

#### FINANCE COMMITTEE MEETING

Posted
Mailed (US & E-mail)
Faxed
Friday, March 23, 2007

....... Ag3 7:40 p.m.

(BOARD MEETING WITH RESPECT TO BOARD MEMBERS ON THE COMMITTEE)

SPECIALIZING IN YOU

Tuesday, March 27, 2007

5:30 p.m. (Dinner via cafeteria line for Committee Members & Invited Guests Only)

6:00 p.m. Meeting

Time

Page Target

ALL	TO ORDER		<u>Time</u>	<u>Page</u>	<u>Targe</u> 6:00 p.:
					6:00 p.i
*	ADJOURNMENT TO C	CLOSED SESSION			6:05 p.
	REPORT INVOLVING Discussion Will Concert Estimated Date of Publi	ia Government Code §54954.5(h) TRADE SECRET In Proposed New Service ic Disclosure: March 27, 2007 cipated Action			
	REPORT INVOLVING Discussion Will Concert Estimated Date of Public	ia Government Code §54954.5(h) TRADE SECRET In Proposed New Service ic Disclosure: March 27, 2007 Icipated Action			
		ia Government Code §54956.8 L PROPERTY NEGOTIATORS			
	Property:	975 S. Andreasen, Escondido, CA An approximate 19,215 square foot building, exact legal description to be provided in escrow			
	Agency Negotiator:	Robert Hemker, CFO, PPH			
	Negotiating Parties:	Davidson Family Trust and Peter H. Asher/LT and Robert Hemker		90	7:35 p.
	Under Negotiation:	Instruction to Negotiator will concern Agency's interest in land, building, price and terms of payment			
	Estimated date of public ~Anti				
		ia Government Code §54956.8 LL PROPERTY NEGOTIATORS			
	Property:	Grandesco Building, 456 East Grand Avenue, Escondido, CA An approximate 14,319 square foot building and communion lot, exact legal description to be provided in			
	Agency Negotiator:	escrow Robert Hemker, CFO, PPH			
	Negotiating Parties:	Dave Baker and Steve Knight, and Robert Hemker			
	Under Negotiation:	Instruction to Negotiator will concern Agency's interest			
	Father to distant a fire bill	in land, building, price and terms of payment			
	Estimated date of public	c disclosure: June 2007 Anticipated Action			
.•.					7.05
*	ADJOURNMENT 10 (	PEN SESSION	•••••		7:35 p.



### FINANCE COMMITTEE MEETING Tuesday, March 27, 2007

2.	* Review/Approval: Physician Recruitment Agreements		7:45 p.m.
	Bridgette Franey, MD, and Centre for Healthcare, Family Practice		
	Sudabeh Moein, MD, FACOG, OB/GYN	Ag8-11	
3.	* Review/Approval: Transfer of a 1997 Ford E-350 Van to the Biamba Marie		
	Mutombo Hospital Research Center	Ag12-13	7:50 p.m.
4.	* Review/Approval: Incentive Compensation Program	Ag14-16	7:55 p.m.
5.	* Approval: February 2007 & YTD FY 2007 Financial Report (Addendum B) 20	Ag17	8:15 p.m.
FINAL ADJOURNMENT			8:35 p.m.

NOTE: If you have a disability, please notify us 72 hours prior to the event so that we may provide reasonable accommodations.

Distribution:
Ted Kleiter, Chairperson
Nancy Bassett, RN
Linda Greer, RN
Marcelo Rivera, MD
Michael Covert, FACHE
Robert Trifunovic, MD
Benjamin Kanter, MD
Bruce Krider, Alternate

Bob Hemker Gerald Bracht Steve Gold

Tanya Howell, Secretary

Other packets to: Sharon Andrews, Tom Boyle, Sheila Brown, Duane Buringrud, MD, LeAnne Cooney, Dana Dawson, Kwaja Floyd, Gustavo Friederichsen, Janet Gennoe, Wallie George, Andy Hoang, Marcia Jackson, Christine Meaney, Jim Neal, Genevieve Nelwan, Tim Nguyen, Mary Oelman, Tina Pope, Opal Reinbold, Paul Sas, Mike Shanahan, Lorie Shoemaker, Steve Tanaka, Brenda Turner, Melanie Van Winkle, Deloitte and Touche (Drew Sutter)

