

The Board of Directors of the South Peninsula Hospital was called to order on Wednesday, January 25, 2023, at 6:00 PM, in SPH Conference Rooms 1 & 2.

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, Keriann Baker, Todd Boling, Matthew Hambrick, Vice President Melissa Jacobsen, Edson Knapp, Treasurer Walter Partridge, Aaron Weisser, Bernadette Wilson, Beth Wythe, and CEO Ryan Smith

BOARD EXCUSED: Secretary Julie Woodworth

ALSO PRESENT: Ryan Smith, CEO; Angela Hinnegan, COO; Anna Hermanson, CFO; Rachael Kincaid, CNO; Christopher Landess, Chief of Staff; Helen Armstrong, SAB; Lane Chesley; Maura Jones, Executive Assistant

**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

Rachael Kincaid, CNO, spoke about the newly developed in-house CNA training program. It was developed and taught by SPH staff to grow the next generation of healthcare professionals.

4. WELCOME GUESTS & PUBLIC / INTRODUCTIONS / ANNOUNCEMENTS

Ms. Cooper welcomed guests to the meeting.

4.1. Rules for Participating in a Public Meeting

5. COMMENTS FROM THE AUDIENCE ON ITEMS OF ANY MATTER

Lane Chesley, KPB Assembly representative, gave a report. It has been great to have Mayor Navarre in office as the interim Mayor. He has advocated for SPH infrastructure funding with the Senators. He has scheduled meetings with local property owners near SPH property.

6. APPROVAL OF THE AGENDA

Beth Wythe made a motion to approve the agenda as presented Edson Knapp seconded the motion. Motion Carried.

7. APPROVAL OF THE CONSENT CALENDAR

Melissa Jacobsen read the consent calendar into the record.

- 7.1. Consideration to Approve the South Peninsula Hospital (SPH) Board of Directors meeting minutes for December 7, 2022.**
- 7.2. Consideration to Approve November and December FY23 Financials**
- 7.3. Consideration to approve moving the February meeting date to Monday, February 27, 2023 due to conflict with the Rural Health Care Leadership Conference.**
- 7.4. Consideration to Approve the Respiratory Protection Plan**
- 7.5. Consideration to Accept the Annual Review of Board of Directors Bylaws and Board of Directors Policies submitted by the Governance Chair**

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

8. PRESENTATIONS

8.1. SPH Financial Audit Presentation

The representative from BDO was not present on the call, so the presentation was tabled. Ms. Jones will reach out to reschedule for the next Board meeting.

9. UNFINISHED BUSINESS

There was no unfinished business.

10. NEW BUSINESS

10.1. Election of Officers for 2023

The election of officers was conducted.

Aaron Weisser the following motion: Whereas COVID-19 introduced unique and temporary challenges for South Peninsula Hospital AND our current president and treasurer are uniquely qualified to return the focus of the board toward long-term strategic planning, I motion to establish special circumstances warranting the extension of officer terms for Walter Partridge as Board Treasurer and Kelly Cooper as Board President for one year. Edson Knapp seconded the motion. Keriann Baker opposed, all other in favor. Motion Carried

Discussion: Ms. Baker noted she would not vote in favor of establishing special circumstances, even though she greatly respects Ms. Cooper and Mr. Partridge, because she does not believe there is sufficient need to establish a special circumstance, and that others are qualified to serve in those offices. Mr. Hambrick clarified that the motion was to allow Ms. Cooper and Mr. Partridge to be nominated, not to elect them to the positions, which was correct.

Kelly Cooper and Melissa Jacobsen were nominated for the position of President and accepted the nominations. Board members voted through the electronic voting platform. Kelly Cooper was elected with a majority of the vote.

Melissa Jacobsen, Aaron Weisser and Walter Partridge were nominated for the position of Vice President and accepted the nominations. Board members voted through the electronic voting platform. Aaron Weisser was elected with a majority of the vote.

