

Township Representatives:							
<input checked="" type="checkbox"/>	George "Bud" Banker, Bear Lake	<input checked="" type="checkbox"/>	Janet Cox, Oliver	<input checked="" type="checkbox"/>	Eric Hendricks, Orange	<input checked="" type="checkbox"/>	Diana Needham, Kalkaska Village
<input checked="" type="checkbox"/>	Gregory Bradley, Clearwater	<input checked="" type="checkbox"/>	Paul Erickson, Boardman	<input checked="" type="checkbox"/>	Gayenell Gentelia, Coldsprings	<input checked="" type="checkbox"/>	Tracy Nichol, Blue Lake
<input type="checkbox"/>	Nelson "Jerry" Cannon, Garfield	<input checked="" type="checkbox"/>	Dr. R. Troy Stobert, Springfield	<input checked="" type="checkbox"/>	Karl Klimek, Excelsior	<input checked="" type="checkbox"/>	Stuart McKinnon, Rapid River
<input checked="" type="checkbox"/>	Dale De Korne, Kalkaska Township						
Members At Large Members:							
<input type="checkbox"/>	Robert "Bob" Barr	<input checked="" type="checkbox"/>	Kim Stephens	<input type="checkbox"/>	Noreen Broering	<input type="checkbox"/>	Bruce Zenner
<input checked="" type="checkbox"/>	Melanie Pauch	<input checked="" type="checkbox"/>	Lynnette Cervone	<input checked="" type="checkbox"/>	Charles "Charlie" Stiehl		
Staff:							
<input checked="" type="checkbox"/>	Jeremy Cannon	<input checked="" type="checkbox"/>	Sandy Dilley	<input checked="" type="checkbox"/>	Andrew Raymond	<input checked="" type="checkbox"/>	Chandra Whiting
<input checked="" type="checkbox"/>	Daniel Conklin	<input checked="" type="checkbox"/>	Jeremy Holmes, DO	<input checked="" type="checkbox"/>	Kevin Rogols	<input checked="" type="checkbox"/>	Laura Zingg
<input checked="" type="checkbox"/>	Doreen Birgy	<input checked="" type="checkbox"/>	Dr. Nathan Sailor	<input checked="" type="checkbox"/>	Dr. Jennifer Polanic	<input checked="" type="checkbox"/>	Dr. Satay Pillay
<input checked="" type="checkbox"/>	Dr. Andrew Cole	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	
Community:							
<input checked="" type="checkbox"/>	Laura Carson	<input checked="" type="checkbox"/>	Dave McKinnon	<input checked="" type="checkbox"/>	Heidi Kato	<input checked="" type="checkbox"/>	Barb Klimek

TOPIC	SUMMARY	ACTION ASSIGNMENT
Call to Order	Mr. Klimek called the meeting to order at 6:00 PM in the Dr. William W. Kitti Education Center of Kalkaska Memorial Health Center.	
Pledge of Allegiance	The Pledge of Allegiance was recited.	
Conflict of Interest Roll Call	Mr. Klimek formally welcomed new At-Large Board Members, Mr. Stiehl and Ms. Cervone, to the KMHC Board of Trustees.	

