

TITLE: Board of Trustees Regular Meeting
DATE/TIME: November 28, 2023 at 7:00 AM
LOCATION: Zoom and 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 person and via Zoom.

Board Member Attendance: Dave Shaw (Chair), Earl DeFur (Vice Chair), Shane Roe (Vice Chair Elect), Judy Barbera, Anita Taylor, Kirk Wille, Lisa Resinkin, Susan Morgan, Matthew Tucker, 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), Kathy Prindle (Exec. Dir. of Clinical Services), Victoria Mendoza (Executive Assistant/Med Staff Coordinator), Tahja Jensen, Dr. Bill Vetter, Mike Cummings (HR Manager), Chelsea Porter

Absent:

II. AGENDA AMENDMENTS – ACTION ITEM

There were no amendments to the agenda.

III. STANDING AGENDA

A. Consent Agenda – ACTION ITEM

1. Approval of minutes
 - PCCC 9/12/2023*
 - PCCC 10/10/2023*
 - Joint Finance/Planning 10/24/2023*
 - Board 10/31/2023
 - Quarterly Board 11/02/2023

MOTION: Shane Roe moved to approve the consent agenda. Earl DeFur seconded the motion. No objections, the motion passed.

B. Public Comment Period

- Chelsea Porter, a partner with Hawley Troxell, joined this Board meeting as an aid to explain the IHFA (Idaho Health Facilities Authority) process of a resolution, lease and documentation needed for financing the Valor Health Center project.

C. Patient Story – Anita Taylor

- Anita shared a story about a patient who was grateful for Becky Thompson, our dietary cook. The patient was having trouble eating so Becky went out of her way to personally ask the patient what she would like to eat.
- Also included in the packet were patient comments stating providers and nurses by name. Anita added it seems like it is the small things that are making a big impact on the patient's experience.
- Earl mentioned a friend of his had a visit to the Emergency Department and had a pleasant experience, especially with the X-ray tech on staff that night.

D. Commissioner Update – Kirk Wille

1. Kirk reported the county has finished construction at the weed department.
2. The Opioid Committee is very busy. Camille Evans has done a great job with the training she provided for first responders.
3. The Idaho Transportation Department will meet on December 6 at Emmett High School.

The plan is to address traffic on Highway 16.

4. The agreement with the city for utilities is nearing complete. It will go to the county for approval next week and go to the City Council on the 12th of December.

E. Emmett City Council Update – Dave Shaw

1. Steve Nebeker reported that Brad gave a great presentation to the City Council on November 7. The City Council approved the agreement to connect City, Sewer, and Water and Consent to Annexation for the development South of Highway 16 and Substation Road.

F. Finance Committee – Earl DeFur

1. Committee Report
 - Earl reported the Finance Committee met last Tuesday and reviewed the financial statements as well as discussed how difficult it has been to receive timely payments from our governmental insurances.
 - There were Capital items released from Q1. Corey mentioned a chiller needing replaced soon. Capital dollars will be reallocated when the expense is finalized.
2. Financing & Lease/Lease-Back – **ACTION ITEM** – IHFA/Hawley Troxell.
 - Chelsea Porter, Partner, and Bond Council Specialist for Hawley Troxell joined this meeting to explain the process in creating security with County-Owned hospitals to be able to receive financing from the banks and what the lease/lease-back process will look like.
 - The Hospital will need to go through IHFA (Idaho Health Facilities Authority) to create this type of arrangement since the real property is owned by the County.
 - The primary lease will be the short-term lease agreement with IHFA and the county. The Bank of Idaho will determine the rates for the loan and equity contribution. During the 12-month construction time, the interest will possibly be higher, but after the construction, the interest will reset at a lower locked in rate.
 - There will be a Requirement of the Authority which requires the hospital to maintain 60 days cash on hand annually. If it dips below that, the Authority reserves the right to hire a consultant to see what's needed to meet that covenant.
 - The loan estimate is just over \$3M, including project costs it goes up to \$4M.
 - The hospital would not need to come up with any additional costs out of pocket, this will all be covered in the lease.
 - Chelsea and Tahja will work offline to set up time with the County for approval once Chelsea completes any ancillary closing documents and the tax certificate for restrictions on what can be used. The date for attempting to close will be December 20.

