

Bartlett Regional Hospital

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**Bartlett Regional Hospital
Board of Directors
Minutes
July 28, 2015**

CALLED TO ORDER AT 5:15 BY ROBERT STORER

ROLL CALL

PRESENT

Robert Storer, President	Nancy Davis, Vice President (by phone)
Mary Borthwick, Secretary	Mark Johnson
Kristen Bomengen, Past President	Alex Malter, M.D.
Linda Thomas	Lauree Morton
Brenda Knapp	

ABSENT

None

Others present

Chuck Bill, CEO	Billy Gardner, CNO
Mila Cosgrove, HR	Karen Crane, CBJ Liaison
Alan Ulrich, CFO	Carlton Heine, MD, Chief of Staff
Jim Strader, Community Relations	Jane Sebens, CBJ Law
Joy Neyhart, DO	Don Schneider, MD
Bethany Rogers, Quality	Dawn Baily, OR
Sharon Fisher, MD	Dick Monkman, Hospital Attorney (by phone)

PUBLIC PARTICIPATION – None

APPROVAL OF THE MINUTES – Ms. Davis made a MOTION to approve the minutes from the May 26, 2015 Board of Directors meeting. Mr. Johnson seconded and they were approved. Ms. Morton made a MOTION to approve the minutes from the June 23, 2015 Board of Directors meeting as amended. Ms. Davis seconded and they were approved. Dr. Malter made a MOTION to approve the minutes from June 26, 2015 ad hoc committee meeting. Ms. Knapp seconded and they were approved.

BOARD EDUCATION:

Amy Deer from Case Management did a presentation regarding the changes in our payor mix and the fact that we were seeing a decreased use of Medicare inpatients which affects our reimbursement. Ms. Deer went over the difference between inpatient services vs. outpatient services and observations. This designation means that the patient admitted to the hospital as an

inpatient must meet specific criteria or service would be considered as outpatient services by Medicare as well as the private insurance companies following CMS rules.

SPECIAL ORDER OF BUSINESS:

Dr. Sharon Fisher and Dr. Joy Neyhart attended the meeting to address neonatal pediatric call. They both made some recommendations to help find a solution to this issue.

OLD BUSINESS:

Juneau Emergency Medical Associates (JEMA) – Ms. Sebens is continuing to work with JEMA's attorneys on the negotiations.

Strategic Planning retreat – Mr. Bill included in the packet a five year strategic vision that Senior Leadership worked on. Senior Leadership along with BRH managers will attend a half day retreat to work on the plan. Mr. Bill also showed the status of the Focus and Execute online tool that the managers and Senior Leadership have been using based on the goals the Board set last year at their strategic planning retreat.

Neonatal call analysis – Mr. Bill put together a quick analysis of the recommendations that were brought before the Board to help with the neo-natal call situation. He is recommending increasing the pay for call to the pediatricians to \$1,000, effective August 1, 2015, while we work on the hospitalist program with pediatric capabilities. Mr. Johnson would like to focus more on recruiting a pediatrician at the Physician Recruitment Committee meeting. Ms. Thomas asked Mr. Bill to work with the Medical Staff on the on call day requirements for pediatricians.

Dr. Malter made a MOTION to authorize Mr. Bill to move forward an augmented fee structure for the pediatricians call, and to work with the Medical Staff to review other options in regards to the call structure. Mr. Johnson seconded. Ms. Knapp made an amendment to the first part of the motion to increase the pediatricians on call salary to \$1,000 for excess call (five days a month/15 per quarter) effective August 1, 2015. Ms. Bomengen seconded and the motion passed with all in favor except for Ms. Thomas. The second part of the motion is for Mr. Bill to work with the Medical Staff Credentialing to review alternatives for consideration. The motion passed by a roll call vote with all in favor except Linda Thomas.

NEW BUSINESS:

Medical Staff Rules and Regulation changes – Dr. Heine presented two changes to the Medical Staff Rules and Regulations. They were in the Provision of Care (Orders for Treatment, Care or Services), Emergency Department, and OB screening examination sections. ***Dr. Malter made a MOTION to approve the change to the Orders for Treatment, Care or Services), Emergency Department section of the Medical Staff Rules and Regulations. Ms. Morton seconded and it was approved. Dr. Malter made a MOTION to approve the change in the Emergency Department and OB Screening Examination section of the Medical Staff Rules and Regulations. Mr. Johnson seconded and it was approved.***

Hall Render Killian Heath & Lyman, PC agreement – This agreement is to provide services to rebut the Medicare Cost Report for FY2011-FY2015. Mr. Ulrich brought this agreement to the Finance Committee. Mr. Ulrich, Mr. Bill, and Ms. Taug worked with the City and Borough of Juneau's Procurement department on an RFP to look for a firm to represent the hospital on the Medicare Cost Report appeal. ***Ms. Thomas made a MOTION to approve the award of the RFP***

to Hall Render Killian Heath and Lyman, PC, and to delegate management to complete the contract with final review by CBJ Law before execution. Ms. Knapp seconded. The MOTION passed with all in favor except Lauree Morton and Nancy Davis.

