

**BOARD OF DIRECTORS MEETING
HOSPITAL REDWOODS ROOM
THURSDAY, MARCH 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: Mr. Lund, Ms. McColley, Mr. Arnold, Ms. Grinberg, Mr. Redding

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 Patient Registration Lobby, Ms. Karen Arnold Chair presiding

II. ROLL CALL:

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

BOARD MEMBERS ABSENT: None

ALSO PRESENT:

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

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

1. **INFORMATION/ACTION:** Conference with legal counsel regarding consideration of retention of insurance coverage counsel for the Hospital District. Government Code §54956.9
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:** Public Employment: To review and approve Professional Services Medical Director Agreement for Dr. Jason Kirkman Government Code §54954.5 & 54957
4. **INFORMATION/ACTION:** Public Employment: To review and approve EHR Champion Contract for Dr. Zoe Berna: Government Code §54954.5 & 54957
5. **INFORMATION/ACTION:** Consideration of legal advice re: Potential Litigation, Government Code Section §54956.9(d)(2), ACLU information
6. **INFORMATION/ACTION:** Public Employment: Interim CEO Discussion Government Code §54954.5 & 54957

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

- The Board approved a contract with Farella Braun & Martel for insurance coverage counsel not to exceed \$20,000.
- Items 3 & 4 were removed from Closed Session and they will both be in Open Session at the April meeting.

V. PUBLIC COMMENTS

- Community members made comments regarding Hospital issues.

VI. REVIEW OF THE AGENDA

- There were no changes.

VII. BOARD COMMENTS

- Mr. Redding stated that he met with Assemblyman Jim Wood, and he said that if MCDH submitted a plan that showed the Hospital is earnestly making progress toward the 2030 seismic regulations deadline, there is a possibility that they would delay a year or two.
- Ms. McColley stated that at the last meeting and talk of the affiliation the Board made a motion to look at all of the types of affiliation, not just Adventist Health. Affiliation has a lot of different meanings. All options will be explored.
- Ms. Arnold gave some information regarding the ACLU. The ACLU wrote the Hospital a letter regarding their obligation to provide abortions. The Hospital is working on this issue.

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

1. Minutes: Regular Session, February 28, 2019
2. Minutes: Special Board Meeting,
3. Alysoun Huntley Ford Fund Draw

- Mr. Ellis recommended a change on item #3 regarding the Rejection of Claim on the February minutes. The line needs to be moved under item 3 in section 3.

MOTION: To approve the Consent Calendar with the minutes of February 28th being changed per the above stated change

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

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

- This is resolution is to change signature authority from Bob Edwards to Mike Ellis on the HELP II Loan for expenditure of funds.

MOTION: To approve Resolution 2019-5 HELP II Loan Signature Authority

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

- Absent: None
- Abstain: None
- Motion carried

X. ACTION: APPROVAL OF LAIF DRAW REQUEST FOR PAYMENT OF IGT AND APPROVAL OF RESOLUTION 2019-7: MR. MIKE ELLIS, INTERIM CEO/CFO

- This is to withdraw from the LAIF Account for the IGT payment. This is a federal matching program and the Hospital will get funds back. This is a temporary withdrawal from the LAIF Fund; the funds will be put back into the account when the federal funds are received.

MOTION: To approve Resolution 2019-7 LAIF Request for Payment of IGT

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

XI. ACTION: RESOLUTION 2019-8 MENDOCINO TV: MR. JOHN REDDING

- Mr. Redding wanted to thank Marianne McGee and Terry Vaughn with Mendocino TV for many years of service to the community.

MOTION: To approve Resolution 2019-8 Mendocino TV

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

XII. ACTION: MEDICAL ABORTION SERVICES: MS. KAREN ARNOLD, CHAIR

MOTION: To take no action at this time as additional fact finding is still underway

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

XIII. INFORMATION: INTRODUCTION OF DR. MILLER: MS. KAREN ARNOLD, CHAIR

- Dr. Miller introduced himself to the Board.
- Dr. Miller is the Medical Director for Inpatient Services.

XIV. INFORMATION: TEMPORARY FINANCIAL ANALYST: MR. MIKE ELLIS, INTERIM CEO/CFO

- Due to the fact that Mr. Ellis has been doing the CEO and the CFO jobs for a couple of months, he hired a Financial Analyst for four (4) months at \$70,000. This is a week to week contract.