Discussion:

Earl asked if there have been any issues. Corey noted so far there have not been any. Chelsea and Christian have been great to work with. Corey added the equity component is heavier on us rather than going through USDA. It will be a 75% loan to cost, which is fine since it saves us interest at first. The Debt service coverage ratio is \$1M and the authority is willing to work with the Bank.

Kirk asked what would happen if we defaulted on payments. Chelsea noted in the event that happens, the bank would essentially hire someone to come in and lease the hospital by another provider until the lease is completed. Chelsea added the bank would not oblige the County to make payments and in the 50 years that IHFA has been involved in this process, there has never been a default.

MOTION: Earl DeFur moved to approve the Resolution that was provided, authorizing the Authority for the lease agreement and to execute any documents that are required. Shane Roe seconded the motion. No objections, the motion passed.

3. Financial Statements

- There were 7 total swing bed days, 25 total admissions and 706 visits for Valor Health Family Medicine for the month of October.

- Sleep Lab numbers were good this month at 11 total.
 - The Imaging department drove the revenue for the month of October.
 - October ended at \$3.4M in total revenue. There was a 6% price increase that started on October 1.
 - The month ended at 43% contractual adjustment.
 - The expenses were \$1.83M. This was mainly due to Dr. Fox starting and 2 new travelers in MRI and CT.
 - The third ERC payment is still in process with the IRS.
 - The \$800K FEMA payment should be received by the end of this calendar year. Corey has submitted a similar project through FEMA for 90% cost share. It could take all FY24 if there is the possibility of receiving that payment.
4. Finance Dashboard
- Earl provided an overview of the dashboard for October 2023.

Discussion:

Judy mentioned she received a bill from a visit in February. Corey noted it could be just a onetime instance, but he will investigate further if this is an ongoing issue. Corey added the Billing team has been short staffed through most of the year.

G. Planning Committee – Judy Barbera

1. Committee Report
 - Judy gave a brief description of the Planning Committee. This committee consists of making recommendations to the Board regarding Valor's mission, strategic plan, expenditures along with the Finance Committee and reviewing reports for Workforce Planning.
 - The focus for FY24 will be the business case for the possibility of transitioning to independence and working with the adjacent landowner to expand Valor Health Center.
2. Committee Dashboard
 - FY23 Final Review
 - The Objectives for FY23 ended in green.
 - Q3 was yellow for City/County Leader interaction but recently Brad gave a presentation to the City Council and Corey, Dave and Brad also met with the County Commissioners.
 - FY24 Proposed Planning Committee Dashboard
 - The same objectives and goals aligned with FY24 with placing our Master Facilities plan as a priority.
 - The Planning Committee will continue to meet quarterly to place a deeper focus on meeting objectives presented.
3. Board Goals Dashboard
 - There will be quarterly surveys sent out to track the engagement of Board members for Valor events.
 - There is an opportunity for the Board to engage at the Valor All-Employee meeting coming up on December 14. Judy encourages Board members to attend. Victoria will send out quarterly surveys to track interaction of Board for Valor events.
 - Continuing Education and Meeting Participation – Green – the Board continues to meet monthly and includes quarterly meetings for further education.
 - Operation Oversight – Green
 - Foundation Support – Yellow – The Festival of Trees event was great. The brick fundraiser will continue after the Valor Health Center breaks ground.
4. FY24 Strategic Plan Update
 - Invent Tomorrow's Organizational Framework
 - There will be continued work on the business case and recommendation to support a move to independence. Brad and the team will get input consultants who worked with Kootenai Health who just left district ownership for independence.

