



MINUTES

Board of Directors Meeting

5:30 PM - Wednesday, June 26, 2024
Conference Rooms 1&2 and Zoom

The meeting of the Board of Directors of South Peninsula Hospital (SPH) was called to order on Wednesday, June 26, 2024, at 5:30 PM, in SPH Conference Rooms 1&2 and via Zoom.

1. CALL TO ORDER

President Aaron Weisser called the regular meeting to order at 5:30pm.

2. ROLL CALL & CONFLICT OF INTEREST CHECK

BOARD PRESENT: Matthew Hambrick, Melissa Jacobsen, Walter Partridge, Aaron Weisser, Bernadette Wilson, Mary E. (Beth) Wythe, Preston Simmons, Matthew Bullard, and Jared Baker

BOARD EXCUSED: Edson Knapp

ALSO PRESENT: Ryan Smith, CEO; Angela Hinnegan, COO; Rachael Kincaid, CNO;

**Outside of SPH Board members, only meeting participants who comment, give report or give presentations are noted in the minutes. Others may be present in the conference rooms or on Zoom.*

A quorum was present. No conflicts of interest were established at the start of the meeting.

3. REFLECT ON LIVING OUR VALUES

Rachael Kincaid, CNO, shared a Values story. She read an email from a patient who had a great experience at South Peninsula Hospital as an inpatient. All the nurses had a wonderful bedside manner and she never had to wait for any of her needs. The CNAs were also incredible and quick to assist. The new TVs and being able to log into her streaming service were the icing on the cake.

4. WELCOME GUESTS & PUBLIC / INTRODUCTIONS / ANNOUNCEMENTS

Mr. Weisser welcomed Adam Hays, from Hays Research Group.

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

Melissa Jacobsen made a motion to approve the agenda as presented. Preston Simmons seconded the motion. Motion Carried.

7. APPROVAL OF THE CONSENT CALENDAR

Beth Wythe read the consent calendar into the record.

- 7.1. Consideration to Approve the South Peninsula Hospital (SPH) Board of Directors meeting minutes for May 22, 2024**
- 7.2. Consideration to Approve May FY2024 Financials**
- 7.3. Consideration to Approve the South Peninsula Hospital Bloodborne Pathogen Plan with no changes as recommended by Hospital Administration**
- 7.4. Consideration to Approve SPH Board Policy F-14, Grant Applications, with no revisions, as recommended by the Finance Committee**

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

8. PRESENTATIONS

8.1. Focus Group Report

Adam Hays, of Hays Research Group, gave a presentation on the results of focus groups on hospital bonds. He reported on his methodology, and his observations, including the strongest arguments for and against the bond, what information participants wanted before voting, and how they'd like to receive that information.

9. UNFINISHED BUSINESS

There was no unfinished business

10. NEW BUSINESS

- 10.1. Consideration to Approve SPH Resolution 2024-17, A Resolution of the South Peninsula Board of Directors Approving the Use of an Additional \$499,500 of Operating Cash to Fund the Already Approved \$499,500 of Operating Cash for the Remodel of 203 W Pioneer in Resolution 2024-09 Making the Total Spend for the Project \$999,476 to Remodel 203 W Pioneer to Open a Daycare**

Angela Hinnegan, COO, reported. This resolution was approved by the Service Area Board (SAB) at a special meeting in June. It has become clear that the plumbing and electrical in the 203 W Pioneer building are not where they need to be in order to get licensed. We provided an attachment with the line items for the budget including electrical, plumbing, and sprinklers. We have some funding sources and we continue to aggressively pursue all grant opportunities. We do have a 15% contingency built into this request.

Mr. Partridge added this resolution was reviewed and approved in Finance Committee.

Beth Wythe made a motion to approve SPH Resolution 2024-17, A Resolution of the South Peninsula Board of Directors Approving the Use of an Additional \$499,500 of Operating Cash to Fund the Already Approved \$499,500 of Operating Cash for the Remodel of 203 W Pioneer in Resolution 2024-09 Making the Total Spend for the Project \$999,476 to Remodel 203 W Pioneer to Open a Daycare. Matthew Hambrick seconded the motion. A roll call vote was conducted.

