



NOTICE OF REGULAR BOARD MEETING OF
THE UPPER SAN JUAN HEALTH SERVICE DISTRICT dba PAGOSA SPRINGS MEDICAL CENTER
Tuesday, January 22, 2019, at 5:30 PM
The Board Room (**direct access – northeast entrance**)
95 South Pagosa Blvd., Pagosa Springs, CO 81147

AGENDA

1) CALL TO ORDER; ADMINISTRATIVE MATTERS OF THE BOARD

- a) Confirmation of quorum
- b) Board member self-disclosure of actual, potential or perceived conflicts of interest
- c) 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) EXECUTIVE SESSION

There will be an executive session regarding personnel matters pursuant to C.R.S. Section 24-6-402(4)(f)(I), specifically involving the annual evaluation of the CEO, who was previously informed of the meeting.

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

4) REPORTS

a) **Oral Reports** (may be accompanied by a written report)

- i) Chair Report Chair Greg Schulte
- ii) ~~Contracts~~ ~~Director Kate Alfred~~
- iii) ~~Strategic Planning~~ ~~Director Dr. Jim Pruitt and Director Karin Daniels~~
- iv) CEO Report Chief Executive Officer, Dr. Rhonda Webb
- v) Finance Report CFO Chelle Keplinger
and Treasurer Dr. Campbell

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

- i) Operations Report COO/CNO, Kathee Douglas
- ii) Medical Staff Report Chief of Staff, Ralph Battels

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

- a) [Consideration of Resolution 2019-02:](#) Regarding PSMC appointments to the Archuleta County Combined Dispatch Executive Board.
- b) [Consideration of Resolution 2019-03:](#) Regarding selection of a financial consultant.

6) 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 Board Member absences (if any).
- b) Approval of Minutes for the following meeting(s):
 - i) [Regular meeting of: 11/13/2018](#)
 - ii) [Special meeting of: 01/02/2019](#)
- c) Approval of [Medical Staff report](#) recommendations for new or renewal of provider privileges.
- d) Board Meetings in 2019: Establish USJHSD 2019 notice-posting-locations and the Board's [regular meeting schedule for 2019](#).

7) OTHER BUSINESS

- a) Clerk of the Board – Annual Matters
 - i) Information Only – copy of the [Transparency Notice](#) that was filed with DOLA by the deadline 01/15/2019.
 - ii) Board members to complete and return their [annual disclosures for conflicts of interest and gift policy and disclosure form](#).

8) ADJOURN



MINUTES OF REGULAR BOARD MEETING
Tuesday, January 22, 2019
5:30 PM
The Board Room
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 22, 2019, at Pagosa Springs Medical Center, The Board Room, 95 South Pagosa Blvd., Pagosa Springs, Colorado.

Directors Present: Chair Greg Schulte, Treasurer/Secretary Dr. King Campbell, Director Dr. Jim Pruitt, Director Kate Alfred, Director Karin Daniels, and Director Jason Cox.

Director(s) Absent: Vice-Chair Matt Mees. (The noted absence was excused due to prior notification.)

1) CALL TO ORDER

- a) Call for quorum: Chair Schulte called the meeting to order at 5:31 p.m. MST and Clerk to the Board, Heather Thomas, recorded the minutes. A quorum of directors was present and acknowledged.
- b) Board member self-disclosure of actual, potential or perceived conflicts of interest: There were none.
- c) Approval of the Agenda: The Board noted approval of the agenda.

2) PUBLIC COMMENT

There was none.

3) EXECUTIVE SESSION

Secretary/Treasurer Dr. Campbell motioned to enter into executive session. Upon motion seconded by Director Alfred, the Board entered into executive session at 5:35 p.m. MST, regarding personnel matters pursuant to C.R.S. 24-6-402(4)(f)(I), specifically involving the annual evaluation of the CEO, who was previously informed of the meeting.

Directors present in executive session were: Chair Schulte, Secretary-Treasurer Dr. Campbell, Director Alfred, Director Daniels, Director Dr. Pruitt, and Director Cox.

Also present in executive session was CEO Dr. Rhonda Webb.

Chair Schulte adjourned the executive session at 6:36 p.m. MST.

