



750 Hospital Loop Craig, Colorado 81625 970-824-9411

**BOARD OF TRUSTEES MEETING
March 6, 2014, 6:00 p.m.**

Board of Trustees members present: Don Cook, Chair; Todd Jourgensen, Secretary/Treasurer; Alman Nicodemus, Gary Ellgen, Don Myers, and Cathrine Blevins.

Board of Trustees member absent: Forrest Luke, Vice Chair.

Hospital Staff present: John Rossfeld, Interim CEO; Tim Howard, Interim CFO; Dr. Scott Ellis, CMO; Dr. Jeff Womble, Chief of Staff; Jill Spencer, CHRO; Denise Arola, Controller; Jennifer Riley, CMBD; Kim White, CNO; Beka Warren, CQO; Wayne Scholz, QHR Region 9 AVP; Terri Jourgensen, Clinic Practice Administrator; Katrina Geis, Diagnostic Imaging Manager; Gary Theimer, IT Manager; David Mucha, Facilities Engineering Manager; and Julie Hanna, Executive Assistant and Recorder.

Guests present: Gerard Geis and Andy Bockelman, Craig Daily Press.

1.0 Call to Order

- 1.1 The meeting was called to order at 6:01 p.m. by Don Cook, Chair.
- 1.2 Opportunity for Public to Address the Board. There were no requests.
- 1.3 Agenda Review. Item 4.1 the first Executive Session will begin at 6:45 p.m.
- 1.4 Board of Trustees Update. The March Educational Opportunities and March Calendar were reviewed by the trustees.

2.0 Minutes

- 2.1 Consent Agenda. The Consent Agenda was reviewed by the Board.

MOTION 2014 – 33: Moved by Gary Ellgen, seconded by Alman Nicodemus, That the Board of Trustees approve the Board of Trustee minutes for meetings of February 6 and February 17, 2014; accept the Finance Committee minutes for the meeting of February 19, 2014; and accept the Quality Committee minutes for the meeting of February 13, 2014. Ayes, all. Motion carried.

3.0 Unfinished Business

- 3.1 Action Items

3.1.1 Medical Staff Privileges. Dr. Jeff Womble, Chief of Staff presented the Medical Staff Privilege requests and responded to questions. Dr. Dennis Kinder has resigned from employment with The Memorial Hospital effective March 15,

2014. Since he is no longer employed, his privileges will not be renewed as a condition of his employment contract.

MOTION 2014 - 34: Moved by Alman Nicodemus, seconded by Cathrine Blevins. That the following privileges be approved as reviewed and recommended by the Credentials Committee on March 4, 2014 and the Medical Executive Committee on March 5, 2014, with the exception of Dr. Dennis Kinder whose privileges terminated as a result of his resignation as an employed physician of The Memorial Hospital:

The following files were presented for Provisional Appointment:

- **Gregory Stiller, MD – Emergency Medicine** – The committee reviewed the file for Dr. Stiller and has unanimously recommended his appointment to the Provisional Staff of the Memorial Hospital.
- **Matthew Todaro, MD – Emergency Medicine** – The committee reviewed the file for Dr. Todaro and has unanimously recommended his appointment to the Provisional Staff of the Memorial Hospital.
- **Christian Binder, MD – Radiology** – The committee reviewed the file for Dr. Binder and has unanimously recommended his appointment to the Provisional Staff of the Memorial Hospital.
- **Ifeanyichujwu Nwobodo, MD – Hospitalist Medicine** – The committee reviewed the file for Dr. Nwobodo and has unanimously recommended his appointment to the Provisional Staff of the Memorial Hospital.
- **Harold Fenster, MD – General Surgery** – The committee reviewed the file for Dr. Fenster and has unanimously recommended his appointment to the Provisional Staff of the Memorial Hospital.

The following files were presented for Advancement:

- **Kimberly Wright, MD – Radiology** – The committee reviewed the file for Dr. Wright and has unanimously recommended her advancement to the Associate Staff of the Memorial Hospital.
- **Amandeep Chada, MD – Hospitalist Medicine** – The committee reviewed the file for Dr. Chada and has unanimously recommended his advancement to the Associate Staff of the Memorial Hospital.

The following files were presented for Reappointment:

- **Dennis Kinder, MD – Internal Medicine** – The committee reviewed the file for Dr. Kinder and has unanimously recommended his reappointment to Active Staff of the Memorial Hospital.
- **Cameron Bahr, MD – Radiology (RMR)** – The committee reviewed the file for Dr. Bahr and has unanimously recommended his reappointment to the Associate Staff of the Memorial Hospital.

➤ **Steven Archibald, MD – Radiology (RMR)** - The committee reviewed the file for Dr. Archibald and has unanimously recommended his reappointment to the Associate Staff of the Memorial Hospital.

➤ **Monte Zarlingo, MD – Radiology (RMR)** - The committee reviewed the file for Dr. Zarlingo and has unanimously recommended his reappointment to the Associate Staff of the Memorial Hospital.
Ayes, all. Motion carried.

