

**LEWIS COUNTY HOSPITAL DISTRICT NO. 1
BOARD OF COMMISSIONERS' SPECIAL MEETING**

January 28, 2015 at 4:00 p.m.
Morton General Hospital
Conference Room 1

MINUTES

PRESENT: Secretary Marc Fisher, Commissioner Kenton Smith, Board Chair Sheri Hendricks, Commissioner Judy Ramsey, Commissioner Ross Jones via Skype and Superintendent Seth Whitmer.

CALL TO ORDER

Board Chair Hendricks called the meeting to order at 4:00 p.m.

RECOGNITION

Superintendent Whitmer wanted to thank Mitch Walter, Carl Lian, and Brianne Hoffman for their service here at Morton General Hospital. Superintendent Whitmer presented Board Chair Hendricks with a clock to thank her for serving as the 2014 board chair.

APPROVAL OR AMENDMENT TO AGENDA

Superintendent Whitmer asked to revise the agenda to add the Resolution 14-36 Addendum. Commissioner Ramsey made a motion to amend the agenda to add Resolution 14-36 Addendum. Secretary Fisher seconded and the motion passed unanimously.

Resolution 14-36 Addendum: Beth Thames, the Branch Manager at Security State Bank presented to the board new signature cards. Superintendent Seth confirmed internal staff will be reviewing for dual control, as the bank does not monitor nor offer two signature required accounts. Commissioner Jones requested signers to have legible signatures; however, Beth clarified these are their legal signatures recorded at the bank. Commissioner Ramsey made a motion to approve Resolution 14-36 Addendum and Secretary Fisher seconded. The motion passed unanimously.

COMMENTS AND REMARKS

The audience was given an opportunity to ask questions and voice concerns. Many audience members made comments.

EXECUTIVE SESSION

Executive session began at 4:30 p.m. for thirty minutes to review over the Quality Report. Executive session ended at 5:00 p.m. No decisions were made.

The Board returned to open session at 5:05 p.m.

CONSENT AGENDA

The Consent Agenda included the following:

- Minutes of the **November 19, 2014** Quality Improvement Oversight Meeting (*Action*)
- Minutes of the **December 17, 2014** Regular Board Meeting (*Action*)
- Minutes of the **January 6, 2015** Special Board Meeting (*Action*)
- Minutes of the **December 23, 2014** Finance Committee Meeting (November)
- Warrants **60162-60493** in the amount of **\$1,723,601.87** dated November, 2014 (*Action*)

Commissioner Jones made a motion to accept the amended minutes for January 6, 2015 for correcting the Executive Session section to reflect their vote of confidence in Superintendent Whitmer, along with requested redacting the name on page 71 of the paid invoice report. Commissioner Ramsey seconded and the motion passed unanimously.

OLD BUSINESS

RONE Program: There are no applicants, which is why no one is starting this year. Our employees get first option to apply for the program and then community. We usually have more applicants verses spots available.

Re-Districting by Population: Superintendent Whitmer has requested more information from the county and Jody Corona's team, as their population numbers are not matching. We need to clarify if it is total population verses voters. Superintendent Whitmer anticipates having more information for the next board meeting to make a decision that will put districts back into compliance.

Invoice Question for September of 2014: Documentation provided to the board was a sufficient explanation.

At 5:35 p.m. Secretary Fisher called for a ten minute break.

The Board returned to open session at 5:45 p.m.

NEW BUSINESS

Health Reimbursement Arrangement (HRA): Shannon Kelly, Chief Human Resources Officer presented the HRA document and asked that it be adopted for the plan year of 2015. Commissioner Jones moved and Commissioner Smith seconded to approve **Resolution 15-05** to adopt the HRA. The motion passed unanimously.

Discussion of Board Bylaws: Board Chair Hendricks explained we need to review over the bylaws every two years. Commissioner Smith and Secretary Fisher will review the order of business and bring back to the team at the next board meeting.

Discussion of Board Policy-Distribution of Board and Committee Packets.

Board Chair Hendricks pointed out that the policy that states 5 days; however, we do not know if that means business days or calendar days. The board defined it as calendar days.

Finance Committee Meeting-The board would like the check register one week in advance before finance meeting. Finance statements can be in the packet, but not the minutes. On Wednesday morning of the week of the finance meeting the minutes will be emailed to the board. The finance meeting will be the fourth Monday of every month. The agenda will be emailed out a week in advance of the meeting.

Any committee minutes within 7 days of the board meeting will be presented the day of the board meeting. Commissioner Jones made a motion and Secretary Fisher seconded. The motion passed unanimously.

Electronic copies will be emailed to the board and paper copies may be requested. Commissioner Ramsey made a motion and Commissioner Smith seconded. The motion passed unanimously.

