

# Bartlett Regional Hospital

**Minutes**  
**BOARD OF DIRECTORS MEETING**  
**October 26, 2021 – 5:30 p.m.**  
**Zoom videoconference**

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

**BOARD MEMBERS PRESENT**

Kenny Solomon-Gross, President	Rosemary Hagevig, Vice-President	Mark Johnson, Secretary
Brenda Knapp	Lance Stevens	Deb Johnston
Hal Geiger	Lindy Jones, MD	

**ABSENT** – Iola Young

**ALSO PRESENT**

Jerel Humphrey, Interim CEO	Kevin Benson, CFO	Kim McDowell, CNO
Dallas Hargrave, HR Director	Vlad Toca, COO	Karen Forrest, Interim CBHO
Keegan Jackson, MD, COS	Rob Palmer, CBJ Attorney	Barbara Nault, Legal Advisor
Michelle Hale, CBJ Liaison	Anita Moffitt, Executive Assistant	

Mr. Solomon-Gross introduced and welcomed Interim CEO, Jerel Humphrey.

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

**PUBLIC PARTICIPATION** – None

**CONSENT AGENDA** - *MOTION by Ms. Hagevig to approve the consent agenda as presented. Mr. Johnson seconded. There being no objection, the September 28 and October 5, 2021 Board of Directors meeting minutes and August 2021 Financials approved.*

**OLD BUSINESS:**

**Leadership Conference** – Mr. Solomon-Gross stated they recently attended the Governance Institute's Leadership conference in Colorado Springs. Ms. Knapp noted attendance was smaller than past events but still lived up to high standards. It was very good and timely in terms of the information that was provided. Networking of the board and people from other hospitals was beneficial. Ms. Hagevig stated that the individual presentations were amazing and a lot of information was brought back. We now need to sit down and figure out what applies here and how to make some of that stuff happen if we can. Mr. Stevens feels some of the sessions reaffirmed that we are still on the same track we've been on for the last couple of years and that we still have some work to do to remain relevant in the health care environment. Mr. Geiger expressed appreciation for the opportunity to attend and felt that it was time very well spent. Mr. Solomon-Gross learned a lot and understood the language much better this time. He felt that networking was the best part and confirmed that BRH is not alone in their struggles.

**NEW BUSINESS** – Mr. Solomon-Gross introduced and welcomed Karen Forrest, Interim Chief Behavioral Health Officer (CBHO). Ms. Forrest expressed her appreciation for the opportunity to help Bartlett.

**MEDICAL STAFF REPORT** – Dr. Jackson reported that it was business as usual at the October 5<sup>th</sup> Medical Staff meeting. She reported the following: Discussion held about how busy the hospital had been at the end of September and beginning of October. The Obstetrics (OB) floor had been packed. There were issues getting patients airlifted out, at times patients were roomed in the Emergency Department (ED) until beds became available. A survey has been sent to the medical staff by IT regarding Meditech Expanse in an attempt to get feedback to help them identify and address issues. A discussion was held about a statewide crisis care activation committee. Ms. McDowell had provided guidelines about what the hospital would do if COVID cases increased and we ran out of beds and needed to ration them. There were questions about the command structure, who is in charge if we have to make these decisions if we run out of supplies? The Medical Staff Executive committee is to work out a plan. Clerical changes to the Rules and Regulations (included in the packet) were presented and approved - Medical Staff Committees - Health Information Management/Case Management Committee will now be Health Information/Utilization Management Committee. Clinical Documentation Improvement (CDI) will now be Clinical Documentation Integrity (CDI). Medical Records, History and Physical (H&P) requirements were updated. A third proposed Rules and Regulations change is still under review and has not been presented this evening for approval. ***MOTION by Dr. Jones to approve the proposed changes to the Medical Staff Rules and Regulations as presented. Ms. Knapp seconded.*** Approval of changes to the Medical Staff Bylaws and Rules and Regulations stops with the Board of Directors. They do not need to go to the Assembly. **There being no objections, these two action items approved.**

Mr. Johnson stated that we need to close the loop on the command structure should crisis care become necessary. He also asked if the Physician Recruitment Committee should be included in the process to recruit a new Behavioral Health Medical Officer. Dr. Jackson will loop the Board back in on the decisions made by the Medical Staff Executive Committee (MSEC) regarding the command structure. She reported the MSEC members would be more than happy to help in recruitment efforts as the hospital tries to fill that medical officer position. Ms. Hagevig would like to see the ground work about what the job description entails, whether this person would be a hospital employee or not and what the chain of command would be. Ms. Forrest stated that we're looking at all of the issues for this position right now and the pieces of work that Dr. Gartenberg has been providing. We are evaluating how and how soon to proceed with that position going forward. She would like to speak more with Mr. Johnson about the recruitment process and how that works. Mr. Hargrave reported that BRH works through an internal process to try to fill positions for employed physicians and go through contracting and credentialing to make it happen. He wonders if there is any advantage to going through the Recruitment Committee instead of going through this process. Dr. Jones noted that we have been actively recruiting for psychiatry and would expect administration to put in the funds and the efforts to fill this position. In response to Ms. Hagevig's question about a conversation at the Medical Staff meeting about a Chief Medical Officer, Dr. Jackson reported that Dr. Neyhart had expressed concerns that we don't have a Chief Medical Officer (CMO) to make decisions should crisis care decisions need to be made. If we're not going with a CMO, what are the duties to be put on the MSEC physicians and how frequently, outside of regular committee meetings, are they expected to be meeting? Many facilities pay for a CMO or another appointed position. If BRH is not going to, could there be something put in place for the four MSEC members as a way to compensate them for their time?

