

Bartlett Regional Hospital

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**Bartlett Regional Hospital
Board of Directors
Minutes
August 25, 2015**

Called to order at 5:15 p.m., by Nancy Davis

ROLL CALL

Present

Nancy Davis, President

Kristen Bomengen, Vice President

Lauree Morton (by phone)

Brenda Knapp

Alex Malter, MD

Mary Borthwick, Secretary

Bob Storer, Past President

Linda Thomas

Mark Johnson

Absent

None

Others present

Chuck Bill, CEO

Toni Petrie, Executive Assistant

Alan Ulrich, CFO

Dick Monkman, Hospital Attorney

Jim Strader, Community Relations

Karen Crane, CBJ Liaison

Mila Cosgrove, HR

Beth McEwen, Deputy City Clerk

Jane Sebens, CBJ Law

Joy Neyhart, M.D.

Deb Manowski, R.N.

Ursula Iha, Pharmacy

PUBLIC PARTICIPATION: – None

SPECIAL ORDER OF BUSINESS:

Beth McEwen attended the meeting to discuss the new email policy for all of the City's Empowered Boards. The purpose for this change is for the Board to have a City and Borough email account so not use their personal email accounts for hospital business. Ms. Thomas said it would be worthwhile to have a review of the CBJ's email process and

to look at the security section (there were concerns re: HIPAA). The Board was given the City's email policy to review and then they need to sign the Telecommunications Policy Board/Commission Member Acknowledgement form. Mr. Storer would like to get input from hospital management on what's appropriate to send and what's not regarding HIPAA. The effective date will be October 1, 2015.

APPROVAL OF THE MINUTES: – *Ms. Borthwick made a MOTION to approve the minutes from the July 28, 2015 Board of Directors meeting. Mr. Johnson seconded and they were approved.* Mr. Storer said in the future, the minutes should be placed on a consent agenda.

BOARD EDUCATION:

Ethics presentation – Ms. Sebens did a presentation on the City's code of ethics that the empowered boards have to follow. She highlighted areas in Conflict of Interest, Lobbying, Executive Session, and the Open Meetings Act. The codes can be located on the City's website and they are included in the Egnyte folder named CBJ for board members to access.

OLD BUSINESS:

Juneau Emergency Medical Associates (JEMA) – Ms. Sebens reported she, Mr. Monkman and Mr. Bill are going to meet to review the draft that they received from JEMA's attorneys.

Hospitalist Program – Mr. Bill said there is no substantive progress right now on the Hospitalist Program. He noted he is in the process of determining if we need to go out for a Request for Proposal for recruiting.

Neonatal Resuscitation Call – Mr. Bill reported that he went back to the Medical Staff Executive Committee and the Credentialing Committee to re-open the call specialties as well as the provider's privileges. Dr. Neyhart presented a letter to the Board members. Mr. Bill said he is looking into bringing in a Locum, but he feels it would not be well supported. He is also looking into integrating the neonatal and pediatric call into one call rotation. Ms. Davis said the Credentials Committee has been asked to ask Horty Springer to do a review of the provider credentials issue (identified by Drs. Neyhart and Fisher). Ms. Davis and Mr. Bill will discuss this with the Credentials Committee and bring the information forward.

NEW BUSINESS:

Strategic Planning Retreat – Mr. Bill said December 5th would give the most availability for the Board members and other staff to attend. A location has not yet been identified.

Health Law Conference – The City asked the hospital board to pay for sending Ms. Sebens to a healthcare law conference. Mr. Bill approached the City Attorney, Amy Mead and asked to split the cost, which she agreed to do. Mr. Bill asked the Board to support paying the other half. The total cost will be approximately \$1,200. Mr. Monkman spoke highly about this conference. ***Mr. Storer made a MOTION to approve half the cost to send Ms. Sebens to the healthcare law conference. Ms. Bomengen seconded and the motion passed.***

COMMITTEE REPORTS:

Executive Committee – Ms. Davis reported at the Executive Committee Mr. Storer announced that, due to his travels, he is stepping down as Board President. He will still remain as a board member. A notification went out to the Assembly. This leaves the Vice-President position vacant. She also noted the required annual Human Resources report was reviewed.