Julie Woodworth was nominated for the position of Secretary. She was not present at the meeting but had previously expressed her willingness to serve. Board members voted through the electronic voting platform. Julie Woodworth was elected with a majority of the vote.

Walter Partridge was nominated for the position of Treasurer and accepted the nomination. Board members voted through the electronic voting platform. Walter Partridge was elected with a majority of the vote.

The outcome of the election for 2023 officers is as follows:

President - Kelly Cooper

Vice President - Aaron Weisser

Secretary - Julie Woodworth

Treasurer - Walter Partridge

10.2. Consideration to Approve SPH Board Resolution 2023-01, A Resolution of the South Peninsula Hospital Board of Directors Approving the Use of \$250,000 Plant Replacement Expansion Funds to Fund the Preliminary Design Project for Hospital Infrastructure Replacement and Deferred Maintenance.

Angela Hinnegan, COO, reported. There are two infrastructure projects that need to be completed. They both involve compliance issues. One involves the generator and the other is the HVAC in Long Term Care. John Hedges and the borough put this together in order to get the design work completed for the infrastructure changes.

Discussion: Mr. Hambrick asked about the next steps for the process. Ms. Hinnegan responded the borough will handle the RFP. Mr. Partridge added the Finance Committee discussed this at their meeting and recommended approval. This also went to the Service Area Board first due to the meeting schedule, and they recommended approval as well.

Aaron Weisser made a motion to approve SPH Board Resolution 2023-01, A Resolution of the South Peninsula Hospital Board of Directors Approving the Use of \$250,000 Plant Replacement Expansion Funds to Fund the Preliminary Design

Project for Hospital Infrastructure Replacement and Deferred Maintenance. Beth Wythe seconded the motion. Motion Carried.

A roll call vote was conducted.

<i>Melissa Jacobsen</i>	<i>Yes</i>
<i>Julie Woodworth</i>	<i>Excused</i>
<i>Walter Partridge</i>	<i>Yes</i>
<i>Keriann Baker</i>	<i>Yes</i>
<i>Todd Boling</i>	<i>Yes</i>
<i>Matthew Hambrick</i>	<i>Yes</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>

10.3. Consideration to Approve SPH Board Resolution 2023-02, A Resolution of the South Peninsula Hospital Board of Directors Approving the Capital Budget for Fiscal Year 2024.

Anna Hermanson, CFO, reported. This is a resolution we bring annually to request the funds for the capital budget for fiscal year 2024. The amounts are included in the resolution. The details of each capital project were not included in the packet, so Ms. Jones forwarded them to the board via email.

Mr. Partridge added the projects were reviewed at Finance Committee and the committee recommended approval.

Matthew Hambrick made a motion to approve SPH Board Resolution 2023-02, A Resolution of the South Peninsula Hospital Board of Directors Approving the Capital Budget for Fiscal Year 2024. Keriann Baker seconded the motion. Motion Carried.

A roll call vote was conducted.

<i>Melissa Jacobsen</i>	<i>Yes</i>
<i>Julie Woodworth</i>	<i>Excused</i>
<i>Walter Partridge</i>	<i>Yes</i>
<i>Keriann Baker</i>	<i>Yes</i>
<i>Todd Boling</i>	<i>Yes</i>
<i>Matthew Hambrick</i>	<i>Yes</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>

10.4. Consideration to Approve SPH Board of Directors Resolution 2023-03, A Resolution of the South Peninsula Hospital Board of Directors Approving an Increase to the Limitation on the Total Cumulative Annual

Cost of Real Property Leases in which SPH, Inc. is the Sole Lessee and Requesting Amendments to the Operating Agreement Regarding Leases for Contract Labor Housing.

Ryan Smith, CEO, reported. Hospital Administration was planning to lease an additional property, to accommodate a standalone OB/Gyn clinic, which would bring us very close to the maximum amount allowed per the Operating Agreement with the Kenai Peninsula Borough. This resolution allows for an increase to that limit. It also clarifies that the limit does not apply to leases for staff housing. This was discussed with the mayor during his visit to the hospital and he is supportive of the change.

