

Township Representatives:							
<input checked="" type="checkbox"/>	George "Bud" Banker, Bear Lake	<input checked="" type="checkbox"/>	Michael Cox, Oliver	<input checked="" type="checkbox"/>	Eric Hendricks, Orange (6:30 PM)	<input type="checkbox"/>	Diana Needham, Kalkaska Village
<input type="checkbox"/>	Gregory Bradley, Clearwater	<input checked="" type="checkbox"/>	Paul Erickson, Boardman	<input checked="" type="checkbox"/>	Ray Hoffman, Coldsprings	<input checked="" type="checkbox"/>	Tracy Nichol, Blue Lake
<input checked="" type="checkbox"/>	Nelson "Jerry" Cannon, Garfield	<input checked="" type="checkbox"/>	David Gill, Springfield	<input checked="" type="checkbox"/>	Karl Klimek, Excelsior	<input type="checkbox"/>	John Rogers, Rapid River
<input type="checkbox"/>	Kalkaska Township - Vacant						
Members At Large Members:							
<input checked="" type="checkbox"/>	Robert "Bob" Barr	<input checked="" type="checkbox"/>	Dale De Korne	<input checked="" type="checkbox"/>	Kim Stephens	<input checked="" type="checkbox"/>	Bruce Zenner
<input checked="" type="checkbox"/>	Noreen Broering	<input checked="" type="checkbox"/>	Melanie Pauch	<input checked="" type="checkbox"/>	Valerie Thornburg		
Staff:							
<input checked="" type="checkbox"/>	Kim Babcock	<input type="checkbox"/>	Daniel Conklin	<input checked="" type="checkbox"/>	Andrew Raymond	<input checked="" type="checkbox"/>	Teresa Smith
<input type="checkbox"/>	Jeremy Cannon	<input checked="" type="checkbox"/>	Jeremy Holmes, DO (via TEAMS Meeting-6:12 PM)	<input checked="" type="checkbox"/>	Kevin Rogols	<input type="checkbox"/>	Laura Zingg
<input checked="" type="checkbox"/>	Chandra Whiting	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	
Others:							
<input checked="" type="checkbox"/>	Josh Boyle, WIPFLI (via TEAMS Meeting)	<input checked="" type="checkbox"/>	Nancy Grody	<input type="checkbox"/>		<input type="checkbox"/>	

TOPIC	SUMMARY	ACTION ASSIGNMENT
Call to Order	Board Chair, Mr. Bruce Zenner, called the meeting to order at 6:00 PM in Classroom(s) A & B at the Health Center.	
Consent Agenda	The Consent Agenda was reviewed. <u>Motion was made and duly supported to approve the Consent Agenda as presented. All "AYE." Motion carried.</u>	
Public Comment Regarding Agenda Topics	One public comment about Kalkaska Memorial Health Center was shared by a board member; the individual had said they had a surgical procedure here and "it was the best experience ever; it was like going to a spa."	

