

- CALL TO ORDER The meeting was called to order at 5:30 pm by Jean Turner, District Board Chair.
- PRESENT Jean Turner, Chair
Robert Sharp, Vice Chair
Jody Veenker, Secretary
Mary Mae Kilpatrick, Treasurer
Topah Spoonhunter, Member-At-Large
Kelli Davis MBA, Interim Chief Executive Officer and Chief Operating Officer
Tracy Aspel RN, BSN, Chief Nursing Officer
Will Timbers MD, Interim Chief Medical Officer
Stacey Brown MD, Chief of Staff
Keith Collins, District Legal Counsel
- OPPORTUNITY FOR PUBLIC COMMENT Ms. Turner announced at this time persons in the audience may speak on any items not on the agenda on any matter within the jurisdiction of the District Board. Members of the audience will have an opportunity to address the Board on every item on the agenda, and speakers will be limited to a maximum of three minutes each. The Board is prohibited from generally discussing or taking action on items not included on the agenda for the meeting. Comments were heard from Tracy Aspel, Chief Nursing Officer.
- INTRODUCTION OF HUMAN RESOURCES DIRECTOR Interim Chief Executive Officer Kelli Davis introduced Northern Inyo Healthcare District (NIHD) Director of Human Resources Richard Ulibarri. Mr. Ulibarri was welcomed to the NIHD leadership team.
- CITY OF BISHOP PROCLAMATION, HEALTHCARE DISTRICT MONTH Ms. Davis reported that the City of Bishop has declared the month of May 2020 to be *Healthcare District Month*, in honor of all community healthcare workers and first responders. The designation acknowledges community heroes throughout Inyo County for their tireless work during the Covid 19 pandemic.
- INTRODUCTION OF FINANCIAL CONSULTANT VINAY BEHL Ms. Davis introduced NIHD financial consultant Vinay Behl, who provided an overview of the District's current financial condition. Mr. Behl's presentation included the following:
- A review of NIHD's income statements and financial statements
 - An overview of current financial challenges relating to the Covid 19 crisis (those challenges include a significant reduction in revenue without a corresponding significant reduction in expenses)
 - Statement of the fact that the District is barely bringing in enough revenue to cover expenses
 - An urgent need exists for the District to reduce its debt service

- NIHD leadership is currently working to negotiate the lowest possible price for its new Electronic Health Record (EHR)
- It is critical that the District invest in technology and in specific service lines in order to increase revenue
- The District should attempt to capitalize on all Covid 19-related assistance programs; monies available; and financial opportunities
- Cash flow is a significant concern at this time. The District needs to reduce its outstanding Accounts Receivable as soon as possible.
- There is a need to improve the District's service model in order to improve the gross margin
- General strategies for improving the District's financial condition were provided, for a 90 day period, and for the next 365 days
- A need exists to correct deficiencies identified in NIHD's accounting processes
- The District's bond rating has recently been reduced from BB status to B- status

Mr. Behl noted that the District faces very critical financial challenges going forward, however he is impressed with the NIHD team and has confidence in their ability to accomplish the work that needs to be done.

**AUTHORIZATION OF
BANKING LINE OF
CREDIT, DISTRICT
BOARD RESOLUTION
20-04**

Board member Robert Sharp recused himself from discussion of the next agenda item, exiting the room at this time. NIHD Controller Genifer Owens called attention to proposed District Board Resolution 20-04 which authorizes an application for a \$3,500,000-\$5,000,000 line of credit with Eastern Sierra Community Bank/Oak Valley Community Bank, to be available in the event that additional funds are needed to sustain the District during the Covid 19 pandemic. Mary Mae Kilpatrick asked that the proposed Resolution be edited to indicate that authorized District officers are empowered to establish and manage the line of credit acting together only, vs giving them the ability to control the line individually. It was moved by Ms. Kilpatrick, seconded by Jody Veenker and passed 4 to 0 to approve proposed District Board Resolution 20-04 with the words "individually or" being stricken from all wording. Director Sharp, who had recused himself from the vote re-entered the room at this time.

