Seneca Healthcare District
Minutes
Regular Meeting
January 25, 2024 03:00 PM
Lake Almanor Clinic (LAC) Conference Room, 199 Reynolds Road, Chester, CA 96020
https://senecahospital.org/

1. **Call to Order**

   The meeting was called to order at 3:00 pm by President Jerri Nielsen.

   A. Roll Call

      Present: President Jerri Nielsen, Vice President Sherrie Thrall, Secretary Kenneth Crandall, Joining the Meeting via ZOOM @ 2 Via Olas, San Clemente, CA 92673 / Ph: 530.258.6767 / Rich Rydell, Treasurer, Assistant Secretary/Treasurer Shelley Stelzner

   B. Pledge of Allegiance

      Lead by President Jerri Nielsen

2. **Modifications to, or Deletions from the Agenda**

   Jerri Nielsen, President, requested Items #16 thru #20 be moved to follow Item #7 in order to accommodate the presenting parties agenda.

3. **Approval of the Agenda**

   Modification to move Agenda Items out-of-order was approved by the Board.

   Joining the Meeting via ZOOM @ 2 Via Olas, San Clemente, CA 92673 / Ph: 530.258.6767 / Rich Rydell, Treasurer motioned to approve. A second was made by Secretary Kenneth Crandall.

   The roll call vote:

   Aye **President Jerri Nielsen** _Aye_ **Vice President Sherrie Thrall** _Aye_ **Secretary Kenneth Crandall** _Aye_ **Joining the Meeting via ZOOM @ 2 Via Olas, San Clemente, CA 92673 / Ph: 530.258.6767 / Rich Rydell, Treasurer** _Aye_ **Assistant Secretary/Treasurer Shelley Stelzner**

4. **Public Comments**

   There were no public comments submitted via telephone, the website, email or in writing. No members of the community were present.

5. **Closed Session**

   A. Closed Session pursuant to Government Code Section 54956.9 – Conference with Legal

Counsel. Existing Litigation. **Robles vs SHD - Case: #CV22-00711.**

B. Conference with Legal Counsel - Anticipated Litigation Pursuant to Gov. Code Section 54956.9 (d)(2) or (3)

C. Health and Safety Code 32106 - Report(s) involving Trade Secrets.

6. **Report on Closed Session**

The Board President, Jerri Nielsen, stated there were no reportable actions taken during Closed Session.

7. **Election of Officers**

A. The Board President will subsequently appoint for the calendar year 2024:

Treasurer

Assistant Secretary/Treasurer

The Board voted unanimously to retain the Board of Directors in their current positions, status quo, with the President subsequently appointing the Treasurer and Assistant Secretary/Treasurer positions:

Jerri Nielsen - President

Sherrie Thrall - Vice-President

Kenneth Crandall - Secretary

Rich Rydell - Treasurer (appointed by Jerri Nielsen, President) Accepted by Rich Rydell.

Shelley Stelzner - Assistant Secretary-Treasurer (appointed by Jerri Nielsen, President) Accepted by Shelley Stelzner.

Vice President Sherrie Thrall motioned to approve. A second was made by Secretary Kenneth Crandall.

The roll call vote:

Aye **President Jerri Nielsen** _Aye_ **Vice President Sherrie Thrall** _Aye_ **Secretary Kenneth Crandall** _Aye_ **Joining the Meeting via ZOOM @ 2 Via Olas, San Clemente, CA 92673 / Ph: 530.258.6767 / Rich Rydell, Treasurer** _Aye_ **Assistant Secretary/Treasurer Shelley Stelzner**

8. **Board Committee Assignments**

A. Standing Board Committees:

1. Strategic Planning

2. Finance

3. Bylaws

Board Member Assignments to Committees:

1. Strategic Planning - Rich Rydell and Jerri Nielsen.

2. Finance - Rich Rydell and Jerri Nielsen will remain on the Finance Committee. Shelley Stelzner expressed interest in attending the Finance Committee Meetings, but not as an acting Board Member participant. The Treasurer will continue informal monthly meetings with the Administration.

3. Bylaws - Kenneth Crandall and Sherrie Thrall.

B. Ad-Hoc Committee(s)

1. Facility Repurpose

Repurposing the old (current) Hospital and Skilled Nursing facilities

2. Others?

1. Facility Repurpose (for the current Hospital and SNF) - Shelley Stelzner and Kenneth Crandall.

2. EMS - Jerri Nielsen and Sherrie Thrall.

3. Seneca Healthcare Foundation - Rich Rydell and Shelley Stelzner

9. **Quarterly Joint Committee Conference Meetings**

Joint Conference Committee meetings are required per Medical Staff Bylaws to be held Quarterly per MedicalStaff Rules. The committee is composed of 7 members: Chief of Staff, Vice Chief of Staff, immediate pastChief of Staff, Secretary/Treasurer, two Board members, and the CEO. The person serving as Committee Chair shall alternate annually between the Chief of Staff and one of the Governing Body representatives. The Board determined and assigned Board members that will be attending each meeting.