## Minutes Finance Committee – February 27, 2007

TO:	Board Finance Committee	
MEETING DATE:	Tuesday, March 27, 2007	
FROM:	: Tanya Howell, Secretary	
BY:	Bob Hemker, CFO	
_	The minutes of the Finance Committee meeting held on Tuesday, respectfully submitted for approval (Addendum A).	
<b>Budget Impact:</b> N	N/A	
<b>Staff Recommendation:</b> Approval of the Tuesday, February 27, 2007, Finance Committee minutes.		
Committee Questions:		
COMMITTEE RECOMMENDATION:		
Motion:		
Individual Action:		
Information:		
Required Time:		

# **Physician Recruitment Agreement**

Board Finance Committee

MEETING DATE: Tuesday, March 27, 2007
FROM: Marcia Jackson, Chief Planning Officer
<b>Background:</b> The PPH community lacks an adequate number of family practice physicians as verified by AmeriMed, a national consulting firm that specializes in physician manpower studies. PPH has an established physician recruitment program and had allocated resources to attract an additional family practice physician to relocate to Inland North San Diego County. Bridgette Franey, M.D., has signed a physician recruitment agreement with Palomar Pomerado Health and is prepared to establish a practice with Centre for Healthcare in Poway in May 2007.
Budget Impact: None
Staff Recommendation: Approval of the Physician Recruitment Agreement with Dr. Bridgette Franey and Centre for Healthcare and recommend approval by the full Board of Directors.  Committee Questions:
COMMITTEE RECOMMENDATION:
Motion:
Individual Action:
Information:
Required Time:

TO:

### PALOMAR POMERADO HEALTH - AGREEMENT ABSTRACT

Section	I ALOWAR I OWIERA	
Reference	Term/Condition	Term/Condition Criteria
	TITLE	Physician Recruitment Agreement—Family Practice
	AGREEMENT DATE	
	PARTIES	PPH     Centre for Healthcare     Bridgette Franey, M.D.
Recitals; Article I.1	PURPOSE	Provide recruitment assistance to enable Dr. Franey to establish a family practice at Centre for Healthcare in Poway
Article I	SCOPE OF SERVICES	Dr. Franey will establish a full-time family practice at Centre for Healthcare in Poway and will participate in government-funded programs.
2.2(a); Exhibit 3.1(a).2	TERM	2 years of income assistance; four years repayment/forgiveness period
Recruitment procedure D.2	RENEWAL	None available
Article VII	TERMINATION	Contract stipulates conditions for termination by hospital, termination by physician and termination in event of governmental action
Article II; 2.2, 2.3, 2.4, 2.5	COMPENSATION METHODOLOGY	For monthly income guarantee physician will submit monthly report of expenses and collections. For relocation and start-up cost assistance physician will submit receipts.
	BUDGETED	X YES □ No - IMPACT: None
6.5	EXCLUSIVITY	X No
	PHYSICIAN MANPOWER STUDY	AmeriMed, a national consulting firm who performed our Physician Manpower Study, completed a family practice analysis which confirmed there is a justifiable community need for this recruitment
	EXTERNAL FINANCIAL VERIFICATION	X YES  No Methodology: Medical Development Specialists (MDS) developed a pro forma for the practice to establish the contract value to cover income guarantee and cash flow needs. MDS also provided the market comparison to establish an appropriate income guarantee.
	LEGAL COUNSEL REVIEW	X Yes □ No Legal counsel worked on this agreement and supports that agreement complies with Federal Regulations
	APPROVALS REQUIRED	X CPO X CFO X CEO X BOD Finance Committee on March 27, 2007 X BOD

by and among

PALOMAR POMERADO HEALTH ("Hospital")

and

Bridgette Franey, M.D. ("Physician")

and

**Centre for Healthcare ("Group")** 

THIS PHYSICIAN RECRUITMENT AGREEMENT (this "Agreement") is entered into and effective as of May 1, 2007 (the "Execution Date"), by and among PALOMAR POMERADO HEALTH, a California district hospital ("Hospital"), Bridgette Franey, M.D., an individual ("Physician"), and Centre for Healthcare (PIMG), a professional corporation ("Group"). Hospital, Physician, and Group are sometimes referred to in this Agreement, individually, as a "Party" or, collectively, as the "Parties."

