

Bartlett Regional Hospital

Minutes
BOARD OF DIRECTORS MEETING
September 28, 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	Iola Young	Lindy Jones, MD

ALSO PRESENT

Kathy Callahan, Interim CEO	Kevin Benson, CFO	Kim McDowell, CNO
Dallas Hargrave, HR Director	Vlad Toca, COO	Alice Nichols, Interim CBHO
Keegan Jackson, MD, COS	Rob Palmer, CBJ Attorney	Barbara Nault, Legal Advisor
Michelle Hale, CBJ Liaison	Anita Moffitt, Executive Assistant	Nathan Overson, Compliance

APPROVE AGENDA – Mr. Solomon-Gross requested the removal of the CBJ Liaison Report, item XII on the agenda and replace it with the President Report. ***MOTION by Ms. Hagevig to approve the agenda as amended. Mr. Johnson seconded. There being no objections, agenda approved as amended.***

PUBLIC PARTICIPATION – None

CONSENT AGENDA - *MOTION by Ms. Hagevig to approve the consent agenda. Ms. Knapp seconded. There being no objection, the August 24th, September 18th and September 24th, 2021 Board of Directors meeting minutes and July 2021 Financials approved.*

OLD BUSINESS:

Bylaws Revision – Ms. Knapp and the Governance Committee had worked with legal to draft a bylaw revision that would allow BRH Board members to receive the compensation for their services as approved by the Assembly. The revision was presented at last month's Board meeting for a first reading. The revision is included in tonight's packet for a second reading as required before action can be taken. ***MOTION by Ms. Knapp that the BOD approve the bylaw change included in the packet that will allow the CBJ Assembly to authorize compensation for the Board of Directors and also allows Board members to claim expenses for Board or Committee work. Mr. Stevens seconded. There being no comment or objections, MOTION approved.*** Ms. Knapp noted this approved bylaw revision must now go to the Assembly for approval. After approval, it will go into effect January 1, 2022.

Board Self-Assessment – Ms. Knapp stated there is nothing new to report at this time. It will be discussed at the next Governance Committee meeting. The date for that meeting will be discussed when we review the calendar.

Bond Resolution Revision – Mr. Benson reported that since our last Board of Directors meeting where the Board approved a bond of up to \$15 Million to fund the Emergency Department (ED) renovation and the Crisis Stabilization Unit (CSU), we received cost estimates that increased to an amount just over \$11 Million. The Board has an option to bond this cost increase and look for an issue of \$20 Million bond instead of \$15 Million bond. Cost estimates are included in the packet as is the action that will be presented at the Assembly Finance Committee

meeting tomorrow evening. He reported that projected estimates show increased interest charges for that amount of additional bonding to the tune of about \$1 Million a year at 5%. Actual interest rates 3 days ago was just under 3% so the added interest cost would be just under \$600K instead of \$1 Million.

MOTION for purposes of discussion, Ms. Hagevig moves approval of the bond issue at the \$20 Million level. Ms. Johnston seconded. In response to Mr. Johnson's question about the use of excess amount of bond funds, Mr. Benson reported that any additional funds, not used on these two projects, would be used for other projects on the Facility Master Plan that were to be paid for by internal funding. Mr. Stevens added that the final numbers for the ED renovation include the costs of engineering and contingencies so increased the \$7 Million originally estimated.

Mr. Geiger declared a conflict of interest as his wife would probably be an engineer on this project. He will recuse himself from the vote.

Ms. Johnston clarified there will not be excess bond funding. The cost of the two projects combined will exceed \$20 Million. We will use excess moneys over and above the 180 days cash on hand to fund the excess of the two projects over the \$20 Million. Mr. Johnson thanked Ms. Johnston for the clarification and wants assurance that we aren't jeopardizing any grant funding. Mr. Benson explained the project is close to \$13 Million. The grant funding is close to \$2.5 Million leaving about \$10 Million that will still need to be funded by BRH. Ms. Knapp expressed concern that we may be overextending ourselves. Mr. Benson stated we have funds designated for additional projects that have been identified. Requests for Proposals (RFPs) have been sent out for the design of the ED project. Those have been received but have yet to be awarded. We should have further cost estimates in their finalized phase prior to committing to future projects. Mr. Stevens, agreed. We know the cost of the CSU and are still within our contingency amount. We have preliminary estimates for the ED expansion/remodel and will have better numbers in the next phase. Final costs will probably exceed what we are seeing in the bond package.

