

Bartlett Regional Hospital

Minutes
BOARD OF DIRECTORS MEETING
October 25, 2022 – 5:30 p.m.
BRH Boardroom and Zoom

CALL TO ORDER – Mr. Solomon-Gross, Board President, called the meeting to order at 5:32 p.m.

BOARD MEMBERS PRESENT (*Zoom attendees italicized*)

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

ABSENT: Max Mertz

ALSO PRESENT (*Zoom attendees italicized*)

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| David Keith, CEO | Bob Tyk, Interim CFO | Tracy Dompeling, CBHO |
| Dallas Hargrave, HR Director | Kim McDowell, CCO | Joseph Roth, MD |
| Barbara Nault, Legal Advisor | Robert Palmer, CBJ Attorney | Carole Triem, CBJ Liaison |
| Beth Weldon, Mayor | Anita Moffitt, Exec. Assistant | Nate Rumsey, Business. Dev. |
| Nathan Overson, Compliance | Sam Norton, Interim IT Director | Gail Moorehead, Quality |
| Debbie Kesselring, Dir. Medical Staff Svcs. | | |

Mr. Solomon-Gross introduced and welcomed newly appointed CBJ Liaison, Carole Triem.

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

PUBLIC PARTICIPATION – None

CONSENT AGENDA – *MOTION by Ms. Knapp to approve the consent agenda. Mr. Geiger seconded. There being no objection, the September 27, 2022 Board of Directors Minutes and August 2022 Financials approved.*

BOARD EDUCATION – Ms. Kesselring, Director of Medical Staff Services, introduced herself and provided a presentation on the Board of Directors (BOD) authority of the Medical Staff credentialing process. (Presentation slides in packet.) The BODs accountability and responsibility is to protect our patients and to provide an opportunity for Medical Staff and Advanced Practice Clinicians to be credentialed in a fair and consistent model. The purpose of credentialing is to ensure practitioner licensing documents, qualifications and competencies are verified before granting privileges to treat patients at the hospital. She outlined the credentialing process, identified the governing documents that influence compliance of the credentialing process and the flow in which approvals are granted by the Credentials Committee, Medical Staff Executive Committee, BOD Liaison and the Board of Directors. She noted there has been a steady increase in the number of credentialing files that have gone to the BOD for approval. Onboarding for the Board Liaison to the Credentials Committee includes attending a Harty Springer Credentialing Excellence conference and one on one training by Medical Staff Services staff. One on one training also provided for the Board Secretary that signs on the Board's behalf. Ms. Kesselring recommends annual training for the full Board and a manual posted on the BRH website or in Nasdaq Boardvantage to be used as a credentialing process resource. Board members encouraged to reach out to her department with any questions.

Ms. Young initiated discussion about the number of newly credentialed providers. There has been a 15% increase in newly credentialed providers since the start of the pandemic, mostly in telemedicine. Dr. Jones thanked Ms. Kesselring for all of her hard work and making the Board's job easier.

OLD BUSINESS

Covid-19 Update - Ms. McDowell reported 2 employees out with Covid, 0 Covid positive patients in house. The monoclonal antibodies clinic closed in October and the Covid testing drive through will close on November 15th. Pre-procedural Covid testing is no longer required. Masks are no longer required on campus unless providing direct patient care. Dr. Jones noted monoclonal antibodies and Paxlovid are available through the Emergency Department.

Family Practice Building Acquisition – Mr. Rumsey reported BRH has agreed on a final purchase price for the building. Closing is scheduled for Friday, October 28th. In preparation for becoming landlords of the building, BRH is looking at existing lease agreements, fair market value and long term plans for the building.

Update on Land Acknowledgement – Mr. Geiger reported that he and Erin Hardin had met with David Sheakley and Ricardo Worl yesterday and drafted some wording for a land acknowledgement. The draft will be presented at the next Governance Committee meeting for review.

NEW BUSINESS

Board Self Evaluation – Mr. Geiger reported the Governance Committee reviewed options for Board self-evaluation tools since last year's evaluation was not very helpful. Mr. Hargrave reported online research resulted in many options. One survey selected that would work for BRH with some modifications. The Governance Committee provided the feedback for modifications. Mr. Hargrave gave an overview of questions included in each section of survey. It was clarified that the focus of the survey would be for this past year. The survey questions will be put into Survey Monkey and will be sent to Senior Leadership Team (SLT) as well as Board members. Respondents will identify themselves as a member of the BOD or the SLT and results will be broken out accordingly.

