



NOTICE OF REGULAR BOARD MEETING OF
THE UPPER SAN JUAN HEALTH SERVICE DISTRICT dba PAGOSA SPRINGS MEDICAL CENTER
Tuesday, May 28, 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) PRESENTATION: Ear Nose and Throat Service Line

4) REPORTS

- a) **Oral Reports** (may be accompanied by a written report)
 - i) Chair Report Chair Greg Schulte
 - ii) ~~Contracts~~ ~~Dir. Kate Alfred and Dir. Karin Daniels~~
 - iii) ~~Strategic Planning~~ ~~Dir. Dr. Jim Pruitt and Dir. Karin Daniels~~
 - iv) CEO Report Chief Executive Officer, Dr. Rhonda Webb
 - v) Finance Report and monthly financials CFO, Chelle Keplinger and Treasurer, Dr. Campbell
 - a) Consultant's report of improvement opportunities
 - b) PSMC monthly progress report on cash improvement opportunities
- 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
 - a) Notice regarding pending Medical Staff Bylaw vote

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

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:

i) Regular meeting of 05/28/2019

b) Approval of Minutes for the following meeting(s):

i) Regular meeting of: 04/23/2019

c) Approval of Medical Staff report recommendations for new or renewal of provider privileges.

7) EXECUTIVE SESSION

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.

8) OTHER BUSINESS

9) ADJOURN



MINUTES OF REGULAR BOARD MEETING
Tuesday, May 28, 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 May 28, 2019, at Pagosa Springs Medical Center, The Board Room, 95 South Pagosa Blvd., Pagosa Springs, Colorado.

Directors Present: Chair Greg Schulte, Vice-Chair Matt Mees, Treasurer/Secretary Dr. King Campbell, Director Kate Alfred, Director Jason Cox and Director Karin Daniels.

Present by phone: Director Dr. Jim Pruitt and financial consultant, Dennis Wilson, on behalf of Turning Point Healthcare Advisors, Inc. (“TPA”).

1) CALL TO ORDER

- a) Call for quorum: Chair Schulte called the meeting to order at 5:30 p.m. MDT and Clerk of the Board, Heather Thomas, recorded the minutes. A quorum of directors was present and acknowledged by Treasurer/Secretary Dr. Campbell.
- 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) PRESENTATION

CEO, Dr. Rhonda Webb, introduced Director of Surgical Services, Beth Felty, and ENT, Dr. Scott Cordray, who presented and discussed the attached PowerPoint presentation regarding PSMC ENT Service Line. Questions were asked and answered.

4) REPORTS

a) **Oral Reports**

i) Chair Report

Chair Schulte advised the Board that Lieutenant Governor, Dianne Primavera, paid a brief visit to Pagosa Springs Medical Center on April 26, noting that it was good exposure for the medical center and good to have a personal connection.

Chair Schulte then reminded the Board of Chief Randy Larson’s presentation at the previous regular meeting speaking on behalf of the Archuleta County Combined Dispatch Executive

Management Board regarding the proposal for a new dispatch center. Chair Schulte noted urgency regarding the timeline, advising that the current dispatch location lease is due to expire in September of 2020. Chair Schulte advised the Board that he has volunteered to be on the subcommittee to update and rewrite the Intergovernmental Agreement (“IGA”) between Archuleta County, Town of Pagosa Springs, Pagosa Fire Protection District and Upper San Juan Health Service District.

Questions were asked and answered.

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. Rhonda Webb highlighted the success of the Oncology Open House that was held May 16, stating that it was an opportunity for the citizens of Pagosa Springs to learn more about the services provided through the program.

CEO Dr. Webb then advised the Board that PSMC is now a member of the Rotary Club and that she, or designated personnel, will attend Rotary Club meetings as available.

CEO Dr. Webb stated that the next fundraiser is scheduled for June 24, which is to raise money for a new HVAC system.

v) Finance Report

Controller, Johna Lederhouse, advised the Board of the following clarifications to the Finance written report:

- Item number three: “deductions of \$2,897,839” is in fact the net amount of patient revenue. Contractual reductions were \$2,262,612.
- Item number four, subparagraph ii, item i: “computers” as noted in the report is actually licensing and software.
- Item number four, subparagraph iii: “Supply” as noted in the report includes cost of the physical computers.

Ms. Lederhouse then presented and discussed the attached PowerPoint presentation regarding April financials. Questions were asked and answered.

Chair Schulte read aloud the statement of the Finance Committee’s acceptance of the consultant’s report and management’s 2-page reporting tool that will be presented by management each month beginning in May, as noted in the written Finance report.

On behalf of the Finance Committee, Director Cox gave a brief overview of the Finance Committee meeting with the Consultant.

Dennis Wilson of TPA presented and gave an overview of the attached Consultant’s report of improvement opportunities, noting that the focus in the report is mainly on the Business Office and cash. Mr. Wilson advised the Board that management has already begun taking appropriate corrective action prior to the investigation by TPA.

Questions were asked and answered.

A discussion ensued regarding a question if the Board is obligated to approve the Consultant’s report and Management’s reporting tool. CAO Bruzzese noted that due to requirements of the 2006 Bonds, USJHSD is obligated and shall follow the recommendations of the consultant’s report, and shall not be in default so long as the Board is assured the recommendations are being followed. CAO

Bruzzese advised the Board that because of this obligation, Management has created the reporting tool that will be presented every month to inform the Board of progress being made on the recommendations of the Consultant.

CAO Bruzzese further stated that because the Board is not expected to be a financial expert, the Board could receive and accept the report but is not required to approve it.

Chair Schulte suggested that the Board accept the report and approve Management's reporting tool at the next regular meeting of the Board.

The Board unanimously agreed to add acceptance of the Consultant's report and approval of Management's reporting tool to the Decision Agenda at the next regular meeting of the Board.

b) Written Reports

i) Operations Report

Please see report. There were no questions.

ii) Medical Staff Report

Please see report. There were no questions.

CAO Bruzzese gave a brief explanation for the reason of the written notice regarding the Medical Staff Bylaws. Written notification was presented before the Board at this meeting for informational purposes only. Any comments of the Board would be received at the next regular meeting of the Board prior to the vote of the Active Medical Staff Membership on the proposed amendment.

4) EXECUTIVE SESSION

The Board did not meet in executive session.

5) DECISION AGENDA

There was none.

6) CONSENT AGENDA

Director Cox motioned to approve the minutes of the regular meeting of 04/23/2019, and the Medical Staff report recommendations for new or renewal of provider privileges. Director Alfred noted abstention from approval of the minutes of the regular meeting of 04/23/2019 due to her absence from the meeting.

Upon motion seconded by Treasurer/Secretary Dr. Campbell, the Board unanimously approved said consent agenda items with noted abstention by Director Alfred.

7) OTHER BUSINESS

There was no other business.

8) ADJOURN

There being no further business, Director Alfred motioned to adjourn the regular meeting. Upon motion seconded by Director Daniels, the board noted unanimous consent. Chair Schulte adjourned the regular meeting at 6:43 p.m. MDT.

Respectfully submitted by:

Heather Thomas, serving as Clerk of the Board