



BOARD OF TRUSTEES

Regular Meeting

November 18, 2021

Minutes

10:00 am

Members Present:

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

Administration:

Ken Harman, *Chief Executive Officer*
Jon Smith, *Chief Financial Officer*

Guests:

Abbi Forwood, *Legal Counsel* (via phone)
Woody White, *QHR, VP Finance*

Rod Waeckerlin, President, called the Memorial Hospital of Carbon County Board of Trustees meeting to order at 10:02 am. The Pledge of Allegiance and a moment of silence in recognition of those affected by COVID-19 followed. A special acknowledgment was made for the recent loss of one of MHCC's employees.

Approval/Amendment of Agenda:

President Waeckerlin requested to add the QHR Master Services Agreement, Statement of Work for Advisory Services, and Statement of Work for Enhanced Performance Services PLUS to New Business as item "h." He also requested to add the First Amendment to the Rural Physicians Group Hospitalist Services Agreement to New Business as item "i."

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

Approval of Board of Trustees Open Session Minutes from 09.23.2021 Regular Meeting:

Garry Goergen made a motion, and Mark Kostovny seconded the motion to accept the minutes from the regular meeting on September 23, 2021 as presented. Motion carried unanimously.

Approval of Board of Trustees Open Session Minutes from 10.20.2021 Special Meeting:

Garry Goergen made a motion, and Mark Kostovny seconded the motion to accept the minutes from the special meeting on October 20, 2021 as presented. Motion carried unanimously.

Employee Recognition presented by Rod Waeckerlin, Board President:

- President Waeckerlin recognized Abbie Webster, Clinic Supervisor, as Supervisor of the Quarter; Lorena Pantoja, EVS Tech, as October Employee of the Month; Alisha Martinez, ER Technician, as November Employee of the

Month; and Brenda Eaton, ICU RN, as the DASIIY Award winner for the year. All of these individuals represent the heart of MHCC by continually going above and beyond to help others.

Medical Staff Report presented by John Lumb, MD, Chief of Staff:

- Dr. Lumb informed the Board that the Medical Executive Committee reviewed and approved the 2021-2022 Quality and Patient Safety Plan and moved the Committee of the Whole meetings to semi-annually, rather than quarterly, at the October meeting. They then approved a number of new policies and changes to the Medical Staff Bylaws at the November meeting, as well as reviewed and approved the Utilization Review Plan.

Dr. Lumb also reported that the Medical Executive Committee recommended the approval of 13 total staff reappointments in October and November. They also recommended full, unrestricted status for four more providers and recommend continued provisional status for one provider. Additionally, they received resignation from two medical staff members.

Discussion: President Waeckerlin inquired about Dr. Lumb's advice on what to do with the hospitalist program with RPG. The consensus from Dr. Lumb, as well as the board members, was that the concept of the program is excellent and much needed; however, we have to find a way to recruit quality physicians to a rural area like Rawlins.

Financial Report presented by Jon Smith, Chief Financial Officer:

- Mr. Smith reported that September 2021 showed a loss from operations of \$158,101 and a total net loss of \$157,886, as compared to a budgeted net income of \$201,212. While revenues for September were \$4.8 Million, volumes for surgical inpatients, as well as outpatient surgery, were extremely low compared to budget. Some ancillary and inpatient services did grow towards the end of the month due to COVID-19 admissions. Clinic volumes continued to be positive at over 2,000 total visits for the month. The pandemic continues to have a significant impact on all departments at MHCC, as it has at every other healthcare facility in the country.

Gross revenues were 16% below budget for the month, while operating expenses were 2% below budget. Net revenues were \$2.5 Million compared to a budget of \$3.1 Million or 26% below budget for the month and 13% below budget for the fiscal year. Mr. Smith noted that patient revenues are up from prior months but are still down compared to the FY2022 budget.

Mr. Smith also noted that the number of days' cash on hand were 80.3 on September 30th compared to 91.6 on August 31st. The reason for cash reduction is due to the clinic in Saratoga and RF180 unit for Radiology, as well as that CMS began to take back funds for the Medicare Advanced Payment Loan that was taken at the start of the pandemic.

Discussion: CEO Harman noted that when the budget was done, it looked like we were coming out of COVID, so the budget was based on 2019 numbers. Additionally, costs for travelers have tripled, and that, without the extra expenses due to COVID, we would be meeting budget. He also commented that expenses are being managed very well, mostly due to a number of government grants that have help offset some of the costs. He assured the Board that most of the capital expenses are complete, and the Administration Team continues to look for other grants and programs so we should start to see our cash position grow.

