

**ESTES PARK MEDICAL CENTER
BOARD OF DIRECTORS'
June 25, 2018 Regular Meeting Minutes
Timberline Conference Room**

Board Members in Attendance

Dr. David Batey, Chair; Ms. Sandy Begley, Vice-Chair; Dr. Monty Miller, Treasurer; Ms. Diane Muno, Secretary; Mr. William Pinkham, Member-At-Large.

Other Attendees

Dr. Larry Leaming, CEO; Randy Brigham, Chief HR Officer; Cindy Standlee, CNO; Mr. Tim Cashman, CFO; Dr. Aaron Florence, COS; community members; et al.

Executive Session

A motion was made by Dr. Miller, pursuant to §24-6-402(4)(e), C.R.S., for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators; the motion was seconded by Mr. Pinkham. A verbal vote was requested – the ayes were unanimous and the motion was carried.

Executive Session was called-to-order at 3:06 p.m.

A motion was made by Mr. Pinkham to adjourn Executive Session and convene Open Session; the motion was seconded by Ms. Begley. A verbal vote was requested – the ayes were unanimous and the motion passed; Executive Session was adjourned.

Call to Order

The Board Open Session was Called to Order at 4:02 p.m. by Dr. Batey, Chairman of the Board of Directors; there was a quorum present. Notice of the Board Meeting was posted in accordance with the SUNSHINE Law Regulation.

Approval of 06/25/18 Meeting Agenda

A motion was made by Ms. Begley to approve the 06/25/18 meeting agenda as submitted; the motion was seconded by Mr. Pinkham. A verbal vote was requested – the ayes were unanimous and the motion was carried.

Public Comments

- A sign-in sheet was available for community members to sign up to speak.
- Sign in sheet can be requested through the Administration office at Estes Park Medical Center.
 - Ms. Jean McGuire discussed “pre- and post-meeting mechanics,” stressing the importance of having the agenda present on the website ahead of meetings. She also expressed concerns about the fact that the video recording of the May 21st meeting has not yet been downloaded to the website – please download these in a more timely fashion. In addition, she requested a status update on the “End-of-Life” policy as it pertains to EPMC.
 - Mr. Kent Bosch discussed his disappointment in Dr. MacElwee leaving EPMC, and stated that “something must be wrong if we are losing doctors the caliber of Dr. MacElwee.” He said he is here to learn all he can and to voice his frustrations.
 - Mr. Rick Thompson read a prepared statement regarding Dr. MacElwee’s resignation from EPMC, voicing his frustrations with the process.

- Ms. Jeannie Harms hand-delivered a letter to the Board, which she read to those in attendance, describing her sadness at Dr. MacElwee's decision to leave the community.
- Ms. Gail Cozette expressed her disappointment in the Board and Management regarding events involving Dr. MacElwee, and requested that the Board look into this situation, as she believes it has tarnished EPMC's reputation in the community.

Consent Agenda Items

- Board Meeting Minutes:
 - 05.21.18 Regular Board Meeting
 - 06.07.18 Board Study Session
 - 06.19.18 Special Board Meeting
- Home Health/Hospice Quarterly Report
- SAFETY – Chief Information Officer
- PEOPLE - Chief Human Resources Officer
- SERVICE - Chief Nursing Officer
- QUALITY - Chief Medical Officer
- FINANCE – Chief Financial Officer
- LEADERSHIP – Chief Executive Officer
- Chief of Staff Report

All reports are available upon request through the Administration office at Estes Park Medical Center.

A motion was made by Ms. Munro to accept the Consent Agenda items as submitted; the motion was seconded by Dr. Miller. A verbal vote was requested – the ayes were unanimous and the motion was carried.

Presentations

- Board Officer Duties/Responsibilities – PowerPoint presentation by Dr. Batey:
 - Description of Colorado Open Meetings Law, §24-6-402, C.R.S., Meetings – open to the public:
 - (2)(b) All meetings of a quorum, or three or more members, of any **local public body**, whichever is fewer, at which **any public business is discussed, or at which any formal action may be taken**, are declared to be public meetings open to the public at all times.
 - May 2018 EPMC Board Officers:
 - David Batey, Chair - The Chair shall preside at all meetings of the Board, subject to the discretion and supervision of the Board, he/she will have general and active control of the District's affairs and business and general supervision of its officers, agents and employees. In addition, he/she shall:
 1. Serve as an ex-officio member of all committees of the Board;
 2. Assure that all duties of the Board are performed effectively and efficiently; and
 3. Perform all duties commonly incident to his/her office and such other duties as the board may designate. (See Policy Manual for additional details)
 - Sandy Begley, Vice-Chair - The Vice-Chair of the District shall act as President pro tem and presiding officer during the absence of the President, and perform such other duties as the Board may designate.
 - Monty Miller, Treasurer – The Treasurer will:
 1. Keep a permanent, strict, and accurate account of all money received by and disbursed for, and on behalf of, the District and EPMC;

