



**HI-DESERT  
MEDICAL CENTER**  
HI-DESERT MEMORIAL HEALTH CARE DISTRICT

**HI-DESERT MEMORIAL HEALTH CARE DISTRICT  
BOARD OF DIRECTORS REGULAR MEETING  
MINUTES**

**April 12 at 6:00 p.m.**

*Helen Gray Education Center Boardroom  
6601 White Feather Road, Joshua Tree, CA 92252*

**Mission Statement:** *Hi-Desert Medical Center will provide superior service to improve the quality of life for people in the Morongo Basin*

**Vision:** *We are caring people providing extraordinary healthcare services.*

**Core Values:** *Integrity, Superior Service, Stewardship, Innovation, Teamwork, Dignity*

**IN ATTENDANCE:**

**Board of Directors:**

Director Hoffman, President  
Director Swella, Vice President  
Director Wilcox, Secretary  
Director Cooper, Treasurer  
Director Cole, Member at Large

**Medical Staff:**

Dr. Kasko, Chief of Staff

**Excused Absence:**

**Administrative Staff:**

Lionel Chadwick, CEO  
Judy Austin, COO/CNO  
Tom Duda, CFO  
Dan McClure, CIO  
Avelina Ortiz, Director of Quality Resources  
Barbara Staresinic, VP Human Resources  
Esther Tomaszewski, Administrator, CCC  
Joe Ruddon, VP Marketing and Business Development  
Bruce Oswald, Assistant Administrator of Ambulatory Services  
Angela Walton, Executive Assistant

**Other Staff:**

Jackie Combs, Director of Infection Control  
Jaime Martinez, Clinical Documentation  
Joan Senelick, Director CRM  
Carreen Andrada, Interim Director of Surgical Services  
Mike Tilford, Director of Facilities  
Peter Stock, Director of Emergency Management  
Stan Halgison, Auxiliary  
Adele Nafziger, Controller  
Sue Shinaver, Director of Lab

**Media:**

Rebecca Unger  
Mike Lipsitz



## CALL TO ORDER

Director Hoffman called the meeting to order at 6:02 pm.

## PLEDGE OF ALLEGIANCE & READING OF MISSION STATEMENT

The pledge was led by Roberto Dominguez and Matthew Waters of the 29 Palms Fire Department Explorers. Mr. Hoffman presented the young men with certificates of appreciation and a donation.

Mission Statement: Read by Dr. Chadwick  
Vision Statement: Read by Director Swella  
Core Values: Read by Director Cole

## PUBLIC INPUT

Mr. Jim Evatt: Mr. Evatt spoke on behalf of his wife, who passed away in January 2010. He addressed the Board with specific questions surrounding the circumstances of his wife's passing, and submitted his questions in writing to Director Hoffman.

## APPROVAL OF MEETING AGENDA

►► **MOTION 11—11: Motion made by Director Swella and seconded by Director Cole to approve the amended agenda. The motion passed unanimously.**

## BOARD EDUCATION

Emergency Management Department Overview – Peter Stocks, Director

Mr. Stocks gave an overview of the department, highlights:

- ✓ Four components of emergency management
  - Mitigation and prevention
  - Preparedness
  - Response
  - Recovery
- ✓ Disaster Types: natural and man-made
- ✓ Hazard Vulnerability Analysis
- ✓ Incident Command System, “a comprehensive unified resource command structure providing consolidated action plans”
- ✓ Emergency contingency plans

Dr. Swella asked if there was a place for the public to know where to find the Material Safety Data Sheets. Mr. Stocks informed her they could be found at local hardware stores. Director Hoffman asked about the partnerships with the local towns. Mr. Stocks briefly explained the collaborations HDMC has with local entities.



## **APPROVAL OF CONSENT AGENDA**

All Consent Agenda items listed below are considered to be routine by the Board of Directors and will be enacted upon by one motion. There will be no separate discussion of items unless a Board member or citizen so requests, in which event the items will be considered following approval of the Consent Agenda.

MINUTES of the Board of Directors Meeting are approved as presented:

- Minutes of the Regular Meeting of the Board of Directors dated March 8, 2011
- Minutes of Facilities and Technology Meeting dated March 15, 2011
- Minutes of the Governance Committee Meeting dated March 16, 2011
- Minutes of the Finance Committee Meeting dated March 23, 2011
- Minutes of the Joint Conference Committee Meeting dated March 28, 2011
- Minutes of the Governance Committee Meeting dated March 30, 2011

**Corrections: Director Hoffman requests the minutes of Joint Conference Minutes will be pulled from this agenda.**

## **CREDENTIALING**

### **NEW APPOINTMENTS – April 2011**

**None at this time.**

### **REAPPOINTMENTS – April 2011**

- Recommendation to reappoint **Ayad Gharghoury, M.D.** to the Active staff and approve privileges for ICU/Internal Medicine/Pulmonology as submitted. Service: Medical  
Appointment Period: 4/11 to 4/13.
- Recommendation to reappoint **Daniel Shirbroun, Ph.D.** to the Specified Professional Personnel Staff and approve privileges for Psychology as submitted, no change requested. Service: Medical  
Appointment Period: 4/11 to 4/13.
- Recommendation to reappoint **Howard Parker, D.P.M.** to the Courtesy Staff and approve privileges for Podiatry as submitted, no change requested. Service: Surgical Appointment Period: 4/11 to 4/13.

