

**BOARD OF DIRECTORS MEETING
HOSPITAL REDWOODS ROOM
THURSDAY, FEBRUARY 28, 2019
MINUTES**

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

PRESENT: Ms. Arnold (telephonically), Mr. Lund, Mr. Redding, Ms. McColley, Ms. Grinberg

Mr. Mike Ellis, Interim CEO/CFO

I. 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, Jessica Grinberg, Vice Chair presiding

II. ROLL CALL:

PRESENT: Mr. Steve Lund, Mr. John Redding, Karen Arnold (telephonically), Ms. Jessica Grinberg, Ms. Amy McColley
Board Members

BOARD MEMBERS ABSENT: None

ALSO PRESENT:

Mr. Mike Ellis, Interim CEO, CFO

III. REPORT ON ANY ACTION TAKEN IN CLOSED SESSION; GOVERNMENT CODE 94957.1

1. **INFORMATION/ACTION:** Pursuant to California Government Code §54954.5 and §32155 of the Health and Safety Code Medical Staff Credentials and Privileges Review and Medical Staff Report
2. **INFORMATION/ACTION:** Pursuant to Government Code §54957.6: Closed Session Board Meeting with the District's Labor Union Negotiators, CFO Mike Ellis, Mr. Dan Camp, Special Labor Union and Employment Counsel David Reis, and the District's General Legal Counsel. Government Code §54957.6
3. **INFORMATION/ACTION:** Anticipated Litigation, Government Code Section 54956.9(d)(2), Craig Griffin
 - The Board voted to reject the pending litigation claim.
4. **INFORMATION/ACTION:** Public Employment: Interim CEO Discussion
Government Code §54954.5 & 54957
5. **INFORMATION/ACTION:** Hearings/Reports (Government Code 37624.3, Health & Safety Code 1461, 32155, Medical Staff Quality Assurance Committee, Dr. Miller
6. **INFORMATION/ACTION:** Public Employee Discipline/Dismissal, Release
(Government Code 54957)

IV. PUBLIC COMMENTS

- Community members made comments regarding Hospital issues.

V. REVIEW OF THE AGENDA

MOTION: To approve the agenda with the removal of item #6 “Approval of ED and Surgery Flooring Bids” from the agenda

- Redding moved
- Lund second
- Roll call
Ayes: Arnold, Grinberg, Redding, McColley, Lund
Noes: None
Abstain: None
Absent: None
- Motion carried

VI. BOARD COMMENTS

- Ms. Arnold apologized for not physically attending the meeting, but due to a recent injury, she phoned in.

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

1. Minutes: Regular Session, January 31, 2019
2. Minutes: Special Board Meeting, January 24, 2019
3. Alysoun Huntley Ford Fund Draw – There were no requests

MOTION: To approve the Consent Calendar with the minutes of January 24th being pulled

- Lund moved
- McColley second
- Roll call
 - Ayes: McColley, Arnold, Grinberg, Lund, Redding
 - Noes: None
 - Absent: None
 - Abstain: None
- Motion carried

MOTION: To accept the minutes of January 24th with the revision regarding the votes that were taken on the matter of Mr. Edwards’ termination and the appointment of Mr. Ellis as Interim CEO

- Lund moved
- McColley second
- Roll call
 - Ayes: McColley, Arnold, Grinberg, Lund, Redding
 - Noes: None
 - Absent: None
 - Abstain: None
- Motion carried

VIII. INFORMATION: AFFILIATION WITH OTHER HEALTH SYSTEM: MS. JESSICA GRINBERG, VICE CHAIR

- The Board stated their opinions/feelings on affiliation:
 - Mr. Redding stated that when he ran for the Board, he campaigned on the premise that he would do everything he could to keep the Hospital open as an independent,

- and he feels that immediately looking into affiliation is like throwing up your hands and giving up. He would like this to be a part of the Strategic Planning process.
- Ms. McColley feels the Hospital needs to explore all options as a CAH, independent community Hospital and that this should be explored through the Planning Committee as well as all options.
 - Ms. Arnold agreed with Ms. McColley.
 - Mr. Lund also agreed with Ms. McColley and stated that the Hospital should look at all options, what would be required, what negative impacts, and to be able to make decisions based on exploring those options.
 - Ms. Grinberg stated the capitation system is currently shared with Adventist and that the discussions have begun. She was concerned with the loss of revenue when Dr. Bellah, Orthopedic Surgeon leaves in a few months and started looking into sharing physicians with Adventist. There is already an exchange with swing bed patients from Ukiah & Willits to MCDH, which was a natural segway to start discussing possible affiliation.
 - This is no way in the works, it is a process, and it is just a discussion.
 - Mr. Jason Wells, CEO of Ukiah and Willits Hospitals discussed possible affiliation.
 - Mr. Wells stated this is in the discussion phase. No agreements or decisions have been made.
 - Mr. Wells provided Ms. Grinberg a letter of intent, but he explained that the letter is just a template.
 - Ms. Grinberg stated that she and Mr. Wells have discussed the following topics:
 - Women's rights
 - ✓ Adventist Health has primary care providers that will refer out re: abortion
 - The Union
 - ✓ Adventist does currently affiliate with several hospitals that have unions
 - New or refurbished facility by 2030
 - ✓ Adventist has a seismic team
 - Ms. Grinberg suggested forming an ad hoc committee to explore affiliation.

