

**BOARD OF DIRECTORS MEETING
HOSPITAL PATIENT REGISTRATION LOBBY
THURSDAY, JULY 25, 2019
MINUTES**

The Board of Directors of the Mendocino Coast Health Care District met in CLOSED session at 4:00 pm in the Redwoods Room, Karen Arnold, Chair presiding

PRESENT: Mr. Lund, Ms. McColley, Ms. 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, Mr. John Redding, Ms. Karen Arnold, Ms. Jessica Grinberg, Ms. Amy McColley
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:** Hardin v. Mendocino Coast District Hospital, U.S. District Court for the Northern District of California, et al., Case No. 3:17-CV-05554, conference with legal counsel. Government Code §54956.9.
2. **INFORMATION/ACTION:** Pursuant to §32155 of the Health and Safety Code July Quality Management and Improvement Council Reports
3. **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
4. **INFORMATION/ACTION:** Anticipated Litigation with Legal Counsel pertaining to Measure C Parcel Tax exemptions, Government Code Section §54957

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

- The Board received an update from Legal Counsel.
- The Board approved the July Quality Management and Improvement Council Reports.
- The Board received a Medical Staff report.
- The Board received a report on Measure C Parcel Tax exemptions.

V. PUBLIC COMMENTS

- Community members made comments regarding Hospital issues.

VI. REVIEW OF THE AGENDA

- Dr. Steven Lallis will be removed from Appointments to Medical Staff.

VII. BOARD COMMENTS

- Mr. Redding read an email he sent to Larry Wagner regarding hospital affiliation and several other Hospital issues.
- Mr. Redding stated that for the last three months he and Ms. McColley have tried bringing forward a vote of no confidence in leadership, and made several attempts to get it on the agenda; not only this issue, but many other issues. Mr. Redding introduced a motion to have a special session on Monday to hold the election of officers for the Board. Ms. Arnold stated that it would need to be agendized.
- Ms. McColley stated she has a concern with more consistency and having continuity of communication. She brought this to the attention of Mr. Lund at the Affiliation Board of Directors meeting. She feels that possibly the Board of Directors and the Affiliation Board of Directors should have the same chair for purposes of consistency, and or have both Board Chairs work on the agendas together and to explore how the Board can execute this better and more strategically with consistency going forward. This is not because of integrity, competencies, roles and responsibilities or lack of execution; she just wants consistency.
- Mr. Lund asked Mr. Allen to set up a Special Board Meeting as soon as is practical to address this issue.
- Ms. McColley wanted to express her concerns and apologies to the Hospital's PR effort. They were poorly executed and undermining on Monday night and it didn't reflect the District goals, visions or roles. That is making it vulnerable for the Hospital's potential affiliation and Board of Directors meetings, and she acknowledged that we do understand civil duties, and please do take our photos. That was not a reflection of any of us; it was not directed by any of the Health Care District Board of Directors.
- Ms. Grinberg stated that she has an interest in Senate Bill 758 which is potentially going to make some changes to the 2030 seismic upgrade requirement. She requested the Board bring forward a Resolution supporting that effort. She would like to collect the additional information about specifically the particular challenges that MCDH faces in trying to make this a reality. She would like to put a resolution to support this effort on the August agenda.
- Ms. Arnold stated this Board has had trouble functioning as a cohesive Board since the four new members started. She stated that she knows that John Redding has issues with her. She stated that as a Board Chair with all of the challenges we face, I stepped up to the duties that I have, even in the midst of a fairly debilitating injury. What she hopes for this Hospital is a Hospital that can run effectively with a budget that isn't a deficit. That we can build a Hospital or retrofit the current Hospital. What she hopes moving forward, the Board can look at issues and work together on them. The Board had a retreat on June 29 from 9 am to 5 pm; she thinks it was a start, but she feels is has been very difficult to put into practice. She does not want to do anything that will hurt the Hospital or the possible affiliation. She feels the Board should move forward with pursuing affiliation as fast as is practicable. She hopes that going forward the Board can behave/function in a more civilized fashion.

