

**EASTERN PLUMAS HEALTH CARE DISTRICT
SPECIAL MEETING OF THE BOARD OF DIRECTORS
Friday, January 3, 2014
9:00 A.M.
EPHC Education Center, Portola, CA**

Minutes

1. Call to Order.

The meeting was called to order at 9:00am by Gail McGrath.

2. Roll Call.

Present: Gail McGrath, Jay Skutt, Janie McBride and Lucie Kreth.

Absent: None

Staff: Tom Hayes, CEO, and Tiffany Williams, Administrative Assistant.

Visitors: Approximately 7 visitors were present at the start of the meeting

3. Consent Calendar.

Mr. Skutt motioned to accept the consent calendar as submitted. A second was made by Ms. McBride. None opposed, the motion was approved.

4. Board Chair Comments.

Ms. McGrath stated that the purpose of the meeting today is to fill the vacant position on the Board of Directors. Ms. McGrath explained that the purpose of the Board is to provide oversight to EPHC.

Ms. McGrath also stated that the Board is looking for a long term commitment and explained that there is a lot involved with a Critical Access Hospital and there is a 8-10 year learning curve.

Ms. McGrath explained that there are 11 Regular Board Meetings each year and occasionally a Special Meeting is required. We have three standing committee; Planning, QA, and Finance and from time to time an Adhoc Committee.

We can only select one candidate but are hopeful the other candidates will participate on committees and the Advisory Council.

Ms. McGrath introduced the candidates: Dr. Paul Swanson, Jim Murphy, Kent Stacy and Nic Beddoe. Ms. McGrath apologized to Mr. Beddoe. She explained that after consulting with council yesterday Mr. Beddoe can not be considered for the Board due to a Conflict of Interest because his wife is an EPHC employee.

5. Board Comments.

Ms. Kreth stated that she enjoys participating on the EPCH Board. Each Board member work well together and respects the talents of other Board Members.

Ms. McBride stated that it is a commitment to be on the Board.

Mr. Skutt stated the importance of the job. It is important to the community for the Hospital to continue.

Ms. McGrath stated that it is very rewarding to be part of the Board. We are doing the best we can for the future of the community.

6. Public Comment.

None

7. Interviews, Possible Appointment of Candidate to fill the Board Vacancy, Oath.

Mr. Hayes stated that he spoke to Steve Gross, Attorney regarding each candidate and potential conflicts of interest. Mr. Hayes reported the following:

Mr. Beddoe has a conflict and can not be considered due to his wife being an employee of EPHC.

There is a specific Health and Safety Code which provides an exemption for Dr. Paul Swanson, ER Medical Director. Health and Safety Code 32111 allows members of the District's Medical Staff to be on the Board of Directors. His contract renewal would have to be brought to the Board for any changes and he would need to recuse himself from any discussion and votes.

Mr. Stacy whose wife, Anne Williams, MD is a member of the Medical Staff has a potential conflict when her contract is renewed. Due to an Evergreen clause to Dr. Williams contract which renews automatically each year, it allows Mr. Stacy to serve on the Board until the contract is changed. If Dr. Williams' contract was to be amended, revised, or renewed Mr. Stacy could not recuse himself but instead would need to resign from the Board to avoid a conflict.

Ms. McGrath reviewed the interview questions as a whole and stated that the appointment would be for the remainder of the term ending in December 2014. If appointed the Board member would need to file a Declaration of Candidacy filing prior to the August 8th deadline to continue on the Board. She explained the requirement of Ethics Training every two years and the completion of form 700 annually.

Ms. McGrath asked Mr. Murphy to begin.

- **Mr. Jim Murphy** introduced himself and stated that he has live in Plumas County for 16 years. His career was as Police Chief and most recently City Manager of Portola. He state he is impressed by the changes in the Hospital Board over the last eight years. The Board successfully turned around the negative view of EPHC and are making decisions that are being handled in a professional way.

Mr. Murphy stated that he had reviewed EPHC's prior minutes and agenda's so he is familiar with the current issues. He is familiar with the Brown Act which can get complicated at times. He also stated that he has served on the Leadership Advisory Council and participated in developing EPHC's Strategic Plan.

Ms. McBride asked if he is willing to go to periodic training. Mr. Murphy answered that he is very willing to get what ever training is necessary.

Mr. Skutt asked Mr. Murphy what the community is looking for that we do not offer now. Mr. Murphy answered that providing more services, specialist and enhancing existing services.

- **Dr. Paul Swanson** introduced himself and stated that he has worked at EPHC since 2002 as an ER Doctor, Assistant ER Director, and the last two years as ER/Hospitalist Director. He has also served as a member of the Medical Executive Committee for the last four years.

Mr. Skutt asked if Dr. Swanson felt there would be any issues regarding employees coming to him with employee issues. Dr. Swanson stated that he does not feel there would be an issue. If boundaries are set he can follow them.

Ms. McBride asked if he is willing to go to training. Dr. Swanson answered that he is willing to get what ever training is necessary..

- **Mr. Kent Stacy** introduced himself and stated that he is retired from the technology industry and has lived in Plumas County for three years. Mr. Stacy stated he would bring operation and technology experience and would like to contribute to the community. He stated that his wife is a Doctor on the EPHC Medical Staff and he majored in Hard Science in college both give him insight into the medical field. He stated that he is committed to the community and would commit to the Board long term.

Mr. Stacy explained that he has worked in management all of his career and has a great appreciation of the chain of command. Mr. Stacy described governance as the Board setting goals and provides research and the CEO executes the Boards set goals.

Mr. Stacy is willing to travel and train but does not want to do that full time. He stated he is not familiar with the current issues of EPHC and is not familiar with the Brown Act. He also stated that he could not see himself marketing to the patient base but could see himself helping with technology.

Mr. Skutt asked for specific items he would like to make happen if selected. Mr. Stacy answered that he would like to improve operations, technology, accuracy, timeliness, and profitability. He would like to increase cost effectiveness.

Ms. McGrath thanked the candidates and stated that this is a nice dilemma to have. All of the candidates have amazing value in terms of helping EPHC. Ms. McGrath stated that the candidates can stay while the Board discusses if they like, but she has arranged for Ms. Jameson, DON to provide a tour of the Hospital. All of the candidates stated that they were willing to go on the Hospital tour while the Board discussed there decision.

Ms. Kreth stated that she has always wanted a member of the Medical Staff on the Board. A Medical Staff member can bring a lot to the Board and Dr. Paul Swanson would be a huge asset and he is committed to EPHC.

Ms. McBride stated that Mr. Murphy has been in the community for a long time and Mr. Stacy is qualified as well. Ms. McBride also agreed that Dr. Paul Swanson would be a great asset.

Mr. Murphy is very knowledgeable and not afraid to voice his opinion and is a strong personality.

Mr. Skutt stated that Mr. Stacy could really benefit EPHC on a Committee.

Ms. Jameson returned from the Hospital tour with the candidates. Ms. McGrath once again thanked the candidates for their interest and participation.

Ms. McBride made a motion to appoint Dr. Paul Swanson the vacant position on the EPHC Board for the remaining term ending December 2014. A second was made by Ms. Kreth. The motion was approved by the following roll call vote:

Chairman McGrath	<u>AYE</u>	Secretary Kreth	<u>AYE</u>
Vice-Chairman Skutt	<u>AYE</u>	Director McBride	<u>AYE</u>

Dr. Paul Swanson was subsequently sworn in by Chairman McGrath.

- 8. Adjournment.** Ms. McGrath adjourned the meeting at 10:35 am.


Approval

1.23.14
Date