

**TITLE:** Board of Trustees Regular Meeting  
**DATE/TIME:** August 29, 2023, at 7:00 AM  
**LOCATION:** Zoom and Valor Health Fernlee Conference Room

**I. CALL TO ORDER**

The Valor Health Board of Trustees meeting was called to order at 7:02 a.m. by Dave Shaw. The meeting was held in the Fernlee Conference Room and via Zoom.

**Board Member Attendance:** Dave Shaw (Chair), Earl DeFur (Vice Chair), Shane Roe (Vice Chair Elect), Larissa Kimball (Past Chair), Judy Barbera, Anita Taylor, Kirk Wille, Lisa Resinkin, Dr. Madison Beatty (President of the Medical Staff), Brad Turpen (CEO)

**Staff and Guest Attendance:** Corey Furin (CFO), Matt Godfrey (Exec. Dir. of Physician Services), Victoria Mendoza (Executive Assistant/Med Staff Coordinator), Tahja Jensen, Dr. Bill Vetter, Mike Cummings (HR Manager)

**Absent:** Kathy Prindle (Exec. Dir. of Clinical Services)

**II. AGENDA AMENDMENTS – ACTION ITEM**

**III. STANDING AGENDA**

**A. Consent Agenda – ACTION ITEM**

1. Approval of minutes
  - PICC 7/11/2023
  - Joint Finance/Planning 7/18/2023
  - Board 7/25/2023

*Discussion:*

Dave Shaw noted that he would like to make an amendment to the consent agenda to add that we will recommend two Trustees, rather than one given Larissa's resignation.

**MOTION:** Shane Roe moved to approve the consent agenda. Judy Barbera seconded the motion. No objections, the motion passed.

**B. Public Comment Period**

- No public comments were made.

**C. Patient Story – Anita Taylor**

- Anita shared a positive Facebook comment where a patient stated that Valor Health was their hero.
- Anita also shared that a patient came in via ambulance shared what a great job the Valor team did. They had a wonderful experience with our courteous and caring staff.

**D. Commissioner Update – Kirk Wille**

1. General Update
  - The County Budget was approved for 2024.
  - Logan Simpson is working on updating code provisions to accommodate with the new comprehensive plan.
  - New subdivision applications are still coming in, but they are with the old zoning. The new zoning should take effect in a few months.
  - There is a new canopy at the Gem County Fairgrounds.

*Discussion:*

Larissa asked if the DMV (Department of Motor Vehicles) is moving to the old church on Third Street. Kirk mentioned that is the plan but will still be years down the road before it is

built.

**E. Emmett City Council Update – Dave Shaw**

1. Dave shared exciting news, that the City Council approved the utility extension down Twelfth Street for the development that will include Valor Health Center.