XV. ACTION: BIOFIRE LAB ANALYZER LEASE AGREEMENT: MR. MIKE ELLIS, INTERIM CEO/CFO

- This agreement is for a Biofire Lab Analyzer lease.

MOTION: To approve the Biofire Analyzer Lease Agreement

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

XVI. ACTION: RESOLUTION 2019-9 JPA TO MEET ANNUALLY: MR. MIKE ELLIS, INTERIM CEO/CFO

- The Joint Powers Authority was formed several years ago. They will now meet on an annual basis.

MOTION: To approve Resolution 2019-9 JPA to meet annually

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

XVII. MOTION: ORGANIZATIONAL ANALYSIS ACTION PLAN: MS. JESSICA GRINBERG

- Ms. Grinberg stated she feels the Board needs to work together better as well as have more communication, and they don't have the opportunity to do that. She feels there need to be committees that happen outside of the Board meetings, but they take the Board members down two (2) separate paths rather than actually bringing them together. She stated the Planning Committee members want to know when the strategic plan will merge with that of Finance. The only Board member missing from the committees is Karen Arnold. She feels the two committees should be joined in order to have meetings that create a fluid relationship between Finance and what they are analyzing in the way of the Hospital financially as well as what is being done in analyzing and trying to pull together and create a strategic plan for the planning of the Hospital. She feels more Board meetings are necessary, and these would include merging the two committees in order to have more information on a given subject rather than each committee going in their own direction. She feels it would be beneficial to have shared conversations and looking at issues together. She would like to do a deep dive possibly by department of the Hospital. These meetings would

be open to the community. Ms. Grinberg and Ms. McColley are running the ad hoc committee not only for affiliation, but what the Hospital's future as far as sustainability is concerned. All options will be explored. To date the following community members will be participating in the ad hoc committee:

- ✓ Linda Ruffing
 - ✓ Linda Jo Stern
 - ✓ Dr. Berenson
 - ✓ Dr. Miller
 - ✓ Lawrence Turner
- The ad hoc committee will reach out to various organizations in the community in order to get a good understanding of what the interests of the community are regarding the Hospital's future.
 - Ms. Grinberg had some concerns that on the last Finance Committee agenda there was an item entitled "Process to Eliminate a Service."
 - Mr. Redding stated that the process was in response to a recent event at the Hospital, and a public desire for a systematic process. That process did include working with the Planning Committee before any decision was made.
 - Mr. Redding, Ms. Arnold and Mr. Ellis recently met with representatives of Cal Mortgage who guarantee the Hospital's loans. They were complimentary of the Hospital looking into affiliation.
 - Ms. Arnold stated the suspension of the Finance & Planning Committee meetings is not forever.
 - Ms. McColley stated that to clarify what Ms. Arnold means by suspension of the meetings is that in a diplomatic way Ms. Grinberg was trying to say that she would like to suspend the Finance and Planning Committees for a couple of months in order to have more Board meetings that would include the Finance and Planning Committees represented by the Board members.
 - Ms. Arnold stated that it is very unusual for a Board to have 4 new members when the Board consists only of 5 members total. She suggested that at least in April, and maybe longer, the Board have 2 meetings a month instead of having Finance and Planning Committee meetings. In one of the meetings the Board will actively engage the audience in more discussion. She feels the Board needs to tackle some of the issues that need their attention. The Board will have a retreat in late April, possibly the 27th. There will not be any committee meetings in April.
 - Mr. Lund stated that he disagrees. He supports the idea of a Board retreat. He feels the retreat should cover:
 1. Role and responsibilities of the Board, governance vs. management's responsibilities in relation to operations.
 2. How, process wise, the Board will work with the Planning and Finance Committee meetings moving forward.
 - He disagrees with suspending Finance and Planning Committee meetings. He feels it is premature to suspend the meetings without having a conversation with the Board regarding what takes the place of those meetings. The Bylaws would need to be amended.
 - Ms. Grinberg would like to blend the Finance and Planning committees and have a series of joint meetings in order to have a more fluid conversation among the two committees.
 - Mr. Lund recommended the Planning Committee come up with a recommendation and be more specific about the proposal. The Finance and Planning Committees have held joint meetings in the past to work on a specific issue.
 - Ms. McColley stated there are two specific issues:
 1. Strategic Plan

