

Bartlett Regional Hospital

3260 Hospital Drive, Juneau, Alaska 99801 907.796.8900 www.bartletthospital.org

Board of Directors meeting October 21, 2013 Robert Valliant Center

Ms. Thomas called the meeting to order at 5:15 p.m.

Roll Call

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| Linda Thomas, President | Reed Reynolds, Vice-President (by phone) |
| Alex Malter, MD, Secretary | Bob Storer, Past President (by phone) |
| Mary Borthwick | Nancy Davis |
| Nathan Peimann, MD | Kristen Bomengen (by phone) |
| Lauree Morton (by phone) | |

Absent

None

Also present

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|--------------------------|----------------------------------|
| Karen Crane, CBJ Liaison | Toni Petrie, Executive Assistant |
| Mila Cosgrove, HR | William Gardner, CNO |
| Kendri Cesar, Esq. | |

Ms. Thomas recognized Kendri Cesar with the law firm, Sonosky Chambers and Mila Cosgrove, HR Director for being in attendance.

Public participation – Ron Gardner, a citizen of Juneau attended the meeting to discuss items that were a concern to him regarding leadership at the hospital.

Dr. Hunter-Joerns asked why questions never get answered and there isn't ever a response from the Board. Ms. Thomas said the questions do get answered when appropriate, meaning if it's a confidential nature they can't be answered in public and she said she could find the ones they have addressed in our public records.

Dr. Haight from Juneau Urgent Care attended the meeting to discuss the recent changes to the medical staff categories. The new category is "access to care" that they were put in. He had some suggestions to include them.

Southeast Radiation Oncology Center update – Mandy Pewitt and Kelly Smelser from the center gave an update on the status of the construction. The linear accelerator is here and being installed. The IT infrastructure is being set up. The first week of November the exterior work will be complete. There will be a meet and greet on Friday, November 15th between some staff at BRH and from SROC which will also include a tour. They are on target for their grand opening on December 12th.

Approval of the minutes – Dr. Malter made a MOTION to approve the minutes from September 20, 2013 as amended. Mr. Storer seconded and they were approved.

Committee reports:

Executive Committee – Ms. Thomas reported on the following;

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Ms. Thomas said we are working on setting up a Joint Conference Committee meeting for November.

We are trying to pin down a date in November for a Board retreat.

There was a discussion on an educational plan that Ms. Thomas and Mr. Reynolds will be proposing to the Board.

Mr. Reynolds prepared a matrix of skill sets on the current board members that will be given to the City HR Committee. We have one Board member that will be terming off and two others that are up for reappointment.

Ms. Thomas made a MOTION to extend the review of the board manual to February 2014. Mr. Storer seconded the motion.

Discussion:

Ms. Borthwick asked if she could bring updated sections piece by piece to the upcoming board meetings and then have it complete by the February meeting.

The motion passed.

Ms. Thomas made a MOTION to approve the engagement letter from Sonosky Chambers, the firm that Dick Monkman is with this firm who provides legal advice to the Board and the hospital. Mr. Storer seconded the motion. The motion passed by unanimous consent.

The Board self-evaluation review was briefly discussed. It will be completed either at the board retreat or the November board meeting.

Finance Committee – Dr. Malter reported on the following.

Dr. Malter made a MOTION to accept the financial statements for September as presented. Ms. Borthwick seconded and they were approved.

There was a report on Juneau Emergency Medical Associates “JEMA” plan to take over their own billing. Currently we provide that as well as applying to get their Medicare numbers.

A/R days – from the Xtend report, it was recommended to hire an external firm to help us collect the old debt. The Finance Committee felt going in this direction was appropriate.

Medicare-Medicaid update – We have been given until November 15th by the fair hearing officers to come to an agreement or they will set a date for mediation.

Aetna – Aetna got the state contract as of January 1, 2014. Aetna has contacted us to do a contract with them to be a preferred provider. If there’s not a contract, it could be very negative for us and the patients. The current contract we have with Blue Cross doesn’t give a discounted rate. The contract has to be in place by January 1, 2014.

BRH Foundation – Ms. Bomengen reported on the following;
The Director has handed in her resignation. One of the things on their agenda for the next meeting is to plan for the Alaska Women’s Expo in January.

Planning Committee – Dr. Peimann reported on following.

Consent agenda – The Planning Committee discussed the consent agenda. The committee felt it might be helpful if the board packet was compiled in real time on Egnyte, then it can be reviewed in a timely fashion as things get added. The minutes would be approved prior to being posted in the packet. They decided that any action items should be outside the consent agenda.

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Hospitalist – The committee discussed a hospitalist program and what type to search for. It was recommended to do two Request for Proposals “RFP” for an adult hospitalist and an adult/pediatric hospitalist program.

Dr. Peimann made a MOTION to approving two separate RFP’s for an Adult Hospitalist program and an Adult/Peds Hospitalist program that would be due to go out at the beginning of January 2014. Ms. Davis seconded.

Discussion:

Mr. Storer suggested doing a Request for Information “RFI” instead of an RFP since we are gathering information and we don’t have financial data or know the financial impact.

