

Bartlett Regional Hospital

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**Bartlett Regional Hospital
Board of Directors
Minutes
December 15, 2015**

Called to order at 5:22 p.m., by Nancy Davis

Roll call

Present

Nancy Davis, President	Kristen Bomengen, Vice-President
Mary Borthwick, Secretary	Bob Storer
Brenda Knapp	Lauree Morton
Linda Thomas	Mark Johnson (by phone)
Alex Malter, MD	

Absent

None

Others present

Chuck Bill, CEO	Mila Cosgrove, HR Director
Billy Gardner, CNO	Toni Petrie, Executive Assistant
Dick Monkman, Hospital Atty.	Alan Ulrich, CFO
Sharon Fisher, MD, Chief of Staff	Karen Crane, CBJ Liaison

Approval of the changes in the order of the agenda – **Special order of business – recognition and executive session**

Ms. Bomengen made a MOTION to approve the changes in the order of the agenda. Ms. Morton seconded and it was approved by unanimous consent.

Public participation – None

Approval of the minutes – *Ms. Borthwick made a MOTION to approve the minutes from November 24, 2015, as amended. Ms. Thomas seconded and they were approved by unanimous consent.*

Special order of business – Recognitions - Ms. Davis recognized the following individuals for their service and time spent on the Board.

Ms. Thomas for serving eight years on the Board and thanked her for reapplying for a third term.
Dr. Heine for serving as Chief of Staff for 2015.

Dr. Malter for serving six years on the Board.

Ms. Bomengen for serving 9 years on the Board.

Ms. Knapp made a MOTION to go into executive session at 5:35 p.m., to discuss matters, which are confidential by law (JEMA contract). Ms. Bomengen seconded and it was approved by unanimous consent.

Out of executive session at 6:32 p.m. No action was taken.

Dr. Malter made a MOTION to approve the new JEMA contract that was presented by Administration. Ms. Knapp seconded. DISCUSSION: Ms. Bomengen expressed concern about the hospital not having any control over JEMA setting their own rates and the Board should be participating in that process. Ms. Thomas said she is happy that we are moving forward on the contract with JEMA. Mr. Storer asked where we are vulnerable with the new contract. Mr. Monkman said JEMA is taking on many extra duties in the new contract, and the Board needs to make sure they are following through with those duties. There is no provision written in the contract that states JEMA “has” to follow-through with what is stated in the contract. Mr. Storer would like to have a reporting requirement for what is stated in the contract. Ms. Sebens said we could add that language. Mr. Bill said he would work with the attorneys to add that language to the contract. ***The motion passed with eight in favor and Ms. Bomengen against.***

APPROVAL OF THE CONSENT AGENDA: Ms. Thomas asked to remove the CEO report from the consent agenda.

Ms. Thomas asked for background on why the new Clinical Compliance Officer had resigned. Mr. Bill said she was leaving town for personal reasons. Ms. Thomas also asked for more background on the language with the suggested edits in Title 40 regarding the contract for rendering professional services that will benefit the hospital financially. Mr. Bill said there has been a lot of push back from the Medical Staff side with the language change and suggested that with the Meditech implementation, it is not the right time and asked to postpone that revision.

OLD BUSINESS:

Renewal of CBJ Legal Services Agreement – Mr. Bill recommended extending the agreement for another two years. Ms. Sebens said she did not believe it was going to be that formal of a signed agreement, but more of a memorandum of understanding. Ms. Thomas would like to hear by the CBJ Attorney why they are not willing to extend an agreement similar to the one initially approved. Mr. Bill suggested having Ms. Mead attend our board meeting to discuss the plan in moving forward.

Crimson Advantage agreement – This would be a contract to get reporting that shows possible reasons why people leave Juneau for services. The fee is \$15,000 for the membership, \$85,000 a year for the data access, with an out clause of one year. Mr. Storer noted he is not in support of this.

Dr. Malter made a MOTION to approve the proposal for one year. Ms. Bomengen seconded. DISCUSSION: Ms. Thomas asked Mr. Bill to respond to Mr. Storer’s concerns. Mr. Bill said

there would be challenges to drilling down to that level of specificity, however he feels we can do a better job finding out why people are leaving if there are services we do not currently offer, that we can look at offering down the road. Mr. Bill tried polling the Medical Staff on reasons they send their patients out, but he did not get very many responses. ***The motion passed by a roll call vote of six in favor and Mr. Storer, Mr. Johnson and Ms. Borthwick against.***

Strategic planning update – Mr. Bill reminded the Board to get their homework assignments from the Board retreat in as soon as possible.

NEW BUSINESS:

None

Break at 7:28 p.m.

Back in session 7:37 p.m.

STANDING COMMITTEE REPORTS:

Executive Committee – Ms. Davis reported that Ms. Cosgrove provided the Human Resource Workforce report at the meeting. She also reported we are bringing in locums to help cover pediatric call for December. There has been an acceptance of the Chief Behavioral Health Officer (CBHO). The RFP for the business plan for the CAMHU has gone out, but we did not receive any responses.

Finance Committee – Ms. Thomas reported there was the presentation of a draft 5-year construction capital plan (for 2017-2021) from management. This is management’s estimate of construction needs, if the funding were available. The five-year plan was requested by CBJ Finance with a short turnaround time. Management feels this is an “ideal state” budget for maintaining our hospital’s sustainability. The Finance Committee has serious concerns about the details and total dollars over the course of five years. In addition, there were questions regarding the timing of the CAMHU potential construction. However, we agreed to propose the following motion to the Board, because of the expedited request by CBJ Finance to have this 5-6 year plan by 12/31/15.

