

**Pondera Medical Center
Board of Trustee Meeting
December 18, 2008-7:00 pm**

A meeting of the Pondera Medical Center Board of Trustees was held on Thursday, December 18, 2008 at 7:00 pm in the Ponder Medical Center Conference Room.

Those Board Members in attendance were as follows:

Ted Kronebusch, Chairman	Reta Rae Weisgram, Secretary	Cheryl Bakken, Treasure
Jim Nelson	Bernard Ries	Brent Gaylord

Administration and Staff of PMC:

Mark Jones	Brenda Ries
JD Duncan	Dr. Jay Taylor
Debbie Procella	

Public Guests and Employees of PMC:

Dennis Lott

Ted Kronebusch, Chairman, called the meeting to order at 7:02 pm.

MEETING CALLED TO ORDER

AGENDA ITEM	MINUTES	MOTIONS/ACTION
Public Comment	Ted called for any public comment, there were none. Ted then asked if proper notice was given for this meeting, Debbie advised that 5 notices were displayed at PMC, one notice at the courthouse and one sent to the Independent Observer.	
Approval of Agenda	Ted asked if there were any changes or additions for the agenda for this meeting, Mark advised that his report would be longer than originally presented in the meeting material. Cheryl made motion to accept agenda, Jim seconded motion. The Board members voted to approve motion. Motion passed.	Mrs. Bakken made motion to approve agenda, Mr. Nelson seconded. Motion passed.

<p>Consent Agenda:</p> <ul style="list-style-type: none"> • Approval of Minutes from meeting on 11-20-08 • Senior Staff Reports 	<p>Ted asked that since two Board members were not present, that any motions and voting made at this meeting be kept to a minimum. The Board members agreed.</p> <p>Mark introduced Dennis Lott, OR Manager to the Board members. Dennis discussed his background experience with Benefis Healthcare. Dennis summarized the work he has began to network with Physicians and the discussions he has made with Physicians on their needs for increasing OR procedures here at PMC. Dennis informed the group that he has spoke to Jack King with NMHA about the possibility of borrowing OR equipment.</p> <p>Ted asked for a motion to accept the minutes from the Board meeting on 11-20-08, Brent made motion to accept minutes, Cheryl seconded motion. The Board members voted to approve the motion. Motion passed.</p> <p>Senior staff reports approved with the approval to accept minutes.</p> <p>Jim made comments on how well management is working together to try to improve things at PMC. Jim complimented the aggressive and determined approach that management is taking on the strategic plan.</p>	<p>Mr. Gaylord made motion to accept minutes from 11-20-08 meeting, Mrs. Bakken seconded. Motion passed.</p>
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Finance Report

Cheryl informed the group that there was no Finance Committee meeting prior to this meeting as the financial reports are not complete at this time.

Cheryl requested a motion to sign a resolution for the Amendment and Termination of the PMC Profit Sharing Plan. Jim made motion, Bernard seconded motion. The Board members voted to approve motion. Motion passed. The resolution was signed by Board of Trustee Secretary, Reta Rae Weisgram.

Cheryl called attention to the PMC Statistical Report which indicated an increase in numbers.

Bernard informed the group that he had received a negative comment regarding employee(s) in the ER. Bernard states that he advised the person who made this comment to write a letter to PMC management regarding the visit. Bernard assured the group that the comment was not directed toward the PAs. The person was pleased with the help received from the PAs.

The group then discussed the statistics for the CT Scanner, the report shows improvement.

Brenda did not have a financial report to give but did discuss the cash situation which has shown improvement.

<p>CEO/COO Report</p>	<p>Mark discussed the following topics:</p> <ul style="list-style-type: none"> • The Clinic changes that were implemented 12-15-08. There is now a PA seeing patients at 7 am, and a Physician seeing patients at 8 am. • Management is signing a 6 month contract with CPSI to outsource private pay accounts/collections. This will not cause any downsizing but will allow the billers to focus on other matters. • The business office has not had a good response to the billing position that is available. The billers have distributed the work load and feel that the need can be addressed after the beginning of the year. <p>The group then discussed ways of advertising and encouraged JD to utilize the four papers operated by the Shelby Promotor and the Choteau Acantha in addition to the Independent Observer.</p> <ul style="list-style-type: none"> • Mark informed the group that the Dutton Clinic now has a billing number and the claims that were being held have been filed. • The PADNET (equipment used to diagnose Peripheral Artery Disease) is on site. The installer will be installing the equipment on 12-22-08 and providing training for designated PMC employees. • Dr. Galeo will be interpreting tests for PMC but will be narrowing his area visits therefore will be referring patients to PMC for testing. • NMHA Governance Conference will be held in Great Falls on Jan. 22nd and 23rd, Mark encouraged Board members to attend. The NMHA Rural Physicians Conference will be held Jan. 22nd through 24th, Mark advised that the PMC Physicians will be attending the 23rd and 24th for this conference. Mark discussed some of the Governance meeting agenda items with the group. • Charge-master interviews with various departments have been scheduled. • The Great Falls Tribune posted the State 	
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Nursing Home ratings which show PMC rated 5 of 5 stars. Everyone congratulated Kathy Danielson and her staff!

