

**BOARD OF DIRECTORS MEETING
HOSPITAL REDWOODS ROOM
THURSDAY, OCTOBER 26, 2017
MINUTES**

The Board of Directors of the Mendocino Coast Health Care District met in CLOSED session at 4:00 pm in the Redwoods Room, Steve Lund, Chair presiding

PRESENT: Mr. Lund, Dr. Glusker (telephonically), Ms. Bruning, Dr. Miller, Dr. Campos (Dr. Campos arrived at 4:30 pm)

Mr. John Ruprecht, Legal Counsel
Mr. Bob Edwards, CEO
Mr. Wade Sturgeon, CFO
Gayl Moon, Executive Assistant

ABSENT: None

1. CALL TO ORDER:

OPEN Session of the Board of Directors of the Mendocino Coast Health Care District convened at 6:00 p.m. in the Redwoods Room, Steve Lund, Chair presiding

2. ROLL CALL:

PRESENT: Mr. Steve Lund, Dr. Peter Glusker (telephonically), Ms. Kathleen Bruning, Dr. Kevin Miller, Dr. Luke Campos
Board Members

BOARD MEMBERS ABSENT: None

ALSO PRESENT:

Mr. John Ruprecht, Legal Counsel
Mr. Bob Edwards, Chief Executive Officer
Mr. Wade Sturgeon, Chief Financial Officer
Ms. Gayl Moon, Executive Assistant

3. CLOSED SESSION MATTERS:

The Board of Directors reviewed the following items in closed session:

1. **INFORMATION/ACTION:** Conference with legal counsel regarding the Operating Room HVAC Project, Memorandum from the Medical Executive Committee (MEC) pertaining thereto. Evidence Code §1157; Government Code §54956.9.
 - Conferenced with legal counsel regarding the Operating Room HVAC Project as well as the temporary automatic transfer switch (ATS) project. The Board gave direction to the CEO on how to proceed on these issues.
2. **INFORMATION/ACTION:** Conference with legal counsel regarding legal compliance communications/ conditions received by the Hospital from the Office of Statewide Health Planning & Development (OSHPD) pertaining to the temporary automatic transfer switch (ATS) for auxiliary (generator) power in the event of emergency or a utility power outage. Evidence Code §1157, Government Code §54956.9.
 - Conferenced with legal counsel regarding the Operating Room HVAC Project as well as the temporary automatic transfer switch (ATS) project. The Board gave direction to the CEO on how to proceed on these issues.

3. ***INFORMATION/ACTION:*** Pursuant to §32155 of the Health and Safety Code September Quality Management and Improvement Council Reports
 - The Board received the September Quality Management and Improvement Council Reports. There was nothing of significance to report out on.
4. ***INFORMATION/ACTION:*** Pursuant to California Government Code §54954.5 and §32155 of the Health and Safety Code Medical Staff Credentials and Privileges Review
 - The Board received the Medical Staff Credentials and Privileges Report, some of which will be discussed in open session regarding specific physicians; some direction was given to the CEO.

4. PUBLIC COMMENTS

- A Community member spoke on matters regarding MCDH.

5. REVIEW OF THE AGENDA

- There were no changes to the agenda.

6. BOARD COMMENTS

- Ms. Bruning thanked everyone who has supported her through a very hard time the last couple of weeks.
- Mr. Edwards, the Board and some Hospital and Medical staff members will meet with various community groups in order to give a more detailed and in-depth conversation about the future of the Hospital and the need for additional revenue. A decision has not yet been made whether or not to put a parcel tax on the ballot.

7. ACTION: APPROVAL OF CONSENT CALENDAR: MR. STEVE LUND, PRESIDENT

1. Minutes: Regular Session, September 28, 2017

2. ***Policy Titles***

- Physician Employment Policy and Procedure

MOTION: To approve the Physician Employment Policy and Procedure

- Campos moved
- Bruning second
- Roll call
 - Ayes: Miller, Bruning, Campos, Lund
 - Noes: None
 - Absent: None
 - Abstain: Glusker
- Motion carried

MOTION: To approve the remainder of the Consent Calendar

- Bruning moved
- Campos second
- Roll call
 - Ayes: Glusker, Bruning, Miller, Lund, Campos
 - Noes: None
 - Absent: None
 - Abstain: None
- Motion carried

8. ACTION/INFORMATION: BOARD MEETING VENUE: MR. STEVE LUND, CHAIR

- Discussed having the Board meetings at the Hospital or at Town Hall.