**DEPOSIT OF CD
MONIES INTO LAIF
ACCOUNT**

NIHD Controller Genifer Owens called attention to an information item regarding depositing monies from maturing NIHD Certificates of Deposit (CD's) into the District's Local Agency Investments Fund (LAIF) in order to earn a higher rate of interest. The CD monies will be transferred into LAIF upon maturity, during the month of June 2020.

**FUNDING OF NIHD
401(A) PENSION PLAN**

Ms. Owens additionally informed the Board that the funding expense for the District's 401(a) pension plan, though recorded on the financial statements for the current fiscal year, will not take place until the 2020/2021 fiscal year in order to preserve cash on hand. Funding of the 401(a) plan for the 2019/2020 year will take place sometime after July 1 2020 and prior to October 15 2020.

- BUDGET UPDATE,
FISCAL YEAR 2020/2021 Ms. Owens also provided an update on progress made toward finalizing the District's July 1 2020 through June 30 2021 annual budget, which will be presented for approval at the June 17 2020 regular meeting of the District Board.
- ADD TO AGENDA DUE
TO URGENT NEED Ms. Turner stated that following the financial update provided by Vinay Behl, the Board has identified that there is an immediate need to add an item to the agenda regarding a matter that has come to the Board's attention following the posting of the agenda for this meeting. Per Mr. Behl's report, the Board has need to enter into an agreement with OutSource Inc. to attempt to recover \$24,000,000 in outstanding Accounts Receivable held in the Athena Electronic Health Record, at a cost of approximately \$39,000 per month. It was moved by Mr. Sharp, seconded by Ms. Veenker, and unanimously passed to approve the addition of an agenda item titled "*Approval of contract with OutSource Inc. (action item)*", due to an urgent need to act on that matter at this meeting.
- AGREEMENT WITH
OUTSOURCE INC. Kelli Davis then called attention to an agreement with OutSource Inc. to attempt to recover \$24,000,000 in outstanding Accounts Receivable that is currently held up in the District's Athena Electronic Health Record system. OutSource Inc. has experience with recapturing Athena system backlogs, and the expense has been determined to be well worth the monies that will be recovered. It was moved by Ms. Kilpatrick, seconded by Mr. Sharp, and unanimously passed to approve the proposed agreement with OutSource Inc. as presented.
- ELECTRONIC HEALTH
RECORD SELECTION
PROCESS OVERVIEW NIHD Project Manager Lynda Vance called attention to an overview of the District's process for selection of its' next Electronic Health Record (EHR). The overview included a review of the Committee established for the selection process; vendor presentations; data collection; and input received from District Staff. The EHR selection process included review of four different EHR products and seven delivery methods. The final recommendation of the EHR Selection Committee is to select the Cerner product to be the District's next Electronic Health Record.
- CERNER
INTRODUCTORY
PRESENTATION AS
NEW EHR Greg Gillis with Cerner Corporation provided an overview of who Cerner is, as well as an overview of the company's experience in the healthcare market. Mr. Gillis reviewed Cerner's history and corporate stability as compared to other companies with EHR products. It was noted that the details of NIHD's agreement with Cerner are still being negotiated, and that the term of the agreement is expected to be 10 years.
- DESIGNATION OF 3RD
PARTY EHR
IMPLEMENTATION
MANAGER Kelli Davis called attention to a proposal to select Wipfli LLP to be the project manager for the District's upcoming EHR implementation, noting that the use of a third party vendor will help to ensure that the project goes well and that NIHD ends up with a quality product. Ms. Davis also noted that Wipfli's services will include both project management and change management oversight. It was moved by Mr. Sharp, seconded by Ms.

Veenker, and unanimously passed to approve the selection of Wipfli LLP to be the District's EHR implementation project manager as requested.

