



January 26, 2023 at 7:30am

BOARD OF DIRECTORS MEETING MINUTES

Virtual Attendance Option Available

Attendance: Colleen Todd, Board Chairman; Dan Mast, Board Secretary/Treasurer; Dr. James Sinnott, Board Member; Clay Davis, Board Member; Jeff Lang, CEO; Terri Brandt-Correia, CNO; Shala Kudlac, Board Counsel; Becky Sanders, Quality & Risk; Sarah Pachal, Infection Control; Dr. Brock Millet, Chief of Medical Staff.

Members Attending via Zoom: Michelle Reyna, CFO; Garrett Smith, Compliance Officer – FOX Group;

Visitors/Public Attendance: None

1. Call to Order at 7:28am
2. Public Comments and Correspondence - None noted.
3. Approval of Minutes
 - Regular Board Meeting January 05, 2023

MOTION: To approve the minutes of the Regular Board of Directors meeting on January 5th, 2023; as presented.

APPROVAL: Mast/Davis; Unanimous Approval

4. Department Reports
 - Compliance Report Quarterly – Garrett Smith FOX Group
Garrett reviewed a report for the Board included in the packet.
Garrett also review the 2023 Compliance Work Plan, the Survey and Audit plans were also reviewed.
No questions by the Board were heard concerning these presentations.

Motion: To approve the 2023 Compliance Work Plan as presented.

Action: Mast/Davis, Motion carried.

5. Adjourn to Closed Session at 7:37am
ORS 192.660(2)(c)
 - *to consider matters pertaining to the function of the medical staff and all other matters relating to medical competency in the hospital.*
6. Enter into Open Session at 7:54am
7. Medical Staff Report – Dr. Brock Millet
 - Medical Staff Report – Dr. Millet noted that the medical staff is doing well.
 - Jeff and Dr. Millet discussed the last physician peer review meeting and the structure changes – everything is working well and the physicians are taking an

active role in the rebuild. A peer review report from the Peer Review Committee will be coming to the Board quarterly beginning in March.

- Dr. Millet was questioned about his thoughts of the project plans. Dr. Millet commented that the Architectural plans look fine – the largest area is the CVH clinic and his interest in the Clinic layout is minimal. Dr. Millet shared his views of clinic space as a practicing family physician and indicated he can work anywhere.

8. Infection Preventionist Report – Sarah Pachel

- 2022 Annual Evaluation
 - i. Sarah provided an overview of the 2022 Annual Infection Hazard Risk Assessment and identified six areas of focus. Sara reviewed the 2022 Risk assessment and explained why each one was identified as focus areas. Sara cross walked how the hazard risk assessment is used to determine the 2023 infection control plan focus areas.
- 2023 Infection Control Plan
 - i. Mission/Purpose and plan design were reviewed, Sarah highlighted the program authority/responsibility areas and explained the six prevention and control goals and the four focused objectives. Sarah chronicled her activities with the departments in the report and provided an overview of how the data/results will be forwarded up to Board in the future.
 - ii. Sarah noted her areas of concentration/ prevention for 2023 are: C. Diff, hand hygiene, bio terrorisms, legionella disease /water management, and IP prevention in new construction as well as CAUTI, clabsi, infectious process, and respiratory protection program, calling out a few of the items in the program list.

MOTION: To approve the 2023 Infection Control Plan as presented.

APPROVAL: Davis / Mast; Unanimous Approval

9. Patient Care Report – Terri Brandt-Correia, CNO

- Connect to Purpose:
 - i. Terri reports that in May of last year, CVH starting the nurse recognition program called the Daisy Award. We have six nominees so far. The History of the Daisy award was explained. We have had one nurse nominated twice. The Board will help with selecting Daisy Award member closer to May this year.
- Operational Report:
 - i. Terri provided an update on the four crisis RN's from OHA. They have been working out well. Unfortunately, CVH will not be able to re-up the nurses from this program.
 - ii. Jeannie Zanoto, employee health nurse hired.
 - iii. Terri discussed CVH's plan to progress towards JCAHO accreditation. We have engaged a consultant to help guide us on the journey to

accreditation. One of the first tasks will be for this group to provide a mock survey. Amanda Bemetz will be our project chair and has worked with this consultant when she was the Joint Commission lead at BAH.

- iv. Terri discussed some of the support tools we have in place to assist us in our journey to Joint Commission accreditation. We have provided resource materials to managers that has FAQ's, tracer information, and standards.
- Policy Approval – RRT Policy
 - i. This policy is presented in the Board packet.

MOTION: To approve the updated RRT Policy as presented.

