



**HI-DESERT
MEDICAL CENTER**
HI-DESERT MEMORIAL HEALTH CARE DISTRICT
Quality Health Care Happens Here

Service Quality People Finance Growth



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

December 6, 2013 at 11:00 a.m.

Helen Gray Education Center Boardroom
6601 White Feather Road, Joshua Tree, CA 92252
760-366-6262

**Please turn all cell phones/pagers to off or vibrate.*

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

CALL TO ORDER – 11:00 am

PUBLIC COMMENTS - There were no public comments.

APPROVAL OF MEETING AGENDA – The agenda was approved as presented.

ADJOURNMENT TO CLOSED SESSION – 11:00 am

CLOSED SESSION

- Pursuant to section 54957 of the Government Code
Conference involving personnel/benefits issue
- **CLOSED SESSION ADJOURNMENT – 1:10 pm**

OPEN SESSION – 1:10 pm

▶▶ Indicates an agenda item to be considered for action by the Board of Directors.

- **CLOSED SESSION REPORT**

The Board met in closed session to discuss a personnel/benefits issue. The Board took no action at this time.

DIRECTORS' COMMENTS

Director Cole: no comment

Director Avels: no comment

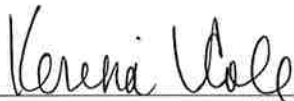
Director Hoffman: no comment

Director Swella: no comment

Director Cooper: no comment

ADJOURNMENT – 1:10 pm

Minutes recorded by A. Walton, Board Clerk



Korina Cole, President, Board of Directors



Dianne Swella, Board Secretary





**HI-DESERT
MEDICAL CENTER**
HI-DESERT MEMORIAL HEALTH CARE DISTRICT
Quality Health Care Happens Here

Service Quality People Finance Growth



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

December 11, 2013 at 4:00 p.m.
Helen Gray Education Center Boardroom
6601 White Feather Road, Joshua Tree, CA 92252
760-366-6262

**Please turn all cell phones/pagers to off or vibrate.*

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 Cole, President
Director Avels, Vice President
Director Hoffman, Treasurer
Director Cooper, Member-at-Large
Director Swella, Secretary (attending by phone)

Media: Mike Lipsitz, Z107.7 Radio
Kurt Schauppner, Desert Trail

CALL TO ORDER – 4:07 pm

PUBLIC COMMENTS - There were no public comments.

APPROVAL OF MEETING AGENDA – The agenda was approved as presented.

ADJOURNMENT TO CLOSED SESSION – 4:07 pm

CLOSED SESSION

- Pursuant to section 54957 of the Government Code
Conference involving personnel/benefits issue

- **CLOSED SESSION ADJOURNMENT – 4:27 pm**

▶▶ Indicates an agenda item to be considered for action by the Board of Directors.

OPEN SESSION – 4:27 pm

• **CLOSED SESSION REPORT**

The Board met in closed session to discuss a personnel/benefits issue. In open session, on motion made by Director Avels and seconded by Director Hoffman, the Board voted to approve the employee contract agreement with Bob Tyk to become the Chief Executive Officer effective January 1, 2014.

Roll call vote:

Director Hoffman – Yes (with exception to page 7, item 13)

Director Cole – Yes

Director Swella – Yes

Director Cooper – Yes

Director Avels – Yes

With all members voting in favor, the motion passed.

DIRECTORS' COMMENTS

Director Cole: no comment

Director Avels: no comment

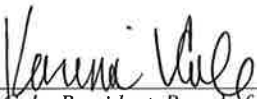
Director Hoffman: no comment

Director Swella: no comment

Director Cooper: no comment

ADJOURNMENT – 4:40 pm

Closed Session Notes recorded by Korina Cole, Board President



Korina Cole, President, Board of Directors



Dianne Swella, Board Secretary





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



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

December 10, 2013 at 6:00 p.m.