4.0 New Business

4.1 6:39 p.m. The Board of Trustees adjourned to Executive Session. Invited to remain were the board, QHR representative, and the administrative team.

MOTION 2014 - 35: Moved by Todd Jourgensen, seconded by Gary Ellgen, 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.

At 7:09 p.m. the board returned to regular session.

At 7:11 p.m. the board adjourned to Executive Session. Invited to remain were the board, the administrative team, and Dr. Pamela Kinder.

MOTION 2014 - 36: Moved by Cathrine Ellgen, seconded by Alman Nicodemus, That the Board of Trustees adjourn to Executive Session to discuss matters pursuant to contractual negotiations and personnel issues C.R.S. § 24-6-402(4)(f). Ayes, all. Motion carried.

At 7:48 p.m. the board returned to regular session and Unfinished Business.

3.1.2 Capital Purchases/Leases:

3.1.2.1 Security Install Solutions. This is a capital purchase for the clinic for card readers budgeted for \$15,000 as recommended by the Finance Committee.

MOTION 2014 - 37: Moved by Alman Nicodemus, seconded by Gary Ellgen, That the Board of Trustees approve the purchase of the card readers from Security Install Solutions at a cost of \$15,631, which is \$631 over the 2014 budgeted amount. Ayes, all. Motion carried.

3.1.2.2 NuStep Cross Trainer. This request is for a capital purchase of a bariatric unit budgeted for 2014, and as recommended by the Finance Committee.

MOTION 2014-38: Moved by Gary Ellgen, seconded by Cathrine Blevins, that the Board of Trustees approve the purchase of the NuStep Cross trainer at a cost of \$7,385.00 which is \$385 over the 2014 budgeted amount. Ayes, all. Motion carried.

3.1.2.3 Imprivata. This software allows staff to use their hospital badge to sign into their computer. This is especially helpful for medication verification. It is already being used in the ED and the clinic. This capital purchase was not budgeted for 2014.

MOTION 2014-39: Moved by Gary Ellgen, seconded by Alman Nicodemus, That the Board of Trustees approve this capital purchase from Imprivata at a cost of \$15,000 plus \$6,000 for infrastructure support by MIS for a total cost of \$21,000 which was not budgeted for 2014. Ayes, all. Motion carried.

3.1.2.4 Tuck Communications. This is a service agreement for phone control cards that supports the present phone system, and is a software renewal contract for the MIS department for one year. No action was required, however, this contract will be reduced proportionately as the new phone system is installed.

3.1.2.5 Wave Form Systems. This is an agreement for a surgery prostate laser. Previously the equipment was leased from another provider that no longer deals with this equipment. For six months the surgery department has demoing this equipment. The Finance Committee recommended that this lease be approved by the board.

MOTION 2014-40: Moved by Gary Ellgen, seconded by Allman Nicodemus, That the Board of Trustees approve the agreement from Wave Form Systems at a cost of \$2,200 per case. Ayes, all. Motion carried.

3.1.2.4 CPSI Meaningful Use Phase Two. Gary Theimer presented information on the CPSI requirements to meet Meaningful Use requirements. The cost of this implementation is \$116,412 for which \$20,000 has been budgeted for 2014 in the Capital Budget. The Finance Committee recommended the project for consideration by the Board of Trustees to include adjustments to the 2014 Capital Budget.

MOTION 2014-41: Moved by Todd Jourgensen, seconded by Gary Ellgen, That the Board of Trustees move forward with the purchase of the CPSI modules needed to implement Meaningful Use Phase Two requirements at a cost of \$116,412 of which \$20,000 is budgeted and the remaining costs will be met with adjustments to the 2014 Capital Budget. Ayes, all. Motion carried.

3.1.3 Directors' and Officers' Insurance. Julie Hanna, Executive Assistant, presented the renewal of this coverage. Three companies were asked to quote the coverage. The Finance Committee recommended that the coverage remain with the Travelers Company for the annual cost of \$19,021.00.

MOTION 2014-42: Moved by Todd Jourgensen, seconded by Cathrine Blevins, That the Board of Trustees approve the D & O insurance quotation from the Travelers Company for the annual cost of \$19,021.00. Ayes, all. Motion carried.

3.1.3 Vehicle Insurance. Julie Hanna, Executive Assistant, presented the renewal of this coverage for the hospital's three ambulances and three maintenance vehicles. Three companies were asked to quote with two different deductible options. The Finance Committee recommended that the coverage remain with the Markel Insurance Company for \$1,000 deductible for physical damage on the vehicles, and \$1,000 deductible for the inland marine which insures the contents of the ambulances.

MOTION 2014-43: Moved by Alman Nicodemus, seconded by Gary Ellgen, That the Board of Trustees approve the vehicle and inland marine quotation from Markel Insurance Company at a cost of \$15,072.00 for the April 1, 2014 renewal. Ayes, all. Motion carried.

