

**BOARD OF DIRECTORS MEETING
HOSPITAL REDWOODS ROOM
THURSDAY, JANUARY 7, 2016
MINUTES**

The Board of Directors of the Mendocino Coast Health Care District met in CLOSED session at 5:00 pm in the Hospital Redwoods Room, Sean Hogan presiding.

PRESENT: Ms. Bruning, Mr. Birdsell, Dr. Glusker, Dr. Rohr, Mr. Hogan

Mr. John Ruprecht, Legal Counsel
Mr. Wade Sturgeon, Chief Financial Officer
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, Mr. Sean Hogan presiding.

2. ROLL CALL:

PRESENT: Ms. Kitty Bruning, Mr. Tom Birdsell, Dr. Peter Glusker, Dr. William Rohr, Mr. Sean Hogan
Board Members

BOARD MEMBERS ABSENT: None

ALSO PRESENT:

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

3. CLOSED SESSION MATTERS:

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

- A. **INFORMATION/ACTION:** Issues between the Board of Directors and the MEC
 - The Board approved entering into mediation with Management and the Medical Executive Committee (MEC) regarding outstanding issues between the entities.
- B. **INFORMATION/ACTION:** Alleged Violations of the Brown Act
 - This issue is no longer being pursued.
 - No action was taken.
- C. **INFORMATION/ACTION:** Medical Staff Credentials and Privileges Report
 - There was no report.
- D. **INFORMATION/ACTION:** December Quality Management and Improvement Council Report
 - The Board approved the December Quality Management and Improvement Council Report
- E. **INFORMATION/ACTION:** Contract for Dr. Jason Kirkman Professional Services Agreement
 - The Board approved the Professional Services Agreement for Dr. Jason Kirkman
- F. **INFORMATION/ACTION:** Contract for Dr. Jason Kirkman Cardio-Pulmonary Services

Agreement

- The Board approved the Cardio-Pulmonary Services Agreement for Dr. Jason Kirkman; the Board also approved a ratification of Dr. Kirkman's Medical Director Contract

G. **INFORMATION/ACTION:** Contract for Dr. Jeffrey Berenson Cardio-Pulmonary Services Agreement

- The Board approved the Cardio-Pulmonary Services Agreement for Dr. Jeffrey Berenson

H. **INFORMATION/ACTION:** Potential Litigation for Mendocino Coast Medical Plaza, LLC

- The Board will receive a proposal the end of January.

4. PUBLIC COMMENTS:

- Frannie Leopold addressed the Board regarding a concern with her mother and the NCFHC.

5. ACTION: REVIEW OF THE AGENDA

- To remove the following items from the Agenda:
 - Planning Committee Report
 - JPA Report
 - Request for New Privileges for Jennifer Brown, PA-C

6. BOARD COMMENTS:

- There were no Board comments.

7. ACTION: APPROVAL OF CONSENT CALENDAR: MR. SEAN HOGAN, PRESIDENT

A. Minutes: Special Session, December 3, 2015

B. Policies & Procedures

Policy Titles

- Designation "Acting" Chief Executive Officer in the Absence of Chief Executive Officer

MOTION: To approve the Consent Calendar

- Rohr moved
- Bruning second
- Motion carried

8. INFORMATION/ACTION: FORMATION OF BOARD BYLAWS SUB-COMMITTEE: MR. SEAN HOGAN

- Mr. Birdsell will chair the Board Bylaws Sub-committee. He asked anyone interested in joining the committee to contact him.

MOTION: To approve the Board Bylaws Sub-committee with Tom Birdsell as Chairperson for review and formulation of Bylaws changes as necessary

- Rohr moved
- Glusker second
- Motion carried

9. INFORMATION/ACTION: AUTHORIZATION FOR CEO TO HIRE LOCUMS TENENS PHYSICIANS AND OTHER HEALTH CARE PROVIDERS WITHOUT PRIOR BOARD APPROVAL UNDER CONDITIONS AS SET FORTH HEREIN: MR. WADE STURGEON, CFO

- Mr. Sturgeon presented a policy with guidelines giving authorization to the CEO to hire Locums Tenens Physicians

- Discussion ensued.
- This policy to include the wording temporary physicians.
- This policy will be put on the January 28 agenda.

10. INFORMATION/ACTION: PURCHASE SURGERY EQUIPMENT RF UNIT FOR PAIN MANAGEMENT: MR. WADE STURGEON, CFO

- An RF Unit is needed in order for Pain Management to work in the OR.
- This equipment is a radio frequency ablation unit. The cost of the equipment is \$17,500 with the total initial investment costing approximately \$40,000.
- Mr. Sturgeon recommended the Board approve the purchase of the St. Jude Medical RF Unit in the amount of up to \$45,000 as the purchase of probes will be necessary.
- The cost will be \$45,000 the first year. After the first year the estimated investment in probes on an annual basis will be approximately \$20,000.

