

WHITE PINE COUNTY HOSPITAL DISTRICT

WILLIAM BEE RIRIE HOSPITAL

BOARD OF TRUSTEES

MINUTES

This was a duly noticed Regular Board of Trustees Meeting of the White Pine County Hospital District Board of Trustees held Monday November 23, 2015 at 5:00 p.m.

TRUSTEE'S PRESENT

Burton Hilton – Chairman
Michael Mugosa, M.D. – Trustee /
Chief of Staff
Julie Gianoli – Secretary
Mark Bybee – Trustee
Dale Derbidge – Vice Chairman
Richard Rowley – Trustee

STAFF PRESENT

Matthew Walker - Chief Executive Officer
Richard Sears – Attorney
Susan Martin – Administrative Assistant
Mike Metkovich – CFO
Tracie Gust, RN – CNO
MaryKim Piccinini – Risk Manager
G. Norman Christensen, M.D.

TRUSTEE'S ABSENT

GUESTS PRESENT

Laurie Carson

Attached hereto is the sign-in sheet, and by this reference incorporated herein.

WHITE PINE COUNTY HOSPITAL DISTRICT

Regular Board of Trustees Meeting

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| 1. Call to Order | I |
| 2. Roll Call | I |
| 3. Public Comment: <i>Comments not exceeding five(5) minutes in length will be accepted from the general public in attendance. If any are made, there may be discussion upon these comments. No vote, decision, or action may be taken upon matters raised under this item until it is formally placed on the agenda as an action item. Comments during Discussion Items will not be</i> | I / D |

accepted from the General public. "Section 8.05, of the Nevada Open Meeting Law Manual indicates that the Public Body may prohibit comment if the content of the comments is a topic that is not relevant to or within the authority of the Public Body or if the content of the comments is willfully disruptive of the meeting by being irrelevant, repetitious, slanderous, offensive, inflammatory, irrational or amounting to personal attacks or interfering with the rights of other speakers".

4. Approval and reading of minutes of the last regular meeting and of any special meetings, which may have been held since the last Regular meeting.

- 1) Regular meeting - October 26, 2015 I / D / A

UNFINISHED BUSINESS

A. Organizational/Strategic Planning

- 1) Enterprise Safety & Risk Management Update – MaryKim Piccinini I / D

B. Financial / Statistical Reports

- 1) Review and Approval of Financial Statements For the Period Ended: I / D / A
a) October 31, 2015 - Mike Metkovich, CFO
- 2) Request for Approval and Presentation of Vouchers – Julie Gianoli
- a) Accounts Payable – vouchers #102929 through #103171 I / D / A
b) Refunds – vouchers #5441 through # 5474 I / D / A
c) Payroll – vouchers #30642 through #30713 I / D / A
d) Bad Debt – Self Pay and Medicare I / D / A

NEW BUSINESS

- A. Annual Performance Review of Matt Walker – CEO, Approval of Performance Evaluation with Pay Adjustment I / D / A
- B. Review/Discuss/Approve University of Utah Affiliation Agreement I / D / A
- C. Review/Discuss/Approve Orthopedic Surgery Table \$ 98, 505.79 I / D / A
- B. Review/Revise/Approve Governance Policies – Burton Hilton
- 1) 3.4 Delegation to the CEO I / D / A
2) 3.5 Monitoring CEO Performance I / D / A
3) 3.6 Ends I / D / A

- C. Appointments/Re-appointments – Mike Mugosa, M.D. -
 - 1) Appointments: None I / D / A
 - 2) Re-appointments:
 - a) G. Norman Christensen, M.D. - Family Medicine I / D / A
- D. Administrators' Report – Matt Walker, CEO I / D
- E. Correspondence Received Since Last Meeting: I / D / A
 - 1) Michael W. Cripps letter I / D
- H. Set Date and Time for Next Regular and/or Special Meeting
 - 1) Next Regular Meeting – Monday, December 28, 2015 at 5:00 pm I / D / A
- I. Board Comments I / D
- J. **Public Comment:** *Comments not exceeding five(5) minutes in length will be accepted from the general public in attendance. If any are made, there may be discussion upon these comments. No vote, decision, or action may be taken upon matters raised under this item until it is formally placed on the agenda as an action item. **Comments during Discussion Items will not be accepted from the General public.** “Section 8.05, of the Nevada Open Meeting Law Manual indicates that the Public Body may prohibit comment if the content of the comments is a topic that is not relevant to or within the authority of the Public Body or if the content of the comments is willfully disruptive of the meeting by being irrelevant, repetitious, slanderous, offensive, inflammatory, irrational or amounting to personal attacks or interfering with the rights of other speakers”.* I / D
- K. Adjournment I / D / A

I – Information / D – Discussion / A – Action

** Note: The meeting minutes are presented as outlined on the posted agenda. The meeting may have visited agenda items out of order.

