

Community Medical Center
2827 Fort Missoula Road
Missoula, MT 59804

Board of Directors Meeting
January 16, 2014
Meeting Record

Recorder: Caroline Deak,
Executive Assistant

PRESENT: Scott Stearns; Tanya Ask; Mark Gamaas, MD; Scott Hacker; Bill Johnston; Barry Kenfield, CMC Foundation President; Jan Parks; Suzanne Peterson; Robert Phillips; Mike Stewart, MD (via phone); John VanStrydonck

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

NOT PRESENT: Frank D'Angelo; Jay Lowder, MD; Timothy Richards, MD

GUEST(S): Stan Moser, Executive Vice President; Carsten Beith and Daniel Koob, Cain Brothers, Jim Moloney Cain Brothers (via phone)

TOPIC	DISCUSSION	FOLLOW-UP	RESPONSIBLE PERSON
<u>Call to Order</u>	Mr. Scott Stearns, Chair, called the CMC Board of Directors meeting to order at 11:35pm.		
<u>Agenda</u>	The Agenda stood as presented. All referenced materials are filed with the permanent record.		
<u>Governance - Dr. Jay Lowder</u>	Mr. Johnston stated after reviewing the bylaws, four board members can be affiliated physicians, which allows Dr. Jay Lowder to be voted onto the board for a three year term as a voting member. A MOTION was made, seconded, and carried to vote Dr. Jay Lowder onto the CMC Board of Directors to serve a three year term.		
<u>Consent Agenda</u>	A MOTION was made, seconded, and carried to approve the November 21, 2013 meeting record, the December 19, 2013 meeting record, and the December 19, 2013 Audit and Finance Committee meeting record.		
<u>Quality and Patient Safety</u>	The committee did not meet in January.		
<u>Medical Staff Report</u>	Current medical staff president Timothy Richards was unable to attend the meeting, so Dr. David Lechner presented the medical staff recommendations. A MOTION was made, seconded, and carried to approve the eleven initial applicants as recommended by the Medical Executive Committee. A MOTION was made, seconded, and carried to accept the eight resignations as recommended by the Medical Executive Committee. Dr. Lechner reviewed the providers presented for reappointments, with two providers receiving short term reappointments. Dr. _____ reappointment term will be January 31, 2013 through February 28, 2014, until his pending documentation is reviewed again by the credentialing committee on February 24, 2014.		

Committee Reports
Audit and Finance

Dr. short term reappointment from January 31, 2013 through February 28, 2014, will be extended if documentation of receiving the lacking 13 CME credits is received prior to February 29, 2014.

There are no other exceptional issues with any of the other reappointments.

A **MOTION** was made, seconded, and carried to approve the eleven reappointments as recommended by the Medical Executive Committee.

A **MOTION** was made, seconded, and carried to approve the five privilege lists as recommended by the Medical Executive Committee.

Mr. VanStrydonck presented an overview of the financial report, and requested a vote to approve the capital equipment request of the purchase of condominium unit 213 in Building 1 for the new perinatology suite. This suite is located on the same floor as the CPG OB/ GYN department and will be used for the new perinatologist joining CPG in April.

A **MOTION** was made, seconded, and carried to approve the capital equipment request of \$151,950 for the purchase of condominium unit 213 in Building 1, for the new perinatology suite.

First Interstate Bank requested a letter from the board of directors listing the authorized signers with signature, for the CMC First Interstate checking, savings, investment and other bank accounts. The authorized signers are Steve Carlson, David Richhart and Stan Moser. Mr. VanStrydonck noted the letter did not list First Interstate Bank in the document, so this wording will be added to the final letter.

A **MOTION** was made, seconded, and carried to approve the letter, with the addition of First Interstate Bank, listing Steve Carlson, David Richhart and Stan Moser as authorized signers for the CMC First Interstate checking, savings, investment and other bank accounts.

A seconded motion from the board audit and finance committee was received requesting approval of a request from Mississippi Medicaid for a board resolution authorizing David Richhart as executor of their contract. This is needed so a claim for a Medicaid patient from Mississippi, treated at CMC, can be processed.

A **MOTION** was made, seconded, and carried to approve the Mississippi Medicaid Board of Directors Resolution Form authorizing David Richhart as executor, so the Mississippi Medicaid claim can be processed.

<p><u>Planning</u></p> <p><u>Governance Committee</u></p> <p><u>Financial Report</u></p> <p><u>Foundation Report</u></p> <p><u>President's Report</u></p>	<p>The committee did not meet in January.</p> <p>The committee did not meet in January.</p> <p>No financial report.</p> <p>Mr. Kenfield requested approval by the board of the CMC Foundation by laws and officers.</p> <p>A MOTION was made, seconded, and carried to approve the amended and restated bylaws of the Community Medical Center Foundation, Inc.</p> <p>A MOTION was made, seconded, and carried to approve the officers of the Community Medical Center Foundation, Inc.</p> <p>Mr. Carlson provided a follow up to the conversations with _____ regarding an _____ contract. He recommended going forward with a 5 year contract, which allows CMC a 270 day notice to cancel. _____ is allowed to cancel if CMC changes ownership.</p> <p>The AHA recently recognized two CMC programs: Random Acts of Kindness and Nurse on Call, for innovation and creativity.</p>		
<p><u>Adjournment</u></p>	<p>Mr. Stearns adjourned the meeting at 12:05pm.</p>		
<p><u>Executive Session</u></p>	<p>The executive session began at 12:10pm</p> <p>Mr. Stearns expressed the importance of confidentiality.</p> <p>Carsten Beith from Cain Brothers presented an update on the evaluation of the bidder presentations and the results from the matrices.</p> <p>The partnering candidates were discussed, and each voting board member provided the name of two final candidates. The board decided to select _____ and Regional Care/Billings Clinic as the two finalists.</p> <p>The importance of women's care was emphasized, with the expectation that existing services would remain available to women post restructure. Other items to be addressed at the 2-21-14 meeting in _____ include: clarity on restriction of funds, how quality of patient care will be improved, and plans pre and post</p>		

	<p>Mr. Beith stated the next steps are the reverse due diligence, which can be completed in 30-45 days.</p> <p>Mr. Stearns stated the board should have the opportunity to visit hospitals of the final two candidates, if desired.</p> <p>The board will meet again on February 27th.</p>		
<u>Adjournment</u>	<p>Mr. Stearns adjourned the executive session at 1:58pm.</p>		

January 16, 2014 Board of Directors Meeting Record

Approved by Scott Stearns, Chair

SIGNATURE