Petersburg Medical Center

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BOARD MEETING Agenda

DATE: Thursday, June 30, 2022

<u>TIME</u>: 5:00 p.m.

LOCATION: Dorothy Ingle Conference Room/Zoom

I.	CALL TO ORDER	<u>Lead</u> Chair	Handout N/A
II.	APPROVAL OF THE AGENDA	Chair	in packet
III.	APPROVAL OF BOARD MINUTES – May 26, 2022	Chair	in packet
IV.	VISITOR COMMENTS	Chair	N/A
V.	BOARD MEMBER COMMENTS	Chair	N/A
VI.	COMMITTEE REPORTS A. Quality Improvement Committee B. Resource Committee C. By Laws Committee D. Assembly Work Session	Chair	N/A
VII.	REPORTS		
	A. Human Resources Action required: Informational only	C. Newman	in packet
	B. Skilled Nursing (deferred from May 2022) Action required: Informational only	E. Hart	in packet
	C. Quality & Infection Prevention Action required: Informational only	J. Barnard	in packet
	D. Executive Summary Action required: Informational only	P. Hofstetter	in packet
	E. Financial Action required: Informational only	C. Brandt	in packet

VIII. UNFINISHED BUSINESS

IX. NEW BUSINESS

A. By Laws Chair in packet

Action required: Approval

B. FY23 Budget Chair addendum at meeting

Action required: Approval

X. EXECUTIVE SESSION

By motion, the Board will enter into Executive Session for medical staff reappointments and for a personnel update.

XI. NEXT MEETING

XII. ADJOURNMENT

Petersburg Medical Center

PO Box 589 Petersburg, AK 99833 Phone: 907-772-4291 Fax: 907-772-3085



Meeting: Medical Center Board Meeting Date: May 26, 2022 Time: 5:00 p.m.

Board Members Present: Jerod Cook, Cindi Lagoudakis, Marlene Cushing, Kathy Riemer, Joe Stratman

<u>Others present</u>: Borough Member Bob Lynn, Phil Hofstetter, S. Burt, several PMC employees, Petersburg Pilot reporter C. Basinger

- I. <u>CALL TO ORDER</u>: Member Cook called the meeting to order at 5:01 p.m.
- II. <u>APPROVAL OF THE AGENDA</u>: Motion to approve the agenda with the addition of Materials Report (under Reports) by Member Cushing and seconded by Member Lagoudakis.
- **III.** <u>APPROVAL OF BOARD MINUTES</u>: Minutes from April 28, 2022 by Member Cook and seconded by Member Lagoudakis. Motion passed unanimously.
- IV. <u>VISITOR COMMENTS</u>: None
- V. <u>BOARD MEMBER COMMENTS</u>: Member Riemer commented on review of return to work policy after COVID positive result for PMC staff.
- VI. COMMITTEE REPORTS:
 - a. LTC Quality Meeting. Member Cushing attended. Nothing to highlight.

VII. REPORTS:

- **a.** Clinic: report submitted by K. Zweifel.
- **b.** Wellness/Project Capable: report submitted by J. Walker.
- c. Chief of Staff: report submitted by Selina Burt, D.O.
- **d. Dietary/Food Services:** report submitted by Lidia Ramirez.
- e. Quality/Infection Prevention: no report this month.
- **f. Materials:** report submitted by M. Randrup.
- **g.** Executive Summary: report submitted by P. Hofstetter. Highlighted the high number of COVID cases recently that is affecting PMC staffing. No severity of illness related to the recent COVID cases. ASHNHA meetings were held in May; Hofstetter attended. DHSS Healthcare Commissioner visited Petersburg May 25. He had an opportunity to tour the aging PMC facility. PMC is awaiting the governor's signature on the proposed funding for

- new facility. The health fair is planned for Saturday, June 4. PMC is expanding office space to across the street below the Elks Lodge beginning June 1. PMC staff to be commended for achievements: Angela Menish passed Nurse Practitioner boards and Kim Randrup received RHIT certification. New staffing: CEO assistant and Quality Manager to start in June.
- **h. Financial,** C. Brandt provided a financial management update and highlighted information about regulatory reporting, new payroll software, certification renewals and financial staff recruitment.

VIII. NEW BUSINESS

- a. Set dates for PMC Resource Committee.
- Highlights included needs assessment completed, the need for childcare and after-school programs. The board was asked to consider support for PMC to explore adding an after-school/summer childcare program to our operations. Member Reimer made a motion to approve support of PMC's effort to pilot a childcare program with continued information regarding progress at the next board meeting. Seconded by Member Lagoudakis. All board members approved. None objected.
- **c. Healthcare Commissioner Visit:** Member Cushing commented on the value of the visit with Adam Crum and Heather Carpenter from DHSS.

IX. EXECUTIVE SESSION

- a. At 5:55 pm, Member Cushing moved meeting to executive session for a personnel update and to discuss matters. Seconded by Member Riemer. Board exited executive session at [not notated].
- **X. NEXT MEETING** The next regularly scheduled meeting was set for June 23.
- **XI.** <u>ADJOURNMENT</u> Member [not notated] made a motion to adjourn. Motion was seconded by Member [not notated]. Motion passed unanimously. The meeting adjourned at [not notated] p.m.

Respectfully submitted,
Marlene Cushing, Board Secretary



Petersburg Medical Center

Human Resources Report June 20, 2022

Staffing Overview

The Human Resources Department consists of Cynthia Newman, full time, Human Resources Director and Athena Haley, part time, Human Resources Tech. This has been a very busy time for the HR department. There has been a lot going on.

Review and Update (6 Month)

From January – June 2022 – 19 New Employees

- 5 Dietary Assistant - 1 CEO Executive Assistant

- 3 OJT Certified Nurse Assistant - 1 Clinic Reception

- 2 Laboratory Assistant - 2 Home Health RNs

- 1 Speech Therapist - 1 Quality Assurance & Processing

- 1 Dietitian Improvement Manager

- 1 Medical Assistant - 1 Licensed Practical Nurse

11 Terminations

- 2 Laboratory Assistant - 1 Speech Therapist

1 Public Relations Coordinator - 2 Dietary Assistant

- 1 CEO Executive Assistant - 1 Medical Records Director

- 1 Referral Coordinator - 1 Quality Assurance & Infection Preventionist

- 1 OJT Certified Nurse Assistant

Travelers – Thru a Company – 3

- 1 Home Health RN - 2 Physical Therapists

Private Contract Travelers – 12

- 1 Radiologic Tech - 3 Certified Nurse Assistant

1 Physician
 1 Maintenance Assistant
 2 RNs

Students

- 4 University of Washington Med Students

Retirements / Farewells

- 2 Retirements
 - Janet Kvernvik, Medical Records Director, 33 years retired June 1
 - Liz Bacom, Quality Assurance & Infection Preventionist, 28 years retires July 1

Emergency Hires (ER Hires) for Screening Station Primarily

- 7 ER Hires: ER Screening Station (primary hires), Dietary, Covid Testing, High-Touch Areas
 - o 6 active employment
 - o 1 termed

Positions Open (15 Positions)

- Admissions / Patient Financial Account Rep
- Ancillary Clerk
- AP Clerk
- Behavioral Health Clinician
- On-the-Job Training CNA
- Certified Nurse Assistant
- Cook
- Dietary Assistant

- Housekeeper / Laundry
- Medical Technologist
- Occupational Therapist
- Physical Therapist
- Radiologic Technologist
- Youth Programming Coordinator
- Registered Nurse

Looking Forward

- Completing Fiscal Year reporting and change to a new payroll system
- Open Enrollments for Premera Blue Cross & Unum
- New Payroll System Paylocity.