VIII. ACTION: APPROVAL OF CONSENT CALENDAR: MS. KAREN ARNOLD, CHAIR

1. Minutes: Regular Session, June 27, 2019

2. Minutes: Special Session, June 29, 2019
 3. Policy #1325 Competencies of Employees and Registry Staff 2nd read
 4. Policy #1356 On Call 1st read
 5. Policy #1379 Staffing Table 1st read
 6. Conflict of Interest Code 2nd read
 7. Alysoun Huntley Ford Fund Draw (there were no requests)
- To remove Steve Lund as the Chair on the Approval of the Consent Calendar. The change has been made.
 - Ms. McColley asked that item #6, the Conflict of Interest Code be pulled and have some of the wording changed or added to; also to remove the Resolution from the Conflict of Interest Code and make that a separate item. To table item #6 on the Consent Calendar and item #4, Resolution # 2019-15 Conflict of Interest Code until the discussed issues are resolved.

MOTION: To remove item #6, the Approval of Conflict of Interest Code 2nd read, as well as item #4 under New Business: Resolution 2019-15 Conflict of Interest Code until the August meeting

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

MOTION: To approve the Consent Calendar as amended

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

IX. ACTION/INFORMATION: PARCEL TAX PARCEL CONSOLIDATION UPDATE: MR. SHIN GREEN, EASTSHORE CONSULTING

- Mr. Green gave a power point presentation on Parcel Tax Parcel Consolidation. A copy of the power point is available in the Administration office.

X. ACTION/INFORMATION: SHOULD WE ESTABLISH A LEGISLATIVE COMMITTEE: MR. JOHN REDDING

- Mr. Redding recommended that a new standing committee be created called the Legislative Committee. The committee could advocate for legislation such as what Jessica Grinberg brought up earlier in the meeting; Senate Bill 758. There are a lot of grant opportunities. Mr. Redding will provide an outline of what he proposes for the committee to the next Board meeting.
- Ms. Arnold stated that this item is to determine whether a Legislative Committee should be established.

MOTION: To establish a Legislative Committee

- Redding moved
- McColley second

Mr. Redding stated this would be a standing committee as it would be ongoing. Mr. Lund supports having a Legislative Committee; however he asked if it needed to become a stand committee. He stated that if it becomes a standing committee, then it would be subject to the Brown Act, agendas have to be posted; minutes have to be kept, etc. Mr. Lund suggested forming a Legislative Committee with a Board member taking the leadership role and another Board member on the committee as well. This committee would form a closer relationship to the California Hospital Association.

Mr. Redding amended his motion to reflect the following motion:

MOTION: To create an Ad Hoc Committee with Ms. Grinberg and Mr. Redding as members as an advisory group

- Redding moved

Mr. Redding rescinded his motion and Ms. McColley rescinded her second.

MOTION: To approve Mr. Redding and Ms. Grinberg be members of a Legislative Action Advisory Committee

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

XI. ACTION/INFORMATION: SHOULD WE ESTABLISH A LEGISLATIVE STANDING COMMITTEE: MR. JOHN REDDING

- This issue was already discussed and decided on earlier in the meeting.

XII. ACTION: RESOLUTION 2019-15 CONFLICT OF INTEREST CODE

- This item was tabled.

XIII. ACTION: BOARD PROTOCOL ON CONTACTING LEGAL COUNSEL: MS. KAREN ARNOLD, CHAIR

- Ms. McColley stated that it is very difficult with two separate Board Chairs as to who to ask permission of to contact legal counsel should an issue arise. She would like to know what that protocol is.
- Mr. Allen, Interim CEO stated that the protocol would be to coordinate the issue with him and he will take the leadership role. The turnaround time expectation would be one week or less. The answer would be known to the entire Board unless it is of a personal nature.

MOTION: From this day forward, July 25, 2019, that the person who is primary contact with BB&K Legal Counsel is Wayne Allen, Interim CEO; no individual Board of Directors is going to contact BB&K unless it is through Wayne Allen, Interim CEO and through Wayne Allen coming back to the Board

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

- Absent: None
- Abstain: None
- Motion carried

XIV. INFORMATION: UPDATE ON JUNE 29 BOARD RETREAT: MS. KAREN ARNOLD, CHAIR

- On Saturday, June 29 the Board had a day long team building retreat from 9:00 am to 5:00 pm.
- The mission was:
 - ❖ Team Building
 - ❖ Relationship Building
 - ❖ Clearly defined Board responsibilities
 - ❖ The most effective internal and external communications
- The Board developed Board Operating Principles as well as Communication Protocols.
- Discussion ensued.

XV. INFORMATION: MEASURE C UPDATE: MR. WAYNE ALLEN, INTERIM CEO

- This issue was discussed earlier in the meeting.

XVI. INFORMATION: MEDITECH UPDATE: MR. WAYNE ALLEN, INTERIM CEO

- Mr. Michael Jobin gave a report.
- Refer to the attached report as part of these minutes.