#### **RECITALS**

- A. Hospital owns and operates two acute care hospital facilities located in Inland North San Diego County, which serve the communities of Escondido, San Marcos, Valley Center, Pala, Pauma Valley, Ramona, Julian, Poway, Rancho Bernardo, and Rancho Peñasquitos.
- B. Physician is duly licensed to practice medicine in the State of California (the "State") and is board certified for the practice of medicine in the specialty of family practice (the "Specialty").
- C. At the time of the recruitment discussions, Physician operated a medical practice in Huntsville, Alabama.
- D. Hospital has determined that there is a community need for the services of Physician based upon the fact that:
  - 1. The population-to-physician ratio in the community is deficient in the Specialty.
  - 2. There is demand in the community for medical services in the Specialty and a documented lack of availability of or long waiting periods for medical services in the Specialty.
  - 3. Physicians are reluctant to relocate to the community due to Hospital's high cost of living, relatively high housing costs, and traditionally low level of reimbursement for medical services.
  - 4. The number of physicians in the Specialty will be reduced due to the retirement or departure of physicians presently in the community within the next three-to-five year period.
  - 5. There is a documented lack of physicians serving indigent or Medicaid patients in the community.
- E. Physician has expressed to Hospital that Physician will not relocate to the Service Area without the financial assistance provided by Hospital pursuant to this Agreement.

# **Physician Recruitment Agreement**

**Board Finance Committee** 

<b>MEETING DATE:</b> Tuesday, March 27, 2007		
FROM: Marcia Jackson, Chief Planning Officer		
<b>Background:</b> The PPH community lacks an adequate number of OB/Gyn physicians as verified by AmeriMed, a national consulting firm that specializes in physician manpower studies. PPH has an established physician recruitment program and had allocated resources to attract an additional OB/Gyn physician to relocate to Inland North San Diego County. Sudabeh Moein, M.D., F.A.C.O.G., has signed a physician recruitment agreement with Palomar Pomerado Health and is prepared to establish a practice in Poway in May 2007.		
Budget Impact: None		
Staff Recommendation: Approval of the Physician Recruitment Agreement with Sudabeh Moein, M.D., F.A.C.O.G., and recommend approval by the full Board of Directors.  Committee Questions:		
COMMITTEE RECOMMENDATION:		
Motion:		
Individual Action:		
Information:		
Required Time:		

TO:

