Tools to Assess & Mitigate Strategic Risk in an Era of Uncertainty

Jeffrey Sommer, Managing Director Ryan Sprinkle, Practice Leader September 27, 2019 Bar Harbor, ME





"Tomorrow always arrives. It is always different. And even the mightiest company is in trouble if it has not worked on the future. Being surprised by what happens is a risk that even the largest and richest company cannot afford, and even the smallest business need not run." - Peter Drucker

"If we don't succeed, we run the risk of failure"

– Dan Quayle

Agenda





The fiduciary duties of *duty of care, duty of loyalty* and *duty of obedience* for not-for-profit boards should be applied to the primary functions below:

- Approving budgets, financial plans and financial statements; reviewing and approving material capital allocations and expenditures; ensuring the integrity of the organization's financial reporting and processes; hiring the independent auditor (if any) and assuring itself of the auditor's independence
- Selecting, monitoring, evaluating, compensating and, if necessary, replacing the CEO
- Ensuring compliance with all applicable laws, regulations, policies and ethical standards of the organization
- Establishing the composition of the board and its committees, and determining governance practices
- Defining, reevaluating and monitoring the long-term strategy by which the organization fulfills its mission
- Understanding the organization's risk profile and reviewing and overseeing the organization's management of risks

Do You Know Your Organization's Risk Profile?



- The strategic risk profile for most hospitals and health systems is quite dynamic
- The four risk domains depicted to the left describe the major sources of strategic risk in today's environment
- Poor performance in one domain will have collateral or "spill over" effects on one or more of the other domains
- Key trends within each risk category should be monitored annually and long-term trends quantified

Boards may not appreciate the cumulative effects of changes in risk factors that can take place over several years.

Understanding Strategic Risk

STROUDWATER

Stroudwater Associates

Maritime Disasters and Distressed Hospitals: What Every Board Should Know About Assessing Risk

Jeffrey Sommer, MPP, Director, Stroudwater Associates jsommer@stroudwater.com

C. Ryan Sprinkle, JD, Consultant, Stroudwater Associates rsprinkle@stroudwater.com

On September 30, 2015, the cargo ship *EI* Faro left port in Inclosowille, Florida, bound for Puerto Nico and avare of Tropical Storm Joaquin and its projected path. The ship's captain, an experienced seaman, had charted a course that would allow *EI* arm to reach San Juan while maintaining a safe distance from Joaquin's destruction. With *EI* farots owner approving that course, the ship and careo let port despite torecasts from the National Hurricane Center that Joaquin would develop into a hurricane the next day.

Twenty-six hours after setting sail, battered by the winds and seas created by Category 3 Hurricane loaquin, *El Faro* snuk off the coast of a Bahamian Island, losing her entire 33-person crew. As the ship's recorded bridge audio and other intelligence would later determine, a confluence of events—some within the captain's control and some beyond it—ultimately contributed to making this voyage one of the worst dissaters in the modern history for the U.S. Merchant Marine. With the benefit of advanced weather forecasts, satellitle imagery, advanced modern communica tions, it's easy to ask: how did a disaster like the *H I I i k i n b p*.

With the swells increasing in size and frequency, *El Faro's* Captain was asked about altering course. "No, no, no. We're not gonna turn around."

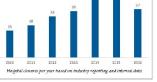
-El Faro Bridge Audio Recording

Across the United States, hospital management teams and governing boards are facing their own gathering storm. Since 2010, approximately 190 hospitals across the country have closed. Similarly, and by these authors' count, approximately 85 hospitals have sught the protection of the US. bankruptop courts since 2011. While the number of hospital closures and bankruptdes may seem small compared to the 4,862 commu ny hospitals in the United States, the hospital industry has



experienced fundamental structural changes that make closure or bankruptcy a risk that is now visible on the horizon for many hospitals.





Like the captain and crew of *Bi Huo*, many hospital management teams and governing boards are increasingly straughing just to keep their ships alload, let alone make it safely to port. With hindight, we can akt of a hospital that has closed, "Why didn't it change course, away from the threat, when it had time?" The speed of most cargo vessels and approaching storms provides ample time to gather new data, react, and change course. Yet the Captain and oversor of the *Bi Firot* didn to the steps the captain and oversor of the *Bi Firot* didn to the steps the scept the ship and crew out of harm's way. Likewise, in most instances, hospitals that close or go bankrupt straggle for many years with deteriorating marker position, poor operating results, and ecoding balance sheets. We scratch our heads and ash, how could *Bi farons* all inch tarm's way without changing course? In similar light, its not difficult to ask of a now-defunct hospital, how did it progress from being a stable institution to a stressed, and

healthlawyers.org 23

Strategic risk lurks in the background and can go unrecognized until it is too late.

The attached article employs the metaphor of a modern maritime tragedy, the *El Faro* disaster, to illustrate the importance of proactive risk recognition and timely action to steer both ships and hospitals clear of disaster.

A review of strategic risk factors speaks to an organization's constraints and the inherent dynamic risk profile of the healthcare industry and every hospital's strategic and operating risk profile. It is a tool to facilitate board decision-making.

A common fact base on key industry trends provides important context for the Board.

