

Meeting Title:	Board of Trustees Meeting	Chairperson:	Jill Diane Edgett
Date/Time:	May 17, 2023	Location:	Norton County Hospital

**Norton County Hospital
Board of Trustees Meeting Minutes**

Attended	Position
Jill Diane Edgett	Board President
Jenny Braun	Board Secretary
James Moreau	Board Member
Ron Fisher	Board Vice President
Randa Vollertsen	Board Member
Rich Miller	Board Member
Jimmy Todd	Board Member (via Zoom)
John McClymont	Attorney
Frankie Forbes	Attorney (via Zoom)
Garrett Beydler	Norton County Commissioner
Brian Kirk	NCH Chief Executive Officer
Kellen Jacobs	Rehabilitation Manager – Interim CEO
ReChelle Horinek	NCH Chief Financial Officer
Melody DeWitt	NCH Risk Management (via Zoom)
Shannan Hempler	NCH Director of Human Resources
Klare Bliss	NCH Chief of Information
Sharon Sagarra	Norton Medical Clinic Manager
Matt Morris	Forvis (via Zoom)
Jason Adams	Ni2 (via Zoom)
Dr. Dakota Dreher	NCH Provider
Bethanie Ellis	NCH OB Supervisor

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	Agenda Item	Action and/or Time
1.	Executive Session: Non-Elected Personnel	Motion by Jill Diane Edgett to enter into executive session: K.S.A. 75-4319(b)(1) for discussion of personnel matters of non-elected personnel with the Board and Attorney in attendance not to exceed 5 minutes. Seconded by Ron Fisher . Motion passed. Executive session begins at 6:30 p.m. Exit at 6:35 p.m.
2.	<p>Opening Statement</p> <p>Jill Edgett, Board President, stated that the Board understands that the community has concerns about the hospital having so many executive sessions. She asked John McClymont, hospital Attorney, to address the visitors attending the meeting.</p> <p>John explained that Norton County Hospital participates in the Medicare program and it has complex guidelines for physician compensation. Frankie Forbes has represented NCH in healthcare law for many years. In 2019, Blane Markley, who handled limited NCH matters, was the lawyer used to negotiate the new physician contracts. John and Frankie were not involved with the contracts. The contracts included aggressive compensation packages which expire this year. The contracts include a \$385,000 base salary, \$30,000 per year for student loan debt, \$40,000 sign on bonus, cost of malpractice insurance as well as receiving \$3,500 per month stipend for the year prior to coming to Norton. This compensation package was due to expire at the end of August. A new contract needed to be negotiated for the fourth year using a production model for compensation. The Board authorized the use of an expert organization to develop the highest compensation plan we could offer and be in compliance with Medicare. This process has made additional executive sessions necessary. A competitive offer that met Medicare and other compliance requirements was made to the physicians. There was no counter offer and no negotiation by the physicians. The hospital cannot meet their expectation for compensation. Two physicians resigned and one is considering.</p>	

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3.	Change in Leadership	Motion by Ron Fisher to end the employment agreement of Brian Kirk effective immediately with Brian being remotely available for consulting for 90 days. Second by Jenny Braun . Motion carries with a 6 to 1 vote.
4.	April 19, 2023 Board Meeting Minutes The May Special Meeting Minutes will be presented next month.	Motion by Jill Diane Edgett to approve the minutes of the April 19, 2023 meeting. Second by Randa Vollertsen . Motion carries unanimously.
5.	Consent Agenda Items: a) Personnel Information b) Patient Satisfaction Survey Summary c) Accounts Payable – Bills	Motion by Randa Vollertsen to approve the Consent Agenda Items as presented. Second by Jenny Braun . Motion carries unanimously.
6.	Community Concerns Lisa Pasilas, Norton Telegram Writer, requested the Board to answer several questions she felt were concerns of the community. Topics included were the resignation and transition of two physicians, a public information meeting, steps by hospital to improve financial position, and the limited information received for the NW Kansas/Colorado publication. Jodi Ward Cox, community member, spoke next with a list of accusations against Administration, HR and the Board from things she heard from others. Topics included communication, financial plan, HR procedures, physician resignations and Board actions in regards to CEO.	
7.	Risk Management Plan Melody DeWitt, Risk Management and Quality Improvement Director, presented the updates for the Risk Management Plan that needs Board approval. Additional changes need to be included. The Plan will come back to the Board next month.	

