



BOARD OF TRUSTEE MEETING MINUTES
August 22, 2016

CALL TO ORDER

The meeting of the Syringa Hospital & Clinics Board of Trustees was called to order at 12:35pm by Craig Spencer; Chairman. It was noted that a quorum was present and that due notice had been sent. Other members in attendance were:

BOARD MEMBERS

Craig Spencer
Al Bolden
Twila Hornbeck
Judy Scribner
Richard Tucker
Paula Calcaterra
Steve Didier

HOSPITAL EMPLOYEES

Joe Cladouhos
Betty Watson
Darla Whitley
Katy Eimers
Lauren Wilson
Bill Spencer
Dina Cervantes
Michelle Schaeffer
Eric Kopczynski
Dana Greig

CHIEF MEDICAL OFFICER

Danny Griffis, MD

GUESTS

Lorie Palmer
Barbara Essen

APPROVAL OF BOARD MINUTES

Minutes of the July 25, 2016 Syringa Hospital & Clinics Board of Trustees regular meeting minutes were submitted for approval.

Judy had a correction to the July 25, 2016 regular Board meeting minutes. She clarified that she was in favor of moving forward with Kootenai Health but not under a management agreement.

ACTION: Steve Didier made a motion to approve the July 25, 2016 Syringa Hospital & Clinics Board of Trustees regular meeting minutes as corrected. Al Bolden seconded the motion. All were in favor, motion carried.

GENERAL DISCUSSION ITEMS

1. Kootenai Health discussion
2. Medical Staff meeting review

Joe asked that the Board consider changing the monthly meeting day to the 4th Tuesday to accommodate the Chief Medical Officer schedule. To be discussed later in the meeting.



**BOARD OF TRUSTEE MEETING MINUTES
August 22, 2016**

ADMINISTRATIVE REPORTS AND QUESTIONS

Chief Nursing Officer- no additional report.

Director of Quality- no additional report.

Director of Clinic Operations- Michelle reported the number of sports physicals performed in Grangeville and Kooskia were incorrect. Grangeville was 38 and Kooskia 42.

Director of Human Resources- The revised Disciplinary Policy was submitted for Board approval.

Katy reported the hospital did move forward with the self-insurance plan that will become effective October 1.

Paula inquired on the status of the mass mailing to patients of the retired physician. Katy said no letters had been mailed due to miscommunication on her part. Michelle offered to get the list of patients from the HIM department and to see that the letters get mailed out. Paula asked if the clinic routinely sends out reminders to patients for their annual exams / tests. Michelle said yes.

Dana was asked about the turnout for volunteers for the annual highway clean-up. Steve suggested considering doing Kooskia as well. Dana said the request could be taken to the Marketing Committee for consideration.

Steve asked about the response for SHC's booth at the Idaho County Fair. Dana said there were two booths, one by Hospice but she hadn't spoken with them yet and the other was unmanned. Judy commented that while she was at the fair several people visited both booths.

Dick reported the Kooskia Clinic sign is up.

Director of Facilities- Craig asked about drivers for the ambulance. Bill said a former EMT expressed interest but has yet to turn in their schedule. Bill discussed the shortage of EMT's throughout the county. Paula asked if paying EMT's a salary or stipend would help with recruitment.

Foundation- Twila reported as Board liaison the Foundation will no longer be holding the annual FOT due to continued lower proceeds and attendance but will be doing an alternative fundraiser possibly each February. The Thrift Shop sales were down in July due to highway construction. The store will be undergoing some minor remodeling in September.

Rev Cycle- no additional report.



**BOARD OF TRUSTEE MEETING MINUTES
August 22, 2016**

Chief Financial Officer- Twila questioned the contribution amount for the TS manager expense. Betty clarified the amount was for two months.

Judy asked if the decrease in actual volumes on the SHC key statistics report for the Kooskia Clinic was a result of the PA taking time off. Michelle said the PA did take time off but he had coverage. Dr. Griffis announced there will now be a physician in the Kooskia Clinic one day a week by a rotation of all five physicians. Judy asked if a schedule could be posted showing which physician would be there, referring to a sample of another facility. Michelle confirmed there is already one in place.

