

**SPARTA COMMUNITY HOSPITAL DISTRICT
BOARD OF DIRECTORS MEETING MINUTES**

The regular monthly meeting of the Board of Directors was held on June 18, 2024 at Broadway Plaza in Room A of the Auxiliary Building.

Members Present Included: John Clendenin, Tyra Edmundson, Dennis Ernsting, Jessica Gentry-Schlimme, Kay Hapke, Chris Haury, Michael Howell, Claudia Kerens, and

Members Absent: Kevin Wilson

Non-Members Present: Joann Emge, Lisa Ernsting, Paul Mueller, and Alisha Otten

The meeting was called to order at 6:05 PM by Mr. Clendenin.

Item	Action
Interim Secretary <ul style="list-style-type: none"> Mr. Clendenin shared the absence of the Secretary and acknowledged that Ms. Kerens agreed to assume the Secretary’s duties during this meeting. 	Ms. Hapke motioned to approve Ms. Kerens as the interim secretary. Ms. Gentry-Schlimme seconded. Motion carried.
Introductions – None	
Public Comment – None	
Education – None	
Minutes <ul style="list-style-type: none"> Approval of the May 21, 2024 minutes. 	Ms. Gentry-Schlimme motioned to approve the May 21, 2024 minutes. Ms. Hapke seconded. Motion carried.
Financials <ul style="list-style-type: none"> Mr. Howell shared the treasurer’s report. Ms. Ernsting shared the financial report for May 2024. 	Mr. Howell motioned to approve the treasurer’s report subject to audit. Ms. Kerens seconded. Motion carried.
Physician’s Report – None	
CEO Report <ul style="list-style-type: none"> Ms. Emge shared the CEO report. 	
Executive Session <ul style="list-style-type: none"> Ms. Ernsting & Mr. Mueller left the meeting at 6:35 PM. 	Ms. Kerens motioned to go into Executive Session at 6:35 PM for the purpose of discussing employee matters. Ms. Edmundson seconded. Motion carried.
Regular Session	Ms. Kerens motioned to return to Regular Session at 6:44 PM. Mr. Howell seconded. Motion carried.

<p>Committee Reports</p> <p><u>Finance Committee</u></p> <ul style="list-style-type: none"> Mr. Howell shared information from the Finance Committee Meeting. <p><u>Quality Council</u></p> <ul style="list-style-type: none"> The Quality Council Meeting information was reviewed. <p><u>Credentialing Committee</u></p> <ul style="list-style-type: none"> The Medical Staff credentialing applications were reviewed. <p><u>Nominating Committee</u></p> <ul style="list-style-type: none"> Ms. Otten shared the nominating committee’s recommendations for the Board Officers for FY2025. 	<p>See New Business for actions with regard to committee reports.</p>
<p>Unfinished Business – None</p>	
<p>New Business</p> <p><u>Executive Session Minutes for Approval/Deferment/Release</u></p> <ul style="list-style-type: none"> December 18, 2018 June 20, 2023 December 19, 2023 May 21, 2024 <p><u>Approval of QAPI Corrective Action Plans</u></p>	<p>Ms. Kerens motioned to approve the May 21, 2024 Executive Session minutes. Ms. Edmundson seconded. Motion carried.</p> <p>Mr. Howell motioned to defer the following Executive Session minutes:</p> <ul style="list-style-type: none"> December 18, 2018 June 20, 2023 <p>Ms. Edmundson seconded. Motion carried.</p> <p>Mr. Howell motioned to release the following Executive Session minutes:</p> <ul style="list-style-type: none"> December 19, 2023 <p>Ms. Edmundson seconded. Motion carried.</p> <p>Ms. Hapke motioned to approve and accept the QAPI Corrective Action Plans. Ms. Kerens seconded. Motion carried.</p>
<p><u>Approval of Medical Staff Credentialing</u></p> <ul style="list-style-type: none"> Appointments: <ol style="list-style-type: none"> Caylee Jarrett, PA-C – Family Medicine Benjamin Long. MD – Radiology 	<p>Ms. Hapke motioned to approve the appointment application(s) and re-appointment application(s) listed. Ms. Kerens seconded. Motion carried.</p>

- Re-Appointments:
 1. Thomas Cahill, MD – Cardiology
 2. Pavan Gupta, MD – Cardiology
 3. Melanie Wahl, MD – Rheumatology

- Withdrawal of Privileges:
 1. Tyler Tanzyus, APRN – Family Medicine – Effective 05/27/2024

