

**Mountainview Medical Center
Board of Directors Meeting
July 28, 2010**

Present: Bill Galt – Chair, Chad Evans, Otto Ohlson, Joy Short, Chris Schlepp, Shane Sereday, Bill Schendel, Woodie Jarvis, Aaron Rogers – CEO, Tony Pfaff, Cathy Pfaff – Cypress Healthcare.

Absent: Jim Witt, Michael Kakuk

1. Call to Order

Bill called the meeting to order at 6 p.m.

2. Minutes

Bill asked for any corrections or additions to the May minutes. Ed Mongar interjected, Bill stopped him and stated public comment was at the end of the meeting. Marcy Rethwisch wishes to attend the meeting and has signed a waiver so the board can discuss if she can attend. Bill reviewed the waiver. Discussion was then held between members if she would be allowed to attend due to recent issues at the hospital with her. Chris stated it is a public meeting; Bill replied that what went on circumvented this. Chris feels that she should be allowed, but clear that the rules of order will be followed. Bill stated the last meeting was out of control; he likes people to have the right to comment, but is not going to ask the board to go through what they did at the last meeting. The meeting will be structured and there will be a time limit for public comment. Bill took a tally of each member's feelings. Consensus was as long as the meeting remains under control, it is okay. They don't want an instance like last time; that is not what public comment is about. If Marcy agrees to behave and lets the meeting be conducted she will be allowed to attend only the public meeting; not the rest of the hospital.

Otto moved to accept the minutes as presented; Chris seconded. **Motion Passed.**

3. CEO Report

Aaron stated that the newspaper brought to light the OSHA visit. He and the board members were not meeting with the Commissioners to discuss operations; they were there for a hospital district meeting. The paper indicated that Aaron forgot to talk about it. He was not hiding the visit; Bill was present the day of the survey. Any business knows if OSHA shows up, you will get a fine. Nothing major was sited. There were four issues. Two of them were that MMC needs to document training. Another item was they thought that gloves and masks were not available (they were in a box). We will be going forward with more training. Nothing was sited regarding medical, it was all laundry. Total fine was \$612.50. We did learn from it and are making changes for the better.

Due to the inaccuracies and misrepresentations around town and in the newspaper; MMC will now be publishing board minutes on the mvmc.org website. They are also working on a page in the website for the board to comment and a page for administration to try and answer some of the questions.

4. Financials –

Aaron thanked Christina for her hard work in finishing first year end under CPSI. Financials were just completed this morning.

June 2010: Net loss - \$92,231 (we do need patients)

Net patient revenue - \$299,821

Cash collected - \$494,402

Current cash balance end of month - \$220,885

Summer is always tough for MMC; two years ago we were losing over \$200,000.

Question was asked if we have received the 2nd payment of the mill levy. It has been requested, just hasn't been received. It should be around \$110,000.

5. Medical Staff –

Aaron reported that things are coming along from a provider stand point. He has interviewed 4 M.D.'s, 3 or 4 FNP's and 2 PA's. The Board has met with some and reviewed some CV's. Question was asked if there was a timeline to expect something from all the interviews. Aaron hopes by the first part of September, potentially sooner than that. One is waiting on licensure for Montana, as well as insurance. All that is needed is a data bank query. He held a license previously in Montana before moving out of state.

Aaron is keeping in touch with Brett on a weekly basis to make sure he is not overworked. Patients appreciate what he is doing.

Dr. Harry Hai is a new cardiologist to St. Vincent Healthcare. They want to have him come to MMC one day per month. If he would have had patients, he would have been here yesterday. A provider referral is needed; but he will be onsite for those not wishing to travel out of town.

Bill asked Aaron to recap again who we have interviewed for prospects: 4 MD's, 3 FNP's and 2 PA's. All have expressed an interest and have contacted us. We have gotten rid of the recruiting firm, they didn't produce any candidates. The prospects are due to the networking through Cypress. Chad asked if the doctors were local; all of the doctors are in-state: Plains, Bozeman, Big Sandy, and Billings.

6. DON Report: June

- 47 ER visits
- 13 acute days
- 43 skilled swing days
- 395 intermediate days
- Census of 13.17: long-term care patients
- Nurse hires: 2 CNA's

- 24 traveler shifts for CNA, 0 for RN, 0 for LPN

Next Quality meeting will be on August 18.

Joy pointed out skilled beds are up, but down overall for the year which is reflected in the revenues. Last year skilled swing bed days were 866, this year they were 344 days. Skilled swing days are our niche as a CAH. That is where we are looking to get back to. We are down due to provider circumstances; numbers were up when the providers were on board and vested. Money wise it is definitely making a difference.

