

- CALL TO ORDER                      The meeting was called to order at 5:30 p.m. by Mary Mae Kilpatrick, Northern Inyo Healthcare District (NIHD) Board Chair.
- PRESENT                                Mary Mae Kilpatrick, Chair  
Melissa Best-Baker, Vice Chair  
Jean Turner, Secretary  
Ted Gardner, Treasurer  
Jody Veenker, Member-at-Large  
Lionel Chadwick PhD, Interim Chief Executive Officer  
Stephen DelRossi, MSA, Chief Financial Officer  
Stefan Schunk, MD, Chief Medical Officer  
Allison Partridge RN, MSN, Chief Nursing Officer
- OPPORTUNITY FOR  
PUBLIC COMMENT                      Chair Kilpatrick reported that at this time, members of the audience may speak on any items not on the agenda on any matter within the jurisdiction of the District Board. Public comments shall be received at the beginning of the meeting and are limited to three minutes per speaker, with a total time limit of thirty minutes for all public comment unless otherwise modified by the Chair. The general Public Comment portion of the meeting allows the public to address any item within the jurisdiction of the Board of Directors on matters not appearing on the agenda. Public comments on agenda items should be made at the time each item is considered. There were no comments from the public.
- NEW BUSINESS  
AD HOC COMMITTEE  
REPORTS                                Chair Kilpatrick called attention to Ad Hoc Committee reports.
- Finance Committee: Melissa Best-Baker reported there was discussion at the TAG meeting regarding the potential for bankruptcy and the urgency of changes.
- CHIEF EXECUTIVE  
OFFICER REPORT                      Chair Kilpatrick introduced the Chief Executive Officer Report. Interim CEO Chad Chadwick provided updates on the following items:
- In following current financial duress the administration has announced they will not be as active in celebrating Doctors Day, Nurses Week and Hospital Week. However, administration very much recognizes and appreciates all the people in the health care team.
  - The Executive Team is drafting policy regarding service reductions to provide understanding of things that may have significant import to the community.
  - Administration has regrettably been engaged in reduction in force at the District because we must get cost profile in line with revenue profile. There has been some concern on whether this is

reportable to CDPH; it is not. The reduction in force does not affect clinical services.

- Implementation has begun on the new contract software, Evisort. \$33K implementation, next 4 years \$25K
- This will be Interim CEO Chadwick's last board meeting. The team has begun process of right sizing and righting the financial ship. There is an expectation there may be service changes. We are not out of woods, but can see some daylight. Chad stated it has been an honor to serve the District and he leaves it in good hands.
- Chair Kilpatrick thanked Chad for stepping in, and the Board appreciates everything he has done.

CHIEF FINANCIAL  
OFFICER REPORT

Chair Kilpatrick introduced the Chief Financial Officer report. CFO DelRossi stated that while without improvements the District is still on course for bankruptcy, it is in better shape than 10 days ago.

TAG UPDATE

CFO DelRossi provided an update on TAG:

- The TAG Labor Committee recommended positions to be eliminated. There is a YTD decrease in 40 FTEs since July 1. Internal Medicine is moving to RHC which will yield a 22% increase in return. This will also free up the PMA building allowing Surgery and Rehab to move in and vacate the rented trailers which will save the District \$225,000 annually.
- RSM is helping with projects and clinical notes and we will be giving providers the education they need to complete notes.
- We have begun vetting software solution for registration, which will include self-check in for registration and appointment reminders. There will be processes in place for people who do not have access to the software.

FINANCIAL &  
STATISTICAL REPORTS

CFO DelRossi reviewed the financial and statistical reports. He stated the District needs to go to the public to ask for an occupancy tax on hotels.

It was motioned by Jody Veenker to approve the financial and statistical reports, seconded by Jean Turner and the motion passed 5-0.

RSM UPDATE

Chair Kilpatrick called attention to RSM Update. Michael Brown reported the District is starting to see incremental improvement.

INTERIM CEO CONTRACT

Chair Kilpatrick called attention to the Interim CEO Contract for Stephen DelRossi. Interim CEO Chad Chadwick reviewed his recommendation made at the last meeting and discussion ensued. Noel Caughman, BBK Law, asked for the financial terms to be read into the record and Alison Murray read, "DelRossi shall be paid an annual salary of \$371,571.20 (Base Salary)." She stated this is the median range for CEO salary and requires him to maintain CFO duties as well. There is no change in benefits which are the same as all other District employees.



