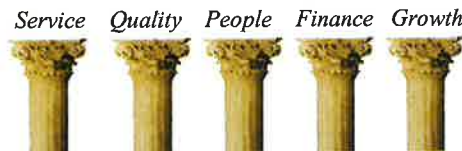




**HI-DESERT  
MEDICAL CENTER**  
HI-DESERT MEMORIAL HEALTH CARE DISTRICT



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

**January 13, 2015 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 Cooper, President  
Director Avels, Vice President  
Director Sullivan, Treasurer  
Director Doyle, Secretary  
Director Hoffman, Member-at-Large

Medical Staff: Dr. Mahajan, Chief of Staff - Absent

Administrative Staff: Bob Tyk, CEO  
Brenda Poole, Interim CNO  
Avelina Ortiz, Director of Quality Resources  
Michelle Amdahl, CCC Administrator  
Karen Graley, Marketing Manager  
Robin Schmelling, Board Clerk  
Other Department Managers and Staff

Media None

Guests None

**CALL TO ORDER**

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

**ROLL CALL**

Robin Schmelling, Board Clerk, conducted roll call:

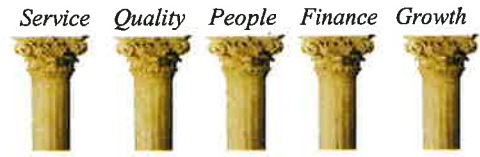
Director Cooper: Present

Director Avels: Present

Director Sullivan: Present

Director Doyle: Present

Director Hoffman: Present



**READING OF MISSION STATEMENT**

**Mission Statement:** Read by Director Sullivan.

**Vision Statement:** Read by Director Hoffman.

**Core Values:** Read by Director Avels.

**PUBLIC COMMENTS:**

None.

**PLEDGE OF ALLEGIANCE:** La Contenta Middle School Debate Team

Director Cooper presented the group with certificates of appreciation and a donation from the Board of Directors.

**APPROVAL OF MEETING AGENDA:**

▶▶ **MOTION 15—01:** Director Sullivan made the motion to approve the meeting agenda, and Director Doyle seconded. Director Hoffman, Director Avels and Director Cooper all voted in favor and the agenda was approved as submitted.

**BOARD COMMITTEE REPORTS:**

Finance Committee Report

Joseph Sullivan, Chair

- Director Sullivan reported the committee met on December 17<sup>th</sup> and reviewed the minutes. Financial statements were reviewed; Foundation financials were reviewed. Mr. Tyk reported to the committee an update on Tenet and the affiliation process. Robin Schmelling and Toni Stewart are administrators of the data room for the due diligence process and had 2 training sessions at that time; process is moving forward. Will continue to keep community informed about the affiliation process.

Human Resources Committee Report

Paul Hoffman, Chair

- Director Hoffman stated the next meeting is scheduled for February 5<sup>th</sup> at 4:30 pm.

Facilities & Technology Committee Report

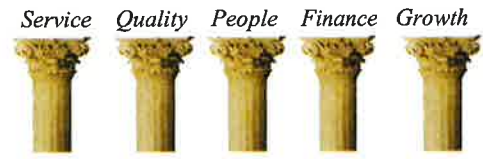
Marge Doyle, Chair

- Director Doyle stated the next meeting is scheduled for January 20<sup>th</sup> at 6:00 p.m.

Governance Committee Report

Joseph Sullivan, Chair

- Director Sullivan reported the committee met on December 10th, 2014. Next meeting is scheduled for January 14, 2015 at 4:00 p.m.



Executive Performance/Comp. Committee Report

Martie Avels, Chair

- Director Avels reported no meeting in January. Next scheduled meeting is April 20<sup>th</sup> at 5:00 p.m. Meetings have been moved to 5:00 p.m. on the same day as Joint Conference Committee dates, which are scheduled at 6:00 p.m.

**STANDING BUSINESS:**

**CHIEF OF STAFF REPORT (Service)**

S. Mahajan, M.D., Chief of Medical Staff:

- No report.

