

SOUTHERN INYO HEALTHCARE DISTRICT

Special Meeting of the Board of Directors Minutes

Date: Thursday, September 19, 2019

Time: 4:30 p.m.

Location: RCA Church

550 East Post St

Lone Pine, CA 93545

PRESENT

Jaque Hickman, President

Charles Carson, Vice President

Carma Roper, Secretary

ABSENT

Mark Lacey, Director

OTHERS

Peter Spiers, CEO

Chester Beedle, Financial Consultant

Chris Marks, IT

Scott Nave (via phone)

I. CALL TO ORDER

The Meeting was called to order at 4:30 p.m.

President Hickman gave thanks to RCA Church for letting SIHD have meetings at the church.

Secretary Roper moved to approve the agenda for 09/19/2019. Vice President Carson seconded. All approved.

II. BUSINESS ITEMS

A. Appoint Board Member (Board of Directors)

The Board of Directors received two letters of interest in regards to the Board Vacancy.

The Board of Directors provided opportunity for Bruce Branson and Pat Cecil to speak.

Bruce Branson stated he does have a few possible conflicts. He provides the rental for the ER physicians, provides the cable (LP Communications) and his wife is in the skilled nursing as a resident.

Bruce Branson's purpose on being on the board- He wants to keep things going. He is a consumer and wife is a resident. Bruce Branson stated he has interest and will serve with integrity.

Pat Cecil stated he has been in Lone Pine for 12 years. He uses the hospital with medical services and has no conflicts. He wants to keep the hospital functioning and wants the hospital to be better.

Board comments-

Secretary Roper stated that she hasn't had much time to review the letters of interest. Secretary Roper requests a special meeting in regards to appointing a board member.

The Board of Directors has till Sept 30th to elect.

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Vice President Carson agrees and would like to discuss with Peter Spiers, CEO.
Attorney Nave commented on conflicts on Bruce Branson.
The rule on any existing contracts: Contracts with Bruce Branson cannot be changed while Bruce Branson is on the Board of Directors. Section 10-90.

Secretary Roper moved to postpone the Appoint of the new board member to a later date before October 1st. Vice President Carson seconded. All approved.

B. Discussion regarding future of Southern Inyo Hospital facilities.
(President/Attorney)

President Hickman and Vice President Carson went to the mediation with HCCA last week. That resulted in the change of board meeting.

Attorney Nave stated that at this time Jeff Golden is working with Peter Spiers to prepare a bankruptcy plan. The goal is to have it ready at the end of the month. SIHD will need to be prepared to tell the court our projections and services included, at this point in time.
Mediation with HCCA did not result in a resolution. The parities are far apart but the attorneys have had some talks after the mediation that have been fruitful. There is interest in settling. Hopefully we will come e up with something soon (within weeks).

There has been a lot of hard work. We are making progress.

C. Consent Agenda: These items are considered routine and non-controversial and will be approved by one motion. If a member of the Board or public wishes to discuss an item, it will removed from Consent and considered separately at the end of Business Items.

1. Approval of Medical Staff Privileges
 - a. Jasiri Kennedy, MD, ER Physician, Two Year Medical Staff Privileges.
2. Approval of Contracts
 - a. ZOOM Meeting Subscription
 - b. Three Year ADP Payroll Renewal Agreement
 - c. Merchant McIntyre Associates Service Agreement
 - d. USAC Renewal Agreement
3. Approval of Board Minutes
 - a. Regular Board Meeting Minutes for July 9, 2019
 - b. Special Board Meeting Minutes for July 31, 2019
 - c. Special Board Meeting Minutes for August 8, 2019
 - d. Regular Board Meeting Minutes for August 13, 2019
4. Approval of Policies and Procedures
 - a. Charity Care, Deposit & Discount Payment
 - b. Emergency Management Program
 - c. Hazard Vulnerability Analysis
 - d. Nurse Practitioner Standardized Procedures

Attorney Nave reviewed all the contracts on the consent agenda.

- a. ZOOM Meeting Subscription
- b. Three Year ADP Payroll Renewal Agreement
- c. Merchant McIntyre Associates Service Agreement

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d. USAC Renewal Agreement

President Hickman had a question on the hazard policy and procedure. She feels that there should be others on the policy. The Fire Depts. and others were not listed. The list was not completed. Ambulance services needs to be provided.

The Charity Care and Emergency Management program policies and procedures has Lee Barron's name on the documents. Needs to be changed before approval.

President Hickman suggests that item 4. a., b. and c. be removed. Leaving 4. d. only. Need corrections on 4. a., b. and c. Will need to add the template to the nurse practitioner standardized procedure.

Policies and Procedures for Charity Care, Deposit & Discount Payment, Emergency Management Program and Hazard Vulnerability Analysis can be presented to the board of directors once they have been revised.

Action: Secretary Roper moved to approve items 1, 2, 3 and 4. d. only of the consent agenda. Vice President Carson seconded. All approved.