## **RESIGNATIONS**

**None at this time.**

**The following recommendations are being submitted to the Board of Directors for approval:**

REC: Approve Continuing Care Center policy and procedure #415 "Texture Modified Diets" (attached).



REC: Approve the following ED policies and procedures; (attached)  
Fall Risk Assessment (no#) - new  
Suicide Risk Assessment (no#) = new

REC: Approve to add Prolia to the Hospital formulary for use in the Infusion Clinic only.

REC: Approve the following Pharmacy Department policies and procedures; (attached)

- 14.05 "Antimicrobial Stewardship Program (ASP) – new
- 3.03 "Drug Samples" – revised
- 4.15 "HDMC Formulary" – revised
- 5.11 "Medication Profiles" – revised
- 6.01.1 "Control of Medication Between Receipt by Healthcare Professional and Administration to Patient" – revised
- 14.04 "Injectable Vial Expiration Dating and Other Drug Products" – revised

➤ **MEDICAL STAFF BYLAWS RECOMMENDATIONS**

▶▶ **MOTION 11—12: Minutes of the Joint Conference Committee meeting were pulled from the Consent Agenda. Motion made by Director Swella and seconded by Director Cooper to approve the consent agenda as amended. Motion passed unanimously.**

**INFORMATIONAL ITEMS & UPDATES:**

- Strategic Plan Updates Administrative Leadership Team

Director Hoffman stated the Board received the Strategic Plan updates in their Board packets. No comments or questions were presented.

- Data Security at HDMC Dan McClure, CIO

Mr. McClure presented an information session on the issue of e-PHI information, HIPAA, and unauthorized access to patient records. Criteria that must be followed are:

- ✓ Access control
- ✓ Data integrity
- ✓ Emergency Management
- ✓ Encryption of Data at Rest
- ✓ Encryption of Data in Motion
- ✓ Encryption of Removable Media
- ✓ Identity Proofing
- ✓ Log Analysis
- ✓ Log Management
- ✓ Remote Access
- ✓ System Timeout



Risks, threats, and ways to protect information were presented. Policy/Administrative controls, physical controls and software controls were defined and explained.

**ACTION ITEMS:**

**1. ACTION ITEM #1 - GOV11-02: Approval Bylaws Amendments (Paul Hoffman, President)**

*This action recommends that the Board of Directors consider for approval the proposed changes to the Bylaws of the Board of Directors.*

Motion 11-13: Bylaws changes/revisions will be approved with the addition of annual rotation of Board officers to be added. Motion – Director Cole made the motion with the change for elimination of 2-year office term for President. Director Wilcox seconded.

▶▶ **MOTION 11—13: Motion made by Director Cole and seconded by Director Wilcox to approve the Bylaws changes with the addition of annual rotation of officers. Motion passed.**

Roll call vote:

Director Swella: NO  
Director Cole: AYE  
Director Wilcox: AYE  
Director Cooper: AYE  
Director Hoffman: NO

**Ayes - 3**

**No - 2**

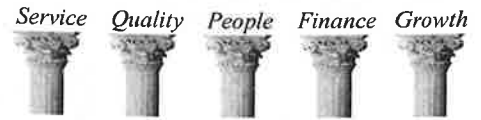
**Absent – 0**

**Abstain – 0**

**2. ACTION ITEM #2 - GOV11-03: Approve Committee Assignment Plan (Dianne Swella, Vice President)**

*This action recommends that the Board of Directors approve the assignment of committees to members of the Board of Directors in accordance with officer positions held by each Board member establishing the “Committee Assignment Plan” of the Board of Directors.*

Discussion: Director Cole stated that it was her understanding the committees were not going to be determined; the structure was to be voted on. The structure provides a framework, however, what is presented in the action item was not the final committee assignment structure. Director Cole’s position is that the structure would not provide for changes once members were assigned if based on this structure.



