

<b>Madison Valley Medical Center</b>			
MINUTES	DATE: 04/23/2020	8:00 A.M.	MADISON VALLEY MEDICAL CENTER UPSTAIRS CONFERENCE ROOM
APPROVED _____			
<b>MEETING CALLED BY</b>	Dorothy Fossel, Chairman		
<b>TYPE OF MEETING</b>	Monthly Board Meeting		
<b>FACILITATOR</b>	Dorothy Fossel		
<b>NOTE TAKER</b>	Judi Stonebraker		
<b>TRUSTEES PRESENT</b>	Via conference call: Dorothy Fossel, Jim Hageman, Mary Oliver, Bryant Harp and Jeff Montag		
<b>STAFF PRESENT</b>	Allen Rohrback CEO and Bailey Greenwell Admin. Assistant. Via conference call: Alicia Nicholson Controller, Maura Davenport MD Chief of Staff, Charley Able COO, Dawn Conklin Foundation ED, Allison Treloar CNO, Tony Pfaff Cypress Healthcare.		
<b>GUESTS PRESENT</b>	Via conference call Susan Metzger Foundation President. Via conference call: Bob and Dallas Celecia for their presentation.		

Meeting called to order at 8:02 a.m.

<b>REVIEW MINUTES</b>	DOTTIE FOSSEL
<b>DISCUSSION</b>	No further discussion presented.
<b>MOTION</b>	<i>Trustee Oliver moved/Trustee Hageman seconded to approve the March 26, 2020 minutes. All in favor</i>

<b>MEDICAL STAFF REPORT</b>	MAURA DAVENPORT MD CHIEF OF STAFF
	<ul style="list-style-type: none"> <li>• We have two residents coming from the Family Practice Residency in Missoula.</li> <li>• Dealing with quarantine is doing great but it is creating other problems which need to be addressed such as getting patients in for their regular health needs. Antibody testing is problematic because it is not specific to COVID19 but all of the Corona Viruses. Hopefully some better tests will come out.</li> <li>• We are prepared to take care of staff and patients. We also need to expect to continue to have some Covid cases for a while.</li> </ul>

**FINANCIALS**

<b>MARCH</b>	Alicia reviewed the power point slides with the key indicator report, graphs, balance sheet, profit and loss and trending graphs with questions from Trustees as the slides were being presented
<b>FINANCE COMMITTEE</b>	<p>Agenda and Minutes of the Finance Committee April 16, 2020 Participating: For the Board, Jeff Montag and Jim Hageman (both by phone). For MVMC Allen Rohrback, Alicia Nicholson and Ken Fortier</p> <ol style="list-style-type: none"> <li>1. Reviewed March 2020 financial information.</li> <li>2. Evaluated funds available for additional investment and discussed possible uses of funds.</li> <li>3. Discussed Morgan Stanley investment program with Brian Bentley.,</li> <li>4. Discussed finalizing audit with Wipfli representatives.</li> <li>5. Discussed COVID 19 impacts.</li> <li>6. Discussed updated annual budget.</li> </ol>

	<p>Strategic Issues                      7. Discussed facilities planning initiative                      8. Discussed pharmacy status.                      9. Discussed ambulance status.</p>
<b>MOTION</b>	<p><i>Trustee Montag made a motion to accept the March 2020 Financial Review and the April Financial Committee Report as presented. Trustees Oliver and Harp seconded. All voted aye.</i></p>
<b>QUARTERLY BUDGET UPDATE</b>	<p>Alicia covered the proposed revised budget which is for a 12-month period with the first six months showing actual revenue and expenses as incurred and the remaining six months projected. Due to the current environment, key volume and expense accounts have been updated for the next quarter with the 4<sup>th</sup> quarter remaining as previously budgeted. We will now be looking at every month going forward.</p>
<b>MOTION</b>	<p><i>Trustee Montag made a motion to accept the budget reforecast as presented. Trustee Hageman seconded. Motion passed by all.</i></p>

**FOUNDATION EXECUTIVE DIRECTOR REPORT**

DAWN CONKLIN

	<ul style="list-style-type: none"> <li>• Dawn reported there is \$53,150 in the Covid-19 Fund. A video with Susan Metzger, Foundation President is on the Foundation website explaining this Relief and Resource Fund and opportunity to donate.</li> <li>• Giving Tuesday will be on May 5 instead of after Thanksgiving with matching funds available.</li> <li>• Summer Events: The joint fund raiser with the Ruby Valley Hospital has been rescheduled for August 21 of 2021. The Mid-Summer Nights Dinners, hosted by individuals, will still be going on only throughout the summer instead of all of them in June. The True Value Tent Sale yet to be determined.</li> <li>• Dawn is continuing to do grant research.</li> <li>• The Foundation received their quarterly report from Morgan/Stanley.</li> <li>• The Foundation is financially healthy.</li> </ul>
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**BUSINESS OF THE BOARD**