## PALOMAR POMERADO HEALTH - AGREEMENT ABSTRACT

Section		ADO FIEALIR - AGREEMENT ADSTRACT
Reference	Term/Condition	Term/Condition Criteria
TKOTOTOTIOS	TITLE	Physician Recruitment Agreement—OB/Gyn
	AGREEMENT DATE	
	PARTIES	1) PPH 2) Sudabeh Moein, M.D.
Recitals; Article I.1	PURPOSE	Provide recruitment assistance to enable Dr. Moein to establish an OB/Gyn practice in Poway
Article I	SCOPE OF SERVICES	Dr. Moein will establish a full-time OB/Gyn practice in Poway and will participate in government-funded programs.
2.2(a); Exhibit 3.1(a).2	TERM	1 year of income assistance; two years repayment/forgiveness period
Recruitment procedure D.2	RENEWAL	None available
Article VII	TERMINATION	Contract stipulates conditions for termination by hospital, termination by physician and termination in event of governmental action
Article II; 2.2, 2.3, 2.4, 2.5	COMPENSATION METHODOLOGY	For monthly income guarantee physician will submit monthly report of expenses and collections. For relocation and start-up cost assistance physician will submit receipts.
	BUDGETED	X YES □ No - IMPACT: None
6.5	EXCLUSIVITY	X No   YES – EXPLAIN: Government prohibits hospitals from requiring physician to exclusively have privileges or make referrals only to their hospital
	PHYSICIAN MANPOWER STUDY	AmeriMed, a national consulting firm who performed our Physician Manpower Study, completed an OB/Gyn analysis which confirmed there is a justifiable community need for this recruitment
	EXTERNAL FINANCIAL VERIFICATION	X YES  No Methodology: Medical Development Specialists (MDS) developed a pro forma for the practice to establish the contract value to cover income guarantee and cash flow needs. MDS also provided the market comparison to establish an appropriate income guarantee.
	LEGAL COUNSEL REVIEW	X Yes □ No Legal counsel worked on this agreement and supports that agreement complies with Federal Regulations
	APPROVALS REQUIRED	X CPO X CFO X CEO X BOD Finance Committee on March 27, 2007 X BOD

by and between

PALOMAR POMERADO HEALTH ("Hospital")

and

Sudabeh Moein, M.D., F.A.C.O.G. ("Physician")

THIS PHYSICIAN RECRUITMENT AGREEMENT (this "Agreement") is entered into and effective as of April 1, 2007 (the "Execution Date"), by and between Palomar Pomerado Health, a California district hospital ("Hospital"), and Sudabeh Moein, M.D., F.A.C.O.G., an individual ("Physician"). Hospital and Physician are sometimes referred to in this Agreement, individually, as a "Party" or, collectively, as the "Parties."

#### **RECITALS**

- A. Hospital owns and operates an acute care hospital facilities located in Inland North San Diego County, which serves the communities of Escondido, San Marcos, Valley Center, Pala, Pauma Valley, Ramona, Julian, Poway, Rancho Bernardo and Rancho Peñasquitos.
- B. Physician is duly licensed to practice medicine in the State of California (the "State") and is board certified for the practice of medicine in the specialty of Obstetrics and Gynecology (the "Specialty").
- C. At the time of the recruitment discussions, Physician operated a medical practice in Los Angeles, California.
- D. Hospital has determined that there is a community need for the services of Physician based upon the fact that:
  - 1. The population-to-physician ratio in the community is deficient in the Specialty.
  - 2. There is demand in the community for medical services in the Specialty and a documented lack of availability of or long waiting periods for medical services in the Specialty.
  - 3. Physicians are reluctant to relocate to the community due to Hospital's high cost of living, relatively high housing costs, and traditionally low level of reimbursement for medical services.
  - 4. The number of physicians in the Specialty will be reduced due to the retirement or departure of physicians presently in the community within the next three-to-five year period.
  - 5. There is a documented lack of physicians serving indigent or Medicaid patients in the community.
  - 6. Physician will establish a medical practice that provides one or more professional medical services not currently available in the community.
  - 7. The addition of Physician to the medical staff of Hospital will allow Hospital to expand a program or service.
- E. Physician has expressed to Hospital that he or she will not relocate to the Service Area without the financial assistance provided by Hospital pursuant to this Agreement.

### Board Approval of the Transfer of a 1997 Ford E-350 Van to the Biamba Marie Mutombo Hospital Research Center

**TO:** Board Finance Committee

**MEETING DATE:** Tuesday, March 27, 2007

**FROM:** Gustavo Friederichsen, Chief Marketing and Communications Officer

**Background:** The PPH Marketing Department wishes to donate a PPH van with over 200,000 miles to the Biamba Marie Mutombo Hospital Research Center (the "Research Center") in the Democratic Republic of the Congo (the "DRC"). This van will benefit the people served by the district because it will foster a good relationship between PPH and the Research Center, which will allow for the creation and implementation of a successful Exchange Program (which is described more below). In addition, the van will provide transportation to volunteer PPH physicians and nurses who take part in the Exchange Program.