Last week Doug Van Sickle, DON gave his resignation. He reported to Aaron that they are moving back to Florida. They have family there and still own a home. He appreciates all the support from the Board and Administration.

7. Board Chair

Nominations: Joy as the Secretary did some research with fellow members. She would like to nominate a slate. Bill opened the floor for nominations. Joy nominated: Bill Galt – Board Chair, Otto Ohlson - Vice chair, Chris Schlepp – Treasure, and Woodie Jarvis - Secretary. Bill Schendel seconded the nominations. Hearing no other nominations; vote taken - unanimous – **Motion Passed.**

Bill inquired about filling Ron's vacant position. Aaron stated that two people have expressed an interest. Lisa Gilbertson is the only one who has completed the profile questionnaire.

Otto asked if the Commissioners have relayed their decisions. Aaron responded that Dayna was looking into how it had to be on ballot for nominations. Those seats are not filled by the board. Ron's seat is the ninth one on the board, not one of the three reserved for County Commissioners.

Last meeting there was discussion of an employee being on the board. Aaron contacted multiple attorneys and it was recommended if an employee sits in on anything, they would have to be ex officio. They couldn't vote or be in executive session and could not be involved in any conversations regarding benefits, wage, etc. Comment made that we already have that with open meetings. It was definitely not something that was recommended. Joy talked with fellow members and they thought it was good idea but she thinks it puts employees in a bad spot. Chris asked if anyone was interested. Aaron stated that two employees filled out profile questionnaires. As an ex-officio member it is above and beyond the 12 members. It is recommended that it is not a seat on the board, but could be representation. Comment made that they can't imagine someone volunteering for some of the things that have gone on over the last month. It was requested that they ask staff members in the audience what they think.

Doug Leibel stated he would like to do it; to participate more in the discussion. Some employees were excited about it. It would be tough, but it would only be for a year. Bill would like to make it voluntary to employees; they could come and go as they please. If the representative was not comfortable talking about an item or talking at board meeting; they can always refer them to come and speak during public comment. An employee shouldn't feel obligated to talk about everything. Chad asked if it would be overwhelming with everyone coming to them over the day. It would have to be with the proviso that it doesn't

interfere with work. Woodie stated that they should try it; they can't vote only give opinion. Staff will have to make the decision on who they want. Woodie made the motion to have employees appoint a representative, seconded by Chris. Vote: 6 for, 1 opposed. **Motion Carried**

Motion made by Joy to appoint Lisa to fill Ron's seat; seconded by Bill Schendel. Vote: unanimous. **Motion Passed**

Question asked on how to orchestrate the information to employees. Aaron suggested putting something in the paychecks. They would like it done by next board meeting.

8. Information Items

Aaron already discussed mvmc.org.

The next meeting time needs to be discussed. Many members like the meeting on Wednesday, but 6 p.m. is tough. Mondays are bad. Tony is okay with whatever they decide. At 7 p.m. the conflict is with the search and rescue meeting. Consensus is for it to be the fourth Wednesday at 7 p.m. instead of Monday. Joy made a motion to change the meeting to the 4th Wednesday at 7p.m. and start the 30 day bylaw change period. Woodie seconded. **Motion Passed.**

Joy stated the new commissioner appointee is interested in making an investigative committee. He couldn't be here tonight. Bill asked if everyone read the email from Mr. Kakuk. Joy feels that everything is done already, and it would be starting it all over again. Woodie questioned how board members investigate themselves. She also doesn't feel they have done anything worth investigating. Chris thinks his intention was not to investigate the board, but the misinformation. It is to outline a procedure, with public input, to look at the concerns in the community and report back, see if there is any merit to them. Chris' perception of it is to fully clear the air with the public. The members understand the idea of clarifying but maybe not in the form of an investigative committee. It is more of a public relations matter. Investigative committee title is misleading. Woodie questioned if they are going to believe them even after that. Chris stated great number of the community thinks what they are doing is in the best interest of the hospital. It was noted that they still can't discuss personnel issues. Bill pointed out that Mr. Kakuk is articulate and people may listen to him. All information will be made available to him as a board member. He is bound by the same HIPAA laws.

Bill Schendel doesn't want a blame game or to go back over old ground. They need to work together as a group moving forward positively. This can only be negative. If this is truly an impartial fair investigation, it needs to be an out of county assessment. Aaron commented that they are implying we don't have people looking in to things; we have auditors, cost report preparer, employment law, EMTALA surveys, state survey's, the Board of Medical Examiners and the Board of Nursing. The misconception that we are willy-nilly is false. We are over scrutinized by outside sources.

