



San Joaquin County Clinics (SJCC)

**Minutes of December 17, 2019
Board of Directors Meeting**

**San Joaquin General Hospital
Conference Room 2**

ATTENDEES: Rod Place (Chairman); Ismael Cortez (Secretary); Mike Baskett (Board Member); Brian Heck (Board Member); Esgardo Medina (Board Member); David Culberson (SJGH CEO); Greg Diederich (HCS Director); Dr. Farhan Fadoo (SJCC Executive Director); Betty Jo Rindel (SJCC Nursing Dept Manager); Alice Souligne (SJCC COO); Renee Filson (Fiscal Solutions); Susan Thorner (Fiscal Solutions); Pat Oungpasuk (Wipfli Consultant); Carlos Jimenez (Wipfli Consultant); Melanie Toutai (Prospective Board Member); Adelé Gribble (ACS Office Tech Coord.)

EXCUSED: Alvin Maldonado (Board Member)

ABSENT: Mary Mills (Board Member); Luz Maria Sandoval (Treasurer); Alicia Yonemoto (Vice-Chair);

AGENDA ITEM	ATTACHMENTS	ACTION
<p>1. <u>Introduction & Establish Quorum (Rod Place, Board Chair)</u></p> <p>a. Call to Order & Establish Quorum Rod Place called the meeting to order at 5:23 p.m.</p> <p>b. SJCC Board of Director's Attendance Record (Jan thru Nov) Board Members were accounted for by roll call and a quorum was established for today's meeting.</p> <p>c. Introductions Carlos Jimenez and Pat Oungpasuk with Wipfli were guests in attendance and Renee Filson and Susan Thorner from Fiscal Solutions were attending via Web-Conference. Their presentations would follow later in the meeting.</p> <p>d. Vote Melanie Toutai as a new Board Member Towards the end of today's meeting, the board asked Melanie Toutai to leave the room briefly to discuss and vote whether she will be accepted as a new board member. Melanie has a nursing administration background. Esgardo Medina made a motion to add her as a new board member, Ismael Cortez seconded the motion and the board unanimously agreed the motion.</p>	<p>SJCC Board of Directors Attendance Record 2019</p>	<p>Esgardo Medina motion to approve add Melanie Toutai as the newest board member, Ismael Cortez seconded the motion and the board unanimously approved.</p>
<p>2. <u>Approval of Minutes of November 19, 2019 meeting (Rod Place, Board Chair)</u></p> <p>Brian Heck made a motion to approve the minutes from November 19, 2019. Mike Baskett seconded the motion and the board unanimously approved the minutes.</p>	<p>BOD Meeting Minutes – 11/19/19</p>	<p>Brian Heck motioned to approve minutes, Mike Baskett seconded & board unanimously approved</p>

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<p>3. <u>Public Comment (General Public)</u></p> <p>There was no public comment.</p>	No Attachments	No Action Required
<p>4. <u>Establish 2020 SJCC Board Meeting Dates (including Governance Committee Dates) (Rod Place)</u></p> <p>During last month's meeting it was suggested the Governance Committee Meeting should meet in January. Brian Heck offered to join the Governance committee and Esgardo Medina offered to join the Finance Committee, bringing each committee to compliance for the minimum member requirements. Brian also offered to attend the Finance Committee as an observer.</p> <p>Esgardo Medina made a motion to approve the 2020 calendar dates (Jan 26, Feb 25, Mar 31, Apr 28, May 26, Jun 30, Jul 28, Aug 25, Sept 29, Oct 27, Nov 24 and Dec 29), Ismael Cortez seconded the motion and the board unanimously approved the 2020 Calendar.</p>	Attachment 4 (2020 Calendar and Committee members)	Motion to approve the 2020 Calendar – Esgardo Medina, seconded by Ismael Cortez and unanimously approved by the board.
<p>5. <u>Credentialing Report (Betty Jo Riendel)</u></p> <p>Betty Jo Riendel advised there are no initial appointments, five reappointments (Christine Mitchell, CNM); Rebecca Morris, CNM); Jason Bass, MD; Neha Vashishtha, MD; Ramiro Zuniga, MD), no advancements and one retirement (Harish Chander, MD) for this month. Esgardo Medina made a motion to approve the credentials and privileges as provided, Brian Heck seconded the motion and the board unanimously approved the motion.</p>	Attachment 5 (Credentialing Report)	Motion to approve the credentialing report – Esgardo Medina, seconded Brian Heck and unanimously approved by the board.
<p>6. <u>EMMI Agreement (Rod Place)</u></p> <p>Rod Place advised EMMI is a billing service in Stockton. They have their own private system that allows them to take our information, put it in their system and kick it back. There were reasons around why financial reports are delayed, this is one way to eliminate that. The ask of the board is to approve this and allow SJCC to sign the service agreement with EMMI.</p> <p>Mr. Culberson stated we have historically had some difficulties billing in a timely manner and collecting. Some of the difficulties have been on the coding side of things. It has been frustrating for the Finance Committee because they hear we are all caught up in terms of bills sent out but what they are really saying is we are caught up with the bills given to them but there is a whole bigger pile of bills not given to them yet. EMMI has done a lot of professional billing for the inpatient physicians. They used to do the billing for the clinics before we switched to eCW. They have experience billing on the clinic side and are able to muster resources to do FQHC billing. They do take a percentage of their billing in collections (8%).</p> <p>Mr. Culberson would take the contract if the board approves it tonight, to the board of Supervisors on January 7th for final approval. Rod stated Chris Roberts (Hospital CFO) has advised there are multiple opt out clauses out of the contract to ensure if they are not performing, we have the ability to get out of the contract.</p> <p>Esgardo Medina made a motion to approve the agreement with EMMI, Ismael Cortez seconded the motion and the board unanimously approved the motion.</p>	Attachment 6 (EMMI Agreement)	Motion to approve the EMMI Agreement – Esgardo Medina, seconded by Ismael Cortez and unanimously approved by the board.