More than 80% of all malaria cases occur in sub-Saharan Africa (about 10% of these are in the DRC); about two-thirds of all people estimated to be living with AIDS/HIV reside in sub-Saharan Africa (about 5% of them reside in the DRC); and although global initiatives to eradicate polio have been largely successful, there were 12 reported cases of polio in the DRC in 2006. The Research Center is located in the capital city of the DRC, Kinshasa, and is the first new facility of its kind to open there in 40 years. Because of the high incidence of these infectious diseases in the DRC, the Research Center's physicians will have significant exposure to and experience in treating these diseases.

The goal of the Exchange Program is to leverage this experience by providing training to visiting volunteer PPH physicians and nurses so that they are prepared to effectively diagnose and treat PPH patients who may have contracted any one of a number of these infectious diseases while traveling not only to Africa but to Central and South America, South and Southeast Asia and Oceania. Doctors who have not had hands-on training in treating infectious diseases, such as those prevalent in the DRC, often fail to diagnose patients infected with diseases prevalent in other parts of the world as quickly as they otherwise would had they received such training. Donating the van will strengthen PPH's relationship with the Research Center and help create opportunities for PPH physicians and nurses to participate in the Exchange Program. In addition, providing transportation to PPH volunteers will be a positive factor in their decision to undertake such training, especially given the present ethnic conflict that exists in the DRC. Thus, the van facilitates the success of the Exchange Program by providing PPH volunteer physicians and nurses with reliable transportation.

Section 32121(i) of the Health and Safety Code empowers the board "[t]o do any and all things that an individual might do that are necessary for, and to the advantage of, a health care facility and a nurses' training school, or a child care facility for the benefit of employees of the health care facility or residents of the district." Here, the training provided through the Exchange Program will cause PPH to have more qualified physicians and nurses, and as such, the Exchange Program is necessary for and to the advantage of PPH. The donation of the van will foster the relationship between PPH and the Research Center and will encourage the Research Center to give PPH physicians and nurses priority in receiving this needed training. In addition,

having reliable transportation while in the DRC facilitates the success of the Exchange Program. Thus, the board has the power to transfer the van to the Research Center under this section of the Health and Safety Code.

The board is also authorized to transfer the van pursuant to section 32121(j) of the Health and Safety Code, which gives the board the power to "establish, maintain, and operate, or provide assistance in the operation of, one or more health facilities or health services, including, but not limited to, outpatient programs, services, and facilities; retirement programs, services, and facilities; chemical dependency programs, services, and facilities; or other health care programs, services, and facilities and activities at any location within or without the district for the benefit of the district and the people served by the district." Here, PPH will provide assistance to the Research Center since volunteer physicians and nurses will be treating patients as they undergo their training. The training provided by the Research Center will enhance PPH's ability to effectively treat and diagnose certain infectious diseases, and will thus benefit PPH. Accordingly, the board has the power to transfer the van under section 32121(j) of the Health and Safety Code.

<b>Budget Impact:</b>	N/A
Staff Recommen	dation:

**Committee Questions:** 

Ì	COMMITTEE RECOMMENDATION:
	Motion:
	Individual Action:
	Information:
	Required Time:

N/A

## **Incentive Compensation Plan**

TO:	Board Finance Committee			
MEETING DATE:	Tuesday, March 27, 2007			
FROM:	Bob Hemker, CFO			
<b>BY:</b> Wallie George, CHRO Brenda Turner, Executive Director of Human Resources				
<b>BACKGROUND:</b> During the past six months, Management has been in the process of revising the Incentive Compensation Plan. The attached overview of the Incentive Compensation Plan was presented to the HR Committee at their March meeting. The HR Committee approved the proposed Incentive Compensation Plan and recommended that it be forwarded to the Board Finance Committee for review and approval.				
BUDGET IMPACT: Costs	<b>BUDGET IMPACT:</b> Costs are equivalent to current incentive plan (see attached for detail).			
<b>STAFF RECOMMENDATION:</b> Staff recommends approval and forwarding to the Board of Directors.				
COMMITTEE QUESTIONS:				
COMMITTEE RECOMMENDATION:				
Motion:				
Individual Action:				
Information:				
Required Time:				

# INCENTIVE PLAN PALOMAR POMERADO HEALTH

The Palomar Pomerado Health incentive compensation plan has been a difficult plan to understand and to explain. In an effort to simplify the plan, the following recommendation is being made:

#### **Directors and Above**

Compensation is composed of three elements – market, an individual performance award and an organizational performance award.

