



**BOARD OF TRUSTEE MEETING MINUTES  
January 28, 2020**

**CALL TO ORDER**

The meeting of the Syringa Hospital & Clinics Board of Trustees was called to order at 12:30pm by Leta Strauss; Board Chair. 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  
Barbara Essen  
Laura Smith  
Jane Carlson

**ABSENT**

Gunther Williams  
Jim May

**CHIEF MEDICAL OFFICER**

Matt Told, DO

**GUESTS**

Lorie Palmer  
Jeremy Evans  
Carl Swenson  
Don Soltman

**HOSPITAL EMPLOYEES**

Abner King  
Betty Watson  
Alex Frei  
Lauren Wilson  
Bill Spencer  
Michelle Schaeffer  
Katy Eimers  
Dina Cervantes via phone  
Kristi Brooks  
Darla Whitley  
Carri Forsman  
Dana Greig  
Jennifer Simler

**CHANGES TO THE AGENDA**

No changes

**CONFLICT OF INTEREST**

No conflict of interest noted.

**PUBLIC COMMENTS**

There were no public comments.



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**FY 19 AUDIT REPORT**

Carl Swenson, CPA presented the FY19 audit report. The 2019 Z value: 5.06, last year was 4.8.

**ACTION: Laura Smith made a motion to accept the 2019 audit report. Barbara Essen seconded the motion. All were in favor, motion carried.**

**DEPARTMENT PRESENTATION**

Jennifer Simler, Dietary Manager gave a presentation on the dietary department.

**UNFINISHED BUSINESS**

Finalize Board Retreat details- Feb 26/27 at the Super 8 in Grangeville.

Board Member Selection Criteria - Jane was interested in the criteria for adding board members to the agenda as a priority. Jeremy will look to see if KH has any established criteria for the board members they have appointed in the past and will see if that is available and updated.

Board Assessment – with the new board Leta suggested this topic would be good to make that happen.

Board Vision & Strategy – revise this document. Would also be relevant to the Board Communication Plan.

Board Handbook - Short review to be sure that we have what is needed.

CAH Review – will be a more thorough review

Leta will work with Dina to put times to the topics. Some topics may need to be at the next meetings or at another retreat.

**NEW BUSINESS**

Review of Kootenai Health partnership- includes CEO placement/ongoing review and comp/benefits; board resources and education; leadership/Manager training; staff training via clinical shared experience; NHA

2020 Opportunities: collaborative opportunities with SMH/CVH; regional transparency regarding the SMCVH purchase; ability to offer resources and services with economies of scale; assistance with VBC through KCN; Exploration of EHR transition to EPIC. KH probably midyear/fall timeframe. Several hospitals in the region will be transitioning to EPIC which would have much of the northern region on the same platform.



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Resolution of surplus property- Leta discussed the article she saw about Whitman County offering a mobile service. Wanted to discuss possibility of using the old ambulance in this capacity. Abner noted it's not time sensitive that we have to make any quick decisions. Resolution to declare the ambulance surplus was tabled. Barbara suggested if we did decide to move on that plan there might be someone in the community who would be interested in donating something that would work.

Board communication plan- At the January 9 Governance Committee meeting, Laura presented some material useful for developing a formal strategic Board communication plan. At that time the consensus was to recommend the formation of a Board Task Force including Dana Greig, Laura Smith, another Board member, and other personnel from the hospital. Laura found a sample- "Riverside Health Care Strategic Communications and Community Engagement Plan that was included in the January Board packet for review. The Board discussed the need to have a more formal document that covers the collaborative approach with SMCVH to document what all is happening and recommends that a task force develop a communications plan for SHC. Laura, Leta, Dana and Katy have been identified as task force members. They will work towards presenting a draft document for the Board to review at the upcoming Board retreat. This document will be very important for future board members as well as the current board to communicate their vision to stakeholders.

Surgery proposal- Abner reviewed the surgery proposal from Rural Physician Group (RPG). RPG feels that there are other surgeries that we could be doing that we are not doing currently. They will be here next week for a site visit and more information will be available after that visit. Abner asked the board to email or call with questions as the process goes forward. Jeremy stated that this definitely has long term opportunities for recruitment of specialty services regionally.