D. Laboratory Medical Directorship Agreement with Eva Wasef (CEO)

Peter Spiers reviewed the current performance from current lab director and feels that they didn't provide value. SIHD is interested in approving relations with NIH. President Hickman and Peter has had discussions with their senior leadership about the opportunity of bring Dr. Eva Wasef to SIHD. Dr. Wasef has consented.

Dr. Eva Wasef with NIH can bring a different vision, quality and will expand the services.

Action: Vice President Carson moved to approve the Laboratory Medical Directorship agreement with Eva Wasef. Secretary Roper seconded. All approved.

E. Kevin Flanigan, MD Clinic and ER Physician Agreement (CEO)

President Hickman informed the public that Dr. Kevin Flanigan is the CEO at NIH. Dr. Flanigan is a physician and throughout his career he migrated into administration. In order for Dr. Flanigan to stay current as a physician, he needs four weeks a year of physician services. He went to NIH board of directors and informed the board that he would like to provide services at SIHD for the 4 weeks needed. Dr. Flanigan will still be the CEO at NIH.

Action: Secretary Roper moved to approve the Clinic and ER Physician agreement with Kevin Flanigan. Vice President Carson seconded. All approved.

F. Jasiri Kennedy, MD, ER Physician Agreement (CEO)

Action: Secretary Roper moved to approve the ER Physician agreement with Dr. Jasiri Kennedy. Vice President Carson seconded. All approved.

G. Letter to OSHPD Acknowledgment of Seismic Compliance 2030 (CEO)

Vice President Carson reviewed the letter presented. Peter Spiers will write a letter of acknowledgment to OSHPD.

Seismic has moved out to 2030. The letter is telling OSHPD that SIHD is acknowledging the new seismic compliance.

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H. Volunteer Program (HR)

The HR provided a letter about the local high school volunteer program. President Hickman introduced Dr. Trainer. The superintendent for Lone Pine Unified School District.

This is a voluntary work program where students are encouraged to learn in the medical. They work primarily in the skilled nursing with the perimeters of the legal arena that they can operate in. The cheerleaders would come out and decorate the bulletin boards and other areas. President Hickman thinks it is a positive thing and thinks it would be great.

I. Approval of Resolution No. 19-7 for the Board of Directors to change the authorized signatory for the Southern Inyo Healthcare District Bank Accounts (Board of Directors)

This is to approve for Peter Spiers has an authorized signer for the El Dorado bank accounts.

President Hickman stated we should wait to update the signature cards once they appoint the new director.

Action: Vice President Carson moved to approve resolution 19-7 change the authorized signatory for SIHD bank accounts. Secretary Roper seconded. All approved.

J. Accounting Payable Clerk Job Description (Accounts Payable Rep)

There were some changes to the accounting clerk job description. President Hickman asked Barbara, HR and Attorney Nave if they are okay with the changes. They are both okay with the changes. Attorney Nave stated that HR needs to be careful during the hiring process.

Action: Secretary Roper moved to approve the accounting payable clerk job description. Vice President Carson seconded. All approved.

K. American Medical Association Agreement

Chet Beedle stated that most of the small hospitals have discontinued AMA. Peter Spiers seconded on this. It is not useful.

Action: Secretary Roper moved NOT to approve the agreement with American medical association. Vice President Carson seconded. All approved.

L. Amended ER Physician Agreement – Michael Dillon (CEO)

President Hickman stated that she is aware of this change on the pay rate. It is a correction. This will commensurate with the other contracts that exist for like performances. Peter Spiers stated that Dr. Dillon recommended the rate on agreement.

Action: Vice President Carson moved to approve the amended ER physician agreement with Michael Dillon. Secretary Roper seconded. All approved.

III. REPORTS

A. Financial Report

Chet Beedle, Financial Consultant reviewed the financials presented at the financial meeting. Unaudited financials and the cash flow actuals with projections (summary).

The finance meeting is open to the public if they would like to get the details.

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B. CEO Report

Peter stated that it is his roll to help the revenue expense picture. That's to expand revenues and have a good cost structure in place.

The reason that the cash in hand isn't great is that the revenue days is horrific.

However, we have expanded that area without no cost. We now have 4 employees collecting. Before we had 1 ½.

The billing office billed out 340k in this week.

Peter has been working with the FST team. They talked about how they are going to restructure and generate income into the hospital. The first is the AR and second is new services.

There will be 3-4 new services. One of the ways, so its not expensive is to share resources with NIH.

Peter has a plan. Its his job to execute the plan. Need to increase review and decrease cost.

An overtime metrics will be provided to the dept. managers.

There are no monthly budgets. This will be changed.

There are 12 Teams operating throughout the facility.

SIHD is going through transformation. Peter has been here 5 weeks.

Critical access hospitals need other sources of revenue besides patient care. We want and think we can provide more patient care. SIHD is missing lots of monies by sending out patients.

We can get monies through community benefit and federal grant funding.

SIHD has not had a federal grants since 2009. We need to have one every year or every other year.

Need to engage a group to help with that.

The revenue expense side is being addressed. You will see more changes as time goes on.

Last year the clinic (in 6 months), sent out 574 patients. We could have done services in house.

