

Bartlett Regional Hospital

Minutes

BOARD OF DIRECTORS MEETING

August 25, 2020 – 5:30 p.m.

Zoom videoconference

CALL TO ORDER – The Board of Director’s meeting was called to order at 5:34 p.m. by Lance Stevens, Board President

BOARD MEMBERS PRESENT

Lance Stevens, President	Rosemary Hagevig, Vice President	Brenda Knapp
Kenny Solomon-Gross – Secretary	Mark Johnson	Marshal Kendziorek
Deb Johnston	Iola Young	Lindy Jones, MD

ALSO PRESENT

Chuck Bill, CEO	Kevin Benson, CFO	Billy Gardner, COO
Bradley Grigg, CBHO	Dallas Hargrave, HR Director	Rose Lawhorne, CNO
Megan Costello, CLO	Kim McDowell, Emergency Dept Director	Joy Neyhart, DO, COS
Gail Moorehead, QA Director	Nathan Overson, Compliance Director	Kris Muller, Fiscal Analyst
Anita Moffitt, Executive Assistant	Katie Bausler, Public Relations	Sara Hagen
Debbie Kesselring, Dir. Medical Staff Services		Roseman GenPublic

APPROVAL OF THE AGENDA – **MOTION**: by Ms. Hagevig to approve the agenda as presented. Mr. Solomon-Gross seconded. ***Hearing no objections, agenda approved.***

PUBLIC PARTICIPATION – Community member, Sara Hagen, spoke to the Board about a personal experience with Swedish Hospital’s Neurology Department. While she provided high praise for the care provided at BRH she strongly encourages careful consideration be given when determining where BRH will send patients that need to be airlifted to another facility and stressed her opposition to sending any more neurological patients to Swedish Hospital in Seattle. She also expressed a desire to relay her experience directly to Dr. McPherson. Dr. Jones will speak to Dr. McPherson and will provide him with Ms. Hagen’s contact information. Condolences were expressed to Ms. Hagen and Dr. Neyhart thanked her for her bravery in sharing her story with the intent of making sure this doesn’t happen to anyone else.

CONSENT AGENDA – **MOTION** by Ms. Young to approve the consent agenda as presented. Ms. Hagevig seconded. ***Hearing no objections, consent agenda approved.***

NEW BUSINESS – None

OLD BUSINESS

Bylaws Revisions – The Governance Committee had presented proposed revisions to the Board Bylaws for review and discussion at the July Board of Directors meeting. A vote was conducted to adopt these revisions.

MOTION by Mr. Solomon-Gross to adopt the bylaws as revised as recommended by the Governance Committee.

Amendment #1

MOTION by Mr. Johnson to not make the changes recommended to section 154-1 regarding the Executive Committee from the bylaws.

Mr. Kendziorek agreed with that recommendation. Objection by Mr. Solomon-Gross, Ms. Knapp and Ms. Hagevig.

The board then discussed the proposed changes, the amendment, and a roll call vote was taken on the amendment:

Amendment #1 Roll Call Vote to not make the changes recommended to section 154-1 regarding the Executive Committee.

Yeas: Kendziorek, Johnston, Young, Johnson

Nays: Stevens, Hagevig, Solomon-Gross, Knapp, Jones

Amendment #1 failed: 4 Yeas/5 Nays

Additional discussion took place regarding the requirement for a 2/3rds majority vote required to pass changes to the bylaws. Mr. Johnson asked the attorney for clarification if amendments also required 2/3rds vote to pass. Ms. Costello stated that the bylaws require a 2/3rds majority vote to pass, there is nothing in the bylaws that state the number of votes required for amendments to pass.

MAIN MOTION Roll Call Vote to adopt the bylaws changes as revised.

Yeas: Stevens, Hagevig, Solomon-Gross, Knapp, Jones, Young

Nays: Kendziorek, Johnston, Johnson

***The motion to adopt the bylaws as revised was approved by the required 2/3rds vote:
6 Yeas/3 Nays.***

Medical Staff Report – Dr. Neyhart reported that there has been discussions over the past year about separating the Trauma Committee from the Emergency Care Committee. The Medical Staff approved a revision to the Medical Staff Rules and Regulations to designate the Trauma Committee as its own committee and requests Board approval as well.