American Health Lawyers Association Transactions Resource Guide, May 2017

El Faro Disaster: October 1, 2015

El Faro departed Jacksonville, Florida, bound for Puerto Rico at 8:10 pm EST on September 29, 2015, when then-Tropical Storm Joaquin was several hundred miles to the east. Two days later, after Joaquin had become a Category 3 hurricane, the vessel likely encountered swells of 20 to 40 ft and winds over 80 kn (92 mph) as it sailed near the storm's eye. Around 7:30 a.m. on October 1, the ship had taken on water and was listing 15 degrees. Shortly thereafter, *El Faro* ceased all communications with shore.

USCG investigators placed nearly all the responsibility on *El Faro*'s captain for underestimated the strength of the storm and not taking enough measures to avoid the storm. NTSB criticized the Coast Guard's practices of grandfathering in vessels, exempting them from using closed lifeboats. El Faro's owner also failed to maintain a superannuated and deteriorating vessel.



October 1: The Situation Deteriorates Quickly

- At 5:43 am, the captain takes a phone call indicating suspected flooding in the no. 3 cargo hold and sends the chief mate to investigate.
- 0:30 At 6:13 am, the ship loses its steam propulsion plant.
- At 7:06 am, the captain makes a phone call: "I have a marine emergency. We have water down in three hold. We have a heavy list. We've lost the main propulsion unit. The engineers can not get it goin'... The crew is safe. Right now we're trying to save the ship ..."
- 1:32 At 7:15 am, the chief mate returns to the bridge: Chief mate: "I think that the water level's rising, Captain."
- At 7:24 am, the captain, speaking with a crew member on the phone, says, "We still got reserve buoyancy and stability."
- 1:46 At 7:29 am, the captain gives the order to abandon ship, and about a minute later can be heard on the bridge calling out, "Bow is down, bow is down."
- At 7:31 am, the captain yells over the UHF radio for the chief mate to "Get into your rafts! Throw all your rafts into the water! Everybody get off! Get off the ship! Stay together!"
- 1:56 At 7:39 am, the recording ends with the captain and a crew member on the bridge.

The El Faro: Key Takeaways

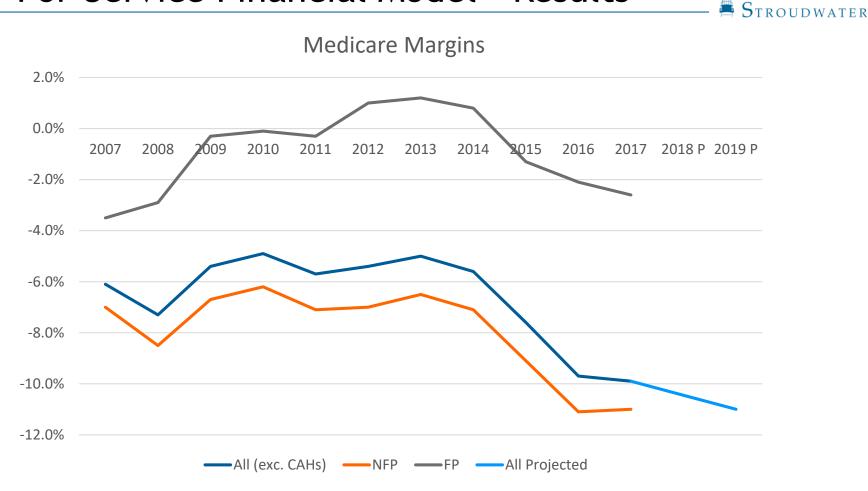
- The *El Faro* did not have to be at the center of a Category III hurricane
- In a little less than two hours, the El Faro crew went from riding out an avoidable hurricane to abandoning ship with the loss of the ship and entire crew
- An accurate assessment of the risks involved and early action—delaying or detouring the voyage—would have kept the ship out of harm's way
- Ultimately, human judgment and flawed assessment of risk was the most critical factor in this tragedy
- For hospitals, early action is essential to keep your organization out of harm's way
- If you wait until everyone around the board table or the entire management team agrees that the situation is dire, you have waited too long
- Quantifying how your risk profile is evolving year-to-year and over multiple years is critical to appreciating relative risk and taking timely action

INDUSTRY TRENDS

Industry Overview: Disruptive Trends

 Affordable Care Act More insured Reduced FFS price (relative to costs) Accountable care payment models 	 MACRA Reduced FFS payment to physicians Value based incentives (MIPS) 	 High Deductible Health Plans Increased focus on value with patients becoming consumers Value = Quality/Cost 		
Underinsurance • Increased bad debt/charity care	Recovery Audit Contractors (RAC) • Focus on reducing short stay inpatient admissions	Reduced Readmissions Result of Value Based Payment program 		
Accelerating shift to outpatient care • Transition from traditional inpatient focused hospital care to outpatient care	Market Consolidation and New Entrants • Aetna/CVS • Walmart/Humana • Haven (Amazon/Berkshire/JP Morgan)	Consumerism • Retail mindset • Convenience • Transparent pricing		