STANDING COMMITTEE REPORTS:

Executive Committee – Mr. Storer, Mr. Bill, and Mr. Johnson met with the Kim Kiefer, CBJ Manager, Bob Bartholomew, Finance Director and Rob Steedle, CBJ Assistant Manager to discuss the tax money that has been identified for the Child Adolescent Mental Health Unit (CAMHU).

Mr. Storer reported there has been an offer made to a Chief Behavioral Health Officer candidate.

Mr. Storer asked Ms. Sebens to do a presentation on ethics at the August board meeting.

Finance Committee – Ms. Thomas reported the Finance Committee recommended approval of the following contracts by the full Board.

- Nuance Communications, Inc. (action) - Nuance communications approximately \$178,000. This is a component of the Meditech 6.x project and is voice recognition software that will facilitate entry of data into the electronic medical record. This is in the Meditech capital cost. This contract has been approved by CBJ Law and CBJ Risk Management. *Ms. Thomas made a MOTION to approve the Nuance software contract in the amount not to exceed \$178,000. Ms. Bomengen seconded and it was approved by a roll call vote.*
- Blade System expansion project (action) - This expands a current system that is at end of life. This will allow IT to put a new blade system in place that will talk to a new storage network. This will include VM software license and allows 40 servers to be stored. The total project cost is \$555,400. Pricing is for new configuration that replaces existing “end-of-life” hardware. The pricing includes a three year service agreement. This is an operating expense. \$475,000 has already been budgeted. *Ms. Thomas made a Motion to approve the blade system expansion project in the amount not to exceed \$555,400. Ms. Bomengen seconded and it was approved by a roll call vote.*
- Wireless Access Points (WAPs) (action) - This item will allow the hospital to meet the new protocols for the wireless connectivity demands of the Meditech system and improve new radio connectivity. *Ms. Thomas made a MOTION to approve the Cisco Wireless Access Points project not to exceed \$105,270. Dr. Malter seconded and it was approved by a roll call vote.*
- Fluke Wireless Analyzer (ratification) - This is for our current wireless infrastructure. This will include one year of Gold support for the hardware and three years of support for the software. This was included in the capital budget. The price is within the realm of the Finance Committee to approve with ratification from the Board. *Ms. Thomas made a MOTION to ratify the Fluke Wireless Analyzer not to exceed \$51,328.00. Dr. Malter seconded and the motion and it was approved by a roll call vote.*
- (RFP)HVAC system for OR - This is for a low temperature chiller system to reduce the humidity in the OR. This will go through CBJ’s formal bid process. The estimated cost is \$250,000. The funds will come out of the facility master plan budget in a capital budget line item. *Ms. Thomas made a MOTION to approve the low temperature chiller system*

in the amount not to exceed \$250,000. Ms. Knapp seconded and it was approved by a roll call vote.

- Building Automated Controls System (Facility Management software) The BRH building automated control system is at end of life and parts are becoming increasingly difficult to purchase. This will be a two phase process. The cost of \$125,000 is for the equipment and the anticipated amount for installation is \$125,000. This is included in the facility master plan budget. The installation piece will go through the City's RFP process. ***Ms. Thomas made a MOTION to approve the building automated control system equipment in the amount of \$125,000 Ms. Davis seconded and it was approved by a roll call vote. Ms. Thomas made a MOTION to approve the RFP for the installation of the facility management software. Ms. Bomengen seconded. Motion passed.***

- Humidifier replacement (operating room) - This is for humidification and installation on additional balancing dampers. The current controls are 30 years old. This will go through the RFP process. ***Ms. Thomas made a MOTION for the Board to go out for an RFP to upgrade the humidifier controls estimated at \$100,000. Dr. Malter seconded.*** The funds will come out of the facility master plan budget line item. ***The motion passed by a roll call vote.***

- Surgical Services design (RFP) - One of the items identified in the facility master plan was the surgical services area remodel. This will help with work flow and infection control. The first step is an RFP for conceptual design and cost estimation. The estimated cost to go out for an RFP will be determined after facilities meets with CBJ Engineering and work on the design. ***Ms. Thomas made a MOTION to move to the Board for approval proceeding to go out for an RFP for a conceptual design and cost estimation. The motion was amended to include having the Planning Committee's approval. Dr. Malter seconded and it was approved.***

Ms. Borthwick made a MOTION to extend the meeting until 9:15 p.m. Ms. Bomengen seconded and it was approved. Motion passed.