<p>Audit Results</p>	<p>The complete Fiscal Year 2020 and 2021 “draft” audit documents were included in the meeting packet for review. Mr. Josh Boyle, auditor and partner from WIPFLI, presented the audit to the board.</p> <ul style="list-style-type: none"> • Auditor reviewed their general responsibility in accordance with auditing standards generally accepted in the United States and Government Auditing Standards. • Audits were performed according to planned scope and timing in accordance with discussions with management and engagement letters. During the audit process there was a high level of support and cooperation received from management. • Discussed qualitative aspects of accounting practices and significant estimates. • Reviewed adjustments for 2020, 2021 as well as the adjustments’ overall impact on the hospital’s net position. • Reviewed unadjusted amounts for 2020 as well as 2021; these items were discussed with management and determined to be immaterial, both individually and in the aggregate, to the financial statements taken as a whole. • Presented a detailed financial analysis comparing Kalkaska Memorial Health Center (KMHC) to historical levels for the hospital, the median (50th percentile) for Michigan hospitals and the East-North Central Regional median (50th percentile) for critical access hospitals. • Provided an industry update including rural health pre-COVID-19, pressure points on rural providers, the impact of COVID, COVID funding, healthcare trends, price transparency, surprise billing, Medicare RHC reimbursement, Medicare-Medicaid crossover bad debts and information on the 340B Program. • The Board thanked Mr. Raymond for the clean audits during a very complicated two-year period. <p style="text-align: center;"><u>Motion was made and duly supported to accept and approve the Fiscal Year 2020 and 2021 Financial Audit as presented. A roll call vote was taken as follows: George “Bud” Banker, yes; Nelson “Jerry” Cannon, yes; Michael Cox, yes; Paul</u></p>	
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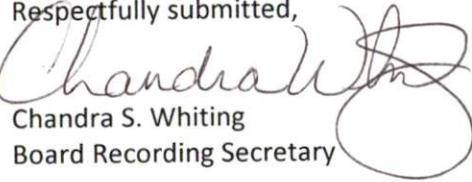
	<p><u>Erickson, yes; Eric Hendricks, yes; Ray Hoffman, yes; David Gill, yes; Karl Klimek, yes; Tracy Nichol, yes; Valerie Thornburg, yes; Bruce Zenner, yes; Noreen Broering, yes; Bob Barr, yes; Dale De Korne, yes; Kim Stephens, yes; Melanie Pauch, yes. All "AYE." Motion carried.</u></p>	
<p>Board Chair Report Munson Healthcare Update</p>	<p>Mr. Bruce Zenner reported on the following:</p> <ul style="list-style-type: none"> • Munson Healthcare is currently completing a process to centralize governance at the system level. Owned entities will no longer have their own Boards. Community hospital boards will transition to focus on local quality of care. • An additional topic was the effects of COVID-reduced staffing at all hospitals. <p>Discussion ensued around COVID patients, availability of beds and staffing.</p>	
<p>Committee Reports Executive Committee Meeting Update 11-15-21</p> <ul style="list-style-type: none"> • Review of Mr. Rogols Compensation 	<p>Mr. Bruce Zenner reported that the Executive Committee met on November 15, 2021, to review Mr. Rogols' employment agreement. Discussion focused on items such as the term of the agreement, notice provisions and compensation. Additionally, the Executive Committee reviewed the CEO portion of the management team fair market value assessment that, per the request of the Board, Mr. Rogols presented to the Board of Trustees at its meeting on September 28, 2021. The assessment reflected Mr. Rogols compensation (base salary and incentive) at the 22nd percentile of similar hospitals based upon net revenue and full-time equivalents.</p> <p>Resulting from discussion, the Executive Committee concluded (voting 4 in favor and 1 opposed) to recommend to the full Board of Trustees that Mr. Rogols compensation be increased to the 50th percentile based upon the Michigan Hospital Association's 2021 salary survey.</p> <p>Mr. Zenner then opened the topic of Mr. Rogols' compensation to the board for discussion. Discussion ensued. Following discussion:</p> <p style="text-align: center;"><u>Motion was made and duly supported to amend Mr. Rogols current compensation (base salary plus projected annual incentive award) to the 50th percentile effective January 1, 2022. All other elements of Mr. Rogols' employment contract will remain as recorded in the March 1, 2018 agreement. A roll call vote was taken as follows: George "Bud" Banker, yes; Nelson</u></p>	

	<p><u>“Jerry” Cannon, yes; Michael Cox, no; Paul Erickson, no; Eric Hendricks, no; Ray Hoffman, yes; David Gill, no; Karl Klimek, yes; Tracy Nichol, yes; Valerie Thornburg, yes; Bruce Zenner, yes; Noreen Broering, yes; Bob Barr, yes; Dale De Korne, yes; Kim Stephens, yes; Melanie Pauch, yes. 12 “AYES.” 4 “NAYS”.</u> <u>Motion carried.</u></p>	
<p>Compliance Committee Meeting Update 12-07-21</p> <ul style="list-style-type: none"> • Dr. Douglas Gentry-Family Practice • Dr. Sally Ancel-Emergency Medicine • Kalkaska Medical Associates (KMA) Agreement 	<p>Mr. Rogols explained to the board the purpose of the review is to make sure we are compensating physicians within fair market value.</p> <p>Mr. Rogols provided an overview of the three professional service agreements that were discussed in the Compliance Committee meeting:</p> <ul style="list-style-type: none"> • Dr. Douglas Gentry, Family Medicine. • Dr. Sally Ancel, Emergency Medicine. • Kalkaska Medical Associates (KMA) modifying case weights from those published in 2020 to those published in 2021. Compensation per wRVU will remain as identified within the employment agreement. <p>Ms. Jill Coverdill, Compliance Officer for KMHC and Munson Healthcare, affirmed that proposed compensation falls within fair market value. The Board acknowledged said compensation as fair market value.</p>	
<p>CEO Report Vaccination Policy Update</p>	<p>Mr. Rogols updated the board on the status of KMHC’s vaccination policy in compliance with CMS guidance and its estimated impact on KMHC staffing.</p> <p>Extensive discussion ensued among board members regarding the vaccination policy and the CMS mandate.</p> <p>One board member read a statement opposing the vaccine mandate. Other members expressed support for the policy while others expressed concern/opposition over the policy.</p> <p>Given the expressed difference of opinion, Mr. Rogols asked the Board to affirm or reject KMHC’s vaccine policy which complies with CMS guidelines.</p> <p><u>Motion was made and duly supported to postpone the vaccination policy and testing of staff until it is enforced by CMS. A roll call vote was taken as follows: George “Bud” Banker, no; Nelson “Jerry”</u></p>	