Fee-For-Service Financial Model - Results

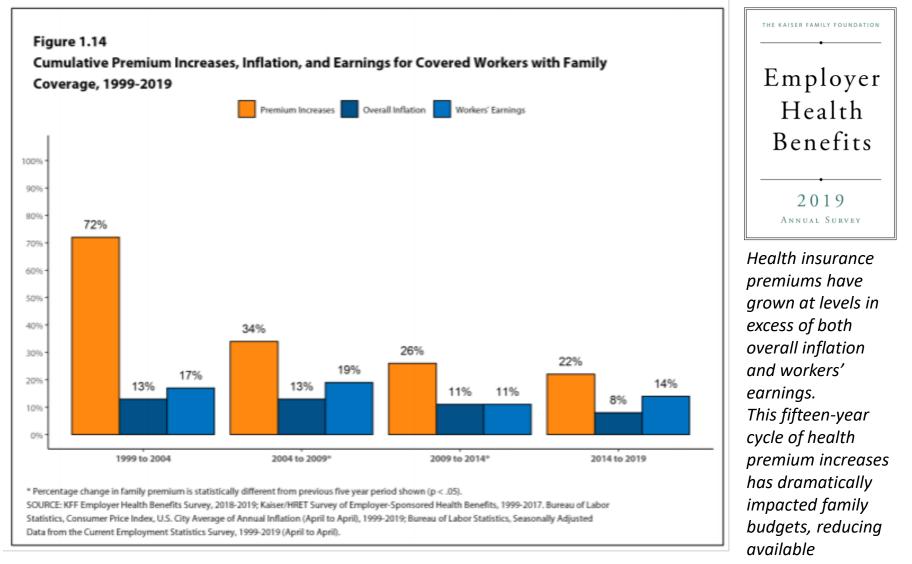


Medicare margins are expected to decline due to a tightening labor market and other sources of cost inflation projected to outpace growth in payment rates.

Private commercial insurers are also applying pressure to control and limit growth in reimbursement.

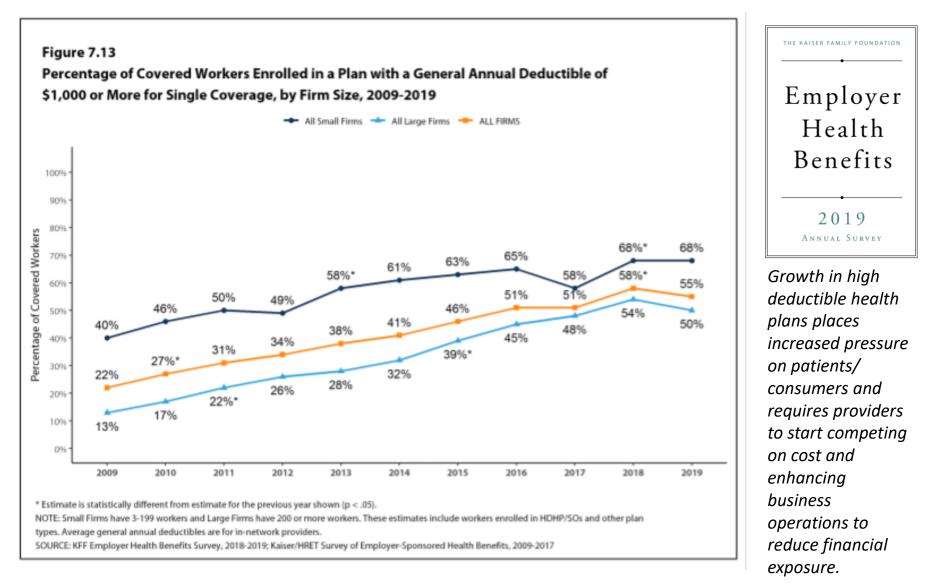
Source: MedPac Annual Report to Congress, March 2019

Growth in Premiums Relative to Earnings and Inflation



*disposable income.*₁₃

Growth in HDHP



- 📥 Stroudwater
- Moody's Investors Service has issued a negative outlook on the nonprofit healthcare and hospital sector for 2019, reflecting Moody's expectation that operating cash flow in the sector will be flat or decline and bad debt will rise
- Moody's predicts operating cash flow will either remain flat or decline by up to 1 percent in 2019, depending how well hospitals manage expense growth
 - The agency expects cost-cutting measures and lower increases in drug prices to cause expense growth to slow, but said expenses will still outpace revenues due to several factors, including the ongoing need for temporary nurses and continued recruitment of employed physicians
- Hospital **bad debt is expected to grow 8 to 9 percent in 2019** as health plans place greater financial burden on patients

