



NOTICE OF REGULAR BOARD MEETING OF
THE UPPER SAN JUAN HEALTH SERVICE DISTRICT dba PAGOSA SPRINGS MEDICAL CENTER
Tuesday, January 23, 2018 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, Heather Thomas, 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: Facilities

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

- a) Consideration of Appointment to Fill Board Seat Vacancy Due to Resignation of Dr. Rick Zak
 - i) Recommendation of the Executive Committee
 - ii) Proposed Resolution 2018-1
- b) Consideration of PSMC Goals For 2018
 - i) Proposed Goals
 - ii) Proposed Resolution 2018-2
- c) Consideration of Support To Explore The Possibility of a Local Community College
 - i) Proposed Resolution 2018-3

5) REPORTS

- a) **Oral Reports** (may be accompanied by a written report)
 - i) Chair Report Chair Mark Floyd
 - ii) ~~Contracts~~ ~~Dir. Kate Alfred~~



MINUTES OF REGULAR BOARD MEETING

Tuesday, January 23, 2018

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 January 23, 2018, at Pagosa Springs Medical Center, The Great Room, 95 South Pagosa Blvd., Pagosa Springs, Colorado.

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

Present by phone were Chair Mark Floyd and USJHSD Chief Financial Officer, Dennis Wilson.

1) CALL TO ORDER; ADMINISTRATIVE MATTERS OF THE BOARD

Vice-Chair Schulte called the meeting to order at 5:31 p.m. MST and Clerk of the Board, Heather Thomas, 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.

Vice-Chair Schulte briefly commented as to why the agenda was ordered as it was, advising it was due to the possible appointment of a new board member to fill the vacancy as well as due to the subject matter of the executive session.

The Board noted approval of the agenda.

2) PUBLIC COMMENT

There was none.

3) MILESTONE MOMENT: Facilities

CEO, Dr. Rhonda Webb, gave a brief introduction and introduced Director of Ancillary Services (EMS, Facilities, Radiology and Lab), Jason Webb.

Mr. Webb noted various accomplishments of the Facility Department in 2017, including 47 after-hour crises; capturing 751 facility work orders in Facility Dude (the department’s operations management software); relocating numerous offices; the successful completion of Remodel 1 & 2; upgrading the fire alarm system; getting all HVAC systems in a preventative maintenance program; and decreasing utility costs by 10% - mostly by energy shaving.

Each of the Facility Department employees received a nominal gift card.

Vice-Chair Schulte and Director Mees both noted appreciation of the Facility Department’s work and accomplishments.

4) DECISION AGENDA

a) Consideration of Appointment to Fill Board Seat Vacancy Due to Resignation of Dr. Rick Zak

i) Recommendation of the Executive Committee

Vice-Chair Schulte presented before the Board the attached memorandum of the Executive Committee, noting gratification for receiving applications from five very qualified applicants. Vice-Chair Schulte advised, per the attached memorandum, that it is the recommendation of the Executive Committee to move to approve the appointment of Dr. Garrett King Campbell to fill the board seat vacancy for the remaining portion of the position's term, ending in May, 2018.

Chair Floyd advised the two members of the committee had come to the same conclusion, almost immediately, as to who they would recommend.

ii) Proposed Resolution 2018-1

Director Dr. Pruitt motioned to approve Resolution 2018-1, regarding the appointment of Dr. Garrett King Campbell to fill the vacant USJHSD Board of Directors position for the remaining portion of the position's term, ending in May, 2018. Director Mees seconded.

CAO and Legal Counsel, Ann Bruzzese, advised the Board of a correction to the attached memorandum, noting an expansion of statutory qualifications of being an eligible elector to include that an eligible elector must be registered to vote, and a resident of the District or one who has property interest within the District.

The Board noted legal counsel's advisory then unanimously approved said resolution.

b) Consideration of PSMC Goals for 2018

CEO Dr. Webb gave an overview of and presented the attached PSMC Goals for 2018.

Chair Floyd commented that, compared to last years' goals and other than financial goals, the goals listed may be difficult to measure and proposed a recommendation to staff to try to quantify goals to the extent they can be. Discussion ensued.

