

**Kit Carson County Health Service District
Regular Meeting Board of Directors**

Minutes for August 23, 2017

0.0 Roll Call

Bancroft.....Present
Korbelik.....Absent
Mitchek.....Present
George.....Present
Rueb.....Present
McDaniel....Present
Rodriguez....Absent

Staff Present: Corey Fedie, Charlene Morgan, Heather Cullop, Susan Vaughan, Janice Davenport, Alissa James, Karen Hooker, Megan Ehrlich, and Marty Gaither.

Guests: Jennifer Sullivan, Caplan and Earnest.

I. Call to Order

II. Amendments and Approval of Agenda

Amendments to the Agenda:

New Business: Policy Approval

Executive Session: Personnel Matters C.R.S§ 24-6-402(4) (f)

Executive Session: C.R.S § 24-6-402 (4) (b)

A MOTION was made by Mr. McDaniel to amend the agenda with the previously stated changes.

This motion was seconded by Ms. Rueb:

Discussion: None

Outcome:

All Aye-Motion Passed

III. Recognition of Special Guests and Announcements

a. Jennifer Sullivan, Caplan & Earnest

Jennifer Sullivan discussed that her team has been working with the district to revise the Bylaws. Ms. Sullivan stated that this session is for educational purposes, there will be no legal advice given. Ms. Sullivan provided a power point discussion to highlight the roles and responsibilities of the Board of Directors. Ms. Sullivan discussed the sources of responsibility for the Board, such as the Special District Act, Colorado Government Code, Colorado Sunshine Laws and various others. During this conversation Mr. Mitchek asked what the consequences are when reports are not filed in a timely manner. Ms. Sullivan stated that though there may not be immediate consequences, it may affect operation of the facility. Ms. Sullivan discussed 10 Key Board Responsibilities. Ms. Sullivan discussed tips for managing the Boards responsibilities. She recommended that the Board develop a checklist with substantive responsibilities. Ms. Sullivan also addressed the Colorado Open Meetings Law. This law requires that the Board act in public sessions. The board cannot make decisions in executive sessions. Ms. Sullivan discussed the delicacy of email chains as well. She stated that under the law, 3 or more members of the board in an email chain is also considered a meeting. The general ethical duties for public officers was also discussed as well as conflict of interest. Ms. Sullivan states that that potential conflicts of interest should be disclosed to the Board and to the Secretary of State at least 72 hours in advance of a meeting. Ms. Sullivan says that minutes of the meeting must reflect that a potential conflict was disclosed. Proper protocol should

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be followed up the disclosure of a potential conflict. The conflicted individual should not be present during the discussion of the conflicting item but may remain for other agenda items. Ms. Sullivan states that there are more details for the board responsibilities and obligations in the revised bylaws. Ms. Sullivan asked for questions:

Mr. George asked: Is it a conflict if the director has a spouse of the hospital. Ms. Sullivan stated that potentially it is a conflict. There is always a potential for salary discussions, personnel issues. Sullivan stated that this information should be disclosed on the annual conflict of interest statement. Sullivan discussed that the recommendation is that you take all potential conflicts and apply these principals broadly for total transparency.

A Motion was made by Mr. George to enter into Executive Session for Legal Advice under C.R.S § 24-6-402 (4) (b) This motion was seconded by Ms. Rueb.

Outcome:

All- Aye Motion Passed

It was moved and seconded to enter into Executive Session at 6:57 p.m.

Statement: Jennifer Sullivan legal counsel for the district has been asked to provide legal advice for the district, in her opinion all discussions will be confidential.

Attendance: Virgil George, Casey McDaniel, Brenda Rueb, Ryan Bancroft, Garret Mitchek, Charlene Morgan, Corey Fedie, Jennifer Sullivan, and Heather Cullop.

A Motion was made by Mr. George to exit Executive Session. This motion was seconded by Mr. McDaniel.

Discussion: Jennifer Sullivan legal counsel for the district, we have just concluded executive session C.R.S § 24-6-402 (4) (b) for the purpose of legal advice to the board on specific legal issues related to governance. It is my opinion that all discussions qualified for confidential statutes.

Outcome:

All Aye- Motion Passed

It was moved and seconded to exit Executive Session at 7:51 p.m.

Motions from Executive Session: None

Regular Session was resumed at 7:51 p.m.

