

**BOARD OF TRUSTEES MEETING MINUTES**  
**Thursday, August 25, 2022, Board Room, 6:00 p.m. and ZOOM**

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

**Board of Trustees present:** Dr. Kelly Hepworth, Roger Richmond, Terry Carwile, Denise Arola, Dr. Allan Reishus, Forrest Luke, and Amy Updike.

**Staff present:** Brittany Johnson, Jennifer Riley, Kyle Miller, Becky Forney, Dr. Linda Couillard, Kristine Cooper, Carol Bolt, Dr. Jeff Womble, Paula Belcher, RJ Palmer, Zack Johnson, and Jacob Contrerras.

**Guests present (VIA ZOOM):** Angela Linden

**Administer of Oath of Office, Resolution of Ratification of Board Decisions, and Proposed Changes to Bylaws.**

**The Oath of Office.** Moving forward as new board members are appointed by the Moffat County Commissioners,, they will administer the oath of office to new appointees. Jennifer Riley, as a Notary Public, administered the Oath of Office to the board members. The Oath was signed by all the members and will be placed on file.

**Ratification of Board Decisions. Proposed Resolution: Ratification of Prior Actions.** The following resolution was proposed.

**BOARD OF TRUSTEES OF MEMORIAL REGIONAL HEALTH**

**RESOLUTION 2022 – 2**

**Approving A Resolution Adopting The Ratification Of Its Hospital Oversight Responsibilities And All Prior Decisions Made, Actions Taken, And Resolutions Of The Board**

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**Whereas,** The Memorial Hospital, doing business as Memorial Regional Health, (MRH) is a rural county hospital as defined by Colorado Revised Statute Section 25-3-301, et. seq.;

**Whereas,** the Board of Trustees (BOT) for MRH is a duly and regularly created, established, organized and existing public hospital board created by Moffat County, Colorado, pursuant to Title 25, Article 3, Part 3, C.R.S. (Hospital Act) and existing as such under and pursuant to the constitution and laws of the State of Colorado;

**Whereas,** the BOT has become aware of a procedural issue regarding the BOT Member Oath of Office that was brought to the BOT's and County Commissioners' attention;

**Whereas,** the BOT and County Commissioners have acknowledged the procedural error based on the turnover in Hospital CEOs, Commissioners, Staff and Trustees creating a gap in procedural knowledge and leading to this unintentional omission; and

**Whereas,** the BOT has immediately implemented corrective procedural steps for all Trustees to be officially sworn in with an Oath of Office within ten (10) days following their appointment to the Board.

**Therefore, it is resolved by the Board of Trustees of Memorial Regional Health that:**

1. The duly appointed and officially authorized Board of Trustees of Memorial Regional Health hereby approve and ratify its Hospital oversight responsibilities and all prior decisions made, actions taken, and resolutions of the Board.

Adopted this 25<sup>th</sup> day of August 2022. **Board of Trustees of Memorial Regional Health**

**MOTION 2022-54:** Moved by Roger Richmond, seconded by Dr. Allan Reishus, That “Resolution 2022-2, Resolution Adopting The Ratification Of Its Hospital Oversight Responsibilities And All Prior Decisions Made, Actions Taken, And Resolutions Of The Board” be approved. Roll Call Vote: Amy Updike, Yes; Roger Richmond, Yes; Forrest Luke, Yes; Terry Carwile, Yes; Allan Reishus, Yes; Denise Arola, Yes; and Kelly Hepworth, Yes. Yes, all. Motion carried. **Roll Call Vote.** Going forward all votes will be roll call.

**Changes to Board of Trustees Bylaws.** Proposed change: The Board of Trustees shall consist of seven (7) members, who shall be appointed by the Moffat County Commissioners. Pursuant to Colorado Revised Statute section 25-3-303(1), the members of the board of public hospital trustees within ten days after their appointment shall qualify by taking the oath of office as administered by the office of Moffat County Commissioners.