NIHD PASSWORD
POLICY

Interim Information Technology Director Bryan Harper called attention to a proposed *Password Policy* being recommended in the interest of improved technological risk management, as well as in the interest of general best practices. It was moved by Mr. Sharp, seconded by Topah Spoonhunter, and unanimously passed to approve the proposed *Password Policy* as presented.

CYBER SECURITY
POLICY

Mr. Harper also called attention to a proposed Policy and Procedure titled *Cyber Security Policy*, which is being recommended to provide increased protection of the District's Protected Health Information (PHI). It was moved by Mr. Sharp, seconded by Mr. Spoonhunter, and unanimously passed to approve the proposed *Cyber Security Policy* as presented.

SELECTION OF
EXECUTIVE SEARCH
FIRM

Ms. Turner then called attention to proposals submitted by prospective Executive Search Firms interested in assisting in the selection process for the District's next Chief Executive Officer (CEO). It was noted that one of the proposals was received within the last 24 hours, and that it may be in the best interest of the selection process to address this agenda item at a time when the District Board has had adequate time to review all of the proposals received. Following brief discussion it was determined that a Special Meeting of the District Board will be held on Thursday, May 28 2020 at 5:30 pm, for the purpose of selecting an Executive Search Firm. Stacey Brown, MD indicated that he would like to provide input on the development of an Executive Search Firm assessment tool.

APPOINTMENT OF
BOARD MEMBERS TO
THE EXECUTIVE
SEARCH COMMITTEE

Ms. Turner then proposed the appointment of Directors Jody Veenker and Topah Spoonhunter to work with NIHD leadership to develop an Executive Search Committee for the purpose of selecting the District's next Chief Executive Officer. It was moved by Ms. Kilpatrick, seconded by Mr. Sharp, and unanimously passed to appoint Jody Veenker and Topah Spoonhunter to the NIHD Executive Search Committee.

DISTRICT BOARD
RESOLUTION 20-03,
CONSOLODATION OF
ELECTION

Interim CEO Kelli Davis called attention to proposed District Board Resolution 20-03, which would allow for the Healthcare District November election to be combined with the November 3 2020 general election. It was moved by Ms. Kilpatrick, seconded by Mr. Sharp, and unanimously passed to approve District Board Resolution 20-03 as presented.

BI-ANNUAL REVIEW
OF NIHD CONFLICT OF
INTEREST CODE

Ms. Davis also called attention to a bi-annual review of the Northern Inyo Healthcare District Conflict of Interest Code, which is required to be completed by July 1 2020. It was moved by Mr. Sharp, seconded by Ms. Kilpatrick, and unanimously passed to approve the District's existing Conflict of Interest Code with no changes being made at this time.

