



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

March 13, 2012 at 6:00 p.m.

*Helen Gray Education Center Boardroom
6601 White Feather Road, Joshua Tree, CA 92252
Teleconference Location for Dr. Lionel Chadwick:
Hyatt on Capitol Hill
400 New Jersey Ave. NW
Washington, DC
760-713-1297*

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 Swella, President
Director Cooper, Vice President
Director Cole, Secretary
Director Hoffman, Treasurer

Medical Staff: Dr. Salhotra, Chief of Staff

Excused Absence: Director Wilcox, Member at Large
Avelina Ortiz, Director of Quality Resources

Administrative Staff: Lionel Chadwick, CEO (attending by phone)
Judy Austin, COO/CNO
Tom Duda, CFO
Dan McClure, CIO
Barbara Staresinic, VP Human Resources
Jackie Combs, Administrator, CCC
Bruce Oswald, Assistant Administrator of Ambulatory Services
Joe Rudden, VP Marketing and Business Development
Dean Moore, Foundation President
Angela Walton, Executive Assistant

Other Staff: Cindy Dietz, IT Director
Adele Nafziger, Controller
James Walter, Rural Health Clinics Director
Alice Antone, Medical Imaging Director
Alice Brown, Surgical Services Director
Donna Johnson, ED Director
Bob Joslyn, EVS Director
Stan Joyce, Cardiology Director



Sue Shinaver, Lab Director
Anne Clark, Hospice/Home Health Director
James Miser, Financial Analyst
Shanon Aarup, Rehabilitative Services Director
Other Department Managers and Staff

Guests: Dr. Edward Cooper, Dr. Bohdan Olesnicky, & Dr. Jeffrey Klempen

Media J. Biggerstaff, Hi-Desert Star

CALL TO ORDER

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

PLEDGE OF ALLEGIANCE & READING OF MISSION STATEMENT

The Pledge of Allegiance was led by members of 2012 Miss Yucca Valley Court. Director Swella presented the group with certificates of appreciation and a donation to the pageant scholarship foundation.

Director Swella announced that Dr. Chadwick is joining the meeting by telephone from Washington DC, and that Dr. Wilcox will be absent from this meeting.

Mission Statement: Read by Barbara Staesinic

Vision Statement: Read by Dan McClure

Core Values: Read by Bruce Oswald

PUBLIC INPUT

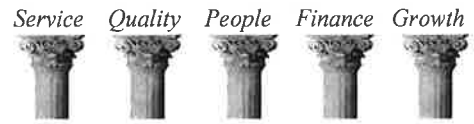
There were no public comments.

APPROVAL OF MEETING AGENDA

►► **MOTION 12—07:** Director Cooper made the motion to approve the agenda, and Director Cole seconded. The agenda was approved with no changes.

BOARD EDUCATION

- Introduction of New Emergency Department Physician Group – Edward Cooper, MD
Dr. Cooper, Dr. Klempen and Dr. Olesnicky were in attendance.
- Dr. Cooper introduced the group, which consists of several familiar and new physicians from around California.
- Most of the physicians are ER-certified and they are active in hospital medical staff matters, such as sitting on medical staff committees, productivity monitoring, ER patient satisfaction surveys, etc.
- Dr. Cooper informed the Board that Dr. Olesnicky is double-boarded in internal medicine and emergency medicine. This allows for providing occasional coverage for vacationing doctors.



- Dr. Cooper stressed that the group’s alliance is with local and regional hospitals.
- In December, the group had zero patients that “left without being seen.” The “door-to-physician” time averaged 20 minutes. ED length of stay is 2.9-3.2 hours. The national average is 4 hours.

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 February 14, 2012
- Minutes of the Finance Committee Meeting dated February 22, 2012
- Minutes of the Executive Performance Committee dated March 5, 2012

CREDENTIALING

NEW APPOINTMENTS – March 2012

The following MEC credentialing and privileging recommendations are being submitted to the Board of Directors for approval:

A. New Appointments

- **Recommendation to appoint Irvin Lee, CRNA** to Allied Staff and approve privileges for Anesthesia as submitted as requested.
Service: Surgical. Appointment Period: March 2012 to March 2014