Approval of Expenditures

- Directors & Officers Coverage (D&O)
 - a. Cost: \$47,242.00
 - i. ↑ 7% from last year
 - b. Change to:
 - i. Employment Practices Liability: \$25,000 → \$35,000
 - ii. Employment Practices Liability – brought by Medical Practitioners: \$75,000 → \$125,000
 - iii. Third Party Liability: \$50,000 → \$75,000

- Diagnostic Imaging
 - a. Trophon units (2) probes
 - b. Cost – Probes: \$23,326.00
 - c. Cost – Services \$19,000.00 (months 13 → 72)

- Mimecast Annual Renewal
 - a. Cost: \$35,073.53

- Trane Proposal
 - a. Phase 1 Proposal: \$4,042,451.14
 - i. Includes:
 - Air-Cooled Chillers + Ice Storage + Controls
 - North Campus Controls
 - Solar (Both Locations)

Mr. Howell motioned to approve the expenditures as listed. Ms. Kerens seconded.

Roll Call was applied for the expenditure(s) as motioned for approval above:

- John Clendenin: Yay
- Tyra Edmundson: Yay
- Dennis Ernsting: Yay
- Jessica Gentry-Schlimme: Yay
- Kay Hapke: Yay
- Chris Haury: Yay

Approval of Contracts and Agreements

- Huron (Studer) Consulting for Leadership Development
 - a. Includes:
 - i. LEM Leadership Evaluation Manager
 - ii. Learning Lab
 - b. Cost: \$10,865.00/quarter
 - c. Term: 2 years

- Net Health (Rehab EMR)
 - a. Term: 24 months
 - b. Cost: \$4,506.23/month

- Matthew Schreder, PA-C
 - a. PRN Agreement

- Linde Air (O₂ Bottled Gases)
 - a. Cost: \$190,537.10 (5-year cost)
 - i. \$38,107.42/year
 - b. Term: 5 Years

- Joann Emge, CEO Agreement
 - o Monthly extension until a new agreement is completed.

Approval of Grant Applications

- FQHC – New Access Point Grant Application
 - o Due 08/15/2024

- Chronic Care Management
 - o DSIP Grant Application

Approval of FY2025 Operating Budget

Approval of FY2025 Capital Budget

- Michael Howell: Yay
- Claudia Kerens: Yay

All present members of the Board of Directors were in consensus to approve the expenditure(s) as motioned for approval above. Motion(s) carried.

Mr. Howell motioned to approve the Contracts and Agreements as listed. Ms. Kerens seconded. Motion carried.

Mr. Howell motioned to approve a monthly extension of Joann Emge’s agreement until a new agreement is completed. Ms. Kerens seconded. Motion carried.

Ms. Kerens motioned to approve the Grant Applications as listed. Ms. Gentry-Schlimme seconded. Motion carried.

Mr. Howell motioned to approve the FY2025 Operating Budget. Mr. Ernsting seconded. Motion carried.

Mr. Howell motioned to approve the FY2025 Capital Budget. Ms. Kerens seconded. Motion carried.

<p><u>Approval of Policies</u></p> <ul style="list-style-type: none"> • Capital Asset Policy <p><u>Approval of Board Officers for FY2025</u></p>	<p>Mr. Howell motioned to approve the Capital Asset Policy. Ms. Kerens seconded. Motion carried.</p> <p>Ms. Kerens motioned to approve the recommendations of the nominating committee for the FY2025 Board Officers as follows:</p> <ul style="list-style-type: none"> • John Clendenin, Chairman of the Board • Dennis Ernsting, Vice Chairman • Kevin Wilson, Secretary • Mike Howell, Treasurer <p>Ms. Gentry-Schlimme seconded. Motion carried.</p>
<p><u>Approval of FY2025 Compensation Adjustment Scale for Management and Non-Union Staff</u></p> <p><u>Approval of Management Incentive Plan for SCHD Achieving 2024 Organizational Goals</u></p> <p><u>Approval of Staff Incentive Plan for SCHD Achieving 2024 Organizational Goals</u></p>	<p>Ms. Gentry-Schlimme motioned to approve the FY2025 Compensation Adjustment Scale for Management and Non-Union Staff Ms. Kerens seconded. Motion carried.</p> <p>Ms. Gentry-Schlimme motioned to approve the Management Incentive Plan for SCHD Achieving 2024 Organizational Goals. Ms. Kerens seconded. Motion carried.</p> <p>Ms. Gentry-Schlimme motioned to approve the Staff Incentive Plan for SCHD Achieving 2024 Organizational Goals. Ms. Kerens seconded. Motion carried.</p>
<p>Adjournment</p>	<p>Ms. Kerens motioned to adjourn at 6:54 PM. Ms. Edmundson seconded. Motion carried.</p>

John Clendenin, Chairman of the Board

Claudia Kerens Interim Secretary of the Board