

**TELLURIDE HOSPITAL DISTRICT**  
**May 25, 2007**  
**REGULAR BOARD MEETING MINUTES**

*Board Members in attendance: Alexandra Dujardin/Secretary , Albert Roer/Treasurer, Allen Solomon, MD and Mark O'Dell*

*By Phone: Bill Grun/President.*

*TMC Management Present: Gordon Reichard/Administrator, Julie Wesseling/Financial Manager and Peter Hackett, MD/ IFAM Director and Cheryl Fitxhugh, CRT/Radiology Manager*

*Invited Speakers by telephone*

**I. CALL TO ORDER & PUBLIC MEETING WELCOME**

Albert Roer called the meeting to order at 8:35am

**II. MINUTES**

Board members reviewed the minutes of the previous meetings and there were no additions or corrections.

**Motion:** Albert Roer moved that the board approve the minutes of the April 27, 2007, May 2, 2007 and May 10, 2007 as written. Bill Grun seconded the motion. The motion passed unanimously.

**III. ADMINISTRATIVE REPORT**

Gordon Reichard presented the Administrator's Report (see attached). The report and the following additional topics were discussed.

- Allen, Alexandra and Gordon will meet over the next month with St Mary's and Mercy Hospitals to discuss further the details of affiliation
- The board supported the development of an RFP for an architect for the design of the new medical center facility based upon space needs identified by TMC Medical Staff and approved by the board.
- The business aspects of IFAM were discussed including initial funding and on-going fund raising.
- The Capital Equipment Request submitted to the Medical Capital Fund was approved with the exception of the phone system. The ultrasound system funding is contingent upon a staffing plan for a technologist. TMC will purchase the phone system out of revenues.

**IV. FINANCE REPORT - Julie Wesseling**

The finance report was summarized and discussed. (See attached)

The report was postponed until the conclusion of the scheduled phone conferences.

**V. MEDICAL STAFF REPORT**

No report was given at the meeting.

**VI. TMC & IFAM BYLAWS**

Stephen Nash, Attorney presented via telephone a draft of TMC and IFAM Bylaws (see attached). Board members required more time to read and research the proposed bylaws before further discussion and a possible vote at the next board meeting. Gordon will serve as contact between the board and Stephen Nash and the resultant draft will address the concerns and comments of the board.

**VII. PREPARING FOR A NEW FACILITY**

Alan Spidel, Regional VP of Lancaster Pollard presented via telephone on steps needed in the acquisition of a new facility. Recommendations were made to use a 'Design Bid Build' approach to provide latitude in procuring government funding, the drafting of a Reimbursement Resolution to allow reimbursement of revenues from a bond for services rendered prior to the passage of the bond and a recommendation to contact Meeker Hospital District for suggestions on possible legal structure of the bond.

**(IV. FINANCE REPORT continued)**

The AR and bulk write offs by GO Partners were discussed. The board requested that Gordon, with the assistance of John Steel, Attorney, initiate a proposal to recoup money that was written off due to timely filing by GO Partners. The proposal will be based upon Julie's data on payor mix and what is reasonable to have expected to collect on the billed charges.

The board requested that Julie report quarterly on write offs attributed to indigent care and Care Support Program.

The Primary Care Model will be reviewed and a proposal to change the model or keep going with the same model will be presented at the next board meeting.

**VIII. BOARD SUBCOMMITTEE REPORTS**

- Medical Quality Assurance - No report was given.
- Personnel - The Cost of Living Raise proposal presented to the committee by TMC HR Manager was discussed.  
Motion: Alexandra Dujardin moved that the board approve the proposed 4% cost of living raise for the second half of 2007 which results in a cumulative 6% increase for the year. Mark O'Dell seconded the motion. The motion passed with the four members present voting in favor. (Bill Grun was no longer available by phone.)
- Finance - No additional report was presented.
- Capital Equipment - No additional report was presented.
- Site - Gordon, Allen and TMC providers will meet to match space requirements with services to be provided at a new facility which will be used for the basis of the architects design.
- Strategic Planning - No report was presented.

**IX. OLD BUSINESS**

The relationship between Telluride Foundation and Telluride Hospital District was discussed.

Motion: Alexandra Dujardin made the motion that Gordon Reichard contact Paul Major on behalf of the board to request that the 2004 agreement between the Telluride Hospital District (THD) and the Telluride Medical Capital Fund (TMCF) be ratified as written and agreed upon in 2004, dated 2007, and signed by appropriate representatives of both TMCF and THD. Albert Roer seconded the motion. The motion passed with all four board members in attendance voting in favor.

Gordon will present the motion to Telluride Foundation.

Motion: Allen Solomon made the motion that Gordon Reichard contact Paul Major on behalf of the board to request an accounting of TMCF F.E.A.S.T. funds from January 2006 to the present, including funds raised at the 2007 F.E.A.S.T. banquet, and documenting monies spent from these funds from January 2006 to the present. Albert Roer seconded the motion. In discussion, Mark O'Dell expressed discomfort that telephone contact with Bill Grun had been lost prior to this point in the board meeting, so Bill was unable to enter into the discussion of this motion. The motion passed with three board members voting in favor and one abstention.

Gordon will present the request to Paul Major prior to the next board meeting and will apprise Bill Grun of the motions.

Discussion of the Memorandum of Understanding with University of Colorado was postponed.

**X. NEW BUSINESS**

The contract and performance goals of the TMC Administrator were discussed.

**Motion:** Alexandra Dujardin moved that the Telluride Hospital District Board approve the contract between the TMC Administrator and THD as negotiated in January 2007 and amended on March 5, 2007. Allen Solomon seconded the motion. The motion passed with the four members present voting in favor

Alexandra and Gordon will meet regarding the quantification of the proposed discretionary compensation package and will present it at the next board meeting.

The board clarified that the funds provided to IFAM by the THD board was a one time grant of \$100,000 to be used as seed money for start up.

**XI. EXECUTIVE SESSION**

**Motion:** At 12:15pm Alexandra Dujardin moved that THD Board enter into executive session for the purpose of discussing possible acquisition of land for a new facility according to §24-6-402(4)(a) CRS "concerning the purchase, acquisition, lease, transfer or sale of any real, personal, or other property interest." As required by Open Meetings Law, executive session was electronically recorded. The recording will be kept for 90 days.

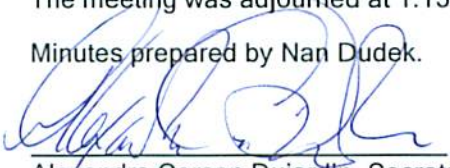
**XII. PUBLIC COMMENT**

There was no additional public comment.

**XII. ADJOURNMENT**

The meeting was adjourned at 1:15pm.

Minutes prepared by Nan Dudek.

  
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Alexandra Corson Dujardin, Secretary  
Telluride Hospital District