B. Reappointments

- **Recommendation to reappoint Joy Masseaux, M.D.** to Consulting Staff and approve privileges for Tele-Radiology as submitted with no changes.
Service: Medical. Appointment Period: March 2012 to March 2014
- **Recommendation to reappoint Rui DaSilva, M.D.** to Courtesy Staff and approve privileges for Family Practice as submitted with no changes.
Service: Medical. Appointment Period: March 2012 to March 2014

C. Additional Privileges

None

D. Resignation

Amir Eshel, M.D. (OB/GYN) – Resigned 12/4/2011



The following Medical Staff policy recommendations are being submitted to the Board of Directors for approval:

- Infection Control Manual Policy Revisions List
- Environmental Services Policy Revisions List – Continuing Care Center
- Abuse Prevention/Reporting Policy – Continuing Care Center
- Falls Prevention Program Policy – Continuing Care Center

▶▶ Motion to approve the Consent Agenda as presented

▶▶ MOTION 12—08: Motion made by Director Cole and seconded by Director Cooper to approve the consent agenda with no changes. Motion carried.

BOARD COMMITTEE REPORTS:

- Finance Committee Report

Paul Hoffman, Chair

- Director Hoffman reported that the committee met February 22, 2012, to review financial statements for the period ending January 2012. There was a presentation from a representative of RBC Investment Firm, who provided an annual update on the District's investment portfolio. The committee made a recommendation that the entire portfolio be evaluated and is reported back to the Finance Committee once completed. Director Hoffman summarized the January financial statements.

- Human Resources Committee Report

Korina Cole, Chair

- Director Cole reported that the committee has not met since February.

- Facilities & Technology Committee Report

Dr. Dennis Wilcox, Chair

- Director Wilcox absent; Mr. McClure reported the next Facilities meeting will be in April.

- Governance Committee Report

Patricia Cooper, Chair

- Director Cooper reported the committee will meet in March.

- Executive Performance Committee Report

Dr. Dianne Swella, Chair

- Dr. Swella will report out in closed session on continuation of the CEO evaluation process.

INFORMATIONAL ITEMS & UPDATES:

No items were presented.



ACTION ITEMS:

1. ▶ Resolution 12-02: Appointing Korina Cole to the Twentynine Palms City Council Oversight Committee – *Judy Austin, CNO/COO*

- *It is recommended that the Board of Directors approve a resolution appointing Korina Cole to the Oversight Board for the Successor Agency to the Former Twentynine Palms Redevelopment Agency.*

Judy Austin, CNO/COO provided background on this committee and read a statement regarding the request of Twentynine Palms City Council.

Roll Call Vote:

Director Hoffman - yes
Director Cole - yes
Director Cooper - yes
Director Wilcox - absent
Director Swella - yes

▶ **MOTION 12—09:** The Board approved the resolution.

2. ▶ BOD 12-03: Closure of Transitional Care Unit (TCU) – *Judy Austin, CNO/COO & Tom Duda, CFO*

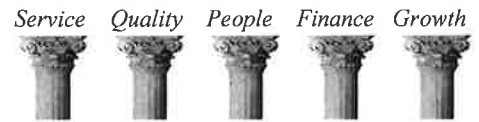
- *This action requests concurrence of the Board of Directors in management's recommendation that the District close (license suspended) the Transitional Care Unit (TCU) in the acute care hospital.*

Ms. Austin provided background on the TCU and reasons it would be prudent to close the unit. Mr. Duda provided further explanation on the closure, and a brief discussion followed. Mr. Duda reported that the District experienced a \$100,000 loss in this unit over the past year.

▶ **MOTION 12—10:** Director Hoffman made the motion to approve the closure of the TCU, and Director Cole seconded. The remaining members were in favor of the closure, and the motion passed.

CHIEF OF STAFF REPORT (*Service*)

Prem Salhotra, MD, Chief of Medical Staff: Dr. Salhotra reported on credentialing and appointments. He stated the medical staff is working hard to improve their core measures and patient satisfaction, at the same time they are implementing Zynx. Dr. Salhotra reported the medical staff has a new overall enthusiasm. He welcomed the new ED group and complimented the physicians, and stated they will add value to the hospital, including improving patient satisfaction in the emergency room. They will also help the District's financial stability. A subcommittee of MEC, medical records committee, has been formed to bring uniformity and improve medical records documentation and to the overall department.