Election of Board Officers: Commissioner Ramsey nominated Board Chair Hendricks to serve as the board chair for 2015. Commissioner Jones seconded and the motion passed unanimously. Board Chair Hendricks graciously accepted. Board Chair Hendricks nominated Commissioner Smith as the Secretary. Commissioner Ramsey seconded and the motion passed unanimously. Commissioner Smith accepted, as long as Commissioner Fisher will serve as board chair in Board Chair Hendrick's absence. Commissioner Jones requested that we check the board

bylaws. We will need to connect with Beth Thames at Security State Bank to update our signature cards to include Commissioner Smith as the board's Secretary going forward.

Code of Ethics: Annually the board signed the Code of Ethics. Emailing the Code of Ethics to Commissioner Ross to sign and return.

Strategic Plan-Discussion & Action: The document we received from Jody Corona is in draft form. Superintendent Whitmer asked the board members to review and we would defer to a Special Board Meeting to review and approve. The board would like to send a thank you note to Jody Corona and Ben Lindekugal. Commissioner Ramsey proposed to have a Special Board Meeting on either February 9th, February 16th or 17th. The board decided the Special Board Meeting would be on Monday, February 9th at 9:30 am to 11 am.

SUPERINTENDENT REPORT

Superintendent Whitmer shared the new mileage rate of 57 cents per mile. Commissioner Fisher requested to review the Board Travel Policy at the next board meeting.

Also, he shared that we will be implementing Kronos here in March. Superintendent Seth is researching the option for the board to be able to manage their time clock from home. The board members hours will continue to be audited by the Executive Assistant, Shana Garcia.

Superintendent Whitmer reviewed over his goals. He highlighted on the following:

- In the finance area, we have come to a settlement with Healthland. It was a significant savings; however, Superintendent Whitmer is unable disclose amount as Healthland required it be confidential. Also, the hospitals ED charges are significantly less than other hospitals in the collaborative, so we might be able to bring in a little more revenue.
- Within the community, Superintendent Whitmer is communicating with local businesses to try and revitalize businesses in the community to be successful.
- In regards to the EMS Transport Services, Superintendent met with the Fire Districts to talk about improving our transport services. We will continue to work on this issue as we need a solution.

BOARD COMMITTEE REPORTS

Financial Report: Ron would recommend that we put the Balance Sheet and Income Statement onto one page each. Then he would put together a comparison chart to show actual against the budget and the same time last year. He envisions sharing visual graph/grid to show trends.

Ron reviewed the Summary Balance Sheet. Some key items include \$1.8MM in cash and equivalents, total AR is \$4.1Million and current assets at \$7.1 MM. Current liabilities are at 1.2MM, which is an amount the hospital will pay in the next 12 months. We are in good shape to meet our normal liabilities in the next 12 months.

Ron shared that we use WIPFLI to help with the Medicare Cost Report and help pull together the statements for the end of the year. WIPFLI assists with calculating what the reserves need to be.

Ron noted that on the Income statement we've been reporting the dollars related to bad debt as expense. Bad debts are a reduction of revenue as opposed to an expense. Our financials then will list bad debts as a revenue deduction. Our Revenue Deductions total approximately 33% of our charges. MGH is collecting 67 cents on the dollar of our charges. Under the Total Operating Expenses section, it was noted that year over year Depreciation is up, along with Purchased Services-other is down. Professional Fees go up or down depending how the ER physicians are hired as either contract or not. At this point, we are at break even and would not report a net gain for the year.

~~Campbell's Resort:~~ Superintendent Whitmer would like to know if the board would like attend. The commissioners were on board, so the Executive Assistant, Shana Garcia will confirm reservations. Superintendent Whitmer suggested that we do our next Strategic Planning before or after the training. Secretary Fisher expressed concerns as historically board members are ready to go home by the end. Commissioner Ramsey noted we have a Board Meeting on June 24, 2015 on the day the board members are supposed to come home. Commissioner Jones questioned whether we have an agenda from WSHA yet, so Superintendent Whitmer will follow up.

Secretary Fisher reminded Superintendent Whitmer that we need to connect Buddy Rose with Ben Lindekugal if we haven't already done so.

HOSPITAL FOUNDATION REPORT

Superintendent Whitmer reported that the Mommy Shower that the foundation put on was a huge success. They had 22 registered mommies. The foundation had planned activities, giveaways, mommy/baby photos and more. The Foundation wants to continue the energy, as it's a great thing for the community and it brought new people into the hospital. Also, the Foundation will be working on board bylaws on February 16, 2015.

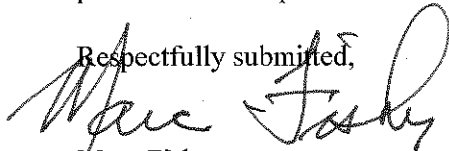
EXECUTIVE SESSION

Executive Session began at 7:20 p.m. for thirty minutes to review a public employee. No decisions were made.

ADJOURNMENT

Commissioner Jones moved and Commissioner Smith seconded to adjourn the meeting at 9:00 p.m. The motion passed unanimously.

Respectfully submitted,



Marc Fisher
Board Secretary