

**BOARD OF TRUSTEES MEETING MINUTES  
February 20, 2020, Board Room, 6:00 p.m.**

**Call to Order.** The meeting was called to order at 6:00 p.m. by Dr. Kelly Hepworth, Chair.

**Board Members Present:** Todd Jourgensen; Terry Carwile, Secretary/Treasurer; Forrest Luke; Denise Arola; Don Myers; Chandler Larsen; and Dr. Kelly Hepworth.

**Hospital staff present:** Andy Daniels, CEO; Jennifer Riley, VP of Operations; Kyle Miller, VP of Clinical Services; Michael Buda, General Counsel (remotely); Sam Radke, CFO; Dr. Jeffrey Womble, Chief of Staff; Adrie Salcido, Community Outreach Coordinator; Meghan Francone, Open Heart Advocates Director; and Julie Hanna, Executive Assistant and Recorder.

**Guests present:** Josh Carney, Craig Daily Press; Ryan Hess, Ken Wergin, Penny Nelson, Julie Drake.

**Opportunity for Public to Address the Board.**

Ken Wergin addressed the board to encourage the community to attend meetings of public committees.

**Agenda Review.** The agenda was modified to add Item D under Section L. and to delete Item B under Section L.

**MOTION 2020 – 12:** Moved by Terry Carwile, seconded by Forrest Luke, That the agenda be modified as presented. Ayes, all. Motion carried.

**2020 Calendar – March, 2020 Calendar.** The calendar was reviewed and accepted.

**MOTION 2020 – 13:** Moved by Todd Jourgensen, seconded by Chandler Larson, That the March, 2020 Calendar be approved as presented. Ayes, all. Motion carried.

**2020 Board Officers, Committees, Liaisons Appointments.**

**Vice Chair Nominations.** Nominations were opened for the position of Vice Chair of the Board of Trustees. Terry Carwile nominated Denise Arola. Seconded by Todd Jourgensen. Nominations were closed.

**MOTION 2020 – 14:** Moved by Terry Carwile, seconded by Todd Jourgensen, That the Board of Trustees elect Denise Arola as Vice Chair. Ayes, all. Motion carried.

**2020 Board of Trustee Committees.** The committee appointments for 2020 were determined as followed:

COMMITTEE	2020
<b>BOARD OF TRUSTEES</b> (3 officers)	KELLY HEPWORTH, CHAIR DENISE AROLA, VICE CHAIR TERRY CARWILE, SEC/TR.
<b>CREDENTIALS</b> (1 member, 1 alt)	AD HOC AS NEEDED
<b>FINANCE</b> (Sec/Treas. Is chair, 2 members)	TERRY CARWILE, CHAIR TODD JOURGENSEN, MEMBER
<b>QUALITY STEERING</b>	KELLY HEPWORTH, CHAIR DON MYERS, MEMBER
<b>MRH FOUNDATION</b> (1 member/1 alt)	FORREST LUKE, LIAISON TERRY CARWILE, ALT.
<b>MEDICAL STAFF LIAISON</b>	KELLY WEPWORTH, LIAISON TODD JOURGENSEN, ALTERNATE

### **Meeting Official Notice Places.**

**MOTION 2020 – 15:** Moved by Terry Carwile, seconded by Todd Jourgensen, That the Board of Trustees approve the Official Notice Places. Notices of the board of Trustees meetings will be posted on three official sites: Front foyer of the hospital, the hospital website, and at the Moffat County Court House. Ayes, all. Motion carried.

### **Consent Agenda – Meeting Minutes**

**MOTION 2020 – 16:** Moved by Terry Carwile, seconded by Todd Jourgensen, That the Board of Trustees approve the MRH Board of Trustees Minutes of the meeting of January 16, 2020; accept the Finance Committee Minutes of the meeting of February 19, 2020; and accept the MRH Foundation Minutes of the meeting of January 27, 2020. Ayes, all. Motion carried.

### **Consent Agenda –Projects and equipment as recommended by Finance Committee Meeting of January 2020.**

**Pyxis/Alaris Replacement Contracts.** Kyle Miller presented these procurements.

- Pyxis is the contract for the automated medication cabinets used for dispensing medications.
- Alaris is the contract for patient IV pumps for dispensing medications.

Both systems are at the end of their useful life (ten years). Both contracts have expired and the software is no longer supported by the vendor. The proposed contracts are for a five year equipment lease with upgrades at an increased cost of \$2,300 monthly over the existing expense. Full implementation is expected in June or July. The Finance Committee recommended the procurement to the Board for final approval.

**MOTION 2020 – 17:** Moved by Don Myers, seconded by Denise Arola, That the Board of Trustees approve the Pyxis/Alaris Replacement Contracts. Ayes, all. Motion carried.

**Medical Staff Privileges.** Dr. Jeff Womble presented the physician privileges.

**MOTION 2020 – 18:** Moved by Terry Carwile, seconded by Todd Jourgensen, That the Board of Trustees approve the privileges as reviewed and recommended by the Credentials Committee in January and February and the Medical Executive Committee on February 5, 2020.

