

PIONEERS MEMORIAL HEALTHCARE DISTRICT
207 West Legion Road, Brawley, CA 92227
SPECIAL MEETING OF THE BOARD OF DIRECTORS

Thursday, September 19, 2024
4:00 pm
PMH Auditorium

Minutes

PMHD MISSION: Quality healthcare and compassionate service for families of the Imperial Valley

In compliance with the Americans with Disabilities Act, if you require special accommodations to participate in a board meeting, please contact the District at (760) 351-3250 at least 47 hours prior to the meeting.

I. **CALL TO ORDER** (time: 4:00 pm – 4:15 pm)

President Santillan called the meeting to order at 4:00 pm in the PMH Auditorium

A. Roll Call

BOARD MEMBERS:

Katy Santillan, President
Enola Berker, Vice President
Rachel Fonseca, Secretary
Linda Rubin, Treasurer
Nick Aguirre, Asst. Secretary/Treasurer

STAFF:

Carly Loper, CFO
Carol Bojorquez, CNO
Ramaiah Indudhara, MD, Chief of Staff
Sally Nguyen, General Counsel

GUESTS:

Carly Zamora, CCO
Charity Dale, CHRO

B. Approval of Agenda

A motion was made to approve the agenda by Director Aguirre, seconded by Director Fonseca. **The motion was unanimously carried.**

II. **BOARD MEMBER COMMENTS**

Director Berker stated that she did not agree with the dismissal of the CEO. She felt it was a way to dismantle PMHD's forward momentum and unnecessary. Director Berker noted that she had originally opposed AB918, but she is changing her mind. She mentioned that PMH's operations are not going to change, the only thing that is going to change is the Board. The IVHD Board is going to consider a management agreement with UCSD to manage Pioneers since there appears to be no smooth transition with Pioneers. Director Berker feels that PMHD has a great team and can bring about the transition without UCSD. She noted that she opposes the agreement, but she needs members of the community to attend the meetings and become more involved.

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Director Santillan mentioned that the Pioneers' board are seen and portrayed as the "bad guys". Our hospital and the north-county's voice are being taken away throughout this process. The PMHD board has advised since the beginning that jobs would not be lost, but that will be a decision of IVHD once it's all said and done. We will have no say in that. She has heard staff and community voicing concern as they feel there is no equal representation on the IVHD board. Director Santillan explained that is what PMHD has been fighting for all along – equal representation and a transition that will not disrupt health care in the Imperial Valley. Also, Director Santillan expressed thanks to all of the PMHD Staff for all of their great work in keeping PMHD moving forward.

Director Rubin advised that PMHD has \$40 million in the bank and about \$28 million of that is distressed loan monies which it will pay back. ECRMC received the same amount of loans, and they have \$16 million in the bank. There are misconceptions out there being reported that PMHD is not seismically compliant, but it is. Also, that ECRMC is doing well financially, but it is not, and people would not know unless they search out the information. Director Rubin noted it is interesting to her that a JPA is being proposed with UCSD when both hospitals are not yet in the IVHD. On another note, Director Rubin said that one of her family members was in the hospital last week and the staff provided excellent care. She requested that her thanks be relayed to the staff.

Director Aguirre expressed the frustration of not being able to educate the community through the process of AB 918 since the bill was changed so many times without PMHD's input. Another thing of great concern is the \$240 million in ECRMC's debt that comes with this so-called merger. Who is going to pay for that debt?

- III. PUBLIC COMMENTS** – At this time, the Board will hear comments on any agenda item and on any item not on this agenda. If any person wishes to be heard, he or she shall stand; address the chairperson and state the subject, or subjects, upon which he or she desires to comment. Time limit for each speaker is 5 minutes. A total of 15 minutes shall be allocated for each item. *(time: 4:15 pm – 4:30 pm)*

A member of the public noted that the IVHD Board had mentioned that it would go out for bid for Legal Services and management services; however, nothing has been publicized. They just immediately hire those services without giving the public the opportunity to comment. It makes no sense why they would select UCSD when everyone sees their track record with ECRMC's management.

Mr. Kevin Smith, life-long resident of Brawley and Imperial Valley, spoke with the board. He stated that he supports the PMHD board's opposition to AB 918 and hopes that they continue with their good work. He feels that bill will kill both hospitals. Mr. Smith noted that his organization has 2,500+ signatures on a petition asking for the vote of the people before they dissolve Pioneers.