Ms. Hagevig, stated this is one of those projects we should probably strike while the iron is hot and interest rates are in our favor. If no more discussion, she would like a roll call vote. Mr. Solomon-Gross reminded everyone that this will go to the Assembly Finance Committee tomorrow for approval. He then called for a vote. Roll call vote taken.

MOTION for approval of the bond issue at the \$20 Million level unanimously passed 8-0. Hal Geiger recused from the vote.

Mr. Solomon-Gross welcomed Ms. Callahan as the interim CEO. Ms. Callahan thanked the Board and expressed her appreciation for the opportunity to be in this role at this time. She stated that one of her highest priorities is to stabilize the organization. She reported that Alice Nichols was highly recommended for the interim Chief Behavioral Health Officer by Dr. Gartenberg. Ms. Nichols has been working with our behavioral health team since February and has accepted the interim role for a one month period. She will continue to work in her previous position when we have a longer term interim in place. She has already provided value and insight into things we need to prioritize operational. Mr. Solomon-Gross thanked Ms. Callahan and welcomed Ms. Nichols.

NEW BUSINESS:

Bartlett Regional Hospital and CBJ Assembly Joint Committee – Mr. Solomon-Gross reported the Mayor suggested this idea at the last Joint Meeting of the BRH Board and CBJ Assembly. This will provide cohesiveness with our Board and the Assembly in evaluating BRH's ability to consider and acquire real property, discuss campus planning, business plans, projected community service needs and facility needs and will keep the Assembly informed and updated on BRH's efforts to partner or affiliate with other hospitals and health care providers. Members of the committee will be BRH Board members Mr. Solomon-Gross, Mr. Stevens and Ms. Johnston. Assembly members will be Ms. Hughes-Skandijs, Mayor Weldon and Christine Woll. Ms. Hughes-Skandijs shall serve as Chair, Mr. Solomon-Gross as Vice Chair.

MEDICAL STAFF REPORT – Dr. Jackson reported that it was business as usual at the September 7th, Medical Staff meeting. Reviewed old business. There was no specific Meditech Expanse report but is still an ongoing conversation. She will ask IT where we are at with the concerns expressed by the medical staff over the last several months. The workarounds are not really working or fixing the problems. Reminders were given to providers that they should always have their badges on them when in the building and doing the self-screening and temperature checks. An update to the incident command regarding the travel policy for employees and healthcare workers took some of the traveling providers by surprise. There was no physician representative involved when the policy was updated. A request has been made that someone in infection prevention or the quality department discuss any changes with a provider about how it impacts traveling physicians. It was concluded that if asymptomatic, masks will be worn and COVID testing is to be done as soon as possible. Dr. Benjamin will provide suggestions to help things run smoother. There was not much in the way of committee reports. Next meeting, October 5th.

COMMITTEE REPORTS:

Planning Committee Meeting – Draft minutes from the September 3rd meeting are in the packet. Mr. Stevens noted so much is fluid at this point with what's going on. We focused on a couple of projects that are included in the bond and will continue to keep things moving forward.

Board Quality Committee Meeting – Draft minutes from the September 8th meeting are in the packet. Ms. Hagevig reported it was a fairly short meeting and the minutes are pretty complete.

Committee of the Whole – Draft minutes from the September 10th meeting are in the packet. Mr. Solomon-Gross stated a lot of work was done in executive session.

Finance Committee Meeting – Draft minutes from the September 10th meeting are in the packet. Mr. Benson reported that the July financials were reviewed. The Committee took up a supplemental appropriation for FY2021. This is a housekeeping item we've done for the last 3 years. A supplemental appropriation is being requested from the Assembly for BRH overspending its operational and capital budget by \$20.9 Million. This was mostly a result of additional expenses related to COVID. The same information that had been reviewed by the Finance Committee will be taken up at tomorrow's CBJ Finance Committee meeting. Mr. Benson will be there to answer any questions. The committee had approved a motion to recommend the supplemental appropriation be moved to the Board for final approval. Ms. Johnston apologized for her audio difficulties. She reported that the minutes reflect the conversations held with the exception of the action item to increase the recommended bond issue from \$15 Million to \$20 Million.

