EPIC, LLC

Board Meeting Wednesday, January 18, 2012

Time: 9:00 am Location: EPIC Office

Conducted by: Shay Holley, MD

Members Present: James Antinori, MD

Russell Bradley, MD David F. Cole, MD Julie Fox, MD Shay Holley, MD Mark Paradise, MD William Sheffield, MD Brian Shiozawa, MD Bart Johansen, MD (by conference call)

Others Present: Robert Parker, CEO

Michael Hansen, CFO Ingrid Gordon, COO Roger Perry, MD Dwayne Roberts, MD Lynn Wilhelmsen, CPA Teri Ball

Teri Ball Heide Small

Shay Holley, MD called the meeting to order at 9:05 am.

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Minutes:	Minutes from December 21, 2011 Board meeting approved.	
Action Item Follow-	Action Items:	
up		
EMED Holdings,	- Lynn Wilhelmsen, CPA; Lynn reviewed the Operating Agreement and it states	
LLC buy-in	that the EMed Board values the shares each year. Buy-in and buy-out date is set for December 31, of each year. EMED has three to five years to pay off a buy-out. This provision was made to allow for cash flow purposes in the case that several partners were to retire in the same year. A partner does not have to be an EMED holder to buy-in, but must be a partner or full time administrator of EPIC, LLC. A new partner has the option to buy-in. When a partner or an emeritus partner retires, they must be bought out. Bob Parker informed the Board that he had purchased shares in 2011. A preliminary number for buying-in for 2012 would be approximately \$4,350. Nothing in Operating Agreement states whether or not partners may purchase more than one share. If more partners retire or buy-out than there is money coming in, the remaining partners could be responsible to make up for the deficit up to \$2,000 apiece. Discussion of what to do with incoming funds ensued but was not agreed upon. Paying down mortgage and/or establishing a working capital fund (repairs, buy-outs, refinancing of loan). Lynn did state that a working capital fund would not be	
	additionally taxed; she will look into options and advise. The EPIC building was purchased in June, 2009, and appraised for \$570,000 as of December, 2011. Lynn will research whether a partner has to be vested in order to purchase	
	shares and how much of a working-capital should be set aside and will report	
	back to the Board.	
SLED Division		
Subsidy	- Shay asked Lynn about the SLED division and the subsidy that has been provided. When a SLED partner retires, how do we account for the A/R give the amount of subsidy already paid? <i>Lynn will look into this situation and advise on how to handle this particular issue.</i>	

EPIC EMR Julie Fox, MD, reported that a group from St. Mark's went to the EPIC campus and were very impressed by the system. EPIC EMR will be going live at St. Mark's February 14, 2013. Dr. Fox stated that it would be a lot of upfront work in the beginning, but once it was up and running it has the capabilities of being better than current system. Health Insurance All should have received, or will be receiving, their new CIGNA insurance cards. It was asked if a package will be sent out with provider lists, explanation of benefits, etc... Ingrid will follow up on updated health insurance packages and find out when they may be sending them. Radiology misreads Dr. Dave Cole provided a copy of what was used at PVH to track radiology patients when they have been in the ER. Dr. Fox said they use PACs at St. Mark's and it takes care of this for them. However, not all facilities that use PACs have the same capabilities. All agreed that the form that Dr. Cole provided will enable better communication between the departments. Shay asked how it went when Bart communicated directly with the head of radiology at JVH; Bart Johansen, MD, reported that the discussion he had with the head of radiology at JVH went very well and encouraged others to open the dialog between the departments. Better appreciation and communication between the departments has resulted. The Radiology Review and Tracking Sheet would also aid in communication. Credentialing is taking place for some of the younger physicians at SLED to SLED Physician allow them to work at other hospitals to maintain their skill sets and shifts will credentialing be available for those physicians soon. **Financials** Mike Hansen, CFO; SLED income Guarantee Comparative Data, • Comparative Data (2009-2011), Critical Care/Splint (See hand-out of slides provided for explanation.) The topic of the new University of Utah Hospital at Day Break was discussed. Dr. Johansen reported that he has heard that the ED has been slow, and some of their patients, especially if the chance of admitting is there, have been transferred to JVH. So far it has not seemed to impact EPIC facilities. K-1's will be available for Shay to sign at next Board meeting. Mike will be emailing documentation to each partner. Mike will also be doing a test email to insure that we have the current and correct email addresses for all partners. Wi-Fi has been installed in the building so that members/guests would access to the web during the meetings. The secure email training will be available at each of the division partner meetings by

Compliance Report

Roger Perry, MD;

Compliance Committee Report (see attached)

Mike Hansen, CFO. Teri Ball and Diana Alder are also receiving training from Mike so

they can follow-up with individual physicians and physician extenders.