Mr. Partridge added this was discussed at Finance Committee. Ms. Wilson asked for clarification on the new OB/Gyn clinic. Mr. Smith answered it would not replace the West Wing, but would be a separate clinic with Dr. Renda Knapp and Dr. Ellis. Ms. Cooper asked what will be done with the vacated COVID testing site. We are in the process of renovating that area for future clinic space. Ms. Baker asked if Dr. Edson Knapp should recuse himself from the vote, since his wife will be occupying the new clinic space. After discussion, the board decided that was not necessary, as the vote relates to changes to the lease limits in the Operating Agreement, and does not directly involve the OB/Gyn clinic.

Keriann Baker made a motion to approve SPH Board of Directors Resolution 2023-03, A Resolution of the South Peninsula Hospital Board of Directors Approving an Increase to the Limitation on the Total Cumulative Annual Cost of Real Property Leases in which SPH, Inc. is the Sole Lessee and Requesting Amendments to the Operating Agreement Regarding Leases for Contract Labor Housing. Beth Wythe seconded the motion. Motion Carried.

A roll call vote was conducted.

<i>Melissa Jacobsen</i>	<i>Yes</i>
<i>Julie Woodworth</i>	<i>Excused</i>
<i>Walter Partridge</i>	<i>Yes</i>
<i>Keriann Baker</i>	<i>Yes</i>
<i>Todd Boling</i>	<i>Yes</i>
<i>Matthew Hambrick</i>	<i>Yes</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>

10.5. Consideration to Approve SPH Board of Directors Resolution 2023-04, A Resolution of the South Peninsula Hospital Board of Directors Approving Renewal of the Xerox Copy and Print Services Lease Contract with Kelley Services

Anna Hermanson, CFO, reported. This resolution will allow Administration to renew the contract that provides our Xerox copy and print services. The previous contract was with Office Tech, and they were bought out by Kelley Services. They will replace a large number of our printers, with no increase to the cost of the contract. If we were to bid this out, with the current supply chain issues, it would cause a huge disruption to the hospital's work flows. This is above the CEO signing authority, so it is being brought to the board for approval.

Mr. Partridge added this was reviewed and approved at the Finance Committee meeting.

Aaron Weisser made a motion to approve SPH Board of Directors Resolution 2023-04, A Resolution of the South Peninsula Hospital Board of Directors Approving Renewal of the Xerox Copy and Print Services Lease Contract with Kelley Services Keriann Baker seconded the motion. Motion Carried.

A roll call vote was conducted.

<i>Melissa Jacobsen</i>	<i>Yes</i>
<i>Julie Woodworth</i>	<i>Excused</i>
<i>Walter Partridge</i>	<i>Yes</i>
<i>Keriann Baker</i>	<i>Yes</i>
<i>Todd Boling</i>	<i>Yes</i>
<i>Matthew Hambrick</i>	<i>Yes</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>

10.6. Consideration to Approve SPH Resolution 2023-05, A Resolution of the South Peninsula Hospital Board of Directors Recommending Approval of the Kenai Peninsula Borough Assembly Resolution 2023-008 Establishing the Federal Congressional Priorities List for the Kenai Peninsula Borough for Fiscal Year 2024.

Ryan Smith, CEO, reported. The mayor met with Senator Murkowski's office and added funding for our infrastructure to the congressional priorities list. The resolution shows the hospital board's support.

Keriann Baker made a motion to approve SPH Resolution 2023-05, A Resolution of the South Peninsula Hospital Board of Directors Recommending Approval of the Kenai Peninsula Borough Assembly Resolution 2023-008 Establishing the Federal Congressional Priorities List for the Kenai Peninsula Borough for Fiscal Year 2024. Matthew Hambrick seconded the motion. Motion Carried.