Vice-Chair Schulte inquired of the Board if they felt it acceptable to adopt the proposed resolution knowing that there may be some quantification that needs to occur later on. The Board unanimously agreed to move forward with the proposed resolution.

Director Dr. Pruitt asked a question regarding cash on hand, other than bond obligations. CFO Wilson answered. Further discussion ensued.

i) Proposed Resolution 2018-2

Secretary/Treasurer Baker motioned to approve Resolution 2018-2, to approve the 2018 PSMC Goals. Upon motion seconded by Director Mees, the Board unanimously approved said resolution.

c) Consideration of Support to Explore the Possibility of a Local Community College

i) Proposed Resolution 2018-3

Vice-Chair Schulte gave an overview of the proposed resolution and a brief background of the issue.

Director Dr. Pruitt asked for clarification of who, specifically, was requesting support. Vice-Chair Schulte answered. Discussion ensued.

Director Mees asked a question regarding formal responses by other local government agencies. Vice-Chair Schulte answered. Discussion ensued.

Secretary/Treasurer Baker motioned to defer (and not vote on) Resolution 2018-3, to explore the possibility of a local community college, until such time as the District has been requested and asked by the local school district to comment on the possibility of post-secondary education. Upon motion seconded by Director Alfred, the Board unanimously agreed to defer said resolution.

5) **REPORTS**

a) **Oral Reports**

i) Chair Report

Chair Floyd advised the Board there was no report.

ii) Contracts

Item intentionally struck from agenda. There was no report.

iii) Strategic Planning

Item intentionally struck from agenda. There was no report.

iv) CEO Report

CEO Dr. Webb reported a very successful Open House that was held January 18, 2018, with noted support from the community regarding continuing growth of primary care services. CEO Dr. Webb then highlighted the remodeling of the old clinic area for oncology, noting the first oncology patients were scheduled for February 5, 2018.

Director Mees asked a question regarding current infusion rooms. COO/CNO Kathee Douglas answered.

v) Finance Report

Secretary/Treasurer Baker gave a brief overview of the attached Finance Report noting various areas of focus for 2018. Secretary/Treasurer Baker also highlighted meeting bond obligations in 2017, with respect to cash on hand, and Accounts Receivable were well below the year-end goal of 60 days.

CFO Wilson discussed the attached Finance Report in more detail. Discussion ensued.

Director Dr. Pruitt asked a question regarding reserves for accounts receivable calculation. CFO Wilson answered.

Director Mees asked a question regarding frequency of inventory review. COO/CNO Douglas answered.

Director Dr. Pruitt asked a question regarding scanning of equipment for inventory. COO/CNO Douglas answered.

Further discussion ensued.

vi) Remembering Dick Babillis

Chair Floyd remembered Dick Babillis as having a relentlessly-positive outlook on everything related to the medical center and an endless willingness to help out whenever he could. Chair Floyd ended by stating Dick was a true friend to the district and will be missed.

Director Dr. Pruitt remembered Dick by stating Dick was chair-person of this Board during “a very dark time of the district” and was a shining light amongst the Board. Director Dr. Pruitt further remembered Dick as personally taking tremendous amount of flak from the community for his position on the Board, and he was a man of quality and an example to others. Director Dr. Pruitt ended by stating Dick had a persistent insistence that people can and should work together.

b) **Written Reports** *(there was no oral report unless the Board had questions)*

i) Report of Accomplishments of 2017 Goals

There were no questions.

ii) Medical Staff Report

Director Dr. Pruitt asked a question regarding provider staff privileges. CAO Bruzzese advised the subject would be discussed in more detail during the executive session.

6) EXECUTIVE SESSION

Secretary/Treasurer Baker motioned to enter into executive session. Upon motion seconded by Director Dr. Pruitt, the Board entered into executive session at 6:41 p.m. MST, pursuant to C.R.S. Section 24-6-402(4), for purpose of receiving legal advice on specific legal questions.

Directors present in executive session were: Chair Floyd (by phone), Vice-Chair Schulte, Secretary/Treasurer Baker, Director Alfred, Director Dr. Pruitt, Director Mees and Director Dr. Campbell.

