

**BOARD OF TRUSTEES MEETING MINUTES**  
**Thursday, March 23, 2023, Board Room/ZOOM, 6:00 p.m.**

**5:00 p.m. Board of Trustees Education/Dinner.** At the afternoon session the board reviewed several board policies and procedures, and also received debriefing reports from the Colorado Rural Conference attendees.

**6:00 p.m. Board of Trustees Meeting**

**Call to Order.** The meeting was called to order at 6:00 p.m. by Denise Arola, Chair.

**Board of Trustees present:** Dr. Kelly Hepworth, Roger Richmond, Dr. Allan Reishus, Denise Arola (VIA ZOOM), Steve Hilley, Amy Updike, and John Ponikvar.

**Staff Present:** Jennifer Riley, Brittany Johnson, Rebecca Forney, Kristine Cooper, Dr. Jeff Womble (VIA ZOOM), Carol Bolt, Dr. Linda Couillard (VIA ZOOM), Zachary Johnson, and Julie Hanna.

**Guests Present:** Melody Villard (via Zoom), and Eli Pace (VIA Zoom.) Jennifer Sullivan, Attorney with Caplan and Earnest (VIA ZOOM)

At 6:02 p.m. the board adjourned to Executive Session.

**MOTION 2023-22:** Moved by Dr. Allen Reishus, seconded by Steve Hilley, That the Board of Trustees adjourn to Executive Session for the purpose of receiving legal advice on specific legal questions pursuant to C.R.S. § 24-6-402(4)(b). Ayes, all. Motion carried.

Those invited to remain were Jennifer Riley, Zachary Johnson, Michael Buda, Jennifer Sullivan, and the board of trustees members. Jennifer Sullivan, Attorney with the firm of Caplan and Earnest, stated that over the years she has provided legal services to the hospital and to the matter to be discussed tonight pursuant to Executive Session for the purpose of receiving legal advice on specific legal questions C.R.S. § 24-6-402(4)(b). All of the advice that she will give is subject to Attorney-Client Privilege. The session is now not recorded and the recording device is turned off.

At 6:20 p.m. the board returned to Regular Session, no actions or motions were made during the Executive Session, and the recording device was turned on.

Jennifer Sullivan, Attorney, confirmed that in her opinion all of the discussion in the Executive Session was attorney-client privileged and satisfied the requirements.

**MOTION 2023-23:** Moved by Amy Updike, seconded by Steve Hilley, That the Board return to regular session. Ayes, all. Motion carried.

**Opportunity for Public to Address the Board.** There were no requests.

## **Agenda Review.**

**MOTION 2023:24** - Moved by Amy Updike, seconded by Roger Richmond: That the Board of Trustees amend the agenda to add Item 4 : Approval of board member expense reimbursements; and delete Item 2: Ethical and Legal Compliance Policy. Ayes, all. Motion carried.

**April, 2023 Calendar.** The April, 2023 Calendar was reviewed and accepted.

**Board Member Visitation Report.** Roger Richmond visited the facility twice this month, having lunch in the Dining Room and later meeting with Environmental Services. He was very impressed with EVS services and appreciated the EVS employees' attitudes of service toward the wellness and healing of the patients as well as their awareness that the quality of their work has an important impact on all aspects of the hospital.

## **Review of Board of Trustees policies and procedures.**

**Conflicts of Interest Policy Review and Annual Certification.** This policy was reviewed by the board noting a small edit correction.

**MOTION 2023-25:** Moved by Steve Hilley, seconded by Amy Updike, That the Board of Trustees approve the Conflict of Interest Policy and Annual Certification as corrected. Ayes, all. Motion carried.

**MRH Development of Policies/Procedures.** This policy was reviewed by the board.

**MOTION 2023-26:** Moved by Amy Updike, seconded by Dr. Allen Reishus, That the Board of Trustees approve the MRH Development of Policies/Procedures. Ayes, all. Motion carried.

## **Consent Agenda – Meeting Minutes**

**MOTION 2023-27:** Moved by John Ponikvar, seconded Amy Updike, That the Board of Trustees approve the MRH Board of Trustees Meeting Minutes for 2-23-2023; accept the Quality Steering Committee Meeting Minutes for 3-8-2023; accept the MRH Foundation Meeting Minutes for 3-9-2023; and accept the MRH Foundation Classification of Board Members for 3-9-2023. Ayes, all. Motion carried.

## **Projects and Capital Purchases (as recommended by Finance Committee on 3-22-2023).**

**Sysmex Lab Analyzer.** Kristine Cooper presented this request for two distinct analyzers to replace the current analyzers that are at end of life. This is a five-year lease payment with \$1 buyout, one-year warranty, and four-year service agreement. This lease allows for a true back up system with an approximate savings of \$100,000 over five years for new analyzers with full back up. The Finance Committee recommended on 3-22-2023 that the proposal be forwarded to the Board of Trustees for consideration.

**MOTION 2023:28** – Moved by Amy Updike, seconded by Steve Hilley, That the Board of Trustees approve the five-year lease with \$1 buyout of the Sysmex Lab Analyzer at a cost of \$113,000. Ayes, all. Motion carried.

**Consent Agenda – Medical Staff Privileges.** Dr. Jeffrey Womble, Chief of Staff, presented the medical staff privileges.

**MOTION 2023:27** – Moved by Dr. Kelly Hepworth, seconded by Dr. Allan Reishus, That the Board of Trustees approve the following privileges as reviewed and recommended by the Credentials Committee and approved by the Medical Executive Committee:

The following files are presented to the Board of Trustees for **Provisional Staff** appointment:

**Yahonatan Borenstein – Tele-Radiology (proxy).** The committees reviewed and approved the application and file for Dr. Borenstein, and they recommend his appointment to the Provisional Staff of The Memorial Hospital.