## **COMMITTEE REPORTS:**

**Finance Committee Meeting** – Ms. Johnston noted the draft minutes from the October 8<sup>th</sup> meeting, included in the packet, accurately reflect the conversations of the meeting. She noted that this has been the biggest month of COVID activity with the highest number of patients and molecular testing that we have had since the pandemic began. The hospital has really stepped up to the plate to support this response. Mr. Johnson asked why undesignated cash reserves have dropped by about 50% in the last year. Mr. Benson explained this was a planned use of those funds to get us down to the appropriate level of days (180) cash on hand and have been used for infrastructure improvements that needed to be made. Mr. Stevens also noted that our CIP funds increased by over \$10 Million; we have a lot of projects and the money is being shifted around. Ms. Hagevig initiated conversation about the surprised billing legislation in January. Mr. Stevens

stated it won't directly impact the hospital's billing practices but will impact providers in the hospital. Mr. Benson expressed concerns for the radiologists, anesthesiologists and non BRH surgeons and as a courtesy, BRH has set up 3 different webinars for these physicians to help them understand what this means as there is currently a rule that does have an adverse impact for providers that are out of hospital network. Ms. Hagevig observed the general population doesn't differentiate between the services provided inside the walls of BRH and the services provided by private practitioners. Mr. Solomon-Gross initiated discussion about the 340B program and asked if it is still being used in the internal pharmacy. Mr. Benson responded yes, the revenue doesn't flow through other operating revenue, it's recorded as a cost savings of the pharmaceuticals in this program. New pharmaceuticals that have come out for treating COVID are partly responsible for the increased expenses reflected in the budget.

## **MANAGEMENT REPORTS:**

**Legal Report** – Ms. Nault reported that her company has primarily been working on outstanding items that Ms. Callahan had stepped into. They are also assisting Mr. Humphrey in the transition of interim CEOs. There are a couple of pending software license agreements being worked on. Revisions to some of the lab agreements that are still pending. The Medical Staff Bylaws revision that had been tabled a few months ago had gone back to the medical staff office and is working its way through the MSEC and medical staff for review. It should come back to the board in a couple of months for approval.

**HR Report** – Mr. Hargrave reported that in response to the COVID vaccine policy, we have received 15 medical or religious exemption requests. We have been working with CBJ attorneys and infection prevention to review them and to clarify accommodation protocols to be put into place. We are consciously following a process and will have a better idea of potential impacts by the next board meeting as people need to be vaccinated by December 15<sup>th</sup>. Mr. Geiger obtained confirmation that the turnover rates listed in Mr. Hargrave's report are quarterly. He also asked what the religious argument is and if there are any major religious organizations opposing the vaccines. Mr. Hargrave stated Title 7 of the civil rights act analysis is whether it's a sincerely held religious belief or not. We can request something in writing from the clergy if we so choose. Mr. Hargrave's understanding is that most denominations of religions are not opposing.

**CNO Report** – No questions, no comments.

**CBHO Report** – Ms. Forrest gave credit to Ms. Nichols for putting the report together. She reported we are continuing to recruit for outpatient services through BOPS. She also highlighted that on November 1, we are moving to accepting statewide referrals for involuntary admission on the mental health unit. She has met with the Applied Behavior Analysis staff. That program is off to a great start and there are quite a few families on the wait list. Psychiatric Emergency Services had 55 requests for evaluation/assessments in September, most of those occurred during the daytime hours.