The Board thanked the Administration Team for all of their extra efforts in looking for and applying for all of the grants.

Mark Kostovny made a motion, and Garry Goergen seconded the motion to approve the financials for period ending 09.30.2021 as presented. Motion carried unanimously.

Garry Goergen made a motion, and Jerry Steele seconded the motion to approve the vouchers for period ending 09.30.2021 as presented. Motion carried unanimously.

Motion to Recess Board of Trustees Public Meeting to go to Executive Session:

Mark Kostovny made a motion, and Jerry Steele seconded the motion to move the Board of Trustees to Executive Session. Motion carried unanimously.

Recess Board of Trustees Public Meeting for Executive Session:

Mark Kostovny made a motion, and Jerry Steele seconded the motion to recess the Board of Trustees Public Meeting for Executive Session at 10:52 am. Motion carried unanimously.

The Board convened to Executive Session at 10:52 am to discuss personnel issues and to consider or receive any information classified as confidential by law.

Resume Board of Trustees Public Meeting:

Jerry Steele made a motion, and Mark Kostovny seconded the motion to resume the Board of Trustees Public Meeting at 11:50 am. Motion carried unanimously.

Administrative Report - Consent Agenda:

Discussion: President Waeckerlin, once again, thanked the staff for their time and efforts that are put into the reports, as they *are* read, and the amount of time that goes into it does not go unnoticed.

There was a short discussion about the Cerner Go Live being pushed back to August 8th, due to miscommunication and staffing issues on Cerner's part. However, CEO Harman assured everyone that we are ahead of schedule with our data collection and Charge Master rebuild, and this will allow us some time to make a transition after Chandra's departure.

Secretary Steele also noted the impressive employee turnover rate drop from 27% last year to 19% this year.

Mark Kostovny made a motion, and Jerry Steele seconded the motion to approve the Consent Agenda as presented. Motion carried unanimously.

QHR Report presented by Woody White, QHR, Senior Vice President:

- Mr. White reported that corporate QHR is requiring the COVID-19 vaccine for all employees so MHCC can be rest assured that they will be prepared to show their vaccination card anytime they visit the facility. He also noted that QHR continues to grow and add new employees to help facilitate services.

Corporate Compliance Report presented by Mark Kostovny, Board of Trustees, Member:

- Mr. Kostovny reported that there were zero calls on the Compliance Line for the last two months. He also noted that they did not have a Compliance meeting this month since there were no calls, and there was nothing on the agenda to discuss.

Compliance Report presented by Collin McDonald, Director of Compliance and Risk Management:

- Mr. McDonald shared the monthly complaint report, which indicated that there have been 4 HIPAA investigations, 29 incident reports, 3 complaints, 0 grievances, and 1 medication error for the month of October and so far in November. He noted that, although it appears as though there are more incidents now, it is only because more incident reports are being completed, which is what should be being done.

Discussion: It was clarified for Treasurer Goergen that 99% of our incident reports are due to a patient experience but are written up by employees; however, if a patient writes a complaint, it is an automatic grievance.

Quality Report presented by Christina Baugh, Director of Quality and Infection Prevention: Mrs. Baugh reported that the new CMS Conditions of Participation regulation now requires MHCC to have all of the COVID procedures that are already being done officially written into policy. Some of the items she noted are procedures for record-keeping, screening, PPE, aerosolization, ventilation, cleaning and disinfecting, training, and medical management. She

assured the Board that most of the processes have already been operationalized over the last 18 months; we just have to write official policies for them now.

Quarterly Strategic Plan Report presented by Ken Harman, Chief Executive Officer: Mr. Harman gave the Board a brief update on the MHCC Strategic Plan. He highlighted the progress made in each of the strategic initiative areas, which include 1) Improve Care and Quality of Services, 2) Become the Employer of Choice in Carbon County, 3) Develop and Grow Services to Meet Community Needs, 4) Improve Revenue Cycle and Create Financial Growth and Sustainability, and 5) Community Stewardship. Mr. Harman added that we have a lot of services that have been rolled out and need to be operationalized before moving on to adding new programs and expressed that everyone is working hard to make a difference.

Open Session dismissed for a 10-minute restroom break at 12:45 pm.

Open Session resumed at 12:55 pm.

Old Business: There were no agenda items.

New Business:

The QHR agreements were moved to the first New Business item in order to accommodate others' schedules.

- **QHR Master Services Agreement, Statement of Work for Advisory Services, and Statement of Work for Enhanced Performance Services PLUS – Rod Waeckerlin, President:** Mr. Waeckerlin informed the Board that the QHR agreements are all very similar to the previous agreements; however, the new agreements allow for the opportunity for Quorum to have more presence at the facility, and the approximate \$80,000 in fees for the purchasing agreement have been removed, which provides for a very large savings for MHCC.