Ms. Thomas made a MOTION to recommend to the Board to approve a 2017 construction capital budget in the amount of \$5m plus a placeholder for the CAMHU. Mr. Storer seconded. DISCUSSION: The list includes some potential expenditures and some things we must do. The Finance Committee did not get a chance to talk through each item. This document is a placeholder, not part of the budget. Ms. Crane stated the CIP budget had already been approved. Ms. Thomas said she is uncomfortable with the details, as they were not given much time to be reviewed and the dollar amounts tied to some of the projects, and appreciated the Board having more time for review. ***Ms. Thomas rescinded her motion. Mr. Storer accepted.*** There will be more to report after management talks with CBJ.

MEDICAL STAFF REPORT – Dr. Fisher reported there is a change to the Rules and Regulations. The changes came about because our Quality Director suggested wording change. ***Ms. Thomas made a MOTION to approve the Rules and Regulation change. Dr. Malter seconded and it was approved by unanimous consent.***

Dr. Fisher gave some feedback on the Meditech 6.x implementation and how it has been impacting physicians. She said that there have been some big challenges for the physicians. The things that seem to be going extremely well are our nursing staff and our trainers. The negative feedback has been it has been very difficult. She has spoken with Mr. Ulrich about providing more support to the physicians. They are feeling like their time is not being used well because they are doing the work of what a ward clerk should be doing. There have been some suggestions such as, having trainers available longer, how can they be most supported, perhaps using scribes, backing off on the expectations, etc.

Ms. Bomengen made a MOTION to extend the meeting to 9:00 p.m. Ms. Thomas seconded. Ms. Morton made a friendly amendment to extend the meeting until 9:30. Ms. Bomengen accepted the amendment and it was approved by unanimous consent.

Ms. Bomengen made a MOTION at 8:18 p.m., to go into executive session to discuss matters, which are confidential by law (Medical Staff). Ms. Morton seconded and it was approved by unanimous consent.

Out of executive session at 8:19 p.m.

Ms. Borthwick made a MOTION to approve the Credentialing Report. Mr. Storer seconded and it was approved by unanimous consent.

Ms. Thomas continued with her financial report. The fiscal year 2015 audit was completed, and there will be a report in January from Elgee Rehfeld. Mr. Ulrich indicated there were no findings and all “accounting adjustments” to the 6/30/15 financials had been reported out to the Finance Committee in prior meetings.

The RFP went out for the GPO. We had one response, which is who we are currently using (Amerinet). Ms. Thomas presented the November financials.

The RFP went out for the CAMHU business plan, but we did not have any responses. Mr. Bill said that since we did not receive any responses by going through CBJ’s RFP process, we are allowed to go out and contact organizations directly.

Board Quality Committee – Mr. Johnson said there was discussion on getting access to the trauma registry that shows detailed information when trauma teams are called to be able to extract the information that would be Bartlett specific. Also discussed, was whether there should be a board member on the Medical Staff Quality Improvement Committee (MSIC). Mr. Johnson noted there was a document presented by Ms. Rogers (Quality Director) with what some of the 2015 quality successes were and what needs to be worked on in 2016.

Bartlett Hospital Foundation – Ms. Thomas said the Foundation board approved \$11,643.08 to spend on items for the Infusion Therapy department. She also announced there was a tree lighting event and a holiday party on December 10th in the hospital cafeteria. It was well attended. There was an election of officers held for 2016. They were as follows;

President - Kevin Hansen

Vice President - Mark Troupin

Secretary – Dawn Wolfe
Treasurer - Gayle Starbard

CAMHU – Mr. Johnson reported at the meeting there was discussion regarding the dollar amount that was attached for the CAMHU Business Plan RFP. They felt the amount was too low and should be increased to possibly get more interest by outside agencies. Ms. Thomas reported the Committee wanted to move forward aggressively on the business plan.

Governance – Ms. Bomengen reported the Committee met and they discussed Bartlett becoming a member of the Governance Institute, which would help with ongoing governance. The cost is \$21,500. Ms. Bomengen requested a conference call with the Governance Institute and the Committee members to give them a chance to ask questions. ***Ms. Bomengen made a MOTION that the Bylaws Committee and the full board form a standing Governance Committee that would include the Bylaws Committee. Ms. Knapp seconded. The motion passed by seven in favor and Dr. Malter and Ms. Morton against.***

Bylaws – Ms. Borthwick reported this process is going to take some time.

MANAGEMENT REPORTS:

CFO – Mr. Ulrich is looking into getting scribes for the physicians to help with Meditech 6.x. He also thanked Dr. Fisher for coming to the Board meeting and addressing the Meditech concerns.

CCO – Mr. Gardner also thanked Dr. Fisher for attending and thanked the outgoing board members for all they have done over the years.

HR – Ms. Cosgrove reminded the Board that the Union negotiations are on the horizon as well as the Class and Compensation project. She said HR will need some direction from the Board and recommended perhaps forming an ad hoc committee to work on these items. She also reported HR has been working on personnel rules to be more consistent with CBJ.

PRESIDENT’S REPORT:

Ms. Davis thanked everyone for their work during this busy year. She also discussed the new board members will be appointed on December 22nd. She said moving forward, it would be helpful to meet with outgoing board members to get insight. She will be reaching out to individual members to get their comments, concerns, suggestions, etc.

BOARD COMMENTS:

There were many comments made by Board Members regarding the public service of the outgoing Board members, and also thanks to Dr. Fisher for her input about Meditech

Adjourned 9:13 p.m.

Board Secretary