

**BOARD OF DIRECTORS MEETING
HOSPITAL REDWOODS ROOM
THURSDAY, APRIL 25, 2019
MINUTES**

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

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

Mr. Wayne Allen, Interim CEO
Mr. Mike Ellis, Interim 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 Patient Registration Lobby, Ms. Karen Arnold Chair presiding

II. ROLL CALL:

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

BOARD MEMBERS ABSENT: None

ALSO PRESENT:

Mr. Wayne Allen, Interim CFO
Mr. Mike Ellis, Interim CFO
Ms. Gayl Moon, Executive Assistant

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

1. **INFORMATION/ACTION:** Pursuant to §32155 of the Health and Safety Code March Quality Management and Improvement Council Reports
2. **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
3. **INFORMATION/ACTION:** Consideration of Termination of Legal Services Contract with Best, Best & Krieger, Attorneys at Law, dated 9/25/18. Government Code §§54954.5(e), 54957; Evidence Code §952, et seq.
4. **INFORMATION/ACTION:** Consideration of Proposal for Legal Services by Baker, Manock & Jensen, Attorneys at Law, including services to assist the Hospital District in any proposed affiliation or acquisition of the Hospital by another entity. Government Code §§54954(e), 54957; Evidence Code §952, et seq.
5. **INFORMATION/ACTION:** Pursuant to Government Code §54957.6: closed session Board Meeting with the District's Labor Union Negotiators, Interim CEO Wayne Allen, Mr. Dan Camp. Government Code §54,957.6.
6. **INFORMATION/ACTION:** Association of California Healthcare Districts' Survey of January, 2014 required by The Joint Commission (TJC). Exempt from public disclosure

pursuant to Government Code §6254(s); Evidence Code §1157; and Health & Safety Code §32,155

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

- The Board approved the March Quality Management and Improvement Council Reports.
- Discussion with BB&K. Have a plan going forward.
- Received a Medical Staff report from Dr. Kermen.

V. PUBLIC COMMENTS

- Community members made comments regarding Hospital issues.
- Mr. Rich Jung, Mendocino Coast Ambulance Service (MCAS) presented Mr. Wayne Allen a check for \$35,000 for the purchase of a new Cardiac Monitor for one of the ambulances.

VI. REVIEW OF THE AGENDA

- Action item: Strategic Planning RFP for Facilitator, Under the Planning Report will be tabled until the May meeting.

VII. BOARD COMMENTS

- Mr. Lund thanked the Hospital staff for hosting the Volunteers Luncheon during Volunteers Week.

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

1. Minutes: Regular Session, March 28, 2019
2. Minutes: Special Board Meeting March 20, 2019
3. Minutes: Special Board Meeting April 1, 2019
4. Alysoun Huntley Ford Fund Draw

MOTION: To approve the Consent Calendar

- Lund moved
- McColley second
- Ms. McColley requested correction to the March 20, 2019 minutes: page 5 where it states “Ms. McColley and Ms. Grinberg are exploring affiliation and that they were going to meet with Linda Jo Stern on Friday, and we did not announce that as part of the process, but we were speaking to her on Friday.
- Bullet 6 on the same page, where it says “Ms. McColley made a clarifying statement”; actually that was a clarifying question.
- On the March 20, 2019 agenda, on page 6 change from “Ms. Grinberg withdrew her suggestion to suspend the Finance and Planning Committee meetings in April” to “she withdrew her suggestion to have combined meetings in April”.

Mr. Lund amended his motion to reflect the following:

MOTION: To approve the Consent Calendar with the above stated changes

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

- Abstain: None
- Motion carried

IX. ACTION: INTERIM CEO AGREEMENT: MS. KAREN ARNOLD, CHAIR

- The Board voted last month at a Special Board meeting to hire Mr. Allen for one month.
- This contract allows the Board to approve Mr. Allen as Interim CEO for a period of time.

MOTION: To approve the contract to hire Mr. Allen as Interim CEO

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

X. ACTION: RESIGNATION OF CFO: MS. KAREN ARNOLD, CHAIR

- Mr. Mike Ellis has tendered his resignation as CFO at MCDH.

MOTION: To accept Mr. Ellis' resignation

Mr. Lund and the entire Board thanked Mr. Ellis for the outstanding job he did while at MCDH.

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

XI. ACTION: APPOINTMENT OF CFO: MS. KAREN ARNOLD, CHAIR

- Mr. Allen has started the process of recruiting for a permanent CFO; however it could take 3 to 6 months to find one. The Board will interview Interim CFO Candidates very soon.

MOTION: To approve Mr. Allen be able to search for both Interim and long term CFO Candidates for the Board to interview

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

XII. ACTION: RATIFICATION OF APRIL 11, 2019 REQUEST FOR PROPOSAL FOR POTENTIAL AFFILIATION WITH EXTENSION OF DEADLINE FOR RESPONSE AND PUBLIC RECORDS ACT DISCLOSURE: MR. WAYNE ALLEN, INTERIM CEO

- Ms. Arnold stated that on further review of the RFP, legal counsel suggested MCDH add the

following to the RFP:

Submitters should be aware that proposals will become public records when in the judgement of the District the Public Records Act requires disclosure. If there is a need to maintain confidentiality of any specific information such need will be discussed for consideration under the Public Records Act. All material submitted regarding this RFP becomes the property of the District. Proposers should take special note of this as it relates to any proprietary information that might be included in their offer. Any resulting contract may be reviewed by any person after the contract has been executed by the District. The District has the right to use any or all information/material submitted in response to this RFP process and/or any resulting contract from the same. Disqualification of a proposal does not eliminate this right.