MOTION on behalf of the Governance Committee to approve the Board self-evaluation. There being no discussion or objection, MOTION approved.

MEDICAL STAFF REPORT – Dr. Roth reported the following from the October 4th Medical Staff meeting: Dr. Newbury talked about the daVinci Robot the hospital is contemplating leasing. The Medical Staff approved changes to the Rules and Regulations about signing consents and now need the BOD to approve them. He reported that he met with the Meditech representatives earlier today. He felt the reps really listened and hopes that other physicians will speak with them as well. He expressed appreciation for Ms. Kesselring and the work that she does for credentialing providers. He stated it's very important that a Board member remains on the Credential Committee. Discussion held about the medical staff's support of a daVinci Robot and about costs for robotic surgery vs. standard surgical procedures. Dr. Roth will provide information regarding up charging for robotic surgery.

MOTION by Ms. Knapp to approve the changes to the Rules and Regulations. Mr. Geiger seconded.
Discussion held about redundant wording. ***There be no further discussion or objections, changes approved as written.***

COMMITTEE REPORTS:

Planning Committee - Minutes from the October 7th meeting in the packet. Ms. Knapp encourages anyone available to attend these meetings to hear updates on the various projects. We are looking at the BOPS/CSC facility programs and budget. Ms. Dompeling is working with Agnew : Beck on the pro forma that has been requested. There are two other facilities in the state developing these programs with Agnew : Beck as well. Additional information will be available at the next Board meeting, however, the pro forma will not be completed before the end of November or first part of December. Agnew : Beck will present information to the Finance Committee.

Governance Committee – The minutes are in the packet. Board attestations and how they might work for onboarding new board members was discussed. The Committee worked on the Board self-evaluation and looked at strategic plan initiatives 2.2 and 2.3.

Finance Committee – Ms. Johnston reported the minutes from the October 21st meeting accurately reflect the discussions from the meeting. There was a robust discussion about a few issues in our internal processes that came to light and need to be resolved. The two biggest items discussed were the lease of the daVinci Robot and the proforma for the behavioral health programs. Mr. Johnson initiated discussion about including information about secured adolescent behavioral health services in the proforma. The observation and crisis intervention programs being developed here, and in two other facilities in the state, should help reduce some of the need for secured adolescent facilities. A CON (Certificate of Need) would be required to provide secured adolescent behavioral health services because it would be adding inpatient beds.

Ms. Johnston made a MOTION on behalf of the Committee to approve the daVinci project being discussed by the Board and then present it to the Assembly for approval of the seven-year commitment.

Dr. Jones stated he is not convinced the surgeries we do here will have a better outcome with a robot than if done laparoscopically. He also expressed staffing concerns. Mr. Tyk reported that with a robot, we will be able to do gynecological and urological procedures not currently done here and there is not a large number of additional staff needed for robotics. Surgical procedures are billed based on level, not whether it's done laparoscopically or by robot. Mr. Keith stated from a strategic perspective, the number of physicians trained on robotics is steadily growing. The logistics of the daVinci have improved over the years so require much less space and it is a tool that is to be used to attract new physicians. Physicians that want to use it will, and those that don't will not. Mr. Johnson noted offering robotic surgery may help prevent patient leakage. Mr. Geiger is not against the daVinci but wants more information showing why leasing this robot is a good financial idea. Mr. Keith stated we can't train people on robotics unless we have one and we can't recruit physicians already trained if we don't have one. The proforma was based on the number of cases that out-migrated. Having a robot gives us the ability to grow procedures that we don't currently do and it will pay for itself in time. Ms. Knapp stated this equipment was vetted very thoroughly by the Board a few years ago but they weren't yet ready to move forward. There have been a lot of improvements to the robot since that time. The Planning Committee has approved of leasing a robot and moved it to Finance for review of financial viability. The Finance Committee has reviewed it and also approved it. She supports the recommendations of the CEO and CFO to move ahead with leasing a robot. Ms. Petersen expressed her support of moving ahead and stated the advantages of having a robot to help recruit OR technicians as well physicians. Dr. Jones expressed his objections and doubts that we will have the number of cases projected and staff needed. Ms. McDowell reported we have found a staffing model that we believe will work for us. She also noted that that OR techs have declined to work at BRH because we don't have a robot. Mr. Keith reported it's very rare to have a physician champion and we should take advantage of having one here. Mr. Geiger made an ***amendment to the MOTION to move this matter to the November Board meeting.*** Dr. Newbury to be present to answer questions. Ms. Johnston noted it's important to make these strategic decisions to move ahead to help maintain our relevance in the community. Mr. Johnson expressed frustration in kicking the can down the road. Dr. Jones stated Dr. Newbury will not be able to change his mind and encourages a vote be taken tonight. There being no second to the amendment, amendment does not pass. ***Mr. Solomon-Gross made a clarifying MOTION to the existing motion that the Board approves moving forward with the DaVinci project and moving it to the next step, whether it's to the Assembly or to Legal and the CEO.***
Roll call vote taken – MOTION approved – 7 yes, 0 no, Dr. Jones abstained.