MOTION by Mr. Johnson to approve the Medical Staff Rules and Regulations change as presented. Ms. Hagevig seconded. ***There being no objections, motion approved.***

COMMITTEE REPORTS:

Planning Committee Meeting – Draft minutes from the August 18th meeting are in the packet. Mr. Kendziorek reported that the bulk of the meeting focused on the hospital modifications memo from Dr. Jones (included in packet). The COVID-19 Facilities Changes document included in Mr. Gardner's management report, widens the scope of issues identified. These documents will be used in the Strategic Planning meeting scheduled to take place on September 19th. Board members are encouraged to review these documents prior to the meeting.

In response to Mr. Solomon-Gross' query, Mr. Gardner clarified that purchase orders had been issued for the hoods but the order has been put on hold until the mechanical engineers have reviewed the specs to be sure they are what we need. The order will be processed after confirmation by the engineers is received.

At Mr. Johnson's request, Dr. Jones identified the first immediate priority is to make sure we are ready for the testing equipment. Other hospital issues are so intertwined and complex that he can't comment. Mr. Bill reported that a short term solution is being sought for replacing the triage tent as soon as possible, possibly using an insulated trailer. A more extensive, permanent solution is being sought to address pandemic screening as well as other needs of the ER, which include the ventilation systems, a close proximity security office and behavioral health rooms, etc.

Finance Committee Meeting – The August 21st draft meeting minutes are in the packet. Nothing further to report.

MANAGEMENT REPORTS:

CLO Report – No comments

HR Report – In response to Mr. Solomon-Gross' request for more information about how CARES ACT funding can help pay student loans, Mr. Hargrave clarified that the CARES ACT funding cannot be used to pay student loans. The CARES ACT provides employers with a new mechanism to assist their employees with repayment of student loans up to a max of \$5,250 per person with no tax liability, as a tool for retention during the pandemic. Payments need to be made before January 1, 2021 and employees would need to agree to remain employed at BRH for a specified amount of time, yet to be determined, to be eligible. A survey has been sent to employees to see if there is any interest in taking advantage of this offer if BRH is able to fund it. The board will receive an update when survey results are in.

CNO Report – Mr. Solomon-Gross questioned how downtime due to system upgrades affects patient care. Dr. Jones and Ms. Lawhorne reported that downtimes happen frequently and we have procedures in place to make sure we are able to provide the same high quality of care we provide during normal times. Paper documentation and order sheets are readily available for any scenario that presents to the hospital. Meetings are held prior to scheduled downtimes to review procedures and ensure everything is in place. A support team is on campus during the downtime to assist where needed. Mr. Benson noted this is a scheduled hardware upgrade to replace our aging processors. This should stabilize the hardware in which our software resides and almost eliminate future downtimes since we will be running redundant systems. Mr. Bill noted scheduled downtimes serve as mock disaster drills and help prepare us for a real event that could cause a major disruption to our medical records.

COO Report – Ms. Young initiated a conversation about DXA scan uses, physician orders and interpretations, hospital liability and competing for services with local clinics. DXA scans to be used for the purpose of measuring body mass would not need physician's order, diagnostic scans would require a physician to order as well as interpret the test. The DXA machine at BRH is a newer model capable of more in depth screenings than the machines in the local clinics. Mr. Gardner will provide more detailed information regarding physician involvement, billing, reimbursements and liability to BRH. Mr. Solomon-Gross expressed appreciation for having the comprehensive COVID-19 Facilities Response document as a living document to be used for strategic planning purposes.

CBHO Report – Mr. Solomon-Gross expressed appreciation to Mr. Grigg and Ms. Lawhorne for how well everyone is working together on the RRC Residential Treatment and Withdrawal Management units.

CFO Report – No comments

CEO REPORT – Mr. Bill reported the ASHNHA annual conference begins tomorrow. It will be a series of five, one and a half hour virtual speaker sessions spread over several weeks.

There has been a lot of progress on the mass testing for Juneau. 2 spaces within the hospital have been identified as possible locations to house the equipment. The location will be identified after we get engineer's report and work will begin immediately with the renovations needed to prepare for the equipment. We have advertised for 4 FTEs to staff and operate the equipment. We are in the queue for 4 different types of testing equipment but have no expectation of having one available before mid-winter. Bob Bartholomew is developing a matrix for funding. There are no COVID positive patients in the hospital as of this morning however the ER is seeing higher volumes of patients testing positive.

Marc Walker is looking for a short term solution to replace the triage tent. It was noted that the designs for the Crisis Stabilization building opens up some space for a permanent solution to the tent be included in the remodel of the ER. Major ER renovations are needed to meet the needs for the new "normal". The Assembly has approved \$400,000 of CARES funding to help BRH with the costs of engineering a design for the changes we need to make permanent for COVID and into the future.