#### Market –

- Market adjustments will be based on a survey of similar positions conducted by a third-party consulting company. The market will be set at the 50<sup>th</sup> percentile with discretion used within the pay range by the CEO to hire and pay the best individuals possible.
- Market adjustments will be made every other year based on the current data or on an as needed basis if market conditions dictate a change.
- Cost will vary based on market data.

#### Individual Performance Award -

- All directors and above will receive an individual performance award based on their performance during the prior fiscal year. The award will be 0-10% of base earnings.
- Criteria used for the award will the accomplishment of up to 10 key goals/initiatives during the year (aka, their 10-commandments).
- Individual performance awards will be paid in a lump sum bonus check. PPH must have a positive bottom line in order for individual performance awards to be paid.
- Estimated cost impact = \$768,000.

#### Organizational Performance Award –

- The EBITDA goal must be reached in order for an organizational performance award to be paid.
- If the EBITDA goal is reached, a 5% bonus will be paid.
- Four additional balanced scorecard domain goals will be established each year for the
  organization. One goal will be established in each of the following domain
  categories: quality, customer service, work force development and work place
  development.
- Each domain goal will have a threshold, target and maximum established for it. Threshold on each goal will be worth 1%, target will be worth 2% and maximum will be worth 3%.
- Total payment for accomplishment of domain goals may be 0-12%.
- Total potential organizational performance award would be up to 17% (5% financial, 3% for each of the domain goals or a total of 12%).

- The directors, executive directors/service line administrators and EMT members are all eligible for the same maximum 17% bonus for organizational performance.
- To be eligible for participation, individuals must be hired by 1/1 of the year and must still be actively employed on the payout date.
- Estimated cost impact = \$1,247,000.

#### Front Line Staff through Manager

Front line staff through the manager level in the organization will be eligible for the annually established market/merit base salary increases for non-union employees and range/step adjustments for union employees. They will also be eligible for a lump sum organizational performance award as follows.

#### Organizational Performance Award –

- All employees will be eligible for a lump sum of up to \$600 when the EBITDA goal is obtained.
- The bonus will be based 1/3 on the department's achievement of their financial target (\$200), 1/3 on a goal from one of the remaining organizational balanced scorecard domains (\$200), and 1/3 on a department level achievement of a goal based on their balanced scorecard (\$200).
- The balanced scorecard domains include quality, customer service, work force development and work place development. This goal will be determined by EMT at the beginning of each fiscal year and communicated to employees.
- To be eligible for organizational performance award, employees must:
  - o be hired on or before 4/1 of each year,
  - o be employed on the date of award,
  - o have no written disciplinary actions during the fiscal year,
  - o be in a full-time, part-time or per diem employment status. Per diems with over 1,000 worked will be eligible for the full bonus; per diems with 500-1,000 hours worked will be eligible for \$300 bonus (half); per diems with less than 500 hours worked are not eligible to participate.
- Estimated cost impact = \$1,162,000.

# February 2007 & YTD FY2007 Financial Report

TO:	Board Finance Committee	
MEETING DATE:	Tuesday, March 27, 2007	
FROM:	Robert Hemker, CFO	
	The Board Financial Reports (unaudited) for February 2007 submitted for the Committee's approval (Addendum B).	
Budget Impact: N	J/A	
Staff Recommendat	ion: Staff recommends approval.	
Committee Questions:		
	COMMITTEE RECOMMENDATION:	
Motion:		
Individual Action:		
Information:		
Required Time:		