*Helen Gray Education Center Boardroom
6601 White Feather Road, Joshua Tree, CA 92252
760-366-6262*

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

Medical Staff:

Excused Absence: Dr. Prem Salhotra

Administrative Staff: Lionel Chadwick, CEO
 Judy Austin, COO/CNO
 Bob Tyk, CFO
 Joe Ruddon, VP Marketing and Business Development
 Avelina Ortiz, Director of Quality Resources
 Angela Walton, Executive Assistant
 Michelle Amdahl, Interim CCC Administrator

Other Staff:

Cindy Dietz, IT Director
Adele Nafziger, Controller
Bill Bulkley, Facilities
James Walter, Community Health Director
Kathy Alkire, Director of Service Excellence
Sue Shinaver, Lab Director
Kelly DeSantis, LDRP/Surgical Director
Sheila Hendricks, ED Manager
Gina Campbell, Clinical Quality Supervisor
Shelly Vincent, Clinical Documentation Director
Other Department Managers and Staff



Media Mike Lipsitz, Z107.7
Kurt Schauppner, Desert Trail

CALL TO ORDER

Director Cole called the meeting to order at 6:00 pm.

PLEDGE OF ALLEGIANCE - Tender Loving Cause – Ms. Mara Cantelo

Director Cole presented the group with a certificate of appreciation as well as a small donation to the organization from the Board. Ms. Cantelo told the Board and audience about what TLC does and what the organization provides to community members.

READING OF MISSION STATEMENT

Mission Statement: Read by Director Hoffman

Vision Statement: Read by Director Cooper

Core Values: Read by Director Avels

PUBLIC COMMENTS

Kent Davis – 29 Palms resident. Mr. Davis spoke briefly on an issue with care received by the District and distributed a formal written complaint to the Board members.

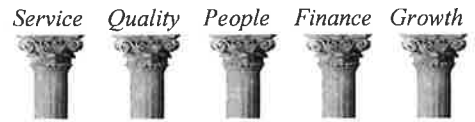
APPROVAL OF MEETING AGENDA

▶▶ **MOTION 13—48:** Director Hoffman made the motion to approve the meeting agenda, and Director Swella seconded. Director Cole, Director Cooper, and Director Avels were in favor of approving the agenda, and the motion passed.

EDUCATION SESSION: Versant RN Residencies Program – Judy Austin, CNO/COO & Kathy Alkire, Director of Service Excellence

Ms. Austin introduced Ms. Alkire and reported this program was introduced to the Human Resources Committee of the Board at their November meeting. At the request of the HR committee, Ms. Alkire is presenting an overview of the program to the full Board.

- Outcome based residency program for new graduate nurses to transition into practice at Hi-Desert Medical Center
- Program covers 17 core competencies, 67 multi-specialties, and 126 specialties
- New graduate nurses spend 18 weeks in program
- Benefits of Versant – increased physician satisfaction, increased patient satisfaction, improved recruitment, improved retention, improved quality of care, improved engagement, and improved teamwork



- Versant will offer the District a competitive edge against area hospitals; the program is already utilized in many reputable healthcare organizations in California and nation-wide
- Reduces registry and travelers expense
- Provides free marketing for HDMC, used in many reputable organizations
- New nursing graduates are looking for the Versant program when looking for positions in area hospitals

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 November 12, 2013
- Minutes of the Human Resources Committee dated November 7, 2013
- Minutes of the Governance Committee Meeting dated November 14, 2013
- Minutes of the Finance Committee Meeting dated November 20, 2013
- Minutes of the Special Board Meeting dated November 25, 2013

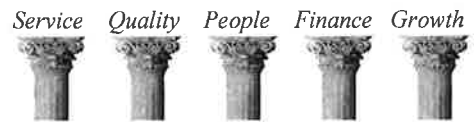
CREDENTIALING

NEW APPOINTMENTS & REAPPOINTMENTS – December 2013

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

A. New Appointments

- **Recommendation to appoint David Duffner, M.D.** to Provisional Status and approve privileges for Orthopedics as submitted.
Service: **Surgical.** Appointment Period: December 2013 to December 2014
- **Recommendation to appoint Louis Stabile, M.D.** to Provisional Status and approve privileges for Orthopedics as submitted.
Service: **Surgical.** Appointment Period: December 2013 to December 2014
- **Recommendation to appoint Ramin Pooyan, D.O.** to Provisional Status and approve privileges for Orthopedics as submitted.
Service: **Surgical.** Appointment Period: December 2013 to December 2014
- **Recommendation to appoint John Dalle, D.O.** to Consulting and approve privileges for Tele-Radiology as submitted.
Service: **Medical.** Appointment Period: December 2013 to December 2015



