

**BOARD OF DIRECTORS MEETING  
REDWOODS ROOM  
THURSDAY, SEPTEMBER 26, 2019  
MINUTES**

The Board of Directors of the Mendocino Coast Health Care District met in CLOSED session at 5:00 pm in the Redwoods Room, Karen Arnold, Chair presiding

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

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 Redwoods Room, Ms. Karen Arnold Chair presiding

**II. ROLL CALL:**

PRESENT: Mr. Steve Lund, Mr. John Redding, Ms. Karen Arnold, Ms. Jessica Grinberg (telephonically), 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 California Government Code §54954.5 and §32155 of the Health and Safety Code Medical Staff Credentials and Privileges Review and Medical Staff Report

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

- The Board gave direction to Legal Counsel.
- There was no Medical Staff Report.

Ms. Arnold introduced Noel Caughman, the Hospital's Legal Counsel.

**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**

- There were no Board Comments.

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

1. Minutes: Regular Session, August 29, 2019
2. Alysoun Huntley Ford Fund Draw (there were no requests)

**MOTION:**

- Lund moved
- McColley second

Ms. McColley stated that the motion that says “Director Arnold should be disqualified from holding Office of Chair on the Board”. Redding moved; McColley made the second for discussion only and she abstained because she only made the second for discussion, nothing for action. She would like that correction noted in the August 29<sup>th</sup> Minutes.

Mr. Lund amended his motion and Ms. McColley amended her second to include the above stated amendments to the minutes

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

**IX. INFORMATION: ELECTION OF NEW CHIEF OF STAFF: MS. KAREN ARNOLD, CHAIR**

- Ms. Arnold welcomed Dr. William Miller as the Hospital’s new Chief of Staff.
- Ms. Arnold and the Board thanked Dr. John Kermen for his 12 years as the Hospital’s Chief of Staff.

**X. ACTION/INFORMATION: WOMEN’S HEALTH CENTER: MS. JESSICA GRINBERG**

- Ms. Grinberg would like to bring the Women’s Health Center into the umbrella of the Health Care District.
- The Women’s Health Center would provide reproductive health and possible midwifery.
- The options would include those that are not either currently or respectively provided on the coast.
- This would not be competition for any of the clinics and it would not in any way be in competition for whatever the Board decides to do in the way of labor and delivery.

**MOTION:** The Women’s Health Center can begin to be discussed within the Planning Committee

- Arnold moved

- Motion died for lack of a second
- Ms. Grinberg would like the Board to decide if the concept of having such a place, and perhaps starting to take some shape and defining what will happen within this facility. Ms. Grinberg would like the Planning Committee can start discussing it and potentially putting this together within the Health Care District.
- To authorize the Planning Committee to work on this project to better define the concept of a Women’s Health Center; once that concept is better defined Ms. Grinberg would come back to the Board for additional guidance or approval.

**MOTION:** To support a Planning Committee project to develop a framework proposal for a Women’s Health Center as part of the Healthcare District

- Lund moved
- McColley second

Mr. Redding stated that he will be voting no, not because it’s a bad idea, but because he doesn’t like the idea of the Board’s Committees working on non-District business. Ms. Grinberg stated that it wouldn’t be a non-District issue, is would be a District initiative. This would not be in competition with the Hospital, but would be under the umbrella of the Health Care District. Mr. Redding stated that after that clarification, he will support the motion.

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

**XI. ACTION/INFORMATION: BY-LAWS REVISION, 1<sup>ST</sup> READ: MS. KAREN ARNOLD, CHAIR**

- This is a By-law on telecommunication participation.
- Ms. McColley stated the she and Ms. Grinberg are the By-law Subcommittee, and neither of them presented this. Ms. McColley asked that it be pulled from the agenda.
- Ms. Arnold stated that she brought this forward. She stated that there have been issues in the past with the person calling in that they have a hard time hearing what is being said, as well as it being hard for the Board members to hear them. She wants to ensure that the entire Board is able to participate in the meetings and be able to vote.
- Ms. McColley stated that at the Board Retreat in June a decision was made to improve audio video, and it has not been improved much since then. The IT Department will continue to improve the video/audio conferencing.
- Discussion ensued.
- There will be no second reading; this item was pulled.