A roll call vote was conducted.

<i>Melissa Jacobsen</i>	<i>Yes</i>
<i>Julie Woodworth</i>	<i>Excused</i>
<i>Walter Partridge</i>	<i>Yes</i>

<i>Keriann Baker</i>	Yes
<i>Todd Boling</i>	Yes
<i>Matthew Hambrick</i>	Yes
<i>Edson Knapp</i>	Yes
<i>Aaron Weisser</i>	Yes
<i>Bernadette Wilson</i>	Yes
<i>Beth Wythe</i>	Yes

11. REPORTS

11.1. Chief Executive Officer: Ryan Smith

Ryan Smith reported. New physicians Dr. Emma Mayfield (family medicine) and Dr. Erin Murphy (emergency department) have joined the team. Dr. Regina Lancaster just signed a contract to join SPH as another primary care physician at Homer Medical Center. We also interviewed Dr. Hans Amen and hope he will join the team at Homer Medical Center as well. The Balanced Scorecards is included in the packet. You will see we've also submitted a proposal for the scorecard for 2023. If you have any feedback, please let us know. We are still in the process of making sure we have all the appropriate indicators. Ms. Cooper requested a document that summarizes the changes, and Rachael Kincaid, CNO, agreed to put that together.

11.2. BOD Committee: Finance

Walter Partridge, Finance Chair, reported. The Finance Committee met last week and discussed all the resolutions on the agenda tonight. The financials for last month looked pretty good. There was a material finding in the audit dealing with the pension information not being provided in a certain format in a particular report, even though the information was included elsewhere. Ms. Cooper noted that was frustrating, considering how hard SPH's finance team works. Ms. Baker agreed that the finance team is very strong, and is appreciated by the board.

11.3. BOD Committee: Governance

Aaron Weisser, Governance Chair, reported. The Governance Committee met last week. We have temporarily tabled recusal guidance, as SPH is looking for a new lawyer for these sorts of issues. The Bylaws and form revisions are complete. We are developing a policy review rotation, and working on simplified meeting rules for the board to follow in lieu of Robert's Rules, as well as job descriptions for the officers. We've discussed how to develop better relationships with the medical staff and are considering relaunching the Doctors Dinners. We've also discussed separating the CEO Evaluation process from the Governance Committee. The committee is also recommending a list of required reports that are discussed in the board policies. We can then develop a compliance calendar for requirements in board policies.

11.4. BOD Committee: Education

Discussion: iProtean Video: Governance Essentials Part I: The Board's Overarching Duties and Responsibilities

Melissa Jacobsen, Education Chair, reported. The Education committee has not met this month, but will need to start working on a board retreat for 2023. Everyone was asked to view the iProtean video on Governance. Ms. Jacobsen asked for discussion. Various board members noted there was a discrepancy between with Jamie Orlikoff told the board during the fall work session regarding conflict of interest, and what was taught in the module. Mr. Smith agreed to reach out to Mr. Orlikoff for clarification. The board generally agreed that the programming was good and the platform easy to use.

11.5. Chief of Staff: Christopher Landess, MD

Dr. Landess, Chief of Staff reported. The medical staff continues to work on recruitment. Dr. Murphy has been great to work with in the Emergency Department. Some physicians from JBER have been doing prn work in the ED as well. The medical staff appreciates the pieces falling into place at Homer Medical with new providers. He is supportive of bringing back Doctors Dinners.

11.6. Service Area Board Representative: Helen Armstrong

Helen Armstrong reported on behalf of the Service Area Board (SAB). The SAB has been reviewing resolutions coming to the Operating Board as well, sometimes in reverse order. We passed resolution 23-01 and started looking at the capital budget. We'll vote on that in February. We also did a resolution on adopting the congressional priorities, like the operating board did tonight. The SAB is making some changes and hoping to stop doing contracts, and let those things go directly through the hospital (MAPP, All Things Addiction, etc.). This will simplify the SAB budget and allow the board to focus on hospital support. Ms. Cooper noted the board appreciates Ms. Armstrong's leadership on the SAB.