Challenges

- The past months have been consumed with training in Paylocity, working in both system (Evident / Paylocity) and working on a mock payroll to prepare for the "go live" date on 06-26-2022. We are looking forward to the new "On Boarding" service provided by Paylocity.
- Submission of the PB&J (staffing report on LTC) on long term care staffing is a monthly requirement. Athena handles this report. The submissions include CNAs, LPNs, RNs and if therapies (PT, OT, SP) spend any hours with residents.
- Recruitment. Working on recruiting for all positions and finding the right fit is challenging and difficult. We have a lot of positions open. Julie Walker, Community Wellness, is assisting HR in highlighting our position on social media.
- Turnover. Our turnover rate is of concern. Departments are short staffed & we are watching for employee burnout or fatigue.
- We currently have 13 apartments (picking up a new one in September, going to 14 total) that we are renting with the upkeep, cleaning & scheduling for travel staff & interim housing for new personnel.
- We have 7 cars that we've had to keep running for travelers & PMC staff use. Athena has been taking on getting the cars to/from their locations, checking on their running & upkeep. The upkeep has become very time-consuming as the cars need TLC and attention. Plus staff share specific cars & keeping up with that schedule can be challenging.
- Maintain the quality measures / reporting evaluations (annual & 6-month); general orientation, job specific orientation & up-to-date files, preparation for the audit in August

Human Resources Report June 20, 2022

Completed

- Nurse Over Time to State of Alaska (every 6 months)
- W2s and year end reports

Opportunities

- Looking for opportunities for Athena to become certified in Human Resources
- The new payroll system allowing for time entry in present time, updating reporting abilities.

Submitted by:

Cynthia Newman - SHRM-CP, PHR

Human Resources Director



Petersburg Medical Center

Skilled Nursing Report June 16, 2022

Staffing Overview

The Skilled Nursing Department is staffed with acute care RN's as skilled care is provided on the hospital side in swing beds at PMC. Having RN's staffed 24/7 allows us to provide IV medications and treat medically complex illnesses that other Skilled Nursing Facilities (SNF) may not be able to, as most are typically located in a LTC setting. The goal is to have 3 skilled nursing residents. PMC staffing is currently challenged with a limited number of permanent nursing staff. PMC nursing supervisors are trying to obtain traveling nursing staff for the hospital (which would staff SNF) as well as LTC.

Review and Update

SNF SB has had an average of 2-3 residents for most of May and June 2022. We currently have 1 SNF resident, with a discharge plan to PMC LTC. Swing Bed referrals are reviewed when received, and prior to admittance patients must have a firm discharge plan home or have appropriate Medicaid insurance in place in order to discharge to LTC.

Looking Forward

SNF SB looking to improve communication process with the rehab department by reinstating a multidisciplinary weekly meeting or report. We are also moving forward with attempting to meet with rehab, dietician as needed, nursing, and the physician prior to a care conference to illuminate main topics to cover, and briefly discuss challenges to care.

Challenges

Challenges are staffing when SNF SB residents exceed census of 3-4, as the acute care nursing staff also care for inpatients, covers the ER and outpatient treatments. The primary ongoing challenge in SNF SB is the discharge plan for residents who are failing to thrive at home, whose families can no longer provide the level of care they need at home. Typically, these residents are admitted to SNF SB for wound care, rehab, IV medications, or infections. Upon completion of the SNF goals, they no longer qualify for Medicare which has strict parameters to meet medical eligibility, and they do not have Medicaid or the ability to privately pay for LTC, thus leaving them without a feasible discharge plan. Many community members do not understand that Medicare coverage does not extend to LTC room and board, and most LTC insurances cover only a fraction of the LTC daily cost. Unfortunately, our department is repeatedly in the position of trying to educate our families when their loved one is in crisis. We are also challenged by re-admissions to SNF SB after a patient has failed a discharge home.

Accomplishments

Our department is working with Home Health and Long Term Care to help educate the public on the type of care provided in SNF SB as well as along the continuum of care. SNF SB is also working with the PMC business office to provide up to date information, and a single point of contact. We are also advocating for some

individualized payment plan contracts to assist families during high stress times. We are committed to providing optimal patient care, and the results of our small facilities' excellent care are evident in the improved condition of our patients at discharge, with wound healing, improved balance, and mobility, and resolved infections.

Opportunities

We are excited to be working with our new dietician, Jeanette, who has been able to give valuable input regarding optimizing calories and meal intake. We have been communicating with the Home Health department and Brandy specifically to try and identify needs and work on solutions to patient care and placement prior to crises.

Submitted by: Elizabeth Hart, RN 6/16/22



Petersburg Medical Center

Quality and Infection Prevention Report May 2022

Review and Update

QAPI projects are continuing even with a transition to a new Quality Manager. It is important to keep these projects moving along. Update on auditing tool for EVS- tablets have been received and initial training with all EVS staff occurred. Dietary department and Facilities will be utilizing the web-based program to improve documentation and record keeping.

Looking Forward

QAPI Projects soon to be or currently initiated:

- iAuditor for facility rounding, EVS checklists, maintenance, dietary.
- Patient Family Engagement for Skilled admissions
- Dietary: Steam table and meal plan review
- Clinic: Covid Testing Process
- Financial/HR: Paylocity
- LTC: Room renovation
- LTC: Lucynt Activity Table
- Medevac follow-up by case manager
- Antimicrobial Stewardship Outpatient ABX therapy monitoring

Opportunities

Healthcare should be safe, timely, effective, efficient, equitable, and patient centered. Quality drives all operations of a healthcare facility to include the Board. Institute for Healthcare Improvement (IHI) has resources and board education opportunities. For more information visit:

 $\underline{http://www.ihi.org/resources/Pages/IHIWhitePapers/Framework-Effective-Board-Governance-Health-System-Quality.aspx}$

Challenges

Survey readiness: Long Term care is in the window for a CMS survey and for new staff it can be an intimidating process. We had hoped to bring a seasoned Quality/IP person here for mock audits for staff to get comfortable with the process. Instead, checklists provided by CMS will be used to identify knowledge or process gaps.

COVID community cases continue to be identified by hospital lab testing. Across the state and certainly in Petersburg, more home testing means more cases are not reported to PMC and Public Health. For the most part, patients are able to manage their illness at home. There have not been any significant acute COVID illness however, there is an unknown number of people in the community who have recovered

from the acute illness and still experience long term COVID, identified as symptoms that either continue for several weeks after the acute phase illness or reemerge several weeks after recovery.

Because of the prevalence of home testing, there is no way to rapidly identify a new variant without a specimen being sent to the state lab. As long as COVID virus is passed from one individual to the next, variants can continue to be a concern. Vaccines continue to be highly protective against severe COVID illness and most people over 18 are eligible for another booster. Public Health has been handling the majority of COVID vaccinations; however PMC will continue to offer as the need arises.

Transition to new Quality and Infection Prevention Leadership involves careful mapping and transparency. Writing a procedure manual for these positions is not realistic. Training and job shadowing with new staff will be my first priority.

Upcoming meetings (meetings will be in person and Zoom, DI Conference Room):

- Long Term Care Quality: May 24, 2022; 10:00 11:30 (M. Cushing, Board Member)
- CAH Quality: May 26, 2022; 12:30 2:00 (K. Reimer, Board Member)
- Infection Prevention: May 27, 2022; 9:00 10:00 (H. Conn, Board Member)
- Long Term Care Quality: June 22, 2022 10:00 -11:30 (M. Cushing, Board Member)
- CAH Quality: June 28, 2022 12:00 1:30
- Infection Prevention Tentative: June 24, 2022; 1515-1645

Submitted by:

Elizabeth Bacom, MLS

Incoming Quality Manager:

Jay Barnard

jbarnard@pmc-health.org

907-772-5545

Resources:

 $State\ of\ Alaska\ Weekly\ Case\ Update\ (Wednesdays):\ \underline{https://dhss.alaska.gov/dph/Epi/id/Pages/COVID-19/weeklyupdate.aspx}$

Institute for Healthcare Improvement: http://www.ihi.org/



Petersburg Medical Center

CEO Report June 2022

The past month has seen a steady reduction in the number of COVID cases and we are beginning to see staffing improvements. We are gradually reducing our workload of testing and treatment for COVID that allows us to focus on access to patient care and a number of departments are seeing increases in volumes and census.

PMC has moved forward with opening a youth coordinator for addressing the childcare motion at the last board meeting. This is a new department that will serve as a pilot project. PMC has been focused on a rejuvenation of activities as we come out of the pandemic. The PMC Health Fair for the community was a tremendous success. The wellness department took the lead in organizing this event and there were many vendors, tours of medevac jet and fantastic presentations from Drs. Burt and Hyer as well as guest speaker Carol Seppilu. She provided an inspirational yet difficult story of using ultra running to battle depression.

