

**EPIC, LLC**  
**Board Meeting**  
**Wednesday, February 15, 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 Bart Johansen, MD Mark Paradise, MD Cathey Putnam, MD	Brian Shiozawa, MD Richard Thurman, MD
------------------	---	--	---

Others Present:	Robert Parker, CEO Michael Hansen, CFO Ingrid Gordon, COO	John Hanshaw Scott Williams, MD Teri Ball Heide Small
-----------------	---	--

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

<b><u>Minutes:</u></b>	Minutes from January 18, 2012 Board meeting approved.
<b><u>Action Item</u></b> <b><u>Follow-up</u></b>	<p>EMED, LLC: Share Partners do not have to be vested to participate. Mike Hansen provided a handout to explain the terms for buying an EMED, LLC share. There will be a month of each calendar year (December) when partners can buy in, or buy-out as this will allow accounting to keep records more easily and cost effectively. Approximately 54 shares are still available. The Board will have to approve any new investors. Share valuation is based on book value, which is a little less than the original buy in amount. Proposal is to have the initial buy-in of EPG and other partners to be at least as much as the original buy in amount which is \$3,703.70. <b>A motion to place each available share valued at the original buy-in amount for EPG partners and other existing partners, and a valuation from then on out to be placed at market value. The Motion was passed unanimously.</b></p> <p>EPIC, LLC Annual Meeting Date is scheduled for November 16, 2012.</p> <p>Sullivan Courses Recommendations: The list of courses suggested by the Compliance committee was distributed and is attached.</p>
<b><u>HCA</u></b> <b><u>Mountain</u></b> <b><u>Star</u></b>	<p>John Hanshaw &amp; Scott Williams, MD: Discussion regarding the Florida model of franchising the ED's ensued along with the expressed desire to keep the relationship between EPIC and HCA evolving. Mr. Hanshaw said he wasn't inclined to adopt the Florida model for Utah, but there were some attractive points about that program that could be considered. Overall, he said he would like to use EPIC, LLC as a model for other HCA/MountainStar markets. He also said that EPIC, LLC had a good reputation and that insurance companies approved of their relationship with EPIC, LLC. Dr. Sheffield asked, pointedly, what EPIC, LLC could do to retain their autonomy and remain under the radar. On a macro level, Dr. Williams pointed out that we were all competing with IHC because they have such a large share of the Utah market's covered lives. HCA would like to see EPIC participate more in directed contracting by giving more discounts to certain payors as HCA develops other products that will steer covered lives into their system. Bob Parker asked what EPIC could do to position themselves as far as metrics and patient satisfaction to make sure that they were in the top ten percent of the HCA network? Mr.</p>

	<p>Hanshaw wanted reassurance that the group leaders were on board to improve standards. He said that EPIC, LLC's, ED's patient satisfaction scores rated the lowest in their organization and this needed to be turned around. Scott Williams, MD, thought that communication had been good with EPIC, LLC and expressed his thoughts that we could work on this together to achieve better results. The quality measures, core measures, have been very good in Utah but overall there will need to be buy-in by all EPIC, LLC providers to the focus on improving processes.</p> <p>Referrals for patient follow-up were discussed. Establishing referral relationships to keep patients within the HCA/MountainStar system is an important focus for HCA, along with competing with the University of Utah and IHC. But as Dr. Sheffield brought up, it isn't just the ER physicians that need to maintain the referral relationships, but the other specialists as well. The examples of not having the neurosurgeons willing to step up and lack of communication with radiology departments was given. The goal is to have a solution for every patient regardless of where the patient would be transferred.</p> <p>Epic EMR could very likely be the EMR system for all of HCA with-in the next 5 years, eliminating T-system and Meditech. Bob Parker felt that the Epic EMR system was going to be very beneficial due to the dynamics of that system. Scott Williams, MD, said that EPIC, LLC physicians were all over the board as far as documentation on T-system, from virtually no documentation to the extreme and that Epic EMR may encourage better documentation. Dr.'s Sheffield and Antinori pointed out that dictation of charting was the best way to document, however not always available. Dr. Williams said that that was a key component of the Epic EMR, it has the capability of using Dragon, allowing physicians to dictate.</p> <p>Bob Parker mentioned to Mr. Hanshaw and Dr. Williams some of the things that the EPIC, LLC organization is doing to bring up their metric scores, such as improve discharge instructions, and the chart review on abdominal pain that was being done EPIC, LLC wide. He also asked Mr. Hanshaw and Dr. Williams if it would be possible to have a representative from HCA attend EPIC, LLC's Board meetings every other month to keep the lines of communication alive. Dr. Williams responded by saying that EPIC was an invaluable relationship and that it would be a good idea.</p>
<b><u>Financials</u></b>	<p>Mike Hansen, CFO: Hand outs and power point presentation given.</p> <p>Bob Parker reminded the Board of the 3% increase in EPIC'S fee schedule.</p> <p>Rich Thurman, MD, wanted to know if there was a way to improve the processes of registration to verify patients' information. Julie Fox, MD, thought that it was a training issue and that it was in everybody's best interest to improve this process, i.e.; the hospitals and the ED's. It was agreed that this is an issue that values looking into.</p> <p>Malpractice premiums and discounts were discussed.</p>
<b><u>EPIC Business</u></b>	<p>EPG Operating Revenue Rebate: Please see handout provided for rebate calculations.</p> <p>SLED, accounts receivable buy-out: Mike Hansen explained the way it was calculated with a power point slide presentation (please see attached handout). There was also a hand-out provided to explain the two buy-out approaches. The ensuing discussion focused on the SLED buy-out, and why, if EPIC, LLC, had been subsidizing SLED, would the vested partners receive a buy-out? Bob Parker stated that if EPIC didn't make the physicians that are a part of SLED feel valued it would be extremely difficult to provide consistent staffing. It was also discovered</p>

