



MINUTES
Board of Directors Meeting
6:00 PM - Wednesday, December 7, 2022
Conference Rooms 1 & 2 and Zoom

The Board of Directors of the South Peninsula Hospital was called to order on Wednesday, December 7, 2022, at 6:00 PM, in conference rooms 1 & 2 and via Zoom.

1. CALL TO ORDER

President Kelly Cooper called the regular meeting to order at 5:30 p.m.

2. ROLL CALL

BOARD PRESENT: President Kelly Cooper, Todd Boling, Vice President Melissa Jacobsen, Edson Knapp, Treasurer Walter Partridge, Aaron Weisser, Bernadette Wilson, Secretary Julie Woodworth, and Beth Wythe

BOARD EXCUSED: Keriann Baker and Matthew Hambrick

ALSO PRESENT: Ryan Smith, CEO; Angela Hinnegan, COO
**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.*

2.1. A quorum was present.

3. REFLECT ON LIVING OUR VALUES

Ms. Hinnegan shared the project to RFP the hospital benefits with a multi-disciplinary team including Administration, HR, and union leadership. It took a lot of time and work from many different groups, but was a great collaborative process.

4. WELCOME GUESTS & PUBLIC / INTRODUCTIONS / ANNOUNCEMENTS

4.1. Rules for Participating in a Public Meeting

5. COMMENTS FROM THE AUDIENCE ON ITEMS OF ANY MATTER

There were no comments from the audience.

6. APPROVAL OF THE AGENDA

Aaron Weisser made a motion to table 11.5, discussion of the iProtean video, until the next meeting, due to several board members not getting a chance to watch the video yet, and to approve the agenda with this one amendment. Vice President Melissa Jacobsen seconded the motion. Motion Carried.

7. APPROVAL OF THE CONSENT CALENDAR

Mr. Weisser read the consent calendar into the record.

- 7.1. **Consideration to Approve the South Peninsula Hospital (SPH) Board of Directors meeting minutes for October 26, 2022**
- 7.2. **Consideration to Approve October FY2023 Financials**
- 7.3. **Consideration to Approve the Board of Directors Meeting Calendar for 2023**
- 7.4. **Consideration to Confirm Christopher Landess, MD as Chief of Staff for 2023 and 2024 as elected by the Medical Staff.**
- 7.5. **Consideration to approve the SPH and Long Term Care Facility Corporate Compliance & Ethics Program as presented**

Aaron Weisser made a motion to approve the consent calendar as read. Vice President Melissa Jacobsen seconded the motion. Motion Carried.

8. **PRESENTATIONS**

There were no presentations.

9. **UNFINISHED BUSINESS**

There was no unfinished business.

10. **NEW BUSINESS**

10.1. **Election of 2023 Board Members**

Ms. Cooper noted that the election of new board members will happen in executive session, with an announcement of the results to follow in open session.

10.2. **Consideration to Approve an amendment to the South Peninsula Hospital Board of Directors Bylaws, Article III, Section 1 to change the number of board members from 11 members, to a range of 9 to 11 members, and to remove Article III, Section 4, which defined the Chief of the Medical Staff and Administrator as ex-officio members of the board.**

This is the second reading of the proposed change to the bylaws. There are two changes proposed. The first will make the number of board members into a range, from 9-11. This will allow some flexibility in adding or replacing members. The second change deletes the section that states the CEO and Chief of Staff are ex-officio board members. This will not change anything in practice, but it clarifies who is considered a board member for board member count, registering board members with the state, etc.

Walter Partridge made a motion to approve an amendment to the South Peninsula Hospital Board of Directors Bylaws, Article III, Section 1 to change the number of board members from 11 members, to a range of 9 to 11 members, and to remove Article III, Section 4, which defined the Chief of the Medical Staff and Administrator as ex-officio members of the board. (All yes) No KAB Edson Knapp seconded the motion. Motion Carried.

10.3. Consideration to Approve SPH Board Resolution 2022-16, A Resolution of the South Peninsula Hospital Board of Directors Approving the Combination of the Nuclear Medicine and the Pharmacy Renovation Projects and Expanding the Scope to Include Infusion

Angela Hinnegan, COO, reported. She thanked the Service Area Board for reviewing this resolution in advance, and approving it pending the Operating Board's approval. This resolution will combine these projects by deobligating the funds, combining them into one project, and then designating funds to pay for the design fees. These will be packaged as one project, since pharmacy will be displaced by the Nuclear Medicine project. This will also award the design award to Architects Alaska so the project can move forward.

Aaron Weisser made a motion to approve SPH Board Resolution 2022-16, A Resolution of the South Peninsula Hospital Board of Directors Approving the Combination of the Nuclear Medicine and the Pharmacy Renovation Projects and Expanding the Scope to Include Infusion Edson Knapp seconded the motion. Motion Carried.

11. REPORTS

11.1. Chief Executive Officer

Ryan Smith, CEO, reported. Dr. Bendixen, hospitalist and Dr. Mayfield, family practitioner, have joined the team. He noted this has been the smoothest transition to a hospitalist model he's ever been involved with, and gave lots of credit to Dr. Tuomi, Dr. Christy Martinez and Dr. Roberts, for making it successful. Dr. Llenos is adjusting well at Homer Medical Center. We are recruiting an additional physician and we have two candidates we'll be interviewing in December and January. Dr. Gear resigned his position in the ED, and Dr. Erin Murphy has joined us in his place. We are also finding temporary coverage as well. Thanks to Royal and to the whole RFP team for working on the benefits RFP. Thanks to Anna for all her work on the cost report.