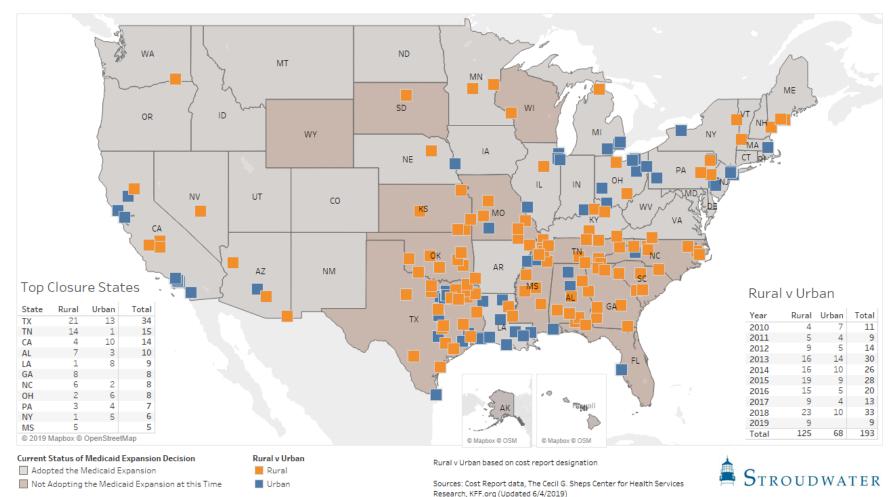


Source: Becker's Hospital Review, *Outlook is negative for nonprofit hospital sector, Moody's says,* Ayla Ellison, 12/5/18 https://www.beckershospitalreview.com/finance/outlook-is-negative-for-nonprofit-hospital-sector-moody-s-says.html

The Risks Are Real: Hospital Closures

STROUDWATER

Rural and Urban Hospital Closures since 2010



The map above shows closures; it does not show those hospitals that have had to curtail operations or reduce mission-driven activities or that have been forced into bankruptcy.

RISK INDICATORS

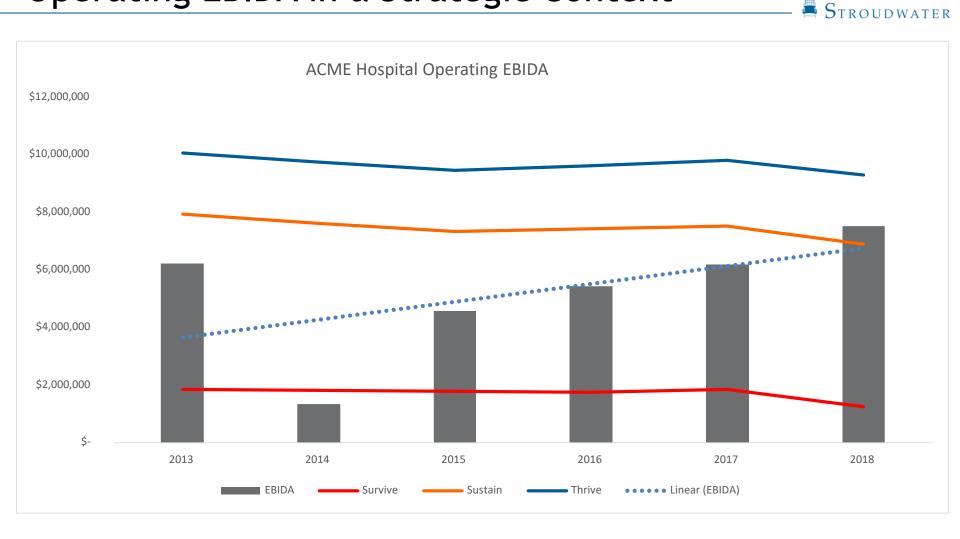
Evaluating & Mitigating Strategic Risk



- The strategic risk profile for most hospitals and health systems is quite dynamic
- The four risk domains depicted to the left describe the major sources of strategic risk in today's environment
- Poor performance in one domain will have collateral or "spill over" effects on one or more of the other domains
- Key trends within each risk category should be monitored annually and long-term trends quantified

Boards may not appreciate the cumulative effects of changes in risk factors that can take place over several years.

Financial Risk: Operating EBIDA in a Strategic Context



EBIDA = Thrive: 4.0% of operating expenses + 120% of depreciation expense + debt service

EBIDA = Sustain: 120% of depreciation expense + debt service

EBIDA = Survive: debt service

à

Value Risk: HCAHPS Results

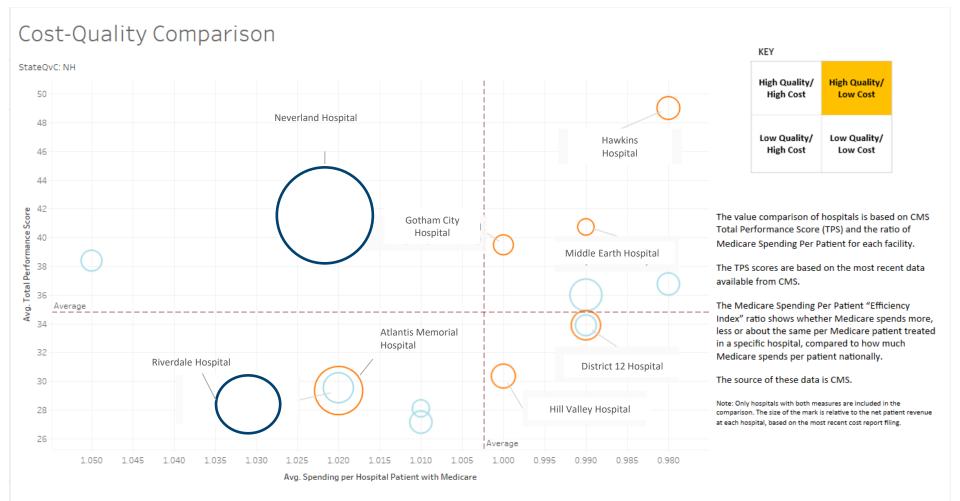
Compared to its regional competitors, ACME Hospital has the highest quality scores in 5 out of 10 Hospital Consumer Assessment of Healthcare Providers and Systems (HCAHPS) categories, and scores above the national average in all 10. ***ACME Hospital is the leading hospital in the region in terms of quality and patient experience.**