12. DISCUSSION

12.1. Discussion: Board of Directors Self Evaluation

"I understand the long-term strategic plan of SPH and the board's role in accomplishing its strategic objectives"

Mr. Weisser led a discussion on this question from the board's self-evaluation. He solicited feedback from those who scored this lower than other questions, and asked what might be helpful. Ms. Cooper noted the board has sometimes struggled with the strategic plan and how often it should be reviewed, and that should be clarified. Mr. Hambrick added that even if he understands the overall goals of the hospital, he can't give a concise answer to what is the strategic plan. Ms. Wythe said we've never developed a more detailed 3-5 year plan. Mr. Weisser feels we should have something easily consumable that can be put in front of the group often. Mr. Partridge agreed it needs to be revisited more often.

13. COMMENTS FROM THE AUDIENCE ON ITEMS OF ANY MATTER

There were no further comments from the audience.

14. COMMENTS FROM THE BOARD

(Announcements/Congratulations)

14.1. Chief Executive Officer

Mr. Smith shared that Anna Hermanson has accepted the permanent position of CFO. She has been serving as the interim CFO since August 2022.

14.2. Board Members

Bernadette Wilson appreciated the electronic voting system and thanked Aaron Weisser and Maura Jones for setting that up. Keriann Baker asked that the board take another look at the meeting calendar. One of the meetings falls on a Nutcracker show, and a number of staff members have children who participate. A May meeting also falls on the last day of school. Ms. Cooper agreed the board should look at the schedule. Beth Wythe appreciated the good discussion. Mr. Weisser has had recent visits to the Emergency Department with family members and thanked Dr. Landess for the incredible care given by that department. Kelly Cooper shared there will be a Homeless Connect/Community Resource event at the SPARC on 1/31 and they are accepting donations at Coop's Coffee.

15. INFORMATIONAL ITEMS

16. ADJOURN TO EXECUTIVE SESSION

The board adjourned to Executive Session at 7:29pm. The board came out of executive session at 7:50pm for announcements.

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. Matthew Hambrick seconded the motion. Motion carried.

Appointments (Telemed/Telehealth*)

Barton, Christopher MD; Anesthesiology/eICU; Telemedicine
Jones, Joshua MD; Psychiatry/Telepsych; Telemedicine
Kwon, Soo Young MD; Neurology/Telestroke; Telemedicine

Appointments

Kowalski, Christopher MD; Otolaryngology; Courtesy Staff
Oley III, William MD; Emergency Med; Courtesy Staff
Waite, Claire MD; Radiology; Courtesy Staff
Wray, Jesse MD; Emergency Med; Courtesy Staff

Reappointments

Blanton, Renae FNP; Family Medicine; Courtesy Staff
Martin Young, Sonja CNM; Midwifery; Courtesy Staff
Pratt, Christine PA-C; Family Med/Gen Surgery; Active Staff
Warren, Carrie FNP-C; Family Medicine; Active Staff

Updated Privileges

All currently have remote read privileges only. Requesting on site radiology privileges.

Chen, Janice MD; Radiology; Courtesy Staff

Evans, Dave MD; Radiology; Courtesy Staff

Fowler, Kier MD; Radiology; Courtesy Staff

Panko, Jessica MD; Radiology; Courtesy Staff

Ross, Jordan MD; Radiology; Courtesy Staff

Ryan, Tim MD; Radiology; Courtesy Staff

18. ADJOURNMENT

The meeting was adjourned at 7:51pm.

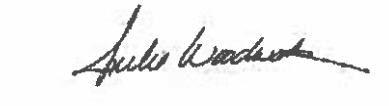
Respectfully Submitted,

Accepted:


Maura Jones, Executive Assistant


Kelly Cooper, President

Minutes Approved: 02/27/2023


Julie Woodworth, Secretary