B. Reappointments

- **Recommendation to reappoint Frank Seidelmann, D.O.** to Consulting and approve privileges for Tele-Radiology submitted with no changes.
Service: **Medical.** Appointment Period: December 2013 to December 2015
- **Recommendation to reappoint David Brown, PA** to Allied Health and approve privileges for Physician Assistant (Dr. Smith) as submitted with no changes.
Service: **Medical.** Appointment Period: December 2013- December 2015
- **Recommendation to reappoint Stacie Cooper, PA** to Allied Health and approve privileges for Emergency Medicine Physician Assistant as submitted with no changes.
Service: **Medical.** Appointment Period: December 2013- December 2015
- **Recommendation to reappoint Betsy Parvesi, RNFA** to Allied Health and approve privileges for RN First Assist as submitted with no changes.
Service: **Surgical.** Appointment Period: December 2013- December 2015

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

- Hospital Adult Medical Admission Orders
- Scheduling Surgical Procedures and Block Time Guidelines
- Group B Strep
- Medical Screening Examination Standardized Procedure (MSE)
- Pulse Oximetry Screening for Critical Congenital Heart Defects

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

- Policy LD-203 – HDMC Departments

Related Boards – Minutes and Staff Reports:

Community Health Centers Board

- *August 28, 2013 Minutes*
- *September 25, 2013 Minutes*

Foundation Board

- *Governance Committee Report*
- *September 11, 2013 Minutes w/ attachments*
- *October 2, 2013 Minutes w/ attachments*

» Motion to approve the Consent Agenda as presented



▶▶ **MOTION 13—49:** Director Hoffman made the motion to approve the consent agenda, and Director Avels seconded. Ms. Ortiz presented a memorandum to the Board requesting the addition of standing orders policies to the consent agenda for approval due to MEC approving the policies the previous evening at their meeting. This request was approved and added to the agenda. Director Swella recommended two changes to the HDMC Departments policy – change title of VP of PCS to CNO/COO, and delete CIO position; after changes, the Board approved the policy. Director Cole, Director Cooper, and Director Swella were in favor of approving the agenda with the additions and changes, and the motion passed.

BOARD COMMITTEE REPORTS:

- **Finance Committee Report**

Paul Hoffman, Chair

Director Hoffman reported the committee met 11/20/13, in which they discussed financial reports for October 2013. Emergency department transfer trends, which will continue to be monitored, were briefly discussed. The committee will receive information on statistics of new orthopedics group at its next meeting; month end reports show low volumes, a decrease in cash, and a transfer of 1 million from investments was made to cover operations. Outpatient revenues greater than budget, and the committee received information on bad debt, charity care, year-to-date operating losses (1.4 million), and it was reported that accounts receivable increased in October. Payables increased to over 3 million. There were increases in salaries and expenses, patient revenues are below budget, and the committee directed management to concentrate on areas to be considered for paring down.

- **Human Resources Committee Report**

Patricia Cooper, Chair

Director Cooper reported the committee met on November 7. Next Human Resources committee meeting is scheduled for February 6, 2014.

- **Facilities & Technology Committee Report**

Dianne Swella, Chair

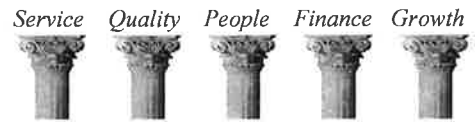
Director Swella reported the committee has not met since their last meeting on Monday, October 14. Next meeting scheduled for January 2014.

