

**BOARD OF DIRECTORS MEETING
HOSPITAL REDWOODS ROOM
THURSDAY, JUNE 27, 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 (telephonically) Mr. Arnold, Ms. Grinberg, Mr. Redding

Mr. Wayne Allen, Interim CEO
Mr. Doran Hammett, 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 (telephonically), Ms. Karen Arnold, Ms. Jessica Grinberg, Mr. John Redding
Board Members

BOARD MEMBERS ABSENT: None

ALSO PRESENT:

Mr. Wayne Allen, Interim CEO
Mr. Doran Hammett, 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 June 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:** Conference with Legal Counsel Anticipated Litigation. Gov't Code 54956.9(d)(2). Letter from ACLU regarding medication abortion services.

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

- The Board approved the June Quality Management and Improvement Council Reports.
- There was no Medical Staff report.
- The Board received a report from legal counsel. The Board directed Mr. Allen to have Medical, Billing and the Accounting Departments put a checklist together and move forward with chemical abortions.

V. PUBLIC COMMENTS

- Community members made comments regarding Hospital issues.

VI. REVIEW OF THE AGENDA

- There were no changes to the agenda.

VII. BOARD COMMENTS

- Jessica Grinberg stated there was a request for review of the Conflict of Interest regarding Board members Karen Arnold and Jessica Grinberg in participation with discussions regarding affiliation. The decision was just received from the Fair Political Practices Commission (FPPC). The finding is that the conflict does exist for both Karen Arnold and Jessica Grinberg. This was discussed with the attorneys, and they stated that Karen Arnold's conflict is definitive, but they recommended that Jessica Grinberg's be challenged as there are some inaccuracies in the information that was shared in the document. Ms. Grinberg stepped aside from the affiliation ad hoc committee. Board Chair Karen Arnold assigned Steve Lund to be the new member of the affiliation ad hoc committee.

VIII. RECOGNITION OF THE MCDH FOUNDATION: MR. WAYNE ALLEN, INTERIM CEO

- Michelle Roberts, Executive Director of the Hospital Foundation and Bob Cimmiyotti, Foundation Board Member presented a check to the Hospital for \$130,000 for a new ambulance. This will enable the Ambulance Service to enhance and expand their transfers. Mr. Wayne Allen, Interim CEO and Karen Arnold, Board Chair accepted the check on behalf of MCDH.

IX. ACTION: APPROVAL OF CONSENT CALENDAR: MR. KAREN ARNOLD, PRESIDENT

1. Minutes: Regular Session, May 30, 2019
2. Minutes: Special Board Meeting May 22, 2019
3. Alysoun Huntley Ford Fund Draw Requests (there were no requests)

MOTION: To approve the Consent Calendar

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

X. ACTION: TO CONTINUE THE 501c IRS DESIGNATION & MEET THE REQUIREMENTS OF 501R; THE BOARD APPROVES THE CHNA IMPLEMENTATION PLAN AND THE PRIME PROJECTS FOR TAX YEAR 2019: MS. NANCY SCHMID & MR. VANLEE WATERS

MOTION: To approve the 501c IRS Designation & Meet the Requirements of 501R; the Board approves the CHNA Implementation Plan and the PRIME Projects for Tax Year 2019

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

- Absent: None
- Abstain: None
- Motion carried

XI. ACTION: POLICY 1712 CODE OF ETHICAL BEHAVIOR AND STANDARDS OF CONDUCT, 2nd READ

MOTION: To approve Policy 1712 Code of Ethical Behavior and Standards of Conduct

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

XII. ACTION: APPROVAL OF UPDATED CONFLICT OF INTEREST CODE 1st READ

- This Conflict of Interest wording was updated by Legal Counsel.
- This item will be put on the July agenda under the Consent Calendar.

XIII. ACTION: ESTABLISH A LEGISLATIVE COMMITTEE, FIRST READ; MR. JOHN REDDING

- The purpose of a Legislative Committee would be:
 - ✓ Engage legislators
 - ✓ Advocate for issues pertaining to rural hospitals
 - ✓ Participate in local initiatives
 - ✓ Measure B monies are not enough to support Mental Health
 - ✓ Identify grant opportunities
 - ✓ Participate in healthcare organizations
- Mr. Redding feels this should be a standing committee and the Bylaws would need to be amended.
- This committee should consist of one or two Board members and qualified committee members.
- The committee would meet every two months and report to the Board, Finance & Planning Committees.

XIV. ACTION: POLICY 1325 COMPETENCIES FOR EMPLOYEES AND REGISTRY STAFF, 2nd READ

MOTION: To adopt Policy 1325 Competencies for Employees and Registry Staff

- Lund moved
- Redding second
- These are orientation competencies for the new position a staff member is transferring into in another department. The policy will be changed with the proper wording.
- Ms. McColley suggested Item J read “the manager and **qualified** staff” rather than the manager and staff. Ms. Finley will have the HR Department make this change.
- This item will be pulled and added to the July agenda.
- Mr. Lund withdrew his motion, and Mr. Redding withdrew his second.

XV. ACTION: FISCAL YEAR 2019/2020 BUDGET: MR. DORAN HAMMETT, INTERIM CFO

- Mr. Hammett presented the Fiscal year 2019/2020 Budget.

- Discussion ensued.

MOTION: To adopt this budget, understanding that a significant transfer of funds from the Hospital's reserve is necessary to make the budget work if everything else holds steady as is projected, with the direction to staff over the next three (3) months to bring the Board some alternative budget scenarios/proposals that will help to achieve solvency

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

XVII. ACTION: DATE FOR SPECIAL BOARD MEETING & DISCUSSION OF AGENDA ITEMS:

- A Special Board meeting will be held to discuss items that the Board would like to address. The date is yet to be determined.
- Ms. McColley requested that Old Business be kept current; such as Meditech and Measure C, etc.

XVIII. ACTION: MEASURE C UPDATE: MR. WAYNE ALLEN, INTERIM CEO

- A detailed, comprehensive written report will be provided at the July 25th Board Meeting.
- Mr. Shin Green and Mr. Michael Riemenschneider, Eastshore Consulting will attend the meeting.

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

- The Laboratory and NCFHC have been accredited by the Joint Commission for two (2) years effective April 12, 2019.
- The Meditech project continues to go forward. The Go Live target date of July 1st has been delayed. Mr. Allen is having weekly meetings with the president of Meditech. A project plan will be produced in writing hopefully by the end of next week.
- Mr. Allen is expecting an affiliation proposal from Adventist Health.

XX. ACTION: MEDICAL STAFF REPORT: DR. JOHN KERMEN

- There was no Medical Staff Report.

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

- Ms. Finley gave a CNO Report.

XXII. ACTION: FINANCE REPORT: MR. JOHN REDDING

- Mr. Redding stated the Finance Report was actually given as part of the Budget report.

MOTION: To approve the June 2019 Financial Statements

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

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

- There were no future agenda items.

XXV. INFORMATION: ASSOCIATION AND COMMUNITY SERVICE REPORTS

- There were no Association and Community Service Reports.

XXVI. PUBLIC COMMENTS:

- There were no Public Comments.

XXVII. ADJOURN:

Open Session adjourned at 7:20 pm

Steve Lund, Secretary
Board of Directors

Gayl Moon, Secretary to the
Board of Directors