

**Ruby Valley Medical Center
Corporate Directors Meeting
December 14, 2023**

BOT Members present: Les Gilman, Cleve Witham, Tony Simonsen (via Zoom), Carol Braach

Non-Board Members present: Tony Pfaff, Landon Dybdal, Peggy Buyan, Juliana Bartoletti, Dena Miller, Jean Prough, Rob Miller, Jim Kaatz, Dan Allhands, Amy Pack-Young, Roman Hendrickson, Ted Woirhaye, Patty Banks, Jamy Kraai, Kristi Gil, Kelly Johnston (Zoom), Jim Campbell, Cassie Marsh, Nondi Harrington, Dr. L. Bartoletti, Dr. T. Bartoletti

- I. Corporation Meeting Call to Order** **Mr. Simonsen**
Meeting call to order at 7:01 am
- II. Approval of Previous Meeting** **Mr. Simonsen**
After review of the minutes from the previous meeting, Mr. Gilman states that all the public comments appeared to be included and appeared accurate he moves to accept the minutes as presented; motion seconded by Mr. Witham; all in favor; minutes accepted.
- III. Public Comment on Matters not on Agenda** **Mr. Simonsen**
- Dan Allhands states that at the last meeting he had recommended hiring a consulting company to help with HR to assist with leadership investigation; he recommended CMS out of Helena. The contact name is Jim Kerins and his email is jkerins@cms.montana.com; his phone number is (406) 442-4934. Mr. Allhands advises that RVMC lets them come in and initiate the investigation process so they don't perceive anything beforehand. The cost estimate is \$9000.00; if you want to expand, the consult would be more. Mr. Gilman asks when they would be able to get started; they are able to start in mid-January. Mr. Gilman asks about a motion; Mr. Simonsen feels that making a motion this morning would be appropriate. Mr. Gilman makes the motion based on Mr. Allhands recommendation to proceed forward with CMS to conduct the investigation of the leadership of RVMC; motion was seconded by Mr. Witham, all in favor; motion carried.
 - Mr. Allhands had a copy of the Open Meeting Law and specifically pointed out the only reasons that meetings should go into Executive Session include 1) Legal issues, 2) Personnel and 3) Real Estate Transactions; and handed it to Mr. Witham. Mr. Kaatz states that there was discussion regarding RVMC being eligible to Open Meeting Laws; was clarified with Melony Shell and RVMC is subject to Open Meeting Laws. Mr. Dybdal asks if the law is subject to both the District and the Corporation meeting; Mr. Kaatz reports that both are subject to the laws as both are funded by taxpayer monies. Mr. Allhands states that courts will lean toward the Open Meeting Laws; need to state why the meeting is going into Executive Session. Mr. Simonsen asks if the meeting can go into Executive Session then adjourn, then go back into the open meeting, then take any action as a result of the discussion in the open meeting.
- IV. Wagon Wheel Property** **Mr. Simonsen**
Mr. Dybdal discussed that the open bids are in the board packets; Debra McNeil managed the package including organizing the bids. The high bid on all items was the winning bid.

There were no bids on the building itself. Mr. Dybdal reports that since the bidding has closed he has been approached by two individuals interested in the building. Mr. Dybdal suggests opening back up for bid with no minimum. Mr. Gilman suggests adding that no minimum bid, but the site gets clean. Both Mr. Dybdal and Mr. Witham state that is the Performance Bond.

Mr. Dybdal reports that he has talked to the Twin Bridges School regarding the equipment; they don't need any. He will speak with the Sheridan School and TRMCC. Mr. Dybdal asked Mr. Allhands if he was aware if Madison Valley Manor in Ennis would be interested in any of the equipment; he will check.

Mr. Woirhaye asked about a bigger surrounding area like homeless shelters. Both Mr. Dybdal and Mr. Gilman state that Roger Staley was contacted.

Mr. Witham suggests adding the disclaimer that whoever wins the bid for the building is responsible for the equipment that is left. Feel that need to advertise until the next Board meeting in January. Mr. Simonsen states that he spoke with David Banks; will put a proposal together.

Mr. Gilman makes the motion that the contents of the building that were bid on be awarded to the highest bidder in each case; Mrs. Braach seconded the motion; all in favor; motion carried.

Mr. Dybdal reports that Debra did set up dates for the items to be picked up with the anticipation that the motion would pass; all the winning bidders have been emailed. The first date for pick up is this Saturday; Landon will be there.

Mr. Kaatz introduces Kristy Gill who will be taking Jim's place on the Foundation board; any questions to be directed to Kristi.

Mr. Gilman makes the motion to re-advertise for the equipment with no minimum bid but for date of completion and performance bond; motion seconded by Mr. Witham; all in favor; motion passed.

V. Reports and Updates

Mr. Simonsen

A. RVMC Foundation

Ms. Gil states that they have just had one meeting since Mr. Kaatz's resignation. The next meeting will be at the end of January. Mr. Dybdal put out an email for hospital staff to join the Foundation board if they were interested, two have shown interest.

Current Foundation board members are:

Jana Verhow, Jamie Barnosky, Dwayne Knutson, and Emily Simonsen.

Requirements to become Foundation board members include residing in Madison County at least part time.

B. Chief Medical Officer

Dr. Hendrickson reports that the volume has dropped in the last month. States that it is not just here, there is a Wellness Epidemic. The prediction is that there is not going to be much of a respiratory season as South America did not have one and they are the predictor.

