

# MINUTES

## Board of Directors Meeting

6:00 PM - Wednesday, December 1, 2021  
Virtual Meeting Only

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The Board of Directors of the South Peninsula Hospital was called to order on Wednesday, December 1, 2021, at 6:00 PM, via Virtual Zoom meeting.

### 1. CALL TO ORDER

The BOD went into Executive Session to discuss personnel and financial matters prior to the start of the regular meeting.

\*\*\*\*\*Into Executive Session – 5:15 p.m. \*\*\*\*\*  
\*\*\*\*\*Out of Executive Session – 5:55 p.m. \*\*\*\*\*  
\*\*\*\*\*Regular Session – 6:00 p.m. \*\*\*\*\*

President Kelly Cooper called the regular meeting to order at 6:00 p.m.

### 2. ROLL CALL

BOARD PRESENT: Kelly Cooper, Keriann Baker, Todd Boling, David Groesbeck, Matthew Hambrick, Melissa Jacobsen, Edson Knapp, Walter Partridge, Bernadette Wilson, Julie Woodworth, Beth Wythe, and Ryan Smith (CEO).

SUPPORT STAFF PRESENT: Maura Jones, Executive Assistant

A quorum was present.

### 3. REFLECT ON LIVING OUR VALUES

Derotha Ferraro, PR/Marketing Director shared a story. The Foundation received a donation in the form of a check in the mail from a couple. It was unexpected, so she reached out to find out what prompted the donation. It was from a patient who was bitten by a rattlesnake in California and almost died. He received no follow up after being seen in the ER in California. When he came back to Homer he saw Dr. Martinez at Homer Medical Center and underwent 10 weeks of wound care therapy with their wound care specialist. He was incredibly thankful for the care.

### 4. WELCOME GUESTS & PUBLIC / INTRODUCTIONS / ANNOUNCEMENTS

Kelly Cooper welcomed all guests. She reminded that board and audience members that the hospital Foundation is growing and donations can be made any time on the SPH website under "Support the Foundation."

#### 4.1. Rules for Participating in a Public Meeting

**5. APPROVAL OF THE AGENDA**

*Secretary Melissa Jacobsen made a motion to approve the consent calendar as read. Bernadette Wilson seconded the motion. Motion Carried*

**6. APPROVAL OF THE CONSENT CALENDAR**

Ms. Jacobsen read the consent calendar into the record.

**6.1. Consideration to Approve the South Peninsula Hospital (SPH) Board of Directors meeting minutes for October 27, 2021**

**6.2. Consideration to Approve October FY 2022 Financials**

**6.3. Consideration to Approved Revised Board Policy Q-02 Peer Review, as recommended by the Governance Committee**

*Secretary Melissa Jacobsen made a motion to approve the consent calendar as read. Julie Woodworth seconded the motion. Motion Carried.*

**7. PUBLIC COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA**

Tim Nixon of LifeMed Alaska commented. He shared some information about LifeMed, which is a merger between Lifeguard and Airmed International. They are an Alaska based company providing rapid transportation around the state. They have done a little under 40,000 flights now and are the only CAMES accredited air medical transport. The medical crew goes through rigorous ongoing education. They do monthly chart reviews with medical directors. They are able to take patients anywhere and are not beholden to any particular hospital.

Willy Dunne, member of the Service Area Board, commented. He has been appointed by the SAB to serve on the Master Facility Planning committee for SPH. He will also be representing the SAB in meetings for the Opioid Task Force. He also thanked the hospital for some great care he received there recently.

Lane Chesley, KPB Assembly member, commented. He wished everyone a Happy Holidays. He thanked the staff and the Board for all of their hard work.

**8. PRESENTATIONS**

There were no presentations.

**9. UNFINISHED BUSINESS**

There was no unfinished business.

**10. NEW BUSINESS**

**10.1. Election of Board Members**

*Secretary Melissa Jacobsen made a motion to postpone the election of new board members to a special meeting to be held on Friday, December 3rd at 12:15pm. Keriann Baker seconded the motion. Motion Carried.*

## **10.2. First Reading: Consideration to Amend Board of Directors Bylaws, as recommended by the Governance Committee**

The revised bylaws were presented for a first reading by the Governance Committee. Ms. Baker and Ms. Cooper did the initial revisions.