**MOTION 2022-55:** Moved by Allan Reishus, seconded by Terry Carwile, That the Board of Trustees approve the proposed change to the By-Laws as follows: The Board of Trustees shall consist of seven (7) members, who shall be appointed by the Moffat County Commissioners. Pursuant to Colorado Revised Statute section 25-3-303(1), the members of the board of public hospital trustees within ten days after their appointment shall qualify by taking the oath of office as administered by the office of Moffat County Commissioners. **Roll Call Vote:** Amy Updike, Yes; Roger Richmond, Yes; Forrest Luke, Yes; Terry Carwile, Yes; Allan Reishus, Yes; Denise Arola, Yes; and Kelly Hepworth, Yes. Yes, all. Motion carried.

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

**Agenda Review.** The agenda was reviewed by the board.

**MOTION 2022-56:** Moved by Denise Arola, Seconded by Terry Carwile, That Item H be moved after Item G on the agenda. **Roll Call Vote:** Amy Updike, Yes; Roger Richmond, Yes; Forrest Luke, Yes; Terry Carwile, Yes; Allan Reishus, Yes; Denise Arola, Yes; and Kelly Hepworth, Yes. Yes, all. Motion carried.

**September, 2022 Calendar.** The calendar was reviewed and added was a change in the meeting of the Finance Committee from 9-21-2022 to 9-20-2022.

**Board of Trustees Member Facility Visits.** Kelly Hepworth reported on his July visits and Dr. Allan Reishus reported on his August visits.

**Projects and Capital Purchases (as recommended by Finance Committee on 8-24-2022).**

**Stryker spine drill.** RJ Palmer presented this additional capital request was presented by Becky Forney for Dr. Alex Sielatycki- SOSI spine surgeon. There have been multiple failures with the current air system drills in other hospitals. This request is for a Stryker electric drill system to replace the existing Stryker air drill system for utilization by Dr. Sielatycki in the OR. The least expensive financial route was a 12 month lease for \$3589/month and a \$1 buyout at the end of 12 month lease. MRH received \$1500 loyalty credit from Stryker for the current system which will be sold outright. Other equipment sales to make up for this unbudgeted expense would be: Shoulder positioner- sold for \$4900, and the Nerve Monitor (ENT) for a potential sell of \$15-20K. This request was approved to move forward for recommendation to the BOT for approval.

**MOTION 2022:57** – Moved by Allan Reishus, seconded by Roger Richmond, That the Board of Trustees approve the lease of the Stryker spine drill purchase. **Roll Call Vote:** Amy Updike, Yes; Roger Richmond, Yes; Forrest Luke, Yes; Terry Carwile, Yes; Allan Reishus, Yes; Denise Arola, Yes; and Kelly Hepworth, Yes. Yes, all. Motion carried.

**Epiphany EPIC PFT integration - Cardiopulmonary.** Kristine Cooper presented this request. The first \$20K of cost was approved in May. At that time the vendor was not charging for PFT integration. Now they have are saying they will charge for the integration. This request is for \$11,500 to complete the project. From the 2022 capital budget, funds for IT switches that won't be used will be utilized. The request was approved to move forward for recommendation to the BOT.

**Hill Rom Stretchers for ED.** Becky Forney presented this request for 9 beds for \$50K from Hillrom. Stryker beds are in supply delay at 40 weeks out. These beds were budgeted for \$75K. The current ED beds are end of life, and can only acquire used parts to fix if broken. Some of the old ED beds will be saved for needed parts as DaySurg still has these beds. We will try to sell the remaining beds if possible. This request was approved to move forward for recommendation to the BOT.

**MOTION 2022:58** – Moved by Amy Updike, seconded by Allan Reishus, That the board approve the Epiphany Integration for \$11,527 and the purchase of 9 Hill-Rom beds for \$50,411. **Roll Call Vote:** Amy Updike, Yes; Roger Richmond, Yes; Forrest Luke, Yes; Terry Carwile, Yes; Allan Reishus, Yes; Denise Arola, Yes; and Kelly Hepworth, Yes. Yes, all. Motion carried.

**Meeting Minutes – Consent Agenda.**

**MOTION 2022:59** – Moved by Forrest Luke, seconded by Denise Arola, That the Board approve the MRH Board of Trustees Meeting Minutes for 7-28-2022 with the change to the minutes from the July Board meeting to show that Amy Updike was present; accept the MRH Finance Committee Meeting Minutes for 8-24-2022, and accept the Quality Steering Committee Meeting Minutes for 8-10-2022. **Roll Call Vote:** Amy Updike, Yes; Roger Richmond, Yes; Forrest Luke, Yes; Terry Carwile, Yes; Allan Reishus, Yes; Denise Arola, Yes; and Kelly Hepworth, Yes. Yes, all. Motion carried.