- The Speed of Trust is moving throughout the organization. There are four trust squads made up of Department Leaders to offer Role Clarity, Employee Engagement, Process Improvements, and Reputation Enhancement.
- Fresh Facilities, Fresh Places
 - The city agreement is in place for Valor Health Center.
 - Matt reported Travis Whittemore is helping draft a letter for the family that owns the adjacent land.
 - Matt is working with Legato and Staci Carr for the public relations campaign on what Valor Health means to the community.
 - Facilities are gathering quotes for flooring to update renovations on the west side of the Hospital.
- Intentional Focus on Those We Serve
 - Valor continues to target Women's and Childrens care and behavioral health with a focus to expand these services.
 - Since we have brought on Pediatrician, Dr. Fox, there have been rave reviews and the volumes continue to climb. There is continued work on marketing and getting him out in the community.
 - Camille Evans, our Behavioral Health Specialist has given her notice. We're recruiting her replacement.
 - There will be a continued focus on determining the feasibility of an Occupation Health Program.
 - Kathy is part of the Technical Advisory Committee with PR2TA (Payette River Regional Technical Academy). The goal is to promote a resource for Senior Projects and job shadowing for healthcare students.
- Operational Excellence
 - Corey continues to work with the group in creating consistency across the organization for customer service and standardized workflows. Darlene Mangrum, our Revenue Cycle Director, has an extensive background and has also worked closely with the Patient Access team for the clinic and the hospital. There has been great improvement with registration accuracy moving from 47% to 96%.
 - Continue to optimize new service lines including the Lab Outreach and Chemotherapy Program. There are still issues with the Interface for the Lab Outreach program and Cerner. Corey will investigate what sources form IT are needed to complete the Interface. The partnership with Dr. Qureshi for Chemotherapy continues to move well. Even with coming on site twice a month there is an uptick in revenue with that service alone.
 - The plan to move to NetSuite continues as we move away from Infor, our current general ledger. The plan is to go live in April. NetSuite offers more capabilities from a financing and reporting standpoint. There is a technologist with EideBailey leveraging their expertise as we move along in this transition.

Discussion:

Matt Tucker asked if there is any work done to address the suicide increase from this last year. Brad noted Dr. Claussen and Camille Evans are working with the Suicide Prevention Coalition. Kathy added Camille is also reaching out to the schools and community to further build a relationship but there are some barriers she is facing. Matt Tucker mentioned he would be willing to help wherever is needed.

H. Performance Improvement Committee – Anita Taylor

1. Committee Report

- PICC Committee Description
 - Anita gave a brief PICC Committee description. The Committee consists of at least 2 board members that are assigned by the Board, Executive Team, Medical Staff appointed Physician, Risk & Compliance Coordinator and manager, Pharmacists and Facilities
 - The PICC Charter was also included in the Packet for Reference.
- New measures were added for MBQIP (Medicare Beneficiary Quality Improvement Program).

- MIPS (Merit Based Incentive Payment System) status showed where improvements can be made. There will be work on improving PDMP (Prescription Drug Monitoring Programs) checks, Immunization Registry Reporting and Syndromic Surveillance Reporting
- 2. Code of Ethics
- 3. Compliance Management Plan
 - These new policies were reviewed and recommended for Board approval at the October PICC meeting.
 - Shane gave kudos to the PICC Committee and added these are great documents that offer great information as well as the PICC Charter.

MOTION: Anita Taylor motioned to approve Compliance Management Plan and Code of Ethics. Judy Barbera seconded. No objections, the motion passed.

I. Medical Staff – Dr. Madison Beatty

1. November Medical Staff Meeting Summary* (*reference only*)
 - Dr. Scott Armstrong that will serve as Dr. Pittard's back-up for Gynecology, was recommended for Board approval at the last MEC meeting.
 - Dr. Beatty and Dr. Sebastian have received privileges for Labor & Delivery with West Valley and have since had 2 successful deliveries.