BOARD AGENDA ITEM REVIEW AND APPROVAL PROCESS	Ms. Turner called attention to a proposed process for vetting agenda items that are presented to the District Board of Directors for approval. Ms. Turner stated that it is the Board's desire to have agenda items come to them thoroughly vetted, in a process that improves transparency and clearly provides a synopsis of the item being addressed. Following brief discussion it was determined that the proposed process and corresponding <i>Board Agenda Item Approval Form</i> will undergo further review prior to it being returned to the District Board for consideration.
APPROVAL OF NIH FOUNDATION BOARD MEMBER	NIHD Foundation Executive Director Greg Bissonette requested approval of the nomination of Ms. Cheryl Underhill to be seated as a member of the NIHD Foundation Board. It was moved by Ms. Kilpatrick, seconded by Ms. Veenker, and unanimously passed to approve the appointment of Cheryl Underhill to the NIHD Foundation Board.
PIONEER MEDICAL ASSOCIATES MAINTENANCE AGREEMENT	Ms. Davis called attention to a proposed Maintenance Agreement between NIHD and Pioneer Medical Associates (PMA), which will formalize the arrangement between the District and PMA to provide maintenance upkeep for the building located at 152 Pioneer Lane, Bishop. It was moved by Mr. Sharp, seconded by Ms. Veenker, and unanimously passed to approve the proposed Maintenance Agreement between NIHD and Pioneer Medical Associates as presented.
RHC ANNUAL REPORT	Medical Director of the NIHD Rural Health Clinic (RHC) Stacey Brown, MD called attention to the 2018 and 2019 RHC Annual Reports, which are required to be submitted on an annual basis. The reports were provided as an informational item for members of the District Board. The Board thanked Dr. Brown for providing the review, noting that the reports provide a clear picture of how the NIHD Rural Health Clinic functions as a medical home for members of this community.
BUILDING SEPARATION PROJECT UPDATED	NIHD Property Manager Scott Hooker reported that the District has received Office of Statewide Healthcare Planning and Development (OSHPD) approval to continue work on the building separation project. Colombo Construction will be back on site at NIHD next week in order to resume work.
GOVERNANCE CONSULTANT UPDATE	Ms. Turner reported that Jim Rice with Gallagher Associates will conduct two half-day Board Governance training sessions for the NIHD Board, and that those trainings will be held on June 26 2020 and June 27 2020.
CHIEF OF STAFF REPORT	Chief of Staff Stacey Brown MD reported following careful review and consideration the Medical Executive Committee recommends approval of the following Medical Staff and Advanced Practice Provider appointments:
PROVIDER APPOINTMENTS	<ol style="list-style-type: none">1. Jennifer Figueroa, PA-C (<i>women's health clinic</i>) – Advanced Practice Provider Staff2. Benjamin Ebner, MD (<i>adult cardiology – Renown</i>) –

Telemedicine Staff

3. Shabnamzehra Bhojani, MD (*adult and pediatric psychiatry – Regroup*) – Telemedicine Staff
4. Shilpi Garg, MD (*pediatric cardiology – Children’s Heart Center of Northern Nevada*) – Telemedicine Staff

It was moved by Ms. Veenker, seconded by Mr. Sharp, and unanimously passed to approve all four Medical Staff appointments as requested.

TELEMEDICINE STAFF
APPOINTMENTS

Doctor Brown also reported as per the approved Telemedicine Physician Credentialing and Privileging Agreement, and as outlined by 42CFR 482.22, the Medical Staff has chosen to recommend the following practitioner for Telemedicine Privileges relying upon Adventist Health’s credentialing and privileging decisions:

1. Sheila Cai, MD (*pediatric psychiatry*) – Telemedicine Staff

It was moved by Ms. Veenker, seconded by Mr. Sharp, and unanimously passed to approve the Telemedicine Staff appointment of Sheila Cai MD as requested.

MEDICAL STAFF
ADVANCEMENTS

Doctor Brown also stated following careful review, consideration, and approval by the appropriate Committees the Medical Executive Committee recommends approval of the following Medical Staff advancements:

1. James Fair, MD (*emergency medicine*) – advancement to Active Staff
2. Anna Rudolphi, MD (*emergency medicine*) – advancement to Active Staff
3. Bo Nasmyth Loy, MD (*orthopedic surgery*) – advancement to Active Staff

It was moved by Ms. Kilpatrick, seconded by Mr. Sharp, and unanimously passed to approve all three Medical Staff advancements as requested.

MEDICAL STAFF
RESIGNATION

Doctor Brown also stated the Medical Executive Committee recommends Board approval of the Medical Staff resignations of the following:

1. Tanya Scurry MD (*peds psychiatry*) – Telemedicine Staff, Adventist Health – effective 3/26/20
2. Arin Aboulian MD (*pulmonology*) – Telemedicine Staff, Adventist Health – effective 4/10/20
3. Kelly Tatum Brace, DPM (*podiatry*) – Provisional Active Staff – effective 4/28/20

It was moved by Ms. Veenker, seconded by Mr. Spoonhunter, and unanimously passed to approve all three Medical Staff resignations as requested.

