



**BOARD OF TRUSTEES**

**Regular Meeting**

April 9, 2020

Minutes

10:00 am

**Members Present:**

Rod Waeckerlin, President  
Jason Campbell, Vice President (via phone)  
Garry Goergen, Treasurer  
Jerry Steele, Secretary  
Mark Kostovny, Member

**Administration:**

Ken Harman, CEO  
Jon Smith, CFO  
Collin McDonald, Compliance and Risk Management Director (via phone)  
Lisa Woodcock, Human Resources Director  
Dr. Johnson, Chief of Staff  
Chandra Buchholz, Executive Assistant

**Guests:**

Woody White, QHR ARVP (via phone)  
Abbi Forwood, Legal Counsel (via phone)  
Melissa Yowell, Clinic Director (via phone)  
Stephanie Hinkle, Marketing and Communications Director (via phone)

Rod Waeckerlin, President, called the Memorial Hospital of Carbon County Board of Trustees meeting to order at 10:00am. The meeting was rescheduled from March 26, 2020.

**Approval of Agenda:**

Jerry Steele made a motion, and Garry Goergen seconded the motion to approve the agenda as presented. Motion carried.

**Approval of Regular Board Minutes from Board of Trustees 2.27.2020:**

Garry Goergen made a motion, and Jerry Steele seconded the motion to accept the minutes as presented. Motion carried.

**Medical Staff Report presented by Greg Johnson, MD:**

- All credentialing and provisional reviews were approved by the Medical Executive Committee for March and April.
- We had a very extensive Trauma Committee meeting to go over the last several months of cases. The green, red and yellow notifications were discussed.

- We are working on revising our Critical Lab Value Notification Policy, as the addition of the Hospitalists have changed the way after-hour notifications are made.

Discussion: Secretary Steele asked how the PPE supply was, to which Dr. Johnson responded, “Very low.” He added that Dr. Abels is leading our COVID-19 Steering Committee with meetings twice a week for updates, and Administration has been very proactive in trying to acquire PPE from other resources. Mr. Steele also thanked Dr. Johnson for doing the Physician Panel Facebook Live events, as they have been very well-received in the community.

President Waeckerlin asked if the ER was being overwhelmed. Dr. Johnson responded that numbers are actually down. He said the clinic is doing a good job screening, and the public is listening to our requests to keep visits to true emergencies.

**Corporate Compliance Report presented by Mark Kostovny:**

- There were three calls. One was a potential HIPAA violation, one was an HR complaint, and the third complaint is still being investigated. Due to the confidential nature of compliance complaints, the complaints will be discussed in more detail in Executive Session.

**Administrative Report: Consent Agenda**

Discussion: President Waeckerlin noted that reports included in the Consent Agenda were from early-mid March so some of the information is dated.

Board Member Kostovny asked about the 4<sup>th</sup> COVID-19 case that was reported for Carbon County. CEO Harman informed him that it was an individual located in Nebraska, but had Carbon County residency. He added that all 4 cases reported for Carbon County have recovered, but there are several residents with COVID-like symptoms that are being monitored.

Mr. Kostovny asked to have it noted that the Hanna Clinic is not open for 4 days, but rather four ½ days. Secretary Steele inquired about the phone issues at the Family Practice Clinic, to which Clinic Director Melissa Yowell responded that they have been working, and they have not received any complaints recently. Mr. Kostovny added that the Hanna Clinic phones are not rolling over.

Marketing and Communications Director Stephanie Hinkle noted that she is working with Brentwood Communications to see if she can put the Orthopedic Services Digital Marketing Campaign on hold since we aren’t able to offer those services right now, and it is not a good use of funds.

President Waeckerlin inquired about the repairs from the water issues. CEO Harman reported that the short-term fixes have been done, but it will take another 5-6 weeks for the long-term fixes to be complete. Mr. Harman confirmed for Secretary Steele that it was recommended not to replace the elevator since we are looking at building a new building within the next 5-10 years. It is functioning fine, and it is fiscally better to do the repairs needed between now and then.

Mark Kostovny made a motion, and Jerry Steele seconded the motion to accept the items within the Consent Agenda as presented. Motion carried.

**QHR Report presented by Ron Vigus, QHR VP:**

- The QHR Annual Report was provided to the Board and briefly reviewed.
- QHR has implemented a COVID-19 Task Force, and they have ramped up their website with robust resources, including the supply chain and PPE re-sterilization information, clinical support and reimbursement support. Quorum has ordered a supply of PPE and will be letting everyone know next week how that will be distributed.

- QHR's parent company QHC did a recapitalization reorganization of their company due to high debt. They filed Chapter 11, which now makes them a private company where the lenders are the owners.