1. Call to Order

Chairman Hilton called the White Pine County Hospital District Board of Trustees Regular Meeting to order Monday, November 23, 2015 at 5:00 p.m.

2. Roll Call

Chairman Hilton noted the sign-in sheet reminding everyone to sign in.

- 3. Public Comment:** *Comments not exceeding five (5) minutes in length will be accepted from the general public in attendance. If any are made, there may be discussion upon these comments. No vote, decision, or action may be taken upon matters raised under this item until it is formally placed on the agenda as an action item. **Comments during Discussion Items will not be accepted from the General public.** "Section 8.05, of the Nevada Open Meeting Law Manual indicates that the Public Body may prohibit comment if the content of the comments is a topic that is not relevant to or within the authority of the Public Body or if the content of the comments is willfully disruptive of the meeting by being irrelevant, repetitious, slanderous, offensive, inflammatory, irrational or amounting to personal attacks or interfering with the rights of other speakers".*

Chairman Hilton asked for public comment. No public comment at this time.

4. Reading of the Minutes of the Last Regular Meeting and of any Special Meetings Which May Have Been Held Since the Last Regular Meeting.

1) Regular Meeting – October 26, 2015

Chairman Hilton entertained a motion to approve the minutes for the Regular Board of Trustees Meeting of October 26, 2015 as corrected.

MOTION: Trustee/Secretary Gianoli moved to approve the minutes for the Regular Board of Trustees Meeting minutes of October 26, 2015 as corrected. The motion was seconded by Trustee Rowley and carried.

UNFINISHED BUSINESS

A. Organizational/Strategic Planning

1) Enterprise Safety & Risk Management Update

MaryKim reported that the letter from item G. has been turned into Risk Management. There are two additional injured employees which takes the Hospital to six injured workers for the year.

B. Financial/Statistical Reports

1) Review and Approve Financial Statements for the period ended, October 31, 2015.

Mike Metkovich reviewed the Financial Report presented to the Board for the period ending October 31, 2015 and commented on; Collections have been very steady averaging 4.0 million a month. Operating/Income Statement, the recruitment expense at 31 thousand includes nursing and laboratory recruitment. Operating expense, supplies are over budget due to purchase of new exam table tops for the clinic and the operating room supplies are up 30% but so is the revenue. The the pharmacy supplies are up from the prior year but the revenue is also up. Cash Flow from Operating Activities end of period shows \$11,162,000.00 is the highest the Hospital has been. Average Cash Collections per day is \$116,273. Travel & Seminars Expenses is below budget.

A discussion followed on the ICD10's and collections. MaryKim reported that from what she could see the rejections from the ICD10's are minimal.

With no further questions for Mike, Chairman Hilton entertained a motion to approve the Financial Statement for October 31, 2015.

MOTION: Trustee/Secretary Gianoli moved to approve the Financial Statement for October 31, 2015. The motion was seconded by Trustee/Chief of Staff Dr. Mugosa and carried by all.

2) Approve Vouchers

a) Accounts Payable Voucher: Trustee/Secretary Gianoli presented accounts payable vouchers:

10/8/2015	102929	\$ 208,855.00
10/22/2015	102930-103039	\$ 391,428.85
11/5/2015	103040-103171	\$ 467,912.04

Chairman Hilton entertained a motion to approve the accounts payable vouchers as presented.

MOTION: Trustee/Secretary Gianoli moved to approve the accounts payable vouchers 102929 through voucher 103171 as presented. The motion was seconded by Vice-Chairman Derbidge and carried unanimously.

b) Refunds: Trustee/Secretary Gianoli presented refunds:

11/2/2015	5441-5474	\$ 3,099.97
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Chairman Hilton entertained a motion to approve the refund vouchers 5441 to 5474 as presented.

MOTION: Trustee/Secretary Gianoli moved to approve refund voucher 5441 through voucher 5474 as presented. The motion was seconded by Vice-Chairman Derbidge and carried unanimously.

c) Payroll Vouchers: Trustee/Secretary Gianoli presented payroll vouchers:

10/30/2015	30642-30672	\$ 476,491.74
10/30/2015	30673-30676	\$ 9,786.86
10/30/2015	30677	\$ 366.74
11/13/2015	30678-30710	\$ 498,601.99
11/13/2015	30711-30713	\$ 127,890.29

Chairman Hilton entertained a motion to approve the payroll voucher 30642 to 30713.