**CLINICAL SERVICES REPORT (Service)**

Chief Nursing Officer

- Ms. Poole reviewed her written report as submitted in the board packet.
- December was a challenging month for PCS with staff exhibiting quite a bit of sickness. They shared staff between the units, but did have to bring in some travelers.
- They have been working to develop a closer bonding with the team and meeting 2 times a day to review census, etc. They are productive meetings and also building relationships between the leadership team.
- The PCS directors have been reviewing how health care is built. Positions controls, staff, tools, and dashboards are all being reviewed as well as an understanding of each of the pillars and results.
- The Versant graduation ceremony took place last week. They are now enjoying their new roles and are amazing young professionals.
- Director Cooper commented that the graduation was wonderful, and also thanked Mr. Tyk for his support of the program. Ms. Alkire stated how proud she was of the graduates and the staff of HDMC who came together to impact these lives as preceptors and experts. Director Avels commented that the mentoring that Brenda is putting together for staff, including the financial portion of it, is great.
- Director Hoffman expressed concern over the use of travelers. Ms. Poole explained there are several factors involved as it is not the first resort. There have been leaves of absence due to emergency medical leave, and illness. December is a difficult month to engage new staff that usually doesn't want to start until after holidays in January, and there isn't a labor pool out there to hire from. We currently have 7 travelers with plans to replace them by the end of their contracts. Ms. Poole added the travelers are very good and two of them quit their jobs as travelers and have come on board with HDMC.



### **CONTINUING CARE CENTER REPORT (Service)**

Michelle Amdahl, CCC Administrator.

- Ms. Amdahl presented her written report and stated under Resident Census, to please change September to January.
- Director Hoffman inquired as to the physician issue with Desert Oasis admitting residents to the CCC. Ms. Amdahl stated Desert Oasis wanted to bring in a new system and Ms. Amdahl explained they all needed to go through the credentialing process with Ms. Garland, Medical Staff Director. Mr. Tyk added that the process began with Desert Oasis changing how they manage all their nursing homes, not just CCC. As a district, we require credentialing for all. We would get close and they would add more physicians to the group, thus slowing the credentialing process down. Director Doyle will assist in getting a contact name at Desert Oasis who can schedule a meeting to discuss.
- Per Director Doyle's request, Ms. Amdahl reviewed how Cathy Benson saved the district \$16,000 plus with regards to the medication carts.

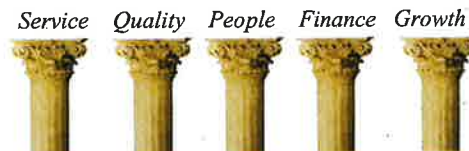
### **CHIEF EXECUTIVE OFFICER REPORT (Service)**

Bob Tyk, Chief Executive Officer – Verbal Report

- Mr. Tyk thanked Ms. Poole for everything she has accomplished since she started. She has been here about 60 days and the positive changes within PCS and the managers coming together as a team is a great benefit.
- The affiliation process is moving along. We contracted the data room for the due diligence portion. We have completed 218 line items of requested information, plus additional items for Tenet to review. Ms. Schmelling, along with assistance from Ms. Stewart, has uploaded volumes of contracts and data to the site for Tenet's review. In addition, Ms. Schmelling has been coordinating all the meetings with the Tenet representatives while on site. Helen Wu and Alex Reynolds are the projects managers of the due diligence phase for Tenet, and stated that everyone that has come in has been impressed with the organization and are receiving data in a more timely manner than expected. Tenet representatives were here last week and will remain here through Thursday of this week. The human resources staff with Tenet will arrive sometime in February to review their portion in more detail.

From a contract basis, we are waiting for the first draft of the definitive agreement to reach our attorneys. Once received, negotiations will be handled by legal counsel, Jon Spees with The Camden Group and Mr. Tyk. Mr. Spees gave a tentative date of January 31<sup>st</sup> to have the definitive agreement finalized, but now looking more like middle of February since we are still waiting on the first draft.

The attorneys are working with the San Bernardino County Elections Office on the date of the ballot election and documentation that it will not need to go through the Board of Supervisors, as stated by the Elections Office. May 6<sup>th</sup> is the tentative potential date at this point.



