

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 21, 2016 at 5:00 p.m.

**TRUSTEE'S PRESENT**

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

**STAFF PRESENT**

**Richard Sears – Attorney**  
**Susan Martin – Administrative Assistant**  
**Edwin Szewczyk – CFO**  
**Tracie Gust, RN - CNO**  
**G. Norman Christensen, M.D.**

**TRUSTEE'S ABSENT -**

**STAFF ABSENT –**

**Matthew Walker – CEO**

**GUESTS PRESENT –**

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

**WHITE PINE COUNTY HOSPITAL DISTRICT**

- |                         |          |
|-------------------------|----------|
| <b>1. Call to Order</b> | <b>I</b> |
| <b>2. Roll Call</b>     | <b>I</b> |

- 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”.* **I / D**
- 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 24, 2016 **I / D / A**
  - 2) Special Meeting – November 7, 2016 **I / D / A**

**UNFINISHED BUSINESS**

- A. Enterprise Safety & Risk Management Update –** **I / D**
- 1) Enterprise Safety & Risk Management Update
- B. Financial / Statistical Reports**
- 1) Review and Approval of Financial Statements For the Period Ended:
    - a) October 31, 2016 – Edwin Szewczyk, CFO **I / D / A**
  - 2) Request for Approval and Presentation of Vouchers – Julie Gianoli
    - a) Accounts Payable – vouchers #106111 through #106362 **I / D / A**
    - b) Refunds – vouchers # 6612 through # 6646 **I / D / A**
    - c) Payroll – vouchers #31670 through #31881 **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 Possible Pay Adjustment** **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:
    - a) Kathryn McClanahan, DO – Hospitalist I / D / A
  - 2) Re - Appointments: None I / D
- D. Administrators Report – Matt Walker, CEO** I / D / A
- E. Correspondence Received Since Last Meeting:** I / D
- F. Set Date and Time for Next Regular and/or Special Meeting**
- 1) Next Regular Meeting and Annual Critical Access Hospital Meeting I / D / A  
Monday, December 19, 2016 at 5:00 pm
- G. Board Comments:** I / D
- H. Staff Comments:** I / D
- I. 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
- J. 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 on Monday, November 21, 2016 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, seeing none Chairman Hilton moved on to item number four.

**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 24, 2016**

Chairman Hilton entertained a motion to approve the minutes for the Regular Board of Trustees Meeting of October 24, 2016.

**MOTION:** Vice-Chairman Derbidge moved to approve the minutes for the Regular Board of Trustees Meeting of October 24, 2016. The motion was seconded by Trustee Rowley and carried.

**2) Special Meeting – November 7, 2016**

Chairman Hilton entertained a motion to approve the minutes for the Special Board of Trustees Meeting of November 7, 2016.

**MOTION:** Trustee/Secretary Gianoli moved to approve the minutes for the Special Board of Trustees Meeting of November 7, 2016. The motion was seconded by Vice-Chairman Derbidge and carried.

## **UNFINISHED BUSINESS**

### **A. Enterprise Safety & Risk Management**

#### **1) Enterprise Safety & Risk Management Update**

- One employee injury in the month of November.
- One new wrongful termination/decimation case brought to us last week.
- The med-mal case which was to go to court in the spring of 2018 was just brought to us to settle. In process of negotiating the settlement.
- HIPPA breach still in investigative process.

### **B. Financial/Statistical Reports:**

#### **1) Review and Approve Financial Statements for the period ended:**

##### **a) October 31, 2016**

Edwin Szewczyk, CFO reviewed the October 31, 2016 financial statements with the Board:

- Net operating revenue of \$2.4 million was greater than budget & prior due to lower than anticipated contractual reserves (better trending cash collections) partially offset by lower than expected IP revenues (volumes).
- Operating expenses of \$84 thousand was \$4 thousand less than budget and essentially the same as prior year. Pro fees are now being accrued on a monthly basis (they were previously not accrued until year end in FY2016). This variance is expected to continue throughout FY2017. Variable expenses were also lower than expected due to IP and other volumes also being lower than expected.
- Net gain for October 2016 is \$209 thousand. The three months YTD net gain is \$344 thousand.
- Cash decreased slightly by \$98 thousand from September 2016.
- Accounts Payable is up significantly primarily due to quarterly Nevada UPL payments (subsequently paid in November).