- Mark informed the group that Jack King with NMHA has asked for an invitation to the January Board meeting to make a presentation on NMHA. The Board members agreed to this request.
- PMC is currently reviewing changing auditors. Mark advised that Brenda and he felt it best to wait for a CFO to be hired before a selection is made.
- The proposal from Brent Wing to work on the cost report has been accepted. This will cost approximately \$4,000, which is considerably less than last year.
- Mark discussed some of the changes PMC will be making on the observation charges. Research has shown areas of improvement and PMC is currently working to implement changes.
- PMC will be advertising on tv soon. Mark advised that we received a discount for this as a member of the Chamber of Commerce and the tv crew was out this week to tape the commercial.
- Mark advised the Board that he will soon approach the Port Authority with quotes for the O2 Filling Station. Mark discussed the quote of \$90,000. (The filling station would cost \$61,950, housing would cost \$9,050, and the cylinders would cost \$20,000 for the total of \$90,000.) Return of investment indicates this station would pay for itself within two years.
- Mark informed the Board that he had received a proposal from Ray Gibbons regarding purchasing the practice and equipment of Benchmark Physical Therapy. Ray is asking for \$150,000. After appraising the equipment Mark states that he was advised by our Physical Therapist that the asking amount is too much. The equipment only came to approximately \$7,500 in value and the patient base is only around \$89,506 in charges. The Board agreed that the amount requested was too much.

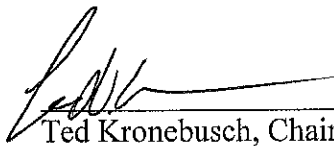
	<ul style="list-style-type: none"> Mark discussed the carpeting and tile examples on display. PMC will be receiving \$19,000 from the Anderson Family Trust and this money will be used to replace the carpeting and tile in designated areas of the facility. Mark showed blueprints of the areas and discussed the quotes that have been received. There will be additional charges for removal of the existing carpeting due to new developments. Lorrie Combs is currently working on this matter and trying to stay within the budget of the trust. 	
Action Items	No action items for this meeting.	
Corporate Bylaw Update	<p>Ted read a letter he received from Dan Johns, PMC Attorney. Dan referenced state laws that prohibit proxy voting, so this will be taken out of the bylaw draft. Page 7 of the bylaws is repetitive of other areas and will be removed.</p> <p>The group also discussed the suggestions from the County Attorney and changes that are needed for the bylaws. One item was Article I, D. Ted requested JD speak to Dan Johns regarding the verbage of this article and the legal implications.</p> <p>The Board members requested Ben Gonzales of MT Health Network (insurance provider) do an education presentation for the Board.</p>	
CEO Candidate Search	Ted informed the group that Jim LeBrun has opted out of the CEO candidacy for PMC. JD has received permission to another candidate to see if he is still interested.	
General Discussion	Ted asked if Dr. Taylor had any questions regarding the meeting, as he arrived late. Dr.	

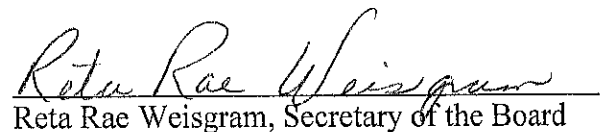
	<p>Taylor asked to be updated on the cash situation. Brenda informed him of the current cash status.</p> <p>Ted also informed Dr. Taylor that he has been updating the County Commissioners regarding the PMC financial status which they are monitoring.</p> <p>Jim added thanks to all the Providers for their diligence and hard work!</p>	
Adjournment	Meeting adjourned at 8:48 pm.	

Open meeting was adjourned at 8:48 pm and Executive Session to begin at 9:00 pm.

Executive Session

General Discussion	<p>Cheryl Bakken made motion to change January Board meeting date to 01-29-09 as the NMHA Governance Conference is scheduled for 01-22-09, the Finance Committee shall meet 01-29-09 also. Times will be Finance Committee 6pm, Board Meeting 7pm. Brent Gaylord seconded motion. Motion passed.</p>	<p>Mrs. Bakken made motion to change dates of January Board and Finance meetings, Mr. Gaylord seconded motion. Motion passed.</p>
Adjournment	Executive Session adjourned.	
Public Session	<p>Public session opened so that the Board members passed a motion to present a CEO candidate with an offer.</p>	
Adjournment	Public session adjourned.	


 Ted Kronebusch, Chairman of the Board


 Reta Rae Weisgram, Secretary of the Board