There will be three special board meetings scheduled to receive public input about the affiliation and what is being presented. The public will be allowed to ask questions, limited to 3 minutes, and Ms. Schmelling will be there to document the information. Tenet was sent the presentations that Mr. Tyk has been giving to the public to add their input. Tenet will also have representatives at these public meetings. Ms. Graley added we will also be announcing the meetings via Facebook, website, radio spots, and the newspaper.

Director Avels asked Ms. Graley to get in touch with Congressman Paul Cook's office. His office sends out notices of things happening within his district. It might be another way to get the information out if they agree to add it to his report. Mr. Tyk mentioned they are also working with the public relations staff at Tenet.

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

Karen Graley, Marketing Manager

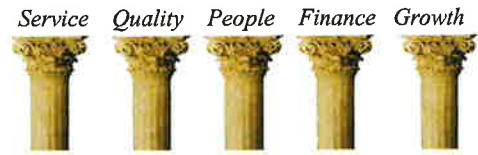
- Ms. Graley referred to her written report. She added that Hannah Twinem is now on board as Administrative Assistant to the Marketing and Foundation departments, and is a great asset.

#### **FINANCE REPORT (Growth)**

Bob Tyk, Chief Executive Officer

- Mr. Tyk reported that we are experiencing the same issues we have been, lower volumes with lower revenue.
- Higher expenses include the use of contract services and consultants. KForce was brought on to assist with ICD10. After speaking with Tenet, they have coders in place, so no need for additional expenses with KForce. Expenses for Best, Best & Krieger, attorneys, tapered off middle of last calendar year, but are starting to increase due to the affiliation transaction which requires more input on their part. In addition, there was the finalization of the waste treatment plant and a fair number of labor issues in the last year. Camden Group was hired to help us through the affiliation process. In addition, we have 5 interim staff members and a contract compliance officer. These are expenses we had to undertake.
- Use of contract labor, specifically in the nursing area, is due to shortage of staff. In addition to Ms. Poole's comments regarding travelers, in the last six months we have had more issues with finding nurses to staff the units, med/surg specifically. More nurses are calling off and it becomes extremely difficult to manage the population if we don't have nurses here. We are over utilizing nurse managers to cover these positions. Contract labor is definitely not a first choice, but a necessity when all other avenues come up empty.





- Director Hoffman inquired about billing concerns he had received from two residents of the community. Ms. Ortiz requested he pass on her name and she would be glad to speak with them and facilitate any concerns they have.
- Director Hoffman discussed the possibility of perhaps developing an interim agreement with Tenet to get staff here rather than travelers. Mr. Tyk commented that DRMC also has some issues and has to use contract labor as well in certain areas. Mr. Tyk stated there are opportunities we can approach Tenet with, and he and Ms. Poole will continue to do their best in this area. Ms. Poole added contract labor is never the first option. They looked to staff first, offered incentives to try and reward our own staff first. This was working until they became ill. She is hoping we will not have travelers by April, however, we are entering flu season. The nurse managers have an aggressive plan in place with the Human Resources Department and they are in constant communication with weekly plans. Director Doyle commented she is also in contact with DRMC, and is aware they are having the same staffing struggles we are.

#### **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:**

- Special Board of Directors meeting dated December 3, 2014
- Special Board of Directors meeting dated December 9, 2014
- Regular Board of Directors meeting dated December 9, 2014
- Governance Committee meeting dated December 10, 2014
- Finance Committee meeting dated December 17, 2014
- Special Board of Directors meeting dated December 17, 2014

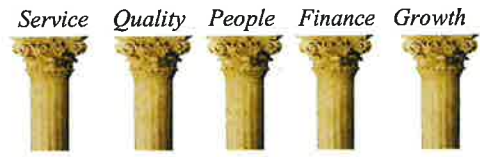
#### **CREDENTIALING**

##### **NEW APPOINTMENTS & REAPPOINTMENTS – December 2014**

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

##### **A. New Appointments**

- **Recommendation to Appoint Desiree Lerro, D.O.** to Consulting and approve privileges for Tele-Radiology as submitted.  
Service: **Medical.** Appointment Period: January 2015 to September 2016