The PMC work session with the assembly occurred on June 14. There was a very collaborative review of the new building and



Health fair guest speaker Carol Seppilu shared her inspirational story.



Great turnout at several health fair educational sessions, including presentations from Dr. Burt and Dr. Hyer.

overall an excellent

conversation. Next steps were an assembly approval for Geotech, environmental study at the 2 sites (N Haugen and Excel St). Additionally, there was a motion from the assembly to request PMC to assist in managing Mountain View Manor.

Legislative Update:

The 32nd Alaska legislature is finished and PMC did manage to have \$20M allocated as a line item in the capital budget. This is funding through a COVID package under the Department of Treasury section 604. Senator Murkowski met with me during Mayfest and we discussed the challenges of healthcare, workforce, community partnerships and the new facility. The following week Commissioner Crum from DHSS visited PMC and toured the facility on May 25. There was good conversation on the challenges and

opportunities of community-based healthcare.

Community Education/Outreach:

- Murkowski's visit in PSG May 21.
- DHSS Commissioner Crum visit May 25.
- PMC reports out at June Borough Assembly Meeting
- KFSK Radio PMC Live monthly June 2
- Health fair June 4
- Meeting with Borough work session June 14.
- Resource Committee PMC board June 23.
- Managers meeting on June 24 for a tour of the United States Coast Guard Cutter Pike.
- June 26 Paylocity Time and Attendance implementation.



One of several raffle items at the health fair.

Integrated Healthcare & Work Force Development:

PMC has been fortunate this past month in hiring. Quality Director, Executive Assistant to CEO, Infection Prevention, Occupational Therapy, Home Health Nurse, Physician Assistant, Physician, and Angela Menish as Nurse Practitioner have all been hired and in various stages of starting at PMC. There does appear to be a resurgence of workforce hires that is encouraging as some of our long-time staff retire and openings are filled. The national movement towards healthcare burnout is significant and we are feeling fortunate and encouraged in the past 2 months.

<u>Finance</u>: The financial package is included for review and approval for FY23 Budget. The PMC Resource Committee met on June 23 to review the operational budget. The budget has some adjustments from COVID, low census, change in staffing and will end up at a close to zero-based budgeting. The past year had a negative variance due to many of these issues with COVID, Medicare pay back and recovery volumes. The capital project list from FY22 was

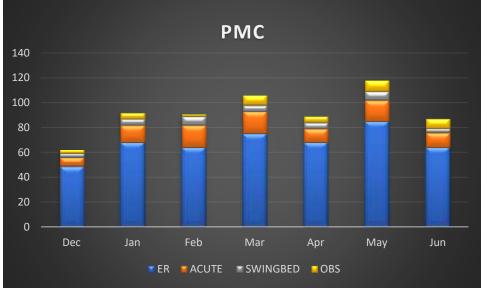


Managers meeting and tour aboard the United States Coast Guard Cutter Pike.

significant with financial electronic system, revenue cycle change, electronic health record (Cerner) implementation and, lastly, Paylocity time and attendance implementation.

PMC Statistics:





Submitted by: Phil Hofstetter, CEO

PETERSBURG MEDICAL CENTER

FINANCIAL REPORTING PACKAGE

FISCAL YEAR 2022

For the ten months ended April 30, 2022

PETERSBURG MEDICAL CENTER Statement of Revenues and Expenses For the ten months ended April 30, 2022

Month Actual	Month Budget	\$ Variance	% Variance			YTD Actual	YTD Budget	\$ Variance	% Variance	Prior YTD	% Variance
					Gross Patient Revenue:						
\$154,709	\$399,144	(\$244,435)	-61.2%	1.	Inpatient	\$3,051,776	\$3,547,873	(\$496,097)	-14.0%	\$3,012,817	1.3%
1,207,766	1,055,767	151,999	14.4%	2.	Outpatient	11,389,008	10,006,256	1,382,752	13.8%	9,538,824	19.4%
264,852	378,568	(113,716)	-30.0%	3.	Long-term Care	2,863,050	3,258,139	(395,089)	-12.1%	2,305,639	24.2%
1,627,327	1,833,479	(206,152)	-11.2%	4.	Total gross patient revenue	17,303,834	16,812,268	491,566	2.9%	14,857,280	16.5%
											
					Deductions from Revenue:						
212,556	230,133	17,576	7.6%	5.	Contractual adjustments	2,573,563	2,110,228	(463,335)	-22.0%	2,850,027	9.7%
0	0	0	n/a	6.	Prior year settlements	0	0	0	n/a	0	n/a
33,612	26,731	(6,881)	-25.7%	7.	Bad debt expense	(50,251)	245,109	295,360	120.5%	10,342	-585.9%
27,918 274,086	51,296 308,159	23,378 34,073	45.6% 11.1%	8. 9.	Charity and other deductions Total deductions from revenue	457,100 2,980,412	<u>470,364</u> 2,825,701	13,264 (154,711)	2.8% -5.5%	511,527 3,371,896	10.6% 11.6%
274,000	300, 139	34,073	11.170	9.	rotal deductions from revenue	2,900,412	2,023,701	(134,711)	-5.5%	3,371,090	11.070
1,353,241	1,525,320	(172,079)	-11.3%	10.	Net patient revenue	14,323,422	13,986,567	336,854	2.4%	11,485,384	24.7%
					Other Revenue						
148,285	92,629	55,656	60.1%	11.	Inkind Service - PERS/USAC	1,206,780	926,290	280,490	30.3%	1,025,455	17.7%
200,731	21,250	179,481	844.6%	12.	Grant revenue	685,975	212,500	473,475	222.8%	2,765,869	-75.2%
91,743	83,333	8,410	10.1%	13.	Federal & State Relief	1,046,233	833,330	212,903	25.5%	3,789,636	-72.4%
5,904	6,336	(432)	-6.8%	14.	Other revenue	685,025	232,365	452,660	194.8%	737,368	-7.1%
446,662	203,548	243,114	119.4%	15.	Total other operating revenue	3,624,013	2,204,485	1,419,528	64.4%	8,318,328	-56.4%
1,799,903	1,728,868	71,035	4.1%	16.	Total operating revenue	17,947,435	16,191,052	1,756,383	10.8%	19,803,712	-9.4%
					Expenses:						
991,412	794,272	(197,140)	-24.8%	17.	Salaries and wages	9,342,340	8,078,625	(1,263,715)	-15.6%	9,023,142	-3.5%
13,781	73,043	59,262	81.1%	18.	Contract labor	455,784	750,430	294,646	39.3%	693,221	34.3%
407,351	328,614	(78,737)	-24.0%	19.	Employee benefits	3,654,523	3,351,382	(303,140)	-9.0%	3,690,887	1.0%
130,141	94,497	(35,644)	-37.7%	20.	Supplies	1,412,933	894,227	(518,705)	-58.0%	1,055,287	-33.9%
115,412	100,465	(14,946)	-14.9%	21.	Purchased services	1,579,284	1,200,633	(378,650)	-31.5%	1,560,308	-1.2%
83,564	36,758	(46,806)	-127.3%	22.	Repairs and maintenance	663,432	414,622	(248,810)	-60.0%	1,849,437	64.1%
58,095	9,536	(48,559)	-509.2%	23.	Minor equipment	193,159	116,681	(76,478)	-65.5%	649,678	70.3%
15,560	16,651	1,091	6.6%	24.	Rentals and leases	157,723	169,546	11,823	7.0%	147,748	-6.8%
92,604	70,634	(21,971)	-31.1%	25.	Utilities	900,151	686,836	(213,315)	-31.1%	696,493	-29.2%
4,449	4,192	(258)	-6.1%	26.	Training and travel	74,824	63,552	(11,272)	-17.7%	49,829	-50.2%
57,347	54,484	(2,863)	-5.3%	27.	Depreciation	575,997	551,091	(24,906)	-4.5%	549,147	-4.9%
10,952	9,882	(1,069)	-10.8%	28.	Insurance	112,662	113,954	1,292	1.1%	103,236	-9.1%
38,029	35,810	(2,218)	-6.2%	29.	Other operating expense	290,844	263,799	(27,045)	-10.3%	192,078	-51.4%
2,018,695	1,628,838	(389,857)	-23.9%	30.	Total expenses	19,413,654	16,655,379	(2,758,276)	-16.6%	20,260,491	4.2%
(218,792)	100,030	(318,822)	-318.7%	31.	Income (loss) from operations	(1,466,220)	(464,327)	(1,001,893)	-215.8%	(456,779)	-221.0%
					Nonoperating Gains(Losses):						
(211,438)	20,833	(232,271)	-1114.9%	32.	Investment income	(258,020)	208,330	(466,350)	-223.9%	738,858	-134.9%
(12,464)	(560)	(11,904)	-2127.2%	33.	Interest expense	(24,263)	(6,065)	(18,197)	-300.0%	(623)	-3794.5%
(12,404)	0	(11,504)	n/a	34.	Gain (loss) on disposal of assets	(24,200)	(0,000)	(10,137)	n/a	(020)	n/a
(23,124)	208	(23,332)	-11217.5%	35.	Other non-operating revenue	(73,265)	2,080	(75,345)	-3622.4%	10,899	-772.2%
(247,026)	20,481	(267,507)	-1306.1%	36.	Net nonoperating gains (losses)	(355,548)	204,345	(559,892)	-274.0%	749,134	-147.5%
					,						
(\$465,818)	\$120,511	(\$586,329)	-486.5%	37.	Change in Net Position (Bottom Line)	(\$1,821,767)	(\$259,982)	(\$1,561,785)	-600.7%	\$292,355	-723.1%