MEDICAL STAFF REPORT

Dr. Griffis reported the Medical Staff met on August 10th and the Medical Executive Committee reviewed and approved the following credentialing files; Vanessa Brown; MD for Courtesy Medical Staff Privileges, Sandra Lotstein; DO for Courtesy Medical Staff Privileges, Julie Hammatt; NP-C for Provisional Active Allied Health Privileges and Cory Brown; DPM for Courtesy Medical Staff Privileges.

ACTION: Twila Hornbeck made a motion to approve the credentialing files as presented and recommended by the SHC Medical Executive Committee. Paula Calcaterra seconded the motion. All were in favor, motion carried.

FY17 BUDGET REVIEW

Paula asked if the amount budgeted for the 340B pharmacy remodel would be paid back from revenue once it's up and running. Joe said due to federal regulations that money has to be allocated elsewhere but it still benefits the bottom line. Betty reviewed the comparison summary. Steve requested to get a breakdown of all purchased services.

The following resolutions were submitted for Board approval as recommended by the SHC Finance Committee;

Resolution 1: FY17 Budget

Resolution 2: Section 6-927 FY17 Tax Levy for comprehensive liability insurance in the amount of \$48,000.

Resolution 3: Section 39-1333 FY17 Tax Levy for operation, maintenance and upkeep of the works and equipment of the district in the amount of \$203,192.

Resolution 4: Section 39-1334 FY17 Tax Levy for the purpose of purchase of necessary equipment and building improvements in the amount of \$203,192.

ACTION: Twila Hornbeck made a motion to approve the four resolutions as presented. Al Bolden seconded the motion. All were in favor, motion carried.



BOARD OF TRUSTEE MEETING MINUTES
August 22, 2016

BOARD BYLAWS

Twila listed several proposed changes to the Board Bylaws to be in compliance. Changes were noted in articles 3.1 (membership), 4.4 (Confidentiality Policy), 5.4 #6 (regarding warrants), article 5 regarding Board Officers, 7.1 (standing committees), 7.6 (Ethics Committee meetings), 8.1 (CEO employment), 9.5 (entire paragraph) and 9.8 (CMO position). Twila asked that additional changes / feedback be sent to her prior to the September Board meeting where she will present the draft revised Bylaws.

LIFELINE STATUS REPORT

Paula reported she followed up with the manufacturer of the mobile unit and provided a cost to the Board. She said funding would have to be in place for the first two years. Paula will be meeting with the Foundation to see how much could be covered by grants. Betty commented she would need to see if the mobile unit would qualify for cost based reimbursement. Discussion was held on how patients would receive prescribed medications. Michelle was asked to research med dispensing regulations. Paula was hopeful to have a finalized business plan by December.

UPDATE ON REQUEST TO THE CITY COUNCIL

Joe reported a request was submitted to the Council for west to east traffic on North St. City counters have been put up as well as a speed limit monitor.

CHANGING BOARD AGENDA FORMAT

The monthly Board meeting agenda will now have a section for "Unfinished Business" and "New Business".

WEAPONS POLICY

Twila made a motion to make this a Board approved policy. Judy seconded the motion. Discussion was held on the contents of the policy. Lauren asked that the Board make changes to the policy as needed and to give them back to her. She will check with other facilities on their policy and procedure and report back.

2016 CALENDAR

Ethics Committee meeting- Sept. 7th at noon
Suggested SAP meeting date with facilitator- Sept. 13 at 8:30am
Highway clean-up- Sept. 22nd at 5:30pm
Planning Committee- Sept. 27th at 11:00
Board meeting- Sept. 27th at 12:30pm



BOARD OF TRUSTEE MEETING MINUTES
August 22, 2016

COMMITTEE REPORTS

Finance Committee-

ACTION: Twila Hornbeck made a motion to pay project costs in the amount of \$15,004 from the non Webb account. Al Bolden seconded the motion. All were in favor, motion carried.