MOTION: To approve the purchase of the RF Unit needed for the Pain Management Surgeons in the amount of \$45,000

- Bruning moved
- Birdsell second
- Roll call
 - ☞ Ayes: Bruning, Birdsell, Rohr, Hogan
 - ☞ Noes: Glusker
 - ☞ Absent: None
 - ☞ Abstain: None
- Motion carried

11. ACTION: ELECTION OF BOARD OFFICERS AND JPA REPRESENTATIVE: MR. SEAN HOGAN, CHAIR

MOTION: To nominate Tom Birdsell as Board President

- Bruning moved
- Rohr second

MOTION: To close Board President nominations for Board President

- Glusker moved
- Roll call
 - ☞ Ayes: Rohr, Hogan, Glusker, Bruning, Birdsell
 - ☞ Noes: None
 - ☞ Absent: None
 - ☞ Abstain: None
- Motion carried

Mr. Birdsell thanked Mr. Hogan for serving as Board President last year and looks forward to good progress being made in the coming year.

MOTION: To nominate Sean Hogan as Board Treasurer

- Birdsell moved
- Rohr second
- Roll call
 - ☞ Ayes: Glusker, Rohr, Hogan, Birdsell, Bruning
 - ☞ Noes: None
 - ☞ Absent: None
 - ☞ Abstain: None
- Motion carried

MOTION: To nominate Peter Glusker as Board Secretary

- Birdsell moved
- Rohr second
- Roll call
 - ☞ Ayes: Hogan, Glusker, Bruning, Birdsell, Rohr
 - ☞ Noes: None
 - ☞ Absent: None
 - ☞ Abstain:
- Motion carried

MOTION: To nominate Kitty Bruning as Board Vice President

- Birdsell moved
- Hogan second
- Roll call
 - ☞ Ayes: Birdsell, Bruning, Rohr, Hogan, Glusker
 - ☞ Noes: None
 - ☞ Absent: None
 - ☞ Abstain: None
- Motion carried

MOTION: To nominate Tom Birdsell as the MCDH Representative for the JPA 2016

- Hogan moved
- Rohr second

MOTION: To nominate Kitty Bruning as the second member of the JPA

- Hogan moved
- Birdsell second
- Roll call
 - ☞ Ayes: Glusker, Hogan, Rohr, Bruning, Birdsell
 - ☞ Noes: None
 - ☞ Absent: None
 - ☞ Abstain: None
- Motion carried

Mr. Birdsell appointed:

Sean Hogan, Finance Committee Chair

Kitty Bruning, Planning Committee Chair

MOTION: To nominate Bill Rohr as Finance Committee member at large

- Glusker moved
- Birdsell second
- Roll call
 - ☞ Ayes: Rohr, Hogan, Glusker, Birdsell, Bruning
 - ☞ Noes: None
 - ☞ Absent: None
 - ☞ Abstain: None
- Motion carried

MOTION: To nominate Peter Glusker as Planning Committee member at large

- Hogan moved
- Rohr second
- Roll call
 - ☞ Ayes: Bruning, Rohr, Birdsell, Hogan, Glusker

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

12. **INFORMATION/ACTION: MEDICAL STAFF REPORT: DR. JOHN KERMEN**

A. Appointments to Medical Staff:

1. Arvind Behl, MD –Department of Medicine-Hospitalist Service
2. Vivian Belmusto, MD – Department of Medicine-Pediatrics

MOTION: After careful consideration recommend approval of Appointments to Medical Staff for Arvind Behl, MD: Vivian Belmusto, MD

- Hogan moved
- Bruning second
- Motion carried

B. Temporary Privileges:

1. Arvind Behl, MD – Department of Medicine-Hospitalist Service (November 3, 2015-January 8, 2016)
2. Vivian Belmusto, MD – Department of Medicine-Pediatrics (December 31, 2015-January 8, 2016)
3. Jennifer Brown, PA-C

MOTION: After careful consideration recommend approval of Temporary Privileges for Arvind Behl, MD: Vivian Belmusto, MD

- Bruning moved
- Birdsell second
- Motion carried

MOTION: After careful consideration recommend approval of Temporary Privileges for Jennifer Brown, PA-C

- Bruning moved
- Birdsell second
- Motion carried

C. Locum Tenens Coverage:

1. Nneka Orjiakor, MD – Department of Medicine-Pediatrics (January 5, 2015-March 30, 2016)
2. Jennifer Brown, PA-C – Department of Surgery-Orthopedics (***removed and put under Temporary Privileges***)