The Committee took action on the purchase of an Advantage Plus Endoscope Reprocessing System for the operating room. This item was relative to our Joint Commission corrective action plan follow-up. This was an urgent time sensitive purchase. The total cost was \$73,500 + \$7,800 for maintenance that will come out of the FY16 capital budget.

Finance Committee – Ms. Thomas reported there were three items for action. There was a lengthy discussion of Funded Depreciation and the history of it. The Board voted in 2012 to start to fund the depreciation. The contribution had not yet been made for FY14. The purpose of the fund is for saving money for future repairs of the facility. The Administration will work with the Board at the strategic planning session to identify the future repairs.

Ms. Thomas made a MOTION to approve, moving from the General Operating account to the Funded Depreciation account for FY14 in the amount of the audited depreciation, which is \$7,086,556.00. Mr. Johnson seconded and the motion passed with a roll call vote of all in favor.

Ms. Thomas made a MOTION to approve, moving from the General Operating account to the Funded Depreciation account for FY15 in the amount of the audited

depreciation. The audit is not complete yet, and once it has been, the Finance Committee directed Administration to move those funds. Mr. Johnson seconded and the motion passed.

Capital Equipment Purchase Policy – The original policy was written back in 1998 and it is in the process of being revised. The Finance Committee would like to have Administration provide updated monthly reports to the Board on budget expenditures. The Finance Committee would like to see segregation of duties between executive negotiating purchase and authorizing purchases to be included in the policy. Ms. Thomas asked Mr. Ulrich to forward the policy with the revisions to the Board for review.

Request for Proposal (RFP) for Group Purchasing Organization (GPO) – Ms. Thomas said the Finance Committee approved the RFP request as presented, with a request that Mr. Ulrich compare to the prior GPO for the questions that are in the packet. Mr. Ulrich said he met with CBJ Procurement and our Materials Management Director regarding the timing of the RFP. There will be a meeting next Monday to go over the substance of the RFP. We are looking to make it effective March 1, 2016. ***Ms. Thomas made a MOTION to authorize Administration to move forward with the RFP process for the GPO request. Mr. Johnson seconded and the motion passed with a roll call vote of all in favor.***

The July financials were reviewed. Ms. Thomas said Mr. Ulrich has been updating the Finance Committee on any changes to the FY15 financials. We will have updated financials next month.

Board Quality Committee – Mr. Johnson reported the Board Quality Committee met after the Hospital Quality Council and the plan is to continue doing back-to-back meetings. The focus was The Joint Commission findings and progress from the corrective action plan.

Mr. Johnson also said staff has reported there are some issues when they present their quarterly Quality Assurance and Performance Improvement (QAPI). They feel proud of the projects they are presenting and wish thanks from Board would be shared before they left. They also said they felt frustrated when they are at the beginning of the agenda to report and other items can sometimes get moved ahead of them, leaving them to hang around into the evening. Some voiced concern they were upset that the culture of safety was not preserved and they were feeling intimidated when doing their presentations. Ms.

Rogers asked Ms. Davis to attend a meeting with the presenters before they present at the next board meeting.

Bartlett Foundation – Mr. Bill reported the focus at the meeting was the Seafood Gala which will be on October 3rd. You can purchase tickets online. Ms. Thomas asked the Board if they had any silent auction items they would like to donate for the event. Ms. Thomas would like to get a list of items by Friday. Mr. Bill said they have started carrying some consignment artwork in the gift shop and that the financials were looking better for the gift shop.

Rainforest Recovery Center – Dr. Malter reported there was new staff at RRC in attendance at the meeting and they presented information on services and progress. There was a nomination for Wilson Nickli to join the Rainforest Recovery Center Board. ***Ms. Bomengen made a MOTION to approve Wilson Nickli's application. Ms. Borthwick seconded and the motion passed with all in favor.***

AD HOC COMMITTEES:

CAMHU – Mr. Johnson reported we received the Gaps/Needs Analysis and the Committee has accepted it. Laurie Orell from The McDowell Group came and did a power point presentation from the study. Following that, there was a discussion with the stakeholders group. Mr. Johnson would like the ad hoc committee to meet and then make recommendations to the Board on where to go from here. There is a presentation to the Assembly scheduled for September 28th.

Governance Committee – Ms. Bomengen reported much of the meeting was spent discussing Ms. Sebens' and Mr. Monkman's suggested revisions. It opened up new areas for discussion. The intent now is to get some vetting by our administration and legal counsel on moving forward with Title 40.