	<p>A roll call for Conflict of Interest was taken as follows: George "Bud" Banker, no; Dale De Korne, no; Janet Cox, no; Gregory Bradley, no; Paul Erickson, no; Eric Hendricks, no; Gayenell Gentelia, no; Dr. R. Troy Stobert, no; Karl Klimek, no; Tracy Nichol, no; Stuart McKinnon, no; Diana Needham, no; Melanie Pauch, no; Kim Stephens, no; Lynnette Cervone, no; Charles "Charlie" Stiehl, no.</p>	
<p>Consent Agenda</p>	<p>The Consent Agenda was reviewed as presented.</p> <p><b><u>Motion was made and duly supported to approve the Consent Agenda as presented. All "AYE." Motion carried.</u></b></p>	<p>Request was made by the Board for Ms. Whiting to start including the draft meeting minutes from Committee Meetings that have occurred since the last Board Meeting in the monthly Board Packets.</p>
<p>Public Comment Regarding Agenda Topics</p>	<p>Mr. Klimek welcomed the members of the community that were attending the Board Meeting.</p> <p>A member of the public voiced concerns to the Board regarding access to the facility based on the current layout. Some of these concerns included access points, flooring materials used, as well as requests for handrails in hallways. The individual asked for these concerns to also be taken into consideration during future facility planning.</p> <p>A member of the public made a request for KMHC to look into possible options in Long Term Care to provide a more private setting for a resident that is in a double occupancy room at the end of life.</p>	
<p>Moments of Excellence Dr. Holmes, Dr. Sailor and Dr. Polanic</p>	<p>Mr. Klimek introduced five members of the KMHC Medical Staff: Dr. Holmes, Dr. Sailor, Dr. Polanic, Dr. Cole, and Dr. Pillay that had been invited to share their perspectives with the Board on the Act 47 versus Not-for-Profit topic.</p> <p>Each provider shared their insights, all unified in their support, of a conversion of KMHC from an Act 47 entity to a Not-for-Profit. Some the key take-aways included:</p> <ul style="list-style-type: none"> <li>• Providers continue to discuss how to position KMHC for future success. Medical Staff consensus is that moving to a not-for-profit structure is the best option for KMHC allowing KMHC the flexibility to grow, meet expanded community need and remain independent.</li> </ul>	

	<ul style="list-style-type: none"> <li>• The medical staff know their patients and understand community need. As such, they have been and will continue to be advocates for their patients.</li> <li>• Becoming a not-for-profit would allow KMHC to maintain its autonomy while staying unique and special.</li> <li>• KMHC currently enjoys a great relationship between the KMHC Board, Administration, and the medical staff that is not often seen. This needs to be maintained. The KMHC Board needs to unify our communities and drive KMHC in a direct for success.</li> <li>• Everything about the hospital is what the community wants. KMHC is constantly making changes that make big differences for our patients.</li> <li>• The medical staff practices here because they love the culture, teamwork, and the independence of KMHC. High employee satisfaction goes hand in hand with exceptional patient care.</li> </ul> <p>Board Members thanked the providers for attending and sharing their perspectives, the employee perspective, and also the patient perspective on the topic.</p> <p>There were several positive comments from the Board regarding the common theme of the importance of patients and the community in the insights that the Medical Staff shared.</p>	
<p>Board Education Topic: Visioning for KMHC</p>	<p>Mr. Klimek informed the Board Members that he had an opportunity to share a presentation with the KMHC Leadership Team a few weeks ago on his visioning for KMHC.</p> <p>He then presented the PowerPoint presentation, that was included in the Board packet, to the Full Board. Mr. Klimek highlight several key topics throughout including:</p> <ul style="list-style-type: none"> <li>• Looking at a vision for KMHC from a broad view as well as a narrower view.</li> <li>• Describing a "portrait" of a KMHC Board Member; including working together in a cohesive way as leaders assessing risk. Sharing information out in the Townships and working to continue to build the KMHC brand.</li> </ul>	

	<ul style="list-style-type: none"> <li>• Areas of continued focus into the future; including the KMHC staff, being able to live with uncertainty-yet act with confidence, expanding healthy relationships, and remaining independent while retaining our valuable partnerships.</li> </ul> <p>Mr. Klimek ended the presentation by reminding the Board that KMHC is a great asset to the community and that the Board of Trustees needs to make sure that it is taken care of.</p>	
<p>Medical Staff Report</p>	<p>Dr. Holmes reported on the following:</p> <ul style="list-style-type: none"> <li>• Kalkaska Medical Associates – Mancelona opened in February.</li> <li>• There is a new Nurse Practitioner starting in Mancelona in May of 2024, Jennifer Sampson, NP.</li> <li>• Volumes for services have been up at KMHC.</li> <li>• There was an unannounced inspection in the lab that went very well.</li> </ul>	
<p>Committee Reports                  Building Ad-Hoc Committee Meeting 03-12-24</p> <ul style="list-style-type: none"> <li>• Old Acute Care/Emergency Department Space Update</li> <li>• Teen Health Update</li> <li>• Parking</li> <li>• Long Term Care Update</li> </ul>	<p>Committee Chair, Mr. Bradley, shared that at the last Building Ad-Hoc Committee Meeting Mr. Raymond provided an in-depth presentation on the potential future plans for the old Acute Care and Emergency Department space.</p> <p>Mr. Raymond then updated the Board on the high-level details of potential future facility plans for the old Acute Care and Emergency Department space including:</p> <ul style="list-style-type: none"> <li>• Space for the Senior Life Solutions Out-patient program and TC Eye in the old Emergency Department.</li> <li>• A new Human Resources (HR) suite for the growing HR team to better serve KMHC’s 600 plus staff members.</li> <li>• Kalkaska Medical Associates is expanding and adding a new provider in May. To accommodate this growth, the Leadership Team is looking to re-locate the Walk-in into the old Acute Care space. This would also allow for more direct access to the Walk-In Clinic.</li> </ul>	