2. Seismic regulations re: 2030

- Mr. Redding stated he is concerned the above stated will interfere with the need to prepare a budget, and at least two hours is required at every meeting. The purpose of this deep dive is to prepare budgets, which have an action plan to meet that budget. To the extent that those action plans hinge upon services or other aspects from planning, that is where the joint meeting would be welcome.
- Ms. Arnold stated that the Board is committed to having a hospital on the coast. Maybe there should be a combined meeting in April and have an action plan on the agenda.
- Ms. Grinberg stated there needs to be a joint committee meeting sooner rather than later.
- Mr. Redding suggested the Planning Committee come up with a strategic plan, and then give it to the Finance Committee to cost it out.
- Ms. Grinberg withdrew her suggestion to have combined meetings in April.
- The two committee chairs, Ms. Grinberg and Mr. Redding will meet to discuss what is wanted/needed by both committees.

XVIII. INFORMATION: CAL MORTGAGE MEETING REPORT: MR. MIKE ELLIS, INTERIM CEO/CFO

- Mr. Ellis, Ms. Arnold and Mr. Redding recently met with Cal Mortgage Representatives. It was a very positive meeting.

XIX. ACTION/INFORMATION: VERBAL ABUSE POLICY #112.001 2ND READ

- This needs modern language. Lynn Finley has the Code of Ethical Behavior and the Standard of Conduct, which compliments what OSHA requires for verbal abuse. Ms. McColley would like to bring back the policy 1712 and the Code of Ethical Behavior and the Standards of Conduct for the entire facility, and not the Verbal Abuse Policy.
- This 2nd reading was tabled.
- The Code of Ethical Behavior and the Standards of Conduct will be put on the next agenda.

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

- Mr. Ellis has withdrawn his application to be Interim CEO. Wayne Allen has submitted a contract for the position.
- A Special Board meeting will be scheduled to take place within the next couple of days to take care of this issue.

XXI. INFORMATION: PARCEL TAX PARCEL CONSOLIDATION UPDATE: MR. MIKE ELLIS, INTERIM CEO/CFO

- The Parcel Tax Consolidation is still under legal review.

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

- Beta is the Hospital's insurance company. Beta has a Beta Heart Program. This program will help employee morale, patient safety and quality of care.
- An Employee Activity Committee has been formed.

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

- Doctors Day will be celebrated tomorrow.
- A. Appointments to Medical Staff
 1. William Bowen, MD –Department of Surgery-Orthopedics Surgery
 2. Lingie Chiu, MD –Department of Medicine-Pediatrics
 3. Nguyen Pham, MD –Department of Medicine-Hospitalist Service

MOTION: After careful consideration recommend approval of Appointment to Medical Staff for William Boren, MD: Lingie Chui, MD: Nguyen Pham, MD

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

B. Reappointments to Medical Staff

1. Ethan Ross, MD –Department of Medicine-Emergency Department
2. Christopher Ryan, MD –Department of Medicine-Hospitalist Service

MOTION: After careful consideration recommend approval of Reappointments to Medical Staff for Ethan Ross, MD: Christopher Ryan, MD

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

C. Release from Proctoring

1. Jennifer Brown, PA-C –Department of Surgery-Orthopedics
2. John Leighton, MD –Department of Medicine-Family Practice-NCFHC

MOTION: After careful consideration recommend approval of Release from Proctoring for Jennifer Brown, PA-C: John Leighton, MD

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

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

- There was no report.

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

- The meeting was cancelled due to lack of quorum.

XXVI. ACTION: FINANCE REPORT: MR. JOHN REDDING

Mr. Redding

- Colene Hickman gave a Revenue Cycle presentation and the progress that is being made.
- Rhonda Wilson would like to become a member of the Finance Committee.

MOTION: To approve Rhonda Wilson as a member of the Finance Committee

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

February Statements Summary

- Mr. Ellis presented the February 2019 Financial Statements

MOTION: To approve the February 2019 Financial Statements

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

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

- Ms. McColley would like the Medical Staff appointments on the Consent Calendar.
- Every month Old Business should include:
 - ✓ Measure C update
 - ✓ Policies that have not been reviewed

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 8:25 pm

Steve Lund, Secretary
Board of Directors

Gayl Moon, Secretary to the
Board of Directors