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

**MOTION 2022:60 - REQUEST FOR MEDICAL STAFF PRIVILEGES:** Moved by Terry Carwile, seconded by Denise Arola, That the following privileges be approved as reviewed and recommended by the Credentials Committee, and approved by the Medical Executive Committee with the change that Dr. Lionel Thomas is being approved for Tele-Neurology privileges:

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

- **Steven Boyton, AT SA – Surgical Assistant.** The committees reviewed and approved the application and file for Mr. Boyton, and they recommend his appointment to the Provisional Staff of The Memorial Hospital.
- **Caroline Perry, PA-C – Physician Assistant.** The committees reviewed and approved the application and file for Ms. Perry, and they recommend her appointment to the Provisional Staff of The Memorial Hospital.
- **Lionel Thomas, MD – Tele-Radiology Neurology (proxy).** The committees reviewed and approved the application and file for Dr. Thomas, and they recommend his appointment to the Provisional Staff of The Memorial Hospital.

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

- **Clay Pendleton, MD – Urology.** The committees reviewed and approved the application and file for Dr. Pendleton, and they recommend his appointment to the Associate Staff of The Memorial Hospital.
- **Jamie VanOveren, DO – Urology.** The committees reviewed and approved the application and file for Dr. VanOveren, and they recommend his appointment to the Associate Staff of The Memorial Hospital.
- **Jeffrey Womble, MD – General Surgery.** The committees reviewed and approved the application and file for Dr. Womble, and they recommend his appointment to the Active Staff of The Memorial Hospital.

**Roll Call Vote:** Amy Updike, Yes; Roger Richmond, Yes; Forrest Luke, Yes; Terry Carwile, Yes; Allan Reishus, Yes; Denise Arola, Yes; and Kelly Hepworth, Yes. Yes, all. Motion carried.

**Discussion of sale of 785 Russell Street property.** Jennifer Riley spoke with the board concerning the various options for this property at 785 Russell which is now vacant. The breezeway connecting the NWCH building to the old hospital has been removed. The final step is seeding the property to reduce the weed growth. At this point, the lot has not been re-zoned; it is still zoned Commercial. The recommendation from the City is that we consider a re-zone to Residential. One option is that the Board consider listing this land to be sold at market value. The value has increased significantly since we had it appraised early last year. If we sell this property, the Board can direct MRH to self-reserve the proceeds for future use in a housing project. Jennifer learned last week that this parcel does not reside within the boundaries of Craig’s Opportunity Zone, making it less attractive for a developer to use in a larger-scale development. This item will be continued as an agenda item for update each month.

**Medical Staff Bylaws.** For approval as reviewed and approved by Medical Executive Committee and Medical Staff. The bylaws were previously sent to the board members for review prior to the meeting. Jennifer Riley and Dr. Jeffrey Womble presented the updated by-laws.

**MOTION 2022 – 61:** Moved by Dr. Allan Reishus, seconded by Amy Updike, That the Medical Staff By-Laws be approved with the clerical edits presented by Terry Carwile. **Roll Call Vote:** Amy Updike, Yes; Roger Richmond, Yes; Forrest Luke, Yes; Terry Carwile, Yes; Allan Reishus, Yes; Denise Arola, Yes; and Kelly Hepworth, Yes. Yes, all. Motion carried.

**2022 Q2 Quality Report.** Zachary Johnson presented the dashboard that links all of the metrics that go into the 4-Star Quality initiative. The state benchmarks have changed which will affect this data next month in a positive way.

**2022 Q2 Infection Control.** Zachary Johnson presented this report on behalf of Olivia Scheele. This year there have been no reported hospital infections.

**2022 21 Population Health Report.** Paula Belcher presented the report concerning the Medicaid population and responded to questions.

**7-2022 CEO's Report.** Jennifer Riley. Highlights included responses to the employee engagement survey. Housing for new employees continues to be concerning. Dr. Colin Stewart, FP, has accepted our offer to become one of our employed providers in February, 2023.