He is the 'lame duck' for the next couple of weeks, then Dr. Bartoletti takes over.

C. Chief Financial Officer

Kelly Johnston is the owner and founder of JFS. She met with Tony and Landon over a year ago; recently engaged JFS. Started off last week and getting access to the processes.

Currently working on completion of the 2022 Audit; hoping to finalize in the next 5 business days. Hope to wrap up the audit and go into 2023.

Mr. Allhands asks if this position (CFO) was advertised; put out for RFP. Mr. Dybdal states that he has put out a few phone calls; didn't get responses from the other organization that he called. Jim Campbell states that the CFO position has been advertised; have had a couple of applicants.

D. Chief Nursing Officer

Ted Woirhaye reports that the census has been low. They have only one traveling nurse and there is a nursing shortage; having a hard time getting students into the classrooms.

E. Quality/Risk

Kyle Kohn is filling in until the position is filled. Did have a couple of applicants with one who looks promising. She is a recent graduate. This position does not have to be a nurse; it has in the past but not necessary.

Ms. Harrington asks why the outmigration of all the employees and foundation members; why did they leave. Tony states addressing this issue through the independent HR company; will start working on that in mid-January. Mr. Kaatz states that the question may be answered once the CMS company does their investigation. Mrs. Buyan asks if the survey will get out to the ex-employees and foundation members. Mr. Gilman states that CMS will talk to anyone who wants to be heard. Mr. Campbell asks if the results will come back publicly; if everyone will know what they found. Mr. Allhands states that the general report will be public, but each interview will be confidential. Mrs. Buyan asks how the ex-employees will find out about it; Mr. Allhands suggests an email and letting them know. Mr. Dybdal states that RVMC still has contact information. Dr. Tom Bartoletti asks how they let people know; Mrs. Prough states that because of the environment there needs to be someone out of the hospital conduct the investigation. People in the town need to know that this company is coming in; need to interview everybody who wants to be.

F. Chief Executive Officer

Mr. Dybdal reports that there is a hold right now on the revenue cycle and collections. Will have JFS look into some of these issues.

With the expansion project and the Twin Bridges medical clinic, it was brought up that staff wasn't involved; Mr. Dybdal reports that 2 years ago staff was involved. The project has been put on hold; SMA to interview all the employees.

Mr. Dybdal working with Kelly and Jim to help finalize the audit to continue to move forward; have self-reported to the USDA as the audit is not completed. They are aware and working on it.

Mrs. Braach asks about the meeting with all department heads; Mr. Dybdal informs her that Amy has done that.

Tony Pfaff states that the audit is 14 months past due; will have to re-file the cost report. May have to re-pay approx. a million dollars back. Mr. Dybdal states that ultimately it is his responsibility, but the CFO did not get the cost report done.

Mr. Simonsen makes the motion to move into Executive Session; then reconvene Executive session for personnel issues.

Meeting moved to Executive Session at 8:07

Meeting re-adjourned at 8:30

After the Executive Session the BOT is not taking any action at this time; other than what was stated in the meeting. Will continue with CMS to complete evaluation.

RVMC Auxiliary

Patty Banks is the Auxiliary representative and has nothing to report.

The monies that will be donated to the hospital are to go to direct patient care.

May need to renegotiate rent.

Mr. Allhands asks if an employee of RVMC sends out a very nasty text or email; how would they handle that. Especially if it got out to the public. This person was on the clock. This text was also sent to the CEO and HR. Per Mr. Dybdal this is a personnel issue and can't be discussed.

Mrs. Prough asks where the BOT minutes are posted. Mr. Dybdal states that they are being posted on the website now. They are accessible and past ones can be emailed. Mrs. Marsh asks how much the project in Twin is going to cost and what happens to the old clinic building; and where does the financing come from.

It was reported that the budget for the Twin clinic is 1.5 million; the deed restriction placed on the building states that if that property does not have a clinic for one year it will revert back to the town of Twin Bridges. Mr. Kaatz heard that they may want to use it for City Hall. The funding is coming from Montana Facility Finance Authority; if these funds fall through we can go through the USDA.

Ms. Harrington asks how much Covid money RVMC got and what did with it.

Mr. Dybdal reports that a good chunk of it was saved; it was around 2 million.

Mr. Gilman states that the board has had extensive discussion regarding the Twin Bridges clinic and moving to the new location makes sense. Want it to look like a professional building.

Ms. Harrington suggests that between Tony Pfaff and Mr. Dybdal it has been heard that between the two of them they make an exorbitant amount of money; \$18,000/month; Mr. Pfaff reports that is remarkably false and not accurate.

Mr. Allhands asks if there are any applicants for the vacant board position; Mr. Simonsen states that there is one potential applicant; suggestion to the board to extend the period

to the middle of January, then can address at next meeting. Mrs. Marsh asks how the applicants are to get an application; it was suggested that anyone can send in a resume. Mr. Allhands reports that the position needs to be advertised for at least 30 days by state statute.

Mr. Gilman reports that he has received his notice that his seat is expiring; anyone can run against him if they wish. If no one runs then it automatically goes to the existing member.

Mrs. Marsh asks how long the vacant position term is; Mr. Dybdal feels that it is 2 years but will double check that.

IX. Adjournment

Mr. Simonsen

Mr. Witham makes the motion to adjourn the meeting at 8:51; motion was seconded by Mr. Gilman; all in favor; meeting adjourned.

Cleve Witham, Secretary

Minutes respectfully taken and typed by Jamy Kraai