**F. Finance Committee – Earl DeFur**

1. Committee Report
  - Earl reported the Committee reviewed the July Financial statements at the August Joint Finance and Planning meeting.
2. Financial Statements (July)
  - Corey reports that overall July was a low volume month, with low revenue.
  - There was \$2.7M in total gross revenue, which is lower than the last 3 months and the previous year.
  - Corey noted that we did not receive referrals for Swing bed patients from St. Luke's health plans due to a miscommunication of Blue Cross thinking we are out of network. The error was corrected, and we will begin to receive referrals, but we did end up missing out on 3-4 patients due to that mistake.
  - As forecasted in previous meetings and in conjunction with the Net Income Bridge, July ended at a negative \$-150K in excess of revenue due to the low volumes.
3. Finance Dashboard
  - Earl provided an overview of the dashboard for July 2023.
4. Financial Outlook
  - Corey shared he heard back from FEMA on the \$800K after submitting new methodology and although they still did not agree on the methodology used, it was evaluated in a different way and showed it does not have any duplication of benefits and was approved and we will be receiving that amount by the end of October.
  - The third payment of the ERC (Employee Retention Credit) is in review by the IRS (Internal Revenue Services), and we will hopefully receive it by the end of the calendar year.
  - We will be reviewing the 3<sup>rd</sup> potential payment from FEMA here soon; it has not been submitted yet as we were waiting to hear back from them on whether the 2<sup>nd</sup> payment would come through. This 3<sup>rd</sup> payment falls in the 90% cost share window and would require a completely different methodology upon submittal, so it is still to be decided.
5. FY24 Capital Budget – **ACTION ITEM**
  - Corey noted that in February or March of 2022, there was a recommendation to change the Capital Budget Policy for the ability to do a yearly budget and not need to bring every capital item needing to be purchased.
  - Last year the capital budget was approved for \$600K and only 10% percent was spent, which amounts to \$60K.
  - This year's capital budget has items from last year as well as additional items. There are not many items listed yet for FY25-26, so if needed, there could be FY24 items moved to those years.
  - \$65K of the capital budget is to be decided (TBD) and 10% of the request will be held in contingency for brake/fix items.
  - There will be a release of funds per quarter, with it being targeted to get the spend completed in quarters 1-3 and leaving Q4 open for any brake/fix or last-minute items.

**Discussion:**

Earl mentioned before the Capital Budget is recommended for approval, he would like to clarify this total budget could be spent on any one capital item, even something not on this list. It was noted there would be full transparency to the Board on each expense made for the Capital Budget. Dave asked if there was an amount in the capital budget for Valor Health Center. Corey noted there is not, that it will more than likely fall within the capital budget for FY25.

**MOTION:** Shane Roe moved to approve Capital Budget for FY24. Larissa Kimball seconded the motion. No objections, the motion passed.

**G. Planning Committee – Judy Barbera**

**1. Committee Report**

- Judy reported the Planning Committee Charter was sent out.
- Shane, Brad, and Judy discussed separating the Finance and Planning meeting due to the planning committee not being able to do a deep dive into their discussion since the finance portion usually goes over the allotted time.
- This separation of committee meetings will start in FY24, the Planning Committee will meet quarterly, joining the Finance meeting as needed.

**2. Committee Dashboard**

- City/County Leader Interaction – Green – Brad and the Executive team will present at the County Commissioners meeting in September to give an update on Valor Health Center.
- Board Performance – Green
  - There was good support from the Board members at the Emmett City Council public hearing.
  - There were updates made to the Board manual to update the directory. Victoria sent it out via email.
  - It was suggested for Brad and Victoria to update the Board Manual as needed and send those updates via email to the Board.
  - The Board is ready to make a recommendation for new Trustees.
- Facilities Planning – Master Facilities plan is on hold until FY24.
- Workforce Planning – Green – there is a report from Mike Cummings every quarter at the Finance/Planning meeting.
- Valor Strategic Plan – Green – There are consistent reports from the Executive team each month for updates of what has been accomplished.

**3. Board Goals Dashboard**

- Presence/Engagement with Valor Health – Yellow – there will be an opportunity to attend the Valor All Employee meeting on September 14 via zoom or in person.
  - Judy mentioned these meetings are enlightening and it is great to hear the staff share enlightening news.
  - Brad added he holds a spot on his calendar every Wednesday from 10am-12pm for Executive Rounding in the departments. This is a great opportunity for the Board to be involved with the Valor team. Let Brad know if you are interested.
  - Brad extended his gratitude to the Board for their involvement and ideas they bring to the organization.
- Community Engagement – Green – most Board members have been able to be involved in community events.
- Operational oversight – Green – committees continue to be involved in supporting the organization's success as well as making continual updates to the dashboards.
- Foundation support – Green – there is not much to do at this moment besides purchase a brick if you are able to. The Festival of Trees event will take place in November.
- Support Strategic Plan – Green – the Board of Trustees has been greatly involved in the support of the Strategic Plan.