- This wording will be added to the RFP and the deadline to respond will be extended to May 17th.

MOTION: To ratify the amended proposal for other entities interested in affiliation with the Mendocino Coast District Hospital

- Lund moved
- McColley second
- Mr. Redding stated that he read in the newspaper that the Board had deliberated and voted on this; however he did not vote on it. He contacted the Hospital's Legal Counsel, BB&K and asked them if this was a violation of the Brown Act, and they concluded that there had been a Brown Act violation. The remedy offered for issuing this RFP without a public discussion or vote was:
 1. Withdraw the RFP and start all over again
 2. To ratify the RFP
- Mr. Redding stated an attempt was made to justify this by referring to the minutes of the March meeting when there was discussion of affiliation and an ad hoc committee was proposed. He feels that having only 30 days to respond is not realistic. He suggested that the brief response time allowed for only Adventist Health to make a thorough proposal.
- Mr. Redding suggested withdrawing the RFP and starting all over. Mr. Redding stated that he will vote against this motion. He suggested another motion:
 - ✓ Let the RFP be withdrawn, that we work with the CEO to increase the timeline to 60 or 90 days, that it be discussed and approved in committees before being presented to the Board in an open session.
- Mr. Allen stated that he determined it was the will of the Board to send out the RFP, after conducting individual discussions with the Board Members. Mr. Allen sent the RFP to all Board members asking for their input/comments, and the Board members replied only to Mr. Allen. Discussion ensued.
- Mr. Lund withdrew his motion
- Ms. McColley withdrew her second.

MOTION: To table this item for today and have both the Planning Committee and the Finance Committee (Mr. Lund recommended this be done in May) review the RFP with a final version proposal for the RFP consideration placed on the May Board agenda for consideration and action

- Lund moved
- Redding second
- Ms. Arnold suggested rephrasing that motion. She stated that the Board already had time to review this proposal, and they gave their edits to Mr. Allen.
- Discussion ensued.
- Roll call
 - Ayes: Lund, Redding
 - Noes: McColley, Arnold, Grinberg
 - Absent: None
 - Abstain: None
- Motion carried

MOTION: The process was flawed and the Board made an error, and after bringing it to the community first; ratify the RFP with the suggested wording from legal counsel and extend the deadline date to the last day in June 2019

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

XIII. ACTION: RESOLUTION 2019-13 HELP II LOAN SIGNATURE AUTHORITY FOR WAYNE ALLEN: MS. KAREN ARNOLD, CHAIR

MOTION: To approve Resolution 2019-13 HELP II Loan Signature Authority for Wayne Allen

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

XIV. ACTION: RESOLUTION 2019-10 BANK OF AMERICA SIGNATURE AUTHORITY FOR WAYNE ALLEN: MS. KAREN ARNOLD, CHAIR

MOTION: To approve Resolution 2019-10 Bank of America Signature Authority for Wayne Allen

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

- Motion carried

XV. ACTION: RESOLUTION 2019-11 SAVINGS BANK SIGNATURE AUTHORITY FOR WAYNE ALLEN: MS. KAREN ARNOLD, CHAIR

MOTION: To approve Resolution 2019-11 Savings Bank Signature Authority for Wayne Allen

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

XVI. ACTON: RESOLUTION 2019-12 TRI COUNTIES BANK SIGNATURE AUTHORITY FOR WAYNE ALLEN: MS. KAREN ARNOLD, CHAIR

MOTION: To approve Resolution 2019-12 Tri Counties Bank Signature Authority for Wayne Allen

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

XVII. ACTION: DR. JASON KIRKMAN MEDICAL DIRECTOR CONTRACT RENEWAL: MR. MIKE ELLIS, CFO

MOTION: To approve the Medical Director Contract Renewal for Dr. Jason Kirkman

- Lund moved
- Grinberg second
- Roll call
 - Ayes: Redding, McColley, Lund, Arnold, Grinberg
 - Noes:
 - Absent:
 - Abstain
- Motion carried

XVIII. MOTION: DR. ZOE BERNA PHYSICIAN CHAMPION AGREEMENT FOR MEDITECH: MR. MIKE ELLIS, CFO

MOTION: To approve the Physician Champion Agreement for Meditech

- Lund moved
- Grinberg second

- Ms. McColley asked the following questions:
 1. Has a Physician Champion been budgeted for?
 2. Are working hours being taken away from Dr. Berna, or is this in addition to her normal hours?
- Mr. Ellis stated this would not take away from her current professional services at the clinic. Dr. Miller is doing a lot of work on the Hospital side building the Meditech implementation for our new EHR. Help is needed at NCFHC, hence the contract for Dr. Berna. The Board approved the Meditech contract in its entirety, and Meditech sent a detailed schedule of additional time needed to implement this. It was determined that Dr. Berna was needed.
- A Physician Champion was not budgeted for.
- The contract is on an hourly basis, and Dr. Berna has to submit a time sheet.
- Roll call
 - Ayes: Arnold, Grinberg, Lund, Redding
 - Noes: McColley
 - Absent: None
 - Abstain: None
- Motion carried

**XIX. ACTION: CODE OF ETHICAL BEHAVIOR AND THE STANDARDS OF CONDUCT 1ST
READ: MS. AMY MCCOLLEY**

- The incorrect attachment was added to the Board packet. This item was tabled.