PETERSBURG MEDICAL CENTER

Key Volume Indicators

For the ten months ended April 30, 2022

Current Month Year-To-Date Variance Variance 0 Prior Variance YTD **Actual Budget Actual Budget** % <u>Amount</u> % <u>Amount</u> % Hospital Inpatient 14 26 (12)-46.2% 1. Patient Days - Acute Care 254 254 0.0% 226 12.4% 31 67 (36)-53.7% 2. Patient Days - Swing Bed 468 666 (198)-29.7% 607 -22.9% 45 93 (48)-51.6% 3. Patient Days - Total 722 920 (198)-21.5% 833 -13.3% 0.5 0.9 (0.4)-46.2% 4. Average Daily Census - Acute Care 0.9 8.0 10.9% 0.7 24.7% 0.1 1.0 2.2 (1.2)-53.7% 5. Average Daily Census - Swing Bed 1.7 2.2 (0.5)-22.0% 2.0 -14.5% 1.5 3.1 (1.6)-51.6% 6. Average Daily Census - Total 2.6 3.0 (0.4)-12.9% 2.7 -3.8% 7. 12.5% 25.8% -13.3% -51.6% Percentage of Occupancy 22.0% 25.2% -3.3% -12.9% 22.8% -3.8% Long Term Care 252 360 (108)-30.0% 8. Resident Days 2.735 3.098 (363)-11.7% 2,418 13.1% 8.4 12.0 (4) -30.0% 9. Average Daily Census 10.0 10.2 (0.2)-2.1% 8.0 25.5% 56.0% 80.0% -24.0% -30.0% 10. Percentage of Occupancy 66.5% 67.9% -1.4% -2.1% 53.0% 25.5% Other Services 58 61 (3) -4.9% 11. **Emergency Room Visits** 661 610 51 8.4% 504 31.2% 12. 6.8% 10.7% 159 175 (16)-9.1% Radiology Procedures 1,869 1,750 119 1,689 2,444 2,292 152 6.6% 13. Lab Tests (excluding QC) 21,060 22,920 (1,860)-8.1% 24,889 -15.4% Rehab Services Units 558 692 (134)-19.4% 14. 6,401 6,920 (519)-7.5% 6,486 -1.3% 58 (58)-100.0% 15. **OP Treatment Room** 253 580 (327)-56.4% 470 -46.2% 129 267 (138)-51.7% 16 Home Health Visits 1,891 2,670 (779)-29.2% 2,668 -29.1% -28.7% 17. Clinic Visits 8,283 562 788 (226)9,136 7,880 1,256 15.9% 10.3% 18. Airport COVID Tests 981 981 3,723 -73.7% ** n/a n/a ** n/a 19. Lab Asymptomatic COVID Tests 248 248 n/a 5,055 -95.1%

^{**} Stats under review

PETERSBURG MEDICAL CENTER Key Operational Indicators

For the ten months ended April 30, 2022

Operating Margin

Total Margin

Days Cash on Hand (Including Investments)

Days in A/R

Prior Prior Variance Variance Actual Budget Amount % Actual Budget Amount % YTD \$ YTD % 13.1% 12.6% -0.5% -4.1% Contractual Adj. as a % of Gross Revenue 14.9% 12.6% -2.3% -18.5% 19.2% 22.5% 1.7% 2.8% 1.1% 38.7% Charity/Other Ded. as a % of Gross Revenue 2.6% 2.8% 0.2% 5.6% 3.4% 23.3% 2.1% 1.5% -0.6% -41.7% 3. Bad Debt as a % of Gross Revenue -0.3% 1.5% 1.7% 119.9% 0.1% 517.2%

-8.2%

-10.4%

168.4

45.3

-2.9%

-1.6%

-5.3%

-8.8%

Future months to include FTE's and Salary related indicators.

5.8%

6.9%

-17.9%

-36.9%

-310.1%

-535.4%

4.

5.

6.

7.

-12.2%

-30.0%

Current Month

Year-To-Date

-184.9%

-553.1%

-2.3%

1.4%

198.7

53.3

-254.2%

-828.0%

-15.3%

15.0%

PETERSBURG MEDICAL CENTER Balance Sheet April 30, 2022

ASSETS				
	Apr 2022	Mar <u>2022</u>	June <u>2021</u>	Apr <u>2021</u>
Current Assets:				
Cash - operating	\$2,215,212	\$2,390,362	\$885,064	\$2,246,495
2. Cash - insurance advances	1,353,327	1,533,972	3,527,776	3,624,420
3. Investments	2,600,341	2,600,341	2,600,105	2,600,060
4. Total cash	6,168,880	6,524,675	7,012,945	8,470,975
5. Patient receivables	5,905,249	6,028,624	5,993,056	5,203,657
6. Allowance for contractuals & bad debt	(3,621,438)	(3,595,783)	(3,590,980)	(3,094,964)
7. Net patient receivables	2,283,812	2,432,841	2,402,076	2,108,693
8. Other receivables	60,523	33,337	2,668,535	194,684
9. Inventories	272,416	278,142	320,886	298,030
10. Prepaid expenses	1,408,410	1,450,099	1,488,446	153,247
11. Total current assets	10,194,041	10,719,094	13,892,888	11,225,629
Property and Equipment:				
12. Assets in service	23,401,906	23,401,906	23,326,364	22,729,769
13. Assets in progress	525,461	508,508	122,864	70,328
14. Total property and equipment	23,927,367	23,910,414	23,449,228	22,800,097
15. Less: accumulated depreciation	(19,585,864)	(19,528,517)	(19,009,869)	(18,853,398)
16. Net propery and equipment	4,341,503	4,381,897	4,439,359	3,946,699
Assets Limited as to Use by Board				
17. Investments	2,928,336	3,108,561	3,150,777	3,095,510
18. Building fund	627,534	663,825	668,237	656,662
19. Total Assets Limited as to Use	3,555,871	3,772,386	3,819,014	3,752,172
Pension Assets:				
20. OPEB Asset	1,054,533	1,054,533	1,054,533	-
Deferred Outflows:				
21. Pension	2,894,105	2,894,105	2,894,105	2,524,894
22. Total assets	\$22,040,053	\$22,822,015	\$26,099,899	\$21,449,394