The following files were presented for **Provisional Staff** appointment:

- **Dr. Daniela Gerard – Emergency Medicine.** The committee reviewed the file for Dr. Gerard, and they unanimously recommended her appointment to the
- **Dr. Lisa Flora – Emergency Medicine.** The committee reviewed the file for Dr. Flora, and they unanimously recommended her appointment to the Provisional Provider Staff of The Memorial Hospital.
- **Dr. Thomas Pinson – Emergency Medicine.** The committee reviewed the file for Dr. Pinson, and they unanimously recommended his appointment to the Provisional Provider Staff of The Memorial Hospital.
- **Dr. Raul Pinon – Emergency Medicine.** The committee reviewed the file for Dr. Pinon, and they unanimously recommended his appointment to the Provisional Provider Staff of The Memorial Hospital.
- **Dr. Elizabeth Tai – Emergency Medicine.** The committee reviewed the file for Dr. Tai, and they unanimously recommended her appointment to the Provisional Provider Staff of The Memorial Hospital.

The following files were presented for **Advancement - Active:**

- **Dr. Elise Sullivan – Family Medicine.** The committee reviewed the file for Dr. Sullivan, and they unanimously recommended her appointment to the Active Provider Staff of The Memorial Hospital.

The following files were presented for **Advancement - Associate:**

- **Dr. Adam Wilson – Orthopaedic Surgery.** The committee reviewed the file for Dr. Wilson, and they unanimously recommended his appointment to the Associate Provider Staff of The Memorial Hospital.
- **Dr. Ashley Saverino – Radiology.** The committee reviewed the file for Dr. Saverino, and they unanimously recommended her appointment to the Associate Provider Staff of The Memorial Hospital.

The following files were presented for **Reappointment – Associate Staff:**

- **Dr. Patrick Johnston – Orthopaedic Surgery.** The committee reviewed the file for Dr. Johnston and they unanimously recommended his reappointment to the Associate Provider Staff of The Memorial Hospital.
- **Dr. Michael Sisk – Orthopaedic Surgery.** The committee reviewed the file for Dr. Sisk and they unanimously recommended his reappointment to the Associate Provider Staff of The Memorial Hospital.
- **Dr. William Robert “Bobby” Howarth – Orthopaedic Surgery.** The Committee reviewed the file for Dr. Howarth and they unanimously recommended his reappointment to the Associate Physician Provider Staff of The Memorial Hospital.
- **Dr. David Kaminski – Emergency Medicine.** The Committee reviewed the file for Dr. Kaminski and they unanimously recommended his reappointment to the Associate Physician Provider Staff of The Memorial Hospital.

- **Dr. Alex Meininger – Orthopaedic Surgery.** The Committee reviewed the file for Dr. Meininger and they unanimously recommended his reappointment to the Associate Physician Provider Staff of The Memorial Hospital.

The following files were presented for **Reappointment–Non-Physician Provider Staff:**

- **Joan Donham, PA – Physician Assistant Orthopaedic Surgery.** The committee reviewed the file for Ms. Donham and they unanimously recommended her reappointment to the Non-Physician Provider Staff of The Memorial Hospital.

Ayes, all. Motion carried.

**Emergency Medical Services.** Andy Daniels and Amy Peck presented to the Board of Trustees the details concerning EMS and the loss that MRH carries regarding this essential service in our community. In 2019 gross collections on EMS charges were \$361,698.13. To run the service MRH spent \$1,116,322.00 to operate this service. This resulted in a \$745,623.13 deficit.

The recommendation to the Board of Trustees is to create a working subcommittee to study the issue and bring back options from a community perspective on what can be done to address this funding shortage. The membership of the group will be:

Amy Peck, Lead  
Todd Jourgensen, Board Member  
Terry Carwile, Board Member  
Sam Radke, CFO  
Michael Buda, General Counsel

The board approved the recommendation as presented.

**Juniper Advisory Group.** This was presented as an information item. Should the board decide not to accept a proposal from SCL Health, this is a proposal from a consulting group that focuses on mergers and acquisitions.

**January, 2020 Financial Report.** Sam Radke, CFO, presented the report. Highlights include:

Our financials for January 2020 showed a positive bottom line of \$425,142.00 on a record gross revenue of \$10,280,109.00.

A few key data points: Med-Surge Patient Days were 251 for January, which is down 11% from the same month in 2019. ED visits were 533 up 12% from the same month in 2019. Clinic visits were up 14% showing 3,677 as compared to 3,218 last year. Surgery for January was flat year-over-year (96 cases in 2020, 95 cases in 2019).

Overall expenses were down \$536,852.00 over last year which is 63% of our monthly target of \$850,000.00 per month in reductions.

The revenue increase in January was due to “the flu,” showing increased ED and out-patient visits and improvement in our revenue cycle operations (meaning, charging for the work we are doing). Cash remained tight at 4.4 days.

As we continue to make changes, and if we can continue to show a positive bottom line, this will result in cash to our bottom line as we recover from 2019. We are “not out of the woods” yet but heading in the right direction. We continue to monitor carefully.

