

## Board of Directors

Date: January 25, 2021  
 Members Present:  Eileen Yarborough/Chairman,  Kendra Brown/Vice Chairman  Chase Elkins/Secretary  Dr. Bridges/Chief of Staff  Bob Tenequer/Board Member  Robert Windhorst/Board Member  Kevin Branum/Board Member  Ron Ortiz/ Board Member  Joan Gilmore /Board Member  
 Others present:  Thomas Whelan/CEO  Jim Hermes/ CFO  Maria Atencio/co-CNO  Glenna Losito/co-CNO  Marcie Chavez/HR Director  
 Ambrosia Mandagaran/Risk and Quality  Cynthia Tena/Communication and Health Promotion  
 Additional Attendees:  Joan Klonowski/ Citizen  
 Recorder: Tasha Sanchez / Executive Administrative Assistant  
 Called to order: 1739  
 Time adjourned: 1920  
 Location: Board Room via WebEx

AGENDA ITEM	DISCUSSION/FINDINGS	CONCLUSIONS/RECOMM.	ACTION/FOLLOWUP/RES P. PARTY
<b><u>Call to Order</u></b>	The meeting was called to order by Bob Tenequer		No further discussion.
<b><u>Roll Call</u></b>	Thomas Whelan called roll	All members present with the exception of Board Chair and Vice Chair.	Nothing further.
<b><u>Prayer</u></b>	A prayer was given by Robert Windhorst		
<b><u>Recognition of Addit. attendees</u></b>	Joan Klonowski		Nothing further.
<b><u>Citizens to Address the Board</u></b>	Joan requested the hospital actively campaign against Senate Bill 10 – repeal on abortion and assisted suicide		Administration will share information offered by Ms. Klonowski.
<b><u>Consent Agenda</u></b>  <b><u>Committee Reports</u></b>	<p>a. Agenda was presented and revised for January 25, 2021. Revisions are as follows:</p> <p style="padding-left: 20px;">i. Add item: credentialing under Executive Session and New Business</p> <p>b. Meeting minutes presented for approval:</p> <p style="padding-left: 20px;">i. Board Meeting: November 23, 2020</p> <p style="padding-left: 20px;">ii. Performance improvement Committee:</p> <p style="padding-left: 40px;">1. November 3, 2020</p> <p style="padding-left: 40px;">2. January 5, 2021</p>	<p>a. Motion to approve Agenda as revised was made by Dr. Bridges, Seconded by Bob Tenequer. Motion carries by way of roll call vote, all in approval.</p> <p>b. Motion to approve minutes as presented was made by Dr. Bridges, Seconded by Joan Gilmore. Motion carries by way of roll call vote, all in approval.</p> <p>i. Ambrosia Mandagaran gave a verbal update on the Performance Improvement Committee meeting from November and January.</p> <p>ii. The Financial Report for month and year ending December 2020 was included in the packet. The following verbally added by Jim Hermes:</p> <ul style="list-style-type: none"> <li>• December’s operations yielded a slight excess of revenue over expenses. For the six months ended we’ve posted a \$300k profit and invested \$1.2m in capital improvements. December test volumes dropped 10% from November as a result of state mandates forbidding elective procedures, but exceeded budgeted levels by 10%.</li> </ul>	Nothing Further.