▶▶ **MOTION 11—14: Motion made by Director Swella and seconded by Director Cooper to approve the Committee Assignment Plan. Motion failed.**

Roll call vote:

Director Swella: AYE  
Director Cole: NO  
Director Wilcox: NO  
Director Cooper: AYE  
Director Hoffman: NO

**Ayes - 2**

**No - 3**

**Absent – 0**

**Abstain – 0**

**3. ACTION ITEM #3 - GOV11-04: Approve Elimination of Alternates (Dianne Swella, Vice President)**

*This action recommends that the Board of Directors eliminate the use of “alternates” to Committees.*

Discussion: Director Hoffman explained that the current process has been in place since he has been on the Board; when there is no designated alternate, it means only one Board member is present for the meeting, and Director Hoffman does not understand why the alternate process does not work legally. Dr. Chadwick informed the Board that in speaking with legal counsel, it was determined that having alternates to Board committees was not legally beneficial. Language that will be included on forthcoming agendas and minutes that will define committee members.

▶▶ **MOTION 11—15: Motion made by Director Wilcox and seconded by Director Cole to approve the elimination of “alternates” to Committees. Motion passed unanimously.**

**4. ACTION ITEM #4 - Resolution No. 11-01 (GOV11-05): Resolution of Approval of Foundation Bylaws and Articles of Incorporation (Lionel Chadwick, CEO)**

Dr. Chadwick presented the bylaws and an overview of the proposed new Foundation Board. The Directors of the new Foundation would be appointed by the District. Members of the Governance committee will bring recommendations of members to the Board.

▶▶ **MOTION 11—16: Motion made by Director Swella and seconded by Director Cooper to approve Resolution No. 11-01, Foundation Bylaws and Articles of Incorporation. Motion passed.**

Roll call vote:

Director Swella: AYE  
Director Cole: AYE  
Director Wilcox: NO  
Director Cooper: AYE  
Director Hoffman: AYE

**Ayes - 4**

**No - 1**

**Absent – 0**

**Abstain – 0**

**5. ACTION ITEM #5 - GOV11-06: Direct Management to Implement and Apply for Tax Status (Lionel Chadwick, CEO)**

*This action recommends that the Board of Directors direct management to take all necessary steps to implement the Hi Desert Memorial Health Care District Foundation (“Foundation”), and to apply for tax-exempt status for the Foundation in accordance with applicable state and federal regulations and prepare a Management Services Agreement (“MSA”) between the District Board and the Foundation.*

▶▶ **MOTION 11—17: Motion made by Director Wilcox and seconded by Director Cooper to Direct Management to Implement and Apply for Tax Status. Motion passed unanimously.**

**6. ACTION ITEM #6 – GOV11-07: Process to Appoint Foundation Board Members (Paul Hoffman, President)**

In follow up to the establishment of the Foundation, this action recommends that the Board of Directors refer to the Governance Committee the following activities:

1. Identification, background review, and nomination of a minimum of five qualified nominees for three initial seats on the seats on the Board of Directors of the Hi Desert Memorial Health Care District Foundation for review and appointment at the May meeting of the District Board of Directors.
2. Ongoing background review, and nomination of subsequent qualified nominees to the Board of Directors of the Hi Desert Memorial Health Care District Foundation which have been referred by the Foundation Board of Directors for District Board ratification on after the appointment of the initial three seats.
3. Recommendation to the District Board, the procedures whereby the District Board shall, consistent with the approved Bylaws, implement the Foundation oversight activities established by the Foundation Bylaws.
4. Amendment of the Charter of the Governance Committee to establish these roles for the Governance Committee on an ongoing basis.



Discussion: Item #2 will be eliminated. The initial three Foundation Board members that will be selected by the Governance Committee will bring subsequent member nominations directly to the Board.

▶▶ **MOTION 11—18: Motion made by Director Swella and seconded by Director Cooper to approve the process and procedures to appoint Foundation Board Members. Motion passed unanimously.**

**7. ACTION ITEM #7 – BOD11-01: Compensation Evaluation (Dianne Swella, Vice-President)**

*This action recommends that the Board of Directors refer to the District Executive Compensation and Performance Committee to establish / identify an independent assessment of the compensation of the Chief Executive Officer of the District to be reported to the District Board.*

Dr. Chadwick: This will be an assessment, not evaluation. The Board should be assessing the compensation of the CEO as it relates to the current market. There has not been an assessment in three years. The Executive Performance Committee should be responsible for having the assessment conducted. Dr. Chadwick will provide the committee with several independent sources.

▶▶ **MOTION 11—19: Motion made by Director Swella and seconded by Director Cooper to approve Compensation Assessment of the Chief Executive Officer. Motion passed unanimously.**

**CHIEF OF STAFF REPORT (Service)**

Andre Kasko, D.O., Chief of Medical Staff – No report

**ADMINISTRATIVE REPORT (Service)**

Lionel Chadwick, Chief Executive Officer, presented the Administrative Services Report.