Joy feels what needs to be done is public relations. Chris has offered to help with the website and how to move forward. Woodie stated that Mr. Kakuk has a client with a grievance against the hospital (from years ago) and has a conflict of interest. He is also only planning on be on the board for a couple of months for this purpose.

Bill asked if Chris had time meet with Mr. Kakuk, for him to look into things on his own and report back. Otto stated the problem is the same problem that has existed; they are personnel matters that cannot be made public. The issues floating around are 90% one sided. They are confidential employee matters and only one version has been made public; which will continue unfortunately. Chris disagreed, Mr. Kakuk wants to know what the public thinks are the issues and to put closure to some if it. Question of how they should move forward. Joy made a motion not to have an investigative committee, but have a public relations committee, if necessary for the future. Chad asked if next months meeting could be on Monday so Mr. Kakuk could come and explain his idea. Suggestion made that a committee can meet with him and they can make the decision and make recommendations to the board. Joy noted she had made a motion. Bill Schendel seconded her motion to not have an investigative committee, to pursue a public relations committee if needed. Vote – unanimous - **Motion Passed.**

Public Comment

Marcy Rethwisch – stated she raised her hand to discussing a topic and no one gave her the ability to be heard. In future board meetings will this be the process every time. She was cleared to come. Response was given that she may talk during public comment period, not raise her hand during conversations. Bill restated that the previous meeting was out of hand and he will not have the Board sit through that again.

Jason stated on public meeting structure it is appropriate to ask for comment before the vote. Bill – noted.

Marcy - stated she was not able to fill out an application for board. Bill responded that there are repercussions for actions.

Sue Case – relayed an issue of an ER visit from June 2nd with her husband, Charlie. She was cautioned to be vague and not use names. The provider on call did not respond in an appropriate time frame. She stated that she didn't want this to ever happen again. A policy needs to be in place for the nurses to act alone; as it was 45 minutes before the doctor arrived. She doesn't believe it will ever happen again and nothing else is going to be said. Bill apologized. Joy asked if she had spoken with administration. Aaron was called, Jennifer was on vacation. She called again the day of the June Board meeting to be put on the agenda and the meeting was cancelled. Aaron returned her call the next day, June 24th. He had previously discussed the situation with the provider not knowing the patient involved.

Marcy - stated that she left a message for Mr. Rogers about an incident, never received a call back.

Another item: when may she be able to view board minutes for the past 54 years. She would like to sit and review them. Aaron stated that is not feasible, as executive session minutes are in them. They have to be separated and copies made. She would have to pay for an employee to do that. Comment made that is quite the request. She inquired to even looking at one or two years. The same applies; copies have to be made due to executive session minutes. She asked of an estimate of the reimbursement cost: \$0.50 a copy. Discussion held

regarding if minutes were even available that far back and if the meetings were open. Jennifer stated there are minutes but they are in very delicate shape. Some are on carbon copy paper and they are history items. Bill stated if they have to have someone reading through them, they will have to be reimbursed. Bill Schendel asked what her reason was to view minutes that far back. He was on the board 25 years ago and people are not even alive anymore. She would like to view them, because they are public documents. The board will have to research if they are public documents and what the laws were at that time. Chad asked again why she wanted to see them. Marcy responded she is working on a book about the hospital. History would be helpful. Conversation continued about releasing 2 to 3 years if she pays total cost for employee and copies. Woodie commented that years ago they used names, before HIPAA. Otto stated to get government records, you have to be approved. Anything past 5 years we approve what is to be released. Charlie stated Otto is right. Otto made the motion to allow 5 years, anything past that will need an official ruling and has to be investigated on what can be released. Expenses paid for the 5 years of minutes. Joy seconded. Vote – **Motion Carried.**

Marcy asked how much it is going to be. It is \$0.50 per copy. She then asked for a date to expect those by; estimate of a month was given.

Joy responded to Marcy's prior comment of a message left for Mr. Rogers. Joy was contacted and she spoke with Aaron. Marcy stated no one reported back to her so she filed a complaint.

Bill asked for a motion to adjourn. They will be moving into executive session. He welcomed Lisa to the Board. Chris moved to adjourn the meeting, seconded Joy.

Meeting adjourned at 7:10 p.m.

Jason requested they state the reason for executive session. Bill responded that it was a legal matter, no action to be taken, advice only – litigation.

APPROVED