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<p>7. <u>Finance Committee Report – defer to Wipfli (Carlos Jimenez)</u></p> <p>Carlos Jimenez introduced himself and his colleague Pat Oungpasuk from Wipfli. As our consultants, they have just preliminary concluded an audit by Medi-Cal of the five original FQHC sites. As part of the process, in order to be paid by Medi-Cal, there is a process where they submit reports on our behalf, the reports are audited and a final rate is established. Once that rate is established, that is what we would be paid by the Medi-Cal program for that site. The rate setting audits are very critical. They were filed based on FY15. We have essentially completed preliminary the audit process at the end of November and they are currently looking to address some of the issues still being disputed. If we do not address these, they have significant negative impact to the clinics. They have a first phase that will conclude approximately at the end of January, a report would be issued by the State for all the sites at the end of February and they would look at the escalation process and potential appeal if they are not able to resolve everything by the end of January.</p> <p>Rod Place advised there are four main issues that Wipfli are addressing right now. Those four issues will swing on a yearly basis from about 1.5 million loss every year that they will have to figure out in write-off to about a 1.3 million dollar a year gain. This audit and what they are sending off is really critical to get done by the end of January.</p> <p>Carlos advised he is confident they can provide us the best representation based on their experience in this type of process. Brian Heck asked for more explanation of the audit. Rod explained this is a three-year audit and what is getting determined is the rate setting for the first time ever. Carlos explained we have been getting an interim payment that was set at inception and this will fix the amount it will actually be and compare what we have been paid.</p>	Attachment 7	No action required
<p>8. <u>Quality Committee Report (Alicia Yonemoto)</u></p> <p>Alicia Yonemoto was not in attendance for today's meeting. This topic is deferred to next month's meeting</p>	No Attachment	Deferred to January 28 th meeting
<p>9. <u>CEO Report – defer to Fiscal Solutions (Renee Filson and Susan Thorner w/ Fiscal Solutions)</u></p> <p>Rod Place introduced Renee Filson and Susan Thorner with Fiscal Solutions. They were hired by SJCC to do an analysis to prepare us for the HRSA site visit next year. They came on site in September to do some observations and do an analysis and provide some assistance. Renee's and Susan's expertise have to do with the operational site visits. Susan is an expert in admin governance and Renee is an expert in the fiscal area when it comes to HRSA and the client review. They do approximately thirty site visits per year. Renee advised they had an opportunity to meet with the clinic management team and they are a very capable team and as we go through the summary of these findings, the committee will see there is a lot of cooperation between the hospital, the county and the clinics to make sure this program succeeds.</p> <p>The following slides contain a summary of the observations related to fiscal, governance and administration. The observations are put forth in a stop light format.</p>	Attachment 9	No Action Required