Medical Staff Rules and Regulations – ***Dr. Malter made a MOTION to approve the Rules and Regulations change under Provision of Care. Mr. Johnson seconded and the motion passed with all in favor.***

MANAGEMENT REPORTS:

CEO Report – Mr. Bill said our Chief Behavioral Health Officer was here for another site visit and we should have a final answer from her by Friday. He also announced that The Joint Commission Surveyor was onsite today. She was the same surveyor that was here initially. She looked at the conditions of participation and within two hours, she was

done as we had met them. This means CMS will not be doing a site visit. Mr. Bill said the organization will need to submit Evidence of Standards Compliance (ESC) to show that the organization is now meeting those standards and elements of performance. ESCs must be submitted within 45 and/or 60 days following the survey. Mr. Bill thanked staff for all their work in seeing that the conditions of participation were met. There will be a Southeast Alaska Behavioral Health Consortium meeting on September 17th. Mr. Bill announced he went on Action Line last week. He will continue to do this on a quarterly basis.

CFO Report – Medicare Cost Report – Mr. Ulrich reported that Moss Adams submitted a placeholder for the FY12 Medicare Cost Report rebut to CMS today.

Mr. Ulrich gave an update on the Meditech implementation. At the joint meeting last week with Meditech and Santa Rosa, they indicated the project is not ready to proceed as scheduled for a “go live” date of November 1st. The capital resources for infrastructure were not purchased in adequate time and we were short in our resources in the Information Systems Department. He reported we are currently addressing the issues. Administration has communicated with both Meditech and Santa Rosa about delaying the go live date. Ms. Thomas added we have not yet exceeded the Meditech budget, but it’s most likely we will. She said Administration will be bringing that information to the Finance Committee as it becomes available. Ms. Thomas thought Santa Rosa was in charge of the project management and said there should not be excuses for the delays. Mr. Ulrich said he is addressing that with Santa Rosa. There are no ramifications for meeting Meaningful Use with our waiver if we went live in January, but not much later than that. Mr. Bill said a big part of the delay was we did not know some of the contractual components that were needed and the time to review/approve those contracts take time.

CNO – Mr. Gardner also acknowledged the staff for all the work they did on the corrective action plan from the Joint Commission in such a short period. Ms. Borthwick asked him to thank the staff on behalf of the Board as well.

PRESIDENT’S REPORT:

Board self-evaluation – Ms. Davis recommended discussing this at the Board retreat so there’s more time for discussion.

Nomination of Vice-President – Ms. Davis asked for nominations from the floor, inviting self-nominations, to complete the vacant term of Vice President. *Ms. Bomengen nominated herself, Mr. Johnson seconded and it was approved with all in favor.*

EXECUTIVE SESSION:

Ms. Thomas made a MOTION at 8:10 p.m., to go into executive session to discuss matters which could have an adverse effect on the finances of the hospital (CERNER update, Union negotiations and RFP discussion) and to extend the meeting to 9:00 p.m. Ms. Bomengen seconded and the motion passed.

Out of executive session at 8:58 p.m., to extend the meeting until 9:15 p.m.

Dr. Malter made a MOTION to approve the Credentialing Report. Ms. Borthwick seconded and the motion passed.

Ms. Thomas made a MOTION to move to the Board for approval, Ms. Sebens recommendation to use King & Spaulding to represent BRH in its pending appeal before the DHHSS Provider Reimbursement Review Board (“PRRB”), with respect to the disallowance of the State’s PERS contribution as a cost in BRH’s FY 2011 Medicare Cost Report, and to further assist with the handling of the same disputed issue in BRH’s FY 2012-14 Medicare Cost Reports, if and as desired by BRH. Ms. Bomengen seconded and it was approved. Mr. Johnson seconded and it was approved by a unanimous roll call vote.

Discussion: - Ms. Davis said for background purposes, last month’s selected entity, Hall, Render, Killian, Heath and Lyman, was approved by the Board pending review by CBJ Law. That review did occur and as a result of that review, the Executive Committee asked that we get a placeholder for our FY12 Medicare Cost Report in order to meet the deadline and to also ask CBJ Law to complete their review of the different firms and recommend an action.

Ms. Thomas would like to have a discussion regarding Human Resource information at the next Executive Committee meeting.

Adjourned 9:10 p.m.

Board Secretary