3.1.5 Hospital/Clinic Phone System. Gary Theimer, IT Manager, presented to the board information concerning the analysis of a new phone system for the clinic and the hospital. Three phone systems were considered from vendors NEC, ShoreTel and Mitel. Equipment demonstrations were held for ShoreTel and Mitel attended by TMH employees. The TMH IT Committee reviewed features, price and employee scorecards. The installation will take approximately three months and will begin with the clinic. The system will be installed in off hours and on weekends. At the hospital the system will be installed department by department. The Mitel system is being recommended.

MOTION 2014-44: Moved by Alman Nicodemus, seconded by Gary Ellgen, That the Board of Trustees move forward with the recommendation of the Mitel phone system and additional network upgrades at a cost of \$260,000 to include both the clinic and the hospital and subject to legal review of the contract with a suitable term clause. Ayes, all. Motion carried.

3.1.5 Diagnostic Imaging Archival System. Katrina Geis, Diagnostic Imaging Manager, presented this plan to the board. She has obtained two proposals which were compared to the proposal from Rocky Mountain Radiology allowing for access to their Intelipacs system. RMR currently contracts with TMH for diagnostic read services. The Finance Committee recommended the agreement with RMR be recommended to the Board of Trustees subject to a legal review.

MOTION 2014 –45: Moved by Todd Jourgensen, seconded by Gary Ellgen, That the Board of Trustees approve the proposal by Rocky Mountain Radiology at an estimated annual cost of \$18,000 per year subject to legal review of the contract. Ayes, all. Motion carried.

3.2 Discussion Items. There were no items

3.3 Reports

3.3.1 2013 Annual Safety Report. David Mucha presented the Environment of

Care/Safety Committee Report for TMH and responded to questions. This report is an overview of activities for year 2013 having to do with Compliance, Safety Goals, Employee Safety, Hazardous Materials, Emergency Preparedness, Life Safety, and Utility Systems.

3.3.2 January Financial Report. Tim Howard, Interim CFO, presented this report. Areas of focus are:

1. Consolidated positive bottom line of \$7,000 for January; \$143,00 below budget and \$341,000 improvement over prior year; includes \$103,000 loss for clinic and \$100,000 operating income for hospital.
2. ADC was 9.4 and Surgery Cases were 140 – highest levels in the past twelve months.
3. Consolidated Net Revenue as % of gross was 60.9% compared to 59.5% for prior month.
4. FYE 2013 Audit field work is expected to commence the week of February 24.

3.3.3 Financial authorizations. At the present time Denise Arola and Don Cook are approved to sign checks. It is recommended that a third potential signer be authorized.

MOTION 2014-46: Moved by Alman Nicodemus, seconded by Gary Ellgen, That the Board of Trustees approve Todd Jourgensen as an additional signer for TMH checks. Ayes, all. Motion carried.

3.1.3 Dialysis Out Patient Clinic Business Plan. Work continues to be done on the evaluation of this clinic.

3.3.4 QHR Monthly Report – Wayne Scholz, QHR Region 9 AVP. The CEO search process continues with the sourcing of candidates. It is anticipated that after the CEO is selected, the CFO selection process will begin. Wayne will be speaking with Mike next week and will determine if there is a need for a special meeting in March for the CEO search.

3.3.5 CEO Monthly Report – John Rossfeld, Interim CEO reported on the following:

1. The pharmacy 340B program is being evaluated to determine if there are any benefits for The Memorial Hospital.
2. John will be out on a previously scheduled vacation from March 13 returning on March 25. He will not be contactable during this time and the administrator on call will address any issues that may arise.
3. The Managers' Retreat was successful. A board presentation will be scheduled for the next meeting to be held on April 3. The presentation will begin

at 4:30 p.m. and end at 6:30 p.m. The regular meeting start time will be changed for this date only.

MOTION 2014-47: Moved by Don Myers, seconded by Alman Nicodemus that the next meeting of The Memorial Hospital Board of Trustees begin at 6:30 p.m. and be so published. Ayes, all. Motion carried.

3.3.6 TMH Medical Clinic Report – Terri Jourgensen, Clinic Practice Administrator, reported to the board on the following:

1. March MANness. This program is a health initiative that allows men to receive screenings for prostate, colorectal, heart and hearing issues for a low cost throughout the month of March.
2. All board members have now toured the clinic.
3. Ron Cline of QHR is working with Terri as an operations consultant. Thanks to the board and QHR for this opportunity.
4. Dr. Kinder's resignation has caused some concerns at the clinic, but they are being dealt with.
5. The new phone operator started today. The next TMH community newsletter will focus on the clinic.

4.0 New Business

4.2 At 9:15 p.m. the board adjourned to Executive Session. Invited to remain were the board.

MOTION 2014-48: Moved by Alman Nicodemus, seconded by Todd Jourgensen, 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.

At 10:00 p.m. the board returned to regular session.

4.3 Consideration of Physician Term Sheets and contracts. This item was inadvertently overlooked, and the motion taken the next day at an e-meeting.

5.0 Adjournment

5.1 There being no further business the board adjourned at 10:21 p.m.

Respectfully submitted,

Julie Hanna

Julie Hanna, Executive Assistant and Recorder