

Missouri River Medical Center
Board of Trustees
December 14, 2021

A regular meeting of the Board of Trustees of the Missouri River Medical Center was held on December 14, 2021 in the MRMC Board Room. We did not have to use online phone and video conferencing due to all members being present. The meeting was called to order by Chairman, Mike O'Hara at 1:36 PM.

Members: Members present were Mike O'Hara, Roger Pugh, Tricia Juedeman, Nikki Stovall and Ross Rettig. Also present were; Louie King, CEO, Janice Woodhouse, DON, Shane Clark, CFO. Bryan Cartwright, recorder, was unable to attend.

Guests: Ron Young, Barb Brodock, and Jared Vielleux.

Minutes: Minutes of the October 28, 2021 board meeting were reviewed.

MOTION: The MRMC Board of Trustees approved the minutes from the September 30, 2021 meeting as presented. Motion was made by TJ, second by RR. Motion carried unanimously.

Comments from the Floor: None

Foundation Report: Ron Young stated the Foundation Board planned to meet following the MRMC Board Meeting but did not have enough members for a quorum today. Ron Young shared the below Proposed Agenda for the meeting which he wanted the MRMC Hospital to see for future discussions.

**“Chouteau County Health Care Foundation Board Meeting
December 14, 2021 -- Following MRMC Trustees Meeting**

Agenda:

- ❖ **Call to Order** – President
- ❖ **Review/Approval of Minutes of October Meeting** – President
- ❖ **Further Discussion of Capital Campaign – points to consider:**
 - Goals
 - Naming rights – Donor Recognition
 - Multi-year pledges – how to recognize
 - Foundation - donation; matching donation
 - Mailing list – how extensive?
 - Method of contact
 - Mailing and River Press
 - One-on-one contact
 - Press releases re: capital campaign
 - Fund raising committee
 - Timing
 - When to kick off
 - Duration
 - Others

❖ **Schedule Next Meeting – President**
❖ **Adjournment”**

As of today, the Foundation has received \$11,320 from the end of year fundraising letter. Mike asked to know about any “new” contributors to the end of year fundraising letter from Barb and Bryan C. The Foundation was working on the ability to accept credit card gifts and the process is working per Barb and Ron. It looks as if the Capital Fundraising Campaign will start in the spring of 2022. Roger asked about how Barb was being paid for her work for the Foundation. Mike said that she is an employee of MRMC and should be paid hourly for all her Foundation work. Barb said she used to clock in at the hospital before COVID hit but it was hard to always work from the hospital and clock in on the time clock. In the discussion it was decided that Barb did not need to work on site at MRMC to receive approved hours of work. The MRMC BOD asked Barb to keep her hours and turn in each pay period so she can be paid for all the work she does. She does not have to clock in at MRMC to be paid.

Board Action Items:

- **Approval of Benton Bucks for Employees – Christmas Gift**
MOTION: The MRMC Board of Trustees approved to pay all employees a \$100 net amount in Benton Bucks as a Holiday gift for all the hard work in 2021. Motion was made by NS; second by TJ. Motion carried unanimously.
- **Approval of Lab HVAC Unit**
MOTION: The MRMC Board of Trustees approved up to \$10,000 for this vital replacement of equipment. Motion was made by TJ, second by RR. Motion carried unanimously.
- **Approval of PRF Filing**
MOTION: The MRMC Board of Trustees approved the PRF Filing by Shane Clark, CFO (see attached document). Motion was made by RR; second by TJ. Motion carried unanimously.
- **Approval of a Change in the “Expert Billing Services and Supervision Agreement” between MRMC and BHS – MSA Statement of Work #1**
MOTION: The MRMC Board of Trustees approved a change in the agreement adding the cost for a Supervisor’s time at BHS. Motion was made by RP, second by TJ. Motion carried unanimously.
- **Approval of the MRMC COVID Vaccination Policy**
MOTION: The MRMC Board of Trustees approved the MRMC COVID Vaccination Policy required by CMS and the CDC by December 5, 2021 (see attached). Motion was made by TJ, second by RR. Motion carried unanimously.
- **Approval of the FY2021 Independent Financial Audit by Wilson and Company of Great Falls**
This Board Action Item was tabled until the BOD meeting in January as the Audit is in the process of being put in its final document.
- **Update of the Cyber Security Project**

This Board Action Item was tabled until the BOD meeting in January as the Cyber Security Project is still ongoing.

- **Nursing Services – DON/COO Report**

- Janice stated that one of our nurses lost their house in the recent Denton fire. MRMC QA is in 100% compliance. Kudos to the Dietary and Maintenance departments for recent hard work and excellent outcomes. MRMC is using one RN and several CNA travelers to maintain acceptable staffing levels.

- **Financial Services Report**

- October total net income was \$21.7k. Acute and swing bed revenue was very low while LTC and outpatient revenue were overbudget. Total net patient revenue was \$38k above budget. Operating expenses were over budget by \$38k with salaries, pro fees, repairs and maintenance, and other expenses being over budget. Days cash on hand was at 161.7 at month end.
- PRF reporting was finalized on November 24, 2021.
- Cost report was completed with an expected receivable of \$207k.

- **CEO Report**

- Louie stated that MRMC management and Ameresco has met to plan/prepare for remodeling of the old Clinic to convert to a PT building. The estimated completion date of the new RHC is May 25th and it would be convenient to be able to move the construction crews from the new building to this remodeling construction project. Louie will keep the board updated. Cassie Vischer is now a certified medical coder and will be cross training with Cindy Hunter. Dani Maestas, a current employed NP, announced that her husband who is at Malmstrom Air Force Base, might be transferred in 2022. Dani will let us know the final verdict in January 2022 as we will need to replace her on the medical staff. The new shed is in place near the CT trailer. MRMC had a manager's meeting earlier this AM. Louie said he had been approached regarding having a Board Education day soon. The last one was cancelled due to the COVID outbreak. The board discussed when is a good time and it was decided that January 26, 2022 would be ideal as MHA is also having a Governance Informational webinar from 11:00 AM to Noon. Mike suggested that we start the meeting at 10AM and have lunch served after the webinar. We could have the regular BOD meeting at 1:30 with a discussion with the Foundation Board afterwards. Then we could have dinner that night at the Grand Union or another restaurant (WakeCup). The BOD agreed to make this happen.

The next regular board meeting is scheduled for January 26, 2021 at 10 AM (actual meeting at 1:30PM) in the MRMC Board room and via Zoom. More details to follow soon.

MOTION: The MRMC Board of Trustees moved to adjourn the meeting temporarily to go into Executive Session. Motion was made by RR; second by NS. Motion carried.

MOTION: The MRMC Board of Trustees moved to come out of Executive Session. Motion was made by RR; second by NS. Motion carried.

MOTION: The MRMC Board of Trustees moved to adjourn the meeting. Motion was made by RR; second by NS. Motion carried.

Respectfully Submitted,

Mike O'Hara, Chairman

Louie King, Recorder