
The Board of Directors of the South Peninsula Hospital meeting was called to order on Wednesday, January 26, 2022, at 6:00 PM, via 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. The board went into Executive Session at 5:15pm, and came out of Executive Session at 5:55pm.

President Kelly Cooper called the regular meeting to order at 7:00 p.m.

2. ROLL CALL

BOARD PRESENT: President Kelly Cooper, Todd Boling, DO, Matthew Hambrick, Melissa Jacobsen, Edson Knapp, Walter Partridge, Aaron Weisser, Bernadette Wilson, Julie Woodworth, Beth Wythe, and CEO Ryan Smith

BOARD EXCUSED: Keriann Baker

ALSO PRESENT: Maura Jones, Executive Assistant, Angela Hinnegan, CFO, Derotha Ferraro, PR/Marketing Director, Lane Chesley KPB Assembly, Jake Kolipano, BDO

**Due to the Zoom meeting format, only meeting participants who comment, give report or give presentations are noted in the minutes. Others may be present on the virtual meeting.*

A quorum was present.

3. REFLECT ON LIVING OUR VALUES

Derotha Ferraro, PR/Marketing Director, shared a story about cards from the community. Stations were set up at various businesses around town, allowing for members of the community to write cards to health care professionals. These cards were delivered and are hanging on bulletin boards around the hospital. Ms. Ferraro read some of the cards at the meeting.

4. WELCOME GUESTS & PUBLIC / INTRODUCTIONS / ANNOUNCEMENTS

4.1. Rules for Participating in a Public Meeting

5. APPROVAL OF THE AGENDA

Beth Wythe made a motion to approve the agenda as written. Julie Woodworth seconded the motion. Motion Carried.

6. APPROVAL OF THE CONSENT CALENDAR

Melissa Jacobsen, Secretary, read the consent calendar into the record.

- 6.1. Consideration to Approve the South Peninsula Hospital (SPH) Board of Directors meeting minutes for December 1, 2021.**
- 6.2. Consideration to Approve November FY 2022 and December FY 2022 Financials**
- 6.3. Consideration to Approve Notice of Change of Officials and Notice of Reorganization**
- 6.4. Consideration to Approve SPH Resolution 2022-02, A Resolution of the South Peninsula Hospital Board of Directors Approving the Capital Budget for RY 2023**
- 6.5. Consideration to Accept the Financial Audit for FY 2021**

Melissa Jacobsen made a motion to approve the consent calendar as read. Beth Wythe seconded the motion. Motion Carried.

7. PUBLIC COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA

Lane Chesley, KPB Representative commented. He mentioned he was appreciative of the "Living Our Values" story and it was nice to hear the positive feedback. He requested that at the upcoming borough presentation, in addition to the financial picture, that there be focus on the organizational chart and management. He also asked the board and hospital to consider when meeting in person may be appropriate again.

8. PRESENTATIONS

8.1. Presentation of the FY2021 Audit by Jake Kolipano of BDO

Jake Kolipano of BDO gave a presentation on the audited financials. The auditors issued an unmodified, or clean, opinion. In addition, they completed a single audit, or compliance audit. They also issued a clean, unmodified report for the single audit. There were no misstatements and no weaknesses or deficiencies in internal controls identified. This is the highest level of audit one can receive.

9. UNFINISHED BUSINESS

10. NEW BUSINESS

10.1. Election of Officers for 2022

Ms. Wythe reported. The Governance Committee has proposed a slate of officers. Ms. Cooper noted that in Executive Session the Board discussed the slate of officers and allowed for any other nominations and discussion.

Beth Wythe made a motion to approve the slate of officers proposed by the Governance Committee - Kelly Cooper as President, Melissa Jacobsen as Vice President, Julie Woodworth as Secretary and Walter Partridge as Treasurer. Melissa Jacobsen seconded the motion. Motion Carried.

10.2. Consideration to Approve Board Roster and Committee Assignments

Ms. Wythe reported. Board members expressed their interest in committee assignments for 2022, and those committee assignments were solidified and were provided in the packet.

Beth Wythe made a motion to approve the Board Roster and Committee Assignments, updated to reflect the officers elected at this meeting. Vice President Melissa Jacobsen seconded the motion. Motion Carried.

