

# Bartlett Regional Hospital

## Minutes BOARD OF DIRECTORS MEETING January 25, 2022 – 5:30 p.m. BRH Zoom videoconference

**CALL TO ORDER** – Meeting called to order at 5:30 p.m. by Kenny Solomon-Gross, Board President. Roll call taken.

### BOARD MEMBERS PRESENT

Kenny Solomon-Gross, President	Mark Johnson, Secretary	Brenda Knapp	Deb Johnston
Hal Geiger	Iola Young	Lindy Jones, MD	

**ABSENT** – Lance Stevens and Rosemary Hagevig

### ALSO PRESENT

Jerel Humphrey, Interim CEO	Kevin Benson, CFO	Kim McDowell, CNO
Dallas Hargrave, HR Director	Karen Forrest, Interim CBHO	Michelle Hale, CBJ Liaison
Barbara Nault, Legal Advisor	Robert Palmer, CBJ Law	Joseph Roth, MD, COS
Anita Moffitt, Executive Assistant		

**APPROVE AGENDA** – *MOTION by Mr. Geiger to approve the agenda as written. Ms. Knapp seconded. There being no objections, agenda approved.*

**PUBLIC PARTICIPATION** – None

**CONSENT AGENDA** - *MOTION by Mr. Geiger to approve the consent agenda as presented. Ms. Johnston seconded. There being no objection, the December 28, Board of Directors minutes, the January 8, 2022 Strategic Planning Work Session minutes and November 2021 Financials approved.*

### OLD BUSINESS

**Covid-19 Update** - Ms. McDowell reported that we have two patients in the hospital. The majority of patients we are seeing are unvaccinated. We have 20 employees out with COVID. We have had very little issues medevacking patients. When there are, it's mainly due to staffing issues at receiving hospital. Because we have so many staff out with COVID, we are following the CDC guidelines for contingency and crisis staffing. We are looking on a case by case basis what the needs are of the hospital to maintain operations. Last month, there were 3,679 tests run through molecular lab 5,383 ran as of today (1/25/2022). The federal government is no longer sending traditional monoclonal antibodies because they do not work on Omicron the way they did for the Delta variant. They are looking at adjunctive antivirals and at Remdesivir to offer patients. Discussions held with the state about how this will be rolled out. Criteria has to be met by patients, blood work and an in depth medical reconciliation must be done to make sure we are dosing correctly and giving it to the appropriate people. Pharmacy must be on board to get everything in place. Our plan is to try to roll it out and be able to offer it to the community by the end of the week. In response to Ms. Young, Ms. McDowell reported we are good on testing supplies. We have plenty of PCR tests. We have also received antigen testing kits and are distributing them to employees for home use.

**MEDICAL STAFF REPORT** – Dr. Roth reported that Dr. Kilgore, local pediatrician, died in a diving accident in Florida on January 14th. This is a great loss to the community and she will be missed. He reported the following from the January 4<sup>th</sup> meeting: The physician health and wellness survey results were presented. Dr. Allen will

present results to the board at the February meeting. At a Horthy Springer seminar, he learned that the standard of care is that the board approve all policies of the hospital. We need to figure out a process to do this. He suggests reviewing them at Joint Conference meetings before presenting to the full board. A discussion held about the number of policies to be reviewed. Ms. Knapp stated that she's aware that the board is supposed to approve the by-laws of the medical staff but doesn't remember ever being involved with approving their policies. She suggests getting legal advice and making a plan for doing this approval process. Ms. Nault will speak with Horthy Springer about how this can be accomplished in a manageable way. Policies will be made available to the board for review.

#### **COMMITTEE REPORTS:**

**Quality Committee** – Draft minutes from the January 12<sup>th</sup> meeting in the packet. Dr. Jones reported the safety plans of the different departments, included in the packet, were approved. ***MOTION by Dr. Jones on behalf of the Quality Committee that the Board approve the safety plans included in the packet.*** Ms. Knapp obtained confirmation that these plans as presented in the packet, were approved by the Committee ***Ms. Knapp seconded. There being no objection, MOTION approved.***