For purposes of discussion, MOTION by Mr. Stevens for approval of supplemental appropriation. Ms. Hagevig seconded. Ms. Knapp asked that the source of funding for the supplemental appropriation be identified. Mr. Benson reported that we applied \$7 Million of Cares funding as well as additional State and Federal grants. The final shortfall of \$2.9 Million was provided out of Bartlett's fund balance. Mr. Solomon-Gross stated this is pretty common. ***There being no further conversation or objections, MOTION for approval of supplemental appropriation approved.***

MANAGEMENT REPORTS:

Legal Report – Mr. Palmer, on Ms. Nault's behalf, provided a summary of projects she has been working on since last month's meeting. Completed matters: An agreement with the school district for the Applied Behavioral Health Analysis services and a professional services agreement with AK Retinal Consultants. Pending projects: An agreement for a new case management software program, Pathology Services agreement with Alaska Pathology and a couple of items with Medical Staff Services and contracts, updating a medical residency policy, affiliation agreement and bylaws amendment. She anticipates the bylaws revision to be presented to the Board for consideration soon. He also reported a lease for renting space in Haines is in the packet. He will discuss the litigation risks during executive session.

HR Report – Mr. Hargrave reported he did not submit a written report this month. He has been working with the Interim CEO Recruitment Committee to schedule and conduct interviews for an interim CEO. We are on schedule in accordance with the schedule put out last week. Candidates will be discussed during executive session. He and Ms. Callahan are

going to meet with a potential longer term interim CBHO tomorrow morning. He stated that staff on the floor are experiencing fatigue from the ongoing effects of patient care during the pandemic and unease in the change in leadership. We are working with the staff to get ideas on how to address some of those concerns, many are related to staffing. We are going to be looking long term and short term to address this. Finally, along with the employee COVID vaccine policy, we agreed that one of the impacts is to have listening sessions with employees. Those will be held later this week and next week. A panel will listen to and answer questions of unvaccinated staff regarding COVID vaccination.

Ms. Knapp asked if BRH is going to get some of the nurses the Governor has contracted to bring relief to hospitals in AK. Mr. Hargrave reported that the state is moving forward with this and we might get some later this week. It will definitely help but it's unknown what their qualifications and experience are. Ms. McDowell reported that we originally asked for 12 nurses. As of Saturday, we were told we are getting 9 RNs and 6 CNAs.

CNO Report – Ms. McDowell reported the staff is working hard and are very tired due to high census and short staffing. The Regeneron Clinic has been moved from the Med Surg unit to the ED cabin due to inpatient census. The state is looking at current monoclonal antibodies (MAB) allocations as resources are running low.

CBHO Report – Ms. Nichols reported that she's been very fortunate that everyone has helped her get up to speed quickly. She will try to end her tenure in her four week time frame with some recommendations, guidance and structure for the longer term interim CBHO.