APPROVAL: Davis/Mast; Unanimous Approval

10. Quality Report – Becky Sanders

- Quality Report – Patient Care:
 - Becky reviewed the Clinical Departments Quality Measures Dashboard with the Board. Becky reviewed the performance improvement action plans for every area that was not meeting goal with the Board, including:
 - i. The Code Blue Form as assigned to RT and the Code Cart Defibrillator Readiness check will be completed every shift.
 - ii. Adult comprehensive intake, colorectal screening to be in a March campaign. Smoking Cessation is a 0 as there were not any first time smokers. Will change the goal to Mammogram screening.
 - iii. Becky noted that the Lab # contamination blood cultures though IV sites for blood draw will be readdressed. The Blood Draw within 20 mins of orders has been changed to an automated process and that helped to help lower that time.
 - iv. Pyxis narcotics - waste documentation will be focused on. There is now a log for Unpermitted Drug room entry.
 - v. Surgical Services - cancelled cases will be looked at to close and new measures to be found.
 - vi. Swing bed measures were reviewed

11. Finance Committee Report – Michelle Reyna, CFO / Dan Mast

- i. Volumes (Statistics)
 - 1. Inpatient days remain unfavorable to budget both for the month and compared to last year, however, outpatient volumes continue to be favorable to budget and last year. Average length of stay was 5.3. We should be aware that the 96-hour rule are expected to expire on April 11th; and 4-day hold rules. This may complicate discharge issues as there are a lot of hospitals struggling to send patients to other levels of care.
 - 2. Swing bed admissions were only 1 for Dec. This was due to a long stay with a Behavioral Health patient who need 24-hour around

the clock monitoring and caused a staffing issue on the floor. The patient was with us for over 15-day.

3. ED volumes are favorable to budget year to date by 11.2% with 3233 total visits. December volumes were 583. ED volumes are averaging about 17 patients a day, and are at Pre-Covid levels. Adjusted patient days are 10.5% favorable for year to date
4. Clinic visits are below budget for December and year to date which should turn. wRVU's are below budget, however, are significantly higher than the previous year.
5. Lab volumes are favorable to last year as is radiology. Echo volumes are 0 for the month as we have been unable to fill that open position and do not have any travelers available. Surgeries are favorable by 39% Year to date.
6. 160.5 Total FTE's YTD; 149 Days cash on hand; 24.0 DNFB; the Board noted that the Days in A/R has come down a lot.

ii. Income statement

1. Inpatient and Swing gross revenues were unfavorable to budget. Outpatient gross revenue is favorable. Revenue for December was \$4.5M, favorable to budget YTD by 5.1% at \$25.7M. We are accruing for Advanced Health risk payment at \$70k per month and will true up yearly as we are being conservative on the total amount.
2. Total deductions are unfavorable to budget by a little at -1.8% for December and favorable YTD by 8.2%.
3. Total revenue was favorable to budget for month and YTD.
4. Total expenses are still unfavorable attributed to contract labor.
5. Operating loss YTD is \$1M. With a total year to date margin of (324,034).

iii. Balance Sheet

- iv. Michelle highlighted cash which has decreased by \$1M; although, we expect to have a large receivable next month.
 1. Michelle noted increase in AP and payroll with a 3rd payroll in December.
 2. For our HUD Bond Metrics noted the 3 deficiencies on margin, DCSR and the mortgage reserve fund is off by \$199.
 3. Michelle reported that there are two Noridian desk audits open and these are running simultaneously. They will result as a receivable although it was learned that we will have to revise it to take out Medicare advantage days. The final result is that we will have a payback of \$5000 combined.

• Approval of Disbursements over \$25,000

Michelle notes the RT Capital request, the purchase of patient beds and contract staff payments for November and December.

MOTION: To approve payment of the disbursements over \$25,000 for the month of December 2022 and those that will accrue before the next meeting; as recommended by the Finance Committee.

ACTION: Mast / Davis; Unanimous Approval

- Review of Cash Balances:
 - i. LGIP is going up to 3.1% will be 3.75% soon. Michelle has discussed with the bank about trust account, however, it doesn't appear we will be able to utilize an LGIP account for our mortgage reserve fund.
- Capital Request – Sidewalk

MOTION: To approve the Capital Request for Sidewalks at \$8,500 as presented.

