

**BOARD OF DIRECTORS MEETING
HOSPITAL REDWOODS ROOM
THURSDAY, FEBRUARY 22, 2018
MINUTES**

The Board of Directors of the Mendocino Coast Health Care District met in CLOSED session at 4:30 pm in the Redwoods Room, Steve Lund, Chair presiding

PRESENT: Mr. Lund, Dr. Glusker, Ms. Bruning, Dr. Miller, Dr. Campos
Mr. John Ruprecht, Legal Counsel
Mr. Bob Edwards, CEO
Mr. John Parigi, Interim 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: Ms. Kathleen Bruning, Dr. Kevin Miller, Dr. Peter Glusker, Mr. Steve Lund, Dr. Luke Campos
Board Members

BOARD MEMBERS ABSENT: None

ALSO PRESENT:

Mr. John Ruprecht, Legal Counsel
Mr. Bob Edwards, Chief Executive Officer
Mr. John Parigi, Interim 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:** Hardin v. Mendocino Coast District Hospital, U.S. District Court for the Northern District of California, et al., Case No. 3:17-CV-05554, conference with legal counsel. Government Code §54956.9
 - The Board received an update and gave direction to legal counsel
2. **INFORMATION/ACTION:** Consideration of extension and/or revision of TeleMed 2U Contract with Dr. Javeed Siddiqui M.D., MHP, PC dba TeleMed 2U. Government Code §§54954.5 and 54954
 - The Board approved the TeleMed 2U Contract
3. **INFORMATION/ACTION:** Safeway 340B Pharmacy claim against MCDH, conference with legal counsel. Government Code §54956.9.
 - The Board received information and gave direction to legal counsel regarding the 340B Pharmacy claim
4. **INFORMATION/ACTION:** Pursuant to California Government Code §54954.5 and §32155 of the Health and Safety Code Medical Staff Credentials and Privileges Review Government Code §54956.9.
 - The Board approved this report
5. **INFORMATION/ACTION:** Pursuant to §32155 of the Health and Safety Code January Quality Management and Improvement Council Report

- The Board approved the January Quality Management and Improvement Council Report

PUBLIC COMMENTS

- Community members spoke on matters regarding MCDH.

4. REVIEW OF THE AGENDA

- There were no changes to the agenda.

5. BOARD COMMENTS

- There were no Board comments.

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

1. Minutes: Regular Session, January 25, 2018
2. Minutes: Special Session, January 15, 2018

MOTION: To approve the Consent Calendar

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

7. ACTION/INFORMATION: RESOLUTION No. 2018-2 OF THE BOARD OF DIRECTORS OF THE MENDOCINO HEALTH CARE DISTRICT CALLING FOR A JUNE 2, 2018 ELECTION TO APPROVE A HEALTHCARE PARCEL TAX: MR. STEVE LUND, CHAIR

- Jessica Polsky, EMC Research, gave a comprehensive presentation of the community survey data related to the parcel tax to the Planning Committee last week. The results of the survey have been posted to the MCDH web-site.
- The Planning Committee recommended to the Board that they consider placing a parcel tax for \$144 on the June 2018 ballot.

KEY FINDINGS

1. Awareness of the hospital has increased among voters since 2016.
2. Most hospital ratings have remained steady, and there continue to be some concerns about the hospital's administration and financial management.
3. Among voters, initial support for \$144 parcel tax measure is right near the two-thirds threshold for passage.
4. Maintaining emergency room services, attracting and retaining high quality doctors and nurses, maintaining local 911 services, and continuing essential healthcare are voters' top priorities for parcel tax funds.
5. Additional information about the need for the measure resonates among voters, particularly messages emphasizing the need to maintain our small, struggling hospital and continue providing OB services for the community.
6. The internal stakeholder community is in favor of a measure
7. Hospital employees are in favor of the potential parcel tax.

MOTION: To approve to approve Resolution 2018-2 which calls for a June 5, 2018 Parcel Tax election as stipulated in the resolution with the additional Exhibit A, which is the abbreviated ballot text and Exhibit B which is the full ballot text

- Campos moved
- Bruning second

Board members and community members made comments regarding this issue. The questions/statements were regarding:

- ✓ Hospital finances
- ✓ Hospital Administration
- ✓ Concerns with the elderly on a fixed income

- ✓ The 911 section wording needs to be clarified as to how the funding will be used
- ✓ The District cannot go for a sales tax
- ✓ Updating of the Strategic Plan has begun
- ✓ If the parcel tax passes, an oversight committee will be formed
- ✓ Two budgets will be developed. One will include the parcel tax and one will not include the parcel tax
- ✓ Discussed multiple parcels owned by one owner

