

Guests:

Ron Vigus, Regional Vice President, QHR (via phone)

Not Present:

Rod Waeckerlin, Vice President

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

Approval of Agenda:

Request was made to amend the agenda as follows:

1. Change order of item 14a1: Move from page 2 to immediately after "Approval of Minutes" on Agenda.
2. Additions to Agenda: Byzantine Refinance Document and IT Services Review for new clinic.

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

New Business:

- **Internet/IT Services for New Clinic, presented by Matt Brook, IT Manager**
 - Presented highlight information regarding internet service for new clinic. Recently met with Carbon County administration to discuss utilizing the Carbon County Courthouse as a host location for an antenna which would stream a microwave to the new clinic location. Estimated cost for microwave is \$9000 up front with no reoccurring fees versus Century Link estimate of \$2000 per month. The quote from Absolute Solutions to setup and install the antenna is \$9737.91; they will need 1 (one) month advance notice. The ability for the microwave to allow all servers within the hospital and clinic to remain active in the case of an internet outage was also stated as an additional benefit to the microwave antenna. Weight and support for the antenna base and the need to review with MOA was also discussed. Matt Brooke will provide weight of unit and cinder blocks to Maureen and this will be communicated to MOA. In addition, Matt Brooke stated that additional Medicine Bow Technology staff would be required immediately prior to opening of new clinic to address all IT needs. This cost is an additional \$10,812. Allocation of funds for this was discussed. An agreement between MHCC and Carbon County will need to be drafted and approved by the Board and Commissioners. Maureen Arnold will work with county to ensure all items are accounted for before presenting to Legal to draft an agreement.

Approval of Regular Board Minutes: Board of Trustees (12/19/2018 and 12/27/2018.)

Request was made to correct minutes from 12/19/2018 and 12/27/2018 to reflect correction of Rod Waeckerlin's title from Secretary to Vice President.

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

Memorial Hospital of Carbon County Foundation presented by Bob Quist, CEO:

- Foundation met for regularly scheduled meeting January 22, 2019. Bob Quist shared that the Board has decided to defer election of officers for 90 days. Foundation has approved 3 (three) Nursing scholarships. They are looking at the possibility of hosting an employee engagement campaign but this will be postponed until a Marketing Director is in place. The DEC (Drug Endangered Children) program has received a \$3500 grant; they are in need of an account to place their funds and have inquired about operating under an umbrella of MHCC. Abbi Forwood stated there may be legal limitations with regard to DEC's request. Statutes will be provided for review.

Medical Staff Report

- No Report At This Time

Corporate Compliance Report presented by Mark Kostovny:

- Mark Kostovny shared that one compliance report was received and was communicated to the CEO. As the report involves a personnel matter, Mark informed the Board that it would be discussed in Executive Session.

Citizen Participation:

- Jan Gulbrandson shared that she feels there is a better “vibe” within the hospital at this time and thanked the Board and Administration for their work.

Administrative Report:**Bob Quist, CEO:**

- **New Clinic:**
 - Board member, Garry Goergen, Plant Operations Manager, Robert LeRoy and, Physician Practice Manager, Maureen Arnold met with LM Olson and MOA Architecture to review work plan and progress to date.
 - Pictures of progress to date are attached and on our website
- **Provider Recruiting:**
 - Hospitalist program through Rural Physicians Group (RPG) began on Tuesday, January 15th. Drs. Chiu and Bodemann are scheduled to cover through the end of January.
- **QHR Consulting Relationship:**
 - Met with Ron Vigus to review new consulting relationship and discuss programs/services offered under the contract.
- **Marketing:**
 - HR is assisting in the search for a marketing/PR replacement for Nicole. We have identified 4 (four) candidates so far, including 2 (two) internal candidates.
- **Plant Operations:**
 - Encountered a frozen coil in the OR humidity/heating system. Resolved with minimal impact to surgical schedule.

Human Resources, Clinical Services, Quality Compliance and Risk Management and Clinic Report:

- Details from these departmental reports were provided in board packet.

QHR Report:**Ron Vigus, QHR Vice President:**

- **QHR Consulting Policy:**
 - Ron will provide a monthly report to Board of Trustees as to hours being used.

- Board discussion regarding Consulting Policy will be deferred until February 2019.
- **CEO Recruiting Process:**
 - Board was provided with an “Overview of the Hospital Executive Search Process.” This will be discussed in February 2019 meeting.

Financial Report:

Todd Gibson, CFO:

- Capital Budget
 - Funding for new clinic; FF&E Budget being finalized
- Separation of Clinic Financials Discussion
- Financial Summary for November 2018 and December 2018.
- Vouchers for November 2018 and December 2018.