Highest >= National < National	Colors are compared to selected peers for Highest and Lowest, then compared to the National National & benchmark. It is possible to be the lowerst put above the selected		Data from March 2019							
Lowest lowerst among peers, but above the selected benchmark.			Summary Star Rating	***	****	****	***	****	***	****
HCAHPS Question		National%	NH							
Patients who reported that their nurses "Always" communicated well		80%	81%					81%	76%	86%
Patients who reported that their doctors "Always" communicated well		81%	82%	80%	85%	89%	80%	80%	76%	83%
Patients who reported that they "Always" received help as soon as they wanted		70%	70%	60%	75%	76%		72%	62%	67%
Patients who reported that staff "Always" explained about medicines before giving it to them		66%	66%	61%	63%	71%	61%	65%		70%
Patients who reported clean	d that their room and bathroom were "Always"	75%	77%	67%	83%	78%	71%	67%	72%	84%
Patients who reported quiet at night	d that the area around their room was "Always"	62%	55%	44%	64%	67%		40%		60%
Patients who reported that YES, they were given information about what to do during their recovery at home		87%	89%	88%				90%	88%	93%
Patients who "Strongly Agree" they understood their care when they left the hospital		53%	55%	54%	58%	59%	51%	54%	54%	59%
Patients who gave their hospital a rating of 9 or 10 on a scale from 0 (lowest) to 10 (highest)		73%	73%	72%	79%	81%	65%	75%		83%
Patients who reported YES, they would definitely recommend the hospital		72%	73%			78%	63%	81%	71%	83%

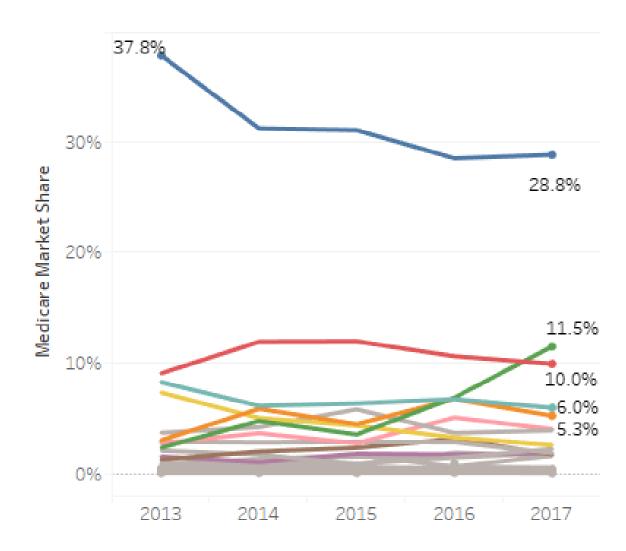
Source:http://data.medicare.gov/OData.svc/dgck-syfz

Value: Cost-Quality Matrix





Market Risk: Market Share in Primary Service Area

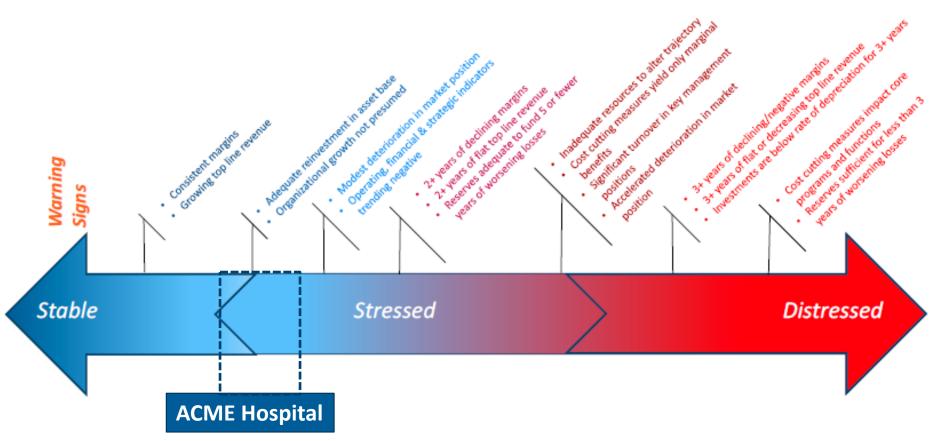


ACME Hospital has experienced a decrease in inpatient Medicare market share since 2013 with a recent reverse of the downward trend.

- Competitor A has capitalized with significant market share gains in the service area.
- Competitor A is purchasing another area hospital, increasing the risks posed by Competitor A for ACME Hospital.

