



NOTICE OF REGULAR BOARD MEETING OF
THE UPPER SAN JUAN HEALTH SERVICE DISTRICT dba PAGOSA SPRINGS MEDICAL CENTER
Tuesday, July 25, 2017 at 5:30 PM
The Great Room, PSMC Main Building (in the old clinic area)
95 South Pagosa Blvd., Pagosa Springs, CO 81147

AGENDA

1) CALL TO ORDER; ADMINISTRATIVE MATTERS OF THE BOARD

- a) Call for quorum (by Secretary/Treasurer Jerry Baker)
- b) Approval of the Agenda (and changes, if any)

- 2) PUBLIC COMMENT** (This is an opportunity for the public to make comment and/or address USJHSD Board. Persons wishing to address the Board need to notify the Clerk to the Board, Jodi Scarpa, prior to the start of the meeting. All public comments shall be limited to matters under the jurisdiction of the Board and shall be expressly limited to three (3) minutes per person. The Board is not required to respond to or discuss public comments. No action will be taken at this meeting on public comments.)

~~3) MILESTONE MOMENT:~~

4) REPORTS

- a) **Oral Reports** (may be accompanied by a written report)
 - i) Chair Report Chair Mark Floyd
 - ii) Contracts Dir. Jerry Baker
 - iii) ~~Strategic Planning~~ ~~Vice Chair Greg Schulte~~
 - iv) ~~Succession Planning~~ ~~Dir. Kate Alfred~~
 - v) CEO Report Chief Executive Officer, Brad Cochennet
 - vi) Finance Report CFO, Dennis Wilson and Treasurer Jerry Baker
- b) **Written Reports** (*no oral report unless the Board has questions*)
 - i) CAO Report Chief Administrative Officer, Ann Bruzzese
 - ii) CNO Report Chief Nursing Officer, Kathee Douglas
 - iii) CMO Report Chief Medical Officer, Rhonda Webb
 - iv) COS Report Chief of Staff, Ralph Battels

- 5) CONSENT AGENDA** (The Consent Agenda is intended to allow Board approval, by a single motion, of matters that are considered routine. There will be no separate discussion of Consent Agenda matters unless requested.)

- a) Minutes - approval of minutes of the following meeting(s): Regular meeting of 06/27/2017 and Special

meeting of 07/11/2017.

- b) Medical Staff Report – approval of recommendations for new or renewal of provider privileges.

6) EXECUTIVE SESSION

The Board will meet in Executive Session pursuant to with C.R.S. Section 24-6-402(4)(e)(1) for purposes of discussing negotiations of the next CEO's employment agreement and instructing the negotiator (the Chairman of the Board) regarding the same.

Further, the Board reserves the right to meet in executive session for any other purpose allowed pursuant to C.R.S. Section 24-6-402(4) and such topic is announced at open session of the meeting.

7) DECISION AGENDA (Matters to be discussed and possible action by the Board)

- a) Consideration of Resolution 2017-12 regarding final negotiations and execution of the employment agreement for the next CEO of the Upper San Juan Health Service District.

8) OTHER BUSINESS

9) ADJOURN



MINUTES OF REGULAR BOARD MEETING

Tuesday, July 25, 2017

5:30 PM

The Great Room, PSMC Main Building (in the old clinic area)

95 South Pagosa Blvd., Pagosa Springs, CO 81147

The Board of Directors of the Upper San Juan Health Service District (the “Board”) held its regular board meeting on July 25, 2017, at Pagosa Springs Medical Center, The Great Room, 95 South Pagosa Blvd., Pagosa Springs, Colorado.

Directors Present: Chair Mark Floyd, Vice-Chair Greg Schulte, Secretary/Treasurer Jerry Baker, Director Dr. Jim Pruitt, Director Kate Alfred, and Director Matt Mees.

Present by phone were Director Dr. Richard Zak and CFO of Pagosa Springs Medical Center, Dennis Wilson.