**4. FY23 Strategic Plan Update**

- Invent Tomorrows Organizational Framework
  - We have paused discussions on moving away from county ownership to not cause any confusion. Valor Health Center will be the priority.
  - Brad consulted with the Consilium group that gave insight on public relations and marketing to be able to move from county to independent. There will be a proposal drafted with their recommendations.
  - Corey and Brad continue to be involved in the REH (Rural Emergency Hospital) cohort. There have been fantastic webinars, and Corey is working offline with

their analyst. It may not make sense to choose this designation for the time being. Significant factors are losing the ability to admit patients, Medicare and Med-Advantage cost reimbursement and losing the 340B program. The plan is to finish the cohort with a final recommendation to the Board in October.

- Fresh Facilities, Fresh Places
    - There was land identified south of the Valor Health Center property, but that is essentially on hold until FY24.
    - Matt thanked the Board members that came to the City Council hearing.
    - The next step will be to have the City/County agreement for utilities. Mike Bultman, with Northwest Development will be behind that process. There is agreement language provided, it will just need to be redlined. There will also be an Annexation agreement in place.
    - GUHO proposes 8-9 months of building time, weather-permitting, after ground-breaking.
  - Intentional Focus on Those we Serve.
    - The Value Based Care program is not making enough progress. The plan is to reboot, focus on targets and have a good, organized approach.
    - Most of the VBC revenue comes from the Stellar Value Care Organization (VCO). Medicaid is in the process of possibly changing to MCO (Managed Care Organization).
    - Dr. Fox starts September 18, he was recently at the school Vaccine Clinic and was engaged with the community.
    - Pre and Post Natal classes are going well, there is lots of support from the community.
    - Brad has a meeting next week with the PR2TA Administrator to further discuss partnership with the school.
  - Next Level Operating Excellence.
    - The Expense Reduction plan has been exceeding expectations. From the 4-month Oct-Jan run rate, we are at a 15% improvement for July.
    - We are still in the process of separating Valor Health from Billings Clinic for our Electronic Health Record (EHR). Net Suite was placed on hold due to the interface but is now picking back up. The cost for the interface will be \$45K (listed on the Capital Budget). This will offer direct integration and flow from Cerner to the GL side in real time, which will offer greater reporting.
    - There is a contract with Eide Bailey for an advisory/consultant role while we are in the process of the interface. Oracle/NetSuite is a good ERP system, but they have not worked with hospitals before. Eide Bailey will be able to implement it to what we need to work functionally as a hospital. The go live date will be between March 1- April 1.
    - Meditech Expanse is the preliminary recommendation for the replacement EHR. There is a steering committee in place where Cerner Community, Epic and Meditech were reviewed. The next step will be to discuss expenses and create a roadmap of financial affordability due to the cost of obtaining a new EHR.
5. FY24 strategic plan
- The process has started for the FY24 Strategic Plan, and a draft will be shown at the September Finance/Planning and Board meeting.
6. Gem County Assessment/Guidance
- Tahja Jensen would like to make the board aware that her office is not in support of Valor Health leaving the county to become independent. Ultimately, the hospital is the County's biggest asset, and it seems as though when the Board has tried to make this conversion in going private, they always are met with resistance. To convert into a private entity, it will need the County Commissioners vote, or be placed as a public vote.
  - Tahja also noted the lease for the Valor Health Center contemplates the purchase of real property. In these instances, the Board of County Commissioners sign the lease, and the deed will be under Gem County's name.
7. Valor Health Center Lease – **ACTION ITEM**
- Brad reported the lease will need a signature block for the Board and the County Commissioners before proceeding.

*Discussion:*

Shane stated he understands that Valor Health is the county's largest asset, but aside from that, he asked about what advantage it is for the hospital to stay part of the county rather than becoming independent. Tahja noted that there is not necessarily an advantage but the transfer of assets to a nonprofit must be the county's decision. She states in 2012 when the Board tried to convert the hospital to a private entity, there were outside counsels hired and an agreement ready for the Board to sign without the commissioners or county's vote weighed in. Dave added that he would like to clarify in 2012, the Board thought they had done things correctly since the commissioner, deputy and prosecutor all sat in on those meetings. It wasn't until they were going to sign the agreements, they realized things were not done properly.