DOTTIE FOSSEL

	<ul style="list-style-type: none"> <li>• Chairman Fossel received a letter from the County informing the Board there will be no May election as only the incumbent trustees filed for reelection.</li> <li>• Hospital Week: May 10-15. There will be various events in-house as we will do what is safe and best for the employees.</li> <li>• Tony Pfaff gave a report on how other small and medium sized hospitals are handling the Covid situation.</li> </ul>
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**ADMINISTRATIVE REPORT**

ALLEN ROHRBACK

	<ul style="list-style-type: none"> <li>• <u>Covid report:</u>                      Allison and staff are doing a great job keeping employees and patients safe. Allen commented that we need to follow the governor's guidelines to prepare for a long time and for a possible surge. Meantime patients still need to be seen for regular care.</li> <li>• <u>Physician Recruiting</u> is ongoing with logistical difficulties interviewing in person.</li> <li>• <u>Facilities Planning</u>                      Extensive discussion, planning, feasibility and due diligence has been completed on this project in executive session as summarized below.</li> </ul>
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Madison Valley Medical Center  
Board of Directors  
Purchase Option Agreement

The Strategic Facilities Planning Process:

1. In October 2018, the MVMC Board of Directors hired Stroudwater Associates, supplemented by Neenan Architects and using Truven Health Analytics (collectively the Consultants) to conduct a market and facility assessment to guide future plans.
2. The existing MVMC facility (Existing Facility) is 10 years old. It is a two story 36,400 sq.ft. building sited on a 3.67 acre lot. The site is long and narrow, with an easement and steep grade to the east, the Manor to the south, HWY 287 to the west and state land to the north. There is already limited parking space, so expansion opportunities are limited.
3. While the Existing Facility is deemed suitable for the current level of operations, the Board has concluded that it is highly likely that within 10 years the demand for medical and health care services in our community will exceed the Existing Facility's capacity.
4. The board considered the feasibility of moving discrete functions like physical therapy offsite, but found no suitable facilities in which adequate space was available, but more importantly, our Medical Staff expressed the view that our patient care is far more efficient and effective when all aspects of our care are in one location.
5. The Consultants prepared various options to remodel/expand the Existing Facility, which would cost in the range of \$12-\$17 million and require 3 years of planning and construction during which time we would continue to provide patient care. Almost 70% of the Existing Facility would be impacted by the process. Since options for expansion on the existing site are limited, the Board concluded, based on the Consultants' analysis, that the possibility is quite high that the remodeled facility would still be insufficient within 10 years.
6. The Board also considered the possibility of building a new facility (New Facility) on a different site and conducted an extensive survey of real estate in our community (whether or not for sale currently) that would be suitable for a New Facility. The Consultants advised that a New Facility would need to be connected to City water and sewer services and, considering that the Board of Directors prefer the New Facility to be on a single level, the real estate options were quite limited.
7. The result of that process was the identification of the property that is the subject of the accompanying Purchase Option Agreement, which is sufficient in size, and proximity to City water and sewer services. Although not listed for sale, the Board approached the property owners and discussed the owners' interest in a conveyance transaction.
8. The Board then engaged Neenan Architects, with the assistance of engineers and a medical planner, to evaluate the property for its suitability for construction and operation of a new medical/health care facility, and also considered the opinions of valuation specialists.
9. The Board considered the feasibility and practicality of an outright purchase vs a purchase option and concluded that a purchase option makes the most economic sense for MVMC at this time. An option also puts its exercise at the discretion of the Board of Directors at a time in closer proximity to the decision to build a New Facility. Furthermore, it allows the Board time to identify repurpose options for the Existing Facility and to resolve the debt associated with it.

<b>MOTION</b>	<i>Trustee Montag made a motion to authorize Allen to execute a four-year, purchase option agreement on the 11.8 acre McMullin property, one-half mile north of the existing facility. Motion seconded by Trustee Hageman. Motion passed by all.</i>
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**PUBLIC SERVICE ANNOUNCEMENTS**

BOB AND DALLAS CELICIA

	Bob and Dallas Celicia, who have done several public service announcements regarding the Covid-19 outbreak, joined the meeting to review their ideas and plans for more and to ask ideas from the Trustees. The four announcements already completed have been posted on Facebook and the MVMC website. The Trustees expressed their appreciation for the Celicia's dedication and expertise.
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**INVESTMENT UPDATE**

	Via phone, Brian Bentley with Morgan Stanley presented a quarterly investment update for the Trustees.
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**PUBLIC COMMENT / NON-AGENDA ITEMS**

	None
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**ADJOURN**

<b>MOTION</b>	<i>Trustee Montag made a motion to adjourn the meeting to executive session 10:33 a.m. Trustee Harp seconded. Motion passed by all.</i>
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Minutes submitted by Judi Stonebraker

Approved by:

  
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 Dorothy M. Fossel Chairman

7 / 22 / 20  
 Date