



Montrose Memorial Hospital, Inc.
BOARD OF DIRECTORS
Regular Session Meeting Proceedings – April 27, 2020
TEAMS MEET

A Regular Session of the Board of Directors of Montrose Memorial Hospital, Inc., was held on April 27, 2020.

Board Members Present

Dr. Kjersten Davis, Chairperson
Dr. Mary Vader, Vice Chairperson
Dr. Mike Brezinsky, Secretary/Treasurer
Sarah Abbott
Heidi Dragoo
Ryan Gilbert
Kye Hall
Seth Ryan
Bud Taylor

Board Members Absent

None

MMHI/QHR Present

James Kiser, CEO
Aaron Brooks, Esq.
John A. Brooks, Esq.
Coral Ann Hackett, Sr. Director of Nursing
Jessie Neither, Sr. Director of Quality and Risk Management
Dr. Jonathan Osorio, Chief of Staff
Larry Peters, CCO
Erin Skees, Sr. Director of HR
Geri Stone, Sr. Executive Assistant
Leann Tobin, Sr. Director of Marketing
Yvonne Wigington, CFO
QHR: Eric Jones

MMHI/QHR Absent

None

1. CALL TO ORDER

1.01 Regular Session called to order by Dr. Kjersten Davis at 5:00 p.m. by Team Meet.

Dr, Davis requested a roll call be taken.

2. EXECUTIVE SESSION

2.01 Move into executive session

Motion to move into Executive Session was made by Dr. Brezinsky, seconded by Dr. Vader and unanimously passed by the Board to discuss the Executive Session Agenda dated April 27, 2020.

3. RECONVENED INTO REGULAR SESSION AT 6:30 p.m.

4. AUDIT PRESENTATION

4.01 Financial Audit Presented by BKD

Yvonne Wiginton introduced Linda Eads and Tammy Rivera of BKD. Linda Eads and Tammy Rivera presented the audit of the 2019 financial statements to the Board. There were no questions or comments from the Board. Dr. Davis thank the presenters and the MMHI staff for an excellent Audit.

The 2019 Audited Financials were approved on April 28, 2020 by a unanimous electronic vote of the Board of Directors.

5. QUALITY REPORT

5.01 Quality Report

Jessie Neitzer presented the Quality Report. There were no questions or comments from the Board.

5.02 Strategic Planning Update

Jessie Neitzer presented an update of Strategic Planning. There were no questions or comments from the Board.

6. CEO COMMENTS

6.01 CEO Comments

CEO James Kiser shared the following:

7. PUBLIC COMMENTS

7.01 Public Comments

There were no public comments

8. Set Agenda

8.01 Set the Agenda

ACTION: A Motion to set the April 27, 2020, Regular Session Agenda was made by Dr. Brezinsky seconded by Dr. Vader and unanimously carried.

9. CHIEF OF STAFF COMMENTS/ACTIONS

9.01 Chief of Staff Comments

Dr. Osorio did not have any comments for the Regular Session and moved to the action items.

9.02 Recommendation to approve Patricia D. Copley, MD, MPH for membership to the Associate Medical Staff with privileges in Pulmonary Medicine as requested.

ACTION: A Motion to approve Patricia D. Copley, MD, MPH for membership to the Associate Medical Staff with privileges in Pulmonary Medicine as requested was made by Dr. Brezinsky, seconded by Dr. Vader and unanimously carried.

9.03 Recommendation to approve the attached named/schedule of physicians as defined by the Physician Credentialing and Privileging Agreements for Radiology (Telemedicine) and HealthOne Psychiatry and Neurology (Telemedicine).

ACTION: A Motion to approve the attached named/schedule of physicians as defined by the Physician Credentialing and Privileging Agreements for Radiology (Telemedicine) and HealthOne Psychiatry and Neurology (Telemedicine) was made by Bud Taylor, seconded by Heidi Dragoo and unanimously carried.

9.04 Recommendation to approve Chris Polsley, PA-C, with privileges as requested as a Physician Assistant (Refer and Follow only)

ACTION: A Motion to approve Chris Polsley, PA-C, with privileges as requested as a Physician Assistant (Refer and Follow only) was made by Dr. Vader, seconded by Dr. Brezinsky and unanimously carried.

9.05 Recommendation to approve Sara Warzecka, MD, for membership to the Associate Medical Staff with privileges in Family Medicine as requested

ACTION: A Motion to approve Sara Warzecka, MD, for membership to the Associate Medical Staff with privileges in Family Medicine was made by Dr. Brezinsky, seconded by Dr. Vader and unanimously carried.