Mr. Bancroft called for a brief recess at 7:52 p.m.

Recess was concluded and regular session resumed at 8:00 p.m.

IV. Approval of Minutes from Previous Meetings

a. July 26, 2017

A MOTION was made by Mr. George to approve the previous meeting minutes with minor spelling corrections. This motion was seconded by Ms. Rueb.

Outcome:

All Aye-Motion Passed

V. Approval of Bills and Appropriations

a. Vendor Check Registers/Credit Card Charges (Consent Items)

Board

Mr. McDaniel asked for clarification on items that were over \$5,000. Ms. Ehrlich and Mr. Fedie discussed these items with Mr. McDaniel.

It was requested that the finance team provide each of these transactions over \$5,000 with a general description moving forward.

A MOTION was made by Mr. Mitchek to approve the consent agenda items as presented. This motion was seconded by Mr. George.

Outcome:

All Aye- Motion Passed

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VI. Hearings

VII. Reports of Officers, Committees, Professional/Consultants

- a. Chief Clinical Officer Charlene Morgan
Charlene stated that all reports are available in the packet. Ms. Morgan discussed a new outpatient process that staff is working on. She also discussed that they have created a position for Outpatient coordinator. Ms. Morgan states that this is not a new employee, but simply a new position. Ms. Morgan states that we have reduced our travelers by one, and we are working to hire permanent RNs. She discussed that for a traveler it is about 2.5 x the cost for the traveler vs. nurse. Mr. George noted that there has been a decrease in the overall census, and asked Ms. Morgan whether the reason can be pinpointed. Ms. Morgan stated that the decrease is historically seasonal, due to the weather and people being out of town. She stated that the decrease is across the board in all departments.
- b. Chief Operations/Compliance Officer Corey Fedie
All reports are available in the packet. Mr. Fedie stated that the Benefits RFP's have been sent out, they have given a deadline of 2 weeks to response to the RFP. Mr. Fedie expects to have them very soon. Mr. Fedie discussed that there was one RN Separation and one new RN has been hired. Mr. Fedie states that there has been quite a bit of interest for permanent staff. Mr. Fedie discussed that they are working on the Community Health Needs assessment, he states that this is for overall health throughout the community. These are scheduled community forums in partnership with other community members, and that various leadership staff from the district is a part of. Mr. Fedie states that Public Health is required to have a CHNA every 5 years, and we are required every 3 years, so this has been a good opportunity to meet regulatory Standards as well as collaborate with another community agency.
Mr. Fedie discussed that the Breast Cancer walk is coming up in October. Mr. Fedie asks that if any Board Members are interested in helping, that they contact Alissa James.
Mr. Fedie presented a request for approval for Credentialing for Mr. Joseph Houkal, MD as approved and recommended by the Medical Staff.
Mr. George asked Mr. Fedie what the status was on the boilers. Mr. Fedie stated that we do not have a firm bid yet, but a deadline has been set. He stated that he has been in contact with 3-4 service companies, but is running into issues with our rural location. Mr. Fedie believes that we should be able to repair one of the boilers at a reasonable price.
- c. NSide Consulting Colette Martin
Mr. Fedie discussed that there has been a loss with DCOH. Our receivables are up although our volumes are down. Mr. Fedie discussed that we are still challenged with Medicaid. Mr. Fedie stated that Medicaid approval has come through and billing has started although there has not been any receivables from those charges. Mr. Fedie discussed the financial statements that were available in the packets.
Mr. Fedie discussed the PARA CAH Revenue Integrity Program. PARA will be doing an internal review of our charge master and billing protocols. Mr. Fedie stated that with PARA's help, the district could increase their revenue significantly. Ms. Rueb questioned whether there is another place that we can get quotes from. Mr. Fedie discussed that the cost is similar for other vendors, but this company has been highly recommended by NSide Consulting. Mr. Mitchek asked whether the contract was 12 or 24 months. It was reported by Mr. Fedie that there is documentation that PARA has committed to a 12 month contract. Mr. George inquired whether there are any areas in the contract where PARA would have a penalty if they do not provide a specific monetary or percentage amount. Mr. Fedie stated that he was not aware of any.

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Mr. George also asked how the district will be informing the general public of the billing changes. Mr. Fedie stated that we will be required to post our minimal charges for the public on Jan. 1 2018. This will include the updated charges.