11.2. BOD Committee: Pension

Walter Partridge, Committee Chair, reported. The Pension Committee met in November and received its first report from Steven Schreiber of Newport. He did a great job walking the committee through the intensive reports. He did not suggest any major changes to the current plan. The plans followed the market, which unfortunately isn't great right now. The committee also reviewed the audit, which was a clean report.

11.3. BOD Committee: Finance

Mr. Partridge, Committee Chair, reported. The Finance Committee met in November. October financials showed a good month. Net operating revenue and the total margin were both positive. We discussed the non union staff wage increase.

11.4. BOD Committee: Governance

Aaron Weisser, Committee Chair, reported. The Governance Committee met on December 1st. It was an abbreviated meeting, due to schedule conflicts. The committee revised a conflict of interest form to include more accurate information on what constitutes a conflict of interest, per the IRS. The updated forms were presented in the packet as informational. The committee also discussed the process for the election of officers in January.

11.5. BOD Committee: Education

Discussion: iProtean Video: Governance Essentials Part I: The Board's Overarching Duties and Responsibilities (*please view prior to the meeting*)

Melissa Jacobsen, Committee Chair, reported. She had nothing new to add. She asked that board members commit to watching the first iProtean video by the January meeting. She requested Ms. Jones send out a reminder in January.

11.6. Service Area Board Representative

Willy Dunne reported on behalf of the Service Area Board (SAB). The SAB met on Nov 10th. Three board members whose terms were expiring agreed to run again and all ran unopposed and were reelected. There were no changes to the officers for 2023. Helen Armstrong will continue as president, Roberta Highland as Vice President, Judith Lund as Treasurer and Kathryn Ault as Secretary. We recommended approval of the nuclear medicine/pharmacy/infusion project that the board reviewed today and the approval of reallocating of funds for that project. Two SAB members will go to the Rural Health Care Leadership Conference in February – Willy Dunne and Kathryn Ault. The SAB is getting ready to start budget deliberations, and are looking forward to getting those for our next meeting in January for capital budget. We also discussed some of the other projects we fund like STI testing and MAPP coalition and All Things Recovery coalition. There was some discussion of adjusting some of our funding next year. Mr. Dunne continues to serve on the Master Facility Planning Steering Committee and is looking forward to reviewing that draft final report.

12. DISCUSSION

13. COMMENTS FROM THE AUDIENCE ON ITEMS OF ANY MATTER

There were no comments from the audience.

14. COMMENTS FROM THE BOARD

(Announcements/Congratulations)

14.1. Chief Executive Officer

Mr. Smith informed the board of his appointment to the AHA's Rural Health Services advisory committee.

14.2. Board Members

Ms. Wilson noted that she listened to a Q&A with Jamie Orlikoff a few weeks ago and he used Rachael's term of "toasty" as opposed to burnt out, several times in his presentation. Dr. Boling shared he had a procedure done at SPH and the surgery department does a great job. Mr. Weiss thanked the hospital for sponsoring the fireworks. Mr. Partridge congratulated the Service Area Board officers on being reappointed. Ms. Cooper wished everyone a Happy Holidays, and informed the group of an open house at the Homer News next Thursday for Michael Armstrong's retirement.

Secretary Julie Woodworth made a motion to adjourn to executive session at 6:24pm. Aaron Weisser seconded the motion. Motion Carried.

15. INFORMATIONAL ITEMS

15.1. Patient Centered Care Quality Committee Minutes - October 2022

The minutes of the Patient Centered Care Quality Committee's October meeting were provided for review.

15.2. Forms to Complete for January 2023 Meeting

Three forms were provided in the packet. The board members were asked to fill out the Conflict of Interest, Confidentiality and CMS forms and return them to Administration prior to the January meeting.

16. ADJOURN TO EXECUTIVE SESSION (IF NEEDED)

The meeting was adjourned to executive session at 6:24pm .

17. ANNOUNCEMENTS AS A RESULT OF EXECUTIVE SESSION

17.1. Credentialing

Ms. Woodworth reported that at their meeting on November 29, 2022, after review of the applicants' files, the Executive Committee approved the following positions in the medical staff as requested and recommended by the Medical Executive Committee, on behalf of the Board of Directors, according to authorization given by the full Board at their meeting of October 26, 2022.

Appointment

Adam Karz, MD; Psychiatry; Telepsych; Telemedicine

Reappointment

Adam Mason, MD; Cardiology; Echo Interp; Courtesy Staff

Margarita Oveian, MD; Neurology/Telestroke; Telemedicine

Joseph Perry, MD; Psychiatry/Telepsych; Telemedicine

Consuelo Reddick, MD; Psychiatry/Telepsych; Telemedicine

Ross Dodge, MD; Internal Medicine/Sleep Medicine; Courtesy Staff

Sarah Roberts, MD; Family Medicine; Active Staff

Amy Velsko, FNP; Family Medicine; Courtesy Staff

After review of the applicants' files in Executive Session of tonight's meeting, Ms. Woodworth moved to approve the following positions in the medical staff as requested and recommended by the Medical Executive Committee. Beth Wythe seconded the motion. Motion carried.

Appointment

Babak Akbarian, MD; Psychiatry/Telepsych; Telemedicine
Catalina Draghici, MD; Psychiatry/Telepsych; Telemedicine

Reappointment

Kyle Ogami, MD; Neurology/Telestroke; Telemedicine

17.2. Results of board member election

Secretary Julie Woodworth made a motion to reappoint Kelly Cooper, Walter Partridge, Beth Wythe, and Dr. Edson Knapp to their seats on the board. Vice President Melissa Jacobsen seconded the motion. Motion Carried.

18. ADJOURNMENT

Respectfully Submitted,

Accepted:

Maura Jones, Executive Assistant

Kelly Cooper, President

Minutes Approved: 01/28/2023

Julie Woodworth, Secretary