Annual CAH review- full review will occur at the board retreat.

**CONSENT AGENDA**

Abner will be sitting on a task force to develop a different payment model for rural hospitals in Idaho. Had one meeting already and will develop the proposal in the next 4 months. Sustainability for CAH will be the big focus. Abner is focusing on total community health value so that is included in the cost report as an allowable cost.

Leta asked about the team approach in the clinic and how it benefits the patient. Michelle noted that it allows for the providers to be more efficient. When they are out of the office they don't worry about who answers the messages. The medical assistants are learning now to adjust for the different work styles of the providers.

Leta noted that the Foundation has grown their assets by \$100,000 which includes Thrift Store proceeds, Foundation fundraising and Hospice growth.

**ACTION: Jerry Zumalt made a motion to approve the consent agenda as**



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articulated. Jane Carlson seconded the motion. All were in favor, motion carried.

### QUALITY / PATIENT SAFETY

Lauren reviewed a patient safety story with the Board and discussed corrective actions taken to prevent future occurrences.

### COMMITTEE REPORTS

Governance- met Jan 9. Discussed CEO eval matrix. Governance committee validated the data and calculations for the evaluation before presenting to board. Laura proposed the Board communication plan that was discussed earlier in this meeting. The committee proposed a Board task force to draft the plan.

Ethics- Met on Jan 9 where they discussed a patient who had made inappropriate ethnic comment to a staff member. Also discussed a patient who showed a weapon at an appointment. Jane would like to review our weapons policy. Jeremy offered to share KH no weapon policy.

Finance- Betty reviewed the December financial results. Results showed a loss for the month due to lower volumes than expected. Cost report should be ready in a couple of weeks. Betty is expecting to get a receivable.

Foundation- Last meeting held elections. New president is Jeff Lindsley, Pete Lane, secretary and Jenna Bailey is the new treasurer. Blue Jean Ball planning is underway. Ideas for fundraising for the ball are to remodel a patient room for ADA compliance, new hospital beds in patient room and/or OB bed. The auxiliary may be an option for the ADA room/shower for about \$30K and use the BJB for the patient beds.

Hospice Advisory- Leta will be serving on this committee.

CMO Report – Discussed transfer of patients to SJRMC due to the out of network situation. Looked into EMTALA requirements and patients who choose not to go there are allowed to do that under that rule. Outside of the patient consent they will go to the closest appropriate facility.

### APPROVAL OF ALL COMMITTEE REPORTS

**ACTION: Jerry Zumalt made a motion to approve all committee reports submitted. Laura Smith seconded the motion. All were in favor, motion carried.**

### AGENDA FOR FEBRUARY MEETING



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RPG Proposal Update  
Strategic Plan Dashboard (VTO)  
Innovia Community Needs Assessment  
Surplus Equipment Resolution

**EXECUTIVE SESSION**

**ACTION: Barbara Essen made a motion to go into Executive Session per Idaho Code 74-206 (a) personnel and (b) evaluation at 4:06pm.**

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

Matt Told; DO- reappointment to Active Medical Staff.

Conducted the CEO evaluation.

A motion was made to go out of Executive Session at 4:26pm.

**ACTION: Jerry Zumalt made a motion to approve the reappointment of Active Medical Staff privileges to Matt Told; DO as presented and recommended by the Medical Executive Committee. Barbara Essen seconded the motion. All were in favor, motion carried.**

Agreement by consensus to approve the CEO incentive and 2020 salary increase.

**ADJOURN**

There being no further business, the regular meeting adjourned at 4:29pm. The next regular Syringa Hospital & Clinics Board of Trustees meeting will be held Tuesday February 25, 2020 at 12:30pm at the Soltman Center.

**TIME ALLOTMENT**

Fiduciary: 179 minutes (63%)  
Strategic: 46 minutes (16%)  
Generative: 60 minutes (21%)

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