**MOTION:** To refer this to the By-law Committee for further study

- Lund moved
- Redding second
- Roll call
  - Ayes: Grinberg, Lund, McColley, Redding, Arnold

- Noes: None
- Abstain: None
- Absent: None
- Motion carried

**XII. ACTION: FISCAL 2019/20 BUDGET PRESENTATION: MR. DORAN HAMMETT**

- Mr. Hammett presented the revised MCDH Budget. This is a one year Budget, and will be redone annually going forward.
- Discussion ensued.
- The Budget is attached as part of these minutes.

**MOTION:** To approve the Fiscal 2019/20 Budget as presented

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

**XIII. INFORMATION: CONFLICT OF INTEREST: MS. KAREN ARNOLD, CHAIR**

- This was pulled a couple of months ago as several managers still need to see it. This still needs to go to a Managers Meeting to ensure everyone is aware of what is coming forward. It needs to go through Human Resources as well all the vetting processes are done.

**XIV. INFORMATION: MEDITECH: MR. MICHAEL JOBIN**

- Scott Mix stated the Meditech Project has been place on hold for one (1) year.
- IT will maintain the existing system for another eighteen (18) months. In order to keep this system running, some servers will need to be replaced. Licensing will need to be an interface.
- Working on purchasing some ancillary products such as the:
  - ✓ MModel Transcription System
  - ✓ 3M Coding System
  - ✓ Single Sign On System
- IT will provide a list of needed purchases to the Finance Committee.

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

- A LAFCO Hearing will take place on October 7 in Ukiah regarding the detachment from Mendocino Coast Health Care District. Mr. Allen & Mr. Beak will both attend.

**XVI. INFORMATION: CEO REPORT: MR. WAYNE ALLEN, INTERIM CEO**

- Mr. Allen is working with Doran Hammett on a list of action items related to Option B.

**XVII. ACTION: MEDICAL STAFF REPORT: DR. WILLIAM MILLER**

- Following are changes to the Medical Executive Committee:
    - Dr. Zoe Berna has become the Vice Chief of Staff
    - Dr. Barbara Kilian and Dr. Chris Ryan will be the MEC Members at Large
  - Dr. Robin Serrahn will remain the Chair of Medicine
  - Dr. Brent Wright will remain the Chair of Surgery
  - Dr. John Kermen remains on the MEC as past Chief of Staff
  - Dr. Miller created a Vision Statement for the MEC, and has been ratified by the MEC.
- a. Appointments to Medical Staff-Provisional Status
1. Uzoma Chukwu, MD –Department of Medicine-Hospitalist Services
  2. Robert Lipscomb, MD –Department of Surgery-Orthopedics
  3. Jon McLennan, MD –Department of Surgery-Orthopedics
- b. Temporary Privileges
1. Shuang Li, MD –Department of Medicine-Hospitalist Service (Oct 7-11, 2019)

**MOTION:** To approve the appointments to Medical Staff Provisional Status and Temporary Privileges as presented

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

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

- The Planning Committee is working on:
  - community awareness for disaster preparedness
  - other initiatives within the District

**XIX. INFORMATION: CHIEF NURSING OFFICER REPORT: MS. LYNN FINLEY**

- There was no Chief Nursing Officer Report.

**XX. ACTION: FINANCE REPORT: MR. JOHN REDDING**

- Mr. Redding thanked Mr. Hammett, Mr. Allen and all the department managers who presented their budgets.
- The department managers had a lot of good ideas on how the Hospital can increase revenue and decrease costs by 10%.
- The managers came up with approximately 20 action items that the Finance Committee will begin implementing. Mr. Allen and Mr. Hammett are finalizing and prioritizing the list. They will begin assigning responsibilities the first couple weeks of October and then begin implementing it.

- The Finance Committee had five (5) goals for this year:
  - 1) Do a detailed budget
  - 2) Come up with a balanced budget
  - 3) Develop a process to eliminate a service
  - 4) Develop a Strategic Financial Plan
  - 5) Develop a Marketing Financial Plan
- The committee is on track for meeting at least four (4) of the five (5) goals.
- Mr. Hammett presented the August 2019 Financial Statements.

**MOTION:** To approve the August 2019 Financial Statements

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

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

- Mr. Allen will bring the Action Item List to the next Board Meeting.

**XXI. INFORMATION: ASSOCIATION AND COMMUNITY SERVICE REPORTS**

- There were no Association and Community Service Reports.

**XXII. PUBLIC COMMENTS:**

- Community members made comments regarding Hospital issues.

**XXIII. ADJOURN:**

Open Session adjourned at 7:35 pm

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Steve Lund, Secretary  
Board of Directors

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Gayl Moon, Secretary to the  
Board of Directors