Discussion: President Waeckerlin clarified that QHR had a positive cash flow; QHC was the financial issue. Treasurer Goergen asked whether current officers can become lenders/owners since the lenders now become owners. Mr. Vigus was not able to answer that question.

There was also discussion about the disbursement of the CARES Act money and other reimbursement funds available, none of which have been released yet.

**Financial Report presented by Jon Smith, CFO:**

- Mr. Smith reported that February was a tough month with an operating loss of \$1.6 million. We were also hit with BCBS claims at more than \$80,000 compared to budget. However, he highlighted that the clinics shined with over \$400,000 gross charges. We are struggling but maintaining our cash on hand. We were at 54 days at the end of February, and we are at 70 days as of today, with the help of the Upper Payment Limit and improved cash collections processes.

**YTD Highlights for February 2020 included:**

- Gross Patient Revenue was \$4,013,505
- Net Operating Revenue was \$1,490,696
- Deductions were 62.9% of gross revenue
- Total operating expenses were \$3,217,339
- Salaries and Benefits were \$1,647,014 combined
- Month-to-Date Net Gain/(Loss) was (\$1,632,405) negative
- Year-to-Date Net Gain/(Loss) is (\$1,354,843) loss through the first 8-months of FY2020
- Current Days Cash on Hand were 54.3 as of February 29, 2020
- Current Net Days in Accounts Receivable is 120.7

Discussion: Board Member Kostovny asked why the financials were down in February when there should be a delay in that revenue. CEO Harman explained that there are some assumptions built into financials; the cash position involves the delay of collections, while the monthly income statements are what actually happened that month. He clarified that a loss of \$1.6 million is not necessarily a loss of cash.

**Approval of Financials for period ending 2.29.2020 was requested.**

Mark Kostovny made a motion, and Garry Goergen seconded the motion to approve the financials for the period ending 2.28.2020 as presented. Motion carried.

Jerry Steele made a motion, and Garry Goergen seconded the motion to approve the vouchers for the period ending 2.28.2020 as presented. Motion carried.

**New Business:**

- Bank Account Signature Cards – Jon Smith, CFO: Mr. Smith informed the Board that each financial institution has different people on their signature cards, so he asked if they would be in support of standardizing all of them with the same people, and, if so, who would they like on them. It was agreed that all Board Members should be on them in order to avoid holding anything up by having to wait on a specific person to sign for something.

Mark Kostovny made a motion, and Garry Goergen seconded the motion to update signature cards with all financial institutions to reflect all five Board Members, President Rod Waeckerlin, Vice President Jason Campbell, Secretary Jerry Steele, Treasurer Garry Goergen, Member Mark Kostovny, as well as CEO Ken Harman and CFO Jon Smith.

Open Session dismissed for a 10-minute restroom break at 11:10am.

Open Session resumed at 11:20am.

#### **Old Business:**

- MHCC Health Center-Platte Valley – Business Plan Update Ken Harman, CEO: Mr. Harman reported that a few things have been put on hold in order to conserve cash; however, the purchase agreement for the property should be finalized today or tomorrow.
- City of Rawlins EMS MOU – Ken Harman, CEO: Mr. Harman explained that there were two minor changes to this MOU since it was last presented to the Board. The payment arrangement was changed from a “per mileage” amount to a flat fee, according to the location of the call in order to make it easier to manage. “Interim” was also added to the City Manager’s title.

Mark Kostovny made a motion, and Garry Goergen seconded the motion to approve the City of Rawlins EMS MOU as presented. Motion carried.

#### **New Business Continued:**

- Paycom Contract – Lisa Woodcock, HR Director: Ms. Woodcock explained that we currently use ADP and Kronos to do a combination of payroll and timekeeping, as well as doing other tasks by hand or through other various vendors. Paycom would increase our efficiency and quality of service by providing all the services needed. She also informed the Board that our timeclocks will no longer be supported, so our system will have to be updated whether we decided to change vendors or not.

Discussion: Board Member Kostovny expressed his disagreement with the “Indirect Savings” amount on the Cost Benefit Analysis that was provided due to the fact that we are not eliminating a position. He was also concerned about the fact that we had just updated our timeclocks not too long ago and wondered why they already needed updated. Mr. Kostovny also inquired whether we had to pay the \$66,000 up front, or if it would be a monthly payment. Ms. Woodcock responded that it was based on the number of employees, so it would be paid per payroll, per employee. It is not a set \$66,000, as it may fluctuate based on use.

Treasurer Goergen asked if AP would be integrated. CEO Harman explained that it would be interfaced with MedHost, but it would not replace it. It was clarified that paydays will not change, and all the back-up is done on a cloud, which provides more security since it is not done on-site.

