

Community Medical Center
2827 Fort Missoula Road
Missoula, MT 59804

Board of Directors Retreat and Meeting
October 25, 2013
Meeting Record

Recorder: Caroline Deak, Executive Assistant

PRESENT: Scott Stearns; Tanya Ask; Frank D'Angelo; Mark Garnaas, MD; Scott Hacker; Bill Johnston; Barry Kenfield, CMC Foundation President; Jan Parks; Suzanne Peterson; Robert Phillips; Mike Stewart, MD; John VanStrydonck

EX OFFICIO: Steve Carlson, President/CEO; David Lechner, MD, CPG President and Chief Medical Officer; Jay Lowder, MD

NOT PRESENT:

GUEST(S): Carsten Beith, and Jim Moloney (Cain Brothers); Stan Moser, Executive Vice President; Mary Windecker, VP Strategic Planning and Marketing; Nick Roberts, Vice President of Fund Development; Sigri Thorn-Gildea, Campaign Fundraising Director

TOPIC	DISCUSSION	FOLLOW-UP	RESPONSIBLE PERSON
<u>Retreat</u>	Mr. Scott Stearns, Chair, started the retreat meeting at 8:03am in the boardroom of the First Interstate Bank located at 101 East Front Street in Missoula, Montana.		
<u>Partnering Update</u>	Carsten Beith, with Cain Brothers gave an overview of the partnering process to date. A MOTION was made, seconded and carried to advise Bidder 4 of Community's interest in receiving their proposal. The vote was 10-2 in favor of the motion.		
<u>Strategic Planning</u>	Mary Windecker gave a presentation on the concept of CMC creating a foundation funded by the proceeds of a sale, and the foundation proceeds funding clinical research.		
<u>Foundation Presentation</u>	Nick Roberts gave a presentation on the CMCF work being done, primarily the opening of the new cancer center and construction of the radiology oncology building. He invited all board members to attend the cancer center open house scheduled for November 4. Mr. Kenfield stated they're spending a lot of time on fundraising, with Bob Phillips and Sigri-Thorn Gildea serving as co-chairs. He requested personal gifts from the board, with a goal of a combined Significant donors will be contacted, and calls will be made to board members for suggestions of possible donors within the community. The overall goal is , but he's optimistic of the foundation's ability to exceed this goal. Mr. Roberts introduced Sigri Thorn-Gildea, CMCF's Campaign Fundraising Director, hired to work in community relations. In regards to the question of fundraising during the partnering process, Mr. Phillips stated the CMCF will remain the same, no matter the outcome of the partnering, and that the majority of foundation funds are restricted. Mr. Kenfield stated the foundation will always be present, and the need for cancer care will never go away regardless of the relationship with a new partner. Mr. Carlson said funds donated to oncology can be designated by the donor to other areas, regardless of what transpires.		

<p><u>Governance Assessment Survey Results</u></p>	<p>Ms. Debra Stock from AHA presented the results of the governance assessment survey.</p> <p>The governance assessment process is based on seven dimensions of governance: performance and contribution, functioning, structure, composition, infrastructure, meetings and culture. Board strengths and opportunities were identified, as well as suggestions for next steps.</p> <p>Mr. Johnston suggested conflict of interest be mentioned at the start of each board meeting, and Dr. Garnaas stated it would be valuable to also state the mission statement.</p> <p>While our CEO serves as an ex officio non-voting member, studies show the best operating boards have a voting CEO. In regards to executive performance and compensation, Mr. Stearns said the board needs to look at the three recommendations: CEO serving as a voting, ex-officio board member, CEO retention plan and a senior leadership succession plan. Mr. Carlson stated he can develop the senior leadership succession plan.</p> <p>An annual community health needs assessment is required by law, and needs to be done by the end of the year. Medical staff development/engagement plans also need to be done and Mr. Stearns said this will be discussed at the next CMC Quality and Patient Safety Committee meeting.</p> <p>In regards to finance, Mr. Johnston asked about the compliance plan and Mr. Carlson responded that a report can be made to the finance committee.</p> <p>Mr. Stearns suggested a board structure assessment be done every three years, and Ms. Stock will send us the peer assessment tool.</p> <p>Board orientation to be scheduled for November for new members who haven't received it.</p>		
<p><u>Cain Presentation (Con't)</u></p>	<p>Carsten Beith from Cain brothers continued his presentation on the next steps in the partnering process.</p>		
<p><u>Adjournment</u></p>	<p>The retreat adjourned at 3:25pm.</p>		
<p><u>Board of Directors</u></p>	<hr/>		
<p><u>Call to Order</u></p>	<p>Mr. Scott Stearns, Chair, called the CMC Board of Directors meeting to order at 3:35pm in the boardroom of the First Interstate Bank located at 101 East Front Street in Missoula, Montana.</p>		
<p><u>Agenda</u></p>	<p>The Agenda stood as presented. All referenced materials are filed with the permanent record.</p>		
<p><u>Consent Ager</u></p>	<p>A MOTION was made, seconded, and carried to approve the September 26, 2013 Board of Directors, and July 17, 2013 Quality and Patient Safety Committee meeting record.</p>		

<u>Quality and Patient Safety</u>	No meeting this month.		
<u>Medical Staff Report</u>	<p>Dr. Lowder presented the eleven reappointments and all are recommended for approval.</p> <p>A MOTION was made, seconded, and carried to approve the eleven reappointments as recommended by MEC and the Quality and Patient Safety Committee.</p>		
<u>Committee Reports</u> <u>Audit and Finance</u>	Mr. VanStrydonck stated there is no report because there was no meeting this month. The audit report will be presented at the November audit and finance meeting.		
<u>Planning</u>	No meeting this month.		
<u>Governance Committee</u>	Mr. Johnston requested the CEO evaluation survey be completed and returned to administration by November 1. The results will be presented to the CMC Executive Committee by the end of November. Mr. Johnston stated the formal CEO evaluation process and timeframe needs to be incorporated into the board policies and procedures. He also stated the vision and conflict of interest statements should be read at the beginning of the board meetings.		
<u>Foundation</u>	Mr. Kenfield stated the CMCF is active with the "employee giving campaign" and it's going well. The Foundation will look for more prominent placement on the CMC website. The upcoming hockey event should be a successful fund raiser.		
<u>Financial Report</u>	Mr. VanStrydonck provided an overview of the September 2013 income statement. Mr. Moser stated A.R. management will be done over the next 120 days. Mr. Carlson stated the plan is to have days in A.R. back on budget by January 1, 2014. Mr. Moser projected better financial performance for the second quarter of FY14.		
<u>President's Report</u>	Mr. Carlson reported on activity relative the physician recruitment.		
<u>Adjournment</u>	Mr. Stearns adjourned the meeting at 4:15pm.		
<u>Executive Session</u>	The executive session began at 4:15pm and adjourned at 5:00pm.		

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Approved by Scott Stearns, Chair

SIGNATURE