

**TELLURIDE HOSPITAL DISTRICT**  
**December 18, 2008**  
**REGULAR BOARD MEETING MINUTES**

Board Members in attendance: *Albert Roer/Treasurer, Allen Solomon, MD/Secretary, Pamela Sante/Vice President and Dan Garner.*

Excused absence: *Bill Grun/President*

TMC Management Present: *Gordon Reichard/Administrator, Julie Wesseling/Financial Manager*

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

Pamela Sante called the meeting to order at 8:45am.

**II. MINUTES**

The minutes of the November 25, 2008 Regular Board Meeting and the December 10, 2008 Special Board Meeting were presented and discussed.

**Motion:** Allen Solomon, MD moved to approve the minutes of both the Regular and Special Board Meetings as presented. Albert Roer seconded the motion. The motion passed with all members present voting in favor.

**III. MEDICAL STAFF UPDATE**

Dr. Dan Hehir presented to the Board for approval the credentialing packet of Megan Crider, MD, ED Resident and Mark Ellis, MD, IFAM & ED Resident. The caveat with the two applications is that they have not provided TMC with a certificate of insurance therefore they have not been to Medical Staff Credentialing Subcommittee, Medical Staff or the TMC Administrator for approval. Therefore Dr. Hehir requested approval of their credentials pending the provision of the certification of insurance for professional liability and approval by the other bodies.

**Motion:** Albert Roer moved to approve credentials of the two residents pending the provision of the certification of insurance and approval by the Medical Staff. Allen Solomon, MD seconded the motion. The motion passed with all members present voting in favor.

Dr. Dan Hehir requested clarification of an August 2007 Regular Board Meeting motion on matching funds from THD for the CROP grantees. His recollection was that Director Alexandra Dujardin had stated and it was approved by the board that the matching funds were to be paid out to the three applicants regardless of any matching funds from CROP? The August 2007 minutes were silent on this point. The board requested that there be a budget allowance for CROP grants in the 2009 budget.

**Motion:** Albert Roer made a motion to clarify previous board minutes that the Board of Director's intent was to grant funds as requested to the school loan agencies despite lack of matching CROP grant on behalf of the grantees. Pamela Sante seconded the motion and it carried with all four board members voting in favor.

**IV. ADMINISTRATOR'S REPORT**

Gordon Reichard presented the Administrator's Report (see attached). The board discussed further the "Swing" provider report as submitted by Eric Johnson. They instructed the Administrator that he should try to limit what the higher paid employees do when lower priced employee can do the same work.

Allen Solomon, MD requested that at the next med staff meeting, the providers be queried about their satisfaction with the quality of the St. Mary's radiologists over-reads.

Gordon Reichard presented the opportunity for TMC to become owners in the Healthcare Management (HCM) company in Grand Junction. HCM operates both A-1 Collection Service and Accounts Receivable Services, of which we use both. The board felt they needed more information before a decision is made. The concern was that THD not become obligated to unseen risk by becoming an investor with no upfront investment. Gordon will contact HCM's CEO and request the following information be shared: An investor package, financial reports, and the statutory voting arrangements. Gordon will wait until the performance evaluation of ARS has been completed before proceeding any further with applying for ownership in HCM.

The metrics for the 2009 bonus was discussed. It was agreed that at the conclusion of 2009, a staff bonus would be paid if the bottom line (Net Income) is at least 3% of the Net Revenue. Then bonuses will be paid out to the degree we have revenue above the 3% of NR up to a maximum bonus of \$101,900 (without taxes). It is understood that the bonus calculation will be exclusive of any fundraising income for capital projects

(i.e., if funds have traditionally come to TMC as unrestricted donations that have been used in operations those funds can be counted toward the bonus).

Motion: Dan Garner made a motion to amend the 2009 budget to include a staff bonus of \$101,900. Pamela Sante seconded the motion and it carried with all four Directors voting in favor.

November Financial Statements were presented by Julie Wesseling, Financial Manager and were discussed by the members (see attached). The board requested that the TMC Foundation discuss how they are going to deal with historic unrestricted donations that have traditionally gone directly to TMC to fund operations in the past. To this point, the Finance/Audit Subcommittee will meet after the first of the year with Kate Wadley in attendance to discuss the TMC Foundation accounting implications of where Kate's salary is categorized, accounting for traditional unrestricted donation that will now go to the TMC Foundation and how to represent profit and loss of the foundation on the consolidated balance sheet.

The board requested that future financial reports include: 1) A variance column on the Income Statement, 2) A trend for Gross Profit and Expenses and 3) A previous year comparison for the Accounts Receivable page in the Financial Report.

Julie told the board that she would have a report from athena on what they are doing to reduce the backlog of old Medicare unapplied payments. (This is an issue of having Medicare payments but not being able to post them without the patient specific "Explanation of Benefits" (EOB)).

#### V. SUBCOMMITTEE REPORTS

Medical Quality Assurance - Allen Solomon, MD - No Report

Personnel - Pamela Sante - Reported on holiday gift (Smuggler's \$35 Gift Certificate) that was given to the TMC staff on behalf of THD and a meeting with the administrator to discuss the 2009 staff bonus structure.

Finance/Audit - Dan Garner - Planning on meeting with the Finance/Audit Subcommittee after the first of the year to review the THD allocation

Capital Equipment - Albert Roer - Reported that THD received \$225,000 from the Telluride Medical Capital Fund to assist with the purchase of the 16 Slice CT Scanner and granted Eric Adolph's request for \$25,000 matching funds for an upgrade to TMC's IT System.

Fundraising - Pamela Sante - Pamela wanted to note the outstanding job that Kate Wadley is doing as the Executive Director of Philanthropy in planning for the March 12<sup>th</sup> F.E.A.S.T.

Strategic Plan - Bill Grun - No Report

New Facility - Dan Garner - Albert Roer stated he would follow-up with the owner of the Centrum building regarding the purchase price of the first and second floors.

IFAM Liaison - Bill Grun - No Report

#### VI. OLD BUSINESS

No Old Business

#### VII. NEW BUSINESS

Set THD Board Meeting dates - Friday, January 30, 2009; Friday, February 20, 2009 and Friday, March 20, 2009 all at the Telluride Fire Station on Columbia from 08:30am to 12:30pm

#### VIII. PUBLIC COMMENT

TMC's Grant Coordinator, Barbara Newby presented a grant opportunity with the El Pomar Foundation that requires a Board statement of support. Barbara will be applying for funds to continue to support the Visiting Mental Health Specialist Program after current funding expires in March of 2009. The board assured Barbara that they were aware of and support her application to the El Pomar Foundation which will offer the community the continuation of psychiatric services at TMC.

IX. ADJOURNMENT

Dan Garner moved for adjournment and Albert Roer seconded. The meeting was adjourned at 11:03 am.

Minutes prepared by Gordon Reichard



Allen Solomon, MD  
Secretary, Telluride Hospital District Board