Death Certificates

Risk Management

- Medical Malpractice Suggestion
- Sullivan Courses for 2012 2013
- Incentives/Penalties for EPIC Non-participants; what would be the most effective method of incentivizing partners to participate? Financial consequences seem to be the best motivator. In previous years the penalty was \$300. It was suggested that the penalty be increased by 10 times; \$3,000.
 Motion that all EPIC physicians and extenders would be required to participate in the Sullivan Courses or forfeit \$3,000 was passed. It was suggested that by next month's meeting the group make suggestions as to how monitor whether or not participation is taking place. UMIA does give us a 15% discount if EPIC participates in Sullivan. Non HCA facilities participation has been dismal.
- ABEM: Assessment of Practice Performance (APP) Update (see attached)
- HIPPA HITECH (EPIC policy development ((HCA has 27 policies)) (See attached proposed letter written by Roger Perry, MD)
- Intermedix Client Bulletin Items
- Scribe System Status at EN division still under consideration.
- Next compliance meeting scheduled for April 10, 2012

It was agreed that at the fall Journal Club meeting, Robert Wright, a malpractice attorney, would come speak regarding mal-practice cases and how to best prepare for them.

Incomplete Chart Up-date

Dwayne Roberts, MD; Dr. Roberts addressed Board with regards to his number of delinquent charts. He stated that he, too, had been concerned about the situation at SLRMC and reported on measures he has taken to help him improve.

Dr. Holley replied that what the group was looking at was the actual number of incomplete charts and that the number was way too high. Charts need to be completed within 24 to 48 hours (if it takes more time, quality of documentation goes down). With the fact that SLRMC is being subsidized and charts not being coded promptly, it costs even more to keep the ED going. Dr. Holley told him what the Board had discussed the issue and that all wanted to know if he were caught up and if Dr. Roberts had a plan in place to keep his charting current. Dr. Roberts did say that he was caught up and staying on top of things. It was reiterated that if he does not stay current with his charting that there would be ramifications up to, and including, termination.

SLED Partner Buy-out	Will be addressed at February meeting when Rich Thurman, MD, is present.
EPIC Business	Bob Parker, CEO;
El IC Dusilless	Boo I mker, CEO,
Incentive Criteria for 2012	 Criteria mentions implementation scribes; Jim said the VA contract is not negotiable; goal should be to retain VA contract.
	 The Board wanted to make an addition to number 4 of the Incentive Criteria by adding, if appropriate, to recruiting contracts with non-EPIC – versus non-IASIS facilities. (Park City Hospital was discussed as a possible EM group that might consider joining EPIC.)
	 Bob Parker said he thought the biggest drivers for incentive compensation should be revenue growth and managing expenses.
	 Motion was to put forth approve Bob's incentive criteria and all agreed.
John Hanshaw & Scott Williams, MD	 Bob had a lunch meeting with John Hanshaw because he wanted feedback regarding the ED as a franchise (see handout). The concept has been implemented in Florida. Florida's market is different from Utah, but Bob wanted to know if it would be appropriate to have John Hanshaw and Scott Williams, MD, talk to the Board about the issues and options concerning this type of structure. The Board would be open to having them come speak to them. Suggestion on how EPIC could keep this situation from happening was to position themselves as the top in HCA patient satisfaction, turnaround times, etc One proposed method would be to employ scribes. It wouldn't work for every hospital, but it would benefit some. If the scribe were to help the physician see just one more patient per shift, then the scribe program would pay for itself, and allow us to improve our metric and patient satisfaction. Dr. Brain Shiozawa put forth a motion to have EPIC do a pilot project for scribes. The motion was presented and passed. The details will have to be worked out. Dr. Holley wanted to know if there was any way that EPIC could get administration to help pay for the scribes. Bob Parker did not believe it would with the way they are watching any and all expenses. Bob would like to take a look at a few facilities, along with Intermedix data, and suggest where they would be most beneficial.
Dinner with IASIS Regional & Corporate Officers	- Bob Parker discussed finding a way that HCA and IASIS could work together during his meeting with John Hanshaw. It was mentioned that while David White was still with IASIS, there was little chance of it happening. To continue to build on relationship with the new leadership at IASIS, scheduling a dinner with the regional and corporate officers of IASIS and board members was discussed. Bob will email a suggested date and everybody will try to accommodate.
Annual Meeting Date(s)	- November 8 and 9 were agreed upon. <i>Heide Small will check with Zion's and reserve the meeting rooms</i> .

AIM Budget Questions	Bob Parker had emailed the AIM budget to the Board and took a few minutes to explain some of the details.
	No other comments or questions were brought up.
Other	Dr. Antinori wanted to inform everyone that if they are transferring a patient to the University of Utah Hospital and the U does not have a bed available, they will tell the helicopter to stay on the pad, but they won't tell the doctor they are delaying. Dr. Holley questioned the UMIA Risk Management discount percentage is it the higher 7.5% only if you attend in person, and less if you do it online? He spoke with Jeri Bott at UMIA about the situation and she is going to look into it. You get up to a 24% discount for not having any malpractice claims totaling less than \$50,000 in a 10 year period and an additional 5% discount for completing the Risk Management courses on-line once every three years. The question was why you get more of a discount by taking them online or in person. Dr. Shiozawa said that he thought that people got more out of the in-person seminars than by doing them on line, and perhaps that was UMIA's reasoning. Bob Keddington sent in his request to become an Emeritus Partner as of August, 2011. The motion was put forth and approved.

Meeting dismissed at 12:15

UPCOMING EVENTS

Wednesday, February 15, 2012 – Board Meeting – EPIC Office

March 7, 2012– Journal Club Meeting –11:30 a.m., Bank One Building, 18th floor (One South Main Street)

Wednesday, March 21, 2012 – Board Meeting – EPIC Office