LIABILITIES & FUND BALANCE				
	Apr 2022	Mar 2022	June 2021	Apr 2021
Current Liabilities:	2022	<u>2022</u>	<u>2021</u>	<u>2021</u>
23. Accounts payable	\$1,213,818	\$1,160,810	\$878,884	\$672,712
24. Accrued payroll	449,307	351,785	528,024	384,381
25. Payroll taxes and other payables	91,570	77,293	116,455	84,324
26. Accrued PTO and extended sick	1,000,437	965,395	1,012,792	1,009,943
27. Deferred revenue	325,544	483,393	98,690	638,205
28. Due to Medicare	1,128,565	1,298,775	1,572,123	1,019,892
29. Due to Medicare - Advance	1,353,327	1,533,972	3,475,776	3,572,420
30. Due to Blue Cross - Advance	0	0	52,000	52,000
31. Other current liabilities	3,534	3,552	0	21,794
32. Loan Payable - SBA	0	0	0	0
33. Current portion of long-term debt	62,027	66,241	86,972	54,104
 Total current liabilities 	5,628,130	5,941,216	7,821,716	7,509,775
Long-Term Debt:				
 Capital leases payable 	127,905	130,963	172,395	26,056
Pension Liabilities:				
36. Net Pension Liability	12,894,055	12,894,055	12,894,055	11,270,762
37. OPEB Liablity	-	-	-	323,644
38. Total pension liabilities	12,894,055	12,894,055	12,894,055	11,594,406
 Total liabilities 	18,650,090	18,966,234	20,888,166	19,130,237
Deferred Inflows:				
40. Pension	903,147	903,147	903,147	1,148,977
Net Position:				
41. Unrestricted	4,308,584	4,308,584	877,826	877,826
42. Current year net income (loss)	(1,821,767)	(1,355,950)	3,430,761	292,355
43. Total net position	2,486,816	2,952,634	4,308,586	1,170,180

\$22,040,053 \$22,822,015 \$26,099,899

44. Total liabilities and fund balance

\$21,449,394

PETERSBURG MEDICAL CENTER Statement of Revenues and Expenses FISCAL YEAR 2022

	_	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	June	Total	Prior YTD	% VAR
	Gross Patient Revenue:															
1.	Inpatient	232,369	260,862	396,608	368,807	358,826	308,164	278,543	362,555	330,333	154,709	-	-	3,051,776	3,012,817	1.3%
2.	Outpatient	1,325,102	1,323,245	1,081,753	1,054,379	871,650	977,328	1,058,056	913,742	1,575,987	1,207,766	-	-	11,389,008	9,538,824	19.4%
3.	Long-term Care	258,488	275,679	288,878	348,580	363,398	284,416	258,179	256,779	263,801	264,852	-	-	2,863,050	2,305,639	24.2%
4.	Total gross patient revenue	1,815,959	1,859,786	1,767,239	1,771,766	1,593,874	1,569,908	1,594,778	1,533,076	2,170,121	1,627,327	-	-	17,303,834	14,857,280	16.5%
	Deductions from Revenue:															
5.	Contractual adjustments	286,954	257,425	276,467	317,838	431,812	153,923	217,926	210,342	208,320	212,556	-	-	2,573,563	2,850,027	9.7%
6.	Prior year settlements	-		-	-	-	-	-	-	-	-	-	-	-	-	n/a
7.	Bad debt expense	52,976	(54,463)	99,869	65,473	(397,282)	4,758	59,367	(1,221)	86,660	33,612	-	-	(50,251)	10,342	585.9%
8.	Charity and other deductions	54,373	31,749	17,059	66,633	62,417	52,196	76,822	45,534	22,399	27,918	-	-	457,100	511,527	10.6%
9.	Total deductions from revenue	394,303	234,711	393,395	449,944	96,947	210,877	354,115	254,655	317,379	274,086	-	-	2,980,412	3,371,896	11.6%
10.	Net patient revenue	1,421,656	1,625,075	1,373,844	1,321,822	1,496,927	1,359,031	1,240,663	1,278,421	1,852,742	1,353,241	-	-	14,323,422	11,485,384	24.7%
	Other Revenue															
11.	Inkind Service - PERS/USAC	123,202	123,710	108,614	120,252	117,111	116,550	115,441	116,409	117,206	148,285	-	-	1,206,780	1,025,455	17.7%
12.	Grant revenue	17,003	4,201	9,768	208,163	80,408	50,163	36,280	35,128	44,130	200,731	_	-	685,975	2,765,869	-75.2%
13.	Federal & State Relief	-	-	· -	· -	566,051	113,210	91,743	91,743	91,743	91,743	-	-	1,046,233	3,789,636	-72.4%
14.	Other revenue	70,070	93,530	109,930	111,764	67,945	71,824	64,047	28,690	61,321	5,904	-	-	685,025	737,368	-7.1%
15.	Total other operating revenue	210,275	221,441	228,312	440,179	831,515	351,747	307,511	271,970	314,400	446,662	-	-	3,624,013	8,318,328	-56.4%
16.	Total operating revenue	- 1,631,931	- 1,846,516	- 1,602,156	- 1,762,001	2,328,442	- 1,710,778	- 1,548,174	- 1,550,391	- 2,167,142	1,799,903	-	-	17,947,435	19,803,712	-9.4%
	F													-		
47	Expenses: Salaries and wages	924,899	980,951	878,591	1,004,227	894,669	953,793	933,615	844,429	935,754	991,412			9,342,340	9,023,142	-3.5%
17. 18.	Contract labor	90.280	134.543	51.233	36.041	24.002	33.951	21.444	15.422	35.087	13.781	-	-	455.784	693.221	34.3%
19.	Employee benefits	355,495	378,927	353,391	379,823	378,494	354,820	355,384	335,776	355,062	407,351	-	-	3,654,523	3,690,887	1.0%
20.	Supplies	93.600	120.881	139.820	178,610	145.423	138,770	155.572	177.244	132.872	130.141	_	-	1.412.933	1.055.287	-33.9%
21.	Purchased services	128,307	193,141	165,444	376,123	106,473	140,235	140,111	125,844	88,194	115,412	_	_	1,579,284	1,560,308	-1.2%
22.	Repairs and maintenance	41,445	40,723	42,465	54,340	64,345	82,473	90,138	80,556	83,383	83,564	_	_	663,432	1,849,437	64.1%
23.	Minor equipment	5,157	8,508	10,428	10,537	13,006	36,747	13,862	10,361	26,458	58,095	_	_	193,159	649,678	70.3%
24.	Rentals and leases	15,465	16,703	15,550	13,618	15,784	16,118	16,908	15,380	16,637	15,560	_	-	157,723	147,748	-6.8%
25.	Utilities	82,429	84,806	87,130	89,704	90,561	93,280	97,844	91,365	90,428	92,604	_	-	900,151	696,493	-29.2%
26.	Training and travel	6,760	4,207	12,165	12,541	5,628	3,784	9,510	10,176	5,604	4,449	_	-	74,824	49,829	-50.2%
27.	Depreciation	58,290	58,290	57,127	58,208	57,347	57,347	57,347	57,347	57,347	57,347	_	_	575,997	549.147	-4.9%
28.	Insurance	11,752	10,983	11,168	11,188	11,071	10,976	11,006	12,590	10,976	10,952	_	_	112,662	103,236	-9.1%
29.	Other operating expense	26,890	39,941	26,694	29,709	26,768	22,402	28,371	24,508	27,532	38,029	_	_	290,844	192,078	-51.4%
30.	Total expenses	1,840,769	2,072,604	1,851,206	2,254,669	1,833,571	1,944,696	1,931,112	1,800,998	1,865,334	2,018,695	-	-	19,413,654	20,260,491	4.2%
31.	Income (loss) from operations	(208,838)	(226,088)	(249,050)	(492,668)	494,871	(233,918)	(382,938)	(250,607)	301,808	(218,792)	-	-	(1,466,220)	(456,779)	-221.0%
	Nonoperating Gains(Losses):															
32.	Investment income	17,373	49,843	(98,871)	120,656	(69,128)	99,526	(140,864)	(44,926)	19,809	(211,438)	_	_	(258,020)	738,858	-134.9%
33.	Interest expense	(658)	-0,0-0	(633)	(634)	(624)	(615)	(605)	(595)	(7,435)	(12,464)	_	_	(24,263)	(623)	-3794.5%
34.	Gain (loss) on disposal of assets	(000)	_	(000)	-	(024)	(010)	(000)	(000)	(7,400)	(12,404)	_	_	(24,200)	(020)	0704.070
35.	Other non-operating revenue	16	49	16	16	16	2,969	(35,358)	262	(18,127)	(23,124)	_	_	(73,265)	10,899	-772.2%
36.	Net nonoperating gains (losses)	16,731	49,892	(99,488)	120,038	(69,736)	101,880	(176,827)	(45,259)	(5,753)	(247,026)	_	-	(355,548)	749,134	-147.5%
	33 (,	-, -	-,	(,,	.,	(,,		(-,- ,	(-,,	(-,,	(,,			(111)		
37.	Change in Net Position (Bottom Line)	(192,107)	(176,196)	(348,538)	(372,630)	425,135	(132,038)	(559,765)	(295,866)	296,055	(465,818)	-	-	(1,821,767)	292,355	-723.1%
38.	FY21 Budget	(100,691)	(137,944)	(71,223)	(114,217)	(93,756)	(130,968)	68,416	128,510	71,380	120,511	-	-	(259,982)		
39.	FY21 Variance	(91,416)	(38,252)	(277,315)	(258,413)	518,892	(1,070)	(628,181)	(424,376)	224,675	(586,329)	-	-	(1,561,785)	_	_