Also present in executive session were: CEO Dr. Rhonda Webb, CAO Bruzzese, COO/CNO Kathee Douglas, CFO Wilson (by phone), and Ms. Thomas as Clerk of the Board.

Vice-Chair Schulte adjourned the executive session at 7:22 p.m. MST.

7) CONSENT AGENDA

Vice-Chair Schulte noted consent agenda items 7a and 7b would be voted on separately due to abstention.

a) Approval of Minutes

Secretary/Treasurer Baker motioned to approve the minutes of the regular meeting of 11/14/2017. Upon motion seconded by Director Mees, Director Dr. Campbell abstained due to not being present at said meeting. The remainder of the Board unanimously approved said agenda item.

b) Acceptance of Medical Staff Report Recommendations

Chair Floyd motioned to accept Medical Staff recommendations for new or renewal of provider privileges. Director Alfred seconded.

Director Dr. Pruitt advised the Board of his desire to receive recommendation of privileges forms and for the peer review policy change to be separated out from the recommendations for initial or reappointment of privileges for the positions and providers listed. The Board noted Director Dr. Pruitt's statement. The statement was duly noted by staff.

Vice-Chair Schulte reminded the Board that there was a motion and a second for said agenda item. The motion passed with Directors Floyd, Schulte, Baker, Alfred, Mees and Dr. Campbell voting in favor, and Director Dr. Pruitt voting against.

c) Board Meetings in 2018 and d) Ministerial Matters Related to May 8, 2018, Election

Director Dr. Pruitt motioned to approve both agenda items 7c to establish USJHSD 2018 notice and posting locations and the Board's regular meeting schedule, and 7d regarding ministerial matters related to the May 8, 2018, election of Board members. Upon motion seconded by Director Mees, the Board unanimously approved said agenda items.

8) OTHER BUSINESS

Clerk of the Board, Ms. Thomas, advised the Board that the attached Transparency Notice was filed with DOLA by the deadline of January 15, 2018, as well as copies being provided to the counties within the District and their applicable governmental entities on January 5, 2018. Ms. Thomas further advised the Board the Transparency Notice was also updated on the website of the Special Districts Association of Colorado.

The Board then completed and submitted to the Clerk annual disclosures for conflicts of interest and gifts.

9) ADJOURN

There being no further business, Vice-Chair Schulte adjourned the regular meeting at 7:28 p.m. MST.

Respectfully submitted,
Heather Thomas, serving as Clerk of the Board

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| iii) Strategic Planning | Vice Chair Greg Schulte |
| iv) CEO Report | Chief Executive Officer, Dr. Rhonda Webb |
| v) Finance Report | CFO, Dennis Wilson and Treasurer Jerry Baker |
| vi) <i>Remembering Dick Babillis</i> | Chair Mark Floyd |

b) **Written Reports** (*no oral report unless the Board has questions*)

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| i) Report of Accomplishments of 2017 Goals | Ann Bruzzese, CAO & Kathee Douglas, COO/CNO |
| ii) Medical Staff Report | Dr. Ralph Battels, Chief of Staff |

6) EXECUTIVE SESSION

Pursuant to C.R.S. Section 24-6-402(4), the Board will meet in executive session to receive legal advice on specific legal questions.

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) 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) Approval of Minutes for the following meeting(s): Regular meeting of 11/14/2017
- b) Approval of Medical Staff report recommendations for new or renewal of provider privileges.
- c) Board Meetings In 2018: Establish USJHSD 2018 notice-posting-locations and the Board's regular meeting schedule for 2018.
- d) Ministerial Matters Related to May 8, 2018 Election of Board Members:
 - i) Appoint Designated Election Official.
 - ii) Establish USJHSD terms for its regular May 8, 2018 election.
 - iii) Copy of Call for Nominations 2018
 - iv) Copy of Self Nomination and Acceptance Form

8) OTHER BUSINESS

- a) Clerk of the Board - Annual Matters
 - (1) Information Only - copy of the Transparency Notice that was filed with DOLA by the deadline 1/15/18.
 - (2) Board completion of annual disclosures for conflicts of interest and gifts.

9) ADJOURN