Chairman Hilton entertained a motion to approve the Financial Statement for the period ending October 31, 2016.

**MOTION:** Trustee/Secretary Gianoli moved to approve the Financial Statement for the period ending October 31, 2016. The motion was seconded by Trustee Rowley and carried.

**2) Approve Vouchers:**

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

10/20/2016	106111-106250	\$ 460,247.50
11/3/2016	106251-106362	\$ 524,307.34

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

**MOTION:** Trustee/Secretary Gianoli moved to approve the accounts payable vouchers 106111 through voucher 106362 as presented. The motion was seconded by Vice-Chairman Derbidge and carried.

**b) Refunds:** Trustee/Secretary Gianoli presented refunds:

10/26/2016	6612-6629	\$ 7332.77
11/3/2016	6630-6646	\$ 6520.12

Chairman Hilton entertained a motion to approve the refund vouchers 6612 to 6646 as presented.

**MOTION:** Trustee/Secretary Gianoli moved to approve refund voucher 6612 through voucher 6646 as presented. The motion was seconded by Trustee Rowley and carried.

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

10/24/2016	31670-31671	\$ 23,920.99
10/27/2016	31672-31701	\$ 427,980.59
10/27/2016	31702-31705	\$ 11,912.30
11/10/2016	31706-31740	\$ 470,280.27
11/10/2016	31741-31743	\$ 97,366.24
11/11/2016	31744-31881	\$ 27,889.78

Chairman Hilton entertained a motion to approve the payroll voucher 31670 to 31881 as presented.

**MOTION:** Trustee/Secretary Gianoli moved to approve the payroll vouchers 31670 through voucher 31881 as presented. The motion was seconded by Vice-Chairman Derbidge and carried.

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

11/16/2016 Self Pays	October 2016	\$	471,289.97
11/16/2016 Medicare	October 2016	\$	42,059.52

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, 2016 as presented. The motion was seconded by Trustee Rowley and carried.

**NEW BUSINESS**

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

Chairman Hilton opened the performance review of Matt Walker, CEO with his evaluation and comments. Chairman Hilton believes Matt has done a good job and has taken on additional responsibilities. Chairman Hilton would like Matt to have more public appearances and gave his recommendation for a salary increase. Vice-Chairman Derbidge feels Matt has done an excellent job with the only concern he has is more public appearances. Vice-Chairman Derbidge gave his recommendation for a salary increase and the length of Matt’s contract. Trustee/Secretary Gianoli also feels Matt is doing a good job as the CEO making the difficult decisions for the hospital that are sometimes the unpopular decision. Trustee/Secretary Gianoli values Matt’s willingness to take on additional responsibilities and appreciates his positive attitude. It is Trustee/Secretary Gianoli’s opinion that Matt is doing a really good job. Trustee/Secretary Gianoli also recommended more time in the community and various organizations promoting the hospital, to continue working on the physicians contracts to encompass quality not just quantity, continue to develop a better understanding of the hospital finances and continue to work on the problems and difficulties with billing. Trustee/Secretary Gianoli would like to see more details on the agenda under the administrators report. Trustee/Secretary Gianoli gave her recommendations for a salary increase. Trustee Rowley also agrees with the other board members and their comments and agrees with more public appearances. Trustee Rowley feels Matt has done a wonderful job and gave his recommendations on the salary increase and contract length. Trustee Bybee feels Matt is doing a terrific job and tackles everything put in front of him and has no problem jumping into things, which is very impressive. As far as the salary is concerned Trustee Bybee gave his recommendation. Trustee/Chief of Staff Mugosa clarified a couple of questions the Board had on the Evaluation Form they had completed on Matt’s job evaluation, speaking for the medical staff in regards to interaction with employees, physicians and patients that the Board does not see on a daily basis. Trustee/Chief of Staff Dr. Mugosa did not elect to participate in the salary and contract discussion.

Chairman Hilton asked if there was any further discussion or questions.

Chairman Hilton entertained a motion for the possible pay adjustment for Matt Walker, CEO.

