

A meeting of the McAlester Regional Health Center Authority was held at 4:00 PM, on Wednesday March 06, 2019 at McAlester Regional Health Center in the Administration Board Room. Public notice, setting forth there on the day, time and place for this regular meeting had been delivered to the office of the City Clerk at 01:30 PM on Tuesday March 05, 2019.

**TRUSTEES PRESENT:**

Susan Kanard ~ Brent Grilloit ~ Weldon Smith, Chairman ~ Kevin Priddle (arrived 4:11PM) ~ Steven Taylor ~ Marti Fields ~ Mark Sehgal, MD (arrived at 4:03) ~ Mary Shannon ~ Evans McBride

**TRUSTEES ABSENT:**

**HOSPITAL STAFF:**

David Keith, Sonya Stone, Recording Secretary, Jim Fraser, Dee Misrasi, Tim Cathey, M.D., Darryl Linnington, Kim Stout, Michael Mann, MD, Shawn Howard, Whitney Hull, Lucy Muller, Julie Powell.

**OTHER ATTENDEES:**

Karen Rieger, Legal Counsel ~ Pete Stasiak, City Manager

**CALL TO ORDER:**

Chairman Smith called the meeting to order at 4:00 PM.

**Public Comment:** None

**Consent Agenda:**

1. MRHCA Board of Trustees minutes for February 06, 2019
2. Credentialing and privileging list as follows:

Approval of appointment for **Provisional** Credentialing and Privileges for one year per the recommendation of the Medical Executive Committee:

- a. Lawrence Page, DO ~ Provisional Active Staff ~ Orthopedic Surgery
- b. Rachelle Haning, DO ~ Provisional Active Staff ~ Emergency Medicine
- c. Tracy Loper, MD ~ Provisional Active Staff ~ Psychiatry
- d. C. Michael Ogle, MD ~ Provisional Active Staff ~ Emergency Medicine
- e. Bradley Cross, DO ~ Provisional Active Staff ~ Emergency Medicine
- f. Rabeep Grewal, MD ~ Provisional Staff ~ Physical Med & Rehab
- g. Faisal Latif, MD ~ Provisional Staff ~ Interventional Cardiology

Approval of appointments for **Reappointment (Advancement)** Credentialing and Privileges for two years per the recommendation of the Medical Executive Committee:

- a. Michael Padilla, MD ~ Active Staff ~ Orthopedic Surgery

Approval of appointments for **Reappointment** Credentialing and Privileges for two years per the recommendation of the Medical Executive Committee:

- a. Edwin Henslee, IV., MD ~ Active Staff ~ OB/GYN

Approval of Resignations of Credentialing and Privileges per the recommendation of the Medical Executive Committee:

- a. Gary Lee, MD ~ Hospitalist ~ 02/03/2019
- b. Janis Rosenfeld-Barbash, MD ~ Telemedicine ~ 11/01/2018
- c. Justin Thankachan, MD ~ TeleStroke ~ 02/19/2019
- d. Imad Uddin, MD ~ TeleStroke ~ 02/20/2019
- e. Anna Wanahita, MD ~ TeleStroke ~ 01/31/2019

### 3. MRHC Contract Log for January 2019

A Motion was made (Priddle) and seconded (Grilliot) to approve consent agenda items one (1), two (2) and three (3) as presented. The vote was taken as follows: Aye: Kevin Priddle, Brent Grilliot, Evans McBride, Susan Kanard, Marti Fields, Mary Shannon and Weldon Smith. Nay: None. Absent: Mark Sehgal, MD. Abstain: Steven Taylor. Chairperson Smith declared the motion carried.

**Consideration and approval of Resolution to sell MRHC 50% ownership in the McAlester Regional Dialysis Center, LLC. to DaVita:** Mr. Darryl Linnington reported MRHCA owns 50% interest in the McAlester Regional Dialysis Center, LLC (MRDC) which provided outpatient dialysis in McAlester and Eufaula Oklahoma. On August 27, 2018, MRDC entered into a Letter of Intent with DaVita for the sale of the operating assets. He reported DaVita has completed its due diligence agreement and the principals of DaVita and the Center have substantially completed the negotiation of a definitive Asset Purchase Agreement related to the transaction. Mr. Linnington reported the Resolution approves the transaction and authorizes David Keith, as President and CEO to execute and deliver the Asset Purchase Agreement on behalf of the Authority. The Resolution also approves leases of the existing Center locations to DaVita; and approves all actions that are required to be taken in order to implement the terms of Asset Purchase Agreement. Mr. Linnington reported the targeted closing date is April 1, 2019. A Motion was made (Priddle) and seconded (Shannon) to approve the Resolution to sell MRHC's 50% ownership in the McAlester Regional Dialysis Center, LLC to DaVita as presented. The vote was taken as follows: Aye: Kevin Priddle, Mary Shannon, Steve Taylor, Brent Grilliot, Susan Kanard, Evans McBride, Marti Fields, Mark Sehgal, MD and Weldon Smith. Nay: None. Absent: None. Abstain: None. Chairperson Smith declared the motion carried.