COO Report – Mr. Johnson stated it's a good report but would like to have acronyms spelled out in the future. Ms. Young asked Mr. Toca about his thoughts on the lack of adequate space for PT/OT and what the operating hours are for the department. Mr. Toca reported that we are looking to schedule therapists to work four 10 hour days to offer extended hours and are looking for space to lease. Ms. Young stated the clinical graph in the report was very informative and she would like to see something similar to that in Behavioral Health reports as well. In response to Mr. Solomon-Gross' query about the College of American Pathologists (CAP) coming on site on October 28th, Mr. Toca responded that they are coming on site to conduct an inspection of Bartlett's policies and procedures. He will confirm that this date has not been postponed and will provide an update via email. Mr. Solomon-Gross then asked for more information about the marketing strategies. Mr. Toca reported that since Amanda Black joined the BRH team recently, we have engaged with BPD Advertising and &Well Marketing to see what types of services they may be able to provide us. The marketing department at Bartlett has never been developed and we need outside help to achieve our goals. He then provided an overview of the list of steps already taken as listed in his report. At the moment we are reviewing the feedback we have received and will piecemeal some of the initiatives that are not so costly. The dollar amounts of the quotes received are above the threshold that would require us to have an RFP. He is working with the city to learn the RFP process. Decisions will not be made until the new CEO is in place to help identify marketing priorities and strategies. Mr. Johnson suggested the Planning and/or Finance Committees be briefed on this before we get too far in the process of implementation since it's going to be expensive. He said it's not very clear to him what is really cost effective for us at this moment. Ms. Callahan reported that when she came on board, information that had been shared with her about what Mr. Toca has been working on is rebranding; renaming the facility and looking at some things that really require a long term view and a number of people involved in that process. She strongly supports increasing Bartlett's presence in the community and letting the community know what services we have but does not feel this is the time to look at rebranding. We may need to look at what the proposal includes and have something like that done when launching the new CEO or further down the road. Mr. Toca expressed appreciation for Ms. Callahan's feedback and stated this was initiatives were initiated with the previous CEO. It is a big project that will require a lot of coordination. He identified the website and media purchasing as the priorities and most cost effective at the moment. Ms. Hagevig agrees there is a need to do some marketing about what BRH has to offer but is leery of entering into a major contract with a marketing entity. She requests the Board be kept closely informed with what is going on with marketing. She would like to see an increase of BRH activity on social media and does not see the need for rebranding. Mr. Solomon-Gross agreed with Mr. Johnson and requests a report be submitted to the Planning Committee for review and discussion. Mr. Stevens agreed this is appropriate as marketing and planning go hand in hand. Mr. Johnson stated social media allows for a lot of negative comments and misinformation. Perhaps it can be used to help clear up misinformation as well. Mr. Toca is looking at filtering options available to address this issue. Mr. Toca will provide a full report to the Board about marketing strategies. Ms. Knapp thanked Mr. Toca for the work he's done so far and expressed the need to move forward. Ms. Hagevig asked for clarification about the molecular lab numbers. Mr. Benson reported that the numbers had been presented at the Finance Committee and projected numbers through September 21st. Mr. Toca will provide update counts. In response to Ms. Hagevig's query, Mr. Toca reported he has no updates on the contract with Quest as it is currently with legal. He will provide information at a later date.

CFO Report – Mr. Benson reported we are in audit season and pretty deep in field work with the auditors here this week.

CEO Report - Ms. Callahan reported has been doing operational analysis and meeting with people on the team so her written report was fairly short. She meets daily with the rest of the leadership team. Focus has been on COVID numbers and the need to evaluate our inpatient surgeries. (We did have to cancel one.) She is working with Ms. McDowell and Vinh Le to monitor surgical cases every day. Something new hits her desk just about every hour. She's learning and enjoying it. It's nice to be able to hit the ground running and know the names of people to call for help. Ophthalmology contract has been started and it's been a smooth transition from what we had with Dr. Kopstein. Ms. Hagevig thanked Ms. Callahan for stepping up and being here.

PRESIDENT REPORT – Mr. Solomon-Gross reported that we have been busy with the Interim CEO Recruitment Ad-Hoc committee. He thanked Ms. Callahan for stepping in as the interim CEO. He requests that Ms. Callahan express his thanks to the Senior Leadership Team and staff for all of their hard work. He also thanked the BOD for being so agile and attending meetings called on the fly.

BOARD CALENDAR – October calendar reviewed. A poll will be conducted to determine if the Physician Recruitment Committee will meet in October or not. Mr. Johnson will be updated when the poll is completed. Mr. Johnson will sit in on the Credentials Committee meeting scheduled to take place at 7:00am on Tuesday October 12th since Ms. Hagevig will be at the Leadership Conference. The next Governance Committee meeting will be held at 12:00pm on Friday, October 29th. Ms. Callahan noted the October 8th ground breaking ceremony has been postponed due to high census, It was determined that it was not prudent to hold social events on campus until we get a handle on things.

BOARD COMMENTS AND QUESTIONS – Ms. Hagevig gave Mr. Hargrave an extra shout out for all of the extra work he has done in the last couple of weeks.

EXECUTIVE SESSION – ***MOTION by Ms. Young to recess into executive session to discuss several matters as written in the agenda, with the addition of a discussion of the 340B program, to discuss several matters:***

- *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 facts and litigation strategies of the Haines Lynn Canal Corporation Lease with the 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.)*
And
- *To discuss Interim CEO Candidates and personnel matters that tend to prejudice the reputation and character of any person. (Unnecessary staff and Medical Chief of staff may be excused from this portion of the session.)*

Mr. Johnson seconded. The Board entered executive session at 6:49 p.m. They returned to regular session at 8:16 p.m.

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

ADJOURNMENT: 8:17 p.m.

NEXT MEETING: 5:30 p.m. – Tuesday, October 26, 2021