**William Bee Ririe Critical Access Hospital**

**William Bee Ririe Critical Access Hospital**

**WBRH Conference Room**

**1500 Avenue H, Ely, Nevada 89301**

**Regular Board of Trustees Meeting Minutes**

This was a duly noticed Regular Board of Trustees Meeting of the White Pine County Hospital District Board of Trustees held Monday, November 28, 2022 at 5:00 p.m.

**TRUSTEE’S PRESENT** **STAFF PRESENT**

|  |  |
| --- | --- |
| Julie Gianoli – ChairmanRichard Rowley – Vice ChairmanMichael Mugosa, M.D. – Trustee/Chief of Staff Todd Wilkin – Trustee Haley McKay – Secretary (conference call-in)Mike Wheable – Trustee **TRUSTEE’S NOT PRESENT**N/A**GUESTS PRESENT**Cozette EldridgeCrystal Caviglia | Matthew Walker – Chief Executive OfficerMckinzie Hilton – AttorneyTracie Gust – Chief Nursing OfficerEdwin Szewczyk – Chief Financial OfficerJoann Musinski – Administrative Assistant Rocky Bybee – APRNTodd Brewster – PT |
| Attached hereto is the sign-in sheet and by reference incorporated herein. |

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**WHITE PINE COUNTY HOSPITAL DISTRICT**

**Regular Board of Trustees Meeting**

1. **Call to Order**

Chairman Gianoli called the White Pine County Hospital District Board of Trustees Regular Meeting to order on Monday, November 28, 2022 at 5:00 p.m.

1. **Roll Call**

Chairman Gianoli noted the sign in sheet reminding everyone to sign in. Chairman Gianoli welcomed the newly elected Board Members to the Meeting, Cozette Eldridge and Crystal Caviglia.

**3. Public Comment:** *Comments not exceeding five (5) minutes in length will be accepted from the general public in attendance. If any are made, there may be discussion upon these comments. No vote, decision, or action may be taken upon matters raised under this item until it is formally placed on the agenda as an action item.* ***Comments during Discussion Items will not be******accepted from the General public. “****Section 7.05, of the Nevada Open Meeting Law Manual indicates that the Public Body may prohibit comment if the content of the comments is a topic that is not relevant to or within the authority of the Public Body or if the content of the comments is willfully disruptive of the meeting by being irrelevant, repetitious, slanderous, offensive, inflammatory, irrational or amounting to personal attacks or interfering with the rights of other speakers”.*

Chairman Gianoli asked the public if there was any comment at this time; no comment made at this time.

**4. Approval and reading of minutes of the last regular meeting and of any special meetings, which may have been held since the last Regular meeting.**

1. **Board of Trustees Regular Meeting – October 24, 2022**

**Chairman Gianoli** entertained a motion to approve Board of Trustees Meeting Minutes for October 24, 2022.

**MOTION:** Vice Chairman Richard Rowley moved to approve the minutes for the Board of Trustees Meeting for October 24, 2022; the motion was seconded by Trustee Todd Wilkin and carried unanimously.

**UNFINISHED BUSINESS**

1. **Enterprise Safety & Risk Management & Quality Assurance – Matthew Walker, PharmD/CEO**

* **Enterprise Safety** – We have been focusing on infection control reviewing cleaning and depth of cleaning, our infection control nurse will mark random stuff through the facility and then go back and look to see if it was cleaned using a UV light that will indicate areas that are soiled or haven’t’ been cleaned properly. We have seen a lot of improvement and it helps our environmental services department to know what they miss and the importance of being thorough. It has been a good focus we are seeing some real improvements and we are also keeping data on the progress. I will bring the data in to you down the road when we have some more collected.
* **Risk Management** – Tracie Gust – Provided a handout to the board of trustees showing data – Explaining the Joint Commission requires that we study our performance of hospital codes and looking for trends and data. Other interesting things that we look at when we do these reports is where they are happening and making sure that we are not having patients deteriorating and not catching before a code happens. Tracie continued to review the report to the Board Members answering all questions asked.