**Finance Committee** – Draft minutes from the January 14<sup>th</sup> meeting in the packet. Ms. Johnston reported it was a relatively short meeting. There were two action items that came out of the meeting. The first one is for an additional appropriation of \$4 million from hospital reserves to complete the behavioral health facility. Justification for additional funding is very well described in the memo to the finance committee included in the packet. ***MOTION by Ms. Johnston that we approve this appropriation of \$4 million from hospital reserves and move it to the Assembly for approval.*** Mr. Benson reported that he has been in discussion with CBJ Finance over the last couple of days and wants to amend the funding portion of this recommendation; it will be funded from bond proceeds rather than hospital fund balance. Ms. Johnston will amend her motion if there is no objection from the Finance Committee. In response to Ms. Young's request for more detail about the change, Mr. Benson stated the memo in the packet from Ms. Rynne was pretty detailed. The change in costs are a result of when we added the third floor to the building, switched plans from wood to steel and prices of materials have increased. She then asked about the change regarding using BRH's reserves vs. bonding. Mr. Benson explained that in discussions leading up to this meeting, we have been talking about using a bond issue for the potential purchase of another property. Due to the tax consequences associated with that, we want to apply the bond proceeds to the ED renovation and the behavioral health building. An appropriation is being drafted now that will go to the Assembly on Jan 7<sup>th</sup> for initial reading for the bond issue and how the proceeds are to be used. It had been determined that \$12 million would be used for the ER, \$8 million for the behavioral health building, \$4 million of which will be the additional appropriation the board is being asked to approve tonight. A switch of the other \$4 Million will be from fund balance to bond proceeds. All of these changes are to be captured in one appropriation so it makes sense to the Assembly. Ms. Young asked if we anticipate needing more funding for the behavioral health building in the future. Mr. Benson said no, contracts are being locked in, long term supplies are being purchased and there are contingency funds included. Project completion date is anticipated to be March 2023 and unless something unforeseen happens, we should be solid. ***MOTION amended that we approve this appropriation of \$4 million from bond proceeds and move it to the Assembly for approval. Mr. Geiger seconded the MOTION as amended.*** Mr. Solomon-Gross expressed his support. ***There being no objection, MOTION approved as amended.***

Ms. Johnston stated the second action item is a request for \$325,000 additional funding to complete the design and development phase for the ED renovation project. Justification for additional funding is well described in the memo to the finance committee included in the packet. The issue is that we've spent the money already allotted for the design of the ED renovation project. The request is to have these additional funds come from reserves. ***MOTION by Ms. Johnston on behalf of the Finance Committee that we forward to the Assembly an appropriation request for an additional \$325,000 to be taken from hospital reserves to be used for additional design costs for the ED renovation and addition. Mr. Geiger seconded. There being no discussion or objections, MOTION approved.***

## MANAGEMENT REPORTS:

**Legal Report** – Ms. Nault reported that she is reviewing a contract renewal with Virginia Mason for oncology coverage, assisting with a delivery of services issues for a diabetes prevention program and working on a call coverage arrangement with a local provider group. She is also working with compliance and CBJ law with some patient issues.

**HR Report** – Mr. Hargrave highlighted from his report that he, Mr. Solomon-Gross and Kim Russel participated in a meeting with BE Smith regarding executive recruitment. Terms have been negotiated for BE Smith to work on CEO recruitment. The board had given approval on the record that we move ahead with BE Smith, however, the total cost of using this firm is beyond Mr. Hargrave's spending authority. It has been advised to formalize signing authority for this amount, approximately \$110,000, for Mr. Hargrave. Because Mr. Humphrey works for BE Smith, it is not appropriate for him to sign. A summary of what BE Smith will do was given. There is a 2 year guarantee that the CEO should be in place successfully for at least two years, if not, BE Smith will redo the recruitment effort at no additional costs. He and Mr. Solomon-Gross have been working on organizing a CEO Recruitment Committee. He stated that it is important for the board to be clear about what the CEO Recruitment Committee's authority is. Mr. Solomon-Gross confirmed that the board had approved moving ahead with BE Smith for recruitment of CEO. BE Smith anticipates that it will be approximately 120 days to get someone in place and they are committed to finding a good fit for BRH. The search committee will be a lot different than what we had last time. They will bring the finalists to the board and the board will then conduct extensive on-site interviews. Ultimately, the board will select the CEO. When Mr. Geiger asked if a limit of \$150,000 would be more appropriate, Mr. Hargrave responded that he is comfortable that \$110,000 is sufficient. ***MOTION by Mr. Geiger to grant authority for Mr. Hargrave to sign this CEO Recruitment contract with BE Smith for an amount not to exceed \$130,000. Ms. Knapp seconded.*** Ms. Johnston proposed changing the dollar amount to a percentage. Mr. Geiger and Ms. Knapp would like to keep the motion as is. Mr. Solomon-Gross agreed. Roll call vote taken. ***MOTION to grant authority for Mr. Hargrave to sign this CEO Recruitment contract with BE Smith for an amount not to exceed \$130,000 unanimously approved.***