- **Recommendation to Appoint Su-Ann NG, M.D.** to Consulting and approve privileges for Tele-Radiology as submitted.  
Service: **Medical.** Appointment Period: January 2015 to December 2016
- **Recommendation to Appoint Amit Sanghi, D.O.** to Consulting and approve privileges for Tele-Radiology as submitted.  
Service: **Medical.** Appointment Period: January 2015 to November 2016
- **Recommendation to Appoint Glenn Reynolds, M.D.** to Provisional and approve privileges for Cardiology as submitted.  
Service: **Medical.** Appointment Period: January 2015 to January 2016
- **Recommendation to Appoint Grace Huang, D.O.** to Provisional and approve privileges for Cardiology as submitted.  
Service: **Medical.** Appointment Period: January 2015 to January 2016
- **Recommendation to Appoint Michael Bagheri, M.D.** to Provisional and approve privileges for Cardiology as submitted.  
Service: **Medical.** Appointment Period: January 2015 to January 2016
- **Recommendation to Appoint Constantin Dasanu, M.D.** to Provisional and approve privileges for Oncology/ Hematology as submitted.  
Service: **Medical.** Appointment Period: January 2015 to January 2016

#### **B. Reappointments**

- **Recommendation to Reappoint Daniel Fraschetti, D.O.** to Active and approve privileges for Pediatrics submitted with no changes.  
Service: **Medicine.** Appointment Period: January 2015 to January 2017
- **Recommendation to Reappoint Prem Salhotra, M.D.** to Active and approve privileges for Internal Medicine as submitted with no changes.  
Service: **Medical.** Appointment Period: January 2015 to January 2017
- **Recommendation to Reappoint Eldene Smith, M.D.** to Active and approve privileges for Family Practice as submitted with no changes.  
Service: **Medical.** Appointment Period: January 2015 to January 2017
- **Recommendation to Reappoint Surender Vuthoori, M.D.** to Active and approve privileges for Cardiology as submitted with no changes.  
Service: **Medical.** Appointment Period: January 2015 to January 2017



- **Recommendation to Reappoint Louis Stabile, M.D.** from Provisional to Active and approve privileges for Orthopedics as submitted with no changes.  
Service: **Surgical**. Appointment Period: January 2015 to August 2016

#### C. Terminations

- **Linda Lewis, M.D. (Radiology)** 12/31/2014
- **Ron Amos, PhD (FHC)** – Resigned 12/12/14

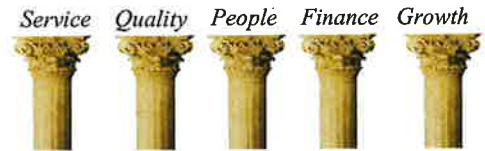
**The following Medical Staff policy and form recommendations are being submitted to the Board of Directors for approval:**

- Physician Assistant – ER Privilege Sheet (Medical Staff)
- Medical Staff Rules & Regulations – Addition of MSE's
- ED-04-01: Patient Assessment
- ED-05-00: Emergency Department Standing Orders/Protocols
- N-16-02: Pain Management
- 15.02: Malignant Hyperthermia Kit Contents and Monitoring
- PH-6.04: Patient Home Medications – Administration, Storage & Disposition
- 5-16: Failed Competency Testing for Compounding Personnel
- 5-21: Qualitative Analysis of Sterile Compounds
- 5.6: Patient Nutritional Assessment and Plan
- 2.3: Fountain Soda Machine Sanitizing Procedures
- 2.2: Storage of Fruits and Vegetables

**The following Administrative policy recommendation is being submitted to the Board of Directors for approval:**

- IM-205: System Access Policy
- IM-206: Encryption Policy
- IM-207: Software Management
- IM-208: Firewall Policy
- IM-209: Login Policy
- IM-211: Internet Use Policy
- IM-212: Desktop Move/Add/Change Policy (M/A/C)
- IM-213: Website Administration
- IM-214: Health Care Information System Security Agreement Policy
- IM-221: E-mail Acceptable Use Policy
- IM-222: Electronic Protected Health Information Security Policy
- IM-223: Hardware Sanitization Policy
- IM-224: Incident Tracking: Potential HIPAA Violation
- IM-225: Internet Acceptable Use Policy