AGENDA ITEM	DISCUSSION/FINDINGS	CONCLUSIONS/RECOMM.	ACTION/FOLLOWUP/RESP. PARTY
	<ul style="list-style-type: none"> <li>i. Performance Improvement Committee</li> <li>ii. Finance/CFO Report <ul style="list-style-type: none"> <li>a. Cerner Go-Live Update</li> </ul> </li> <li>iii. Human Resources</li> </ul>	<ul style="list-style-type: none"> <li>• The Hospital has seen a shift from insured patients to self-pay, with self-pay volumes increasing from 2.9% of volume in FY 2019 to 5.3% for the past 18 months. The board's support for our deeply discounted self-pay rates has helped our patients continue to receive vital care at costs most can afford.</li> <li>• Operating costs were \$200k over budget consisting of provider relocation and onboarding costs, Orthopedic program start-up costs and increased overhead to facilitate training on our new Electronic Medical Record.</li> <li>• Cash on hand remained stable and our liquidity represents approximately 272 days of operating expenses</li> <li>a. Thomas Whelan gave a verbal update on the status of progression with our Go-Live event. Ambrosia gave a shout out to Radiology and Lab Directors, while co-CNOs shout out to the nursing staff for their attention to prioritizing the patient first in the Cerner Conversion Go-Live event.</li> <li>iii. Marcie Chavez gave a short overview of her time as the HR director, her future endeavors, and thanks to the Board.</li> </ul>	
<b><u>CNO Report</u></b>	<p>Maria Atencio gave a verbal update on department developments over the past month and COVID Vaccine numbers for both the community and Hospital Staff. Thank you letter and positive feedback from the community was shared.</p>		No further discussion.
<b><u>CEO Report</u></b>	<p>CEO Report was included in the Board Members packet with Thomas Whelan verbally adding on his visit with Dr. Ahmed to Rehoboth and his experience with Dr. Valdivia at the COVID mobile unit.</p> <ul style="list-style-type: none"> <li>i. Marketing</li> <li>ii. Goals Update</li> <li>iii. Quality</li> </ul>	<ul style="list-style-type: none"> <li>i. Cynthia Tena gave updates on Marketing in the community and on social media.</li> <li>ii. Cynthia Tena gave an extensive update on the Hospital's goals. Also mentioned, the totality of staff members that have received their COVID-19 Vaccine and attention to the new Resource Wall near the ER waiting room for patient resources.</li> <li>iii. Ambrosia Mandagaran gave update on Quality Scorecard and shout outs to Department Directors for their continued hard work in pushing the Hospital forward.</li> </ul>	
<b><u>Medical Staff Report</u></b>	<p>Dr. Bridges gave verbal update on the status of the Medical Staff Bylaws.</p>		No further discussion
<b><u>QHR Report</u></b>	<p>Eric Jones went over the QHR Report.</p>		Nothing further.

<b><u>Executive Session</u></b>			
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	<p>Motion to move to Executive Session made by Dr. Bridges, Seconded by Ron Ortiz. Motion Carried by way of roll call vote, all in approval.</p> <p>Executive session begins at 1846 to discuss:</p> <ul style="list-style-type: none"> <li>a. Quality Report <ul style="list-style-type: none"> <li>i. Culture of Safety Survey Results</li> </ul> </li> <li>b. Personnel</li> <li>c. Credentialing</li> <li>d. Board Education</li> </ul>	<ul style="list-style-type: none"> <li>a. Ambrosia Mandagaran gave an update on Risk Reports and statistics.</li> <li>b. Thomas Whelan discussed potential Physician contract.</li> <li>c. Dr. Bridges presented the list of providers seeking credential changes/renewals.</li> <li>d. Board Education: <u>Visionary Board Leadership and Transition to Value</u> Module Five was discussed.</li> </ul>	<p>Motion to return to Open session made by Joan Gilmore, Seconded by Dr. Bridges. Motion Carried by way of roll call vote, all in approval. Open session begins at 1914.</p>
<b><u>Old Business</u></b>	<ul style="list-style-type: none"> <li>a. Personnel</li> </ul>	<ul style="list-style-type: none"> <li>a. Motion to offer contract to physician as discussed and presented in executive session made by Dr. Bridges, Seconded by Robert Windhorst. Motion carries by way of roll call vote, all in approval.</li> </ul>	
<b><u>New Business/Action Taken:</u></b>	<ul style="list-style-type: none"> <li>a. Credentialing</li> <li>b. Medical Staff Bylaws Revision</li> <li>c. Velocity Rx Contingency Cost</li> </ul>	<ul style="list-style-type: none"> <li>a. Motion was made by Kevin Branum to approve credentialing as presented, Seconded by Ron Ortiz. Motion carried by way of roll call vote, all in approval.</li> <li>b. Motion was made by Dr. Bridges to table the vote on the Medical Staff Bylaws until the Board Meeting that takes place in February, Seconded by Robert Windhorst. Motioned carried by way of roll call vote, all in approval.</li> <li>c. Jim Hermes presented the Velocity Rx Contingency Cost contract from the Finance Committee meeting where it was thoroughly discussed for approval from the board. Motion was made by Joan Gilmore to approve, Seconded by Ron Ortiz, Motion carried by way of roll call vote, all in approval.</li> </ul>	<ul style="list-style-type: none"> <li>b. Tabled: Administration will send Dr. Shipley's summary of Bylaws' changes and the Bylaws to the Board members again before the February Board Meeting.</li> </ul>
<b><u>Announcements/Reminders</u></b>			Board Update Meeting will be held 02/11/2021
<b><u>Adjournment:</u></b>	<p>Motion to adjourn made by Robert Windhorst, Seconded by Joan Gilmore. Motion Carried by way of roll call vote, all in approval.</p>	Meeting adjourned by acting Chair Chase Elkins at 1920.	The Board of Directors will meet next on February 22, 2021

CHAIRPERSON APPROVAL SIGNATURE *Eileen Garborough*