MOTION: After careful consideration recommend approval of Locum Tenens Coverage for Nneka Orjiakor, MD

- Birdsell moved
- Bruning second
- Jennifer Brown, PA-C to be removed under Locum Tenens Coverage and moved to Temporary Privileges.
- Discussion ensued.
- Motion carried

D. Request for New Privileges-Physician Assistant Clinical Privileges-Orthopedic Surgery

1. Jennifer Brown, PA-C – Department of Surgery-Orthopedics
- ***This item was tabled.***

E. Appointment of V-Rad TeleRadiology Physicians:

1. Frank Welte, MD
2. Shanshan Bao, MD

MOTION: After careful consideration recommend approval of V-Rad TeleRadiology Physicians Frank Welte, MD: Shanshan Bao, MD

- Birdsell moved
- Bruning second
- Motion carried

F. Resignations:

1. Neil Birnbaum, MD – Department of Medicine-Rheumatology- Effective December 31, 2015

MOTION: After careful consideration recommend approval of Resignation for Neil Birnbaum, MD

- Birdsell moved
- Bruning second
- Motion carried

13. INFORMATION: HOME HEALTH QUARTERLY REPORT: MS. JUNICE WILSON

- Ms. Wilson reported:
 - 🌐 Home Health had no readmissions for any of their congestive heart failure patients. General readmissions was at a 5% rate; compared to state which is 19.6% and the nation which is 24.5%, so Home Health is doing very well.
 - 🌐 The patient satisfaction rate continues to go up.
 - 🌐 The length of stay is approximately the same as the state of California.
 - 🌐 The average visits per case are at 10.6 whereas the State of California is at 18 and the nation is at 25.
 - 🌐 The quality of care star ratings nationally are at 3.5, and for the 4th quarter of 2015 Home Health is at 4.
 - 🌐 There continues to be one (1) registry physical therapist for the Home Health patients; they continue to look for a permanent PT.
 - 🌐 They hold weekly meetings at NCFHC and Mendocino Coast Clinics to increase their referrals, and their admissions are steadily increasing.
 - 🌐 The Hospice fundraiser “Light up a Life” achieved \$25,446.00 this year.

14. INFORMATION: CEO REPORT: MR. WADE STURGEON, CFO for Mr. Bob Edwards, CEO

- Three (3) new physicians have recently been recruited:
 - ☛ Zoe Berna, MD – Family Practice
 - ☛ Rosemarie Kennaley, MD – Family Practice
 - ☛ P.K. Reddy, MD – Orthopedic Surgeon
- Mr. Sturgeon gave a power point presentation regarding the possible Hospital Parcel Tax to the Fort Bragg Rotary yesterday.

15. INFORMATION: PLANT SERVICES REPORT: MS. ELLEN HARDIN

- Engineering is on track for submitting the HVAC project with OSHPD for review next week and will request a fast track review.
- Engineering is on schedule for the Automatic Transfer Switch (ATS) replacement.
- Then Nurse Call System project will be launched next week.
- The Fire Alarm System that was knocked out during a recent lightning storm has been repaired and has got the all clear from the state. Ellen thanked all the staff that was a part this process.

16. INFORMATION/ACTION: ALYSOUN HUNTLEY FORD FUND DRAW

- The Alysoun Huntley Ford Fund is a Board designated fund left to the Hospital for purposes of funding some respite for caregivers of patients who are dying at home. Each draw request is for up to \$2,000.00.
- There were three (3) requests.

MOTION: To approve three (3) Alysoun Huntley Ford Fund Draws in the amount of \$1,114.94

- Rohr moved
- Hogan second
- Motion carried

21. ASSOCIATION AND COMMUNITY SERVICE REPORTS: BOARD MEMBERS

- There were no reports.

22. ACTION: Finance Committee Report: Dr. Bill Rohr
November Consolidated Highlights

- Net Income from Operations was \$12,155.
 - o YTD Income \$645,618
- Net Income from All Sources was \$41,470.
 - o YTD Income \$839,006
- Bond Covenants
 - o Days Cash On Hand is within the covenant at 32.52
 - o Debt Service Coverage Ratio is within covenant at 2.07
 - o Current Ratio is within covenant at 1.20
- All entries associated with the bankruptcy have now been recorded. I've attached a schedule of payments and future obligations associated to the Bankruptcy and Bonds payable.

MOTION: To approve the Finance and Statistical Report for November 2015

- Rohr moved
- Bruning second
- Motion carried

23. PUBLIC COMMENTS:

- There were no comments.

24. ADJOURN:

Meeting adjourned at 7:40 p.m.

Peter Glusker, MD, Secretary
Board of Directors

Gayl Moon, Secretary to the
Board of Directors