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* **Quality Assurance - Matthew Walker** - reviewed survey data with the board showing patient responses to quality of treatment and care within the hospital and clinic area as well as staff responses to patient safety on handouts provided in the packets, explaining the scores to the board members.

Matthew Walker PharmD/CEO answered all questions asked by the Board of Trustees.

1. **Discussion/For Possible Action : Financial/Statistical Reports:**
	1. **Review and approval of attached Financial Statement for the period ended August 2022:– Edwin Szewczyk – CFO:** Edwin Szewczyk – CFO provided a hand out for review outlining the month of August financials. The month of August we had a bottom line net gain of $461,000 primarily having a good revenue month, our expenses are up a little bit which I believe is the timing of things. We had a decrease in cash during the month due to the operational activity.

Edwin Szewczyk, CFO answered all questions asked by the Board of Trustees.

**Chairman Gianoli** – entertained a motion to approve the Financial Statements for the period ending August 2022.

**MOTION:** Vice Chairman Richard Rowley made a motion to approve the Financial Statement for the period ending August 2022; the motion was seconded by Trustee Dr. Mugosa and carried unanimously

* 1. **Review and Approval of attached Financial Statement for the period ended September 2022: - Edwin Szewczyk – CFO:** Edwin Szewczyk – CFO reviewed the handout outlining the month of September financials. The month of September we had a net gain of $295,000. September had a good strong volume with good revenue and we can see a little bit of a swing back on our supplies. I was hoping for a cash increase in the month of September but we actually had a decrease because of capital expenditures. Otherwise it was a strong cash month like August and our days improved a little bit more.

Edwin Szewczyk, CFO answered all questions asked by the Board of Trustees.

**Chairman Gianoli** – entertained a motion to approve the Financial Statements for the period ending September 2022.

**MOTION:** Vice Chairman Richard Rowley made a motion to approve the Financial Statement for the period ending September 2022; the motion was seconded by Trustee Dr. Mugosa and carried unanimously

 **C. Discussion Only:** Meditech Financial health Check – Edwin Szewczyk, CFO: Edwin pulled up data on the

computer and reviewed Meditech Financial information with the Board of Trustees discussing the challenges the finance department has faced with obtaining financial data and processing claims within the new Meditech system along with the reporting challenges. Handouts to be provided to the Board of Trustees and anyone else who would like to see the data discussed.

Edwin Szewczyk, CFO answered all questions asked by the Board of Trustees.

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**NEW BUSINESS**

1. **Discussion/For Possible Action**: Review/Revise/Approve Governance Policies – Chairman Gianoli
2. **Approval of Board – CEO Linkage** – **3.3 Accountability of the CEO**

Chairman Gianoli entertained a motion to approve CEO Linkage – 3.3 Accountability of the CEO.

**MOTION:** Vice Chairman Richard Rowley made a motion to approve CEO Linkage – 3.3 Accountability of the CEO; the motion was seconded by Trustee Todd Wilkin and carried unanimously.

1. **Approval of CEO Linkage – 3.4 Delegation to the CEO**

Chairman Gianoli entertained a motion to approve CEO Linkage – 3.4 Delegation to the CEO.

**MOTION:** Trustee Dr. Mugosa made a motion to approve CEO Linkage – 3.4 Delegation to the CEO; the motion was seconded by Vice Chairman Richard Rowley and carried unanimously.

1. **Approval of CEO Linkage – 3.5 Monitoring CEO Performance**

Chairman Gianoli entertained a motion to approve CEO Linkage – 3.5 Monitoring CEO Performance

**MOTION:** Vice Chairman Richard Rowley made a motion to approve CEO Linkage – 3.5 Monitoring CEO Performance; the motion was seconded by Trustee Mike Wheable and carried unanimously.

