



**BOARD OF TRUSTEE MEETING MINUTES
March 21, 2016**

CALL TO ORDER

A special meeting of the Syringa Hospital & Clinics Board of Trustees was called to order at 12:30pm 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
Richard Tucker
Paula Calcaterra
Judy Scribner
Steve Didier

HOSPITAL EMPLOYEES

Joe Cladouhos
Betty Watson
Lauren Wilson
Katy Eimers
Michelle Schaeffer
Tammy Lorentz
Dina Cervantes

GUESTS

Joe Wright; Attorney at Law
Barbara Essen
Scott Scribner

Joe Wright, Board Attorney, was present for the meeting and to assist during the approval of the loan documents. Twila inquired if the lien release for Ernie's Steak House lot was included in the lease agreement. Joe Wright confirmed that it was in the lease agreement. Steve Didier made a motion to approve the resolution as presented authorizing the execution and delivery by the Board of Directors of a primary lease, lease agreement, Indenture and approval of an assignment of lease and primary lease in connection with the financing of construction of additions and improvements to the health facilities for Syringa Hospital District and to authorize Craig Spencer; Board Chair and Al Bolden; Vice Chair to sign the documents as needed. Al Bolden seconded the motion. A roll call vote was taken. Twila Hornbeck- yes, Paula Calcaterra- yes, Craig Spencer- yes, Al Bolden-yes, Dick Tucker- yes, Steve Didier- yes and Judy Scriber- yes. Motion carried. Paula Calcaterra made a motion to approve the Affidavit of Title and Indemnity and to authorize Craig Spencer; Board Chair to sign. Twila Hornbeck seconded the motion. A roll call vote was taken. Twila Hornbeck- yes, Paula Calcaterra- yes, Craig Spencer- yes, Al Bolden- yes, Dick Tucker- yes, Steve Didier- yes and Judy Scriber- yes. Motion carried. The special meeting adjourned at 1:25pm.



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The regular meeting of the Syringa Hospital & Clinics Board of Trustees was called to order at 1:25pm by Craig Spencer; Chairman.

APPROVAL OF BOARD MINUTES

Minutes of the February 22, 2016 Syringa Hospital & Clinics Board of Trustees meeting were submitted for approval.

ACTION: Al Bolden made a motion to approve the February 22, 2016 Syringa Hospital & Clinics Board of Trustees meeting minutes as mailed. Steve Didier seconded the motion. All were in favor, motion carried.

GENERAL DISCUSSION ITEMS

1. Al Bolden recommended for a future community session topic “continuing challenges of being a critical access hospital”.

ADMINISTRATIVE REPORTS AND QUESTIONS

Chief Nursing Officer- Craig asked about the status of Echo services. Joe said he is in email discussions with SMH regarding a lease agreement for their Echo machine one day a week. Paula asked how many patients are getting referred out for Echo’s. Michelle Schaeffer said those figures are tracked and will be reported at the next meeting.

Director of Clinic Operations- Michelle reported there have been a change in plans, the locums Physical Therapist is now available and will start in April.

Michelle discussed the Quad A accreditation to be eligible for a RHC (Rural Health Clinic), and that she would further elaborate during the Board Education session later in the agenda.

Director of Human Resources- Katy announced a contract has been signed with an FNP who is already an employee of SHC. She will attain her FNP degree this May and start full time work this summer.

Katy discussed the plan for the artwork and furnishings to complete phase one of the renovation.

Dick reported on the status of the Kooskia Clinic sign. He stated the state denied the request because they didn’t allow “advertising signs”. An alternate request was submitted to the state. Steve offered to follow up on reason for denial given by the state.



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Director of Facilities- written report submitted.

Foundation- written report submitted.

Chief Financial Officer- Betty reported the hospital will have an \$800 receivable from Medicare for the 2015 cost report.

Twila expressed concern with the year to date operational loss. Joe was comfortable with the hospital's financial position at this point in FY16 and pointed out we continue to be comparable to other CAH hospitals and ended 2015 in the black.

Chief Executive Officer- Joe spoke about the integration of Northwest Med Star and Life Flight Network and the merge of Moscow Family Practice, Lewiston Orthopedics, and Valley Medical Center.

BOARD EDUCATION

Michelle Schaeffer provided educational information for our RHC site survey results. Ariel Foster and Stephanie Sayegh from the Bureau of Rural Health & Primary Care were available by phone to answer questions from the Board. Judy asked for clarification on the hours of operation posted for the Kooskia Clinic to be within the required guidelines. Michelle said she was advised by the surveyor that the hours that are posted on the door need to reflect when the provider is actually in the building. Those changes were made.

MEDICAL STAFF REPORT

Twila inquired on the volumes for surgical services. Joe and Cindy had a phone conference with the CEO of Valley Medical last week to discuss how to increase the frequency of surgical procedures at SHC.

The following credentialing files were presented for Board review as approved and recommended by the Medical Executive Committee at their March 9, 2016 meeting.

Kelly Landle; PA-C (clinic locums) appointment to Courtesy Allied Health Staff
Kevin Kavanaugh; MD (Cardiologist) appointment to Provisional Courtesy Medical Staff

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



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CONFLICT OF INTEREST POLICY

Lauren presented the policy for annual review and approval. She stated there were no significant changes. The Board re-signed the attestation page as required annually.

ACTION: Al Bolden made a motion to approve the Conflict of Interest Policy as presented. Steve Didier seconded the motion. All were in favor, motion carried.

KOOTENAI HEALTH GRAND OPENING

Joe showed a slide show of pictures taken from the February 25th Grand Opening.

2016 CALENDAR

Ethics Committee meeting- April 18th at noon

Joe suggested a Board Retreat date of Friday May 13th.

COMMITTEE REPORTS

Planning Committee- Al Bolden reported the Planning Committee met this morning and discussed the final statement submitted by Crea Construction and recommended that the Board approve payment of the statement in the amount of \$26, 635.36. Betty reported the hospital received the check from the Soltman family for the elevator.

APPROVAL OF ALL REPORTS

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

AGENDA ITEMS FOR THE APRIL 25, 2016 BOARD MEETING

- Board education- review of credentialing process



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EXECUTIVE SESSION

ACTION: Twila Hornbeck made a motion to go into Executive Session per I.D. 72-206 (f) at 3:45pm. Al Bolden seconded the motion. All were in favor, motion carried.

ACTION: Twila Hornbeck made a motion to go out of Executive Session at 4:15pm. Al Bolden seconded the motion. All were in favor, motion carried.

ACTION: Steve Didier made a motion to send a letter to SunRx to initiate recovery of the debt owed to SHC. Al Bolden seconded the motion. All were in favor, motion carried.

There being no further business, the regular meeting adjourned at 4:30. The next Syringa Hospital & Clinics Board of Trustees meeting will be held Monday April 25, 2016 at 12:30pm at the Soltman Center.

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