	<p>Mr. Raymond also shared that the Committee had a general discussion regarding plans for the upcoming Long Term Care renovation. This discussion included potential next steps for the re-location of EMS and Teen Health.</p> <p>Also discussed at the meeting was a plan for options to add additional parking.</p>	
<p>Strategic Planning Committee Meeting 03-13-24 Act 47 Versus Not-for-Profit Recent FOIA Requests</p>	<p>Mr. Rogols informed the Board that as a municipal hospital, KMHC, is required to abide by the Open Meeting Act (OMA) and Freedom of Information Act (FOIA). He also informed the Board Members of two recent FOIA requests that were received by KMHC, one of which was made by a KMHC Board Member. The Board Member received their completed FOIA request during the meeting.</p> <p>The Board was then briefly educated on the requirements for a municipal entity that has a website presence regarding FOIA and its ability to charge a fee for a FOIA request. As well as the presence of such policy on KMHC's website.</p>	
<p>Recommendation for Change to the KMHC Freedom of Information Act (FOIA) Policy</p>	<p>Mr. Rogols then referenced the draft Summary of FOIA Procedures and Guidelines as well as the Board Resolution that was included in the Board Packet.</p> <p>This was the FOIA procedures that was drafted for the Board in 2022 and was removed from the agenda and not approved at that time.</p> <p>Discussion ensued regarding the updated FOIA Procedures and the resolution.</p> <p><b><u>Motion was made and duly supported to approve the updated FOIA Procedures and Guidelines, and the Board Resolution as presented. A roll call vote was taken as follows: George "Bud" Banker, yes; Dale De Korne, yes; Janet Cox, yes; Gregory Bradley, yes; Paul Erickson, yes; Eric Hendricks, yes; Gayenell Gentelia, yes; Dr. R. Troy Stobert, yes; Tracy Nichol, yes; Stuart McKinnon, yes; Diana Needham, yes; Melanie Pauch, yes; Kim Stephens, yes; Lynnette Cervone, yes; Charlie Stiehl, yes; Karl Klimek, yes. 16 "AYES." 0 "NAYS". Motion Carried.</u></b></p>	
<p>Process of Transition from Act 47 to a Not-for-Profit</p>	<p>*This topic will be covered under the CEO report.</p>	

<p>Recommendation for MHC Affiliation Agreement</p>	<p>Mr. Rogols informed the Board that the KMHC Leadership team has finished the negotiation with Munson Healthcare for a one-year extension of the affiliation agreement.</p> <p>Mr. Raymond then shared with the Board Members an exhibit that shows a breakdown of fixed and variable fees for the last five years as well as the current proposed extension.</p> <p>He explained that the fixed fee is charges 1/12 per month for a year. The variable fees are on an as needed basis for the service.</p> <p>The agreement is for a one-year extension until June 30, 2025.</p> <p><b><u>Motion was made and duly supported to approve the one-year extension of the Munson Healthcare Affiliation Agreement as presented. A roll call vote was taken as follows: George "Bud" Banker, yes; Dale De Korne, yes; Janet Cox, yes; Gregory Bradley, yes; Paul Erickson, yes; Eric Hendricks, yes; Gayenell Gentelia, yes; Dr. R. Troy Stobert, yes; Tracy Nichol, yes; Stuart McKinnon, yes; Diana Needham, yes; Melanie Pauch, yes; Kim Stephens, yes; Lynnette Cervone, yes; Charlie Stiehl, yes; Karl Klimek, yes. 16 "AYES." 0 "NAYS". Motion Carried.</u></b></p>	<p>Ms. Whiting to send a copy of the MHC Affiliation Agreement Fee History, used during Mr. Raymond's presentation, to the Board Members by Friday, March 22, 2024.</p>
<p>FY '24 Goals and Objectives Update</p>	<p>Mr. Rogols updated the Board that KMHC is having a very strong year. He reminded the Board Members that each month the Board packet contains the dashboard with up-to-date performance information for KMHC. Members were encouraged to review the information monthly.</p> <p>Mr. Rogols then briefly referenced the FY '24 Goals and Objectives update that was included in the packet. He explained the color coding used in the update, asked the Board Members to review the details, and to reach out to Mr. Rogols with any questions.</p>	
<p>Board Chair Report Munson Healthcare Update</p>	<p>Mr. Zenner was not in attendance to give a Munson Healthcare update at this time.</p>	
<p>Potential Governance Committee</p>	<p>Mr. Klimek informed the Board that there was a meeting on March 15, 2024, consisting of himself and 10 Board Members and Administrative staff to discuss the potential formation of a Governance Committee for the Board of Trustees.</p>	