PETERSBURG MEDICAL CENTER

Key Volume Indicators

FISCAL YEAR 2022

	_	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	June	Total	Prior YTD	% Change
Hospital Inpatient																
1. Patient Days - Acute Care		16	19	23	18	35	19	38	38	34	14			254	226	12.4%
2. Patient Days - Swing Bed	_	35	34	74	92	52	29	24	52	45	31			468	607	-22.9%
3. Patient Days - Total		51	53	97	110	87	48	62	90	79	45			722	833	-13.3%
4. Average Daily Census - Acute Care		0.5	0.6	8.0	0.6	1.2	0.6	1.2	1.4	1.1	0.5			0.9	0.7	24.7%
Average Daily Census - Swing Bed		1.1	1.1	2.5	3.0	1.7	0.9	8.0	1.9	1.5	1.0			1.7	2.0	-14.5%
6. Average Daily Census - Total		1.6	1.7	3.2	3.5	2.9	1.5	2.0	3.2	2.5	1.5			2.6	2.7	-3.8%
7. Percentage of Occupancy		13.7%	14.2%	26.9%	29.6%	24.2%	12.9%	16.7%	26.8%	21.2%	12.5%			22.0%	22.8%	-3.8%
Long Term Care																
8. Resident Days		279	279	273	317	321	272	248	243	251	252			2,735	2,418	13.1%
9. Average Daily Census		9.0	9.0	9.1	10.2	10.7	8.8	8.0	8.7	8.1	8.4			10.0	8.0	25.5%
10. Percentage of Occupancy		60.0%	60.0%	60.7%	68.2%	71.3%	58.5%	53.3%	57.9%	54.0%	56.0%			66.5%	53.0%	25.5%
Other Services																
11. Emergency Room Visits		90	77	51	57	65	76	69	63	55	58			661	504	31.2%
12. Radiology Procedures		232	194	179	213	153	167	181	176	215	159			1,869	1,689	10.7%
13. Lab Tests (excluding QC)	**	2,280	1,131	2,546	2,500	2,491	1,719	1,621	1,984	2,344	2,444			21,060	24,889	-15.4%
14. Rehab Services Units		890	932	680	453	508	753	550	520	557	558			6,401	6,486	-1.3%
15. OP Treatment Room	**	51	47	35	47	73								253	470	-46.2%
16 Home Health Visits		270	265	207	196	212	181	196	235		129			1,891	2,668	-29.1%
17. Clinic Visits	**	1,185	1,062	1,237	1,017	1,067	748	845	715	698	562			9,136	8,283	10.3%
18. Airport COVID Tests	**	42	247	319	201	172								981	3,723	-73.7%
19. Lab Asymptomatic COVID Tests	**	48	44	64	30	62								248	5,055	-95.1%

^{**} Stats under review

PETERSBURG MEDICAL CENTER Key Operational Indicators

For the ten months ended April 30, 2022

_	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	June	YTD	Prior YTD	% Change
1. Contractual Adj. as a % of Gross Revenue	15.8%	13.8%	15.6%	17.9%	27.1%	9.8%	13.7%	13.7%	9.6%	13.1%			14.9%	19.2%	22.5%
2. Charity/Other Ded. as a % of Gross Revenue	3.0%	1.7%	1.0%	3.8%	3.9%	3.3%	4.8%	3.0%	1.0%	1.7%			2.6%	3.4%	23.3%
3. Bad Debt as a % of Gross Revenue	2.9%	-2.9%	5.7%	3.7%	-24.9%	0.3%	3.7%	-0.1%	4.0%	2.1%			-0.3%	0.1%	517.2%
4. Operating Margin	-12.8%	-12.2%	-15.5%	-28.0%	21.3%	-13.7%	-24.7%	-16.2%	13.9%	-12.2%			-8.2%	-2.3%	-254.2%
5. Total Margin	-11.7%	-9.3%	-23.2%	-19.8%	18.8%	-7.3%	-40.8%	-19.7%	13.7%	-30.0%			-10.4%	1.4%	-828.0%
6. Days Cash on Hand (Including Investments)	192.5	170.8	165.5	186.4	190.8	195.9	179.6	176.8	178.2	167.4	-	-	168.4	198.7	-15.3%
7. Days in A/R	40.1	41.0	49.8	44.7	47.5	41.7	49.9	50.8	50.1	45.3	-	-	45.3	53.3	15.0%

PETERSBURG MEDICAL CENTER

BYLAWS OF THE HOSPITAL BOARD

DEFINITIONS

- 1. The term "Hospital" shall mean the Petersburg Medical Center.
- 2. The term "President" shall refer to the then acting President of the Board as further defined in Article IV of these Bylaws.
- 3. The term "Medical Staff" shall refer to the organized Medical Staff as further defined in Article VII of these Bylaws.
- 4. The term "Board" shall refer to the Board of Directors of the Hospital as defined in Article II of these Bylaws.
- 5. The term "Chief Executive Officer" or "CEO" shall refer to the Chief Executive Officer of the Hospital as defined in Article VI of these Bylaws.
- 6. The term "Medical Director" refers to the Medical Director of the Hospital who works closely with the executive management team of the Hospital to implement strategies that enhance patient care and improve the practice of medicine within the Hospital.

ARTICLE 1 NAME AND PURPOSE

The Petersburg Medical Center is referred to in these Bylaws as the "Hospital." The Hospital is operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code") and is owned by the Petersburg Borough and is a component of the Petersburg Borough. The governing body of the Hospital is the Petersburg Medical Center Board, referred to in these articles as the "Board."

The purpose of the Hospital is:

1) To provide quality health care services to the residents and visitors of Petersburg and the surrounding area within the available resources

- without regard to race, creed, age, sex, handicap, socioeconomic status, or national origin.
- 2) To promote and improve health in the community through education, preventive medicine, and quality health care.
- 3) To take actions and make choices that will best ensure the financial stability of the Hospital into the future, and thereby ensure the availability of health care services today and tomorrow.

ARTICLE II BOARD OF DIRECTORS

SECTION 1. POWERS. The Board shall be the governing body of the Hospital, overseeing the management of its business and affairs, including management of patient care, in a manner consistent with those powers granted to it by the Charter of the Petersburg Borough, the Petersburg Municipal Code, these Bylaws, and other applicable law reasonably incident and necessary for the management of the Hospital.

SECTION 2. MEMBERSHIP. Membership of the Board is in accordance with the Charter of the Petersburg Borough and the Petersburg Municipal Code. As such, Board members must be a qualified Petersburg Borough voter and have resided in the borough for a period of one year prior to taking office. The Board shall be composed of no more than seven (7) voting members. Each member shall serve a three-year term, and the terms must be staggered to allow for the uninterrupted continuation of Board functions. Notwithstanding anything in Article II to the contrary, membership, qualifications, and appointment of members of the Board shall be controlled and governed by the laws of Alaska as it presently exists or may hereafter be amended from time to time.