1) CALL TO ORDER; ADMINISTRATIVE MATTERS OF THE BOARD

Chair Floyd called the meeting to order at 5:45 p.m. MDT and Clerk of the Board, Jodi Scarpa, recorded the minutes. A quorum of directors was present and acknowledged by Secretary/Treasurer Baker and the meeting, having been duly convened, was ready to proceed with business.

The Board noted approval of the agenda.

2) PUBLIC COMMENT

There was none.

3) MILESTONE MOMENT:

Item intentionally struck from agenda. There was none.

4) REPORTS

a) Oral Reports

i) Chair Report

Chair Floyd advised the Board there was no report.

ii) Contracts

Secretary/Treasurer Baker reported there were three contracts brought before the Contracts Committee, one renewal and two new contracts. All three contracts were found to be within acceptable norms.

iii) Strategic Planning

Item intentionally struck from agenda. There was no report

iv) Succession Planning

Item intentionally struck from agenda. There was no report

v) CEO Report

CEO, Brad Cochennet, advised the Board that a time table has been created to aid in the transfer of CEO roles and discussed various aspects of the time table.

vi) Finance Report

CFO Wilson presented the attached Finance Committee Report stating that the month of June was a decent month. As outlined in the attached report, Mr. Wilson advised gross charges for the month of June were 11 percent under budget, though three variables help in offsetting this variance: higher than expected 340B revenues and Provider Fee revenues, other operative income, and expenses were under budget.

Questions were asked and answered.

Secretary/Treasurer Baker stated that, as noted in the attached report, cash will be tight for the remainder of the fiscal year and requested further discussion by CFO Wilson. Mr. Wilson advised the Board in more detail.

Vice-Chair Schulte asked a question regarding 70 days cash on hand. CFO Wilson answered.

b) **Written Reports** *(no oral reports were presented unless the Board had questions)*

i) CAO Report

Vice-Chair Schulte asked a question regarding the reported meals served by Dietary. CAO, Ann Bruzzese, answered.

ii) CNO Report

There were no questions.

iii) CMO Report

There were no questions.

iv) COS Report

There were no questions.

5) **CONSENT AGENDA**

Chair Floyd opened the discussion briefly recounting the items on the consent agenda and inquired of any questions or objections. There were none.

Secretary/Treasurer Baker moved to approve the minutes of the regular meeting of

06/27/2017 and the special meeting of 07/11/2017, and the Medical Staff report recommendations for new or renewal of provider privileges.

Upon motion seconded by Director Dr. Pruitt, the Board unanimously approved said agenda items.

6) EXECUTIVE SESSION

Chair Floyd recessed the Regular Meeting at 6:10 p.m. MDT.

Upon motion duly made and seconded, the Board met in executive session at 6:15 p.m. MDT, pursuant to with C.R.S. Section 24-6-402(4)(e)(1) for purposes of discussing negotiations of the next CEO's employment agreement and instructing the negotiator (the Chairman of the Board) regarding the same.

Those present in executive session were: Chair Floyd, Vice-Chair Schulte, Secretary/Treasurer Baker, Director Alfred, Director Dr. Pruitt, Director Matt Mees, and Director Dr. Zak (via phone).

Also present were: CEO Brad Cochennet, CAO Ann Bruzzese, CEO finalist Dr. Rhonda Webb, and Ms. Scarpa as Clerk for the Board.

Chair Floyd adjourned the executive session and resumed the regular meeting at 6:32 p.m. MDT.

7) DECISION AGENDA

a) Consideration of Resolution 2017-12

Vice-Chair Schulte motioned to approve Resolution 2017-12 regarding final negotiations and execution of the employment agreement for the next CEO of the Upper San Juan Health Service District.

Upon motion seconded by Director Alfred, the Board unanimously approved Resolution 2017-12.

8) OTHER BUSINESS

There was none.

9) ADJOURN

There being no further business, Chair Floyd adjourned the regular meeting at 6:33 p.m. MDT.

Respectfully submitted,
Jodi Scarpa, serving as Clerk for the Board