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8.	Organizational Chart Shannan Hempler, Director of Human Resources, said additional changes need made. Will bring back next month.	
9.	CIO Report Klare Bliss, CIO, reported we have reached the 90-day check point. We continue to learn, use and work out issues as they arrive. The legacy system is now expected to be live in September. This year's security risk assessment was completed showing low and medium scores. Three areas of focus were determined: removing unauthorized users, emailing information considered PHI and cyber security.	
10.	Ni2 Update Jason Adams reviewed the reports which showed good charge capture, Centriq collections continue to decrease while Cerner collections are increasing and May collections improved.	
11.	CFO Report of Statistical/Financial Information ReChelle Horinek, CFO, presented the financial information. April was the first positive month since last fall. The income statement shows a \$1,444,402 loss for the fiscal year. There were 16.7 days cash on hand at the end of April. The cash flow report will be uploaded and collections will be presented next month. Budget meetings start next week and managers will receive two years of data to review. A detailed budget will be prepared and this will be our Financial Plan for the next year. Forvis will prepare an interim cost report.	
12.	Final Audit Report Matt Morris reviewed the Final Audit Report and explained the changes since the draft was presented. For FY 2022, the final report shows a \$1,285,000 net loss. Matt noted that the tax support that NCH receives is 1.4% of total revenue. Other rural hospitals Forvis works with receive an average of 6% and some come close to \$2,000,000 in tax support. The final report states a clean opinion but it is still determined that NCH is a going concern for the next 12 months.	Motion by Jill Diane Edgett to approve the Final Audit Report. Second by Ron Fisher . Motion carries unanimously.

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13.	Provider Report Dr. Dakota Dreher, Chief of Medical Staff, reported that they are making changes to the schedule of the provider to best care for the patients with the changes in providers.	
14.	Medical Clinic Update Sharon Sagarra, Medical Clinic Manager, reviewed the clinic visit reports. The number of clinic visits was down in April along with gross charges. The Saturday morning clinic had an average of 10 patients, and we will be able to start reducing staff on those mornings. Providers will no longer be scheduled an acute day, patients will be scheduled on available providers. Dr. Gaede is only seeing established patients.	
15.	CEO Report No CEO report.	
16.	Board Member Reports Foundation meeting is next week and Ron Fisher will attend in Jill's place.	
17.	Other Business There was no other business reported.	
18.	Request to Address the Board Ian McKellar asked to address the Board. He shared their family's journey to get to Norton, the new physician contracts to consider, and the stressful situations experienced by his spouse, Dr. McKellar. John McClymont, Attorney, ended his comment period per HIPAA.	
19.	Executive Session: Non-Elected Personnel	Motion by Jill Diane Edgett to enter into executive session: K.S.A. 75-4319(b)(1) for discussion of personnel matters of non-elected personnel with the Board, County Commissioner, CFO, and Attorneys in attendance not to exceed 10 minutes. Seconded by Ron Fisher . Motion carries unanimously.

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		<p>Executive session begins at 8:10 p.m. Exit at 8:20 p.m.</p> <p>Motion by Jill Diane Edgett to enter into executive session: K.S.A. 75-4319(b)(1) for discussion of personnel matters of non-elected personnel with the Board, County Commissioner, CFO, and Attorneys in attendance not to exceed 10 minutes. Seconded by Ron Fisher. Motion carries unanimously. Executive session begins at 8:20 p.m. Exit at 8:25 p.m.</p>
20.	Executive Session: Non-Elected Personnel	<p>Motion by Jill Diane Edgett to enter into executive session: K.S.A. 75-4319(b)(1) for discussion of personnel matters of non-elected personnel with the Board, County Commissioner, CFO, Attorneys, Kellen Jacobs and his spouse in attendance not to exceed 10 minutes. Seconded by Jenny Braun. Motion carries unanimously. Executive session begins at 8:27 p.m. Exit at 8:40 p.m.</p>
21.	Board Action from executive session	<p>Motion by Jill Diane Edgett to approve Kellen Jacobs as Interim CEO. Second by Ron Fisher. Motion carries unanimously.</p>

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22.	Executive Session: Risk Management	Motion by Jill Diane Edgett to enter into executive session: K.S.A. 75-4319(b)(5) for discussion of patient services with the Board, County Commissioner, Attorneys, Risk Manager, OB supervisor, OR supervisor, 2 OB nurses and RT supervisor in attendance not to exceed 15 minutes. Seconded by Ron Fisher . Motion carries unanimously. Executive session begins at 8:42 p.m. Exit at 8:57 p.m.
23.	Executive Session: Non-Elected Personnel	Motion by Jill Diane Edgett to enter into executive session: K.S.A. 75-4319(b)(1) for discussion of personnel matters of non-elected personnel with the Board, County Commissioner, HR, Interim CEO and Attorneys in attendance not to exceed 10 minutes. Seconded by Ron Fisher . Motion carries unanimously. Executive session begins at 9:00 p.m. Exit at 9:11 p.m.
24.	Adjourn	Meeting adjourned at 9:12 p.m.



Jenny Braun, Secretary