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<p>▶ Observations listed using RED require immediate action. Failure to do so will jeopardize SJCC's current FQHC Look A-Like designation and the organization's ability to apply for future federal 330 grant funding opportunities.</p> <p>▶ Observations listed using YELLOW require action.</p> <p>▶ Observations listed using GREEN are best practice recommendations.</p> <p>It is important to note, the HRSA BPHC Health Center Compliance Manual is a working document and the most recent update was in April 2019. HRSA's expectation is that all Health Centers are in compliance at all times.</p> <h3>Rate Setting/Expansion</h3> <p>▶ SJCC should continue to develop processes to fill open patient appointment slots</p> <p>▶ SJCC must develop a comparison budget using the reduction of FTE's at French Camp to compare to the new proposed site</p> <p>▶ SJCC staff must continue to work with hospital staff to determine what costs make up the overhead allocation</p> <p>▶ SJCC must obtain a written guarantee from the third party that no harm shall come to SJCC should SJCC decide to take the advice of the third party to use only one rate for all French Camp sites</p> <p>▶ SJCC should consider combining its French Camp sites into one site. SJCC must complete a financial analysis to determine the new rate. If SJCC determines it is in its best interest to combine all three French Camp sites into one, it must proceed with notifying HRSA as well as all third-party payors as appropriate.</p> <h3>Contracts & Service Agreements</h3> <p>▶ SJCC must review its contracts and service agreements (Form 5A) to ensure they contain all HRSA required language provisions:</p> <ul style="list-style-type: none"> ▶ Specific activities or services to be performed or goods to be provided by the contractor; ▶ How the health center will monitor contract performance; ▶ Data reporting expectations and intervals for such reporting; ▶ Provisions for record retention and access, audit, and property management <p>Providers are:</p> <ul style="list-style-type: none"> ▶ Licensed, certified, or registered as verified through a credentialing process, in accordance with applicable Federal, state, and local laws; and ▶ Competent and fit to perform the contracted or referred services, as assessed through a privileging process. <p>▶ Services are discount using a Sliding Fee Discount Program</p>		

Billing

- ▶ SJCC must develop a fee schedule using local and prevailing rates. All CPT codes must have charges associated with them
- ▶ SJCC must bill claims within 14 days from the Date of Service
- ▶ SJCC should work with the hospital to develop a credentialing process for SJCC providers to ensure timely credentialing with insurance payors.
- ▶ SJCC must correct its sliding fee discount program in its practice management system
- ▶ SJCC should include language provisions in the contract with EMMI to safeguard the FQHC
- ▶ SJCC should provide FQHC coding training for its providers

Program Monitoring & Data Reporting

- ▶ SJCC must receive financial statements timely. SJCC must have systems in place to gather data needed for reporting and it must also show this data supports decision making

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<p>Susan Thorner presented the slides below and stated the committee will notice there are a lot of red items listed. She advised they are in the process of revamping the Co-Applicant Agreement and the Bylaws to submit to Dr. Fadoo and for the board to review.</p> <p>Co-Applicant Agreement</p> <ul style="list-style-type: none"> ▶ SJCC must update its co-applicant agreement as follows: <ul style="list-style-type: none"> ▶ Include all sites or include language that allows sites to be added, consolidated or deleted; ▶ Update the definition of a patient board member per <i>the Compliance Manual</i>; ▶ Update the definition of family to comply with HRSA's definition; ▶ The board will update their strategic plan at least once every 3 years; ▶ The agreement must be modified to reflect that the health center's CFO/Finance Director shall prepare monthly financial reports. ▶ Revise the agreement to specify that the health center governing board must have authority for establishing or adopting policy for eligibility for services including criteria for partial payment schedules; <p>Bylaws</p> <ul style="list-style-type: none"> ▶ SJCC must update its bylaws as follows: <ul style="list-style-type: none"> ▶ The board must hold monthly meetings where a quorum is present to ensure the board has the ability to exercise its required authorities and functions; ▶ Update the definition of family to ensure compliance with HRSA's definition; ▶ Update the definition of a patient board member per <i>the Compliance Manual</i>; ▶ Specify that the board must review and approve the QI/QA policy at least once every 3 years; ▶ It is not necessary for the SJCC Board to ratify the County's financial management and personnel policies when they have no authority to modify them. They could and must be informed the County policies and procedures and their potential impact on the health center. The bylaws must be revised to reflect this reality. <p>Other</p> <ul style="list-style-type: none"> ▶ It is urgent that SJCC develop and implement a board recruitment plan. ▶ Increase fiscal and clinical expertise within the board of directors. ▶ The board has only one employee - the CEO and at this point, it strongly recommended that the board have one point of contact. ▶ Recommend that SJCC increase board membership to 11-13. ▶ The Board roster must be up to date at all times. Develop a process to verify health center board members and ineligible board members on ongoing basis. Please note: When calculating the demographic information (race, ethnicity and gender) for Form 6A, the denominator should only include the patient board members. ▶ Provide a roster with contact information to current board members. ▶ Develop a board calendar. 		
<p>Co-Applicant Agreement</p> <ul style="list-style-type: none"> ▶ Revise the agreement to specify that the health center board is charged with adopting, evaluating at least once every three years, and, as needed, approving updates to policies in the following areas: sliding fee discount program, QI/QA as well as billing and collections; ▶ Governing Law must be revised to include the Health Center Program Compliance Manual and the applicable laws, regulations and polices. ▶ Consider changing the quarterly evaluation of SJCC's board to annually. ▶ In public entities, it is customary and allowable for the public entity to retain authority over the personnel policies. ▶ Recommend that Liaison Committee be modified to include 2 representatives of the County, 2 representatives of the SJCC board & SJCC's CEO. <p>Bylaws</p> <ul style="list-style-type: none"> ▶ Consider adding board education to the duties of the Governance Committee. ▶ Consider specifying term limits <i>where the board may extend the offer to renew.</i> ▶ SJCC may want to specify language regarding termination of membership, e.g., Membership on the Board may be terminated prior to a term completion due to any of the following: <ul style="list-style-type: none"> ▶ A Director who has engaged in illegal activities, has acted in any manner that is violation of or inconsistent with these Bylaws, or has engaged in activities that reflect negatively on SJCC. ▶ Determination that any of the above violations occurred must be at a meeting of the Board with such item reflected on the agenda, with a quorum present and by a two-thirds (66.6% or more) vote of disinterested Directors present at the meeting. <p>Other</p> <ul style="list-style-type: none"> ▶ Develop a board orientation manual. ▶ Provide ongoing board training. ▶ The minutes must document all required FQHC board authorities and responsibilities. Minutes must record the board's attendance, key actions and decisions. ▶ Should be a summary of key discussion items not verbatim recording. ▶ See if the demographics related to special populations such as migrant/seasonal farmworker status, homelessness, public housing residency, etc. can be mapped from the previous EMR, eCW, to Cerner for the LAL certification and upcoming NAP application. Ascertain if those field can become mandatory fields. Alternately, implement a training/quality assurance process to ensure that registration staff (both FQHC and hospital staff) understand the importance of completing the special populations data. Conduct audits to ensure the information is being entered consistently. ▶ Develop and implement a strategic, time-framed, measurable written outreach plan. The outreach plan must be tied to the most recent needs assessment and the strategic plan. ▶ Write up the changes in scheduling/the call center as a quality improvement project/promising practice. 		