Mr. Solomon-Gross stated the next step is to determine what authority the CEO Recruitment Committee will have. He noted that BE Smith recommends 7 people on the committee and the selection of the CEO ultimately done by the board. The committee would do initial interviews of candidates presented and narrow it down to 3 finalists. These finalists would be presented to the board for approval to move to the next round. He agrees with these recommendations. In response to Ms. Knapp, he said if finalists are not approved by the board, BE Smith will present more candidates. Mr. Geiger asked for clarification of the work to be done by the committee. The search committee will spend about 10-15 hours interviewing 7 or 8 people presented by BE Smith as their top candidates. After interviews, the committee will pare the number down to 3 candidates to present to the board. Mr. Hargrave reported that BE Smith will use their interviews with board members and identified stakeholders to help them determine who will be the best candidates to present to the committee. Ms. Knapp asked if after interviewing stakeholders, will BE Smith help develop questions to be asked during the interviews of the candidates and what is the process to be during the 2-hour interview sessions with the board. Mr. Hargrave reported the kickoff meeting with the recruitment committee, hopefully to take place as early as next week, will outline what BE Smith will do. If developing questions is not something they do, he and Kim Russel are available to help develop them. Ms. Knapp provided direction on behalf of the board that the CEO Selection Committee will put forward the top candidates for the board to interview and make a final selection of the new CEO. Mr. Solomon-Gross noted initial candidate interviews will be held virtually. Final candidates will come on-site for the selection committee to interview.

**CNO Report** – No questions. Mr. Solomon-Gross said it was great report, very thorough.

**CBHO Report** – Ms. Forrest reported there's an increase in demand for services. The wait list for Rainforest Recovery Center (RRC) has gone up quite a bit in the last month. The Mental Health Unit (MHU) is taking more patients from across the state, outside of the SE Alaska area. Bartlett Outpatient Psychiatry (BOPS) between 2020 and 2021, saw a 33% increase in the number of people served. One of the challenges we have right now is a nursing shortage. Ms. Knapp stated the CBHO and CNO reports are very thorough. She asked if the acting medical directors for BOPS, RRC and MHU are positions to be filled by permanent staff. Ms. Forrest said no and explained that when the Medical Director of Behavioral Health services retired, instead of immediately trying to fill that position, 3 psychiatrists were asked to take on extra duties as we evaluate our programs. Mr. Solomon-Gross thanked Ms. Forrest for her report.

**COO Report** – Ms. Young said the sleep lab notes referenced adding two extra nights for studies and asked if it was 2 nights per week or month and how many patients can be seen per night. Mr. Humphrey responded it would be 2 nights per month and that 2 patients could be seen each night. Ms. Young commented that the new CT sounds fabulous and asked if

there are marketing efforts planned to advertise this state of the art equipment. Yes, Ms. Hardin, our new Director of Marketing, started work on Monday. She will work on putting together some clinical marketing efforts. Ms. Young then noted that she was happy to read about the initiatives and innovations that the staff did in lab and pharmacy in anticipation of potential supply shortages. She referenced the pharmacy manually produced pre-filled syringes of IV medications as an example. In response to Mr. Geiger's question about Amanda Black's services, Mr. Humphrey stated that this Friday will be her last day. She is wrapping up projects and working with Ms. Hardin this week to help her transition into her role.

**CFO Report** – Mr. Benson noted that December is usually a slower month due to the holidays and unavailability of people. Staff did a great job of pushing forward and getting things done. He expressed his appreciation of working with the finance staff and said he will certainly miss them. Mr. Solomon-Gross said Mr. Benson will be missed. He thanked him for his service to BRH over the past few years, not only as the CFO but stepping in as the interim CEO when Mr. Bill retired. He wished him the best of luck and advised him to do a lot of fishing in Minnesota. Mr. Benson said it's been a privilege. BRH is a great organization with a great mission in caring for the health of the community and it has been his pleasure to work here.

**CEO Report** – Mr. Humphrey reported that with every engagement, he takes stock of the existing organization. With Mr. Benson leaving, he thought it would be a good time to take a hard look at how BRH should be organized going forward. Working with Mr. Hargrave, he looked at the historical organization structures BRH has had in the past and took stock of the talent we have at our senior level. He reported that he had a heart to heart talk with Ms. McDowell to see if she would be willing to take on some additional clinical responsibilities. She is. This gives us an opportunity to streamline our organization and eliminate the COO position. Most of the clinical departments will move to Ms. McDowell and Mr. Humphrey will add the directors of Physician Services and Marketing to the list of people that he directly oversees. We will add a Business Development/Facilities Management person since we are looking at acquiring some more facilities at some point. Changing from the old organizational structure to this new one will be FTE neutral. Mr. Solomon-Gross was involved with Mr. Humphrey's thought processes. Mr. Solomon-Gross thanked Mr. Humphrey and expressed his appreciation for how much diligence and effort was put into looking at our whole organization and making these recommendations to streamline it. He thinks these changes will make BRH better and stronger. BRH is very strong and staff is extremely committed to taking care of the health of our community. Mr. Geiger expressed concern that the CEO may be supervising too many people. Mr. Humphrey stated that given the size of the hospital and the competence of the directors, he feels comfortable with the number of direct reports. The directors are very knowledgeable in their roles. Ms. Knapp agrees that this is a lot of people but if supervising professionals, you can have a broader span of direct control. Ms. Young thanked Mr. Humphrey for including the compliance and risk report. She noted this report is the result of a meeting of Ms. Young, Mr. Solomon-Gross, Mr. Humphrey and Mr. Overson. Including it as part of the management report ensures that we are giving compliance the attention that it needs. She then asked what progress has been made in trying to extend the lease of the Bartlett Surgery and Specialty Clinic space. The lease is up at the end of December. Mr. Humphrey does not have an answer at this time. He will look into it and see what the game plan is going forward. She noted extending the lease makes good sense. Mr. Solomon-Gross thanked Mr. Humphrey for his leadership.