1. **Appointments/Re-Appointments/Modification of Appointments – Mike Mugosa, M.D.**

**Appointments-**

 **Telehealth – Intermountain – Critical Care**

* 1. **Discussion/For Possible Action –** The Appointment of Marius Gota, Internal Care

Chairman Gianoli entertained a motion to approve the appointment of Marius Gota, Internal Care

**MOTION:** Dr. Mugosa made a motion to approve the appointment of Marius Gota, Internal Care the motion was seconded by Vice Chairman Richard Rowley and carried unanimously.

* 1. **Discussion/For Possible Action –** The Appointment of Peter Hannon, DO – Internal Medicine

Chairman Gianoli entertained a motion to approve the appointment of Peter Hannon, DO – Internal Medicine

**MOTION:** Dr. Mugosa made a motion to approve the appointment of Peter Hannon, DO – Internal Medicine; the motion was seconded by Vice Chairman Richard Rowley and carried unanimously.

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 **Discussion/For Possible Action: Telehealth – First Med Health & Wellness Behavioral Health:**

**3)** The Appointment of Nazia Khan, MD – Internal Medicine

**4)** The Appointment of Keith Allen Breiland, MD – Psychiatry Child and Adolescent

**5)** The Appointment of Derald Farrimond, MD – Psychiatry

**6)** The Appointment of Akindele Kolade, MD Psychiatry Child and Adolescent

**7)** The Appointment of Keven Reyes, DO – Psychiatry Child and Adolescent

**8)** The Appointment of Milka Aviles – Quintana, LMFT

**9)** The Appointment of Mary Bennett, MFT-I

**10)** The Appointment of Kimberly Bland, LMFT

**11)** The Appointment of Todnee Boyd, LCPC

**12)** The Appointment of Kimberly Broaden, CPC-I

**13)** The Appointment of Allison Brown, LMFT

**14)** The Appointment of Alyson Cannon, LMFT

**15)** The Appointment of Monique Cox, LMFT

**16)** The Appointment of Shannon Crème, CPC

**17)** The Appointment of Joe DaCosta, LMFT

**18)** The Appointment of Ashley Edmonds, LCSW

**19)** The Appointment of John-Christopher Ekins, MFT-I

**20)** The Appointment of Alexis Enterline, CSW-I

**21)** The Appointment of Kandia Everett, LCSW

**22)** The Appointment of Emily Ingalls, LMFT

**23)** The Appointment of Tabitha Johnson, LMFT

**24)** The Appointment of Lynette Jones, CPC-I

**25)** The Appointment of Johnathan Milina, MFT-I

**26)** The Appointment of Janet Nordine, LMFT

**27)** The Appointment of Teneisha Parker-Abrams, LSCW

**28)** The Appointment of Tianna Pena, LCS

**29)** The Appointment of Jaritza Sierra, CPC-I

**30)** The Appointment of Zeferino Soils, CPC

**31)** The Appointment of Jeremy Urcioli, CPS-I

**32)** The Appointment of Tracy Wiese, LMFT

**33)** The Appointment of Patricia Albert, APRN – Primary Care

**34)** The Appointment of Nilda Badua, APRN – Primary Care

**35)** The Appointment of Lilnetra Grady, APRN/CMO – Primary Care

**36)** The Appointment of Mae Guerrero, APRN – Primary Care

**37)** The Appointment of Jennifer Kawi, APRN – Primary Care

**38)** The Appointment of Agnes Manalang, APRN – Primary Care

**39)** The Appointment of Ida Sorongon, APRN – Primary Care

**40)** The Appointment of Maria Fe Vital, APRN – Primary Care

**41)** The Appointment of Maria Quisumbing, MD – Primary Care

Chairman Gianoli entertained a motion to approve all appointments listed on the agenda for Telehealth – First Med Health & Wellness Behavioral Health.