The following files are presented to the Board of Trustees for **Advancement** of privileges:

None

The following files are presented to the Board of Trustees for **Reappointment** of privileges.

**Kevin Carman, MD – Tele-Psychiatry (proxy).** The committees reviewed and approved the application and file for Dr. Carman, and they recommend his reappointment to the Associate Staff of The Memorial Hospital.

**Chelsea Pluta, DO – Tele-Psychiatry (proxy).** The committees reviewed and approved the application and file for Dr. Pluta, and they recommend her reappointment to the Associate Staff of The Memorial Hospital.

**Anoosh Montaser, MD – Tele-Radiology (proxy).** The committees reviewed and approved the application and file for Dr. Montaser, and they recommend his reappointment to the Associate Staff of The Memorial Hospital.

Ayes, all. Motion carried.

**February 2023 Clinics Census Report.** Jennifer Riley, CEO, presented the monthly census data for each of the MRH clinics.

**2-28-2023 Financial and Statistical Report.** Brittany Johnson, CFO, presented the report.

Income Statement

Gross revenue for the month of February was at \$10.2m (Column A, Line 4) compared to a budget of \$9.5m. Prior year gross revenue was \$8.9m. Net Patient Revenue was \$5.5m (Column A, Line 10) for February on a budget of \$5m and prior year at \$4.6m.

Expenses: Employee Health Insurance costs (Column A, Line 15) normalized in

February reducing the overall benefit expense significantly. Contract Labor continues to be high (column A, line 18). Total expenses for the month were at \$4.9m (Column C, Line 33) compared to a budget of \$5.3m. Presently there are eighteen travelers in several departments of the hospital.

Gain/Loss on Investment- Community Clinics loss for the month was (\$100k) in total, \$27k was from EMS, (\$43k) from OHA, (\$101k) from Retail Pharmacy, and \$12k from School Nurse.

The Net Profit for February was \$637k, and YTD Net Loss is \$157k

on a budget of (\$74k). Prior Year was at a Net Loss of (\$197k).

Balance Sheet

Cash for the month is at \$5.6m (column A, line 1). Column A, line 11 shows a payable for our 2018/2019 DSH audit of \$1.3m.

Under Limited Use Assets (Column A, Line 15), we have \$1.9m reserved for future Cost Reports. On Column A, Line 16 we have \$1.7m that we have self- reserved for future capital purchases.

Days in AR

Days in AR are up from last month's 65 to 72 in February.

Days  
Cash on  
Hand

Days Cash on Hand is at 35 days, which is down from prior month of 37.1 days. We also have 22.7 additional days of cash on hand in self-restricted accounts.

Total Profit  
Margin (TPM)

Our TPM for the month is at 6.2%. Our 12-month average is 0.2%.

**Trauma Designation Commitment Resolution.** Becky Forney. The next trauma survey is scheduled for 5-3-2023. MRH is qualified as a Level 4 Trauma Center. This resolution confirms that the Administration, Medical Staff, and Board of Trustees hereby express its continuing commitment to sustaining a Level IV Trauma Facility Designation in the State of Colorado.

**MOTION 2023 – 29:** Moved by Steve Hilley, seconded by Roger Richmond, That the Board of Trustees approve the Trauma Designation Commitment Resolution. Ayes, all. Motion carried.

**Nichols Fund.** Jennifer Riley and Brittany Johnson presented data concerning the origins and use of the Nichols Fund which has been a part of MRH financials for several decades as bequeathed to the hospital from the Nichols estate. As stated by Michael Buda, General Counsel, by previous resolution, the board has authorized the hospital to utilize the remaining funds to support the training and education of staff that will benefit the organization.

**Rural Family Physician Hospitalist Agreement.** Jennifer Riley presented information on the present contract with Rural Family Physician Group comparing the current model with past MRH models and other hospital models. The quality of care is excellent, and the group works well with other departments and the ED doctors. Nursing satisfaction is high. The Finance Committee recommended the proposed, revised contract be forwarded to the Board of Trustees for consideration.

**MOTION 2023:30 –** Moved by Amy Updike, seconded by Steve Hilley, That the Board of Trustees approve the amendment to increase \$100,000 annually in the contracted rate for Rural Family Physician Group. Ayes, all. Motion carried.

**Reimbursement for CHA Rural Hospital Conference Board member expenses.** The board approves all reimbursement for expenses by board members according to statute. Mileage expenses for three board members were presented to the board.

**MOTION 2023:31 –** Moved by Roger Richmond, seconded by Steve Hilley, That the Board of Trustees approve the personal expenses as presented to the secretary/treasurer. Ayes, all. Motion carried.

At 7:30 p.m. the board adjourned to Executive Session. Those to remain were the Board of Trustees members, the executive team, and Michael Buda, General Counsel.

**MOTION 2023:32** – Moved by Roger Richmond, seconded by Dr. Allan Reishus, That the Board of Trustees adjourn to Executive Session – Attorney-Client Privilege: For the purpose of reviewing and receiving legal advice on specific legal questions concerning the potential organizational structure and related personnel matters of Community Clinics at Memorial Regional Health pursuant to C.R.S. § 24-6-402(4)(b) and (f). This executive session is subject to the attorney-client privilege. The session is now **not** recorded and the recording device is turned-off.

At 8:45 p.m. the board returned to regular session. No actions or decisions were made, and the recording device was turned on.

**Adjourn.** There being no further business, the meeting was adjourned at 8:12 p.m.

**MOTION 2023:33** – Moved by Dr. Allan Reishus, seconded by Amy Updike, That the Board of Trustees meeting be adjourned. Ayes, all. Motion carried.

Respectfully submitted,

*Julie Hanna*

Julie Hanna  
Executive Assistant and Recorder