Dr. Peimann said there would be an immediate evaluation by the Finance Committee with a goal to have that out by January 1, 2014. He is speaking more about a concept. We have from now until January 1st to work on the financial implications before sending them back out. We would have an opportunity at that point to either approve them or not.

Ms. Borthwick asked when the Board would see this and Dr. Peimann said after it comes back from Finance. They should have a proposal by the end of December.

The motion passed by unanimous consent.

Ad hoc On Call Committee – The committee is meeting to look at solutions to our on call problem. The immediate call gaps that were on the schedule have been resolved graciously by Dr. Bozarth. There could potentially be a recommendation at the next Medical Staff meeting. The next meeting is scheduled Monday, October 28, 2013, at Noon next Monday for the ad hoc committee.

Ms. Borthwick made a MOTION to go into Executive session at 6:00 p.m., to discuss matters which are confidential by law and impact the finances of the hospital that include a discussion regarding credentialing and interim CEO selection. Ms. Bomengen seconded and it was approved.

The Board came back into session at 7:10 p.m. No action was taken.

CEO selection - Ms. Cosgrove, Dr. Peimann and Ms. Borthwick will continue discussions with the top two candidates.

Medical staff – Dr. Ben Miller reported on the following;

Credentialing report – ***Mr. Reynolds made a MOTION to approve the credentialing report. Dr. Malter seconded and it was approved.***

Medical Staff categories – Dr. Ben Miller reported that the Credentialing Committee amended ARTICLE VIII: Categories of the Medical Staff Bylaws. This would eliminate the Courtesy category and add Associate to put us in compliance with the Joint Commission to conduct Ongoing Professional Practice Evaluation “OPPE” and Focus Professional Practice Evaluation “FPPE”.

Mr. Storer asked if it was time sensitive or if they could get input from the interim CEO. Dr. Miller said our past CEO was involved with this discussion. It’s a step forward to get us into a better compliance mode. One of the biggest steps was to get rid of courtesy privileges. Ms. Davis asked about the presentation from Dr. Haight regarding the “access to care” category. It’s for people who want access to the hospital. Dr. Miller said there are issues about whether they can vote or not on matters that govern the Medical Staff, but not those individuals. They will extend invitations for them to attend the meetings but not have a vote at them and if there are executive session items they would have to step out of the room. He said it would be a blanket invitation.

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Dr. Malter would like to talk with our attorneys after reviewing the information from Dr. Perez and ask the interim CEO to concur with this decision. He's uneasy to make this decision without getting more information from Administration. Dr. Peimann asked what they should advise the medical staff to do. That would be violating the Medical Staff's own bylaws. **Dr. Peimann made a MOTION to move the categories as proposed. Mr. Reynolds seconded.** Ms. Borthwick said every bylaw change we have had has gone through the legal process. Ms. Davis said supporting the changes to the categories would not close the door to addressing the issues brought up by Urgent Care. Ms. Thomas asked if we could table it until next month to give time to follow-up on the legal review. Ms. Bomengen said she was concerned if there is a fiscal impact on this change and whether we should have the Finance Committee looking at this. Dr. Peimann said the item before us is a bylaws change to the Medical Staff bylaws which we can either approve or not approve. He agrees the category is not perfect and will probably change again in the future. He thinks we should either approve them or not approve them.

Dr. Malter made a MOTION to table this motion until the November Board meeting, so it can be reviewed by our attorney and the interim CEO. Ms. Davis seconded.

Discussion:

Dr. Peimann asked if this was a table to time certain. Dr. Malter said until we get an opinion from interim CEO and attorney. Ms. Davis would like to make sure that we are living our mission of being a patient centered and quality care provider. Dr. Peimann asked if the Board could extend an invitation to the committee members. Dr. Malter said his point is not to block this, but he wants to make sure our attorneys and CEO have reviewed.

Roll call: Aye: Borthwick, Davis, Morton, Bomengen, Malter. Nay: Storer, Thomas, Reynolds, Peimann. Motion passed 5 ayes and 4 nays.

Recess at 7:52 p.m.

Back in session at 8:00 p.m.

Draft Rules and Regulations change - **Mr. Storer made a MOTION to approve the change to the Medical Staff Regulations regarding physician on call. Dr. Peimann recommended we table this motion for 90 days to allow for the call committee to bring recommendations back to the Board. Ms. Borthwick seconded. It was approved by unanimous consent.**

Board member comments:

Ms. Davis said when we have public comment that leads down a pathway of personnel and commentary on people who work at Bartlett; she wishes we had a better way to process that information. She apologized to our staff that were present. She said we are either in the listening or receiving mode and not able to discuss issues.

Ms. Bomengen wanted to thank everyone for the work that has gone into the interim CEO candidate.

Dr. Malter – Thanked Ms. Cosgrove, Ms. Borthwick and Mr. Storer for all their work as well. It makes him think we should explore a model like we did on this when doing the permanent CEO search.

Ms. Thomas said she has one issue to comment on. She would like to discuss the process for the permanent CEO search next month. Mr. Storer said he would like to see a committee formed tonight to get the ball rolling. Ms. Bomengen said she would chair the committee. Dr. Malter and Ms. Borthwick will also be on the committee.

Adjourned 8:15 p.m.

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