**CBJ Liaison report** – Ms. Hale reported the January 10<sup>th</sup> Assembly meeting was a very difficult meeting. Mitigation measures have been extended until April 30<sup>th</sup>. She stated that she has talked with Mr. Solomon-Gross quite a bit about things that might have happened at committee meetings that are touched on very lightly or not at all at the board meeting. She requests committee chairs keep a running tally of the important things that happen at committee meetings and make sure they are touched on at the board meetings. As the liaison, she is not able to attend all committee meetings and is often unable to read the entire board packet. Mr. Solomon-Gross said our packets are very thorough with a lot of information. He requests committee chairs, when called on at the board meetings, to report on the relevant, important topics discussed at the committee meetings. Dr. Jones thanked Ms. Hale and the Assembly for taking the hit for the COVID mitigations. BRH's Emergency Department has fared much better than other places in Alaska because of its leadership. He said he knows it's hard and people are mad but he feels the Assembly is doing the right thing in keeping our community safe. Ms. Hale thanked Dr. Jones for his comments and will pass it on to the Assembly where she thinks it will mean a lot. She said the Assembly is very appreciative of all of the work being done in BRH as well. Mr. Johnson echoed what Dr. Jones said and noted that he and his wife went to HI in December and their protocols are much stricter than Juneau's. Mr. Solomon-Gross thanked Ms. Hale and said he looks forward to working with her again this year as our liaison.

**PRESIDENT REPORT** – Mr. Solomon-Gross reported he continues to meet weekly with the CEO. He will continue to work with Mr. Hargrave on our CEO search. He has spent time this last month talking to Jeff Rogers, CBJ Finance

Director and with Rorie Watt, City Manager. He is looking forward to next month and seeing where we go with the CEO search. He expressed appreciation for the new committee chairs stepping up after changes were made. Ms. Knapp expressed appreciation for Mr. Solomon-Gross making changes to the committee chairs. It's good to change things up to get different board members involved with different aspects of policy development and decision making. Mr. Johnson noted another advantage to making changes is that board members get a better understanding of the organization.

**BOARD CALENDAR** – February calendar reviewed. A Strategic Planning Work Session will be held at 5:15 on Thursday, February 3<sup>rd</sup> to finish up the work we began on January 8<sup>th</sup>. Planning Committee will meet at noon on February 4<sup>th</sup>. A Compliance and Audit Committee meeting will be held at 12:30 pm on Tuesday, February 15<sup>th</sup>. Annual compliance training for the board is to be provided by an outside company and should take about 1.5 hours. Ms. Moffitt will send out a poll to lock in a date and time for this to take place. Board of Directors meeting is on the 22<sup>nd</sup> and a Governance meeting will be held at noon on the 24<sup>th</sup>. More meetings may be added later.

**EXECUTIVE SESSION** – ***MOTION by Mr. Geiger to recess into executive session to discuss several matters as written in the agenda:***

- *Those which by law, municipal charter, or ordinance are required to be confidential or involve consideration of records that are not subject to public disclosure, specifically the Credentialing report, Medical Staff Meeting minutes, the patient safety dashboard and 340B updates.*

*And*

- *To discuss possible BRH litigation, specifically a candid discussion of facts and litigation strategies with the BRH and Municipal attorney. (Unnecessary staff and Medical Chief of staff may be excused from this portion of the session.)*

*And*

- *To discuss information presented that the immediate knowledge of which would clearly have an adverse effect upon the finances of BRH; that being a discussion about campus planning. (Unnecessary staff and Medical Chief of staff may be excused from this portion of the session.)*

**Ms. Knapp seconded.** The Board entered executive session at 6:58p.m., after a 5-minute break. They returned to regular session at 7:44 p.m.

***MOTION by Ms. Knapp to approve the credentialing report as presented. Mr. Johnson seconded. There being no objections, credentialing report approved.***

**BOARD COMMENTS AND QUESTIONS** – None

**ADJOURNMENT:** 7:45 p.m.

**NEXT MEETING:** 5:30 p.m. – Tuesday, February 22, 2022