Mr. Solomon-Gross called for a brief recess. The meeting recessed at 7:07pm and resumed at 7:18 pm.

Board Quality Committee – Dr. Jones reported work to tackle some of the problems with the EMR (Electronic Medical Record) had started. Three presentations and the quality dashboard also reviewed. Mr. Solomon-Gross noted that Dr. Jones will represent the BOD on the EMR Committee. Mr. Norton reported that he met with Senior Leadership to discuss the findings of his 30-day assessment of the EMR and to make recommendations. These recommendations address

strategic initiatives 3.1. The goal is to improve performance of the EMR, to better integrate it and to engage with customer support by providing appropriate levels of support. He recommended taking a pause from moving from Meditech 2.1 to the Meditech 2.2 version. There are things that need to be addressed with our current version first. Meditech reps are on site today and tomorrow to meet with clinical staff and physicians. They conducted a technical assessment of our system and will give us a report in about 2-3 weeks. This report will be used in developing plans for optimization.

MANAGEMENT REPORTS:

CEO Report – Mr. Keith noted his written report was self-explanatory. He expressed his appreciation to the medical staff and ancillary staff of BRH for a letter he had received from a patient. The patient had been on a cruise ship before being brought to BRH for services. That BRH was Joint Commission accredited added comfort to the patient. She noted all the safety elements being performed during her stay and that staff was still able to focus on her as a person. Staff followed protocols in place to decide the care needed and to ensure her safety. Everyone she encountered during her stay, from registration staff, nurses, doctors and radiology staff were very detailed and gave amazing instructions. The care was very comforting. They cared about her, not just her diagnosis. She noted hospital staff arranged for her baggage to be delivered, offered a room at Bartlett House and expedited testing to allow the patient to get to a restaurant for the seafood dinner she wanted. She acknowledged people often forget to recognize angels that help people in their time of need.

CFO Report - Mr. Keith noted financials are improving due to a lot of hard work. His expectation is that we will be back on track in the next few months.

HR Report – Mr. Hargrave reported the quarterly employment related statistics are included in his report. There is still a high number of travelers being used and are being paid at an elevated rate. The rates are coming down as housing becomes more available.

CCO Report – Ms. McDowell highlighted that surgical department currently has 3 OR nurses and 3 OR techs in training. Physical Therapy also has some students on board. The new dietary director has done an incredible job. The cafeteria is almost fully staffed and the kitchen opened up for breakfast to staff again this week. If things go well, it will open up to the public again soon. BRH has been chosen for a pilot program, in conjunction with AHHA (Alaska Hospital & Healthcare Association) for a burnout assessment project. AHHA is providing the majority of the funding for this project. Ms. McDowell has secured funding from the Bartlett Foundation so it will be very little cost to BRH. The first meeting is to take place in December. An assessment will be done of all clinical staff, including physicians. BRH will determine what issues to address first. Post Covid surveys reveal nurses are showing a higher post-traumatic stress disorder than military in combat. She looks forward to working with Dr. Shapiro and the consulting firm.