The following (quarterly) dates have been set with Board Members agreeing to attend:

March 7, 2024 - Shelley Stelzner / Jerri Nielsen

June 6, 2024 - Rich Rydell / Kenneth Crandall

September 5, 2024 - Rich Rydell / Shelley Stelzner

December 5, 2024 - Kenneth Crandall / Jerri Nielsen

Sherrie Thrall - Agreed to be an alternate for those that cannot make the meetings as assigned.

10. **Approval of Regular Board Meeting Minutes - January 4th, 2024** Vice President Sherrie Thrall motioned to approve. A second was made by Secretary Kenneth Crandall.

The roll call vote:

Aye **President Jerri Nielsen** _Aye_ **Vice President Sherrie Thrall** _Aye_ **Secretary Kenneth Crandall** _Aye_ **Joining the Meeting via ZOOM @ 2 Via Olas, San Clemente, CA 92673 / Ph: 530.258.6767 / Rich Rydell, Treasurer** _Aye_ **Assistant Secretary/Treasurer Shelley Stelzner**

11. **Chief Operating Officer/Clinic Manager - Brady Haynes -Introductions**

Shawn McKenzie, CEO, introduced Brady Haynes, COO, to the Board. He briefed the Board with his goals for SHD and indicated he will have more to report in the future. Mr. Haynes was welcomed by the Board Members.

12. **Medical Staff Report** Secretary Kenneth Crandall motioned to approve. A second was made by Vice President Sherrie Thrall.

    The roll call vote:

    Aye **President Jerri Nielsen** _Aye_ **Vice President Sherrie Thrall** _Aye_ **Secretary Kenneth Crandall** _Aye_ **Joining the Meeting via ZOOM @ 2 Via Olas, San Clemente, CA 92673 / Ph: 530.258.6767 / Rich Rydell, Treasurer** _Aye_ **Assistant Secretary/Treasurer Shelley Stelzner**

13. **Staff Reports**

    A. Chief Executive Officer - January 2024 Report. Presented by Shawn McKenzie, CEO.

       Information only.

    B. Chief Nursing Officer - January 2024 Report.

       Presented by Judith Cline, CNO.

       Information only.

    C. Chief Operating Officer/Clinic Manager - January 2024 Report.

       Verbal presentation by Brady Haynes, COO.

       Information only.

    D. Information Technology - January 2024 Report.

       Verbal presentation by Brian Churchill, IT Director.

       Information only.

    E. Human Resources - January 2024 Report.

       Presented by Jennie Mathews, HR Manager.

       Information only.

    F. Marketing/Public Relations - January 2024 Report.

       Presented by Chelssa Outland, PR Manager.

       Information only.

14. **October 2023 - November 2023 Financial Reports (Draft Form)**

The Board accepted the October 2023 and the November 2023 Financial Reports in Draft Form as presented by Steve Boline, CFO.

Joining the Meeting via ZOOM @ 2 Via Olas, San Clemente, CA 92673 / Ph: 530.258.6767 / Rich Rydell, Treasurer motioned to approve. A second was made by Assistant Secretary/Treasurer Shelley Stelzner.

The roll call vote:

Aye **President Jerri Nielsen** _Aye_ **Vice President Sherrie Thrall** _Aye_ **Secretary Kenneth Crandall** _Aye_ **Joining the Meeting via ZOOM @ 2 Via Olas, San Clemente, CA 92673 / Ph: 530.258.6767 / Rich Rydell, Treasurer** _Aye_ **Assistant Secretary/Treasurer Shelley Stelzner**

15. **December 2023 Revenue Cycle Performance & KPI (R1 Report)**

Information only.

16. **Medical Equipment - Early Procurement Items**

Gurney Purchase - No action required at this time. New gurney purchases will be addressed at a later date from Stryker.

Ultrasound Purchase - No action taken at this time. Tabled to the next Board Meeting on February 29, 2024. Looking into a loaner from Canon.

Other requested items will be reevaluated at a further date.

Shawn McKenzie, CEO, requested the Board to approve an emergency "break fix" for the Digital Plate for Radiology (X-Ray). The plate broke after the Board Meeting Agenda was presented to the Board and submitted for public review, and is critical for patient care in the Emergency Department. Mr. McKenzie suggested the Board immediately move forward to approve the Digital Plate repair costs of approximately $26,000.

Jerri Nielsen, President, stated that this matter be considered an Emergency Addendum to the Agenda.

Sherrie Thrall, VP, motioned to approve the Emergency Addendum to the Agenda for the Digital Plate in Radiology (X-Ray) and approve the expenditure of $27,000 for the necessary repair. Kenneth Crandall seconded the motion.

Vice President Sherrie Thrall motioned to approve. A second was made by Secretary Kenneth Crandall.