SECTION 3. <u>VACANCIES.</u> In the event of vacancy on the Board prior to a regularly scheduled election, the Board will follow Borough Charter Section 3.04.060 to fill the vacancy.

SECTION 4. QUALIFICATIONS. No Board member shall be an employee of the Hospital during any part of his/her term of office, or have served as an employee of the Hospital within the preceding twelve (12) month period.

SECTION 5. <u>ABSENCES/ATTENDANCE.</u> A vacancy is created on the Board for any of the reasons stated in Borough Charter Section 3.50.020 (B) and Borough Charter Section 2.04 (A) and (B).

ARTICLE III MEETINGS

SECTION 1. <u>AUTHORITY ON PROCEDURE.</u> The latest available edition of ROBERTS RULES OFORDER, REVISED, shall apply to all questions of procedure not specified in these Bylaws.

SECTION 2. REGULAR MEETING. Regular meetings shall be held monthly, or no fewer than ten (10) times per year, at a time and place designated by the Board after the installation of officers. Regular meetings may be suspended or postponed by the President or by a quorum of the Board.

SECTION 3. SPECIAL MEETINGS. Special meetings may be called by the President of the Board or by a quorum of the Board. No less than three (3) days' notice shall be given to allow for notification of the Board and public advertising in accordance with Alaska law.

SECTION 4. QUORUM. Four Board members, attending in person, telephonically, or electronically, shall constitute a quorum for the transaction of all business of the Board.

ARTICLE IV OFFICERS

SECTION 1. OFFICERS. The officers of the Board shall be the President, Vice-President, and Secretary.

SECTION 2. <u>ELECTION OF OFFICERS.</u> Election of officers shall be held annually, at the first meeting following the general municipal election. Nominations shall be made from the floor, followed by the election. A majority vote of all members of the Board shall be necessary to elect. The terms shall begin upon adjournment of the meeting at which the election is held.

SECTION 3. PRESIDENT. The President shall preside at all meetings of the Board and shall exercise and discharge other powers and responsibilities as may be required by the Board, by these Bylaws, or by the Medical Staff Bylaws. The President's responsibilities shall may include, but are not limited to making recommendations to the Board, from time-to-time, as the President determines appropriate, on policies and matters that the President believes require Board action, as well as attending all meetings of the Board and Medical Staff unless the President appoints a designee. , and The President will also serve as liaison among the Board, the Medical Staff, and the Hospital.

SECTION 4. <u>VICE-PRESIDENT.</u> The Vice-President shall, in the absence or refusal to act of the President, perform the duties of the President, and shall perform all such other duties as may be required by the Board, by these Bylaws, or by the Medical Staff Bylaws.

SECTION 5. <u>SECRETARY.</u> The Secretary of the Board shall keep an accurate record of all meetings of the Board; shall conduct all correspondence of the Board as directed; shall file all documents and correspondence belonging to the Board; shall keep these Bylaws and the Medical Staff Bylaws current for reference; and shall conduct an election of a President pro-tem in the event that the President and vice- President are absent from or otherwise unable to participate in a meeting of the Board. The secretary may receive assistance from Hospital staff in carrying out these duties and responsibilities.

SECTION 6. <u>TERM OF OFFICE.</u> The term of office for all officers shall be one year. Officers shall be eligible for re-election to the same or other positions as officers.

SECTION 7. <u>REMOVAL OF OFFICERS.</u> Any officer may be removed with cause by a two-thirds majority vote of the Board for any of the reasons enumerated in the Borough Charter Section 2.04 (B).

ARTICLE V COMMITTEES OF THE BOARD

SECTION 1. <u>COMMITTEES GENERALLY.</u> Committees of the Board may be standing or special. Each committee shall exercise such power and carry out such functions as are designated by these Bylaws or are delegated by the Board. Except as otherwise specified in this Article V, each committee shall adhere to the following procedures:

- A. Meetings. The President of the Board or committee chair shall determine the schedule that each committee shall be required to meet. Reasonable notice of the meetings of any committee shall be given to the committee members and to the President and any such other individuals as may be designated by the Board from time to time, each of whom shall have the right to attend and participate in the deliberations of the committee except as otherwise expressly noted in these Bylaws. The President of the Board or the committee chair may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee.
- B. <u>Minutes</u>. Each committee shall record minutes of its deliberations, recommendations, and conclusions and shall deliver a draft copy of such minutes to the Secretary, the President, and such other individuals

- designated by the Board from time to time for review and comment prior to completion.
- C. <u>Quorum.</u> Subject to the provisions otherwise identified in these Bylaws, a majority of the members of each committee shall constitute a quorum for the transaction of business.
- D. <u>Rules.</u> Each committee may adopt rules for its own operations and that of its subcommittees consistent with these Bylaws or the policies of the Board. The Board must approve any such rules before they become effective.

SECTION 2. <u>APPOINTMENT TO COMMITTEES.</u> The chair and members of each committee, except as otherwise provided in these Bylaws, shall be appointed annually by the President and confirmed by a majority of the Board.

SECTION 3. STANDING COMMITTEES. Standing committees shall consist of the Quality Improvement Committee, Joint Conference Committee, and the Resource Committee.

- A. QUALITY IMPROVEMENT COMMITTEE. The Quality Improvement Committee shall review and report on matters of patient care and safety of patients, staff, and Hospital visitors. This committee shall identify, assess, and recommend solutions of Hospital-wide problems concerning the standard of care provided by the Hospital's employees, agents, independent contractors, and Medical Staff. The committee shall review and report on systems of performance evaluation for all clinical and administrative staff; membership by individuals on the Medical Staff; scope of privileges held by members of the Medical Staff and others; and litigation and claims related to malpractice, non-feasance or misfeasance by employees, agents, independent contractors, and members of the Medical Staff. The committee shall include, at a minimum, one member of the Board, the CEO, the director of nursing, the medical records director, and one member of the Medical Staff. The committee shall meet at least ten (10) times per year, and shall report to the Board as requested by the President.
- B. <u>RESOURCE COMMITTEE</u>. The Resource Committee shall review and make recommendations to the Board with respect to the financial and strategic planning needs and activities of the Hospital. These include, but are not limited to, debt structure; purchase, sale or encumbrancing of real property; financial feasibility of projects; adoption of the annual budget; policies of the Hospital on bad debts; donated services; insurance held by the Hospital;

reports of the auditors; and other matters that might affect the financial condition and future direction of the Hospital.

C. <u>JOINT CONFERENCE COMMITTEE</u>. The Joint Conference Committee shall act as an intermediary between the Board and the Medical Staff. It shall consist of the President of the Board, the CEO, and the Chief of Medical Staff. In the absence of the President, another officer of the Board shall represent the Board.

The chair of the committee shall alternate annually between the President, who shall serve in even-numbered years, and the Chief of the Medical Staff, who shall serve in odd-numbered years. An alternate chair may be appointed by mutual agreement of the President and the Chief of the Medical Staff.

The Joint Conference Committee shall hear grievances and make recommendations to the Board and to the Medical Staff. It shall review proposed amendments to the Medical Staff Bylaws and rules and regulations. The committee shall meet quarterly or at the request of the President or the Chief of the Medical Staff, and shall report to the Board as requested by the President.

SECTION 4. SPECIAL COMMITTEES. Special committees may be designated by the President with the approval of a majority of the Board. A special committee shall limit its activities to the task for which it is appointed. Upon completion of the task for which it was appointed, a special committee shall be dissolved without further Board action.

SECTION 5. <u>AUXILARY AND ASSOCIATED ORGANIZATIONS.</u> The Board may authorize the formation of auxiliary and associated organizations to assist in the fulfillment of the purposes of the Hospital. Each such organization shall exercise such power and carry out such functions as are designated by these Bylaws or delegated by the Board. Each organization shall keep regular minutes of its proceedings and shall report to the Board when requested to do so.

ARTICLE VI Chief Executive Officer (CEO)

SECTION 1. SELECTION, AUTHORITY, AND EVALUATION OF CEO. The Board shall select and employ a competent and experienced CEO who shall be its direct executive representative in the management of the Hospital.