- **Governance Committee Report**

Dianne Swella, Chair

Director Swella reported the committee met on December 9, minutes of CHC Board and minutes of Foundation were reviewed, financials of related boards goes to Finance Department. Items discussed by the committee:

- District succession plan
- Review of orientation manual and recommended changes; manual will be available at each Board meeting. Orientation manual to be reviewed on annual basis will be added to Governance Charter.
- Implementation of a Board portal was discussed



- Board officers statement will be inserted into bylaws, will be presented as an action item
- Proposed slate of officers and committee both presented as action items
- New member appointment and reappointment of current members for CHC board
- Community health centers revision of co-application agreement and bylaws revision
- There was discussion on orienting the new Chief of Staff on the Board committee structure. The charters will be shared with MEC. A letter will be drafted to incoming Chief of Staff regarding participation in Board committee meetings, and Chief will be asked to appoint members to attend.
- The Human Resources Director position will be added to the Human Resources Committee charter.
- Hospital arrangement policy is being presented as an action item. CEO authority will be discussed at next Governance meeting and will be included in bylaws.

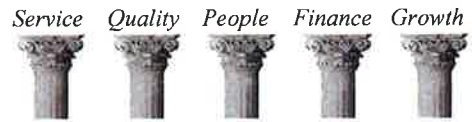
• **Executive Performance Committee Report** **Martie Avels, Chair**

Director Avels stated there was no report from this committee. A meeting will be scheduled in the near future.

INFORMATION ITEM:

FQHC Designation Presentation – James Walter, Community Health Director

- Mr. Walter provided background on the development of this grant application. He reported they were granted full FQHC status from 11/1/13 through 1/31/16. Budget period is 11/1/13 through 1/31/15.
- Scope of services currently provided onsite – Primary Care, Transportation, Translation, Urgent Medical Care, Behavioral Health Treatment and Counseling, Hep C Therapy, Immunizations, Well Child, Gynecology. Services not yet provided are:
 - Family Planning
 - Preventive Dental
 - Case Management
 - Health Education
 - Outreach
 - Nutrition
- Scope of services by referral – Lab, X-Ray, Emergency Services, Obstetrics, Pre/postnatal, Behavioral health, Specialty, Pharmacy. Services not yet provided are:
 - Substance Abuse Treatment
 - Detox
 - Outpatient/Inpatient Treatment
 - Rehab
 - Restorative Dental
 - Substance Abuse Services



- Timeline:
 - December 6 – Revised Implementation Plan to Feds
 - December 11 – Revised bylaws, co-applicant agreement presented to Governance
 - January 8-9 – New Orientation Training
 - January 14 – Revised bylaws, co-applicant agreement presented to District Board
 - February 27 – Full implementation
 - Approx. November 2014 – On-Site Fed Visit – condition of grant award, revise implementation plan
 - Full implementation date is February 27
- Staffing additions include a Finance Person, QI Coordinator, Case Manager, Outreach Workers, Physician Assistant, Dental Hygienist, Support Staff, bringing the total of new staff from 7 to 10
- Productivity goals - Year One: 7900 patients with 23,921 visits (1,993 per month). Year Two: 9600 patients with 30,000 visits (2,500 per month)
- Performance measures – clinical, financial, reporting

Director Hoffman and the Board commended Mr. Walter on his efforts.

ACTION ITEMS:

▶▶ 1. Bylaws: Revision – Dianne Swella, Chair, Governance Committee

- *This action recommends that the Board of Directors consider for approval the proposed revision into the Bylaws of the Board of Directors.*

Dr. Chadwick reported that this revision emerged from Governance Committee discussions.

ARTICLE V

OFFICERS

Section 1. Officers: The officers of the Board shall be a Board President, a Vice President/President Elect, a Secretary and a Treasurer. Officers shall serve in a respective office on a rotating basis such that all members of the Board shall, whenever possible, serve in each officer position during their term of office. **Board members accepting nomination and election as officers of the Board shall be cognizant of additional time demands incumbent upon the position being nominated. In particular, nominees to the office of Board President shall be expected to be available for significant additional time demands in support of functions of the District.**



MOTION 13—50: Director Hoffman made the motion to approve the bylaws revision and Director Swella seconded. Director Cole, Director Cooper and Director Avels were in favor, and the motion passed.