MOTION: Trustee/Secretary Gianoli moved to approve the payroll vouchers 30642 through voucher 30713. The motion was seconded by Vice-Chairman Derbidge and carried unanimously.

d) Bad Debt – Trustee/Secretary Gianoli presented bad debt vouchers:

11/16/2015	Self Pays	October 2015	\$ 294,957.24
11/16/2015	Medicare	October 2015	\$ 10,149.65

Chairman Hilton entertained a motion to approve the bad debt vouchers as presented.

MOTION: Trustee/Secretary Gianoli moved to approve the bad debt vouchers dated November 16, 2015 as presented. The motion was seconded by Vice-Chairman Derbidge and carried unanimously.

NEW BUSINESS

A. Annual Performance Review of Matt Walker – CEO, Approval of Performance Evaluation with Pay Adjustment.

Chairman Hilton started the discussion with speaking for the Board of Trustees, “Matt is doing a great job and moving things forward”. Each Board member voiced their opinion on the contract length and salary increase for Matt.

MOTION: Vice-Chairman Derbidge made a motion for a five (5) year contract, salary increase to \$ 225,000.00 with an annual review of Matt’s salary. Trustee/Chief of Staff Dr. Mugosa seconded the motion. With more nay votes than yea the motion failed.

Chairman Hilton called for another motion.

MOTION: Trustee/Secretary Gianoli moved to approve a three (3) year contract, salary increase to \$ 200,000.00. There was not a second, motion failed.

MOTION: Vice-Chairman Derbidge moved to approve a five (5) year contract, salary increase to \$ 220,000.00 with an annual review of Matt’s salary. The motion was seconded by Trustee/Chief of Staff Dr. Mugosa. The vote was 2 yea to 4 nays, the motion failed.

MOTION: Trustee Rowley moved to approve a five (5) year contract, salary increase to \$ 215,000.00 with an annual review. The motion was seconded by Trustee Bybee. The motion carried.

Matt asked the Board if they were going to include any extra benefits. Other Hospitals offer their CEO’s salary plus packages which include housing, cars or medical benefits. Matt asked that the Board consider paying for his family insurance premiums.

Chairman Hilton entertained a motion to approve payment of Matt’s family medical insurance premiums.

MOTION: Vice-Chairman Derbidge made a motion to grant the payment of family medical benefits for Matt. The motion was seconded by Trustee Rowley. The yea votes 4 to 2 nay votes, motion passed.

B. Review/Discuss/Approve University of Utah Affiliation Agreement

The Affiliation Agreement was review with questions addressed to Matt and Richard Sears. Attorney Richard Sears advised the Board of Trustees of the changes to the contract he feels should be made. The Board of Trustee agrees this would be a benefit to the Hospital and Community.

Chairman Hilton entertained a motion to approve the University of Utah Affiliation Agreement.

MOTION: Vice-Chairman Derbidge moved to approve the University of Utah Affiliation Agreement with the corrections to be made by Richard Sears. The motion was seconded by Trustee Rowley and carried unanimously.

C. Review/Discuss/Approve Orthopedic Surgery Table - \$ 98,505.79

Matt explained to the Board of Trustees the benefits of purchasing a new Orthopedic Surgery Table. The Orthopedic surgeons, the Pain Management Doctor and the Urologist will be able to use the new table.

Chairman Hilton entertained a motion to approve the purchase of the Orthopedic Surgery Table.

MOTION: Vice-Chairman Derbidge moved to approve the purchase of a new Orthopedic Surgery Table. The motion was seconded by Trustee Bybee and carried unanimously.

D. Review/Revise/Approve Governance Policies

1) 3.4 Delegation to the CEO

Chairman Hilton entertained a motion to approve 3.4 Delegation to the CEO.

MOTION: Vice-Chairman Derbidge moved to approve Section 3.4 Delegation to the CEO of the Board Governance Policies. The motion was seconded by Trustee/Secretary Gianoli and carried unanimously.

2) 3.5 Monitoring CEO Performance

Chairman Hilton entertained a motion to approve 3.5 Monitoring CEO Performance.

MOTION: Vice-Chairman Derbidge moved to approve Section 3.5 Monitoring of the Board Governance Policies. The motion was seconded by Trustee/Secretary Gianoli and carried unanimously.

3) 3.6 Ends

Chairman Hilton entertained a motion to approve 3.6 Ends

MOTION: Vice-Chairman Derbidge moved to approve 3.6 Ends of the Board Governance Polices. The motion was seconded by Trustee Rowley and carried unanimously.