**MOTION:** Dr. Mugosa made a motion to approve all appointments listed on the agenda for Telehealth – First Med Health & Wellness Behavioral Health; the motion was seconded by Trustee Mike Wheable and carried unanimously.

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**Re-Appointments** -

 **42) Discussion/For Possible Action –** The Re- Appointment of Connor Finklea, PA Orthopedics

Chairman Gianoli entertained a motion to approve the Re-Appointment of Connor Finklea, PA Orthopedics

**MOTION:** Dr. Mugosa made a motion to approve the Re-Appointment of Connor Finklea, PA Orthopedics; the motion was seconded by Vice Chairman Richard Rowley and carried unanimously.

 **43) Discussion/For Possible Action** – The Re-Appointment of Zia Khan, MD – Cardiovascular Disease

Chairman Gianoli entertained a motion to approve the Re-Appointment of Zia Khan, MD – Cardiovascular Disease

**MOTION:** Dr. Mugosa made a motion to approve the Re-Appointment of Zia Khan, MD – Cardiovascular Disease; the motion was seconded by Vice Chairman Richard Rowley and carried unanimously.

 **44) Discussion/For Possible Action** – The Re- Appointment of Mike Mugosa, MD – General Surgery

Chairman Gianoli entertained a motion to approve the Re- Appointment of Mike Mugosa, MD – General Surgery

**MOTION:** Trustee Mike Wheable made a motion to approve the Re- Appointment of Mike Mugosa, MD – General Surgery; the motion was seconded by Vice Chairman Richard Rowley and carried unanimously.

**Telehealth – Intermountain Neonatology**

**45) Discussion/For Possible Action** – The Re- Appointment of Patrick Carroll, MD – Pediatrics

Chairman Gianoli entertained a motion to approve the Re- Appointment of Patrick Carroll, MD – Pediatrics

**MOTION:** Dr. Mugosa made a motion to approve the Re- Appointment of Patrick Carroll, MD – Pediatrics; the motion was seconded by Vice Chairman Richard Rowley and carried unanimously.

**46) Discussion/For Possible Action** – The Re-Appointment of Erick Ridout, MD – Neo/Perinatal Med

Chairman Gianoli entertained a motion to approve the Re-Appointment of Erick Ridout, MD – Neo/Perinatal Med

**MOTION:** Dr. Mugosa made a motion to approve the Re-Appointment of Erick Ridout, MD – Neo/Perinatal Med; the motion was seconded by Vice Chairman Richard Rowley and carried unanimously.

1. **Discussion Only**: **Administrators’ Report – Matt Walker, CEO**

1. **Nellis Air Force Hospital Partnership for Patient Transfers – Matthew** **Walker** – Nellis Air Force Base Medical Center Mike O’Callaghan Military Medical Center is located on the Air Force base this is a Level Three Trauma Center and they reached out to us because they are able to take on more patients, they said they are at about 30-40% capacity and feel they could help rural Nevada. So we are working with them to send patients who are in need of a higher level of care to their facility.

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1. **Urgent Care Update**– Our Urgent care is still going well, it’s a new process that we have to iron out so we are constantly reviewing it but I have been receiving a lot of positive feedback from patients as well as providers.
2. **Radiology Group Potential Billing Changes –** Matthew Walker provided an update on North Star Radiology and their current contract. What the Radiology group would like to do is charge us a flat fee for everything that we do, so that would change the billing process where patients would just be receiving a bill from us for the charges and not two different bills with another from North Star Radiology.
3. **Upcoming Events –** Just a reminder the employee Christmas Party is on December 10th at the convention center, Joann has some tickets if you are interested in joining us, Sugar, Salt, & Malt will be doing the catering and we will have games and prizes for those who attend. New board members are also welcome, just let Joann know if you will be coming for head count reasons.

Matthew Walker, PharmD/CEO answered all questions asked by the Board of Trustees.