Mr. Chris Bjornberg, former CEO, addressed the Board. He noted that the short time he was at Pioneers, there were a lot of good things accomplished. Mr. Bjornberg advised that he was very disappointed with his dismissal; however, he knows that PMHD is a great place and has a lot of great people and wishes everyone the best. He stated that the Senior Leaders team is a phenomenal team. Pioneers is lucky to have them, and he enjoyed working with them. Mr. Bjornberg noted that this team will get Pioneers through this because they are that good.

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Mr. Frank Brabec addressed the Board. He offered his services if the PMHD board is considering finding an Interim CEO. He also noted that whenever he speaks to a member of the community regarding Pioneers, what they say is always positive.

Dr. Indudhara, Chief of Staff at PMHD, addressed the Board. He advised that the Medical Executive Committee understands what is going on and they all support the PMHD board and all their decisions. Dr. Indudhara noted that there does not appear to be a lot of communication and transparency on the part of the IVHD board.

IV. CLOSED SESSION – The following matters will be considered by the Board in closed session; the Board will reconvene in open session to announce any action taken on matters considered in closed session. *(time: 4:30 pm – 5:45 pm)*

A. CONSIDERATION OF MATTERS INVOLVING TRADE SECRETS – Safe Harbor: Health and Safety Code §32106, subparagraph (b)

1. Based on the Board's prior findings regarding Trade Secret classification, as contained in Resolution 2023-01, consideration and discussion of possible initiation of the following:
 - a. Updating Certain District Strategic Planning Initiatives

B. PENDING OR THREATENED LITIGATION – Safe Harbor: Subdivision (b) of Government Code Section 54956.9

1. PMHD v. IVHD
2. Fernandez v. PMHD

C. PENDING OR THREATENED LITIGATION – Safe Harbor: Subdivision (b) of Government Code §54956.9

1. Conference with Legal Counsel regarding threatened litigation involving possible facts or circumstances not yet known to potential party or parties, disclosure of which could adversely affect the District's position.
 - a. Compliance Issues

V. RECONVENE TO OPEN SESSION *(time: 5:45 – 5:50 pm)*

A. Take Actions as Required on Closed Session Matters

The Board appointed Ms. Carly Loper as Acting Chief Executive Officer.

VI. POLICIES/PROCEDURES/REVIEW OF OTHER ITEMS – The Board will consider and may take action on the following: *(time: 5:50 pm – 6:30 pm)*

A. Hospital Policies

1. Stand-by (On-Call) and Call-Back Pay

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B. Approval of Minutes

1. 8/20/24 Special Meeting
2. 8/27/24 Regular Meeting
3. 9/5/24 Special Meeting

C. Update Reports

1. Women's Auxiliary

Women's Auxiliary is going to have their Country Kitchen and small Attic Treasurers event on October 30th.

2. LAFCO

Nothing to report.

D. Authorize Addendum No. 5 to Services Agreement with Health Revenue Management Group

Contract Value: estimated \$265,000; Contract Term: Two (2) years; Budgeted: Yes; Budget Classification: Purchased Services

E. Authorize Amendment No. 3 to Supplemental Funding Enhancement Program Agreement with Steve Clark & Associates

Contract Value: \$90,000/yr.; Contract Term: One (1) year and three (3) months; Budgeted: Yes; Budget Classification: Purchased Services

F. Authorize Security Services Agreement with Securitas Security Services USA, Inc.

Contract Value: \$550,241/yr; Contract Term: Three (3) years; Budgeted: Yes; Budget Classification: Purchased Services

G. Authorize 2024 Wage Increase for PMHD Employees

Contract Value: estimated \$5.0 million; Contract Term: Effective September 2, 2024; Budgeted: Yes, partially; Budget Classification: Salaries

H. Authorize Implementation of AcuityPlus Productivity Software with Harris OnPoint

Contract Value: \$101,323.⁴⁰; Contract Term: ongoing; Budgeted: Year 1; Budget Classification: Purchased Services/Repairs & Maintenance

I. Authorize Purchase of ICU Cardiac Central Station from GE HealthCare

Contract Value: \$150,673.⁷⁵; Contract Term: One time purchase; Budgeted: Yes; Budget Classification: Capital

J. Authorize Purchase Agreement for Atrix Machine with Stryker Sales, LLC

Contract Value: \$26,067.⁰³; Contract Term: One time purchase; Budgeted: Yes; Budget Classification: Capital

K. Authorize Purchase of Anesthesia Machine and Adjunct Equipment

Contract Value: not to exceed \$115,000; Contract Term: One time purchase; Budgeted: Yes; Budget Classification: Capital

A motion was made to approve Items A through K by Director Fonseca, seconded by Director Berker. **The motion was unanimously carried.**