that SLED partners were sometimes making less than employed physicians, which was another challenge to address. The topic of Ben Buchanan, MD's buy-out was discussed. **Because Dr. Buchanan did not provide 180 day notice when leaving, it was determined that he would forfeited his buy-out.** *Action item: Bob Parker, Mike Hansen and Rich Thurman, MD, will meet to develop some proposed partner pay models, as well as proposed vested partner buy-out models for consideration by the EPIC Board.*

Epic EMR: Julie Fox, MD discussed the new Epic EMR that is being constructed and then beta-tested at St. Mark's. Dr. Fox thought that it would be very similar to the T-system, and that it had good capability. Billing, demographic and document feeds were still issues that needed to be worked through. St. Mark's was chosen as the pilot location to implement the Epic EMR. HCA was also piloting Meditech 6 at another facility. When data results are available, HCA will chose which enterprise system to implement company-wide.

Deficiencies: Teri Ball reported that Dwayne Roberts still had ten deficiencies that needed to be taken care of, but was showing some improvement. Diana Alder had contacted the other physicians that had deficiencies and hopefully they would be taken care of quickly. Brian Cullison had improved greatly.

Contacting Update: Bob Parker has been negotiating with Wise Provider Network – new rates have not been agreed upon yet. Also, Cigna had become an issue. EPIC does not contract directly with Cigna, but by way of Three Rivers Provider Network. Due to HCA/Mountain Star employees having Cigna insurance, however, Bob Parker was working with Intermedix to assure that EPIC wasn't charging these employees, or any other CIGNA covered lives, more due to the Three Rivers contract.

Scribe America: Bob Parker provided a hand-out to illustrate potential financial gain for using scribes. *Scribe America would be attending the March 21, Board meeting. All were asked to come prepared for the meeting with questions.*

UMIA/Professional Liability Update: Dr. Shiozawa discussed the fact that MICA had come to EPIC, LLC with rates that were quite a bit lower than UMIA. It was believed that MICA was undercutting UMIA with the intention of raising rates significantly after two years or so. One fact in MICA's favor, however, was that they were also a mutual company. Benefits to staying with UMIA include the longstanding relationship, the possibility that UMIA will be lowering their rates in October, and that UMIA is planning on offering a "loyalty" discount to organizations such as EPIC, LLC. Dr. Shiozawa said that UMIA would be willing to attend a Board meeting to answer questions. *It was agreed that the Board would like to have Marty from UMIA attend the next Board meeting, and that Bob Parker would talk with Debra Wilkins, agent for MICA, to find out if they would give EPIC a legitimate quote.*

Pension Update: James Antinori, MD reported that the Pension Plan Board was trying to choose between individually managed mutual funds that we currently have versus indexed funds. Schwab has come out with a new program called Index Advantage that would replace the individual funds. The advantage of that plan would be that they provide on-going advice and rebalancing. Index funds decreases individual cost for fund management about a quarter of a percent. No decision has been made, but Dr. Antinori felt that Med America will be moving toward the Index Advantage plan. The Board agreed that the Index Advantage plan sounded like a very good option.

#### **Other**

Greg Henry/Sullivan Courses: Bob Parker reiterated what had been discussed at the previous Board meeting regarding the incentive for physicians to take the CME courses offered by Sullivan and/or Greg Henry. Both options provide an online exam for each course. Proof of that

exam would have to be provided to the EPIC office in order to receive credit. If physicians did not complete the necessary courses and provide proof by way of completing exams, they would be charged \$3,000 in addition to the cost of the course.
---

Meeting dismissed at 1:10 pm

#### **UPCOMING EVENTS**

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

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

Wednesday, April 18, 2012 – Board Meeting – EPIC Office