

*Cascade Medical Center Board Minutes*

**January 28, 2025**

**CMC Conference Room/Zoom**

**12:00 pm – 2:00 pm**

**Trustees present in person:** Rachel Smith, David Croshaw and Tom Watson

**Trustees attending remotely via Zoom:** Jacque Zemlicka, David Gough, and Lesa Becker

**Members absent and excused:** Michael Drury

**Others present:** Tom Reinhardt, Randy Kyrias, Sarah Hasbrouck, Teri Coombs

**Call to Order:** Meeting called to order by Rachel Smith at 12:01PM.

**Mission Moment:**

Lesla provided the mission moment.

**1. Approval of Agenda:**

Rachel Smith stated that the posting of today's meeting complied with Idaho Open Meeting Laws and asked if there were any updates to the agenda. Tom Reinhardt shared that the presenter for item 9, Executive Session, is not available today due to illness, so that item will need to be tabled to another meeting. Hearing no other changes to the posted agenda, Tom Watson made a motion to approve the agenda as modified, David Croshaw seconded this motion. All members were in favor, motion passed.

**2. Public Comment**

There was no public comment at the January 2025 meeting.

**3. Consent Agenda:**

- a) Approval of the Minutes of the December 2024 BOT meeting.
- b) January 2025 Medical Staff Minutes & December Utilization Report

The members of the board reviewed the Consent Agenda items for additional discussion. Hearing that no items needing to be withdrawn from the Consent Agenda for further discussion, Rachel Smith adopted the two items within the Consent Agenda.

**4. Board Education**

Kim Stanger, CMC legal counsel, provided recommendations regarding meeting minute content, level of detail to include, and the obligation of the Board to notify the public of biennial board elections. He cited statute related to meeting minutes, commenting that minutes do not need to go into great detail, but that minutes should include record of all items that the Board makes decisions on including the result of those decisions and a summary of why the decision was made. He stated that if there is an executive session, the topic of the discussion must be included. Regarding public comment, minutes do not need to reflect who made public comment nor the content of the comment. Unless the topic on which the public comment was made is already on the agenda, further discussion should not occur at the meeting; but rather would need to be addressed at a future meeting, when it appears on the agenda.

He spoke on the question about notifying the public of any upcoming biennial elections. He stated that we have to follow election laws, but that it is the responsibility of the County Clerk to provide public notification. His advice is to work with the County Clerk so that the members of the Board meet the obligations of election requirements.

He also stated open meeting laws only apply to meetings where the members of the Board are going to be deliberating and making decisions. If it is an education session, or a social gathering, it does not fall under the requirements of the open meeting laws as long as discussion does not turn into deliberation on Board topics. When questioned about Board Subcommittees, if there is not a quorum present, they are also not subject to open meeting laws.

## **5. Old Business**

### **Update on Stibnite Mine Clinic**

Tom shared progress on the Perpetua mine clinic, sharing that CMC Leadership is continuing to work on developing a contract to provide services for healthcare at the mine site. He also shared that the clinic would not fall under the hospital license due to REH guidelines, but would still fall under the CMC Hospital District umbrella. Scope of services and policies that would need to be in place were suggested by members of the Board, to include in the contract formation discussion.

### **Rural Emergency Hospital License Status**

Tom shared that the required documents have been submitted to CMS, and our application has advanced to the next level of approval. He has no ETA on the timeline for this next action to be completed.

### **Epic contract & implementation status**

Randy gave an update on Epic, sharing this week is the end of the scoping and discovery phase. Our staff have been well engaged and met all deliverable deadlines.

## **6. New Business**

### **Quarterly Financial Report**

Randy provided a summary of the Q1 Financial Reports that were included in the Board packet. He shared that discussions on improving the Operating margin remain a focus with analysis now being done down to the department level.

Randy shared that the financial audit is nearly complete and that a special session of the Finance Committee is planned to review those results prior to Board Presentation in February.

### **Pharmacy Overview**

The Pharmacy Overview was not conducted as staff was not available.

### **General New Business**

Tom shared updates on other service lines in consideration to expand within the Donnelly area, including Physical Therapy and a second InstyMed machine.

Tom also asked for the opinions of the Board on posting the CMCHD Financials on the website. The Annual Report is posted, which contains the audited financials for the year. There were concerns that posting Financials without context could be misinterpreted, so the recommendation of the Board is to continue posting the Annual Report.

## **7. Strategic Planning**

Tom discussed potential content for the Strategic Planning meeting, including facility expansion and service line expansions, as well as potential groups to engage with or members of the community who would like to join the Strategic Planning Committee. It was suggested that the members of the Board need to discuss this topic on a deeper level before it is presented to the community. The Board would like to consider the recommendations of the Strategic Planning Committee before they decide if the strategic position has changed, and what should be presented to the public.

Tom will also proceed with trying to replace Mike Saunders on the Strategic Planning Committee with another Tamarack representative.

## **8. Committee Reports:**

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

#### Members:

Lesa Becker, Chairperson

David Gough

Tom Watson

Aline Lee

Tom Reinhardt

Teri Coombs

Sarah Hasbrouck

Dr. Katie Camarata

Sylvia Kober

Brianna Haderlie

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

### **Finance Committee:**

#### Members:

Michael Drury, Chairperson

David Croshaw

Jacque Zemlicka

Randy Kyrias

Tom Reinhardt

The Finance Committee did meet, which included a review of the Q1 finances and a plan to meet again before the February board meeting to review the finalized FY24 Financial Audit, the CEO bonus structure calculations, and other topics.

### **Strategic Planning Committee:**

#### Members:

David Gough

David Croshaw

Tom Reinhardt  
Tom Watson  
Karolyn Plehal  
Mike Saunders  
Charlie Gowing  
Ann Young

The Strategic Planning Committee did not meet.

### **9. Executive Session:**

An Executive Session WAS NOT held for the purpose of 74-206(f) To communicate with legal counsel for the public agency to discuss the legal ramifications of and legal options for pending litigation, or controversies not yet being litigated but imminently likely to be litigated, as the presenter was ill on the date of this meeting. This item will be tabled to a future meeting.

### **10. Other/Next Steps:**

#### **Agenda Topics for Future Meetings**

- Open Meeting Law Training with the AG's Office - Present
- Physical Therapy and InstyMeds in Donnelly – Decision
- Election Process Overview
- Financial Audit Review/Report
- Executive Session Reschedule
- (March) – Strategic Planning Committee Recommendations

#### **Meeting Evaluation**

The new conference room is appreciated, as it allows staff their breakroom and more privacy for discussion among the members.

**Adjournment:** Lesa Becker made a motion to adjourn the meeting, Jacque Zemlicka seconded this motion. All members are in favor, motion passes. Rachel Smith adjourned the meeting at 1:53pm.