E. Appointments/re-appointments

1) Appointments: None

2) Re-appointments:

a) G. Norman Christensen, M.D. – Family Medicine

MOTION: Trustee/Chief of Staff Dr. Michael Mugosa made a motion to approve the re-appointment of G. Norman Christensen, M.D. to the Medical Staff of William Bee Ririe Hospital and Rural Health Clinic. The motion was seconded by Trustee Rowley and carried unanimously.

F. Administrator's Report

Matt Walker reported to the Board of Trustees on;

- Meeting with CPSI including Matt, Dr. Strumillo, Joseph from IT and nine other hospitals being able to voice their concerns with the CPSI EHR System.
- Meeting with Mark Langston, Manager of Health and Safety for Robinson Mine, in regards to the Robinson's workers compensation claims. Mark will address the Medical Staff at the next Med Staff meeting.
- VA Rocky Mountain Regional Manager finally spoke to Matt in regards to the Accounts Receivable that is over 120 days.
- Meeting with Michael Simpson from the College of Southern Nevada to discuss an affiliation for laboratory techs student training. Discussion with Assemblymen Oscarson and Ellison in regards to the length of schooling required for Lab Techs.
- Billing Office changes are continuing to improve.
- Front entrance work is continuing. The pillars have rusted which has delayed the completion.

G. Correspondence Received Since Last Meeting:

1) Michael W. Cripps letter

Chairman Hilton this item has been moved to Risk Management, we will not discuss this item at this time.

H. Set Date and Time for the Next Regular and/or Special Meeting

**1) Next Regular Meeting and Annual Critical Access Hospital Meeting –
Monday December 28, 2015 at 5:00 p.m.**

Chairman Hilton entertained a motion to approve the scheduling of the next Regular Board of Trustees meeting and Annual Critical Access Hospital Meeting.

MOTION: Trustee/Secretary Gianoli moved to approve the scheduling of the next Regular Board of Trustees meeting and Annual Critical Access Hospital meeting for Monday, December 28, 2015 at 5:00 p.m. The motion was seconded by Trustee Rowley and carried unanimously.

I. Board Comments

Chairman Hilton noted Board Comments had been omitted from the agenda.

J. PUBLIC COMMENT: *Comments not exceeding five (5) minutes in length will be accepted from the general public in attendance. If any are made, there may be discussion upon these comments. No vote, decision, or action may be taken upon matters raised under this item until it is formally placed on the agenda as an action item. **Comments during Discussion Items will not be accepted from the General public.** "Section 8.05, of the Nevada Open Meeting Law Manual indicates that the Public Body may prohibit comment if the content of the comments is a topic that is not relevant to or within the authority of the Public Body or if the content of the comments is willfully disruptive of the meeting by being irrelevant, repetitious, slanderous, offensive, inflammatory, irrational or amounting to personal attacks or interfering with the rights of other speakers".*

Chairman Hilton asked for public comments.

Dr. G.N. Christensen wanted to comment on the Ortho Table when he came to the William Bee Ririe Hospital's ortho table was a steel flat table purchased by the county which when the orthopedic doctors showed up they thought it was terrible. Dr. Christensen feels the Board is right on track with the new table. Dr. Christensen feels the Affiliation with the U of U is a good idea. Dr. Christensen spoke to his recent re-appointment with 13 years of formal education and 40 years of experience, the fact that there was not an evaluation of his competency; it was a unilateral discussion of the insurance company which Dr. Christensen feels is grossly unfair.

Chairman Hilton thanked Dr. Christensen for his comments. With no further public comments Chairman Hilton moved to item K.

K. Adjournment:

Chairman Hilton entertained a motion to adjourn the White Pine Hospital District Board of Trustees Meeting.

MOTION: Trustee Rowley moved to approve the adjournment of the White Pine Hospital District Board of Trustees meeting. The motion was seconded by Trustee/Secretary Gianoli and carried unanimously.

Adjournment: 6:26 p.m.



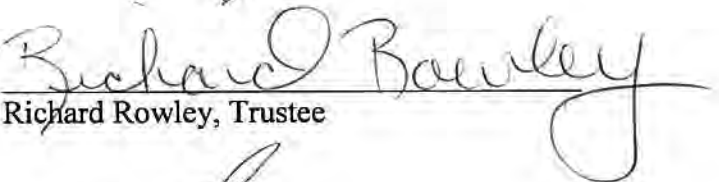
Burton Hilton, Chairman



Julie Gianoli, Secretary



Dale Derbidge, Vice Chairman



Richard Rowley, Trustee



Mike Mugosa, MD -Trustee/Chief of Staff



Mark Bybee, Trustee



Matthew Walker, CEO