There was a question from the public regarding potential conflict of interest with the same person holding both CEO and CFO positions. Alison Murray stated the contract was vetted by Legal Counsel. Patty Dickson reported as Compliance Officer she has a role of oversight and reports with a "dotted line" to the Board. She also acknowledged the increased role of general compliance oversight, for the Board and the Compliance Officer because there is the potential for conflict.

Melissa Best-Baker stated concern about the 12 month term of the contract and discussion ensued. Mr. DelRossi agreed to change to 6 months.

It was motioned by Ted Gardner to approve the Interim CEO contract as written. Jody Veenker offered a friendly amendment of a 6 month term.

Melissa Best-Baker seconded the motion with the friendly amendment of a 6 month term. Stephen DelRossi agreed to the change to 6 months, and the motion passed 5-0.

PHARMACY / INFUSION  
AND CHILLER PLANT  
PROJECTS

Chair Kilpatrick called attention to Pharmacy/Infusion and Chiller Plant Projects. Scott Hooker gave an overview of the project and introduced Louis Varga, representative of Colombo Construction, who gave a presentation on the status of the project and the need for a request for more funds to complete the project. Discussion ensued. It was reported the total cost of the project would be \$6,300,000 upon completion.

It was motioned by Jody Veenker to approve up to \$300,000 to complete the project, seconded by Melissa Best-Baker, and the motion passed 5-0.

CHIEF OF STAFF REPORT

Chair Kilpatrick introduced Dr. Bourne who provided the Chief of Staff report.

MEDICAL STAFF  
APPOINTMENTS

Dr. Bourne introduced the medical staff appointments and asked if the Board had any questions.

Jean Turner motioned to approve the medical staff appointments a-j as presented, Jody Veenker seconded, and the motion passed 5-0.

ADDITIONAL  
PRIVILEGES

Dr. Bourne introduced the medical staff additional privileges.

Jody Veenker motioned to approve the medical staff additional privileges, Chair Kilpatrick seconded, and the motion passed 5-0.

MEDICAL STAFF  
RESIGNATIONS

Dr. Bourne called attention to the medical staff resignations and thanked the providers for their service.

Jody Veenker motioned to approve the medical staff resignations, Jean Turner seconded, and the motion passed 5-0.

MEDICAL EXECUTIVE  
COMMITTEE REPORT

Dr. Bourne provided a report of the Medical Executive Committee meeting. She stated significant time was spent at the MEC and Med Staff General meetings discussing the dire situation, and the Med Staff is galvanized in responding.

CONSENT AGENDA

Chair Kilpatrick called attention to the consent agenda which contained the following items.

1. *Approval of minutes of the March 15, 2023 Regular Board Meeting*
2. *Approval of minutes of the March 24, 2023 Special Board Meeting*
3. *Approval of minutes of the April 5, 2023 Special Board Meeting*
4. *Approval of Policies and Procedures – Biennial Review*
5. *Approval of Policies and Procedures*
6. *Approval of Archiving of Policy*

Melissa Best-Baker motioned to approve the Consent Agenda, Ted Gardner seconded, and the motion passed 5-0.

REPORTS FROM BOARD  
MEMBERS

Chair Kilpatrick opened up reports to Board Members.

Jean Turner reported there is an increased turnover rate of healthcare CEOs, which means increased competition for hiring.

Ted Gardner stated it is very important for people voicing public comments to approach the podium and identify themselves out of respect for the people attending via zoom who cannot see the speakers when they speak from the audience.

PUBLIC COMMENTS ON  
CLOSED SESSION ITEMS

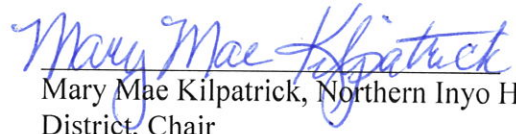
Chair Kilpatrick announced at this time, persons in the audience may speak only on items listed on the Closed Session portion of this meeting. There were no public comments.

ADJOURNMENT TO  
CLOSED SESSION

At 7:19, Chair Kilpatrick announced the meeting would adjourn to Closed Session to allow the District Board of Directors to:

- a. *Conference with Legal Counsel - Anticipated Litigation. Government Code 54956.9(d)(2). Number of Cases (1)*
- b. *Public Employee Performance Evaluation pursuant to Government Code Section 54957 (b)(1). Title: Interim CEO*

Chair Kilpatrick announced there would be no reportable action.



Mary Mae Kilpatrick, Northern Inyo Healthcare  
District, Chair

Attest:



Jean Turner, Northern Inyo Healthcare District,  
Secretary