Legal Counsel Abbi Forwood noted that this contract is governed by Oklahoma law and has a binding arbitration provision that they would not change.

Jerry Steele made a motion, and Garry Goergen seconded the motion to approve the Paycom Contract as presented. Motion carried.

- Agreement for Advanced Life Support Intercept Services – Ken Harman, CEO: Mr. Harman explained that this agreement would be used for Wamsutter and SCWEMS to charge for services

in the event that our EMT/s have to assist them by providing ALS services on their ambulance runs. These intercept services are currently happening; we are just not charging for them.

Discussion: Board Member Kostovny expressed his support for this agreement; however, he is concerned about what would happen if they do not agree to sign the agreement since it is a service we are currently providing for free. CEO Harman was not sure what kind of conversations had taken place between them and EMS Manager Dan Starr, who is currently gone on leave, but suggested, perhaps, we either don't do the intercept, or we may have to transfer the patient from their ambulance to our ambulance, although that is not the best option for patient care.

Mark Kostovny made a motion, and Jerry Steele seconded the motion to approve the Agreement for Advanced Life Support Intercept Services as presented. Motion carried.

### **Recess Board of Trustees Public Meeting to Executive Session.**

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

Board convened to Executive Session at 11:55am to discuss personnel issues, to consider the selection of a site or the purchase of real estate when the publicity regarding the consideration would cause a likelihood of an increase in price, and to consider or receive any information classified as confidential by law.

### **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 2:40pm. Motion carried.

### **New Business Continued:**

- Credentialing:
  - David Behrmann, MD – Radiology: Courtesy Staff Reappointment
  - Oussama Lawand, MD – Cardiology: Courtesy Staff Reappointment
  - Todd Beckstead, MD – General Surgery: Courtesy Staff Reappointment
  - Oscar Busso, MD – Internal Medicine: Locum Tenens Staff Appointment
  - Hamza Mancy, MD – Internal Medicine: Active Staff Appointment
  - John Brooks, MD – Emergency Medicine: Courtesy Staff Appointment
  - Melvin Hodde, DO – Emergency Medicine: Active Staff Reappointment
  - John Lumb, MD – General Surgery: Active Staff Reappointment
  - Michael France, MD – Emergency Medicine: Courtesy Staff Reappointment
  - Kaare Kolstad, MD – Orthopedic Surgery: Courtesy Staff Reappointment
  - Stephen Preece, MD – Radiology: Courtesy Staff Reappointment
  - George Stephens, MD – Radiology: Courtesy Staff Reappointment
  - Chad Cooper, MD, MHA – Gastroenterology: Courtesy Staff Appointment

Mark Kostovny made a motion, and Jerry Steele seconded the motion to approve Credentialing Privileges for the individuals listed above and as presented. Motion carried.

- Provisional Reviews:
  - Yvonne Bodemann, DO – Internal Medicine: Active Staff (full, unrestricted)

- William Elzi, MD – Internal Medicine: Active Staff (full, unrestricted)
- Eric Martin, MD – Internal Medicine: Active Staff (full, unrestricted)
- Fred Workman, DO – Internal Medicine: Active Staff (full, unrestricted)
- Brian Bradley, APRN – Certified Registered Nurse Anesthetist: Allied Health Staff  
(continued provisional)
- Chuck Grant, APRN – Certified Registered Nurse Anesthetist: Allied Health Staff (full,  
unrestricted)
- Joel Pull, MD – Emergency Medicine: Locum Tenens/Courtesy Staff (full, unrestricted)
- Kathryn Sapp, LPC – Mental Health: Allied Health Staff (continued provisional status)

Mark Kostovny made a motion, and Jerry Steele seconded the motion to approve Provisional Reviews for the individuals listed above and as presented. Motion carried.

- Resolution Contract:

Discussion: Treasurer Goergen expressed his overwhelming support of the Resolution Contract. He commended CFO Jon Smith for his work on this, and expressed his appreciation of Mr. Smith being so transparent with the Board.

Member Kostovny and Vice President Campbell both agreed that there are procedures in place for a reason, and a Special or Emergency Meeting should have been held in order to allow the board to consider and approve the agreement sooner.

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

**Adjournment:**

Garry Goergen made a motion, and Mark Kostovny seconded the motion to adjourn the Board of Trustees public meeting at 2:50pm with no further business coming before the Board.

The next Board of Trustees meeting will be April 23, 2020.

Respectfully Submitted.

Chandra Buchholz, Executive Assistant  
Jerry Steele, Secretary, Board of Trustees

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