**CEO Monthly Report.** Andy Daniels, CEO, presented his monthly report.

**SCL Health.** The SCL Health due diligence process is continuing with an independent real estate asset and revue integrity consultant on site to assess our facilities. They are requesting an extension of time on the Letter of Intent.

**MOTION 2020 – 19:** Moved by Terry Carwile, seconded by Don Myers, That the Board of Trustees approve the request from SCL Health to extend the Letter of Intent for 30 days. Ayes, all. Motion carried.

**Medical Office Building.** Medical Office Building closing on our interim construction financing on has been postponed from 2/25/2020. We are continuing to work with the bank to meet requirements for closing with respect to the LOC.

**Hospitalist Group:** Two different options are being explored at this time:

1. An employed model with reduced hospitalist coverage at night to 12-hour shifts during the day; or
2. A contract with Sound Physicians to provide tele-hospitalist services at night with 12-hour on-site shifts during the day.
3. Our current employed hospitalists have been given their 120-notice and at least three have expressed some interest in continuing to work with MRH in a different model. In fairness to them, the new model is not what they originally signed up to do, so we felt it best to offer a clean break and begin re-negotiations.

**Orthopedics Service Line:** Steamboat Orthopaedics and Spine Institute moved into our building on 01/24/2020. The orthopedic volume (as did all surgery cases) dropped in January. However, SOSI is starting to ramp back, and orthopedic cases are starting to increase again.

**Rapid Care Report for January 2020.** Jennifer Riley, VP of Operations, presented this report. The Craig Rapid Care averaged 45 patients per day in January. Steamboat Rapid Care averaged 10 patients per day. The Steamboat Pharmacy is continuing to work towards getting up and running.

**Open Heart Advocates Funding.** Andy Daniels presented this report and provided background information on the status of the group:

1. Two years ago, as a stand-alone agency, it was going to be shut down because of embezzlement of funds by administrators resulting in the inability to obtain grants and questions regarding its ability to put proper controls in place to maintain funds.
2. The MRH Board of Trustees was asked to help and did.
3. Community Clinics of Memorial Regional Health and Open Heart Advocates merged 5-1-2018, OHA was rebranded and administration oversight was put into place. The organization was restructured and began to write new grants
4. Now two years later, the organization continues to run in the red with an average \$16,000 loss per month as of today. Attempts are being made to find other funding.

5. In June, 2019, a group of stakeholders (including the police department, sheriff's department, city and county, and VALE board) met to discuss the shortage. No immediate funding solutions were determined.
6. Now volume of need is going up, not down. This is a community problem and not a duplicated service by any other community group. The need is great.
7. Due to lack of external support, it is being recommended to the BOT to discontinue funding effective March 23, 2020. This timeline will allow the agency to spin-down and empty the shelter. Should the board decide to take this action, we have prepared a press-release with a timeline of our efforts to fund and support this organization.

**MOTION 2020 – 20:** Moved by Terry Carwile, seconded by Chandler Larson, That the Board of Trustees move to cease funding Open Hearts Advocates on April 25, 2020. Ayes, all. Motion carried.

**USDA RESOLUTIONS.** Andy Daniels presented these resolutions required for the closing of the Medical Office Building permanent financing through USDA.

**Resolution authorizing a Tax Anticipation Note.** Sam Radke presented this proposed resolution which pledges 50% of the county tax revenue to be collateral for this note.

**MOTION 2020 – 21:** Moved by Terry Carwile, seconded by Forrest Luke, That the Board of Trustees approve the RESOLUTION 2020 – 2 - AUTHORIZING THE ISSUANCE OF A TAX ANTICIPATION NOTE, SERIES 2020, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$600,000 FOR THE PURPOSE OF PROVIDING A TEMPORARY SOURCE OF CASH FOR THE PAYMENT OR REIMBURSEMENT OF THE DULY BUDGETED AND APPROPRIATED EXPENSES OF THE BOARD IN ANTICIPATION OF THE RECEIPT OF PROPERTY TAX REVENUES IN THE YEAR 2020. Ayes, all. Motion carried.

**Resolution ratifying the 2019 Resolution for issuance of revenue notes.** Sam Radke presented this proposed resolution which ratifies an earlier resolution.

**MOTION 2020 22:** Moved by Forrest Luke, Seconded by Denise Arola, That the Board of Trustees approve A RESOLUTION OF THE BOARD OF TRUSTEES OF MEMORIAL HOSPITAL, ACTING BY AND THROUGH ITS HOSPITAL ENTERPRISE, RATIFYING AND CONFIRMING CERTAIN ACTIONS IN CONNECTION WITH THE ISSUANCE AND SALE BY THE BOARD OF ITS HOSPITAL FACILITIES REVENUE NOTES, SERIES 2020, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$28,900,000 AND RELATED MATTERS IN CONNECTION WITH THE SALE AND DELIVERY OF THE SERIES 2020 NOTES. Ayes, all. Motion carried.

**Adjourn.** The meeting was adjourned at 7:35 p.m.

Respectfully submitted,

*Julie Hanna*

Julie Hanna, Executive Assistant and Recorder