Highlights:

- National Health Care Volunteers Week April 10 - 16
- Auxiliary Volunteer luncheon on Thursday, April 14
- Rural Health Clinics electronic health records project – Cindy Dietz was instrumental in the process

**CLINICAL SERVICES REPORT (Service)**

Judy Austin, Chief Operating Officer, presented the Clinical Services Report. Highlights:





- Follow-up phone calls to patients have uncovered a request for food upon discharge; a take home bag for patients has been created. Careen Andrada, Director of Surgical Services,
- distributed take-home packs to the Board members. 140 will be given out per month by discharge planning.

### **FINANCE REPORT (*Finance*)**

Mr. Duda introduced the financial statements.

- Finance minutes – two corrections
- Director Hoffman – asked if home health volume is down. Mr. Duda informed the Board that there are new local home health entities that are affecting volume. Director Hoffman asked the status of the Blue Cross contract. Mr. Duda stated that he is still in negotiations with Blue Cross.
- Director Hoffman asked about the significant loss in February. Mr. Duda explained that the indigent adults are considered no-pay patients. In February, there were eleven; one patient's care cost over \$200,000 and their stay was 36 days. Hospital census was low for the month, and February was a short month. Registry and home health will be reported to the next Finance committee.

### **MARKETING REPORT (*Growth*)**

Mr. Ruddon presented the marketing report. Mr. Ruddon reminded the Board that April 20 will be Hospital Photo Day, beginning at 9 am in front of the hospital. There will also be a April 30 symposium. Director Hoffman attended the health fair and stated the staff did a great job.

### **CALENDARS:**

Director Hoffman: Times and dates are always subject to change. No changes were presented.

### **ITEMS FOR NEXT AGENDA:**

- Mr. Duda – addressed the need to assign a date for the Board budget workshop; Mr. Duda explained the purpose of the workshop to the new Board members. The workshop is a forum for the Board members to ask questions and gather information in a closed session meeting. June is typically the month the Board of Directors accepts or rejects the budget. It is recommended that the meeting be held on the same day as the May Finance (May 25) meeting from 3-6 pm.
- Governance Committee – management services agreement for the new Foundation
- Governance Committee – Foundation recommendations for members
- Public report of CEO Evaluation by Executive Performance Committee



## **DIRECTORS' COMMENTS:**

**Director Hoffman:** Recognized the construction crew building CT room. April 16 is Relay for Life.

**Director Swella:** She attended the physician's reception for Doctor's Day. Congrats to Kathy Alkire and Director Cole for their recent appearances in local papers. Thanked Peter Stocks and Mr. McClure for their presentations. Wished all a Happy Easter.

**Director Cooper:** Thanked Mr. McClure and Peter Stocks on disaster preparedness plans. Director Cooper thanked Dr. Chadwick for his work on the Foundation. Thanks to Judy Austin, Carreen Andrada, and Marge Doyle, and Cindy Dietz for her work in the Rural Health project.

**Director Wilcox:** No comment.

**Director Cole:** No comment.

## **ADJOURNMENT TO OPEN SESSION AND CLOSED SESSION REPORT**

- Pursuant to section 32155 of the Health and Safety Code  
*Report Involving Quality Assurance Matters*
- Pursuant to section 54957 of the Government Code  
*Conference involving personnel/benefits issue*  
*CEO Performance Evaluation*
- CONFERENCE WITH LEGAL COUNSEL - EXISTING LITIGATION  
(Subdivision (a) of Section 54956.9)  
Name of case: Dennis D. Wilcox M.D. v. Hi-Desert Memorial Healthcare District, et. al.;  
Case Number CV11-01994-JHN(OPx)

## **ADJOURNMENT TO OPEN SESSION AND CLOSED SESSION REPORT:**

Director Hoffman adjourned the meeting to closed session at 8:05 pm. Closed session began at 8:15 pm.

Director Hoffman adjourned the meeting to open session at 9:20 pm.

The Board of Directors reviewed information regarding a quality assurance matter and to review the evaluation of the Chief Executive Officer. The Board of Directors directed administrative staff to take appropriate action.

The evaluation of the Chief Executive Officer was reviewed and approved in closed session. The CEO evaluation will be reported at the full Board of Directors' meeting on May 10, 2011.



Resolution 11-02: ***“To Approve the Public Statement Pertaining to the Litigation Filed by Dr. Dennis Wilcox and to Direct Management to Investigate Allegations Contained in the Complaint.”*** This action was approved in closed session.

**ADJOURNMENT:**

On motion duly made and seconded Director Hoffman adjourned the meeting at 9:25 pm.

*Minutes recorded by A. Walton, Board Clerk*

  
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*Paul Hoffman, President, Board of Directors*

  
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*Dennis Wilcox, Board Secretary*