MOTION: To change the venue back to the Hospital for the regular Board meetings

- Bruning moved
- Campos second
- Roll call
 - Ayes: Bruning, Lund, Campos, Miller, Glusker
 - Noes: None
 - Absent: None
 - Abstain: None
- Motion carried

9. ACTION/INFORMATION: APPROVAL OF BOARD MEETING DATE CHANGES FOR NOVEMBER AND DECEMBER 2017: MR. STEVE LUND, CHAIR

- Discussed changing the dates for the November and December Board Meetings.

MOTION: To have the November meeting on December 7th and the December meeting on January 11th

- Campos moved
- Bruning second
- Roll call
 - Ayes: Bruning, Miller, Glusker, Campos, Lund
 - Noes: None
 - Absent: None
 - Abstain: None
- Motion carried

10. ACTION/INFORMATION: MEASURE B RESOLUTION 2017-3: MR. BOB EDWARDS, CEO

- This is a resolution supporting funding for mental health care.

MOTION: To approve Measure B Resolution 2017-3

- Bruning moved
- Campos second
- Roll call
 - Ayes: Campos, Glusker, Miller, Bruning, Lund
 - Noes: None
 - Absent: None
 - Abstain: None
- Motion carried

11. INFORMATION: APPROVAL OF AMBULANCE PURCHASE: MR. WADE STURGEON, CFO

- Mr. Sturgeon presented 2 proposals for a new ambulance to the Board; one proposal is from Ford and one proposal is from Mercedes.
- Mr. Sturgeon feels the Mercedes model will provide the ambulance crews standardization & continuity in the layout, and therefore recommended the purchase of the Mercedes ambulance.
- The Foundation will purchase the ambulance for MCDH.

MOTION: To approve the purchase of the Mercedes Sprint LE

- Bruning moved
- Campos second
- Roll call
 - Ayes: Bruning, Miller, Lund, Campos, Glusker
 - Noes: None

- Absent: None
- Abstain: None
- Motion carried

12. ACTION/INFORMATION: DONATION OF OLD AMBULANCE TO SHERWOOD OAKS: MR. BOB EDWARDS, CEO

- This item was tabled.

13. ACTION/INFORMATION: NOVARAD PACS CONTRACT: MR. JOHN RUPRECHT, DISTRICT LEGAL COUNSEL

- Mr. Ruprecht that the final issue to this contract is that if there is a dispute between the parties, MCDH would prefer Ca law to apply and Ca jurisdiction. Novarad is adamant that it be Utah law and Utah jurisdiction. Mr. Ruprecht wanted to inform the Board that any dispute would be according to Utah law and jurisdiction.
- Mr. Ruprecht stated that MCDH also negotiated with Novarad to delete their onsite charges for the initial training period, however in another paragraph Novarad has onsite charges. Mr. Sturgeon sent to Mr. Ruprecht today Novarad's agreement that the onsite charges would only apply after the installation is complete. Mr. Ruprecht wants this agreement attached to the contract.

MOTION: To approve the Novarad PACS System per the contract that has been reviewed by Mr. Ruprecht

- Campos moved
- Miller second
- Roll call
 - Ayes: Bruning, Lund, Campos, Miller, Glusker
 - Noes: None
 - Absent: None
 - Abstain: None
- Motion carried

14. ACTION/INFORMATION: RETENTION OF DAVID G. CASNOCHA AS SPECIAL LEGAL COUNSEL IN CONNECTION WITH PROPOSED PARCEL TAX ELECTION: MR. BOB EDWARDS, CEO

- David Casnocha will provide legal services in preparation for the District's proposed parcel tax election, including the preparation of required notices, resolutions and ballot language; advice with respect to the proper conduct of a parcel tax election and engagement with the Mendocino County Register of Voters regarding placing the measure on the ballot.
- Legal Counsel will be available for phone calls as requested and one face-to-face meeting at the District. If additional meetings are requested Legal Counsel will add \$1,000 per meeting to the final invoice.
- The District agrees to pay the Legal Counsel an amount of \$2,500 which shall be paid immediately following the parcel tax election. The Legal counsel will submit an invoice for services rendered to the Mendocino Coast Healthcare District. If the District determines not to place a measure on the ballot after Legal Counsel has drafted the required election resolution, the District agrees to pay a \$1,000 fee to Legal Counsel.
- Mr. Casnocha would like to do this as a loss leader in company with the intent that the Board would look towards him for Bond Counsel in the future.