MOTION: Dr. Campos amended his motion and Ms. Bruning amended her second to include language recommended by legal counsel that would clarify the 911 Services to be worded medical transport, ambulance, or some language that makes it clear that it is not for 911 infrastructure and the ballot language as well

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

8. ACTION/INFORMATION: CONTRACT FOR REVENUE CYCLE MANAGER AMENDMENT AND OR CORRECTIONS: MR. JOHN PARIGI, INTERIM CFO

- The Board approved this contract in January stating the following amendments need to be made to the contract to include:
 1. the company would provide her with liability insurance finder and Errors and Omissions Insurance and that insurance will be maintained at all times
 2. that they will sign a copy of the Hospital's HIPAA BAA
 3. that they change venue to Mendocino County

MOTION: To approve the contract with the modifications stated above along with the changes that are currently incorporated

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

9. ACTION/INFORMATION: CONTRACT FOR INTERIM PURCHASING MANAGER: MR. JOHN PARIGI, INTERIM CFO

- The Hospital currently has a contract with Adventist that has a thirty (30) day out.
- Mr. Ruprecht presented a memo with his suggestions for the contract.
- Mr. Ruprecht stated that Mr. Ayoub does not have his own comprehensive general liability insurance nor professional liability insurance. Mr. Ruprecht has asked Beta Healthcare Group to determine whether they will or won't add Mr. Ayoub as an additional insured on the District's comprehensive liability insurance policy, but that does not cover his errors and omissions if there were claims by the Hospital against him; that would only cover him if he was under the directors and officers liability, it would cover 3rd party claims, but it wouldn't cover the District if he made a mistake.
- There needs to be a paragraph in the contract that states "that while he is in Ft. Bragg working, the District will be paying for his lodging, meals, rental car and other incidental expenses, in addition to the travel expenses".
- Mr. Ruprecht will need direction from staff as to whether Mr. Ayoub should get his own insurance and pay for it.

- This contract will allow MCDH to have someone at the Hospital full time vs. the current situation with having a person doing this job only one day a week.
- Mr. Lund stated a contract needs to be developed with the terms and conditions stipulated.
 1. The additional issue of the insurance and that Mr. Ayoub would pay for the coverage.
 2. Mr. Parigi to have a justification rationale in terms of why the Administration wants to move in this direction.

MOTION: The Board directed Mr. Ruprecht, Mr. Edwards and Mr. Parigi to work together to develop the appropriate contract with specific terms and conditions outlining Mr. Ruprecht's memo, plus the addition of the insurance as well as some justification to the Board

- Campos moved
- Bruning second

Just having a person here one (1) day per week is not serving the Hospital's needs well. A full time employee is needed.

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

10. ACTION/INFORMATION: ONE MONTH AGREEMENT FOR MR. JOHN PARIGI, INTERIM CFO

- Mr. Edwards signed a thirty (30) day extension for Mr. Parigi. Mr. Edwards requested the Board approve another one month extension; from March 4th to April 4th.

MOTION: To approve an extension of Mr. Parigi's contract from March 4, 2018 to April 4, 2018

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

11. INFORMATION/ACTION: RESCHEDULE DATE AND TIME FOR THE BOARD TO CONDUCT A CEO ANNUAL PERFORMANCE REVIEW: MR. STEVE LUND, CHAIR

- This meeting will take place on Tuesday, February 27 at 5:00 pm

12. INFORMATION: CEO REPORT: MR. BOB EDWARDS

- Mr. Edwards, Ms. Bruning and Dr. Campos all attended an ACHD Training Conference in Sacramento recently. They found it very informative. Discussed education potential future Board members.
- Mr. Edwards would like to work towards starting a program call "Grow Your Own". This would involve going to the high schools and the community college. Have a Health Fair one day to be sponsored by the Hospital only with the intent of attracting people interested in healthcare; bring on 3 students and provide them with an internship in the Hospital for the length of the summer.
- Mr. Edwards stated interest in looking into becoming a "Blue Zone"; which is an area where people live the longest. It is also a place where the community can promote nine (9) healthy life style issues in the hopes of people wanting to move into our environment.
- Dr. Lucas, Ms. Bruning and Mr. Edwards all received a certificates for attending three (3) hours of Brown Act Information.
- Shortages of IV Bags and IV Tubing continue in hospitals throughout the country.