YTD Highlights for November 2018 included:

- Gross Revenue is 3.0% below budget.
- Net Revenue is 2.53% below budget.
- Deductions are 54.03% of revenue.
- Expenses are 5.28% below budget.
- Salaries are 7.32% below budget.
- Actual net income is \$581,414 with \$58,801 budgeted.
- Year to date net income is \$557,796 with \$294,002 budgeted.
- Current days cash on hand is 173.1
- Current days in accounts receivable are 68.7

YTD Highlights for December 2018 included:

- Gross Revenue is 2.0% below budget.
- Net Revenue is .47% above budget.
- Deductions are 53.10% of revenue.
- Expenses are 2.11% below budget.
- Salaries are 5.07% below budget.
- Actual net income is \$658,057 with \$352,805 budgeted.
- Current days cash on hand is 177.
- Current days in accounts receivable are 75.4.

Approval of Financials for period ending 11/30/2018 and 12/31/2018 was requested.

Mark Kostovny made a motion and Jason Campbell seconded the motion to approve the financials for periods ending 11/30/2018 and 12/31/2018 as presented. Motion carried.

Approval of Vouchers for period ending 11/30/2018 and 12/31/2018 was requested.

Mark Kostovny made a motion and Jason Campbell seconded the motion to approve the financials for periods ending 11/30/2018 and 12/31/2018 as presented. Motion carried.

Annual Business Plan:

Bob Quist, CEO:

- Tabled until February 2019. This will be reviewed on a quarterly basis.

Quality Report:

Collin McDonald, Director Quality/Compliance/Risk:

- QHR will conduct a compliance audit April 15, 2018.
- Dashboard highlights were presented.

Old Business:

Garry Goergen, Board of Trustees Treasurer, Bob Quist, CEO and Maureen Arnold, Director of Physician Practice

- Contractor, architect and hospital are meeting every 2 (two) weeks to review progress and address items as needed.
- Furniture and equipment need to be ordered immediately. A list of needed purchases is being compiled.
- Projected move in date is 1st weekend in May.
- Business plan to be presented at February meeting. Maureen Arnold is working with QHR to develop a strategic marketing plan.
- MOA to present at February meeting.

New Business:

- **Application for Designated Depository**
 - Bank of Commerce
 - Rawlins National Bank

Discussion: Jason Campbell inquired if there were any other applications. Discussion ensued regarding Wyo-Star. Todd Gibson, CFO, will look into Wyo-Star and report findings to Board.

Garry Goergen made a motion and Mark Kostovny seconded the motion to approve both Bank of Commerce and Rawlins National Bank as Designated Depositories for MHCC for public funds. Motion carried. Sherrod France abstained from voting due to ownership interest in Bank of Commerce.

- **Land Exchange**
 - Land exchange between MHCC and City of Rawlins

- Informal discussion occurred. Sherrod France will follow up with City of Rawlins and report to Board at February meeting.
- **Board Meeting Time**
 - Discussed potential of changing meeting time from PM to AM. No decision made.
- **Election of Officers**
 - Elections will occur in July 2019.
- **Contracts**
 - Tri-West, presented by Todd Gibson, CFO. This will allow local Veterans to receive services locally at MHCC instead of traveling to a VA Center.

Mark Kostovny made a motion and Garry Goergen seconded the motion to approve contracts as presented. Motion carried. Jason Campbell abstained from voting due to his Veteran status.

- Byzantine Refinance and Subordination Agreement, Abbi Forwood, Crank Legal Group. Lease for Spruce Street Clinic has been extended until June 2019. Refinance document states that “in an event the bank has to foreclose on this property, MHCC’s interest will not be affected.”

Mark Kostovny made a motion and Garry Goergen seconded the motion to approve the Refinance and Subordination Agreement. Motion carried.

Open Discussion: None

Recess Board of Trustees Public Meeting to Executive Session.

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

Board convened to Executive Session at 2150 hours.

Resume Board of Trustees Public Meeting.

Mark Kostovny made a motion and Garry Goergen seconded the motion to resume the Board of Trustees public meeting at 2242 hours. Motion carried.

New Business Continued:

Mark Kostovny made a motion and Garry Goergen seconded the motion to approve the Board Resolution Authorizing Payment for Additional CRNA Coverage for Joseph Skinner, Jr., CRNA. Motion carried.

Mark Kostovny made a motion and Garry Goergen seconded the motion to approve Employment Agreement for Joseph Skinner, Jr., CRNA. Motion carried.

Garry Goergen made a motion and Mark Kostovny seconded the motion to grant privileges to:

1. Phillip Haberman, MD – Pathology: Courtesy Staff Reappointment
2. Jakup Stefka, MD – Pathology: Courtesy Staff Reappointment
3. Roderick Willmore, MD – Radiology: Courtesy Staff Reappointment
4. David Cameron, MD – Radiology: Courtesy Staff Reappointment
5. Frederick Freeman, MD – Otolaryngology: Courtesy Staff Reappointment
6. Stephanie Chiu, MD – Family Practice: Courtesy Staff Appointment
7. Kevin Simonelic, MD – Internal Medicine: Courtesy Staff Appointment

Motion carried.

Adjournment:

With no further business coming before the Board, the Board of Trustees public meeting adjourned at 2175 hours.

The next Board of Trustees meeting will be February 28, 2019.

Respectfully Submitted.

Stephanie Malcolm, Executive Assistant

Jason Campbell, Secretary, Board of Trustees

sm