- IM-226: Network Security for Portable Computers
- IM-227: Password Policy
- IM-229: Removable Media Acceptable Use Policy
- IM-230: IT Equipment Loan Policy
- IM-231: Device Management Policy
- IM-232: Risk Assessment Policy
- IM-233: IT Asset Disposal Policy
- IM-234: Business Continuity and Disaster Recovery Policy
- IM-235: Data Integrity
- IM-237: Remote Access Policy
- IM-238: Data Transmission Security Policy & Procedure
- IM-239: Reference for Data System Classification
- IM-240: Server Backup Policy

**The Consent Agenda was amended as follows:**

**IM-221 Policy Approval**

- Revised IM-221 Policy replaces the one sent out with packets on Friday with additional sentence added under Inappropriate Use on page 3. Paragraph now reads as follows: The District's policies prohibiting sexual and other harassment are applicable to the use of e-mail. As such, employees shall not prepare, solicit or transmit messages and images that are obscene, pornographic or sexually oriented, or that contain offensive, harassing, derogatory or disparaging comments, jokes or slurs related to race, color, ethnicity, gender, age, sex, religion, disability or political affiliation, or any other legally protected characteristic or status.

**Credentialing**

- Terminations: Addition of Ron Amos, PhD (FHC) – Resigned 12/12/14

**▶▶ MOTION 15—02: Motion made by Director Hoffman and seconded by Director Doyle to approve the consent agenda as amended. Director Sullivan, Director Avels and Director Cooper voted in favor of approving the consent agenda as amended, and the motion passed.**



## **BOARD EDUCATION**

- Medical Imaging Presentation – Alice Antone, Director Medical Imaging. Copy of presentation filed with original packet.
- Mr. Tyk added that DMI over in the Town Center Mall recently closed, so we have also picked up some of their business. In addition, we are picking up some business from Oasis Urgent Care as well. A number of women were leaving the basin because we only had analog for mammograms, and the hope is we would recapture them. By the end of the year, the growth in that area should be notable. Director Doyle commented that Dr. Idhe was very impressed with our new mammography capabilities.

## **ACTION ITEMS:**

### **1. ►► Pacific Western Bank Signatures on Hi-Desert Memorial Health Care District accounts. – Bob Tyk, CEO**

Mr. Tyk reported that the current signature plate had Director Cole and Director Avels signatures on them and needed to be updated. This item is coming to the board to change the signatories on the bank card and signature plate. The item changes the board signatories to Joseph Sullivan and Paul Hoffman.

- *This action recommends the Board of Directors approve Resolution 15-01: Authorizing Signatures of District Bank and Investment Accounts.*

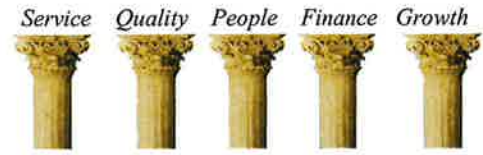
**►► MOTION 15—03:** Director Sullivan made the motion to approve Resolution 15-01: Authorizing Signatures of District Bank and Investment Accounts. Director Avels seconded the motion.

Discussion: Director Doyle recommended sending this item to Governance Committee for future discussion to see if they recommend placing a standard on which board officers should be on the bank card/plates.

Director Hoffman, Director Doyle and Director Cooper all voted in favor of the motion to approve Resolution 15-01 and the motion passed.

## **BOARD CALENDARS:**

- Special Board Meetings for Affiliation/Public Forum are set for January 26<sup>th</sup> at Yucca Valley Senior Center, January 27<sup>th</sup> at Little Church of the Desert in 29 Palms and January 28<sup>th</sup> at Joshua Tree Community Center. All start at 6:30 p.m.



**ITEMS FOR NEXT BOARD AGENDA:**

- Update on affiliation.

**DIRECTORS COMMENTS:**

**Director Cooper:** Director Cooper stated there have been good things happening in community and she is hearing positive comments about the new mammography. She thanked the auxiliary for the purchase and installation of the new window coverings in the Helen Gray Education Center.

**Director Hoffman:** Director Hoffman stated he was glad to be back.

**Director Doyle:** Director Doyle thanked the voters and other board members. She commented that working together will be critical, and feels the board will work well together. Thanked La Contenta Middle School Debate Team for leading the Pledge. Thanked Ms. Schmelling for her efforts with the due diligence project. Thanked Ms. Alkire for her efforts with Versant. Thanked Alice Antone for a great presentation on the Medical Imaging department. She asked Ms. Amdahl to thank Cathy Benson for her hard work and efforts with regard to the med carts at CCC.