The CEO shall have the general supervision, administration and direction of all the Hospital's activities and departments, in accordance with the Petersburg Municipal Code and subject to the direction of the Board. The CEO shall perform all the duties

commonly incident to his/her office and authorized by the Petersburg Municipal Code. The CEO shall act as the Board's duly authorized representative in all matters in which the Board has not formally designated some other person for that specific purpose.

The Board shall evaluate the performance of the CEO annually based on mutually agreed upon goals and objectives. This evaluation shall be performed in an executive session of the Board and a written record of the evaluation shall be made part of the personal and confidential file of the CEO.

SECTION 2. RESPONSIBILITIES AND DUTIES. Responsibility and duties of the CEO shall include, but not be limited to:

- A. Responsibility for carrying out all policies established by the Board;
- B. Preparation and submission to the Board for approval of a plan or organization of the personnel and others concerned with the operation of the Hospital;
- C. Preparation of an annual budget showing the expected revenue and expenses of the Hospital;
- D. Selection, employment, control and discharge of all employees, including the development and maintenance of personnel policies and practices of the Hospital;
- E. Responsibility for the repair and operating condition of all physical properties;
- F. Supervision of all business affairs of the Hospital and ensuring that all funds are collected and expended to the best possible advantage to the Hospital;
- G. Working with the Medical Staff and with all those concerned with providing professional services to the Hospital so that the best possible care may be rendered to all patients;
- H. Preparation of periodic reports to the Board reflecting the activities of the Hospital, and the preparation of any special reports as may be requested by the Board;
- I. Attendance at all meetings of the Board;
- J. Performance of any other duty assigned by the Board or that may be necessary in the interests of the Hospital;

K. The CEO shall be responsible for establishing policies for services provided by individual volunteers.

ARTICLE VII MEDICAL STAFF

SECTION ONE. ORGANIZATION, APPOINTMENTS AND HEARINGS.

- A. The Medical Staff shall be organized into a responsible administrative unit, and be a self-governing body, having its own Bylaws, rules, policies and regulations, subject to approval by the Board. It shall be comprised of physicians who are graduates of recognized medical schools.
- B. The Medical Staff shall be responsible to the Board for the scientific work and the clinical work of the Hospital and it shall respond to the Board when called upon to advise the Board regarding professional problems and policies.
- C. The Medical Staff shall make recommendations to the Board on individuals who apply for appointment to the Medical Staff, allied health professional staff, and dependent practitioner staff, and the Board shall consider the Medical Staff's recommendations in deciding whether the applicant should be appointed. Any differences in recommendations concerning Medical Staff appointments, reappointments, terminations of appointments, and the granting and revision of clinical privileges shall be resolved within a reasonable period of time by the Board and the Medical Staff. Each appointee to the Medical Staff shall have the appropriate authority to care for their patients subject to such limitations and regulations for the Medical Staff, and, further subject to any limitations which may be attached to his or her appointment. Final authority and responsibility governing the Medical Staff shall reside with the Board.
- D. The Board shall specify the authority and responsibility for selection of Medical Staff officers, section chairmen, and any other positions deemed appropriate by the Board.

SECTION TWO. MEDICAL CARE AND ITS VALUATION.

A. The Board shall assign to the Medical Staff reasonable authority for ensuring appropriate professional care of the Hospital's patients. The Medical Staff is responsible for the review/revision of policies and procedures that affect the Medical Staff as warranted. The period between reviews shall not exceed three (3) years.

- B. The Medical Staff shall conduct an ongoing review and appraisal of the quality of professional care rendered in the Hospital and shall report such activities and the results to the Board.
- C. The Board may refer specific matters to the Medical Staff for their consideration and recommendations concerning:
 - 1. Appointments, reappointments and other changes in staff status;
 - 2. Granting of clinical privileges;
 - 3. Disciplinary actions; and
 - 4. All matters relating to professional competency.
- D. The Board shall ensure the Medical Staff contributes to the quality of care by coordinating their work with that of other leaders and those responsible for governing the organization. The Board shall also:
 - 1. Ensure all Medical Staff members responsible for assessing, caring for, or treating patients are clinically competent and that clinical care rendered is appropriate; and
 - 2. Ensure the Medical Staff contributes to the organization's planning, budgeting, safety management, and overall performance improvement activities.

SECTION THREE. The Board shall invite the Chief of the Medical Staff or its designee to its regularly scheduled meetings, The Chief of the Medical Staff or designee as spokesman for the Medical Executive Committee ("MEC") will be required to present the activities carried out and the recommendations made by the Medical Staff and MEC during the preceding month, as appropriate. These recommendations may include:

- A. The structure of the Medical Staff
- B. The mechanism used to review credentials and to delineate individual clinical privileges.
- C. Individuals for appointment to the Medical Staff.
- D. Delineated clinical privileges for each eligible individual.

- E. The Medical Staff's participation in organization-wide performance improvement activities.
- F. The mechanism by which appointment on the Medical Staff may be terminated.
- G. The mechanism for the fair-hearing process.

SECTION FOUR. The Medical Staff shall adopt policies, Bylaws, rules and regulations and amendments as may be appropriate, setting forth its organization and governing its conduct. These policies, Bylaws, rules and regulations and any amendments thereto are subject to the approval of the Board.

SECTION FIVE. <u>FAIR HEARING.</u> The Board of Directors shall require that any adverse recommendation made by the Medical Executive Committee or any adverse action taken by the Board with respect to a practitioner's Medical Staff appointment, reappointment, category, admitting prerogatives, or clinical privileges, shall, except under circumstances for which specific provision is made in the <u>Medical Staff Bylaws</u>, be accomplished in accordance with the fair hearing provisions of the <u>Medical Staff Bylaws</u>, then in effect. These fair hearing provisions shall provide for procedures to assure fair treatment and afford opportunity for the presentation of all pertinent information. For the purpose of this Section, an "adverse recommendation" of the Medical Executive Committee and "adverse action" of the Board of Directors shall be as defined in these fair hearing provisions.

ARTICLE VIII INDEMNIFICATION

The Hospital shall indemnify, defend and hold harmless the CEO, the Chief of the Medical Staff, and any Board Member who was or is made a party, or is threatened to be made a party, to any threatened, pending or completed action, lawsuit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an officer, representative, employee or agent of the Hospital, or is or was serving as an officer, representative, employee or agent of the Hospital in any matter, including a peer review proceeding or in any proceeding relating to the discipline or licensure of a Medical Staff member, against all expenses, attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interest of the Hospital, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The determination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of a *nolo contendere* or equivalent, shall not, by itself, create a

presumption that the person did not act in good faith or in a manner which he or she did not reasonably believe to be in the best interests of the Hospital and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Except as otherwise set forth in this Article VIII, the Hospital may not indemnify an CEO, Chief of Medical Staff, or Board Member (i) in connection with any proceeding by or in the right of the Hospital in which the individual is or has been adjudged liable to the Hospital; or (ii) in connection with any other proceeding charging that the individual derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the individual was adjudged liable on the basis that the individual derived an improper personal benefit. Notwithstanding the foregoing, the Hospital shall indemnify any CEO, Chief of the Medical Staff, or Board Member to the extent properly ordered to do so by a court of competent jurisdiction.

ARTICLE IX CONFLICT OF INTEREST

A Board member shall be considered to have a conflict of interest if he or she has an existing or potential financial interest which impairs or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the Hospital. All Board members shall disclose to the Board any possible conflict of interest at the earliest practical time.

A Board member shall recuse himself or herself from voting or otherwise participating in any matter under consideration at a Board or committee meeting in which he or she has a conflict of interest. The minutes of each meeting shall reflect any recusals. A Board member who is uncertain whether a conflict of interest exist in any matter shall disclose the possible conflict and request the Board or committee to resolve the question by majority vote without his or her participation.

ARTICLE X DISSOLUTION OF HOSPITAL

If the Hospital Board is dissolved and/or the operations of the Hospital cease, the assets of the Hospital will revert back to the Borough or such other governmental entity identified by the Borough for a public purpose, or to such other nonprofit corporation identified by the Borough for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI ADMENDMENTS

These Bylaws may be amended or have additional articles or sections added at any regular meeting of the Board by four votes, provided the amendment or additions have been submitted in writing and read at the previous regular meeting.