Discussion: Legal Counsel Abbi Forwood noted that they are all three-year agreements with auto renewal, and there is a 120-day notice required before the end of the contract year for a without cause termination. It was also clarified that there is an option for QHR to apply a 3% COLA increase each year starting in 2023.

Although CEO Harman and CFO Smith expressed their overall satisfaction with the services that QHR provides, Treasurer Goergen voiced his concerns about their lack of physical presence in the facility. Mr. White expressed how much QHR values the partnership and assured the Board that they would meet their expectations for face-to-face interaction.

Mark Kostovny made a motion, and Jason Campbell seconded the motion to approve the QHR Master Services Agreement, Statement of Work for Advisory Services, and Statement of Work for Enhanced Performance Services PLUS as presented. Motion carried unanimously.

- **Mandatory COVID-19 Vaccination Policy #100-14 – Ken Harman, Chief Executive Officer:** Mr. Harman explained that, as everyone is aware by now, two weeks ago the federal government released their CMS Conditions of Participation regulation mandating COVID-19 vaccinations for all employees of Medicare and Medicaid licensed healthcare facilities, with the risk of losing all funding if found not in compliance with the regulation. He noted that 50% of MHCC's funding comes from Medicare and Medicaid, and, if MHCC does not comply with the mandate, it will no longer be able to accomplish its mission of taking care of the residents of Carbon County, or its employees. While 22 states have filed suits against it, MHCC Administration and Board of Trustees believe that we must move forward with the processes as if the regulation will stand.

Mr. Harman explained that the policy presented addresses the pertinent deadlines and requirements for the regulation, which are that, by December 5th, a policy must be in place and every employee, with the exception of anyone that works 100% remotely or via telehealth, needs to have received their first dose of a two shot vaccination series or have a religious or medical exemption request submitted, and that, by January 4th, all employees must have received their second dose of a two shot series, or a one shot Jansen and Jansen vaccination,

or have an approved religious or medical exemption. He noted that the requirement is also applicable to any contractors and vendors who work in the facility for any length of time or on a regular basis.

Mr. Harman further explained that the policy also addresses the requirements for employees if they are granted an exemption and outlined the process for requesting and granting them. In summary, religious exemptions will go to HR first, in order to be de-identified, and then they will go to an Ethics Committee for determination, while medical exemptions will go to Employee Health to be reviewed by COVID Steering Committee Chair Dr. Abels and Employee Health Medical Director Dr. Zimmerman.

Discussion: President Waeckerlin reiterated that the Board does not want to implement this mandate, as they believe in freedom of choice; however, they are morally obligated to do so in order to continue to be able to accomplish the mission of MHCC.

Board Member Kostovny inquired as to whether an employee could request to work from home in order to be exempt from the vaccination, to which CEO Harman replied that, in theory, yes; however, the employee would *never* be able to come into the facility, and the organization is only required to grant an accommodation as such if it does not create undue hardship to the organization.

To answer Secretary Steele's question, Mr. Harman explained that the steps for disciplinary action were not addressed in the policy because "Failure to Follow Policy" is already an HR policy, and it does not need to be duplicated in this specific policy.

Vice President Campbell expressed that, while he understands the position that MHCC has been put in and feels that it is the right decision for the organization in order to be able to continue taking care of the residents, he is abstaining from the vote because it would be hypocritical of him to ask the employees to do something that he is not willing to do himself. He added that the fact that he is not in compliance may mean he will ultimately have to step down as a board member as well.

Mark Kostovny made a motion, and Jerry Steele seconded the motion to approve Mandatory COVID-19 Vaccination Policy #100-14 as presented and pending legal review. Motion carried 4-0. Jason Campbell abstained.

Open Session dismissed for a 30-minute lunch break at 2:00 pm.

Open Session resumed at 2:30 pm.

- **Risk Management Plan – Collin McDonald, Director of Compliance and Risk Management:** Mr. McDonald explained that a Risk Management Plan is required as a Condition of Participation for CMS and that, in preparation for a state survey, this plan was put together. He gave a brief overview of the plan, noting that the currently identified risks are 1) Aging building with inconsistent preventative maintenance over multiple years, 2) Patient falls in clinical areas, 3) Employee/Visitor falls outside facility, 4) HIPAA, 5) I-80 road conditions and employee travel, 6) Staffing levels, and 7) Handicap accessibility.

Jerry Steele made a motion, and Garry Goergen seconded the motion to approve the Risk Management Plan as presented. Motion carried unanimously.