**COO Report** – Mr. Toca stated that he had met with Mr. Stevens to discuss the marketing strategies. These strategies will be discussed at the Planning Committee meeting. Ms. Hagevig asked who Amanda Black is and what the approach is for the marketing strategy. Mr. Toca identified Ms. Black as a casual employee filling the Director of Marketing and Strategy position until we find a permanent person. Her role is to help with Facebook and Instagram postings about BRH. She works regularly with directors to highlight services offered in their departments. There have been no contracts signed yet as we will need to go through Planning, Finance and an RFP process for the refresh marketing initiative. Current infrastructure on our website does not allow navigation engagement from our patients. In response to Ms. Hagevig's and Mr. Geiger's questions about the plan, Mr. Stevens stated they will be discussed at the Planning Committee meeting on November 5<sup>th</sup>. Mr. Geiger commented that he can't tell what the tables in the written COO report are trying to convey, he asks that clear headings and table captions are included in future reports. He then asked for clarification of Clinical Informatics referenced in the report. Mr. Toca reported that we are trying to create reports with a more standard view and have been using Smartsheets to obtain data from IT informatics and clinical informatics to feed information into the tables. In response to Mr. Johnson's question about how the Public Information Officer (PIO) fits into all of this since it seems like there is an overlap in the roles, it was reported that Ms. Bausler is still in the PIO role working as the community liaison. The Director of Marketing and Strategy was put into place by the last CEO to improve how we market our services to the community. Once a permanent person is hired for the Director of Marketing and Strategy role, this and the PIO positions will be separated and clearly defined. Ms. Hagevig asked for more information about the medical professional for pathology, does this mean Dr. Vanderbilt will no longer be here and what would the locum be doing in the pathology department? Mr. Toca does not have the details about what the locum will be doing at this time but will

report back. He did report that College of American Pathologists (CAP) inspectors will be here on October 28<sup>th</sup>. In response to Ms. Hagevig's query about what the project management office will be doing, he reported that it will track projects of all sizes, primarily capital projects for now. This will be an effective tool to allow stakeholders access to the most up to date information. He clarified that we aren't adding any positions, this a virtual collaborative office in smartsheets. Mr. Solomon-Gross expressed appreciation for Mr. Toca's work and stated that moving some of these projects to the Planning Committee will be helpful.

**CFO Report** – Mr. Benson reported we finished field work with the financial auditors last week and are working on the Medicare cost report. The cost report has been submitted for the first review. We are three weeks ahead of last year on both of these projects. Provider relief funds reporting has been submitted for phase one, through June 30, 2021. We have applied for additional relief funds for phase 4 and 5 that may be coming out in December or January.

**CEO Report** – Mr. Humphrey stated that Ms. Callahan prepared the CEO report and expressed his appreciation for her having done so as he has been very busy trying to catch up on everything.

**CBJ Liaison report** – Ms. Hale has been reappointed as the liaison to the hospital board. She extended a warm welcome to Mr. Humphrey and Ms. Forrest. The Mayor, City Manager and Ms. Hale have a meeting scheduled with Mr. Humphrey on Monday, November 1<sup>st</sup>. She commended Board member for being an incredibly hard working board. She stated the ordinance appropriating the funding for pay for the BRH Board will be discussed at the next Assembly meeting. Mr. Johnson welcomed Ms. Hale back to the board for another year.

**PRESIDENT REPORT** – Mr. Solomon-Gross reported that a Committee of the Whole meeting has been scheduled to take place at noon on Friday, October 29<sup>th</sup>. He encourages everyone to attend if available. This will be a chance for Mr. Humphrey and the Board to get to know each other and to discuss campus planning. He reported that he will also be in attendance at the meeting with Mr. Humphrey and the CBJ personnel on Monday. He has been working with Mr. Hargrave to put plans together for the recruitment of our next CEO. He reported that Loren Jones, has agreed to provide history to the Board and make some suggestions as to how we want to recruit out next CEO. He reported that several board members have asked about holding hybrid meetings again. Hybrid meetings will resume beginning with Friday's Committee of the Whole meeting. Going forward, all Board and Board Committee meetings will offer in person and virtual attendance unless unsafe to do so. All COVID protocols will be followed.

**BOARD CALENDAR** – November calendar reviewed. Mr. Humphrey will not be in town on November 23<sup>rd</sup> but will attend the Board meeting via Zoom. Mr. Geiger may be deer hunting on that date and unable to attend. Mr. Stevens will be out of town but will participate in the Planning Meeting on November 5<sup>th</sup> via Zoom. Ms. Knapp will talk to Mr. Solomon-Gross about when to schedule the next Governance Committee meeting. No changes to calendar requested.

**BOARD COMMENTS AND QUESTIONS** – None

**EXECUTIVE SESSION** – ***MOTION by Mr. Stevens 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 and the patient safety dashboard*

*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. Hagevig seconded.** The Board entered executive session at 7:00 p.m., after a 2 minute break. They returned to regular session at 7:39 p.m.

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

Mr. Johnson noted that Ms. Bishop will be retiring soon after many years of service. He said there used to be a process to acknowledge employees and it's important that we continue to do so. Mr. Hargrave confirmed we do have an internal recognition process and gift policy. He also confirmed that BRH is still doing service awards and recognition for staff but in a different way. When we can do those big events in person again, we will.

Ms. Hagevig said it would be helpful in the near future to have a copy of the most current organization chart. Mr. Hargrave will include it in his November board management report.

**ADJOURNMENT:** 7:43 p.m.

**NEXT MEETING:** 5:30 p.m. – Tuesday, November 23, 2021