XX. INFORMATION: BOARD MEMBERS' CONFLICT OF INTEREST: MS. KAREN ARNOLD, CHAIR

- Legal Counsel will provide more modern language. This will be on the May agenda.

XXI. ACTION: RESOLUTION 2019-14 AUTHORIZING INVESTMENT OF MONIES IN LAIF ACCOUNT: MS. KAREN ARNOLD, CHAIR

MOTION: To approve Resolution 2019-14 Authorizing Investment of Monies in LAIF Account

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

XXII. INFORMATION: MEASURE C UPDATE: MR. MIKE ELLIS, CFO

- The Oversight Committee did not meet in April. The next meeting will take place in May.
- The community members that want to leave the MCDH District were referred to LAFCO to make that decision. LAFCO has currently put this subject on hold.
- Still awaiting guidance from legal counsel regarding the consolidation of parcels.

XXIII. INFORMATION: CEO REPORT: MR. WAYNE ALLEN, INTERIM CEO

- The Joint Commission recently surveyed the Lab. The survey was extremely successful and they are certified for another two (2) years.
- The California Department of Public Health has licensed Nuclear Medicine for three (3) years.
- Congratulations to the Cardiology Department; accreditation has been awarded for both Adult and Thoracic stress for the fourth time. Thank you Dr. Jason Kirkman!
- Mr. Allen thanked the Ambulance team (MCAS) for giving MCDH a check for \$34,216.97. This donation is for a cardiac monitor for the ambulance.

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

A. Re-Appointments to Medical Staff

1. Jeffrey Berenson, MD –Department of Medicine-Internal Medicine
2. Michael Brown, MD –Department of Medicine-Psychiatry
3. Lawrence Goldywn, MD –Department of Medicine-Internal Medicine
4. Jason Kirkman, MD –Department of Medicine-Internal Medicine
5. John Rochat, MD –Department of Medicine-Internal Medicine
6. James Swallow, MD –Department of Medicine-Internal Medicine

MOTION: After careful consideration recommend approval of Re-appointments to Medical Staff for Jeffrey Berenson, MD: Michael Brown, MD: Lawrence Goldywn, MD: Jason Kirkman, MD: John Rochat, MD: James Swallow, MD

- Lund moved
- Grinberg second
- Roll call
 - Ayes: Arnold, Grinberg, Redding, McColley, Lund
 - Noes:
 - Absent:
 - Abstain:
- Motion carried

B. Release from Proctoring-Allied Health Professional

1. Anne Hall, PA-C –Department of Medicine-Internal Medicine

MOTION: After careful consideration recommend approval of Release from Proctoring for Anne Hall, PA-C

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

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

- See attached report as part of these minutes.

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

- Amy thanked Carole White and John Allison for giving so much insight into the Planning

Committee.

- The committee has asked Nancy Schmid to attend the May Planning Committee meeting to share the outline, be it short or long term, in the development of the Strategic Plan.
- Davey Beak gave a very detailed and informative report on the Ambulance Department. John Allison has taken on the leadership position of looking at ways to expand and increase revenue.
- Mr. Allen presented the RFP to the Planning Committee.

ACTION: Strategic Planning RFP for Facilitator

- This item was tabled until May.

XXVII. ACTION: FINANCE REPORT: MR. JOHN REDDING

Mr. Redding

- Mr. Kirk O'Day recently resigned from the Finance Committee after many years of service on the committee. Mr. Redding thanked Mr. O'Day for his many years of service; his expertise will be missed.
- Colene Hickman gave an update the Hospital's Swing Utilization.
- The Finance Committee will prepare a budget for each of ten segments of the Hospital.
- Mr. Redding thanked Mr. Ellis for his service to MCDH.

March Financial Statements Summary

- Mr. Ellis presented the April 2019 Financial Statements

MOTION: To approve the April 2019 Financial Statements

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

XXVIII. INFORMATION: FUTURE AGENDA ITEMS: MS. KAREN ARNOLD, CHAIR

- There were no Future Agenda Items.

XXIX. INFORMATION: ASSOCIATION AND COMMUNITY SERVICE REPORTS

- There were no Association and Community Service Reports.

XXX. PUBLIC COMMENTS:

- Community members made comments regarding Hospital issues.

XXXI. ADJOURN:

Open Session adjourned at 8:12 pm

Steve Lund, Secretary
Board of Directors

Gayl Moon, Secretary to the
Board of Directors