ADMINISTRATIVE REPORT (*Service*)

Lionel Chadwick, Chief Executive Officer, previously sent his written Administrative Services Report to the Board of Directors. With regard to the recently cancelled Town Hall meetings, Director Cole asked if there was anything the Board could do to improve turnout. Mr. Ruddon reported that the event was cancelled due to low enrollment, but the cancelled events have been rescheduled, promotional flyers are being distributed and the local media are aware of the events. Mr. Ruddon further reported that there has already been a better response.

CLINICAL SERVICES REPORT (*Service*)

Judy Austin, Chief Operating Officer, presented the Clinical Services Report. No questions were presented. Ms. Austin reported that Michelle Conroy has stepped away from the LDRP directorship, and Alice Brown, Director of Surgical Services, will take over LDRP leadership. There are no plans to recruit for the LDRP Director position. Ms. Austin also included a department Huddle Sheet in her report, and informed the Board that huddles happen at change of shift and seem to provide timely communication to employees.

AMBULATORY SERVICES (*Service*)

Mr. Oswald presented the ambulatory services report. No questions were presented.

CONTINUING CARE CENTER (*Service*)

Ms. Combs presented the report for CCC. The new logo for Desert Breeze Café was presented, and announced the new hours of the cafeteria. No questions were presented.

FINANCE REPORT (*Finance*)

Mr. Duda introduced the December financial statements. Mr. Duda explained the two unusual items that occurred in January, including explaining the stop-loss coverage item on employee insurance.

MARKETING REPORT (*Growth*)

Mr. Ruddon was presented the marketing report. For the strategic plan process, this coming Monday and Tuesday, focus groups are planned with former patients to discuss their experiences with the hospital. May 5 Strategic Plan Retreat will include Board, Foundation Board MEC members and Administrative Team.



FOUNDATION REPORT

Dean Moore, President of the Foundation, presented the Foundation report. Mr. Moore gave an update on the grant application for transportation. He will continue to update the Board as progress continues. Foundation Management Performance Committee has met, as required in the Management Services Agreement, and Mr. Moore will be attending the Board's Governance Committee meeting next week. He has attended several local community functions to promote the Foundation. Financial reports are given monthly to the Foundation Board, and he thanked Mr. Duda and the District finance department. Director Hoffman asked that partnerships be made clear with other community groups. Director Hoffman asked about the IRS status. Mr. Moore informed the Board that the IRS has received the application, but no decision has been received.

CALENDARS: March 30 is the Auxiliary Fashion Show. Director Cooper announced that Dr. Chadwick will be speaking at the upcoming Soroptimist Club meeting in April.

ITEMS FOR NEXT AGENDA:

No items were presented.

Director Cole asked about the co-management project, and Dr. Chadwick stated he will report on this topic at the next Board meeting.

DIRECTORS' COMMENTS:

Director Swella: Dr. Swella extended appreciation to the ED group and Dr. Cooper, administrative team, and Board members. Happy St. Patrick's Day and Happy Easter. Dr. Swella encourages support of the Auxiliary in their Fashion Show.

Director Cooper: Thanks to Dr. Cooper and the ED group, and to Dr. Salhotra.

Director Hoffman: Welcome to the physicians group, thanks for the presentation. Thanked Ms. Austin for her work tonight, and to Dr. Salhotra.

Director Cole: Welcomed ER team, and thanks to Dr. Cooper for how far the ED has come. Good luck to Alice Brown.

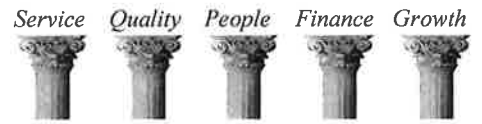
Director Wilcox: absent

ADJOURNMENT TO OPEN MEETING – 7:10 pm

CLOSED SESSION – 7:20 pm

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
Estimated date of public disclosure: May 2012*



In closed session, the Board discussed a quality assurance issue and personnel/benefits issue. The Board directed the management team to take appropriate action.

ADJOURNMENT:

On motion duly made and seconded Director Swella adjourned the meeting at 7:50 pm.