10.3. Consideration to Approve SPH Resolution 2022-01, A Resolution of the South Peninsula Hospital Board of Directors Approving Capital Repairs of the Property Located at 203 West Pioneer Avenue, Homer AK 99603

Mr. Smith reported. The hospital acquired 203 W. Pioneer building and the inspection revealed some roof issues. We requested an informal estimate of the repair and negotiated a new price with the seller. We now need to take the work out to bid. We will fund the project half from the PREF funds and half from operating.

The board discussed if it was necessary to give some allowance to go over the amount in the resolution without having to come back to the Board with an additional request, but Mr. Partridge stated that the Finance Committee felt this amount was sufficient. If there are more funds needed, Hospital Administration can come back with an additional request.

Melissa Jacobsen made a motion to approve SPH Resolution 2022-01, A Resolution of the South Peninsula Hospital Board of Directors Approving Capital Repairs of the Property Located at 203 West Pioneer Avenue, Homer AK 99603. Beth Wythe seconded the motion. There was a roll call vote.

<i>Melissa Jacobsen</i>	<i>Yes</i>
<i>Julie Woodworth</i>	<i>Yes</i>
<i>Walter Partridge</i>	<i>Yes</i>
<i>Keriann Baker</i>	<i>Excused</i>
<i>Todd Boling</i>	<i>Abstained, due to being the prior owner of the property</i>
<i>Matthew Hambrick</i>	<i>Excused</i>
<i>Edson Knapp</i>	<i>Yes</i>
<i>Aaron Weisser</i>	<i>Yes</i>
<i>Bernadette Wilson</i>	<i>Yes</i>
<i>Beth Wythe</i>	<i>Yes</i>
<i>Kelly Cooper</i>	<i>Yes</i>

10.4. Second Reading: Consideration to Amend Board of Directors Bylaws

The amended Board of Directors bylaws were presented in the packet for a second reading. There were no questions or further discussion.

Vice President Melissa Jacobsen made a motion to approve the Bylaws Amendments under Article 2 Meetings, Article 3 Members, Article 4 Officers, Article 6 Administrator and Article 7 Medical Staff. Beth Wythe seconded the motion. Motion Carried.

11. REPORTS

11.1. BOD Committees: Pension/Finance

Walter Partridge, Finance and Pension Chair, reported. The committee met in January. We reviewed the resolutions before the Board tonight. We went over the financials for November and December and reviewed the BDO audit. There was a comment we were overfunded on Pension, and that was planned, as we want to start de-risking the plan. The financial picture was not a strong month, but that is typical for November and December.

11.2. Chief Executive Officer

Mr. Smith reported. The Balanced Scorecard reflects new data, for fourth quarter 2021. Thank you to Sue Shover and the Quality team and others who have been working on the scorecard and submitting data. We completed our biannual employee and medical staff engagement survey, so those numbers have changed. Medical staff alignment was at the 78th percentile, but has gone down to 74. Engagement has gone up, but our resilience scores have gone down. Employee engagement scores went from the 51st percentile up to the 70th. We are close to our goal in both areas. Our financial indicators are not where we want them to be - the Omicron wave has caused staff shortages without adding an influx of patients. We still have provider relief funds that have not been applied yet, and we'll be looking at where to bring those onto the books. COVID vaccination rate has been added as an indicator on the scoreboard.

11.3. BOD Committee: Governance

Beth Wythe, Governance Committee Chair, reported. The Governance Committee met in January. We discussed the election process for officers. We also reviewed SM-08, and we'll be looking at that again next month. We discussed the plan for CEO evaluation, and the subcommittee will meet in February, after Ms. Cooper gets some additional documentation.

11.4. BOD Committee: Education

Ms. Woodworth thanked everyone who served on the Education Committee in 2021. She's looking forward to the Rural Health Leadership Conference in February.

11.5. Service Area Board Representative

Roberta Highland reported on behalf of the Service Area Board (SAB). She thanked all of the employees for their exceptional work during trying times. She asked if the capital budget would be included for the February 10th SAB meeting, and was informed it would be ready for the SAB meeting in February. At the January SAB meeting, Brandi Harbaugh, Borough Finance Director, attended and walked them through the budget procedure. They welcomed a new member, Tim Whip. There were presentations by Claudia Haines for Kachemak Bay Family Planning Clinic and Hannah Gustafson for MAPP. There was a presentation by an Addiction group as well. The SAB agreed to send new members Kathryn Ault and Willy Dunne to the AHA Rural Healthcare Leadership Conference in Phoenix.