**7-2022 Clinics Report. Jennifer Riley.** She combined primary care into one report.

**MOTION 2022 – 62:** Moved by Allan Reishus, seconded by Amy Updike, That the Board request the CEO present the clinic volume data as presented previously. **Roll Call Vote:** Amy Updike, Yes; Roger Richmond, Yes; Forrest Luke, Yes; Terry Carwile, Yes; Allan Reishus, Yes; Denise Arola, Yes; and Kelly Hepworth, Yes. Yes, all. Motion carried.

**7-31-2022 Financial and Statistical Report Including Home Health and Hospice.** Brittany Johnson, CFO.

Income Statement

Gross revenue for the month of July was at \$8.6m (Column A, Line 4) compared to a budget of \$10.7m. Prior year gross revenue was \$11.4m. Net Patient Revenue was \$4.5m (Column A, Line 10) for July on a budget of \$5.7m and prior year at \$6.2m.

Other Adjustments (Column A, Line 7) were up compared to previous months due to some large denials and credentialing issues from 2021.

Expenses: Contract Labor continues to be high due to short staffing.

We are over budget for July on this line item by about \$188k

(Column C, Line 18). On Column A, line 29 we did receive a large unexpected credit from the Colorado Hospital Association related to their Provider Fee Redistribution. Total expenses for the month were under budget by \$487k (Column C, Line 33).

Gain/Loss on Investment- Community Clinics loss for the month was (\$313k) in total, (\$46k) was from EMS, (\$7k) from OHA, (\$38k) from Retail Pharmacy, (\$30k) from School Nurse, and (\$192k) from HH&H.

The Net Loss for July was \$705k, and YTD Net Profit is \$492k on a budget of

\$491k. Prior Year was at a Net Profit of \$1.1m.

Balance Sheet

Cash for the month is at \$4.6m (column A, line 1) which is up from

\$4.2m in the prior month.

Under Limited Use Assets (Column A, Line 17), we paid \$1.8m for our 2021 Cost

Report Payable and also \$876k related to our Interim Rate Adjustment for the 2022 Cost Report in July. On Column A, Line 18 we have \$901k that we have self- reserved for future capital purchases. \$150k of this will be used towards a spine microscope that was approved in April.

In July, we implemented a process to use a Cost Reporting Model to estimate our current payable or receivable to Medicare for 2022.

Days in AR are up from last month's 61 to 66 in July.

Days Cash on Hand is at 30.5 days, which is up from prior month of 27.4 days. We also have 14.0 additional days of cash on hand in self-restricted accounts.

Our TPM for the month is at -8.2%. Our 2022 average is 0.4%.

Days in AR
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Days
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Cash on
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Total Profit Margin (TPM)
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**2023 MRH Budget Update.** Brittany Johnson, CFO, updated the board on the status of the 2023 Budget process. The Board of Trustees Workshop is proposed for October 19, 2022 at 5:30 p.m. Brittany will send out an e-mail to gather questions from the members to be addressed at the workshop.

**Executive Session.** The board adjourned to executive session at 7:30 p.m.

**MOTION 2022 – 63:** Moved by Terry Carwile, seconded by Amy Updike, That the board adjourn to Executive Session for matters required to be kept confidential pursuant to the Colorado Open Meetings Law, C.R.S. § 24-6-402(4)(c) subject to the Colorado Professional Review Act, C.R.S. § 12-36.5-104(15). - 2022 Q2 - Risk Management Summary Report by Zachary Johnson. **Roll Call Vote:** Amy Updike, Yes; Roger Richmond, Yes; Forrest Luke, Yes; Terry Carwile, Yes; Allan Reishus, Yes; Denise Arola, Yes; and Kelly Hepworth, Yes. Yes, all. Motion carried.

**The board returned to regular session at 7:40 p.m.**

**MOTION 2022 – 64:** Moved by Forrest Luke, seconded by Terry Carwile, That the board approve the 2022 Q2 - Risk Management Summary Report as presented by Zachary Johnson. **Roll Call Vote:** Amy Updike, Yes; Roger Richmond, Yes; Forrest Luke, Yes; Terry Carwile, Yes; Allan Reishus, Yes; Denise Arola, Yes; and Kelly Hepworth, Yes. Yes, all. Motion carried.

**Adjourn.** The meeting was adjourned at 7:50 p.m.

Respectfully submitted,

*Julie Hanna*

Julie Hanna, Executive Assistant and Recorder