13. **ACTION/INFORMATION: MEDICAL STAFF: DR. JOHN KERMEN**

A. Appointment to Medical Staff-Provisional Status

1. Mark Garfinkle, MD –Department of Mendocino-Hospital Service

MOTION: After careful consideration recommend approval of Appointment to Medical Staff-Provisional Status for Mark Garfinkle, MD

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

B. Re-Appointments to Medical Staff

1. Kevin Miller, MD –Department of Surgery-Ophthalmology
2. Ramesh Nathan, MD –Department of Medicine-Infectious Disease
3. Brent Wright, MD –Department of Surgery-Obstetrics-Gynecology

MOTION: After careful consideration recommend approval of Re-Appointments to Medical Staff for Kevin Miller, MD: Ramesh Nathan, MD: Brent Wright, MD

- Bruning moved
- Glusker second
- Roll Call
 - Ayes: Bruning, Lund, Campos, Glusker
 - Noes: None
 - Absent: None
 - Abstain: Miller (Dr. Miller abstained from voting for himself, but did vote to approve Ramesh Nathan, MD and Brent Wright, MD)
- Motion carried

C. RE-Appointment to V-Rad Tele-Radiology Physicians

1. Robert Henry, MD
2. David Moon, MD
3. Christopher Rickman, MD

MOTION: After careful consideration recommend approval of V-Rad Tele-Radiology Physicians form Robert Henry, MD: David Moon, MD: Christopher Rickman, MD

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

14. **ACTION/INFORMATION: EMERGENCY MEDICINE CLINICAL PRIVILEGES**

- The wording on page 2 “In the past 12 months with the census equal to or exceeding 10,000 patient visits annually” to be changed to 8,000

MOTION: To approve the Emergency Medicine Clinical Privileges with the modification as stipulated; from 10,000 to 8,000 visits

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

- Absent: None
- Abstain: None
- Motion carried

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

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

16. **ACTION/INFORMATION: PLANNING COMMITTEE REPORT: MR. STEVE LUND**

- The Planning Committee received the results of the Voters Survey and recommended the Board proceed with putting a parcel tax measure for \$144 on the June 5, 2018 ballot.

17. **ACTION/INFORMATION: FACILITY PROJECTS REPORT: MS. NANCY SCHMID**

- **Pacs System**
 - ❖ The Pacs System is in place and working.
- **Telemetry**
 - ❖ The “go live” date for Telemetry is March 28, 2018.
- **Nurse Call System**
 - ❖ The redesign for the four (4) rooms on Nurse Station I, then will move to Nurse Station II. The redesign, the fire door and the 90 feet problems have all been approved by OSHPD.
- **Emergency Backup Water System**
 - ❖ Awaiting a piece of equipment to come in and the water heater will be replaced.
- **ATS – Bid Documents**
- Awaiting appraisal of the Hospital in order to get the HELP II loan. This loan will also cover HVAC.
- **HVAC**
 - ❖ The bid openings took place on Friday March 2, 2018 and will go to the Board on March 13 to approve the one (1) bid that was received.
 - ❖ This project should be complete by the end of October 2018.

18. **ACTION/INFORMATION: IPA REPORT: MR. STEVE LUND, CHAIR**

- There was no report.

19. **ACTION/INFORMATION: STATISTICAL/FINANCE REPORT, DECEMBER 2017: MR. JOHN PARIGI, INTERIM CFO**

December Overview:

For the Month of December 2017 our Total Net income/(Loss) was of (\$371,922). Our cash balance decreased by \$451,587. Our balance sheet showed some decrease in strength as our current assets decreased by (\$782,659) and our current liabilities decreased by (\$517,062).

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

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

20. **ACTON/INFORMATION: STATISTICAL/FINANCE REPORT, JANUARY 2018: MR. JOHN PARIGI, INTERIM CFO**

January Overview:

For the Month of January 2018 our Total Net income/(Loss) was of (\$336,459). Our cash balance increased by \$514,300. Our balance sheet showed some decrease in strength as our current assets decreased by (\$711,608) and our current liabilities decreased by (\$474,866).

MOTION: To approve the Finance and Statistical Report for January 2018

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

21. INFORMATION: ASSOCIATION AND COMMUNITY SERVICE REPORTS

- There were no Association and Community Service Reports.

24. PUBLIC COMMENTS:

- There were no Public Comments.

25. ADJOURN:

- The meeting adjourned at 8:10 pm

Peter Glusker, MD, Secretary
Board of Directors

Gayl Moon, Secretary to the
Board of Directors