Melissa Jacobsen asked if the position of Secretary was necessary, since most secretarial duties are completed by Administration. The Board asked Governance Committee to look at this prior to the next meeting, and the difference between Corporate Secretary vs. Recording Secretary or Executive Assistant. Any other comments or suggestions should be sent to Ms. Wythe for review at the next Governance Committee meeting.

## **11. REPORTS**

### **11.1. Chief Executive Officer**

Ryan Smith, CEO, gave a verbal report. The balanced scorecard was presented in the packet. It was unchanged from last month. The CMS Interim Final Rule was announced on November 4th and a lot of work has gone into implementing the provisions. Our policy essentially mirrors that of Providence. On Monday we learned the mandate is on pause in all 50 states, so we will wait to see how that unfolds. Dr. Lucy Fisher, our new full time psychiatrist, will be joining the team on January 24th and the behavioral health clinic will be opening in its new location on Hohe Street. Dr. Nathan Kincaid, our new general surgeon, starts at SPH on March 1st. Dr. Giammar will help cover dates through February. Dr. Kurt Mentzer is joining the orthopedic surgery clinic for ten days per month starting in January, and will be on board full time by March. Dr. Hennigan, endocrinologist, has joined the team and is doing well. Dr. Chris Glenn is complementing Dr. Knapp's coverage for the Imaging Department. Dr. Filipek is retiring at the end of the year, though she has agreed to be available for emergency coverage. Dr. Cotten retired in October. She was not able to attend the meeting tonight, but we hope to honor her at a future time.

We underwent our CMS survey for both the hospital and Long Term Care, including Life Safety and Emergency Management. We've received the results and are working on a Plan of Correction. We also received \$1.4 million in provider relief funds this week to help fund the work at the COVID testing and vaccine site. Thank you to the Finance team for all their work. Dr. Tuomi has accepted the position of Chief Medical Officer and will start the position in the new year.

### **11.2. BOD Committee: Pension**

Walter Partridge, Pension Committee Chair, reported. The Pension Committee met on 11/18 and reviewed the results through the third quarter, as well as policy PEN-001, which was updated and is provided tonight for your information. We discussed de-risking the plan and passed a motion to allow Administration to do so. We reviewed new reports from Newport and discussed needed changes.

**11.3. BOD Committee: Finance**

Walter Partridge, Finance Committee Chair, reported. The Finance Committee met on 11/18 and reviewed the financials for October 2021. Those are presented on the consent agenda for your review.

**11.4. BOD Committee: Governance**

Beth Wythe, Governance Chair, reported. The Governance committee met in November and finished all the policy review for the year. We also finished up the Bylaw review, which is presented tonight for first reading. We also reviewed the election process for new members.

**11.5. BOD Committee: Education**

Julie Woodworth, Education Chair, reported. Information on the AHA Conference is included in the packet. Please contact Ms. Jones if you would like to attend - early bird rates end this Friday.

**11.6. Board President**

Ms. Cooper noted that it was Mr. Groesbeck's last meeting and hoped everyone would share some kind words during the comments section.

**11.7. Service Area Board Representative**

Judith Lund, Service Area Board representative, reported. She expressed excitement over the changes in the Foundation. She noted there is an opening on the board after losing Marie Walli last month. She will be greatly missed. If you know of anyone interested in serving in her stead, submit an application to the mayor's office. Judith shared that the SAB would miss Mr. Groesbeck's service as well.

**12. DISCUSSION**

There was no additional discussion.

**13. COMMENTS**

(Announcements/Congratulations)

**13.1. Chief Executive Officer**

Mr. Smith expressed his condolences to the Walli family and friends. Marie was a great historian for the board, and always open and honest in her opinions. She was a great ambassador for the SAB. Mr. Smith also thanked Mr. Groesbeck for his service on the Board of Directors. He was board chair when Mr. Smith joined SPH and he thanked him for his guidance in that transition. He wished everyone a Happy Thanksgiving.

**13.2. Board Members**

Ms. Baker had to leave the meeting early due to a family emergency.