Planning Committee- Al reported the committee discussed the need to develop a new Strategic Action Plan (SAP) and they would like to get a facilitator. A suggested date was set for Sept. 13 to include the Board, Leadership Team and Medical Staff, with later involvement from staff and community. Paula submitted a draft first step. Twila asked that a communication box be put up in the hospital for staff to leave comments / questions confidentially for the Board.

PI Committee- Twila reported the survey format in the patient satisfaction section didn't match up correctly so that is being looked into. Michelle said it did appear that the sub categories didn't line up and because of inconsistencies she will be following up with HealthStream.

APPROVAL OF ALL REPORTS

ACTION: Al Bolden made a motion to approve all reports as submitted. Paula Calcaterra seconded the motion. All were in favor, motion carried.

AGENDA ITEMS FOR THE SEPTEMBER 27, 2016 BOARD MEETING

- Unfinished Business- Disciplinary Policy, Weapons Policy, SAP process, Bylaws discussion and City Council request.

GENERAL DISCUSSION

Paula had researched with a comparable rural CAH as to what the monetary "value" of the added education, cost buying discount and training would be so the Board would have a comparison point for some of the services being offered in the potential KH agreement. She would like to see these extras incorporated into any future affiliations.

Paula's view was that there was a failure of effective communication between the Board Chairman and the Board members, and affiliation with anyone is an important decision and must be based on sound business principles.

Medical Staff meeting review- Steve referred to the Board Bylaws directing his concern at the Board Chairman for his actions at the Aug. 10 Medical Staff meeting. Steve said it was his understanding the Board Chairman wanted to attend the meeting to get the Medical Staff's input on affiliating with Kootenai Health (KH) but instead imposed his own agenda items and overstepping his position by not speaking on behalf of the entire board. Dick addressed items that concerned him that weren't in the Bylaws, and that the Board Chairman felt the process for pursuing an



BOARD OF TRUSTEE MEETING MINUTES

August 22, 2016

affiliation should take up to two years when the rest of the Board thought it was time sensitive. Judy made the comment that Joe encouraged the Board to seek out information on other possible affiliations and wanted time to investigate all options. Twila discussed inappropriate emails sent by the Board Chairman and for not replying to emails sent to him by the Board and CEO.

ACTION: Dick Tucker made a motion to request that the Board have Craig Spencer step down as the Board Chairman. Twila Hornbeck seconded the motion.

Joe gave a background report on the discussions with KH first started referring to a letter from the former Board Chairman dated November 12, 2015. Joe said the CEO of KH has extended an invitation to the Board to come to KH. Twila asked that the conversation be redirected back to the motion made by Dick Tucker. Twila made a motion to call for the question. Paula's view was that the Board Chairman was ineffective at communication, and affiliation with anyone is an important decision. Al said the Board Chairman's hesitation with an affiliation was based on emotion because of family history and it should be based on a business decision. Craig emphasized his opinion that KH wasn't the right direction for SHC. A vote on the motion was called. The motion passed. Craig accepted the Board's recommendation to step down as the Board Chairman and asked when it should become effective.

ACTION: Twila Hornbeck made a motion to have the SHC District Board of Directors contact KH Directors to move forward with fact finding and negotiations of a contract between the hospitals. Steve Didier seconded the motion.

Paula said no decisions could be made without first seeing a draft proposed contract. Joe clarified that KH wouldn't be drafting a contract because they want the SHC Board to approach them. Craig discussed three items that may prevent a management agreement. All were in favor of the above motion.

There being no further business, the regular meeting adjourned at 5:15pm. The next Syringa Hospital & Clinics Board of Trustees meeting will be held **Tuesday**, September 27, 2016 at 12:30pm at the Soltman Center.

Twila Hornbeck; Syringa Hospital & Clinics Board of Trustee Secretary / Treasurer