Jared Baker	Yes
Matthew Bullard	Yes
Matthew Hambrick	Yes
Melissa Jacobsen	Yes
Edson Knapp	Excused
Walter Partridge	Yes
Preston Simmons	Yes
Bernadette Wilson	Yes
Beth Wythe	Yes
Aaron Weisser	Yes

Motion Carried.

10.2. Consideration to Approve the Delineation of Privileges for Reconstruction and Plastic Surgery Privileges as recommended and approved by the Medical Staff

Christina Tuomi, DO, CMO, reported. These privileges were developed for a new surgical specialty, in conjunction with Dr. Ian Wisecarver, in anticipation of his arrival. He worked with Dr. Tuomi and the medical staff office to develop the privileges, which were then approved by the Credentials Committee and the Medical Executive Committee.

Beth Wythe made a motion to approve the Delineation of Privileges for Reconstruction and Plastic Surgery Privileges as recommended and approved by the Medical Staff. Preston Simmons seconded the motion. None opposed. The motion carried.

10.3. Consideration to Approve the Retirement of SPH Board Policy Q-05, Non-Physician Medical Screening Examinations

Ryan Smith, CEO, reported. He and Dr. Tuomi reviewed this policy at the request of the Governance Committee as part of their regular review of board policies. As the hospital has a much more detailed EMTALA policy, this board policy is redundant. We are recommending that the board retire this policy.

Beth Wythe made a motion to approve the retirement of SPH Board Policy Q-05, Non-Physician Medical Screening Examinations. Matthew Hambrick seconded the motion. None opposed. The motion carried.

10.4. Second Reading/Consideration to Approve Proposed Revision to SPH Board of Directors Bylaws

This is the second reading of a proposed bylaws revision to further clarify and define membership requirements for serving on the Board of Directors.

Beth Wythe made a motion to approve a change in the South Peninsula Hospital Bylaws so that Article III, Section 5 will read as follows:

Qualifications.

1. *Board members must be at least 21 years old and a resident of the South Kenai Peninsula Hospital Service Area ("Service Area") of the Kenai Peninsula Borough; except that as many as three directors may reside outside the Service Area. The Board may establish other qualifications for Directors by resolution or policy. The Board may also establish criteria for the composition of the Board as a whole by resolution or policy, provided that at least 51% of the Board must be independent directors. By resolution or policy, the Board may impose restrictions on the eligibility of and guidelines for directors, including non-independent directors such as Medical Staff Members with privileges, to serve as committee members on Board committees.*
2. *Medical Staff Members with privileges to practice in corporation facilities, including employees of the corporation, are eligible to serve on the Board of Directors, provided that the number of such Medical Staff Members concurrently serving on the Board shall not exceed two (2) directors at any time, and the number of non-physician medical staff members shall not exceed one (1) director at any time. Medical Staff Board Members will be recused from influencing the following Board decisions:*
 - *Physician compensation including pay for performance considerations*
 - *CEO compensation*
 - *Approval of the annual audit*
 - *Legal matters of which the Physician or a family member is the subject*

Medical Staff Board Members cannot serve on or have family relationships with members of the Physician Peer Review Committee

3. *Except as provided in Section 2.B. employees of the corporation's facilities may not serve as Board members while so employed or within one year after termination of employment.*

The number of Directors of this corporation shall be nine (9) to eleven (11). The Board may change the number of Directors at any time by amendment to these Bylaws, but a decrease cannot have the effect of shortening the term of an incumbent Director.

Matthew Hambrick seconded the motion. Motion Carried.

11. REPORTS

11.1. Chief Executive Officer

Ryan Smith, CEO, reported. The hospital conducted an employee satisfaction survey and we will share those results when we have them. Mr. Smith felt the bond focus groups were successful and very helpful. A Friends of SPH group is being formed, and Ship Creek has been engaged as a PR firm.

11.2. BOD Committee: Finance

Walter Partridge, committee chair, reported. The Finance Committee reviewed three policies. One was placed on the consent agenda, the other two had recommended changes and were forwarded to the Governance Committee. We reviewed the resolution on tonight's agenda, as well as the financials for May. Revenue was mostly driven by outpatient, and revenue was good but expenses were also very high. Health insurance expenses were high for the month. We ended with a -5.8 operating margin.