Larissa mentioned sharing the proforma and net income bridge when presenting to the County Commissioners. Kirk also added that the County Commissioners are in favor of Valor Health Center, but it does need to be financially viable. He is concerned about Valor's ability to afford a mortgage payment while we are still operating at a negative each month. He also added that it would be beneficial to send the presentation packet ahead of time for the commissioner to review.

**H. Performance Improvement Committee – Anita Taylor**

1. Committee Report

- All departments have hit their top box scores and are now ahead of the 75-80 percentile goal.
- Press Ganey has scrubbed the surveys to make them shorter and more accommodating for patients. Acute surveys are still only sent via mail. The clinic does have an electronic version, but it was noted that it does not increase the rate of responses.
- There was an Internal Quality Audit done at the Specialty Clinic, some brief key points were:
  - Briana Steele and Chris Boswell are meeting weekly to update policies and procedures.
  - The culture has greatly improved from earlier in the year.
  - SMSC top box scores are exceeding their goal of staying above the 90 percentiles.

*Discussion:*

Dave asked if there is a HIPAA compliant portal for patients to submit complaints. Brad noted there is not a patient-facing tool available yet. Brad added, the options for patients now are to submit an event as anonymous in ActionCue, call the Quality Department phone number, or email a complaint to the email address listed on our website.

**I. Medical Staff – Dr. Madison Beatty**

1. August Medical Staff Meeting Summary\* (*reference only*)

2. Committee Report: MEC, Labor & Delivery

- Dr. Mumford LOA (Leave of Absence) request was taken to MEC and Medical Staff meeting. The decision was made to grant him permission to be off the Family Medicine call schedule temporarily but keep his privileges active to be able to pick up shifts in the Emergency Department as needed. This was approved until January 1, 2024, while he transitions to his private clinic.
- Dr. Beatty congratulates Billie Osterhoudt and Renee McDaniel as Acute Care Manager and Emergency Department Manager.
- There was a recent precipitous breech delivery in the emergency department. Mom and baby are reported to be doing well but there will be reinforcements on processes and training. Kathy is also working on gaining auto acceptance for these patients with St. Lukes and Saint Alphonsus.
- One of Dr. Beatty's patients had a delivery in West Valley, it was reported she had a good experience and is excited for the future as Dr. Beatty and Dr. Sebastian are in the process of gaining privileges to deliver in West Valley and surrounding facilities.

*Discussion:*

Shane thanked Dr. Beatty for sharing this story about the seamless care that was provided for that precipitous delivery and the successful outcome that came with it. Larissa asked how the emergency department provider felt about the breech delivery. Dr. Beatty noted it went well but brought issues to light that need to be addressed on finding the necessary equipment and if Dr. McGuffey would have not been able to be there and manage the post-partum care, it could have been problematic for the ED provider to be doing the post-partum care and work on the transfer. Kirk mentioned it would not be a bad idea to bring to light these positive outcomes to the newspaper articles after the end of Labor & Delivery services.

**J. Patient Care Services – Matt Godfrey/Kathy Prindle**

1. General Update

- Dr. Darren Pittard, our new Gynecology specialist with OGA, will begin in October.
- Dr. Howard Sill, Interventional Radiologist, will begin seeing patients once a month at the East Clinic.
- There is a program in development to utilize Telehealth for behavioral health and psychiatric services.
- Brad would like to recognize Matt's hard work on the agreement with OGA for this Gynecologist we are onboarding. It was a tumultuous time with Dr Oliver's departure and Matt turned a difficult situation into a new agreement, creating a successful alliance.