9.06 Recommendation to approve Andrew Beard, FNP-C with privileges as requested as a Nurse Practitioner (Refer and Follow privileges)

ACTION: A Motion to approve Andrew Beard, FNP-C with privileges as requested as a Nurse Practitioner (Refer and Follow privileges) was made by Dr. Vader, seconded by Heidi Dragoo and unanimously carried, with Dr. Brezinsky recusing.

10. CONSENT AGENDA

10.01 Senior Leadership Team Reports

Dr. Davis asked if any Senior Leadership Team Report needed to be removed for discussion or questions. Discussion ensued regarding the Grant Report or addition of a Grant Report. There were no additional questions or comments from the Board.

ACTION: A Motion to approve the Consent Agenda was made by Heidi Dragoo, seconded by Bud Taylor and unanimously carried.

11. CEO REPORT

11.01 CEO Report

CEO James Kiser had no additional items to add to his report

12. EXECUTIVE OPERATIONAL REPORTS/ACTIONS

12.01 401K Safe Harbor Non-Elective Contribution Suspension

ACTION: A Motion to approve 401K Safe Harbor Non-Elective Contribution Suspension was made by Kye Hall, seconded by Ryan Gilbert and unanimously carried.

12.02 Amendment Income Guarantee Dr. Wisler

ACTION: A Motion to approve the Amended Income Guarantee of Dr. Wisler was made by Kye Hall, seconded by Ryan Gilbert and unanimously carried.

12.03 Amendment Income Guarantee Dr. Wiesner

ACTION: A Motion to approve the Amended Income Guarantee of Dr. Wiesner was made by Kye Hall, seconded by Ryan Gilbert and unanimously carried.

12.04 Amendment Income Guarantee Dr. Clagett

ACTION: A Motion to approve the Amended Income Guarantee of Dr. Clagett was made by Kye Hall, seconded by Ryan Gilbert and unanimously carried.

12.05 Amendment Income Guarantee San Juan Anesthesia

ACTION: A Motion to approve the Amended Income Guarantee of San Juan Anesthesia was made by Kye Hall, seconded by Ryan Gilbert and unanimously carried.

12.06 Authority to Negotiate Discounts in Physician Agreements

ACTION: A Motion to approve the authority to Negotiate Discounts in Physician Agreements was made by Bud Taylor, seconded by Sara Abbott and unanimously carried.

12.07 Physician Recruitment Agreement Jarred M. Freese, M.D.

ACTION: A Motion to approve the Physician Recruitment Agreement of Jarred M. Freese, M.D. was made by Dr. Vader, seconded by Heidi Dragoo and unanimously carried with Dr. Brezinsky recusing.

13. QHR REPORT

13.01 QHR Report

Eric Jones provided the Board with QHR updates on the various consults underway as well as upcoming educational opportunities.

14. BOARD GOVERNANCE

14.01 Physician Recruitment & Retention Update

Dr. Brezinsky updated the Board on Physician Recruitment.

15. FINANCE REPORTS/ACTIONS

15.01 Recommendation to approve Key Bank Line of Credit Term Sheet as presented

ACTION: A Motion to approve Key Bank Line of Credit Term Sheet as presented was made by Kye Hall, seconded by Ryan Gilbert and unanimously carried.

15.02 Finance Committee Recommendation to Approve Financials for Month Ending March 31, 2020.

ACTION: A Motion to Approve Financials for Month Ending March 31, 2020 was made by Kye Hall, seconded by Ryan Gilbert and unanimously carried.

15.03 Finance Committee Recommendation to Approve 1st Quarter Key Ratios and Debt Covenant Ratios.

ACTION: A Motion to Approve 1st Quarter Key Ratios and Debt Covenant Ratios was made by Kye Hall, seconded by Ryan Gilbert and unanimously carried.

15.04 Finance Committee Recommendation to Approve April 1, 2020 QHR Invoice

ACTION: A Motion to Approve April 1, 2020 QHR Invoice was made by Kye Hall, seconded by Ryan Gilbert and unanimously carried.

16. BOARD OF TRUSTEES

16.01 Board of Trustees Comments

No comments

17. CHAIRPERSON COMMENTS

17.01 Proposed Date change for May Meeting: Monday June 1st

17.02 Chairperson Comments

Dr. Davis thanked everyone's for participation.

18. ADJOURNMENT

ACTION: A Motion to adjourn at 8:18 p.m. was made by Bud Taylor, seconded by Heidi Dragoo and unanimously carried.

APPROVED:

By: *Kjersten Davis*
Kjersten Davis, DVM
Chairperson

ATTEST:

By: *Michael Brezinsky*
Michael Brezinsky (Jul 10, 2020 15:03 MDT)
Mike Brezinsky, MD
Secretary/Treasurer