11.3. BOD Committee: Governance

Beth Wythe, committee chair, reported. The Conflict of Interest policy was updated with primary goals to address clearly and succinctly how conflicts of interest are handled by the board. Matt Bullard and Bernie Wilson continue with their bylaw review, and will bring all any revisions to the September meeting. We're moving forward with reviewing board policies, and completed the CEO evaluation process for the year.

11.4. BOD Committee: Education

Melissa Jacobsen, committee chair, reported. The committee met in June and discussed quarterly education sessions for the board. The committee proposed doing the education sessions prior to the board meeting while eating dinner, but wanted to poll the rest of the members to see if that would work for everyone's schedules. The first education session will be on APOC rules and the hospital bonds. The board members present at the meeting supported the idea of education sessions prior to the full board meetings on a quarterly basis.

11.5. Chief of Staff

Dr. Sarah Roberts, Chief of Staff, introduced herself to the board. She has stepped into the Chief of Staff role when Dr. Christopher Landess stepped down in order to join the Board of Directors. She will serve that role for the next 5 months until the next Medical Election. Dr. Roberts shared she has been with South Peninsula Hospital for 13 years, but is new to the role of Chief of Staff. She is excited to see all the new physicians and services being offered by the hospital.

11.6. Service Area Board Representative

Helen Armstrong, SAB President, reported on behalf of the Service Area Board. The SAB held a special meeting in June to consider the resolution the operating board passed today. The SAB will now take a break for July and meet again in August. There are three seats up for reelection this fall. Ms. Armstrong will be running for reelection, though not all members have made a

decision about whether they will continue to another term. Mr. Weisser thanked Ms. Armstrong for all her help these past few months.

12. DISCUSSION

There were no discussion items.

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 thanked Mayor Micciche, Kelly Cooper, Mike Tupper, Brent Johnson and Helen Armstrong for working with the hospital to allow the bond proposition to go out to the voters this year. The bond resolution and property purchases were all unanimous votes at the Assembly and Service Area Board and he appreciates their support of the hospital.

14.2. Board Members

Dr. Landess thanked the board for welcoming him as a part of the team. Ms. Jacobsen welcomed Dr. Roberts to her new role. Mr. Weisser recommended all board members sign up for the hospital briefing emails if they have not yet done so.

15. INFORMATIONAL ITEMS

15.1. Board of Directors Agenda Calendar 2024

The calendar was provided in the packet for informational purposes.

15.2. Upcoming Conferences:

[AHHA Annual Conference 2024](#): September 24-25, 2024 in Girdwood, AK
[Rural Healthcare Leadership Conference 2025](#): February 23-26, 2025 in San Antonio, TX

Links to upcoming conferences were provided for board members' reference. If anyone is interested in attending a conference, please reach out to Ms. Jones in the Administration office.

16. ADJOURN TO EXECUTIVE SESSION (IF NEEDED)

The board adjourned to Executive Session at 6:25pm.

17. ANNOUNCEMENTS AS A RESULT OF EXECUTIVE SESSION

The board moved back into open session at 6:50pm.

17.1. Credentialing

After review of the applicant's files through the secure online portal, Beth Wythe moved to approve the following positions in the medical staff as requested and recommended by the Medical Executive Committee. Edson Knapp seconded the motion. Motion carried.

Appointments

Meghana Kinariwala, MD; Telestroke; Telemedicine privileges only
Amin Rabiei, MD; Telestroke; Telemedicine privileges only
Leah Bassett, MD; Telepsych; Telemedicine privileges only
Bruce Geryk, MD; Telestroke; Telemedicine privileges only

Ian Wisecarver, MD; Reconstruction & Plastic Surgery; Active Staff
Jessica Jordan, PA-C; Family Medicine PA; Active Staff
Andrew Shacklett, MD; Orthopedic Surgery; Courtesy Staff
Sadie Marden, MD; OB/Gyn; Active Staff

Privilege Requests

Dr. Lucy Fisher, psychiatry, to add Transcranial Magnetic Stimulation (TMS) privileges.

18. ADJOURNMENT

The board meeting adjourned at 6:52pm.

Respectfully Submitted,

Accepted:

DocuSigned by:

Maura Jones

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Maura Jones, Executive Assistant

DocuSigned by:

[Signature]

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Aaron Weisser, President

Minutes Approved: 07/24/24

DocuSigned by:

Mary E. Wythe

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Mary E. Wythe, Secretary