POLICY AND
PROCEDURE
APPROVALS

Doctor Brown also reported following careful review, consideration, and approval by the appropriate Committees the Medical Executive Committee recommends approval of the following District-wide Policies and Procedures:

1. *Chaperone Use for Sensitive Exams*
2. *Patient Identification for Clinical Care and Treatment/Armband Usage*
3. *Sterile Processing Standards of Practice*

It was moved by Ms. Veenker, seconded by Mr. Sharp, and unanimously passed to approve all three District-wide Policies and Procedures as presented.

ANNUAL APPROVALS

Doctor Brown additionally stated that the Medical Executive Committee recommends approval of the following Annual Approvals:

1. *Standardized Procedure – Well Child Care Policy for the Nurse Practitioner*
2. *Standardized Procedure – Well Child Care Policy for the Physician Assistant*

It was moved by Mr. Sharp, seconded by Ms. Veenker, and unanimously passed to approve both Annual Approvals as requested.

FAMILY MEDICINE CORE PRIVILEGE FORM UPDATE

Doctor Brown also requested approval of the *Family Medicine Core Privilege Form* update. It was moved by Mr. Sharp, seconded by Mr. Spoonhunter, and unanimously passed to approve the *Family Medicine Core Privilege Form* update as requested.

PHYSICIAN RECRUITMENT UPDATE

Doctors Brown and Timbers also provided a physician recruitment update which included a report on the addition of hospitalist practitioners; a pediatrician; a family medicine provider; and the potential recruitment of a breast surgeon; plastic surgeon; general surgeon; pain and anesthesia provider; and a potential spine surgeon. Doctor Timbers noted that the District will be doing an increased number of Returns On Investment (ROI's) and financial analyses when considering implementation of potential new lines of service.

CONSENT AGENDA

Ms. Turner called attention to the Consent Agenda for this meeting, which contained the following items:

1. *Approval of minutes of the April 2 2020 special meeting*
2. *Approval of minutes of the April 6 2020 special meeting*
3. *Approval of minutes of the April 15 2020 regular meeting*
4. *Approval of minutes of the April 28 2020 special meeting*
5. *Financial and statistical reports as of March 31, 2020*
6. *Chief Nursing Officer report*
7. *Chief Medical Officer report*
8. *Policy and Procedure annual approvals*
9. *Medical staff Pillars of Excellence Quarterly report*
10. *Wipfli required communications letters for Fiscal Year Ending 6/30/19*

It was moved by Mr. Sharp, seconded by Ms. Kilpatrick, and unanimously passed to approve all ten Consent Agenda items as presented.

BOARD MEMBER
REPORTS

Ms. Turner then asked if any members of the Board of Directors wished to report on any items of interest. No reports were given.

ADJOURNMENT TO
CLOSED SESSION

At 10:04 pm Ms. Turner announced the meeting would adjourn to Closed Session to allow the District Board of Directors to:


- A. Conference with Legal Counsel, existing litigation (*pursuant to Paragraph (1) of subdivision (d) of Government Code Section 54956.9*), Workers' Compensation claim of Kate Miller.
- B. Conference with Legal Counsel, anticipated litigation, significant exposure to litigation (*pursuant to Government Code Section 54956.9(d)(2)*), 2 cases.
- C. Public Employee Performance Evaluation (*pursuant to Government Code Section 54957(b)*), title: Interim Chief Executive Officer.
- D. Conference regarding possible real estate negotiation, 376 West Yaney Street, Bishop, NIHD agency negotiator Kelli Davis (*pursuant to Government Code Section 54956.8*).

RETURN TO OPEN
SESSION AND REPORT
OF ACTION TAKEN

At 11:40 pm the meeting returned to Open Session. Ms. Turner reported the Board took no reportable action.

ADJOURNMENT

The meeting was adjourned at 11:41 pm.



Jean Turner, Chair

Attest:



Jody Veenker, Secretary