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VII. MANAGEMENT REPORTS – The Board will receive the following information reports and may take action. *(time: 6:30 pm – 7:00 pm)*

A. Operations Reports –

1. Finance (Chief Financial Officer)

a) August 2024 Finance Report

Ms. Loper reported that admissions stayed consistent from July to August at 487. The average daily census increased slightly from 43 to 44. There was a profit in August of \$753,000. This brings year-to-date to \$1.3 million profit compared to the prior year of \$293,000. Ms. Loper noted that the busy season is coming up, and due to low staffing numbers, there may be potential for higher salary expenses and/or contract labor expenses. Days cash on hand in August were at 98.9 days. Ms. Loper advised that work continues on getting the appropriate clinic reports out of Cerner. She has reached out to other facilities that also use Cerner and they too have been experiencing the same issues. Accounting and Clinics will work together to see if one can be developed that all can agree on the reporting format.

A motion was made to approve the finance report by Director Rubin, seconded by Director Fonseca. **The motion was unanimously carried.**

b) Seismic Update

c) Facilities, logistics, construction, support

Ms. Loper mentioned that Governor Newsom vetoed bill SB 1432, which was the seismic bill with a five-year extension on compliance. However, AB 869 is still active and being considered. We have been working with the consultant regarding seismic. They are working on the plans for testing which they will submit to HCAi. Once HCAi approves, the testing will be done. PMHD's deadline to apply for a permit for building is January 1, 2028. Director Berker mentioned that there is possible grant monies associated with AB 869 and PMHD should see if it qualifies, if passed. Ms. Loper noted that she would look into it.

d) Information Technology

No update to report.

2. Hospital operations (Chief Nursing Officer)

a) Operations report

Ms. Bojorquez reported that there were 93 transfers in June. Of those, 36 went to Desert Regional Medical Center, 32 to Scripps, 10 to UCSD, 10 to Rady's, 3 to Tri-City and 2 to ECRMC. This information was shared with the MEC.

b) Medical staff

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Dr. Indudhara presented the medical staff report. Policies in relation to the robotics credentialing process are being reviewed for a smoother transition. Medical Staff were provided with education in revenue cycle. Physicians will continue to work on improving documentation and coding. Dr. Indudhara mentioned that CMS gave Pioneers a 3-Star rating; this is a credit to all of the hard work by the staff and management that support the medical staff. The MEC supports proposition 35 which would continue tax on insurance companies to support healthcare activities. Director Berker asked Dr. Indudhara how the medical staff is doing with Cerner. The ER and Hospitalist physicians seem to have transitioned well with Cerner; however, there are still some providers that are still getting used to it. A motion was made to approve the medical staff report by Director Rubin, seconded by Director Fonseca. **The motion was unanimously carried.**

c) Quality resources

Pioneers received two awards from BETA. One for Culture of Safety and the other for the ED Quest for Zero based on a risk assessment done of the Emergency Room and OB quest for Zero. Director Santillan asked if the public has been informed regarding the awards received. Marketing has not yet been done, but it is going to be part of the newsletter.

3. Clinics operations (Chief of Clinic Operations)

Ms. Zamora advised that the interviews for the Radiology Director position have been completed and the search has been narrowed down to three candidates. Second interviews will be conducted and include some of the physicians. Ms. Zamora reported that the AI project with Avidah has been put on hold because of the integration into Cerner. PMHD is waiting for feedback from Avidah before moving forward.

4. Human Resources (Chief Human Resources Officer)

a) August 2024 HR Report

Ms. Dale noted that the HR report was in the packet and asked if the Board members had any questions. Ms. Dale reported that the wage increase project was completed and will be on tomorrow's checks. There is now a steady flow of information regarding benefits with ADP. Ms. Dale will be embarking on phase 2 of the ADP implementation which is the Time and Attendance module. The Employee Awards Banquet is next Friday at Stockman's. The Employee of the Month process has been reactivated. Several PMHD employees expressed concerns regarding their wage increases in relation to Item G. Ms. Dale engaged in some discussion with the employees and the Board directed Ms. Dale to connect with the employees and address their issues; Ms. Dale advised she would reach out to them tomorrow (10/20th). Director Santillan thanked everyone for their feedback.

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A motion was made to approve the HR report by Director Aguirre, seconded by Director Rubin. **The motion was unanimously carried.**

b) Marketing

Nothing to report.


5. Board matters

B. Legal Counsel Report – Sally Nguyen

1. All matters to be discussed in Closed Session

VIII. ADJOURNMENT *(time: 7:00 pm)*

The meeting was adjourned to the next regular meeting.



Clerk of the Board



Board Secretary