	<p><u>Cannon, no; Michael Cox, no; Paul Erickson, abstain; Eric Hendricks, yes; Ray Hoffman, no; David Gill, no; Karl Klimek, no; Tracy Nichol, no; Valerie Thornburg, yes; Bruce Zenner, no; Noreen Broering, no; Bob Barr, no; Dale De Korne, no; Kim Stephens, no; Melanie Pauch, no. 2 "AYES." 13 "NAYS". 1 "Abstain". Motion Failed.</u></p>	
<p>Medical Staff Report</p>	<p>Dr. Holmes reported on the following:</p> <ul style="list-style-type: none"> • During the recent Medical Staff meeting there was discussion about restructuring, creating departments of the medical staff, with the growth seen over the past few years. If changes are made, this will require changes to the by-laws. • During the Medical staff meeting Dr. Frick was recognized for his 35 plus years of service to the community, celebrating his upcoming retirement. 	
<p>Go into Closed Session</p>	<p><u>Motion was made and duly supported to go into Closed Session at 8:03 PM for the following reason(s): The Michigan Open Meetings Act – Act 267 of 1976- 15.268(h) – To consider material exempt from discussion or disclosure by state or federal statute. Public Health Code – Act 368 of 1978 – 333.21515. Confidentiality of records, data and knowledge. The records, data and knowledge collected for or by individuals or committees assigned a review function described in the article (333) are confidential and shall be used only for the purposes provided in this article, shall not be public records, and shall not be available for court subpoena. It was also requested that the administrative staff remain during the closed session.</u></p> <p><u>At this time a roll call vote was taken as follows: George "Bud" Banker, yes; Nelson "Jerry" Cannon, yes; Michael Cox, yes; Paul Erickson, yes; Eric Hendricks, yes; Ray Hoffman, yes; David Gill, yes; Karl Klimek, yes; Tracy Nichol, yes; Valerie Thornburg, yes; Bruce Zenner, yes; Noreen Broering, yes; Bob Barr, yes; Dale De Korne, yes; Kim Stephens, yes; Melanie Pauch, yes. 16 "AYES". 0 "NAYS." Motion Carried.</u></p>	
<p>Come out of Closed Session</p>	<p><u>Motion was made and duly supported to come out of closed session at 8:07 PM.</u></p>	

<p>Credentialing Discussion</p>	<p>Upon the recommendation from the KMHC Medical Staff, the Board of Trustees reviewed the credentialing application(s) for new to the Medical Staff as outlined on the attached document related to staff category and appointment cycle, as well as privileges. Relevant information was discussed during the closed session.</p> <p style="text-align: center;"><u>Motion was made and duly supported that the Board of Trustees approve the credentialing files/privileges as outlined on the attached document for appointment to the appropriate staff category and for the appointment time period. All "AYE." Motion carried.</u></p>	
<p>Open Dialogue from Members</p>	<p>No open dialogue from members in attendance.</p>	
<p>Public Comment</p>	<p>No public comment was made at this time.</p>	
<p>Upcoming Events/Conferences</p>	<p>The next Board of Trustees meeting is being held on January 25, 2022.</p>	
<p>Adjournment</p>	<p>Upon proper motion the meeting was adjourned at 8:12 PM.</p>	

Respectfully submitted,


 Chandra S. Whiting
 Board Recording Secretary

Credentialing Agenda
For KMHC
October 28, 2021, Credentials Committee
November 18, 2021, Medical Staff
December 7, 2021 Board of Trustees

New Appointment(s):

- Shannon Bownds, MD – Radiology – Telemedicine
For the period of December 8, 2021 - March 30, 2022
- Brittany Duell, NP – mAb Services – Allied Health Professional
For the period of December 8, 2021 - September 30, 2022
Temporary privileges requested for November 1, 2021
- Bradley Hochstetler, MD – Ophthalmology – Consulting
For the period of December 8, 2021 - March 30, 2023
- Kimberly Johnson, MD – Radiology – Consulting
For the period of December 8, 2021 - March 30, 2022
- Thomas O'Hagan, MD – Orthopaedics – Consulting
For the period of December 8, 2021 - September 30, 2023
- John Reineck, MD – Orthopaedics – Consulting
For the period of December 8, 2021 - September 30, 2023
- Peter Reuss, MD – Radiology – Telemedicine
For the period of December 8, 2021 - March 30, 2022
- Paul Reynolds, DO – General Surgery - Consulting
For the period of December 8, 2021 - March 30, 2023
Temporary privileges were requested effective November 16, 2021