- **Utilization Review Plan – Ken Harman, Chief Executive Officer:** Mr. Harman explained that a Utilization Review Plan is another requirement for the CMS Conditions of Participation, and, while the facility had one, it was dated back to 2013, so it has been updated with current processes and titles.

Garry Goergen made a motion, and Mark Kostovny seconded the motion to approve the Utilization Review Plan as presented. Motion carried unanimously.

- **Paymerang Master Services Agreement – Jon Smith, Chief Financial Officer:** Mr. Smith informed the Board that Paymerang provides accounts payable services that assist with paying third-party vendors quicker using pre-

paid debit cards and a rewards program. He explained that we upload our AP information to Paymerang, and they reach out to our vendors to set up payments. They take 8% of the rewards that they receive through the pre-paid debit cards, and then we get a check for the rest. He noted that Cody and Sheridan hospitals have been using them for over a year and are actually making money on their accounts payable.

Garry Goergen made a motion, and Jerry Steele seconded the motion to approve the Paymerang Master Services Agreement as presented. Motion carried unanimously.

- **Medical Staff Bylaws/Policies – Ken Harman, *Chief Executive Officer*:** Mr. Harman explained that the Medical Staff Bylaws had not been reviewed for a number of years, so Credentialing Specialist Lisa Wood worked with Mrs. Forwood and the Medical Executive Committee to have them reviewed and updated. The changes of note were just updating some verbiage and removing admissions requirements for all providers and, instead, adding patient volumes for clinic providers, as well as pulling some things out of the bylaws and turning them into policies to more appropriately meet the needs and purpose of bylaws.
 - Credentialing & Privileging Process-General Guidelines #603-01
 - Processing the Appointment Application #603-02
 - Leave of Absence #603-03
 - Medical Executive Committee Duties #603-04
 - Credentials Committee Duties #603-05
 - Medical Staff Committee Duties #603-06
 - Medical Staff Meetings: Order of Business and Agenda #603-07
 - Disruptive Behavior #603-08

Jerry Steele made a motion, and Mark Kostovny seconded the motion to approve the Medical Staff Bylaws and policies listed above as presented. Motion carried unanimously.

- **Facilities Policies – Cody Lewis, *Director of Facilities*:** Mr. Lewis explained that most of the new policies being presented today are fleet policies, which were created when we purchased the mobile clinic. He added that the Fire Response Plan is an updated policy that now reflects our current practices, and the Regulated Medical Waste Management policy is a new policy that is required by CMS.
 - Regulated Medical Waste Management #810-15
 - Fire Response Plan #900-31 (Revised)
 - Vehicle Policy #810-16
 - Vehicle Markings and Appearance #810-17
 - Vehicle Files #810-18
 - Restrictions Regarding Vehicle Use #810-19
 - Motor Vehicle Accidents #810-20

Discussion: Treasurer Goergen asked for clarification on how restrictive the fleet policies are, such as if there is issue with an employee stopping at the grocery store on their way home. Mr. Lewis explained that they are fairly general policies on who can and can't operate the vehicles and that someone stopping at the grocery store is not precluded in the policy. However, it was noted that there are restrictions on parking at bars and taverns.

It was also noted that the mobile clinic is being stored in the High Desert Welding shop for the winter and can be ready for use when it is needed. Lenny Lehman has also been made aware that it is available to the County if the need arises.

Mark Kostovny made a motion, and Garry Goergen seconded the motion to approve the Facilities Policies listed above and as presented. Motion carried unanimously.

- **IT Policies – Matt Brooke, *Systems Administrator*:** Mr. Brooke informed the Board that all of the IT policies being presented today are as a result of a HIPAA One Security Audit that was conducted for the annual

Meaningful Use Report. He noted that these are all protocols that we have been doing but should have been written into policy sooner.

- IT Backup and Storage #450-100
- IT PHI Contingency Plan #450-101
- IT Media Disposal #450-103
- IT Encryption and Decryption #450-104
- Audit Controls and System Activity #450-105
- Inventory of All Devices Containing Sensitive ePHI Data #450-106
- Termination Policy #450-108
- Patch Management #450-109
- Disaster Recovery Plan #450-110
- Wireless #450-111
- Device Disposal #450-112
- External Communication Security #450-113
- Order of Server Restart #450-114

Discussion: Mr. Brooke clarified for the Board that, while we are able to give away our old hardware once the hard drives and ram are destroyed, most people don't want it because they're too old and not very useful at that point.

Mark Kostovny made a motion, and Garry Goergen seconded the motion to approve the IT Policies listed above and as presented. Motion carried unanimously.