A **MOTION** was made by Mr. George to enter into a 12 month contract with PARA CAH Revenue Integrity Program. This motion was seconded by Mr. Mitchek

Outcome:

Majority Vote 4:1 Motion Passed

2018 Budget,

Mr. Fedie discussed the proposed 2018 budget memo that was presented to the board.

Mr. George asked whether we plan to use NSide as a controller interim. Mr. Fedie stated that we intend to use them to get all of the financial areas stable before bringing in a CFO.

- d. Quality Report C.R.S § 25-3-109 Karen Hooker
Ms. Hooker discussed that we have had 118 days without a patient fall. Ms. Hooker also discussed a discrepancy that has been found in the way that readmissions are reported. She does not believe that the numbers are reflecting the actual readmissions. She will continue working on this. Ms. Hooker reported that they have been able to identify more medication errors with Susan Vaughan on board, this has created an increase in Variance Reports as well.

VIII. Unfinished Business

IX. New Business

- a. Board Officer Positions
Mr. Fedie discussed with the board the necessity for the board to understand the requirements of the Board Officer Positions, and requests that they review them before the next meeting.
- b. Policy: Employee Posting Policy.
Mr. Fedie discussed the updated Employee Posting Policy, and stated that he was requesting approval to implement this policy.
A **MOTION** was made by Mr. Mitchek to approve the Employee Posting Policy, effective immediately. This motion was seconded by Ms. Rueb.
Discussion: None
Outcome: **All Aye-Motion Passed**

X. Executive Session:

C.R.S§ 24-6-402 (4) (b) Executive Session for the purpose of obtaining legal advice on specific legal issues involving governance

C.R.S§ 24-6-402 (4) (f) Personnel Issues

A **MOTION** was made by Mr. Mitchek, to enter into Executive Session for C.R.S§ 24-6-402 (4) (f). This motion was seconded by Mr. McDaniel.

Discussion: None

Outcome:

All Aye-Motion Passed

Executive Session was entered into at 9:30 p.m. for C.R.S§ 24-6-402 (4) (f)

Attendance: Corey Fedie, Charlene Morgan, Garret Mitchek, Ryan Bancroft, Brenda Rueb, Casey McDaniel, Virgil George, Heather Cullop.

A **MOTION** was made to exit Executive Session by Mr. Mitchek. This Motion was seconded by Ms. Rueb.

Outcome:

All Aye- Motion Passed

Executive Session was concluded at 9:50 p.m.

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A MOTION was made by Mr. George to accept the proposed 1 year extension contract with Dr. Frankum. This motion was seconded by Mr. McDaniel.

Outcome: **All Aye-Motion Passed**

A MOTION was made by Mr. McDaniel to amend the agenda to include an Executive Session for C.R.S § 24-91-101 for the purpose of contractual discussion. This motion was seconded by Mr. George.

Outcome: **All Aye-Motion Passed**

A MOTION was made by Ms. Rueb to enter into Executive Session under C.R.S § 24-91-101. This motion was seconded by Mr. McDaniel.

Outcome: **All Aye-Motion Passed**

Executive Session was entered into at 9:55 p.m.

Attendance: Corey Fedie, Charlene Morgan, Garrett Mitchek, Brenda Rueb, Casey McDaniel, Virgil George, and Heather Cullop.

A MOTION was made by Mr. McDaniel, to conclude Executive Session. This motion was seconded by Mr. George.

Outcome: **All Aye-Motion Passed**

Executive Session was concluded at 10:07p.m.

At 10:08 p.m. the meeting returned to regular session

XI. Next Regular Meeting

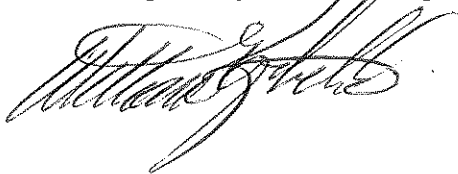
September 27, 2017

XII. Adjournment

A MOTION was made by Ms. Rueb to adjourn. This motion was seconded by Mr. George.

Outcome **All Aye-Motion Passed**

The meeting was adjourned at 10:09 p.m.

A handwritten signature in black ink, appearing to be "M. George", is written over the text of the adjournment.