Mr. Hambrick congratulated Dr. Filipek on her retirement and congratulated Mr. Smith on his new grandson. He thanked Mr. Groesbeck for his service.

Dr. Boling thanked Mr. Groesbeck as well. He expressed how thankful he was that when recruiting new surgeons, he could talk about SPH excellence without reservations. He wished everyone a great Christmas.

Dr. Knapp congratulated Mr. Smith on his new grandson. He thanked Mr. Groesbeck for bringing the board through difficult times and decisions with grace. He wished everyone a Merry Christmas.

Ms. Jacobsen thanked everyone for the good meeting. She thanked Mr. Groesbeck for his leadership and guidance. She wished everyone a Merry Christmas and Happy New Year.

Mr. Partridge congratulated Mr. Smith on his new grandson and congratulated Mr. Groesbeck on his retirement x2. He thanked him for his work on behalf of the board and for always being cool, calm and collected. He thanked him for his work on the Governance Committee, which accomplished a lot this year. He congratulated Dr. Filipek on her impending retirement.

Ms. Wythe congratulated Ryan on his new grandson. She thanked Mr. Groesbeck and felt he was a valuable member on the Governance Committee. She thanked Ms. Cooper and Ms. Baker for their work on the bylaw review. She is looking forward to retirement, and to learning more about different committees next year.

Ms. Woodworth sent her condolences to the Walli family and appreciation for Marie's service to the community. She thanked the staff for their reports and congratulated Mr. Smith on his grandson. She thanked Mr. Groesbeck for steering the Board through stormy seas and for always being a calming force.

Ms. Cooper thanked Mr. Groesbeck as well.

Mr. Groesbeck stated it's been a privilege to serve. He thanked Ryan and SPH for their dedication to excellence. The board had a vision and high expectations and feels fortunate they were able to convince Ryan to join the team. He thanked the board members for their willingness to speak their minds and understanding the importance of respectful disagreement. He thanked the Service Area Board for their long, distinguished history in supporting SPH.

## **14. INFORMATIONAL ITEMS**

**14.1. AHA Rural Health Care Conference 2022 - Early Bird Rate Ends December 3rd**

**14.2. Board of Directors Calendar of Meetings 2022 (Draft)**

Ms. Cooper noted the informational items provided in the packet.

**15. ANNOUNCEMENTS AS A RESULT OF EXECUTIVE SESSION**

**15.1. Credentialing**

*After review of the applicants' files in Executive Session, Ms. Jacobsen moved to approve the following positions in the medical staff as requested and recommended by the Medical Executive Committee:*

Appointment

Derel Finch, MD; eICU; Telemedicine  
Hargobind Khurana, MD; eICU; Telemedicine  
Chris Glenn, MD; Radiology; Courtesy Staff

Reappointment

Lindsay Frischmann, MD; Telestroke; Telemedicine  
Neha Mirchandani, MD; Telestroke; Telemedicine  
Robert Austin, CRNA; Anesthesia; Active Staff  
Carol Klamser, DNP; Family Practice; Active Staff  
Kathy Madej, CRNA; Anesthesia, Courtesy Staff  
Lisa Milam, DNP; Family Practice; Active Staff  
Tyler Moffett, MD; Internal Medicine; Courtesy Staff  
Andrew Shacklett, MD; Orthopedic Surgery; Courtesy Staff  
J. Ross Tanner, MD; Internal Medicine/Diabetes; Courtesy Staff

*David Groesbeck seconded the motion. The motion carried.*

**The BOD went back into Executive Session to continue the discussion of personnel and financial matters. The board went into Executive Session at 7:15pm, and came out of Executive Session at 7:43 p.m. Regular session resumed at 7:43pm.**

**16. ADJOURNMENT**

The meeting was adjourned at 7:43pm.

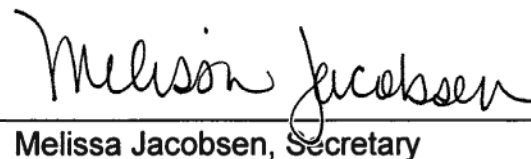
Respectfully Submitted,

Accepted:

  
Maura Jones, Executive Assistant

  
Kelly Cooper, President

Minutes Approved: January 26, 2022

  
Melissa Jacobsen, Secretary