**Director Avels:** Director Avels thanked the auxiliary for all their hours and hard work. She thanked Alice Antone for her hard work. Director Avels welcomed Directors Doyle and Hoffman to the board.

**Director Sullivan:** Director Sullivan remarked that we see the same dedicated faces at the meetings. He thanked those present for their commitment and dedication.

**Open Session adjourned at 7:10 p.m.**

**CLOSED SESSION – 7:20 p.m.**

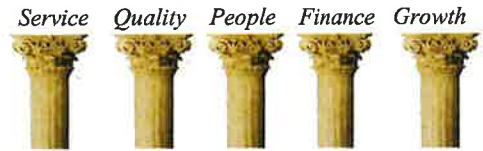
**Pursuant to Section 32155 of the Health and Safety Code**

- *Report Involving Quality Assurance Matters*

**Pursuant to section 32106 of the Health and Safety Code**

- *Report Involving Trade Secret: Strategic Planning*  
*Estimated date of public disclosure: January 23, 2015*

- **CLOSED SESSION ADJOURNMENT at 8:10 p.m.**



## OPEN SESSION

### ○ CLOSED SESSION REPORT

In closed session, the Board received a presentation on Quality Assurance. Strategic Plans for the District were also discussed.

The Board took no action in closed session.

### ADJOURNMENT:

On motion duly made and seconded, Director Cooper adjourned the meeting at 8:10 p.m.

*Board meeting minutes recorded by R. Schmelling, Board Clerk  
Closed session notes recorded by R. Tyk, CEO*

  
\_\_\_\_\_  
Patricia Cooper, President, Board of Directors

  
\_\_\_\_\_  
Marge Doyle, Board Secretary

**RESOLUTION NO. 15--01**

**RESOLUTION OF THE BOARD OF DIRECTORS  
For Authorized Signatures of District Bank and Investment Accounts**

The Board of Directors of the Hi Desert Memorial Health Care District does hereby resolve, find, determine and order as follows.

The authorized signatures on all District Banking and Investment accounts may include:

**Board of Directors**

Joseph Sullivan, Treasurer  
Paul Hoffman, Member at Large

**Administrative Staff**

Robert Tyk, CEO  
Adele Nafziger, Controller

PASSED AND ADOPTED at a regular meeting of the Board of Directors of the Hi-Desert Memorial Health Care District held on January 13, 2015 by the following roll call vote:

AYES: 5  
NOES: 0  
ABSENT: 0  
ABSTAIN: 0

  
\_\_\_\_\_  
Patricia Cooper, President

ATTEST:  
  
\_\_\_\_\_  
Marge Doyle, Secretary



Hi-Desert Memorial Health Care District  
Staff Report/Recommendation  
Resolution to  
Action Item #1

**SUBJECT:** Pacific Western Bank Signatures on Hi-Desert Memorial Health Care District accounts.

1. **INTRODUCTION:** It is necessary to update the Pacific Western Bank signature cards due to the change in board members for 2015.
2. **ACTION ITEM:** The Finance Department will request Pacific Western Bank to process paperwork to modify signatures on all of the District's bank accounts.
3. **ASSUMPTIONS:** The four signers on the District accounts will be:  
  
Robert Tyk, CEO  
Adele Nafziger, Controller  
Joseph Sullivan, Treasurer, Board of Directors  
Paul Hoffman, Member at Large, Board of Directors
4. **FACT BEARING ON THE ACTION:** The new signatures will eliminate past board members' signatures and add current board members' signatures.
5. **DISCUSSION:** None.
6. **CONCLUSION:** The Hi-Desert Memorial Health Care District bank accounts with Pacific Western Bank will have the proper signatures on all accounts and checks processed by the District.
7. **ACTION RECOMMENDED:** Approve the recommendation.

<b>RECOMMENDATION:</b>	<b>APPROVAL</b>	<b>DISAPPROVAL</b>
<b>Board of Directors</b>	<u>5-0</u>	_____

**ATTACHMENT:** Resolution