▶▶ **2. Election of Board of Director Officers for Calendar Year 2014 – Dianne Swella,**
Chair, Governance Committee

- *Pursuant to Article V, Section 2 of the Hi-Desert Memorial Health Care District Board of Directors' Bylaws, elections of Board Officers shall be held at the regular meeting of the Board of Directors each December.*

The Governance Committee recommends the following for District Board of Directors Officers for 2014:

President: Martie Avels
Vice President: Paul Hoffman
Treasurer: Korina Cole
Secretary: Patricia Cooper
Member at Large: Dianne Swella

MOTION 13—51: Director Hoffman made the motion to approve the slate of officers as presented by the Governance Committee, and Director Swella seconded. The floor was opened for nominations for the offices of President, Vice President, Secretary and Treasurer. The President of the Board passed the gavel to Angela Walton, Board Clerk, for acceptance of nominations and voting.

PRESIDENT: Ms. Walton asked if there were any other nominations for the position of President. Hearing none, a roll call vote was conducted.

Roll Call vote: in favor of Director Avels for the position of President

Director Hoffman - yes
Director Avels - yes
Director Cooper - yes
Director Swella - yes
Director Cole - yes

VICE PRESIDENT: Ms. Walton asked if there were any other nominations for the position of Vice President. Hearing none, a roll call vote was conducted.

Roll Call vote: in favor of Director Hoffman for the position of Vice President.

Director Hoffman - yes
Director Avels - yes
Director Cooper - yes
Director Swella - yes
Director Cole - yes



TREASURER: Ms. Walton asked if there were any other nominations for the position of Treasurer. Hearing none, a roll call vote was conducted.

Roll Call vote: in favor of Director Cole for the position of Treasurer.
Director Hoffman - yes
Director Avels - yes
Director Cooper - yes
Director Swella - yes
Director Cole - yes

SECRETARY: Ms. Walton asked if there were any other nominations for the position of Secretary. Hearing none, a roll call vote was conducted.

Roll Call vote: in favor of Director Cooper for the position of Secretary.
Director Hoffman - yes
Director Avels - yes
Director Cooper - yes
Director Swella - yes
Director Cole - yes

After completion of the election process, the gavel was returned to Director Cole. She congratulated all of the new incoming officers.

▶▶ **3. Board Committee Assignments for Calendar Year 2014 – Dianne Swella,**
Chair, Governance Committee

- *The Governance Committee recommends the following committee Board Committee Assignments for 2014:*

Finance Committee:

Korina Cole, Chair, Patricia Cooper, committee member

Governance Committee:

Korina Cole, Chair, Paul Hoffman, committee member

Human Resources Committee:

Dianne Swella, Chair, Korina Cole, committee member

Facilities & Technology Committee:

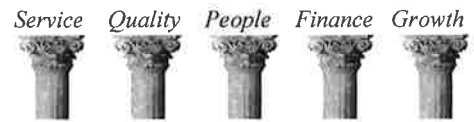
Patricia Cooper, Chair, Dianne Swella, committee member

Executive Performance Committee:

Paul Hoffman, Chair, Martie Avels, committee member

Joint Conference Committee:

Martie Avels, Chair, Paul Hoffman, committee member



Director Swella reported that the appointments appropriately correspond with the bylaws.

MOTION 13—52: Director Avels made the motion to approve the nomination of Ms. Potts, and Director Hoffman seconded. Director Cole, Director Cooper and Director Swella were in favor, and the motion passed.

CHIEF OF STAFF REPORT (*Service*)

Dr. Salhotra was absent this meeting.