**MOTION:** Vice-Chairman Derbidge moved to approve a salary increase of \$ 20,000.00 and increase the length of the contract by three years, to seven years.

Chairman Hilton asked for a second on the motion, no motion for a second, without a second the motion dies.

Chairman Hilton asked for other motions on the possible pay adjustment for Matt Walker, CEO.

**MOTION:** Trustee Bybee moved to approve a salary increase of \$ 15,000.00 and stay with the existing five year contract, having four years remaining. The motion was seconded by Vice-Chairman Derbidge and carried. Trustee/Chief of Staff Dr. Mugosa chose to abstain from the vote.

## **B. 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:** Trustee Rowley moved to approve Section 3.4 Delegation to the CEO of the Board Governance Policies. The motion was seconded by Vice-Chairman Derbidge and carried.

### **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 CEO Performance of the Board Governance Policies. The motion was seconded by Trustee/Secretary Gianoli and carried.

### **3) 3.6 Ends**

Chairman Hilton entertained a motion to approve 3.6 Ends.

**MOTION:** Trustee/Secretary Gianoli moved to approve Section 3.6 Ends of the Board Governance Policies. The motion was seconded by Trustee Rowley and carried.



**C. Appointments/re-appointments:**

**1) Appointments:**

**a) Kathryn McClanahan, DO - Hospitalist**

**MOTION:** Trustee/Chief of Staff Dr. Mike Mugosa made a motion to approve the appointment of Kathryn McClanahan DO to the Medical Staff of William Bee Ririe Hospital and Rural Health Clinic. The motion was seconded by Trustee/Secretary Gianoli and carried.

**2) Re-appointments:** None

**D. Administrator's Report:**

Tracie Gust, RN - CNO, reported to the Board of Trustees for Matt Walker, CEO on:

- The Medicaid meetings that Matt had last week while he was in Reno went well and very promising if we take over the Care Center project. The letters of intent have gone out. Richard Sears the hospital Attorney explained the letters of intent to the Board of Trustees.
- The employee insurance will be changing to Cigna; the board will be invited to the open enrollment meeting as soon as those are scheduled.
- Dr. Erickson was here for the first time last week, everything went great. The staff learned a lot from him and enjoyed working with him.
- Dr. Porter ENT signed a contract so as soon as his PA gets licensed we will have ENT coverage once again. The PA will come 2 to 3 months then Dr. Porter will come to do procedures or surgeries.
- Rocky passed her APRN test so as soon as she gets all of her licensing she will be coming on, probably after the first of the year.
- American Med Flight team from Ely was in a fatal crash last weekend in Elko. Tracie spoke to the manager this morning and they are concerned on how they would be able to provide coverage. Other flight teams are available from Summit and the U of U.

**E. Correspondence Received Since Last Meeting:** None

**F. Set Date and Time for the Next Regular and/or Special Meeting:**

- 1) Next Regular Meeting and Annual Critical Access Hospital Meeting – Monday, December 19, 2016 at 5:00 p.m.**

Chairman Hilton entertained a motion to approve the scheduling of the next Regular Board of Trustees 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 19, 2016 at 5:00 p.m. The motion was seconded by Trustee/Chief of Staff Dr. Mugosa and carried.

**G. Board Comments:** Trustee Rowley asked if Matt was not happy with the salary and contract, would the Board have to revisit it. The Board of Trustees unanimously agreed that was the final decision.

Trustee/Secretary Gianoli wanted clarification on the risk management wrongful termination case if this was a second case or the same case from last month. The Board felt it was the same case.

**H. Staff Comments:** None

**I. 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. Seeing none Chairman Hilton moved to item J.

**J. Adjournment:**

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

**MOTION:** Vice-Chairman Derbidge moved to approve the adjournment of the White Pine Hospital District Board of Trustees meeting. The motion was seconded by Trustee Rowley and carried.

Adjournment: 6:05 p.m.

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Burton Hilton, Chairman

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Julie Gianoli, Secretary

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Dale Derbidge, Vice Chairman

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Richard Rowley, Trustee

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Mike Mugosa, MD –Trustee/Chief of Staff

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Mark Bybee, Trustee

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Matthew Walker, CEO