APPROVAL: Mast / Davis; Unanimous Approval

12. Administrators Report – Jeff Lang, CEO

- Building Project Update
 - i. The schematic design user group design meetings have gone well. No major areas of push back and the team is working through the more challenging items. Jeff reports being impressed with the Davis Partnership's ability to find creative solutions. The second round of SD meetings will be occurring in the next two weeks. One area of concern so far is the Lab as we are trying to increase the space available for them. We will likely have an ad-hoc meeting with the lab prior to the next round of SD meetings to try and make progress.
 - ii. Simplify Health (the ACO) will be on-site in the next week as we will be holding the Kick-Off meetings. CVH went live in the ACO beginning January 1, 2023. These meetings caused us to postpone SD meetings by a week as we couldn't schedule over the top of the ACO meetings. We will try to make up the schedule over DD.
 - iii. The Buy America Build America issue will add costs for materials, potentially up to 15%. We are seeing a softening in the construction material inflation right now and we expect our estimates currently are a little high. We construction material inflation/escalation will offset any BABA increase – so we are not specifically scoping a budget amount for this issue. It will remain an area of risk in respect to budget as we move forward.
 - iv. Jeff reported that the examined financial statements from Janet at Eide Bailey were received and that he and Michelle will review and update with Eide Bailey. The estimates on first glance appear to be too low (revenue) in the beginning and too high toward the end, which is a reflection of timing related to new revenue being brought in.
 - v. Terracon will be here for environmental testing for the old hospital teardown. Also, electrical panels will be tested for electrical draw and load over a 30-day period. Jeff noted that two other items to assess

- regarding our utility infrastructure - water and sewer will be reviewed for new building capacity.
- vi. The State requires a “Functional Program Narrative” to be filed at the end of SD. We are working on getting this completed. We will be reaching out to FPS to have an initial project consultation in the near future as well.
 - vii. So far we are on schedule with the building project and PAR was submitted and we expect completion of the full application in March.
- Compliance/Privacy
 - i. Jeff reviewed the history of the relationship between CVH and the Fox group. The Fox Group was first contracted 2017 for Compliance and HIPAA Privacy functions.
 - ii. Over the past several months there have been issues (conflict) related to effectively managing privacy matters. The team at CVH has been displeased with the bifurcated process as it relates to HIPAA issues.
 - iii. In looking to root causes for the conflict – it appears the main issue is the internal capabilities of CVH to manage HIPAA issues has grown and the team here is taking a more active role than in the past. Additionally, CVH systems have been strengthened from 2017 and better support loop closure, speedy investigations, and appropriate reporting. Dual responsibility for investigation and follow up is complicating issue resolution.
 - iv. Jeff spoke at length with the quality steering committee at their last meeting and proposed a solution. Jeff recommended HIPAA functions be brought back in house and that we use the Fox Group only for Compliance functions. After discussion of the issue, the Quality Steering Committee formalized a recommendation to the CVH Board to appoint Andrea Love as Privacy Officer and Andy Hoyle our HIPAA security officer. Further recommendation from the Quality Steering Committee is to transition Compliance back to CVH over the next year as well.

Motion: Board authorizes the CEO to notify the Fox group of our intent to move HIPAA Privacy / Security functions in-house and to work with the managers to provide an orderly transition. Following the transition, the Board does appoint Andrea Love the Privacy Officer and Andy Hoyle the Security Officer.

Action by the Board: Sinnott/Mast; motion approved.

- Operational Update
 - i. Continuing to have discussions with NBMC regarding partnering for primary care, CEO will meet to discuss model and address questions. Jeff is working with legal council to draft the PSA documents as a discussion starting point to move the conversations to resolution (either yes or no). The Board expressed that the goal is for the providers to stay in the community.

13. Adjourn to Closed Session at 9:42am

ORS 192.660(2)(e)

- *to conduct deliberations with person designated by the governing body to negotiate real property transactions.*

14. Re-enter Open Session at: 10:08am

Jeff showed the updated floor plan of the new clinic and explains the changes and highlights. the ER changes were highlighted and explained. Surgery options were reviewed.

15. Board Chair Report

- Review transportation options to Seattle for conference. It was decided that air travel was the least expensive option. Beth will book travel for everyone closer to the date.

The Board discussed potential dates for a board education session with Tom Schroeder related to governance design. Several possibilities for meetings over the next few weeks were provided with the CEO being directed to check availability and schedule the

It was also noted that the CEO would be providing a community presentation on the building project for the Myrtle Point Rotary today.

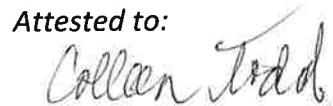
16. **Next Regular BOD Meeting: Thursday, February 23, 2023 at 7:30 AM**

17. Adjournment 10:19am

Respectfully submitted:


Dan Mast, Secretary/Treasurer

Attested to:


Colleen Todd, Chairman