J. Patient Care Services – Matt Godfrey/Kathy Prindle

1. General Update
 - Matt Godfrey
 - The Trunk or Treat event on October 30 was successful. There was great engagement from the staff and community.
 - A new service for Tele-Psychiatry is set to begin in January. The onboarding and privileges are rolling out smoothly.
 - Dr. Lisenbey has given his notice as it is hard for him to make the commute. There will be work on hiring an ED Physician to work on a as needed basis.
 - Matt gave kudos to Darlene Mangrum, Erika Perez and Yaquelin Fonseca in all the work they are doing to improve patient access registration accuracy.
 - As we move forward with Valor Health Center, there will be a new position made for an Urgent Care Provider Lead role.
 - Kathy Prindle
 - Valor recently received 1st place in the float division for the Magic on Main Street lighted parade.
 - Kathy is working on restructuring the Radiology team since Brad Stokes has recently been let go as Radiology manager.
 - Renee McDaniel and Billie Osterhoudt have been doing great as managers.
 - Laurel Whittemore, our Clinical Educator has transitioned to PRN (as needed) to focus on her flight job.
 - Small Labor & Delivery update - Dr. Sebastian and Dr. Beatty are having a tough time with the call volume for West Valley and there hasn't been any recent precipitous deliveries in our Emergency Department.

K. Provider Privileging Approvals – ACTION ITEM

1. November 2023

MOTION: Dave Shaw recommended approving the listed providers with the exception that there will be more peer review documentation provided for Timothy Powell. Earl DeFur. moved to approve the provider privileging for:

- Brett Mumford, Family Medicine, Active Staff
- Scott Armstrong, Gynecology, Associate
- Korin Velez, Family Medicine/Urgent Care, Associate Staff
- Timothy Powell, Anesthesia, Active Staff.

Shane Roe seconded. No objections. The motion passed.

Discussion:

Earl DeFur asked how much Dr. Brett Mumford has been working since his departure to independent practice. Matt noted he has not picked up many Emergency Department shifts and he is not on the call schedule until January 1, 2024. There was concern with the Board with his recent behavior. Brad noted the MEC can address any behavior and utilize corrective action if needed.

L. Board of Trustees

1. General Update
 - There will not be a December Board meeting.
2. Other Upcoming Meetings
 - Medical Staff – December 5 at 7:30 a.m., January 2 at 7:30am
 - Susan Morgan and Judy Barbera will attend the December 5 meeting and report for the Board.
 - Dave Shaw will attend the January 2 meeting and report for the Board.
 - PFAC – December 21 at 12 p.m., January 18 at 12 p.m.
 - Earl DeFur/Matthew Tucker will attend the December 21 meeting and report for the Board.
 - Judy Barbera will attend the January 18 meeting and report for the Board.
3. Agenda Items – Submit by January 8

M. Foundation Update – Brad Turpen

- The Festival of Trees was a wonderful event. Larissa Kimball and the Foundation put together a phenomenal event. There were tens of thousands of dollars raised through that event. Valor Health and Judy Barbera were able to purchase a couple of the trees displayed.
- There will be a meeting on December 12 with the Foundation to prioritize funding from a Valor Health standpoint.
- There is a Board member needed for the Foundation if anyone has any interest.
 - Suzi Morgan responded she is interested in joining the Foundation.

N. Administration

1. General Update
 - Brad gave kudos to the team that participated in the Magic on Main Street parade. The staff did bake sales to raise money for the lights and decorations.
 - Matt is working on updating physician agreements and has put a lot of effort into that.
 - Victoria is working on the holiday celebration for Valor Health with updates to come.
 - The benefits decision for 2024 was finalized, with about a 17% increase with the premiums chosen.
 - The Board orientation for Matt Tucker and Suzi Morgan went well.
 - There will be Medical Staff elections at the December Medical Staff Meeting.
 - Brad recently met with Senator Grow and did a presentation on Valor Health Center.
 - Representatives Hill and Tanner will also be potentially visiting the hospital for a facility tour.
 - Brad will attempt to meet with Governor Little as there is discussion on a potential cut to the Upper Payment Limit. This is a federal payment that the hospital receives to offset from the payments of patients on Medicaid.
 - Kirk mentioned Brad should reach out to Valley Family as they were not aware of the expansion of the ancillary services at Valor Health. Brad noted he will reach out.

IV. NEW BUSINESS

A. Executive Session – None

V. ADJOURNMENT

Being no further business, the meeting was adjourned at 8:52 a.m.