12. DISCUSSION

There were no discussion items.

13. COMMENTS

(Announcements/Congratulations)

13.1. Chief Executive Officer

Mr. Smith welcomed Aaron to the board. He announced the retirement of Robbie Coffey after 33 years at South Peninsula Hospital. He commended Ms. Hinnegan and Anna Hermanson, Finance Director on the audit. He thanked everyone who worked very hard on the state surveys and the ensuing follow up, but especially Sue Shover. Long Term Care had an IDR meeting (Informal Dispute Resolution) with the state and it went very well. The state is recommending to CMS that the Immediate Jeopardy tags be removed.

13.2. Board Members

Melissa Jacobsen welcomed Mr. Weisser. She thanked the hospital staff for all their hard work. She expressed her condolences for the recent loss of an SPH employee.

Julie Woodworth congratulated Robbie Coffey on her retirement, and congratulated Ms. Hermanson and Ms. Hinnegan on the audit. She welcomed Mr. Weisser to the board.

Walter Partridge expressed that he really appreciates and is impressed with the staff at the hospital. He appreciates the staff reports. He welcomed Mr. Weisser to the board.

Todd Boling had to sign off the meeting.

Edson Knapp shared that 4 or 5 patients over the past couple of weeks have expressed appreciation for how personal the care is at SPH, how available physicians are, how quickly we can get folks in for care. It is completely

different from many other places. He welcomed Mr. Weisser to the board. He congratulated Ms. Hinnegan and Ms. Hermanson. He thanked Dr. Tuomi for taking on the role of CMO.

Aaron Weisser thanked everyone for the warm welcome. He said he had a great time in orientation and is looking forward to learning more.

Bernadette Wilson welcomed Mr. Weisser. She congratulated Dr. Tuomi on her new role as CMO and congratulated Ms. Hinnegan on the clean audit. She thanked the outgoing officers for their service.

Beth Wythe announced she was enjoying her retirement in Hawaii! She thanked everyone for helping the Governance Committee get through a lot of work in the past year, and she looks forward to working with Aaron as the new Governance Committee chair. She loved seeing the cards from the community members and thanked Ms. Ferraro for sharing. She congratulated MS. Hinnegan on the audit and thanked Dr. Tuomi for her leadership on the medical staff.

14. INFORMATIONAL ITEMS

14.1. Annual Forms: Conflict of Interest, Board Information for CMS, Confidentiality Agreement

Ms. Cooper asked all board members to complete the forms and return them to Ms. Jones by the end of the month.

15. PUBLIC COMMENTS

There were no further public comments.

16. ADJOURN TO EXECUTIVE SESSION (IF NEEDED)

There was no adjournment into Executive Session.

17. ANNOUNCEMENTS AS A RESULT OF EXECUTIVE SESSION

17.1. 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

Daniel Davignon, DO; Radiology; Courtesy Staff

Moyukh Ghosh, MD; Cardiology; Courtesy Staff

Jason Savikko, DO; Radiology; Courtesy Staff

Lucy Fisher, MD; Psychiatry; Courtesy Staff

Reappointment

Abdelrahman Beltagy, MD; Telestroke; Telemedicine

John B. Draper, MD; eICU; Telemedicine

Sheila Smith, MD; Telestroke; Telemedicine

Edson Knapp, MD; Radiology; Active Staff

Mark Lorenz, MD; Otolaryngology; Courtesy Staff

Julie McCarron, CNM; Midwifery; Active Staff

Brian McCorison, CRNA; Anesthesia; Active Staff


18. ADJOURNMENT

Respectfully Submitted,

Accepted:

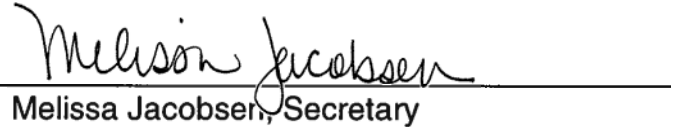


Maura Jones, Executive Assistant



Kelly Cooper, President

Minutes Approved: February 23, 2022



Melissa Jacobson, Secretary