- **RPG First Amendment to Hospitalist Services Agreement – Ken Harman, *Chief Executive Officer*:** Mr. Harman explained to the Board that an amendment to the RPG contract is necessary in order for them to pay us for the time that our own providers will be providing hospitalist coverage, and, in turn, so that we can pay our providers.

Garry Goergen made a motion, and Mark Kostovny seconded the motion to approve the First Amendment to Hospitalist Services Agreement as presented. Motion carried unanimously.

Open Discussion/Citizen Participation:

New Business Continued:

- **Credentialing:**
 - Brian Quigley, MD – Psychiatry: Telemedicine Staff Appointment
 - Stephen Parden, MD – General Surgery: Courtesy Staff Reappointment
 - Rene Mosada, MD – Neurology: Telemedicine Staff Reappointment
 - David Wheeler, MD – Neurology: Telemedicine Staff Reappointment
 - Jen Wagy, DNP, FNP-BC – Family Nurse Practitioner: Allied Health Staff Reappointment
 - John Pickrell, MD – Cardiology: Courtesy Staff Reappointment
 - L. Christopher Bachman, MD (MIA) – Radiology: Courtesy Staff Reappointment
 - Edwin Butler, MD (MIA) – Radiology: Courtesy Staff Reappointment
 - Amanda Mika, DO (RPG) – Internal Medicine: Active Staff Appointment
 - Kamran Mohammad, MD – Internal Medicine: Locum Tenens Staff Appointment
 - Michael Smith, MD – Pathology: Courtesy Staff Reappointment
 - Stephen Hurwitz, MD (QLER) – Psychiatry: Telemedicine Staff Appointment
 - Tracie Parsell, FNP-C – Gastroenterology: Allied Health Staff Appointment

Mark Kostovny made a motion, and Jerry Steele seconded the motion to accept the Medical Executive Committee's recommendation to approve credentialing privileges for the individuals listed above and as presented. Motion carried unanimously.

- **Provisional Reviews:**

- Kenneth Edgar, MD (DR) – Radiology: Telemedicine Staff (recommend full, unrestricted Staff)
- Miriam Hulkower, MD (DR)-Radiology: Telemedicine Staff (full, unrestricted)
- Michael Berven, MD (DR)-Radiology: Telemedicine Staff (full,
- Christopher Williams, MD-Family Medicine: Active Staff
- Kyle Anderson, CRNA-Pain Management: Allied Health Staff (continue provisional)

Mark Kostovny made a motion, and Jerry Steele seconded the motion to accept the Medical Executive Committee’s recommendation to approve the provisional reviews for the individuals listed above and as presented. Motion carried unanimously.

• **Resignation of Privileges:**

- Todd Greenberg, MD (DR) – Radiology: Telemedicine Staff
- Kent Kleppinger, MD – Pediatrics: Courtesy Staff

Mark Kostovny made a motion, and Jerry Steele seconded the motion to accept the resignation of the individuals listed above and as presented. Motion carried unanimously.

• **Consideration and/or approval of contracts and additional Board business:**

- Employment Contracts:
 - Razi Saydjari, MD – PRN Physician Employment Contract (Renewal)
 - Paul Fonken, MD – On Call PRN Physician Employment Contract (Renewal)
 - Adam Crawford, CRNA – PRN CRNA Employment Contract (Renewal)
 - Joel Pull, MD – First Amendment to Physician Employment Contract
 - Lincoln Westfall, DO – First Amendment to Physician Employment Contract
 - Gary Mikesell, DO – First Amendment to Physician Employment Contract

Mark Kostovny made a motion, and Jerry Steele seconded the motion to accept the PRN Physician Employment Contract for Dr. Saydjari as presented. Motion carried unanimously.

Mark Kostovny made a motion, and Jerry Steele seconded the motion to accept the On Call PRN Physician Employment Contract for Dr. Fonken as presented. Motion carried unanimously.

Mark Kostovny made a motion, and Jerry Steele seconded the motion to accept the PRN CRNA Employment Contract for Adam Crawford, CRNA, as presented. Motion carried unanimously.

Mark Kostovny made a motion, and Jerry Steele seconded the motion to accept the First Amendments to the Physician Employment Contracts for Dr. Pull, Dr. Westfall, and Dr. Mikesell as presented. Motion carried unanimously.

Adjournment:

Mark Kostovny made a motion, and Garry Goergen seconded the motion to adjourn the Board of Trustees public meeting at 3:15 pm with no further business coming before the Board. Motion carried unanimously.

The next Board of Trustees meeting will be December 16, 2021.

Respectfully Submitted.

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

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