Ms. Thomas noted that in the past, the Board had received June 30th financials and there may have been significant adjustments done later in the year as things became known. Management has agreed to provide the Finance Committee with any changes on a monthly basis that are considered material or significant so they can keep the Board informed.

The June financials were reviewed (included in packet).

The year-end statement of revenues and expenses was reviewed. The Finance Committee recommended the Board accept this report with the caveat that there will most likely be adjustments and they will report on those adjustments as we move forward.

Ms. Thomas reported on the contracts with insurers. Aetna accepted our fee increase. Premera is asking for a discount and we are still negotiating with them. Management has also reached out to Moda Health.

Ms. Thomas said the Finance Committee requested that Mr. Bartholomew from CBJ Finance give an educational training on the capital budget.

Planning Committee – Ms. Morton reported the Planning Committee met and reviewed a five year strategic plan that Senior Leadership put together. She noted the committee will meet every

other month, rather than quarterly. She will meet monthly with Mr. Bill to keep up on progress and focus on things. They also discussed putting together an annual calendar of educational events.

Mr. Bill requested feedback from the Board on last year's strategic planning retreat.

BRH Foundation – Mr. Bill said four of the scholarship recipients attended the meeting to express their gratitude and what their plans were for college. He also announced the Seafood Gala is still on track for October 24, 2015.

Joint Conference – Mr. Storer referred to the notes that are in the packet.

AD HOC COMMITTEES:

CAMHU – Mr. Johnson reported that the committee met and received the final report from The McDowell Group focusing on the needs and gaps analysis in Southeast Alaska. Mr. Johnson said we are holding a meeting from 12:00-2:00 on August 20th with the stakeholders to get their feedback from the report.

Governance Committee – Ms. Bomengen reported the committee met and discussed Title 40 rewrite possibilities and to review some suggested Best Practices related to quality review by boards. They discussed possible changes in the makeup of the board as it's defined in the ordinance. Also, they looked at the Medical Staff and contract revisions. The committee will be looking at samples of Best Practice guidelines in areas such as quality, finance, and information technology to ensure compliance and quality care.

CEO Performance Criteria Committee – Ms. Borthwick referred to a document in the packet (see attached) outlining the criteria for the evaluation and bonus for the CEO this coming year (2016). ***Ms. Borthwick moved for acceptance of the criteria's listed in the packet. Mr. Johnson seconded and it was approved.***

MANAGEMENT REPORTS:

CEO report – Mr. Bill referred to his written report that was included in the packet. He said he received an email from the American Hospital Association indicating they are lobbying both branches of Congress for the Rural Demonstration Project as part of a bigger project.

CFO – Mr. Ulrich reported that he will be working on an RFP for a Group Purchasing Organization (GPO).

HR – Ms. Cosgrove reported we have a conceptual tentative agreement with the Union, pending the outcome of the Rural Demonstration Project. She said we are finalizing the Class and Compensation Study and will give more of an update at the August Finance Committee meeting. Ms. Cosgrove met with Mr. Storer regarding the personnel management code.

CNO – Mr. Gardner reported the Joint Commission came last week and they gave us very helpful suggestions. He wanted to thank the Management Team, departments and staff for collaborating to form action plans to provide the best quality care.

President's report – Mr. Storer reported on board and committee minutes and a process for their review. The Board members gave their feedback on what they would like to see included in the minutes. Mr. Storer asked the Board to think about including bullet points in the packet, rather than draft minutes, as they have not yet been approved.

Ms. Morton made a MOTION to extend the meeting to 10:00 p.m. Ms. Borthwick seconded and it was approved.

Board self-evaluation – The Board had a discussion on the Board self-evaluation that was recently completed. Senior Leadership also took part in evaluating the Board. There will be more discussion at the August Board meeting.

Ms. Borthwick made a MOTION to go into executive session at 9:22 p.m., to discuss the Medical Staff Credentialing report, patient dashboards, Cerner update and some preliminary observations about The Joint Commission survey. Ms. Davis seconded and it was approved.

Out of executive session at 9:58 p.m., to extend the meeting to 10:30 p.m.

Ms. Borthwick made a MOTION to approve the Medical Staff Credentialing report. Ms. Morton seconded and it was approved.

BOARD COMMENTS:

Ms. Bomengen said she will be working on scheduling another Governance Committee meeting.

Adjourned 10:13 p.m.

Board Secretary