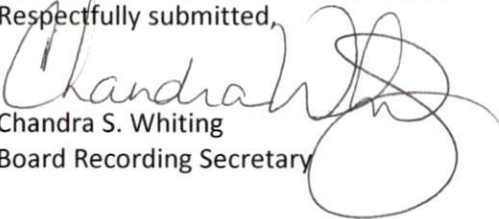
	<p>The individuals that met had a good discussion and came to the consensus that it would make sense for the Board of Trustees to move forward with the development of a Governance Committee.</p> <p>Mr. Klimek made the recommendation to the Board to move forward with the formation of the Governance Committee with the recommended committee member appointments that were presented to the Board at the February 2024 Board Meeting.</p> <p>Discussion ensued regarding the recommendation for the Governance Committee.</p> <p><b><u>Motion was made and duly supported to form a Governance Ad-Hoc Committee for the purpose of the development of a Governance Committee for the Board of Trustees and to bring their recommendations for the committee to the Full Board. All "AYE". Motion carried.</u></b></p>	
<p>Recommendation for Update to the Board of Trustees Job Description Document</p>	<p>Mr. Klimek referenced the documents included in the Board packet for the recommended update to the Board Member Job Description Form.</p> <p>This update to the form was brought to the Board last month for consideration to match the verbiage of the recent Board of Trustees By-Law change pertaining to the Board Quality, Safety, and Patient Experience Committee.</p> <p><b><u>Motion was made and duly supported to make the update to the KMHC Board Member Job Description as presented. All "AYE". Motion carried.</u></b></p>	
<p>CEO Report Change Healthcare Cyber Attack</p>	<p>Mr. Raymond educated the Board on the recent cyber-attack experienced by Change Healthcare:</p> <ul style="list-style-type: none"> <li>• The cyber-attack occurred on February 21, 2024. It is considered the most significant cyber-attack in American history affecting billing and care authorization.</li> <li>• The attack was against the data files of Change Healthcare which is part of United Health Group (UHG).</li> <li>• Change Healthcare processes approximately 15 billion claims annually, 1 out of every 3 healthcare claims in the United States.</li> </ul>	

	<ul style="list-style-type: none"> <li>• Reviewed the estimated impact to date for claims that KMHC processes through Change Healthcare.</li> <li>• Claims will be paid for services rendered, however, there will be a delay due to a backlog in processing. MHC has signed an agreement with an alternative processor and has already started submitting claims with this new company to expedite the process.</li> </ul>	
<p>Act 47 Versus Not-for-Profit Process of Transition from Act 47 to a Not-for-Profit</p>	<p>Mr. Rogols updated the Board on the progress regarding the Act 47 versus Not-for-Profit due diligence. Leadership has been working with counsel on creating draft bylaws and articles of incorporation that would be as close to the current Board of Trustee by-laws as possible. The Leadership team plans to have these drafts ready for the Strategic Planning Committee to begin to review in April.</p> <p>Preparation is also underway for the upcoming Community Open Forums on the topic of Act 47 versus Not-for-Profit. The community can expect to start receiving notifications of the upcoming dates and times of these events in the near future.</p> <p>The KMHC Leadership Team has also been working with counsel to research the process for an Act 47 entity to become a not-for-profit. Mr. Rogols referenced the memorandum from counsel included in the Board packet. He then gave a high-level overview highlighting some of the key points in the process.</p> <p>Mr. Rogols then advised the Board of his plan to retire Spring, 2025. In the interim, Mr. Rogols will work closely with Board Leadership to ensure a smooth recruitment and transition process to a new CEO. Mr. Rogols also expressed his intent to remain at KMHC through conclusion of the Act 47 versus not-for-profit decision and implementation if conversion is selected by the Board.</p>	
<p>Go Into Closed Session</p>	<p><b><u>Motion was made and duly supported to go into Closed Session at 8:13 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. It was also requested that Ms. Whiting from the administrative staff remain during the closed session.</u></b></p>	