Minutes recorded by A. Walton, Board Clerk



Dianne Swella, President, Board of Directors



Korina Cole, Board Secretary



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

March 26, 2012 at 12:00 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 Swella, President
Director Cooper, Vice President
Director Cole, Secretary
Director Hoffman, Treasurer

Administrative Staff: Lionel Chadwick, CEO
Angela Walton, Executive Assistant

Other Staff: Teresa Turbyville, RN

Guests:

Media J. Biggerstaff, Hi-Desert Star

CALL TO ORDER

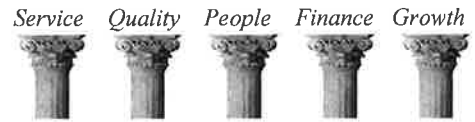
Director Swella called the meeting to order at 12:01 pm.

PLEDGE OF ALLEGIANCE & READING OF MISSION STATEMENT

The Pledge of Allegiance was led by Dr. Chadwick.

PUBLIC INPUT

Larry Callendar – Mr. Callendar, community resident, recommended putting out a Public Information Notice for interested community members to apply for the Board vacancy. Mr. Callendar was concerned about the extra cost the District would have to spend money for a special election.



APPROVAL OF MEETING AGENDA

▶▶ **MOTION 12—10:** Director Cole made the motion to approve the agenda, and Director Cooper seconded. The agenda was approved with no changes.

ACTION ITEM:

1. ▶▶ **Resolution 12-03 – Board Vacancy Recommendation**

- *It is recommended that the Board of Directors take the following actions in response to Dr. Wilcox resignation from the Board of Directors. Approve a resolution to:*
 1. *On a one-time basis, waive Article III, Section 7 of the Bylaws of the Board of Directors*
 2. *Call for an election to fill the vacancy in accordance with California state law.*

Dr. Chadwick provided information regarding the actions to be taken by the Board of Directors when a vacancy occurs. He informed the Board that the county elections official has been notified of the vacancy, and any further notifications necessary will be done on the Board's behalf. The Governance Committee discussed this matter at its meeting on March 21, 2012, and has made the recommendation of the resolution that was drafted and sent to the full Board. Dr. Chadwick provided the statute provided by the District's legal counsel, and the Board bylaws were distributed for information.

Discussion: Director Cole called with for the motion to consider the approval of the Governance Committee recommendation, and Director Hoffman seconded. Director Hoffman took issue with several points in the action item drafted by Dr. Chadwick. Director Cole responded that the action item was drafted as the result of the discussion in the recent Governance Committee meeting. Director Cole wanted it to be clear that consideration all of options were discussed at length by the Governance Committee members. Director Hoffman expressed his concern of having only four members sitting on the Board until the election in November, noting that the District Board is an important body to keep intact in this area, and believes there are qualified community members who would adequately fill this vacancy by appointment. Director Swella expressed her concern at waiving the bylaws for this process. Director Cole discussed the process of arriving at the recommendation in the Governance Committee meeting. Director Hoffman stated he is in favor of appointment by interview. Director Swella is also in favor of appointment by interview, in light of the fact the District is a vital and important Board for this area.

After discussion, Director Cole made a motion to withdraw the Governance Committee recommendation and resolution, and Director Hoffman seconded.



Director Hoffman made a motion for the following:

1. Follow bylaws and begin appointment process
2. Post a public notice that the District Board of Directors will be accepting applications & statements of interest from qualified candidates to fill the Board vacancy; Administrative Staff will develop an application packet. The notice will be posted on March 27, 2012, and applicants will have ten (10) days to submit their applications; deadline is April 5, 2012.
3. The applicants will be interviewed at a special Board meeting to be held on April 10 from 3 – 5 pm.
4. The Board may choose to reconvene to make their final decision on Monday, April 16, 5 pm.

► **MOTION 12—11:** Motion: Director Cooper seconded the motion. All members were in favor, and the motion passed.

NEXT AGENDA: Next regular Board meeting date, April 10, 2012.

DIRECTORS' COMMENTS:

Director Swella: Appreciates the healthy discussion.

Director Cooper: Might have been helpful to have Director Hoffman at the Governance Committee meeting.

Director Hoffman: Stated that he appreciates that the Board is cohesive.

Director Cole: No comment.

ADJOURNMENT:

On motion duly made and seconded Director Swella adjourned the meeting at 12:53 pm.

Minutes recorded by A. Walton, Board Clerk



Dianne Swella, President, Board of Directors



Korina Cole, Board Secretary