1. **Discussion/For Possible Action: CEO Annual Evaluation and Compensation Discussion/Changes:**

* **Dr. Mugosa** abstained from voting
* **Chairman Julie Gianoli commented** – encouraging board members to share their evaluations first then speak on compensation.
	+ **Chairman Julie Gianoli –** highlighted Matt’s accomplishments including staff retention, recruiting, and efforts to maintain morale and to keep staff happy, securing grants that help with upgrading new equipment to improve services along with community education events and contributing to the Boys and Girls Club Day Care. Julie also mentioned the Clinic remodel being completed under budget and Matt’s continued dedication to innovative ideas to enhance the delivery of treatment and care to the community. Stating “Matt Walker has significantly improved many aspects of the hospital/clinic, his innovative approach to healthcare is to be admired and has been well received by our Community. Matt continues to focus on the goals and objectives set forth by the Board of Trustees while also considering the needs of the staff”.
	+ **Vice Chairman Richard Rowley commented** – I am happy to reiterate on that it has been great to work with Matt. You kept the hospital flowing and are always involved with everything, just doing a really super job and I’m not going into detail about everything you do but it’s great to be a part of it. It’s great to work with you.
	+ **Trustee Todd Wilkin commented** – You have a good rapport with staff I know you do a good job retaining staff. I think you do a good job with the financial stability of the hospital.
	+ **Trustee Mike Wheable commented** – I was reviewing the last couple of years and we spoke on this last time. The grant funding is so important, the multi millions of dollars that Matt is writing and finding and bringing into our community far justifies his salary in his value. He’s always available to answer questions and I know the hospital staff is for the most part happy to have him as an administrator. The fact that we didn’t lose a bucket of employees the last couple of years in the face of all the challenges is extraordinary.
	+ **Trustee Haley McKay commented** – I agree with what everyone else has said, I also just wanted to add on I appreciate the fact Matt doesn’t forget about the people and business reason, but he’s also a great person and I appreciate that and many other things that everyone has already picked up. Thank you.

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* + **Trustee Mike Wheable –** I suppose I do have some critical feedback it’s not from us or the employees, generally we have no idea what’s going on here in the community, the outreach and about what is happening I don’t think a lot of people listen to the news but there is some misinformation about what these grant funds were going to with Covid funds and how they are being spent on equipment and the upgrading that we saw across the hospital and where the funding came from. I know there’s been some outreach I do think that the public information officer which I know those duties have been delegated and stuff but I think that could be expanded upon this next year so the community has a better idea about what is being done here with those funds because all they see is what they receive and then they complain about billing but if I were to prioritize two things it would be public information that’s more transparent and billing.
	+ **Chairman Julie Gianoli** – I would also add the Accounts Receivable (AR) has been of concern and I’m not pointing any fingers because I know it’s a long hard process we were warned about but you know that is a concern and it’s about not having financials for so many months in a row to review which was a little unnerving to not have a better idea of where we stand from month to month and Edwin’s working really hard to get us up to date. I’m hoping that maybe next month we will be caught up.
		- **Edwin Szewczyk –** I was going to mention this before, I’m glad you brought this up, I’m expecting to present October and November in December.
* **Chairman Julie Gianoli –** Matt has requested a 5% increase which is what we agreed to for outstanding employees. Julie continued to review prior years compensations that Matt has received noting it would appear that everyone is pleased with Matt’s performance I think it’s fair to offer Matt the same thing we are offering the outstanding employees. So I would think a 5% raise would be appropriate. On the bonus I would recommend something around maybe $25, 000.

Discussion carried on amongst board members on compensation noting concerns with the hospitals financials and an agreement was made to entertain a compensation increase to Matthew Walker in the amount of 5% with a $15,000 bonus.

Chairman Gianoli entertained a motion to approve the CEO’s Annual Compensation in the amount of a 5% increase with a $15,000 bonus.

**MOTION:** Trustee Mike Wheable moved to approve the CEO’s Annual Compensation in the amount of a 5% increase with a $15,000 bonus; the motion was seconded by Trustee Todd Wilkin and carried unanimously.