ADMINISTRATIVE REPORT (*Service*)

Lionel Chadwick, Chief Executive Officer. Highlights:

- Breakfast with Santa was a great event
- FQHC grant brings in over \$800,000, and will allow for billing for services
- Volunteer luncheon on Thursday, 12/12/13, 11 am
- Between Christmas and New Year's, District will be on a reduced staffing schedule

CLINICAL SERVICES REPORT (*Service*)

Judy Austin, Chief Operating Officer. No questions were presented.

- Welcomed Leslie Layman, new Director of Rehabilitation Services

CONTINUING CARE CENTER (*Service*)

Michelle Amdahl, Interim CCC Administrator.

- Friday is employee Christmas party, Board is invited
- Survey – was very positive

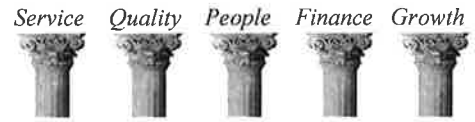
FINANCE REPORT (*Finance*)

Bob Tyk, Chief Financial Officer. No questions were presented.

MARKETING REPORT (*Growth*)

Joe Ruddon, Marketing/Business Development Director.

- Update on Covered California
 - District is a covered entity
 - 14 certified enrollment counselors
 - Three-day training at DRMC this week, online test and online training
 - Signing up people from January – March, two bi-lingual counselors
 - March 31 is close of open enrollment
 - October – December 2014 is the next enrollment period
 - All CECs will be required to do a recertification before each enrollment period
 - People can register throughout the year if there is a life-changing criteria
 - Education process – information booths to be set up at high traffic areas
 - Covered CA agent in HDMC lobby Tuesdays in December
 - Hotline number 760-366-4370
 - Ads, news releases, flyers, and posters
 - CECs will be given private space to enroll on campus



Director Cole asked for regular updates on this matter to share with community members.

BOARD CALENDARS:

- Discussed the 2014 meeting schedule and Director Cole asked for input on having two meeting per day. Committee meeting schedules will be revised if required once the new committee members have met.

ITEMS FOR NEXT BOARD AGENDA:

- Inductions of officers
- Five action items from Governance Committee
- Charters to be completed and Board evaluations

DIRECTORS COMMENTS:

Director Avels – thanked all for attending and wished Dr. Chadwick luck

Director Cole – thanked Dr. Chadwick and wished him luck and said thanks to all during her year as Board president

Director Hoffman – thanked the media for being present, thanked Kathy Alkire for a great presentation, wished Dr. Chadwick best wishes, congratulations to James Walter, and wished everyone Merry Christmas

Director Cooper – thanks to all presenters, welcome Leslie Layman, congratulations to James Walter and Joe Ruddon, goodbye to Dr. Chadwick

Director Swella – thanked Judy Austin and Kathy Alkire, congratulations to James Walter, welcome to Leslie Layman, thanks to Joe Ruddon, best of luck to Dr. Chadwick, and wished all Merry Christmas

OPEN SESSION ADJOURNMENT – 7:20 pm

CLOSED SESSION – 7:30 pm

- Pursuant to Government Code section 54956.9(b)(1) – Potential Litigation (1 case)
- Pursuant to section 32106 of the Health and Safety Code
Report Involving Trade Secret
Estimated date of public disclosure: February 2014
- 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
- **CLOSED SESSION ADJOURNMENT**

OPEN SESSION - 8:24 PM



• **CLOSED SESSION REPORT**

With regard to the potential litigation issue, Board members discussed matters pertaining to a legal matter and provided direction to legal counsel. The Board took no action at this time.

Board members received information pertaining to a trade secret matter as well as a quality assurance issue. The Board took no action at this time.

The Board also discussed in closed session a personnel/benefits issue. The Board took no action at this time.

ADJOURNMENT:

On motion duly made and seconded Director Cole adjourned the meeting at 8:32 pm.

*Board meeting minutes recorded by A. Walton, Board Clerk
Closed session notes recorded by Director Dianne Swella, Board Secretary*

Handwritten signature of Korina Cole.

Korina Cole, President, Board of Directors

Handwritten signature of Dianne Swella.

Dianne Swella, DC, Board Secretary