2. Deposit the monies of the District and EPMC in the name of the District and EPMC in such banks, deposits, or trust companies as the Board shall designate and shall be authorized by law;
 3. Meet monthly with the CEO and Vice President of Finance to review District and Medical Center financial matters;
 4. Perform such other duties that the Board may require from time-to-time.
 - ❖ Duties specified in 1, 2, and 4 above can be designated, with Board approval, to an employee of the Estes Park Medical Center (e.g., Vice President of Finance).
- Diane Muno, Secretary – The Secretary will:
 1. Be the custodian of, and maintain a complete and accurate notebook, and in a visual text format that may be transmitted electronically, the minutes of all meetings, and keep on file all certificates, contracts, bonds given by employees, and all corporate acts. Such records shall be open for inspection by any elector, as well as any other interested parties. Such inspection shall be made at the Medical Center, the time and duration of such inspection to be within the sole and reasonable discretion of the Chief Executive Officer;
 2. Have custody of the seal and be responsible for its safekeeping and use;
 3. Ensure that appropriate surety bonds and Oaths of Office are filed for all Directors;
 4. Give or cause to be given notice of meetings in accordance with these Bylaws, or as required by law.
 - ❖ Duties specified in 1, 2, 3, and 4 above can be designated, with Board approval, to an employee of EPMC (e.g., Executive Secretary).
 - Bill Pinkham, Member-at-Large – Serves as liaison to the general membership, as well as duties as assigned by the Chair.

➤ Board Subcommittee Assignments/Responsibilities:

- Governance and Management Performance Committee – David Batey and Bill Pinkham
- Finance Committee – Monty Miller and Diane Muno
- Medical Staff Planning Committee – David Batey and Sandy Begley
- Medical Credentials Committee – Sandy Begley and Monty Miller
- Joint Conference Committee – David Batey and Bill Pinkham
- EPMC Foundation Liaisons – Diane Muno and Bill Pinkham
- Quality Management Committee – Dave Batey and Diane Muno
- Strategic Planning Committee – Sandy Begley and Monty Miller
- Medical Staff Appeals Committee – Three members as needed
- Special Ad Hoc Committees, e.g., Bylaws, Auditing, and Nominating – Members as needed

- Board Medical Staff Planning Subcommittee Recommendations – the subcommittee met recently with Dr. Leaming and the Medical Staff to discuss staffing needs, etc. Dr. Joseph Lee, Internal Medicine, was hired as a locum tenens. The committee requests approval from the Board to hire a part-time Pediatrician.

A motion was made by Mr. Pinkham to approve the recruitment and hiring of a part-time Pediatrician; the motion was seconded by Dr. Miller. A verbal vote was requested – the ayes were unanimous and the motion was carried.

- Medical Staff Credentialing Report – No report this month.

- Meet Lisa Taylor, Marketing & Public Relations – Lisa Taylor was introduced as the new PR Coordinator at EPMC. She discussed her 25+ years of experience in marketing, and said her focus will be on internal communication, e.g., employee newsletters, to aid with communication with Department Directors/Managers and their staff, as well as external communication, e.g., CEO newsletter, more involvement in existing community groups, a new Facebook page, etc.
- Brief Updates - Dr. Leaming:
 - DNV-GL – We recently completed the accreditation survey with DNV-GL, which went extremely well. Some areas of improvement were identified by DNV-GL, and a plan of correction has been submitted. Kudos to Lyda Gardiner and her staff for their great work on the plans of correction.
 - Strategic Planning – Our strategic plan was rolled out last week to the internal stakeholders, and received positive feedback from staff. We are working on access to care, especially in Primary Care, as well as other strategic opportunities, service line development, etc. A question was asked about the wellness program – Ms. Muno stated that, at this time, our focus is on growing wellness initiative programs within EPMC, and not on a building. Dr. Leaming stated health and wellness as a service line is a significant opportunity for us. A steering committee is being formed to look at in-house offerings, and to look at partnering with the local community groups, e.g., Community Center, Schools, YMCA, etc.
 - Marketing – We have been working with an outside marketing firm to help with revision of our market strategies; we are shifting from using only print ads to the addition of digital marketing. We are also building an entirely new website which will be more “user friendly.” Included in the plan is the development of “search engine” marketing.
 - Foundation – Currently working on improving communication between EPMC and the Foundation. The Foundation Board meets on a quarterly basis, and an Executive Committee meets monthly. Mr. Mullin stated that he is in the process of studying communication models between other similar hospital and foundation boards.

A motion was made by Dr. Miller to adjourn from Open Session and enter into Executive Session, pursuant to §24-6-402(4)(f), C.R.S., for the purpose of discussing personnel matters (CEO Evaluation); the motion was seconded by Mr. Pinkham. A verbal vote was requested – the ayes were unanimous and the motion was carried; Open Session was adjourned.

Executive Session

Executive Session Called-to-Order at 5:21 p.m.

A motion was made by Mr. Pinkham to adjourn Executive Session and reconvene Open Session; the motion was seconded by Ms. Begley. A verbal vote was requested – the ayes were unanimous and the motion passed; Executive Session adjourned.

Reconvened Open Session

Open Session reconvened and Called-to-Order at 7:46 p.m. The next Regular Board Meeting is scheduled for July 30, 2018, from 4:00 – 6:00 p.m.

With no further business to be conducted, the June 25, 2018, Regular Board Meeting was adjourned at 7:50 p.m.



David M. Batey, Chair
Estes Park Medical Center Board of Directors

APPROVED