4) **REPORTS**

a) **Oral Reports**

i) Chair Report

Chair Schulte informed the Board of the upcoming Colorado Hospital Association Rural Health and Hospitals Conference, to commence March 6 – 8, 2019, in Golden, CO. Chair Schulte stated that he was able to attend the conference in 2018 and found it to have been a great opportunity to network with other rural hospitals and hear from experts on issues impacting rural health care in Colorado. Chair Schulte advised he is unable to attend the conference this year and is inquiring of two Board Members to attend in his place. Board Members are to contact CEO Dr. Webb with their interest.

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 informed the Board of updates regarding the DOLA grant, advising it is anticipated that full execution is to be completed no more than five weeks from today's date. A discussion ensued regarding a possible need for further Board action regarding execution of a final DOLA contract. It was noted that the Board approved, via Resolution 2018-10 for management to pursue the DOLA grant, and the Board affirmed, at this 01/22/2019 meeting, that the CEO is authorized to execute documents associated with the award of the DOLA grant.

CEO Dr. Webb then advised the Board two RFQ proposals were received before the deadline of 12:00 p.m. on Wednesday, 01/16/2019, from Trane U.S. Inc. and GE Johnson Construction Company. CEO Dr. Webb noted both companies bring valuable expertise and knowledge regarding certain aspects of the project and it is proposed that both companies work together on the project to provide PSMC the highest quality of services. CAO, Ann Bruzzese, advised that both companies have been presented with a proposal of joint cooperation and that further discussion and negotiation is anticipated. Questions were asked and answered.

v) Finance Report

Director Dr. Pruitt noted a potential typo within the Finance Committee and CFO report for October, 2018, in section six titled "Cash and collections," subparagraph a. whereby it was noted "We finished October with \$3.9 MM in operating cash..." CFO, Chelle Keplinger, confirmed the error and advised the amount noted should have been reported as \$4.8 MM.

CFO Keplinger presented and discussed the attached finance reports highlighting December, 2018. CFO Keplinger noted December ended with the best revenue to date at a 33 percent increase over December 2017. 2018 also ended with a 10.01 percent

year to date increase over 2017.

Questions were asked and answered.

Director Cox noted, on behalf of the Finance Committee, that the committee continues to be pleased with financial decisions regarding the 2019 budget.

b) Written Reports

i) Operations Report

Please see report. There were no questions.

ii) Medical Staff Report

Please see report.

Director Dr. Pruitt asked a question regarding three of the telemedicine physicians listed on the report. COS, Dr. Ralph Battels, answered.

5) DECISION AGENDA

a) Consideration of Resolution 2019-02:

CAO Bruzzese gave a brief overview of the proposed resolution. Chair Schulte noted the appointment of the CEO to the Executive Board is consistent with the other board appointees.

Director Alfred motioned to adopt Resolution 2019-02, regarding appointments to the Archuleta County Combined Dispatch Executive Board. Upon motion seconded by Director Dr. Pruitt, the Board unanimously accepted said resolution.

b) Consideration of Resolution 2019-03:

CAO Bruzzese gave a brief overview of the proposed resolution. Questions were asked and answered.

Director Cox motioned to adopt Resolution 2019-03, regarding the selection of Turning Point Advisors to make written recommendations to increase the Days Cash on Hand. Upon motion seconded by Treasurer/Secretary Dr. Campbell, the Board unanimously accepted said resolution.

6) CONSENT AGENDA

The Board noted approval of the absence of the Board Member listed above.

Director Daniels motioned to approve the minutes of the regular meeting of 11/13/2018, the minutes of the special meeting of 01/02/2019, the Medical Staff report recommendations and/or Medical Staff policies/forms, to establish USJHSD 2019 notice-posting-locations and the Board's regular meeting schedule for 2019.

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

7) OTHER BUSINESS

Clerk to the Board, Ms. Thomas, advised the Board that the attached Transparency Notice was filed with DOLA by the deadline of January 15, 2019, as well as copies being provided to the counties within the District and their applicable governmental entities on January 3, 2019. 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 Clerk Thomas annual disclosures for conflicts of interest and gifts.

8) ADJOURN

There being no further business, Chair Schulte adjourned the regular meeting at 7:10 p.m. MST.

Respectfully submitted by:

Heather Thomas, serving as Clerk of the Board