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<p>Strategic Planning</p> <ul style="list-style-type: none"> ▶ The plan must address financial management and capital expenditure needs. ▶ Revise the plan to include an executive summary, context, a brief description of the strategic planning process, the organization's mission, vision and values and who was involved in developing the Plan, dates, responsible parties. Strategic plans generally include an analysis of strengths, weaknesses, opportunities, threats (SWOT) conducted with internal and external stakeholders. The plan must also include key performance indicators (KPI's) so the both the health center board and leadership team can track the health center's performance, adjust as needed and ultimately evaluate whether the goals (priorities) have been achieved. ▶ Tie the plan to/reference the Hospital's or County's Strategic Plan. <p>Compliance</p> <ul style="list-style-type: none"> ▶ SJCC should identify one point of contact for all HRSA required reporting to ensure compliance. <ul style="list-style-type: none"> ▶ Each SJCC leadership staff should be held responsible for its area of expertise and update the point of contact. ▶ SJCC should utilize a board checklist to monitor compliance for the board of directors ▶ Some SJCC staff would benefit from an orientation to the Health Center Program Requirements <p>Susan added she has done site visits for HRSA for the last twenty-six years. A public entity look-alike model (which is what SJCC is) is probably one of the more challenging models. She believes we have a dynamic, completely committed and brilliant leadership team.</p> <p>Renee and Susan advised they will be at the facility in January to provide board training and will be able to answer any questions the board might have at that time. Rod Place suggested everyone review and digest the information provided. He recommended we add any questions to the January 8th Board Training. Fiscal Solutions advised Dr. Fadoo send any questions ahead of the training so they can include the answers during the training.</p>		
<p>10. OTHER</p> <p>Dr. Fadoo advised Mr. Culberson and he attended the CAPH (the California Association of Public Hospitals) annual conference in San Diego and accepted a Quality Leader Award for the work our clinicians are doing in the Primary Medicine Clinic around Congestive Heart Failure. It is a relatively innovative program with quite a few resources (Pharmacists, Nurses, Care Coordinators, Physicians) to do a lot of work with patients discharged from the hospital with heart failure, making sure they are managed well so they do not land the hospital with recurring admissions. The data shows quite a bit of improvement across the board. Dr. Mohsen Saadat is the clinical lead for the CHF program in the clinics and he accepted the award.</p> <p>Mr. Culberson stated we have approximately 200 patients enrolled. We have a 67% reduction in emergency department visits and a similar number of reduction of inpatient readmissions and the same amount of reduction if they are admitted to the hospital, you are in for a shorter length of stay. The whole team is embedded in the Primary Medicine Clinic, managing whole person care.</p>		No Action Required
<p>11. ADJOURNMENT</p> <p>There being no further topics of discussion, Rod Place adjourned the meeting at 6:17 p.m.</p>		No Action Required

Signed by:

RESPECTFULLY SUBMITTED ON BEHALF OF SJCC BOARD BY:
ADELÉ R. GRIBBLE, OFFICE TECHNICIAN COORDINATOR
ACS ADMINISTRATION, SAN JOAQUIN COUNTY CLINICS

Date