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

- There was no CEO Report.

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

- Dr. Kermen thanked Dr. Jack Bellah for his many years with MCDH as an Orthopedic Surgeon and everything he has done for the community and the medical staff during his time at MCDH.

a. Appointments to Medical Staff-Provisional Status

1. Veer Babu, MD –Department of Medicine-Emergency Department
2. Jenny Lee, MD –Department of Surgery-Obstetrics/Gynecology
3. Samer Muala, MD –Department of Medicine-Hospitalist Service
4. Jalaal Shah, DO –Department of Surgery-Orthopedics
5. Leslie Wilkof, MD –Department of Surgery-Obstetrics/Gynecology

b. Re-Appointments to Medical Staff

1. Mark Causin, MD –Department of Medicine-Hospitalist Service
2. Darby Clayson, MD –Department of Medicine-Hospitalist Service
3. Christiane Eisele, MD –Department of Medicine-Emergency Department
4. Mandaar Gokhale, MDC –Department of Medicine-Emergency Department
5. David Gonzales, DO –Department of Medicine-Hospitalist Service
6. Timothy Hockenberry, MD –Department of Medicine-Hospitalist Service
7. David Irvine, MD –Department of Medicine-Emergency Department
8. Barbara Kilian, MD –Department of Medicine-Emergency Department
9. Kelly King, MD –Department of Medicine-Hospitalist Service
10. Richard Leach, MD –Department of Medicine-Emergency Department
11. Irais Leon, MD –Department of Medicine-Emergency Department
12. Timothy Musick, MD –Department of Medicine-Hospitalist Service
13. Faraaz Osmani, MD –Department of Medicine-Hospitalist Service

14. Nguyen Pham, MD –Department of Medicine-Hospitalist Service
15. Christopher Ryan, MD –Department of Medicine-Hospitalist Service
16. Robin Serrahn, MD –Department of Medicine-Emergency Department
17. Christina Tsao, MD –Department of Medicine-Hospitalist Service
18. Tareq Ali, MD – Department of Medicine-Emergency Department

c. Appointment to VRad Tele-Radiology Physicians

1. Lorenzo Manelli, MD

d. Re-Appointment to VRad Tele-Radiology Physicians

1. Michael Cooney, MD
2. Joshua Sokol, MD

MOTION: To approve the appointments to Medical Staff, Re-Appointments to Medical Staff, Appointment to VRad Tele-Radiology Physicians, Re-Appointments to VRad Tele-Radiology Physicians as outlined in the agenda

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

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. INFORMATION: PLANNING COMMITTEE REPORT: MS. JESSICA GRINBERG

- Ms. Grinberg stated the Planning Committee received a presentation from Emmet O’Connell regarding the needs of the Lab, and the services the Lab provides. The Lab is a 24-7 operation and services a lot of people.
- Clara Slaughter talked about implementing Telehealth at NCFHC:
 - Partnership Health of California, a Managed Medi-Cal program offers econsultation and video consult with the telehealth platform telemed2u.
 - Startup items are:
 - 1) Camera for video consult in designated exam room(s) and any supporting technology
 - 2) Telehealth coordinator (possible grant through PHP)
 - 3) Contract with telemed2u to be able to accept other insurances 5to offer service to all patients
 - 4) Billing
 - 5) Training for Staff (Provided by PHP)
 - The next Planning Committee meeting will take place on August 12th.

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

- MCDH will begin having a booth at the Farmers Market & will have a float in the Paul Bunyan Parade.

XXII. ACTION: FINANCE REPORT: MR. JOHN REDDING

- Mr. Redding stated the Finance Committee received budget and departmental updates for the following departments:
 - Ms. Shelley Ware presented the budget for the ER Department.
 - Ms. Lois Leister presented the budget for the Pharmacy.
 - Ms. Debra Harris presented the budget for the Imaging Department.
 - Mr. Doran Hammett presented the budget for the Imaging Department.
- Wayne Allen presented a first draft of a Capital Budget.
- Mr. Hammett presented the July Financial Statements.

MOTION: To approve the July 2019 Financial Statements

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

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

- Work with Mr. Allen to set up a Special Board Meeting agenda.
- Ms. Arnold stated the August Board Meeting will be held at Town Hall.

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 8:10 pm

Steve Lund, Secretary
Board of Directors

Gayl Moon, Secretary to the
Board of Directors