Risk: Signs of Distress

STROUDWATER



"Sometimes circumstances overwhelm you. You can do all the planning you want."

Steven Werse, Ship Captain & Secretary-Treasurer of the Master Mates and Pilots Union

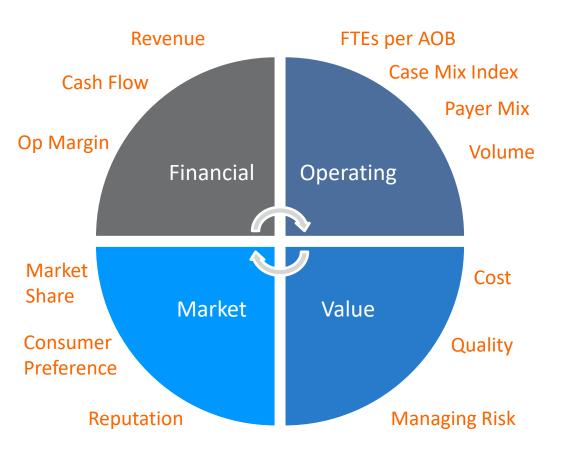
Stable to Stressed to Distressed

- 🚔 Stroudwater

Status	ACME	+/-	Indicator			
	No	+	Consistent Positive Margins			
Stable	Yes	+	Growing Top Line Revenue			
	Yes	+	Adequate Reinvestment in Asset Base			
	Yes	-	Organizational Growth Not Presumed			
	Yes	-	Modest Deterioration in Market Position			
Stressed	No	-	Operating, Financial and Strategic Indicators Trend Negative			
	No	-	2+ Years of Declining Margins			
	No	-	2+ Years of Flat Top Line Revenue			
	No	-	Reserves Adequate to Fund 5 or Fewer Years of Worsening Losses			
	No	-	Inadequate Resources to Alter Trajectory			
Distressed	No	-	Cost Cutting Measures Yield Only Marginal Benefits			
	No	-	Significant Turnover in Key Management Positions			
	No	-	Accelerated Deterioration in Market Position			
	No	-	3+ years of Declining/Negative Margins			
Very	No	-	3+ years of Flat or Decreasing Top Line Revenue			
Distressed	No	-	Investments are Below the Rate of Deprecation for 3+ Years			
Distresseu	No	-	Cost Cutting Measures Impact Core Programs and Functions			
	No	-	Reserves Sufficient for Less than 3 Years of Worsening Losses			

- Using the framework presented in Stroudwater's 2017 AHLA article, we find ACME to be "stable" but with several warning signs of "stress."
- Key risks are the deterioration in market position and sustaining the margins seen in 2017 and 2018.

Evaluating & Mitigating Strategic Risk



- The strategic risk profile for most hospitals and health systems is quite dynamic.
- The four risk domains depicted to the left describe the major sources of strategic risk in today's environment.
- Poor performance in one domain will have collateral or "spill over" effects on one or more of the other domains.
- Key trends within each risk category should be monitored annually and long-term trends quantified.

Boards may not appreciate the cumulative effects of changes in risk factors that can take place over several years.

ACME Strategic Risk Score: 0.65



Category	Indicators	Risk	Comments
Financial Risk Indicators	 Operating Revenue Trend Operating Cash Flow & Cash Flow Margin Debt Service Coverage Operating Margin Days Cash on Hand Days in A/R Scale 	+ + + + + + +	 Score: 0.87 out of 1.0 – Stable/Modest Risk Top line revenue growth is vital to long term health of organization Operating Cash Flow & Cash Flow Margin are critical for DSCR covenant and investment
Operating Risk Indicators	 FTEs per AOB Case Mix Index Payer Mix Key Volume Trends (O/P and I/P) Practice Operations, Production and Losses Revenue and Cost per Adjusted Patient Day Scale 	- + +/- - +/-	 Score: 0.54 / 1.0 – Stressed/Elevated Risk FTEs per AOB key efficiency metrics Payer mix and CMI indicate how well the organization is competing for sought after patient populations
Value Risk Indicators	 Cost Position Aligned Primary Care Base & Patient Panels Quality Scores Performance at Managing Risk for ERISA, ACO and other Population Health Vehicles Retail Pricing and Charge Variability 	+/- + + +/-	 Score: 0.64 out of 1.0 – Stressed/Elevated Risk Covered lives reflect key population health metric and move from fee for service What is the organization's ability to manage the health status of populations?
Market Risk Indicators	 Market Share Trends Provider Alignment, Recruitment and Retention (vs. documented need; turnover, productivity) Consumer Preference Research 	- +/- +	 Score: 0.53 out of 1.0 – Stressed/Elevated Risk Market share indicates how well the hospital is competing for patients and covered lives Provider alignment is essential for attribution of covered lives

