

*Cascade Medical Center Board Minutes*

November 17<sup>th</sup>, 2021

CMC Conference Room/Zoom

12:00 pm – 3 pm

**Trustees present in person:** George Greenfield, David Gough, David Croshaw, Michael Drury

**Trustees attending remotely via Zoom:** Rachel Smith, Lesa Becker, Jacque Zemlicka

**Members absent and excused:** None

**Others present:** Tom Reinhardt, David Donnahoo, Teri Coombs and Sarah Hasbrouck

**Call to Order:** Meeting called to order by George Greenfield at 12:02PM.

**Mission Moment:**

Sarah provided the Mission Moment, speaking to how proud she was of the staff and their efforts over the past 18 months, not only at the COVID clinics, but in their every day work lives, to step in and help each other to make sure the patients are being taken care of, especially as we endure some staff shortages.

**Approval of Agenda:**

A motion to approve the agenda as posted was made by David Gough, seconded by David Croshaw; all members were in favor, motion passes.

**Swearing in of New Board Member:**

Community member Michael Drury was sworn in as a new member of the board by George Greenfield.

**Modification of CMCHD Board Bylaws:**

A motion was made by David Gough to modify the bylaws as suggested by Tom Reinhardt to have section 3.5-Vacancies reflect the change that was made by the State of Idaho to allow for 90 (ninety) days to fill board vacancies instead of 30 (thirty) days. This motion was seconded by Michael Drury; all members were in favor, motion passes.

**Consent Agenda:**

- a) Approval of Minutes from October 2021 BOT Meeting
- b) Medical Staff Minutes & Utilization Report
- c) Financial Report & Volume Trends
- d) CEO Update
- e) COVID Infection & Vaccination Rates
- f) COVID Vaccination & Testing Mandates, update on President Biden's Executive Order

Discussion about the new Consent Agenda format took place to include the process by which a Consent Agenda is executed. Member Lesa Becker asked that item d) CEO Update be removed from the Consent agenda for this and future meetings. Rachel Smith asked that item f) COVID Vaccination & Testing

Mandates be removed from the Consent Agenda. George Greenfield, Chairman of the Board agreed to remove these items from the Consent Agenda. All members were in favor of leaving the other items.

### **CEO Update:**

Tom provided an update on Staffing, Payer Contracting and Overall COVID Testing and Positivity trends. He discussed the successful COVID Vaccine event that took place at the American Legion Hall and informed the board that another event would be occurring in December.

### **COVID Vaccination & Testing Mandates, Update on President Biden's Executive Order**

Tom explained that COVID vaccinations would now be mandatory for every CMC employee that is not able to work 100% from home. This is a condition of participation for Medicare, and is a result of the Presidential Executive Order. Discussions have occurred with all unvaccinated employees this order impacts. All staff must have received their first dose by December 6<sup>th</sup> to remain compliant, or submit and have approved a Medical exemption or Religious accommodation.

### **Committee Reports:**

#### **Finance Committee:**

##### Members:

Jacque Zemlicka, Chairperson  
Michael Drury  
David Donahoo  
Tom Reinhardt  
Mary Tracey

The Finance Committee did not meet but are compiling the FY21 Financial Summary. Jacque Zemlicka made the recommendation that Michael Drury be appointed to the Financial Committee. George Greenfield, Chairman of the Board agreed and appointed Michael Drury to the Finance Committee.

#### **Strategic Planning Committee:**

##### Members:

David Gough  
George Greenfield  
David Croshaw  
Tom Reinhardt  
Jack Knoblock  
Karolyn Plehal  
Ann Young  
Mary Tracey

The Strategic Planning Committee did meet in November. The members reviewed the option to replace versus remodel the current facility. After much deliberation, the Strategic Planning Committee recommends that a Hospital Replacement is the best option for the future of the community.

#### **Quality Assurance, Performance Improvement and Compliance Committee:**

##### Members:

Lesa Becker, Chairperson  
Rachel Smith  
David Gough  
Aline Lee

Tom Reinhardt  
Teri Coombs  
Sarah Hasbrouck  
Dr. Camarata

The Quality Assurance, Performance Improvement and Compliance Committee did not meet.

### **Hospital Replacement:**

Bob Walker with Walker Advisory and Nick Smith with Wipfli were present via Zoom to discuss the Case for Building a Replacement Hospital for CMCHD. Their case included why a new hospital is needed, given the lack of space the current facility has for the needed expansion as well as why the current facility isn't suitable for renovation. The major facility operational issues with the current hospital were discussed, including the age and current condition of the building, in addition to the lack of expandable space on the hospital's current site. The recommendation that building a new facility is the more fiscally responsible choice given volume growth projections was shared with the members of the board. With the members of the Strategic Planning Committee recommending this path forward, David Gough made a motion to support the Requested Motion, (noted in detail below) from Tom Reinhardt. Lesa Becker seconded the motion made by David Gough; all members were in favor, motion passes.

To proceed with the detailed feasibility study necessary to prepare for building a replacement hospital within the CMCHD. We authorize CMC Leadership to:

1. Establish a "Replacement Hospital Planning Committee" to include a combination of board member(s), CMC Leadership, Consultants, the Contracted Project Manager, and Community Volunteer(s) with special expertise.
2. Contract a project manager, architectural firm, engineering company, and related specialists as advised by the project manager and monitored by the Replacement Hospital Planning Committee.
3. Use up to \$450,000 of CMCHD Reserves for project costs projected through May, 2022, for services including architectural drafting & rendering, engineering, financial analysis/counsel, environmental survey, project management, public relations, surveying, and traffic impact analysis.
4. Negotiate a MOA for purchase of 8 to 20 acres of property, contingent on voter approval of funding
5. Prepare voter ballot initiatives to (1) acquire debt financing; and (2) request a temporary property tax increase of an amount to be determined in the future.

George Greenfield, Chairman of the Board then appointed David Gough and Michael Drury as board members for the newly formed Replacement Hospital Planning Committee.

### **Executive Session:**

An Executive Sessions was held during the November 17<sup>th</sup> board meeting, IDAPA 74-206 (b).

Jacque Zemlicka made a motion to enter into Executive Session to discuss the Annual Evaluation of the CEO. Lesa Becker seconded her motion. A poll was taken of all members to enter into Executive Session. All members were in favor; Executive Session began at 2:12pm.

The members of the board came out of Executive Session at 2:57pm. A motion was made by David Croshaw to approve the CEO Bonus, being paid out at 93% of the 10% potential bonus opportunity. Rachel Smith seconded this motion. All members were in favor; motion passes.

**Other/Next Steps:**

**Agenda Topics for Next Meeting:**

- Update on Reimbursement Contract, Strategy and Implementation
- Status Report on Replacement Hospital Planning
- Status of FY21 Financial Audit

**Meeting Evaluation:**

The members of the board appreciated the transition to the Consent Agenda format, but would like more education on this concept at the next board meeting.

**Adjournment:** A motion to adjourn the meeting was made by David Croshaw, seconded by Lesa Becker. All members were in favor, motion passes. Meeting adjourned at 3:05 PM.