1. **Set Date and Time for Next Regular and/or Special Meeting**
2. **Approval to set the Next Regular Meeting – Monday, December 19, 2022 at 5:00 p.m.**

Chairman Gianoli entertained a motion to approve the scheduling of the Regular Board of Trustees meeting on Monday, December 19, 2022 at 5:00 p.m.

**MOTION:** Vice Chairman Richard Rowley moved to approve the scheduling of the next Regular Board of Trustees meeting on Monday, December 19, 2022 at 5:00 p.m.; the motion was seconded by Trustee Todd Wilkin and carried unanimously.

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**F. CONSENT AGENDA**

The following are “action” items that may be considered in one motion/one vote. They are considered routine, non-public items that have no protests. Any Board of Trustee member may remove any item from the Consent

Agenda and have it placed as an individual action item.

1. **Request for Approval of Vouchers a, b, and c – Secretary Haley McKay,**
2. **Discussion/For Possible Action:** Accounts Payable – vouchers **#001637- #001948**
3. **Discussion/For Possible Action:** Payroll – vouchers **#12189-#12540**
4. **Discussion/For Possible Action**: Bad Debt – **Medicare/Self Pay**
5. **Discussion/For Possible Action: Refunds – #008057-#008131**

Chairman Gianoli entertained a motion to approve the consent agenda items a, b, c and d.

**MOTION:** Secretary Haley McKay moved to approve the Consent Agenda vouchers a, b, c and d; the motion was seconded by Vice Chairman Richard Rowley and carried unanimously

**G. Public Comment:** *Comments not exceeding five (5) minutes in length will be accepted from the general public in attendance. If any are made, there may be discussion upon these comments. No vote, decision, or action may be taken upon matters raised under this item until it is formally placed on the agenda as an action item.* ***Comments during Discussion Items will not be******accepted from the General public.“****Section 7.05, of the Nevada Open Meeting Law Manual indicates that the Public Body may prohibit comment if the content of the comments is a topic that is not relevant to or within the authority of the Public Body or if the content of the comments is willfully disruptive of the meeting by being irrelevant, repetitious, slanderous, offensive, inflammatory, irrational or amounting to personal attacks or interfering with the rights of other speakers”.*

Chairman Gianoli asked for public comment-

**Tracie Gust CNO** – I just wanted to point out that there’s been multiple years where Matt took less than what we were giving our exceptional employees I believe you have to look at what that cost to replace him would be too, especially these days.

**Todd Brewster PT** – On my account in the last two years Matt has brought in 7.4 million in grants and upgrade and increased revenue. I’m glad you are able to support Matt; as a contractor it’s a pleasure to work with Matt, I want to say thank you to the outgoing board member you’ve done a tremendous amount of service, thank you.

**Edwin Szewczyk CFO** – I want to elaborate on your comment about the if we lose Matt we would be paying a lot more for another CEO; I did a lot of work for small hospital’s and struggling hospitals and one of the things that I saw was a common theme with the ones that weren’t very successful was dysfunctionality within the administrative team or board member dysfunctionality and for my seven years here now the Board has been very supportive of the hospital. Matt has been very supportive of the hospital and it’s a really good thing that we have here right now.

**Matthew Walker CEO** – I want to thank everyone and thank the board. I mean honestly, thank you guys, this means a lot to me and I’m really grateful and we are grateful for you. I will continue to work hard, I promise.

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**H. Adjournment**

Chairman Gianoli entertained a motion to adjourn the White Pine Hospital District Board of Trustees Meeting on November 28, 2022.

**MOTION:** Vice Chairman Richard Rowley moved to approve the adjournment of the White Pine Hospital District Board of Trustees meeting dated November 28, 2022; the motion was seconded by Trustee Dr. Mugosa and carried unanimously.

Adjournment: 6:13 p.m.