CBHO Report – Ms. Dompeling stated she appreciates the questions being asked about the behavioral health programs. Agnew : Beck will be at the November 17th Finance committee meeting and will provide information they have on the pro forma and business models they are working on. She encourages everyone available to attend this Finance meeting. RRC is back to 12 patients for the first time in 2 years. Mr. Norton and Meditech will meet with behavioral health leaders to discuss the ambulatory module used in behavioral health. Mr. Johnson asked if suicide numbers are reduced with these types of behavioral health programs. Ms. Dompeling does not have the numbers but can ask Agnew : Beck. Mr. Keith noted we are one in three facilities developing these program in AK. The short term observation is currently being done in Fairbanks, Matsu and Anchorage. BRH will be the first with the crisis stabilization program in Alaska. Providence is behind us and Southcentral is behind them. Considering the models, BRH is the leader in AK, AZ is the leader in the country. Mr. Keith feels that BRH will be one of the leaders in the country when we are done. Ms. Knapp noted The Joint Commission gives recognition to entities that spearhead programs and demonstrate its effectiveness and viability.

Legal Report – Ms. Nault reported since the last meeting, her office has worked with directors and SLT on the following: 90-day status report on the 340B contract pharmacy corrective action plan due next Wednesday. Provided input on the changes to the informed consent process. Continue to work on professional services agreement for radiology, contract for a wage analysis and a proposed agreement for patient account services. Assists as requested for matters concerning Hospice and Hone Care services. Advise on an agreement with durable medical equipment provider. Mr. Palmer provided big kudos for seeing the Family Practice purchase to where it is.

CBJ LIAISON REPORT – None

PRESIDENT REPORT – Mr. Solomon-Gross reported Ms. Triem is excited to be part of the BRH Board. It will be a good learning curve for her. He volunteered to meet with her as often and she would like. Mr. Keith will also meet with her. Mr. Solomon-Gross met with several BOD members this week and continues with weekly meetings with the CEO. He reported Mr. Keith's door is always open to answer any questions BOD members may have.

Mr. Keith reported that he has met with legal about CCS (Catholic Community Services) and Hospice and Home Care (HHC) Services. BRH is pursuing licensure to provide HHC services. HHC is intertwined with so many other CCS services, it is best for BRH to provide it themselves. BRH will work in conjunction with CCS to ensure a smooth transition, including possibly hiring former CCS staff, using its billing processes and EMR. Ms. Nault, Mr. Rumsey and Mr. Overson have met with CCS leaders and CCS legal services to discuss a path moving forward. They are trying to get an understanding of what the timeline looks like for licensure and enrollment for BRH. A few additional transactions that may be beneficial to BRH are being looked at on a case by case basis. Mr. Johnson initiated discussion about BRH continuing end of life vigils. Mr. Keith reported that he is going to bring someone with experience in HHC to assist Ms. McDowell in setting up the HHC services. She will be here in early November. He also reported that another company had reached out and expressed interest in entering HHC market, possibly working with BRH. This is being considered. BRH is moving forward with obtaining the two licenses required, one for Hospice services and one for Home Health services. Ms. Knapp initiated discussion about the licensing entity. The licensing entity is the State of Alaska through Health Facilities. Mr. Geiger thanked everyone that had a hand with this and initiated discussion about the timeline to get these programs in place. This is an urgent matter and we will get it done as soon as possible. There are two elements to enrollment, licensure through the state and being able to successfully bill through Medicaid and Medicare. Licensing may take 30 – 90 days. Enrollment in Medicaid and Medicare could take from 9 months – 2 years but because BRH already bills Medicaid and Medicare, there is hope the long process can be avoided. Discussion held about the number of patients in the hospital because they can't find placement through home health. In response to Ms. Knapp's suggestion that interim license might be an option, Mr. Keith reported CMS (Center for Medicaid and Medicare Services) is going to wait until the state issues a license. The state is aware of the urgency and we are trying to mitigate that timeline to shorten it up. Ms. Nault stated there is a provisional license opportunity. She also noted that CCS is still providing volunteer services and has a volunteer coordinator still working for them. They also have a loan closet where they can provide equipment for home use. CCS intends to put forth a proposal for BRH's consideration of supporting that volunteer coordinator.

BOARD CALENDAR – November calendar reviewed. Quality meeting will be postponed until December. Finance will be held at 8:00am on November 17th. A Governance meeting will be held at 1:00pm November 21st.

BOARD COMMENTS AND QUESTIONS – None

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 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.)*

Mr. Johnson seconded. Mr. Solomon-Gross reminded attendees that all information to be discussed in executive session is confidential. Attendees are to ensure there are no unauthorized people in the room with them or able to hear the conversations.

The Board entered executive session at 8:06 p.m. and returned to regular session at 8:30 p.m.

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

ADJOURNMENT: 8:31 p.m.

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