BENEWAH COMMUNITY HOSPITAL
GOVERNING BOARD MEETING
Wednesday, February 26, 2020, 6:30 a.m.
Francie Walters Board Room, Benewah Community Hospital, St. Maries, Idaho

MINUTES

Present:	Dan Hammes	Carol Humphrey	Mike LaPlante
	Richard Schumacker	Peggy Cuvala	Dave Cox
Staff:	Liz Sellers	Lori Minier	Kristi Masterson
	Rebecca Plante	Dean Angell	Dr. Bill Wheeler
	Andrew Wadsworth	Cindy Draper	
Other:	Phil Lampert, County Commissioner		

1. **Call to Order –** Chairman Hammes opened the meeting at 6:26 a.m.

   Amend Agenda: Hammes requested the Board take action to amend the agenda to add item 7.2.4. Canon Medical Imaging - CT Lease Agreement, ACTION. Reason not previously on agenda: Canon sent the agreement and quote end on business day on 02/24/2020. Administration reviewed on 02/25/2020. Quote expires beginning of March 2020.
   A **motion** made by Humphrey, second by Cuvala, to amend the agenda, adding action item 7.2.4. Canon Medical Imaging – CT Lease Agreement. The motion passed.

2. **Executive Session**

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At 6:28 a.m., a **motion** made by LaPlante, second by Cuvala, to adjourn into executive session per Idaho Code 74-206(1)(b) Personnel. Roll Call Vote: All ayes. The motion passed.
Present at this time: Hammes, Humphrey, LaPlante, Cox, Schumacker, Cuvala, Sellers, and Plante.
Plante exited at 6:28 a.m.
Lampert entered at 6:45 a.m.

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The Board came out of Executive Session at 6:53 a.m.

*****General Board meeting temporarily adjourned at 6:53 a.m. to be continued after the Finance Committee meeting.**

Meeting reconvened at 7:34 a.m.

3. **Regular Session**
   Present at this time: Cuvala, Cox, Schumacker, Humphrey, LaPlante, Sellers, Plante, Wheeler, Angell, Masterson, Draper, Wadsworth, and Lampert.

4. **Approve Minutes** – A **motion** made by Cox, second by Cuvala to approve the meeting minutes from January 22, 2020, February 12, 2020, and February 17, 2020. The motion passed.

5. **Open Forum/Visitors**

5.1. **TD Ameritrade Merge to Matrix Trust Co.** – *Patrick Anthony and Kirt Fredericks will arrive around 8:00 a.m. for their presentation. Item tabled temporarily.*

6. **Medical Staff** – Dr. Wheeler gave kudos to the OR staff.

7. **Board Committee Reports**

7.1. **Performance Improvement Committee –** Schumacker stated that Masterson did a great job on her report. The Board stated that they are very sorry to see Masterson go and wished her well.

7.2. **Finance Committee –** The Finance Committee met this morning prior to the Board meeting.

7.2.1. **Approve January Financials –** A **motion** made by LaPlante, second by Cox, to approve the January Financials. The motion passed.

7.2.2. **2020 IHA Dues –** A **motion** made by Cuvala, second by LaPlante, to approve the 2020 IHA Dues. The motion passed. BCH pays these fees monthly.

7.2.3. **TD AmeriTrade Merge to Matrix Trust Co., -** *Patrick Anthony and Kirt Fredericks will arrive around 8:00 a.m. for their presentation. Item tabled temporarily.*

7.2.4. **Canon Medical Imaging CT Lease Agreement** – Current CT equipment is aged, and it won't be long until it is unserviceable. We have also had some downtown with the CT. Canon is requesting two weeks for this project: One week for install and one week of staff training. Minier will coordinate with facilities as we will need to update the room. During downtime, we will have a mobile unit onside under contract with a 3rd party, and Canon arranges this for us; discussion followed. A **motion** made by Schumacker, second by LaPlante, to approve the Canon Medical Imaging CT Lease Agreement. The motion passed.

7.3. **Medical Staff Committee** – Hodge absent. No items to report from the Medical Staff meeting.

7.4. **Board Nominations and Bylaws/Policy Committee**

7.4.1. ***Upcoming Board Terms Discussion –*** Dan Hammes' and Mike LaPlante's Board terms are up this year, expiring 07/01/2020. Per Idaho Law, we have to present three candidates to the County Commissioners. If Hammes and LaPlante would like to serve another term on the Board, we will need to present one more candidate to the County Commissioners prior to their expiration. Cox tasked each Board member to come up with two potential candidates by next week.

8. **Contracts** – No contracts at this time.

9. **Board/CEO Staff Communications**

9.1. **Board Rounding** – Discussed in 9.2.

9.2. **Board Recap from KH Symposium –** Cox stated that at the KH Symposium, there was a speaker who advised against Board rounding. Cuvala stated that board rounding was originally developed for safety issues. Sellers stated that the speaker specified that this can give staff an avenue to run directly to the Board, not following proper chain of command; discussion followed. *Schumacker exited at 7:52 a.m*. The Board's intention for Board rounding is both for recognition and safety. The Board asked Administration's view on rounding; discussion followed. Lampert stated that ground rules should be laid out as well as education to staff; discussion followed. *Plante exited at 8:06 a.m.*

Plante, P. Anthony, and K. Fredericks entered at 8:08 a.m.

(5.1) TD AmeriTrade Merge to Matrix Trust Co. Presentation – Patrick Anthony from Randall and Hurley and Kirt Fredericks from RBC Wealth Management explained the merge of TD AmeriTrade to Matrix Trust Company; Board signatures required for fiduciary duty. Fredericks gave an update on the market; discussion followed. *Wheeler exited at 8:26 a.m.*

(7.2.3. TD AmeriTrade Merge to Matrix Trust Co.) – A **motion** made by Cuvala, second by Cox, to approve the merge from TD AmeriTrade to Matrix Trust Co. The motion passed. *K. Fredericks exited at 8:29 a.m. P. Anthony exited at 8:33 a.m.*

10. Administrative Reports/Questions – The Board and administration had discussions regarding the following items: Emergency Preparedness, relationship with St. Maries Ambulance, (*Plante exited at 8:37 a.m. Plante entered at 8:40 a.m.*) medication scanning, readmissions, and employee FTEs.

11. Follow-Up Items

11.1. **Physician Recruitment Update** – Plante gave an update on Physician recruitment for our Family Practice Physician opening. Plante thanked Board and Staff members for their participation in last week's Physician interview.

12. Communications

12.1. **BetterCARE Report –** Masterson stated that the BetterCARE Bake Sale will be on Good Friday.

12.2. **Board Education –** Nothing at this time. The Board stated that the Symposium provided some great education.

13. Executive Session – No further executive session needed.

Meeting adjourned at 8:48 a.m.

Respectfully submitted,

Approved by:

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Rebecca Plante, Board Secretary

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Dan Hammes, Board Chairman