IX. ACTION: AFFILIATION AD HOC COMMITTEE: MS. JESSICA GRINBERG, VICE CHAIR

MOTION: To create an ad hoc committee for exploration of collaboration, affiliation and partnership

- McColley moved
- Arnold second
- Motion carried

MOTION: To approve Jessica Grinberg and Amy McColley as Affiliation Ad Hoc Committee members with other members to be added later

- Lund moved
- Redding second
- Motion carried

X. ACTION: CONSIDERATION OF NEW FINANCE COMMITTEE MEMBERS DR. JASON KIRKMAN, MS. SARA SPRING: MR. JOHN REDDING

MOTION: To approve Dr. Jason Kirkman and Ms. Sara Spring as Finance Committee members

- Lund moved
- McColley second

- Motion carried

XI. ACTION: RESOLUTION 2019-5 HELP II LOAN SIGNATURE AUTHORITY: MR. MIKE ELLIS, INTERIM CEO/CFO

- Mr. Ellis stated the Hospital has a HELP II Loan of \$1.5 million; the Hospital draws from this account as it is needed.
- The signature authorization card needs to be changed from Mr. Bob Edwards to Mr. Mike Ellis.

MOTION: To approve the HELP II Loan with the with amended date of August 1, 2019

- McColley moved
- Lund second

McColley amended her motion to reflect the following motion:

MOTION: To approve the million HELP II Loan in the amount of \$1.5 million with the amended date of August 1, 2019

- McColley moved
- Arnold second
- Motion carried

Ms. Nancy Schmid explained the August 1, 2018 is the first draw date of the loan, and the Hospital had to officially take out all of the money of the loan before August 1, 2019. The motion should be to grant signature authority to draw from the \$1.5 million.

XII. ACTION: APPROVAL OF LAIF DRAW REQUEST FOR PAYMENT OF IGT AND APPROVAL OF RESOLUTION 2019-6: MR. MIKE ELLIS, INTERIM CEO/CFO

- This is a federal fund matching program. The funds need to be drawn from the LAIF Account. When the funds are received, the money will be put back in the LAIF Account.

MOTION: To adopt Resolution 2019-6 Authorizing the withdrawal of funds from the LAIF Account in the amount of \$300,000

- Lund moved
- McColley second
- Motion carried

XIII. ACTION/INFORMATION: APPROVAL OF ED AND SURGERY FLOORING BIDS: MR. MIKE ELLIS, INTERIM CEO/CFO

- This item was pulled from the agenda.

XIV. ACTON: CONSIDERATION OF PLANNING COMMITTEE MEMBERS: MS. CECILIA JIMENEZ, DR. BARBARA KILIAN: MS. JESSICA GRINBERG, VICE CHAIR

MOTION: To approve Ms. Cecilia Jimenez and Dr. Barbara Kilian as Planning Committee members

- Lund moved
- Redding second
- Carole White objected to this as she feels this is not the proper process.
- Roll call

- Ayes: McColley, Arnold, Grinberg, Lund
- Noes: None
- Absent: None
- Abstain: Redding
- Motion carried

XV. ACTION/INFORMATION: VERBAL ABUSE POLICY #112.001-1 FIRST READ

- Mr. Redding and Ms. Arnold have been reviewing the policies. This Verbal Abuse policy applies to everyone, staff, Medical Staff, Board Members, etc.
- Mr. Redding proposed adopting this policy with the idea that the enforcement mechanism will be used.

MOTION: To accept the Verbal Abuse Policy #112.001.1 as the First Read

- Lund moved
- Arnold second
- Ms. McColley stated that this policy is from 2003. Ms. McColley feels that are more modern policies that reflect the accountability of this policy. She would like to review the most current policies that are available. She will meet with Lynn Finley, the Workplace Violence and Code of Conduct policies be reviewed as well. Roles and Responsibilities will be looked at as well.
- Mr. Lund withdrew his motion pending further review.

XVI. INFORMATION: CEO REPORT: MR. MIKE ELLIS, INTERIM CEO/CFO

- Mr. Ellis recently held some Employee Forum meetings. They were very positive.

XVII. ACTION/INFORMATION: MEDICAL STAFF APPOINTMENTS/REPORT: DR. JOHN KERMEN

A. Reappointments to Medical Staff

1. Zoe Berna, MD –Department of Medicine-Family Practice-NCFHC
2. Sanford Brown, MD –Department of Medicine-Family Practice
3. Lynette Chevalier-Paris, MD –Department of Medicine-Pediatrics
4. John Cottle, DO –Department of Medicine-Family Practice
5. Diane Harris, MD –Department of Medicine-Family Practice
6. Wade Gray, MD –Department of Medicine-Family Practice
7. Jennifer Kreger, MD –Department of Medicine-Family Practice-NCFHC
8. James Michael Sandys, MD –Department of Medicine-Family Practice-NCFHC

