



BOARD OF DIRECTORS
SPECIAL BOARD MEETING MINUTES

AGENDA ITEM	DISCUSSIONS/CONCLUSIONS	ACTIONS/FOLLOW-UP/ RESPONSIBLE PARTY
PRESENT AT MEETING:	<p>Board Members: Roger Kahn, President; Larry Long, Treasurer; John Mohun, Vice President; Karen Sessler, Secretary; Dale Chamblin, Board member</p> <p>Staff: Bob Schapper, CEO; Virginia Razo, PharmD, Chief Operating Officer; Crystal Betts, Chief Financial Officer; Ted Owens, Director, Community Development; Judy Newland, Chief Nursing Officer; Marsha Schapper, Executive Director, Multi-Specialty Clinics and Managed Care; Michelle Cook, Executive Assistant</p> <p>Others: Steve Gross, Legal Counsel</p>	
1. Call to Order	Mr. Kahn called the meeting to order at 3:35 p.m.	
2. Roll Call	It was noted that all Board Members were present.	
3. Clear the Agenda/Items Not On the Posted Agenda	The agenda was cleared. There were no changes to the agenda as posted.	
4. Input Audience	There was no audience input.	
5. Open Session		
6. Items for Board Discussion and/or Action		
A. Medical Staff Consent Agenda: Peer Review Policy	Ms. Cook stated that the Peer Review Policy was missed on the agenda for the Special Board of Director's meeting on October 21, 2013 on the Medical Staff Consent Agenda. The Medical Executive Committee had recommended approval of this agenda item.	<u>It was moved by Dr. Sessler and seconded by Mr. Chamblin to approve the Peer Review Policy on the Medical Staff Consent Agenda. Motion was passed unanimously.</u>
B. Approval of Renewal Contracts: 1. Fifth Amendment to Professional Services for Robert Chase, M.D.	<p>Ms. Schapper gave a PowerPoint Presentation on the Multi-Specialty Clinics Physician Compensation Program, highlights as follows:</p> <ul style="list-style-type: none"> She utilized The Needs Analysis and Compensation Study methodology represented by Mr. Gerlach of HealthShare IQ 	<u>It was moved by Dr. Sessler and seconded by Mr. Chamblin to approve agenda items 6B (1-9). Agenda item 10, The Fifth Amendment to the</u>



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<p>(Otorhinolaryngology and Allergy)</p> <p>2. Third Amendment to Professional Services Agreement for Ellen Cooper, M.D. (General Surgery)</p> <p>3. Third Amendment to Professional Services Agreement for Dianne Higgins, M.D. (Family Practice)</p> <p>4. Fifth Amendment to Professional Services Agreement for</p> <p>5. Third Amendment to Professional Services Agreement for Patrick Osgood, M.D. (Orthopedic Services)</p> <p>6. Third Amendment to Professional Services Agreement for Joshua Scholnick, M.D. (Internal Medicine and Cardiology)</p> <p>7. Third Amendment to Professional Services Agreement for Sierra MultiSpecialty</p>	<p>at the September Board Meeting;</p> <ul style="list-style-type: none"> • Mr. Schapper noted that legal counsel instructed staff that it was beneficial to have the compensation done by a third party consultant; • She reviewed Mr. Gerlach’s recommendations regarding the methodology for setting compensation: Continue to utilize the Medical Group Management Association (MGMA) as a guideline for setting compensation and production targets with the understanding that local market conditions can cause legitimate variances – Fair Market Value. The methodology is valid, frequently used, and provides a reasonable guideline for targets. She stated that attorney Reese Hirsch believed this to be an acceptable methodology. Given the implementation of the OCHIN - EPIC Electronic Health Record in 2012-2013, Mr. Gerlach had recommended that we keep physicians at the same MGMA compensation formula for 2013-2014, develop business plans to grow practices by specialty, and expand marketing for all the Multi-Specialty Clinics (MSC); <ul style="list-style-type: none"> ○ Mr. Chamblin asked Ms. Schapper if there is a strong recommendation for the three percent; ○ Ms. Schapper replied that this rate is due to inflation and the MGMA thought this was an appropriate percentage; ○ Mr. Long asked if the physicians are satisfied with this percentage; ○ Ms. Schapper said the physicians are in agreement with the methodology; • She reviewed and discussed each contract with the methodology; • She stated that Dr. Winans’ contract is currently being modified to the correct format; 	<p><u>Professional Services Agreement for Nina Winans M.D., will be modified and then approved by Consent Agenda at the next Regular Board of Director’s Meeting. Motion was passed unanimously.</u></p>



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<p>Medical Group (Internal Medicine and Cardiology)</p> <p>8. Fourth Amendment to Professional Services Agreement for Silver State Hearing and Balance (Audiology and Hearing Aids)</p> <p>9. Third Amendment to Professional Services Agreement for Gregory Tirdel, M.D. (Internal Medicine, Pulmonology, Critical Care, Sleep)</p> <p>10. Fifth Amendment to Professional Services Agreement for Nina Winans, M.D. (Sports Medicine)</p>	<ul style="list-style-type: none"> • She recommended the Board approve her Proposal to drop our production Work Relative Value Units (WRVU) target by 15% as an allowance to partially cover the employer borne costs; most doctors are within this range. Pending approval of the recommended methodology, contracts will be renewed for an 8 month term beginning November 1, 2013 through June 30, 2014; • Discussion was held on the proposal; • The Board would like to see the business plans for reaching the targets; • Mr. Kahn said the physicians should be in agreement with the business plans. He requested that Ms. Schapper compare the MSC with other multi-specialty clinics. He would like for Ms. Schapper to ask those hospitals what they do when they have a physician making 80-90% of Work Relative Value Units (WRVUs); • Mr. Mohun said with the business plan there needs to be measurable items; • Discussion was held on the MGMA; • Mr. Kahn requested that management work on the following: <ul style="list-style-type: none"> ○ To research and find out if there is another methodology for looking at paying physicians other than the western region MGMA; <ul style="list-style-type: none"> ▪ Discussion was held that this was one of the major topics covered by Mr. Gerlach of HealthShare IQ; ○ Requested Mr. Gerlach attend a Board of Director's Meeting to discuss this topic in greater depth; ○ Review over the next eight months Drs. Cooper and Winans contracts. 	
<p>7. Adjourn</p>	<p>The meeting adjourned at 5:50 p.m.</p>	