Strategic Risk Monitor: Results



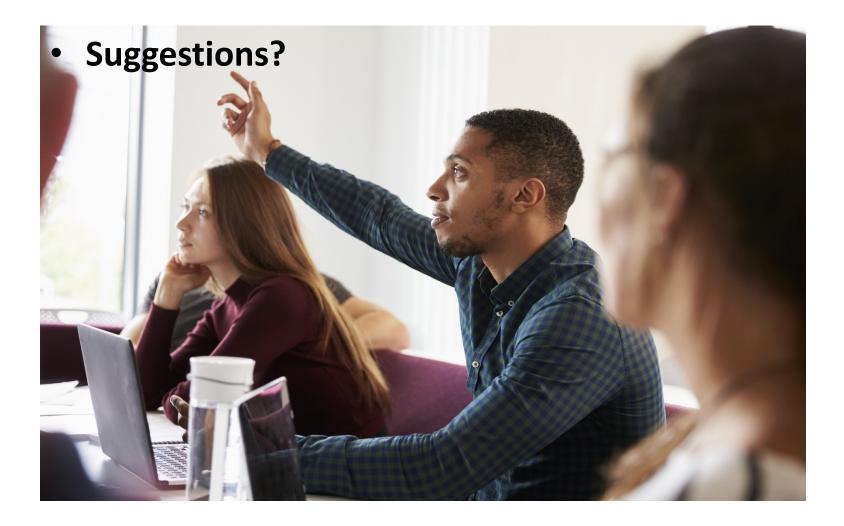
Hospital/Health System Strategic Risk Bands:

- 0.80-1.0 Stable/Modest Risk
- 0.65-0.79 Stressed/Moderate Risk
- 0.50-0.64 Stressed/Elevated Risk
- 0.30-0.49 Distressed/High Risk
- 0.00-0.29 Very Distressed/Extreme Risk
- ACME Hospital has a Stable/Modest Risk profile in one of the four risk quadrants: financial. ACME's lack of scale is the primary source of risk in the financial quadrant.
- ACME Hospital has a Stressed/Elevated Risk profile in the remaining three quadrants due to mixed results on key performance metrics.
- Overall, ACME hospital received a Stressed/Moderate Risk score of 0.65 due to greater risk on operating, market and value-based risk factors.

ACME's score of 0.65 is at the low end of the Moderate Risk band and the organization needs to be vigilant for erosion of its current risk profile.

What Should ACME Do?



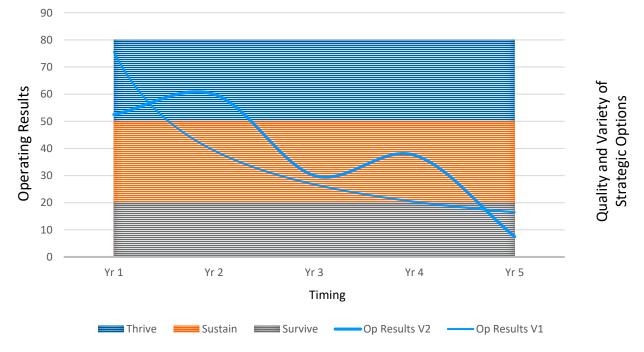


RISK MITIGATION

Time Is Never a Neutral Factor



OPERATING RESULTS AND STRATEGIC OPTIONS MATRIX



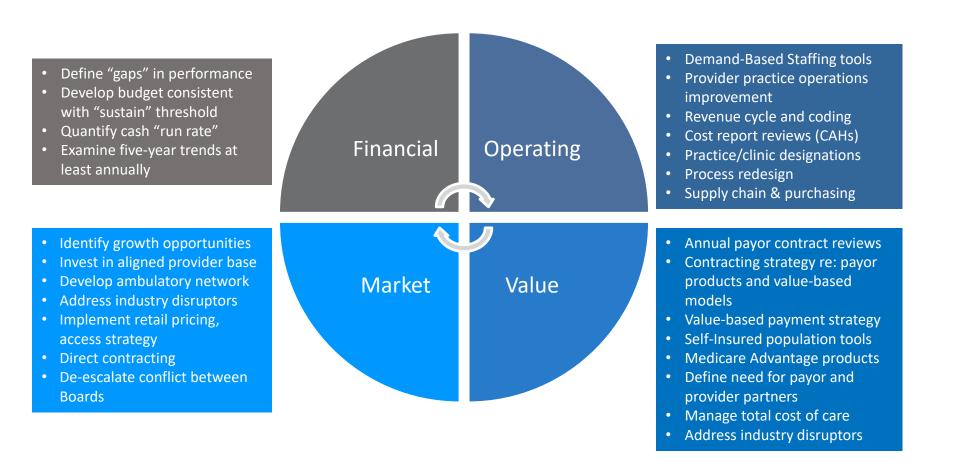
The Effects of Timing

- Variability in operating results
- Market-specific developments (market position, competitor moves)
- Industry-wide developments (federal budget and reform initiatives)

Every Strategic Option Has Inherent Risk

🛎 Stroudwater "What is the best strategy to achieve our mission and vision?" Independence vs. Affiliation/Partnership **Operating Risk Partner Risk** Independent strategy Alignment strategy How do you minimize Operating Risk? How do you minimize Partner Risk? **Accountability** around strategic objectives Design a well-structured affiliation process with between the board, the management clear objectives team and the medical staff Select a strategically aligned partner Maintain annual operating cash flows at • least equal to debt service plus 120% of Vet alternative affiliation structures for fit with depreciation expense our strategic objectives Invest in a robust primary care / aligned • Negotiate Contractually enforceable key terms provider base Involve key stakeholders from the beginning Achieve required **value** metrics re: quality ٠ and emphasize communication and cost and selectively assume risk Make candidates earn the right to be your Invest in a distributed and efficient . partner ambulatory network

Evaluating & Mitigating Strategic Risk



Boards may not appreciate the cumulative effects of changes in risk factors that can take place over several years.