OSHPD takes a look at admissions and discharges across the hospital and tell you something called leakage. Where do patients go for healthcare? Do they stay or go to other places? Over the three years we had a significant out migrations of patients. The last calculations is about 30% based on various types of testing or care that was given.

Bottom line is if we get outside revenue sources and we expand services which will include existing and new services (wound care and PT). We are doing planning and getting prepared. Once all this is rolled out the hospital will not only survive but thrive.

Needs to drive the rural clinic. Peter spoke with Toiyabe. We want to work together and create a mutual value for everybody.

Peter reviewed the monthly numbers/volumes.

ED Dept.- It has been slow this month in the E.D. Last week has been busy. We need to advertise the ER services.

ER September numbers are better. We have overall increased our ER numbers.

Swing bed - SIHD just got approval for swing bed and we already have a patient. Thanks to Shannon Jimerson, CNO.

Acute-Peter stated that the Acute has been really slow. There is probably an explanation on why so low in and it's probably due to physician ordering preferences.

Peter and Shannon looked at the patients and some could have been put in acute. Peter and Shannon will need to get with the physicians. Need to look at patients case by case and using the best practices.

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Skilled nursing – I.T. drives a lot of things in the skilled nursing. SIHD needed a smart software. SIDH purchased PointClick care. It is being installed now. The present system is not helping us very well.

The volume is up in SNF. The goal is at 30 then at 33. The new leader is Michael Floyd, DON. Michael has gone to Bakersfield, Bishop and Ridgecrest. He is getting SIHD on the national database that shows us as a skilled nursing facility and referral center. Michael has been training staff. Need to get census up to 30 and keep it there. The quality is good. We had a recent survey by the state. They looked at all our stuff and said that we are pretty spiffy.

Clinic- The clinic is up but not where it could be. It's about 30-40% below where it could be. Peter feels that we can be at 400 visits at the clinic (a month). That is the goal. Need to get enough providers. We need more. We are working hard on that. We need to see more patients. Also, we want to expand the services. There is now an EKG in the clinic.

Physical Therapy- PT has a lot of potential. Two new staff members. We had 23 patients on the waiting list. 20 are now evolved and in our system. We are averaging about 7-8 visits a day. We should be at 20 visits a day. We will get there. Peter is working on expanding the pt service.

X-ray- X-ray numbers are up but there are a lot of things that we can do. There's not a lot of interface with the clinic. Peter has been talking with NIH. Looking into getting RBMS' (eco-tech). We have CT capability (fast slide CT)

Lab- Wasef will be coming to us. The numbers in lab will go up. Peter looking forward to working with Dr. Wasef and doing an assessment on the lab.

C. Quarterly Medical Staff Report (Dr. Ronald Ostrom and/or Dr. Todd Farrer)

Dr. Ron Ostrom called in.

Peter Spiers stated that a team was created about restructuring medical staff footprint at the hospital. There is work to be done. We also how we evaluate the physicians. Shannon Jimerson and Peter Spiers working on processes. SIHD will be ramping up our inpatient care.

President Hickman on behalf of the board, gives thanks to Dr. Ostrom for his help, the positive support, your understanding and guidance. The board is very grateful.

Currently there are no locums at this time in the ER dept.

President Hickman stated that we get great complements and reviews. SIHD has an amazing staff. Need to thank and let them know they are appreciated.

C. Employee of the Month- September Employee of the Month will be announced at the October Regular Board Meeting.

Nothing to report this meeting.

IV. PUBLIC COMMENTS ON ITEMS NOT ON THE AGENDA

NONE

V. BOARD OF DIRECTORS COMMENTS ON ITEMS NOT ON THE AGENDA

President Hickman mentioned that the skilled nursing activities had an End of Summer Hawaiian party. There was a picnic in the patio, leis, lots of fun things happening and food. Pictures were taken. We will need to get permission from families before putting on website.

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SIHD is looking for help with a PR campaign.

Peter Spiers is hosting an All Staff meeting and providing lunch.

There was a luncheon a month ago for the staff (employee appreciation). There seems to be good moral at that hospital and President Hickman is pleased about that.

Employee Activities Team was created. Maritza Perkins is the team lead.

CNA class- Students took the class and then had to wait some time to take the test. Janeth Castro took test last week and passed it. She needs to receive the license in hand in order to start working.

Peter Spiers – CNA trainer coming on board, she trained all the CNAs at NIH.

President Hickman stated that there are so many things that we are capable of doing but we cannot do them ourselves so we network and build alliances. NIH is so receptive and we are neighboring health care district. We are not private hospitals in competition in that same sense. You will see relationships between us growing.

VI. CLOSED SESSION

- A. Existing Litigation (Govt Code 54956.9): Chapter 9 Bankruptcy
- B. Potential Litigation: Medefis

VII. CLOSED SESSION REPORT

The legal counsel and board of directors discussed the chapter 9 bankruptcy. No other items discussed. No action taken.

VIII. ADJOURNMENT

The open session adjourned at 6:15 pm.

The Board of directors will start the closed session at 6:30 pm.



Board President or Secretary

12-3-19
Date

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