MOTION: After careful consideration recommend approval of Reappointment to Medical Staff for Zoe Berna, MD: Sanford Brown, MD: Lynette Chevalier-Paris, MD: John Cottle, DO: Diane Harris, MD: Wade Gray, MD: Jennifer Kreger, MD: James Michael Sandys, MD

- Lund moved
- McColley second
- Motion carried

B. Reappointments to Allied Health Professional Staff

1. Lilo Fink, DNP –Department of Medicine-Family Practice-NCFHC
2. Suzanne Hewitt, FNP –Department of Medicine-Family Practice-NCFHC
3. Joseph Martin, PA –Department of Medicine-Family Practice-NCFHC
4. Marilyn Magoffin, FNP –Department of Medicine-Family Practice-NCFHC
5. Michele Tellier, FNP –Department of Medicine-Family Practice-NCFHC

MOTION: After careful consideration recommend approval of Reappointment to Allied Health Professional Staff for Lilo Fink, DNP: Suzanne Hewitt, FNP: Joseph Martin, PA: Marilyn Magoffin, FNP: Michele Tellier, FNP

- Lund moved
- McColley second
- Motion carried

C. Release from Proctoring-Advance to Active Medical Staff

1. Samer Maula, MD –Department of Medicine-Hospitalist Service
2. Timothy Musick, MD –Department of Medicine-Hospitalist Service
3. Faraaz Osmani, MD –Department of Medicine-Hospitalist Service

MOTION: After careful consideration recommend approval of Release from Proctoring-Advance to Active Medical Staff for Samer Maula, MD: Timothy Musick, MD: Faraaz Osmani, MD

- Lund moved
- McColley second
- Motion carried

XVIII. INFORMATION: CHIEF NURSING OFFICER REPORT: MS. LYNN FINLEY

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

XVIII. INFORMATION: PLANNING COMMITTEE REPORT: MS. JESSICA GRINBERG

- Discussed putting a process in place to create an active living Strategic Plan. The goal is to include the interest of the community; have items come onto the plan be reassessed, and then rotate off when completed.
- The Planning Committee really wants feed-back from the community.
 1. The Strategic Plan will consist of five (5) categories/critical pathways: including Financial Solvency – long term; Financial Solvency – short term/immediate; Just Culture
 2. The goal, once a tangible plan is developed, is to have a joint Finance Committee, and Planning Committee meeting which will be open to the community.
- Michele Eastham in Case Management gave a Swing Bed Report. She will report back to the committee in a few months.
- Dr. Berna stated that she recently found out that diabetes education will no longer be offered at MCDH. Lynn Finley stated that this is being worked on.

XIX. INFORMATION: PARCEL TAX OVERSIGHT COMMITTEE: MS. MYRA BEALS

- Ms. Beals reported the committee had their second meeting.
- Mr. Ellis brought forward a list of what was needed immediately for the usage of the Measure C funds. MediTech being a large portion of those funds.
- Ms. Beals asked the Board how often they would like the Oversight to report to them. The Board suggested quarterly/and or on an as needed basis.
- The next meeting to be held on March 22 at 2 pm in the Redwoods Room.

XX. ACTION/INFORMATION: FINANCE REPORT: MR. JOHN REDDING

Mr. Redding stated the Finance Committee will:

- develop a Strategic Financial Plan
- develop a process for eliminating services
- create a Marketing Plan

- Will be hiring an Auditor
- Nancy Schmid gave an excellent presentation regarding the timelines, 3 phases of the OSHPD 2030 requirements:
 1. Architect, consultants and engineers
 2. Develop a plan
 3. Construction
 - This is all very regulated and needs to be submitted to OSHPD by 2023.

January Statements Summary

- Mr. Ellis presented the January 2019 Financial Statements

MOTION: To approve the January 2019 Financial Statements

- Lund moved
- Redding second
- Roll call
 - Ayes: Grinberg, Lund, McColley, Redding, Arnold
 - Noes: None
 - Absent: None
 - Abstain: None
- Motion carried

XXI. INFORMATION: FUTURE AGENDA ITEMS: MS. JESSICA GRINBERG, VICE CHAIR

- Dr. Miller to come back to talk to the Board.
- Action Monitoring List to prevent Board items from getting lost.
 1. Verbal Abuse policy
 2. Ms. McColley will work with Ms. Finley on the Workplace Violence policy
- Mr. Lund would like the ACHD Certified Healthcare District (he gave an overview of what this means) there would be a cost involved. A decision was made to bring this in front of the Planning Committee first to be reviewed, prior to going before the Board.

XXII. INFORMATION: ASSOCIATION AND COMMUNITY SERVICE REPORTS

- There were no Association and Community Service Reports.

XXIII. PUBLIC COMMENTS:

- Community members made comments regarding Hospital issues.

XXIV. ADJOURN:

Open Session adjourned at 8:00 pm

Steve Lund, Secretary
Board of Directors

Gayl Moon, Secretary to the
Board of Directors

Reconvened Closed Session at 8:10

1. Reconvension of Open Session
 - A. Reporting out on Closed Session
 1. No action was taken

Closed Session adjourned at 9:12 pm