**K. Provider Privileging Approvals – ACTION ITEM**

1. August 2023

**MOTION:** Dave Shaw recommended approving the listed providers with the stipulation to have Dr. Clark's liability insurance showing he is covered for Telestroke consultations at Valor Health. Judy Barbera moved to approve the provider privileging with the stipulation of Dr. Clark's liability insurance:

- Dr. Howard Sill, Affiliated, Interventional Radiology
- Dr. Patrick Plummer, Associate, Telemedicine Sleep
- Dr. Christopher Fanale, Neurologist, Telemedicine
- Dr. Karl Undesser, Cardiology, Affiliate
- Dr. Lukas Clark, Neurologist, Telemedicine

Shane Roe seconded. No objections. The motion passed.

**L. Board of Trustees**

1. General Update

- Dave shared the IHA (Idaho Hospital Association) has the agenda out for their leadership training. He encourages the Board to attend a session if they are able to.

2. Board Goals Discussion\*

- This was discussed in the Planning section.

3. Trustees' Recommendation – **ACTION ITEM**

- It was recommended for Matthew Tucker and Susan Morgan to fill the vacancy in the Board after Anna Walton and Larissa Kimball resigned.
  - Susan is a long-time community member, she retired as an Emmett school nurse. She has served on other Board's in the past as well as served in leadership roles in the Idaho School Nursing Association.
  - Matthew Tucker is a seven-year Emmett resident, has experience in the Business field and has worked with Executive teams in the past.
  - Both candidates feel comfortable serving in leadership positions within the Valor Board of Trustees.
  - It was noted that Dave Shaw abstained from the process because he is related to one of the applicants.

4. Other Upcoming Meetings
  - Medical Staff – September 5 at 7:30 a.m.
    - Larissa Kimball will attend and report for the Board.
  - PFAC – September 21 at 12 p.m.
    - Anita Taylor will attend and report for the Board.
5. Agenda Items – Submit by September 14

**MOTION:** Shane Roe moved to recommend Matthew Tucker and Susan Morgan to the County Commissioners to be selected as members for Valor Health's Board of Trustees. Earl DeFur seconded the motion. No objections, the motion passed.

**M. Foundation Update – Brad Turpen**

- Larissa is still involved in the Festival of Trees event; she will also help the Foundation even after leaving the Board.
- Once groundbreaking commences, there will be more announcements for the brick fundraiser.

**N. Administration**

1. General Update

- Corey would like to report that even though the month of July ended with a negative excess of revenue, the cash flow resulted in a positive \$200K, which is a huge turnaround from prior months.

**IV. NEW BUSINESS**

**A. Executive Session – None**

- **Executive Session –**  
**MOTION:** Dave Shaw moved to go into Executive Session, per Idaho Code §74-206(1)(a) & (b) – Personnel Matters. Larissa Kimball seconded the motion. The motion was approved.

**Roll Call:**

- ✓ Dave Shaw
- ✓ Earl DeFur
- ✓ Shane Roe
- ✓ Larissa Kimball
- ✓ Judy Barbera
- ✓ Anita Taylor
- ✓ Lisa Resinkin
- ✓ Kirk Wille
- ✓ Brad Turpen
- ✓ Tahja Jensen

Board Chair Dave Shaw adjourned the executive session and moved into regular session at 9:24 a.m.

**B. Open Session**

After returning from Executive Session, the Board made a motion on drafting a letter to summarize the ending of Labor & Delivery Services for the Medical Staff, Employees, and key stakeholders as well as a vote for full confidence for the Chief Executive Officer. Larissa Kimball will draft this letter.

**MOTION:** Shane Roe made a motion to draft a letter summarizing the ending of Labor & Delivery services at Valor Health and give a vote of full confidence for the Chief Executive Officer. Larissa Kimball seconded the motion. No objections, the motion passed.

**V. ADJOURNMENT**

Being no further business, the meeting was adjourned at 9:24 a.m.