The roll call vote:

Aye **President Jerri Nielsen** _Aye_ **Vice President Sherrie Thrall** _Aye_ **Secretary Kenneth Crandall** _Aye_ **Assistant Secretary/Treasurer Shelley Stelzner** _Abstained_ **Joining the Meeting via ZOOM @ 2 Via Olas, San Clemente, CA 92673 / Ph: 530.258.6767 / Rich Rydell, Treasurer**

17. **New CAH/SNF Construction Contract**

Discussion: Change of direction of the new build and including the estimated change of schedule was discussed. The board is exploring the option of transitioning to design-bid-build from direct design-build, encouraging local contractors to bid as it is anticipated more local contractors may be eligible to participate in that option.

18. **New CAH/SNF Change Order**

Approved. The New CAH/SNF Construction Contract, with respect to the Seneca Healthcare District Replacement Critical-Access Hospital, Skilled Nursing Facility and Outpatient Services Building Project, to District Chief Executive Officer or designee to enter into change order, amendment, or other legal instrument approved by District legal counsel and District Chief Executive Officer or designee amending value for Notice to Proceed 2 to The Boldt Company ("Contractor") to include additional costs identified through 11/30/23, and upon the full execution of same and receipt of Contractor application for associated payment, to issue payment for same value, all in a form approved by District legal counsel and the District Chief Executive Officer or designee.

Vice President Sherrie Thrall motioned to approve. A second was made by Assistant Secretary/Treasurer Shelley Stelzner.

The roll call vote:

Aye **President Jerri Nielsen** _Aye_ **Vice President Sherrie Thrall** _Aye_ **Secretary Kenneth Crandall** _Aye_ **Joining the Meeting via ZOOM @ 2 Via Olas, San Clemente, CA 92673 / Ph: 530.258.6767 / Rich Rydell, Treasurer** _Aye_ **Assistant Secretary/Treasurer Shelley Stelzner**

19. **New CAH/SNF Medical Equipment**

Discussion: PO for Stryker Equipment due to price increase after 1/31/24, includes quote and supplemental financing option document.

10% down equals approximately $68,000.

70% would be due well within the construction time.

20% due upon completion.

A loaner demo-cart may be provided by Stryker for 30-60-90 days to assist in immediate needs.

Brady Haynes, COO, requested the Board to pause any decisions regarding Stryker equipment. Suggesting to table this item for approximately 90-days while the "drop-dead date" is re-evaluated.

The Board Members agreed to table this subject matter to a later date.

20. **New Critical Access Hospital (CAH) Update - January 2024 Report**

Discussion only.

21. **Foundation/Direct Giving**

Discussion: The Board approved Shawn McKenzie, CEO, to move forward on establishing a foundation for the purpose of receiving direct giving through a 501(c)3.

Rich Rydell and Shelley Stelzner indicated interested in being directly involved in the foundation creation process.

Assistant Secretary/Treasurer Shelley Stelzner motioned to approve. A second was made by

Secretary Kenneth Crandall.

The roll call vote:

Aye **President Jerri Nielsen** _Aye_ **Vice President Sherrie Thrall** _Aye_ **Secretary Kenneth Crandall** _Aye_ **Joining the Meeting via ZOOM @ 2 Via Olas, San Clemente, CA 92673 / Ph: 530.258.6767 / Rich Rydell, Treasurer** _Aye_ **Assistant Secretary/Treasurer Shelley Stelzner**

22. **Regular Board Meeting Dates - Confirmation/Edits for the 2024 Calendar Year**

The Board reviewed the dates for the Regular Board Meetings in 2024 and agreed to change the following dates:

November 28th, 2024 Regular Board Meeting date falls on Thanksgiving. Therefore, it was moved to December 5th, 2024.

December 26th, 2024 Regular Board Meeting date falls on the day after Christmas. Therefore, it was moved to January 9, 2025.

23. **Agenda Items for the Next Board Meeting**

A. New Hospital Build - Citizens' Bond Oversight Committee

B. Updated Cash Flow Analysis

C. Finance Investment Policy

D. Grant Prospecting Agreement

E. Cerner - Analysis of System Edits Delivered/Undelivered as part of initial build.

F. Others?

1. Physician Contract Negotiation, Execution, Termination and Administration Authority of CEO.
2. West Almanor Fire Protection District - Apartment Lease.

24. **Next Regular Board Meeting Announcement**

The next Regular Board Meeting was announced.

Date: February 29th, 2024

Time: 3:00pm

Where: Lake Almanor Clinic (LAC) - Conference Room

25. **Adjournment**

    The Regular Board Meeting adjourned at 6:27pm.

26. **Certificate of Posting**

Posted 2:20 pm on February 23, 2024

Certificate of Posting: I, Deborah Housen, hereby certify I posted the foregoing Agenda on the bulletin boards, located at the front door entrances of Seneca Healthcare District Hospital and the Lake Almanor Walk-In Clinic on February 23, 2024.

The agenda was electronically mailed to the following newspaper publishers:

Plumas Sun

Intermountain News

The agenda was posted at the following public places:

Seneca Healthcare District - Hospital and Walk-In Clinic Bulletin Boards

United States Post Office - Chester Branch

Chester Fire Department (CPUD)

Hamilton Branch Fire District

Peninsula Fire District

Lake Almanor West Fire District

The agenda was mailed to the following radio station:

KSUE/JDX