Mr. Bill also reported that the owner of the building that our Surgery and Specialty Clinic are located in, has offered to sell the building to BRH. They are asking \$2 Million and are willing to hold it off the market for 90 days while we work through our processes for acquisition. An appraisal of the property will need to be conducted. Mr. Kendziorek noted the advantages of purchasing this building and expressed his support of the purchase. A discussion about appraisal costs and CEO spending authority was held.

Motion by Mr. Kendziorek for Mr. Bill to move forward with this property purchase appraisal and to come back to the Board or the Executive Committee if it exceeds his spending authority.

At Ms. Hagevig's request to include an engineer's report, Mr. Kendziorek said the motion includes an engineer's report and implies whatever else is necessary to move forward with this purchase. If it does go above the CEO's spending authority, he can come to the Executive Committee for approval to move ahead.

Mr. Johnson seconded the Motion. ***There being no objection, motion approved.***

Mr. Johnson requested detailed information regarding the types of tests each machine can and can't do be provided. Mr. Bill will obtain a copy of that information from CBJ to share with the Board.

Mr. Bill provided an update on recruitment of a general surgeon that is currently considering an offer in Illinois. He also reported that 3 other candidates have been presented by placement firms. The Physician Recruitment Committee will discuss further at its next meeting.

Dr. Jones stated the need to move ahead with the recruitment of a urologist since we no longer have one in town. Mr. Bill requests Board approval to move forward with the recruitment without going through the recruitment committee. Dr. Jones and Mr. Johnson, both on the Physician Recruitment Committee, felt there would be no objection from the committee and expressed their support in moving ahead. Mr. Kendziorek initiated a conversation about the use of robotics as a recruitment tool. Robotics will be discussed at the Strategic Planning meeting. Mr. Bill will begin the recruitment process for a urologist.

Mr. Bill also reported that he has asked for consideration from CBJ on the process of evaluating and designing the COVID adjustments as they relate to our existing campus plan. He would like to contract with Jensen Yorba Wall to move forward with the analysis to help speed up the process.

PRESIDENT REPORT – Mr. Stevens echoed Mr. Kendziorek that there is a lot of information to be discussed at the 4 hour Strategic Planning meeting. He requests board members review all the documents posted in the portal prior to the Strategic Planning meeting.

BOARD CALENDAR – September calendar reviewed. The Board of Directors meeting will be held at 9:00am on Saturday, September 19th immediately followed by the Strategic Planning Meeting. The Board Quality meeting will be held at 3:30pm on September 9th. Ms. Knapp reported that the Governance Committee will be reviewing the Policies and Procedures at the September 18th meeting. She requests Board members review them and send recommended changes to Suzette Nelson and Anita Moffitt. The Board of Directors and Strategic Planning meetings will be held via Zoom and with limited seating in the boardroom for those wishing to attend in person. Notify Ms. Moffitt if you plan to attend in person.

BOARD COMMENTS AND QUESTIONS – Mr. Kendziorek noted that Board Compliance training is scheduled to take place on October 17th and requests that those that have not done so, please respond to the calendar invitation from Mr. Overson. A response to the survey is not a response to the calendar invitation. Mr. Bill alerted the Board that he will be out of town from October 3rd - 24th. He will be available intermittently via phone, text or email.

Executive Session – Motion by Mr. Kendziorek to recess into executive session as written in the agenda to discuss several matters:

- *Those which by law, municipal charter, or ordinance are required to be confidential or involve consideration of records that are not subject to public disclosure, specifically the credentialing report, Medical Staff Meeting, and the patient safety dashboard.*

And

- *To discuss possible BRH litigation, specifically a candid discussion of the facts and litigation strategies with the BRH attorney on two cases:*
 - *Estate of Adams v. BRH*
 - *Peterson v. BRH*

(Unnecessary staff and Medical Chief of staff are excused from this portion of the session.)

*Mr. Johnson seconded. **There being no objection, motion approved.***

Ms. Knapp excused herself from the rest of the meeting.

The Board entered executive session at 7:18 p.m. and returned to regular session at 7:41 p.m.

Motion by Mr. Kendziorek to approve the credentialing report as presented and adopt legal counsel's advice. Mr. Johnson seconded. ***There being no objection, motion approved.***

ADJOURNMENT – 7:42 p.m.