Eight Critical Tools for Mitigating Strategic Risk: **1-5**



- 1. Assess and update strategic and operating risk profile annually
 - Examine five-year trend on key metrics annually
 - Quantify gaps
 - Define cash run rate
- 2. Identify growth opportunities
- 3. Timely use of operational improvement toolbox
 - Demand-Based Staffing tools
 - Provider practice operations improvement
 - Revenue cycle and coding
 - Cost report reviews (CAHs)
 - Practice/clinic designations
 - Process redesign
- 4. Market toolbox
 - Retail pricing strategy and awareness
 - Ambulatory network development
- 5. Contracting and Value Based Purchasing toolbox
 - Annual payor contract reviews
 - Self-insured products and Medicare Advantage strategy

Eight Tools: 6. Vet Strategic Options



Recognize that all options have inherent risk, then...

Select the strategic option that provides the best opportunity and risk/reward ratio for achieving your organization's mission and vision.

Future



Eight Tools: 7. Build Understanding and Trust

Board and stakeholder education	 National, regional and market forces Organizational constraints and opportunities Strategic risks facing hospital Hallmarks of good governance and sound management
Develop a common fact base	 Quantify performance gaps Understand risk factors Develop strategic objectives
Convene a task force involving key leaders from both boards and/or key stakeholder groups	 Provide a format for communication and sharing of perspectives Engage around key issues and concerns Remove emotion and make objective data the basis for decisions Develop working relationships and trust Seek consensus vs. unanimity
Develop a shared vision for the future	 What key attributes do board members and key stakeholders want the organization to have in 5-10 years? Engage boards and stakeholders around the shared vision
Develop and implement a communications strategy	 Develop key messages and talking points Identify spokespeople Emphasize the shared vision Anticipate internal and external communication requirements Repeat
Don't lose sight of the fundamentals	 Sound governance and management Strategy Operational performance

Eight Tools: 8. Avoid Analysis Paralysis

- In a dynamic environment with a high degree of uncertainty, organizations need to make decisions without perfect or ideal information.
- Don't wait for perfect information or unanimity. If you do, you will have squandered your options and your future.

Maritime Disasters and Compromised Hospitals

The probable causes of the sinking of El Faro and the subsequent loss of life were:

- The captain's insufficient action to avoid Hurricane Joaquin, his failure to use the most current weather information, and his late decision to muster the crew
- Ineffective bridge resource management on board El Faro, which included the captain's failure to adequately consider officers' suggestions
- The inadequacy of the owner's oversight and its safety management system
- Contributing factors: flooding in a cargo hold from an undetected open watertight scuttle and damaged seawater piping; loss of propulsion due to low lube oil pressure to the main engine resulting from a sustained list
- Contributing factors: lack of appropriate survival craft for the conditions

Leading risk factors for compromised hospital mission or closure are:

- Insufficient cash flow/stagnant top line revenue
- Deferred investment, inadequate access to capital, poor systems
- Inefficient operations and processes
- Poorly performing aligned medical practices
- Non-competitive cost position and quality scores
- Aging medical staff, inability to recruit needed providers
- Contributing factors: Inadequate, untimely or incomplete analysis of key financial, operating, market and value trends over several years
- Contributing factors: inadequate oversight by the BOD and failure to understand changes in the organization's risk profile

One Closing Thought



"There is no perfect strategic decision. One always has to pay a price. One always has to balance conflicting objectives, conflicting opinions, and conflicting priorities. The best strategic decision is only an approximation and a risk."

– Peter Drucker

STROUDWATER

Jeff Sommer, MPP Managing Director



(207) 221.8255



jsommer@stroudwater.com

C. Ryan Sprinkle, JD Practice Leader



(205) 270.9740



rsprinkle@stroudwater.com





Stroudwater Associates

800-947-5712
www.stroudwater.com



Real-world, mission-critical, actionable advisory services as you and your community navigate the dynamic risks of today's healthcare environment.

Stroudwater Associates is a leading national healthcare consulting firm serving healthcare clients exclusively. We focus on strategic, operational, and financial areas where our perspective offers the highest value.

We're proud of our 34-year track record with rural hospitals, community hospitals, healthcare systems, and large physician groups.

Strategic Advisory

- Strategic Planning
- Mergers, Affiliations & Partnerships
- Population Health Strategies
- Physician-Hospital Alignment
- Strategic Facility Planning
- Capital Planning & Access
- Post-Acute Care Strategy

Operational Advisory

- Performance Improvement & Restructuring
- Provider Practice Operations Improvement
- Revenue Cycle Solutions
- Post-Acute Care Operations
- Payor Contracting Advisory
- Staffing & Productivity Improvement
- Cost Report Reviews and Analysis