MOTION: To approve the retention of David G. Casnocha as Special Legal Counsel in connection with proposed Parcel Tax Election, and that the Board would retain him as

Bond Counsel in the future

- Campos moved
- Bruning second
- Roll call
 - Ayes: Bruning, Miller, Glusker, Campos, Lund
 - Noes: None
 - Absent: None
 - Abstain: None
- Motion carried

15. ACTION/INFORMATION: BOARD IN-SERVICE WITH LIABILITY INSURANCE COMPANY (roles/liability): MS. NANCY SCHMID

- Ms. Schmid reported that Beta stated that each claim is reviewed individually as they can be debatable.
- Discussion ensued.

16. INFORMATION: CEO REPORT: MR. BOB EDWARDS

- The lengthy power point that was presented at the September Board Retreat has been reduced to a 15 minute presentation to be presented to community members and community groups.
- Mr. Edwards introduced Doug Shald as the new in house PR/Marketing staff member.
- Mr. Edwards introduced Nancy Schmid as the Interim Quality/Risk Compliance Officer.
- The Hospital conducted an Incident Command during the fires and was prepared to take 15 patients from Willits Hospital.
- The Hospital is working on the Root Cause Analysis regarding the recent incident that took place at NCFHC.
- A Hospital Community Advisory Group will begin meeting in November.
- The EHR needs to be upgraded and after doing research, Cerner is twice the price over Meditech. The CFO has been directed to look into financing options for Meditech.
 - ✓ Today the president declared the Opioid Epidemic a national public health emergency, and under federal law, directed executive agencies to use the appropriate emergency authority to fight this crisis. NCFHC and the physicians have made a huge impact through policy changes & patient intervention.

17. ACTION/INFORMATION: MEDICAL STAFF: DR. JOHN KERMEN

- There will be a Medical Staff Meeting on Nov. 7th and hope to see the 15 minute power point presentation as the physicians play a key role in helping to communicate with the community and want to be part of the outreach.

A. Locum Tenens Coverage

1. Nkechi Ezirim, MD -Department of Surgery-Obstetrics-Gynecology
2. Gabriel Larson, MD -Department of Medicine-Pediatrics

MOTION: After careful consideration recommend approval of Locum Tenens Coverage for Nkechi Ezirim, MD; Gabriel Larson, MD

- Campos moved
- Bruning second
- Roll Call
 - Ayes: Campos, Glusker, Miller, Bruning, Lund

- Noes: None
- Absent: None
- Abstain: None
- Motion carried

B. Appointment to Medicine Staff-Provisional Status

1. Sasidharan Ponthenkandath, MD –Department of Medicine-Pediatrics

MOTION: After careful consideration recommend approval of Appointment to Medicine Staff-Provisional Status, MD

- Campos moved
- Bruning second
- Roll Call
 - Ayes: Lund, Campos, Glusker, Bruning, Miller
 - Noes: None
 - Absent: None
 - Abstain: None
- Motion carried

18. **ACTION/INFORMATION: CHIEF NURSING OFFICER REPORT: MS. LYNN FINLEY**

- Refer to the attached report as part of these minutes.

19. **INFORMATION: HUMAN RESOURCES REPORT: MR. DAN CAMP**

- Refer to the attached report as part of these minutes.

20. **ACTION/INFORMATION: JPA REPORT: MR. STEVE LUND, CHAIR**

- There was no report.

21. **INFORMATION: ASSOCIATION AND COMMUNITY SERVICE REPORTS**

- There were no Association and Community Service Reports.

22. **ACTION/INFORMATION: STATISTICAL/FINANCE REPORT, SEPTEMBER 2017: MR. WADE STURGEON, CFO**

September Highlights:

- Net Income from Operations was a loss of \$(29,606)
 - o YTD Income from Operations is a loss of (\$21,635)
- Net Income from All Sources was an income of \$9,116
 - o YTD Income from All Sources \$82,964
- Bond Covenants as reported on the Executive Summary are all within requirements
 - o Debt Service Coverage Ratio is within covenant at 1.49
 - o Current Ratio is within covenant at 1.16
 - o Days Cash On Hand is within the covenant at 36.30

MOTION: To approve the Finance and Statistical Report for September 2017

- Bruning moved
- Campos second
- Roll call
 - Ayes: Bruning, Lund, Campos, Miller, Glusker
 - Noes: None
 - Absent: None
 - Abstain: None
- Motion carried

23. **PUBLIC COMMENTS:**

- A community member made comments regarding MCDH issues.

24. ADJOURN:

- Meeting adjourned at 7:35 pm

Peter Glusker, MD, Secretary
Board of Directors

Gayl Moon, Secretary to the
Board of Directors