	<p><u><i>A roll call vote was taken as follows: George "Bud" Banker, yes; Dale De Korne, yes; Janet Cox, yes; Gregory Bradley, yes; Paul Erickson, yes; Eric Hendricks, yes; Gayenell Gentelia, yes; Dr. R. Troy Stobert, yes; Tracy Nichol, yes; Stuart McKinnon, yes; Diana Needham, yes; Melanie Pauch, yes; Kim Stephens, yes; Lynnette Cervone, yes; Charlie Stiehl, yes; Karl Klimek, yes. 16 "AYES." 0 "NAYS". Motion Carried.</i></u></p>	
<p>Come Out of Closed Session</p>	<p><u><i>Motion was made and duly supported to come out of closed session at 8:18 PM.</i></u></p>	
<p>Go Into Closed Session</p>	<p><u><i>Motion was made and duly supported to go into Closed Session at 8:23 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 Dr. Holmes and Ms. Whiting from the administrative staff remain during the closed session.</i></u></p> <p><u><i>A roll call vote was taken as follows: George "Bud" Banker, yes; Dale De Korne, yes; Janet Cox, yes; Gregory Bradley, yes; Paul Erickson, yes; Eric Hendricks, yes; Gayenell Gentelia, yes; Dr. R. Troy Stobert, yes; Tracy Nichol, yes; Stuart McKinnon, yes; Diana Needham, yes; Melanie Pauch, yes; Kim Stephens, yes; Lynnette Cervone, yes; Charlie Stiehl, yes; Karl Klimek, yes. 16 "AYES." 0 "NAYS". Motion Carried.</i></u></p>	
<p>Come Out of Closed Session</p>	<p><u><i>Motion was made and duly supported to come out of closed session at 8:34 PM.</i></u></p>	
<p>Credentialing Discussion</p>	<p><u><i>Motion was made and duly supported to approve the consent agenda from the closed session which included the closed session credentialing meeting minutes from January 23, 2024, and closed session meeting minutes February 20, 2024. All "AYE". Motion carried.</i></u></p>	

	<p>Upon the recommendation from the KMHC Medical Staff, the Board of Trustees reviewed the credentialing application(s) for new appointments and reappointments to the Medical Staff and facility addition/changes/privilege additions as outlined on the attached document related to staff category and appointment cycle, as well as privileges.</p> <p>Relevant information was discussed during the closed session.</p> <p><b><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></b></p>	
Open Dialogue from Members	<p>A Board Member inquired if the memorandum from counsel regarding the process of conversion included in the Board packet is public information. It was stated to be public information as it was reviewed with the Board Members during open session.</p>	
Public Comment	<p>There was no additional public comment at this time.</p>	
Future Topics for Discussion Recommendation for KMHC Board of Trustees Media Policy	<p>Mr. Klimek recommended that the Board consider developing a policy regarding responses to the Media. The suggestion was made that the policy would direct all media requests to KMHC Leadership or the KMHC Board Chair for the response.</p> <p>A Board Member agreed that this would be a good idea to put in place.</p>	
Upcoming Events/Conferences	<p>Next Full Authority Board of Trustees Meeting on April 23, 2024.</p>	
Adjournment	<p>Upon proper motion the meeting was adjourned at 8:41 PM.</p>	

Respectfully submitted,  
  
 Chandra S. Whiting  
 Board Recording Secretary