



**BOARD OF TRUSTEE MEETING MINUTES
December 18, 2018**

CALL TO ORDER

The meeting of the Syringa Hospital & Clinics Board of Trustees was called to order at 12:30pm by Leta Strauss; Chairman. It was noted that a quorum was present and that due notice had been sent. Other members in attendance were:

BOARD MEMBERS

Leta Strauss
Jerry Zumalt
Gunther Williams
Al Bolden
Steve Didier
Jim May
Jane Carlson

HOSPITAL EMPLOYEES

Abner King
Betty Watson
Dina Cervantes
Darla Whitley
Lauren Wilson
Katy Eimers
Michelle Schaeffer
Carri Forsman

CHIEF MEDICAL OFFICER

Matt Told, DO

GUEST

Lorie Palmer
Barbara Essen

CHANGES TO THE AGENDA

None

CONFLICT OF INTEREST

No conflict of interest noted.

PUBLIC COMMENTS

There were no public comments.

CONSENT AGENDA

ACTION: Al Bolden made a motion to approve the consent agenda. Steve Didier seconded the motion. All were in favor, motion carried.



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UNFINISHED BUSINESS

Value-Based Care- the Leadership Team went through the questions on the value-based care survey and rated the degree in each category. A report was then generated and included in the Board packet. Prior to the meeting the Board was asked to identify two to three priorities in each category to discuss at today's meeting. Syringa has been approached by Blue Cross of Idaho (BCI) in an effort to encourage SHC to join the "Hometown" network to include SMH, CVH, SJRMC and CMG. This network is one of the products on the state health insurance exchange that would be a true value based payment with risk. Abner explained the risk to SHC is an additional 17% reduction in claims payments, which is around \$40,000. There may be a greater risk if SHC doesn't participate as BCI could shuffle patients to a provider in the Hometown Network program, which is around four hundred patients and \$220,000 in revenue. Discussion followed on the respective roles of the Board and the CEO in pursuing this opportunity. Gunther suggested that a policy be created, that addresses actions taken when the hospital deviates from the Board approved budget. This policy could be drafted by the Finance Committee.

The Boards top priorities on the Value-Based Care Readiness Report were noted on the whiteboard. It was suggested to have the Leadership Team do the same. The results of both will be compared and also to see if they align with the strategic action goals. Dina will compile the results and present them to the Board. Jerry suggested spending time at the Board retreat for discussion.

CEO evaluation- the evaluation form was submitted to each Board member asking them to complete it and to return it to Dina by Jan. 8th.

NEW BUSINESS

Extension of KH partnership- a copy of the proposed amendment to section 6.1 of the Hospital Management Services Agreement extending the agreement through December 31, 2021 was submitted for Board review and approval.

ACTION: Gunther Williams made a motion to approve the amendment to section 6.1 of the Hospital Management Services Agreement as presented. Al Bolden seconded the motion. All were in favor, motion carried.

Board retreat- last retreat was held in July with the suggestion of a follow up in January. All were in agreement to have a retreat and agreed on Feb. 12 & 13. The Governance Committee will plan the agenda. Leta will contact the facilitator that conducted the last retreat.



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AGENDA ITEMS FOR JANUARY MEETING

1. General discussion topics- suggestion to assign a Board member a topic of discussion each month. Jim will lead discussion in January.
2. FY18 audit report
3. Board education at 11:00-Advanced Benefits
4. Finalize Board retreat details

EXECUTIVE SESSION

ACTION: Steve Didier made a motion to go into Executive Session per Idaho Code 74-206 (a) at 2:14pm for personnel. Jerry Zumalt seconded the motion. All were in favor, motion carried.

A motion was made to go out of Executive Session at 2:19pm.

Dr. Told presented a credentialing file for Board review / approval as recommended by the Medical Executive Committee;

Maja Ledgerwood; LCSW to Allied Health Staff

ACTION: Steve Didier made a motion to approve the credentialing file for Maja Ledgerwood; LCSW as presented and recommended by the Medical Executive Committee. Gunther Williams seconded the motion. All were in favor, motion carried.

ADJOURN

There being no further business, the regular meeting adjourned at 2:21pm. The next regular Syringa Hospital & Clinics Board of Trustees meeting will be held Tuesday January 22, 2019 at 12:30pm at the Soltman Center.

TIME ALLOTMENT

22 minutes (20%) on fiduciary matters, 9 minutes (7%) on strategic matters, 79 minutes (73%) on generative matters.

Gunther Williams; Syringa Hospital & Clinics Board of Trustee Secretary / Treasurer