**Oklahoma Health Care Providers' Responsibilities and Rights Under Certain Medical Treatment Laws (OMTLA) Act Educational Requirements:** Ms. Julie Powell shared a State of Oklahoma prepared OMTLA training presentation. She reported that Section 3080.5 (B) of Title 63 of the Oklahoma Statutes require that medical treatment, care, nutrition or hydration may not be withheld or withdrawn from an incompetent patient because of the mental disability or mental status of the patient. She reported pursuant to state law, inpatient health care services entities shall ensure that all health care providers and other defined officials associated with the inpatient health care services entity are provided with a copy of the OMTLA brochure and sign a certification that they have read the brochure and are familiar with their responsibilities and rights as set forth therein at least once during each calendar year. Following the presentation, Ms. Powell delivered a copy of the OMTLA brochure to the Board members for signatures. All nine Board members signed the required brochure.

**MRHC Board of Trustees Education & Discussion - Module 2-Advocacy and Political Activity:** Ms. Lucy Muller presented "Module 2-Advocacy and Political Activity" an educational presentation for the edification of the Board. She reported the Board of Trustees should strive to be an effective health advocate and have an understanding of the political process. She reported healthcare organizations that are considered government entities have legal obligations on how state funds can or cannot be used. She added a government entity can never support one candidate over another, never use resources to support political activity such as candidates

in a bias fashion and can never allow candidate material in the hospital. Ms. Muller provided an overview of the U.S. Congress, types of legislation, how legislation is introduced and the legislative process.

**CEO Update:**

**1. CEO Report:** Mr. David Keith shared Key Take-Aways from his CEO report including legislation regarding Medicaid Expansion, a VA proposal to expand services, new proposed 'Surprise Billing' legislation and the current MRHC customer services scores. He reported Atoka County Medical Center's performance has improved tremendously since MRHC took over management; however, it is time to amend the agreement and relinquish control. His administrative team will subsequently increase the focus on the City of McAlester. Mr. Keith reported MRHC has secured a mobile MRI while the Hospital MRI unit is under repair. Plans are underway to replace and upgrade the MRI unit in the next fiscal year. Mr. McBride opened discussion regarding better pricing for employees on imaging services in the downtown imaging center and requested a follow up in a future board meeting. Mr. Keith also discussed adding additional VOCEA devices and upgrading the nurse-call systems. This will allow patients to talk to their physicians and nurses directly from their bedside. He reported the Family Residency Program anticipates four new physician residents' recruits by June and efforts are underway to upgrade the Meditech System; however the budget is being refined and a budget increase is expected.

**2. MRHC Board of Trustees Assessment Results:** Mr. Keith reported the MRHC Board of Trustees complete an assessment every couple of years. This year the Survey Monkey tool was utilized to push out the survey to Board Members. Eight out of Nine members responded to the survey with 88% of the questions answered favorably and 12% answered with disagree or strongly disagree. Mr. Keith provided a power point that focused on 12% of the questions that were answered unfavorably and stated he will continually focus on actions and follow ups to address question in the future.

**3. Atoka County Medical Center Update:** Mr. Keith reported MRHC provided good leadership at Atoka and was able to successfully reach the goals that were predetermined; however they have different plans now and MRHC will be dissolving the relationship with Atoka. He reported the MRHC regional strategy will be modified.

**Chief of Staff Report:** Dr. Michael Mann reported the transitioning of the McAlester Ambulatory Surgery Center over to MRHC was very smooth for the physicians. He reported the Bylaws Committee met to work on new Medical Staff Bylaws. He reported good progress was made. The Committee committed to having a finalized product in place and ready to present to the Medical Staff Committee on July 7, 2019. Ms. Julie Powell reported modifications were made to the current Medical Staff Bylaws to satisfy a CMS survey finding. She stated this should suffice and meet CMS requirements until the new bylaws are in place.

**Personnel Committee Report:** Ms. Mary Shannon reported the Personnel Committee met. Topics of discussion included the turnover rate for employees and nursing. Ms. Lucy Muller added a focus is being placed on "growing our own" nurses to address the nursing shortage and improving our employee interview process. She reported MRHC is currently assisting with three employees who are currently in nursing school. Ms. Shannon reported the Personnel Committee also reviewed results of the employee benefit plan which showed an improvement over the previous year. She reported the recent Department of Labor survey and action plan was also discussed.

**Audit & Corporate Compliance Committee Report:** Ms. Susan Kanard reviewed the minutes of the recent Audit and Corporate Compliance Committee that met on February 26, 2019. A topic of discussion included the

2019 OIG Work Plan Log. Ms. Julie Powell reported she continually monitors the OIG website for any developments that could directly impact the hospital. These actions are added to the OIG Work Plan Log for evaluation and possible corrective action. Ms. Kanard reported the Compliance Audit Plan and the Compliance Activity Log including corrective actions was also discussed.

**Board QI Committee Report:** Ms. Susan Kanard provided an overview of the Board Qi minutes for February 26, 2019. Ms. Whitney Hull reported there is some uncertainty in regards to ER to ICU overflow patients that will be discussed with the DNV surveyors upon their return. She also reported orders are getting lost in the system when a patient goes from an outpatient status to an inpatient status; however this issue will be resolved with the Meditech 6.1 upgrade. Ms. Kanard reported the Quality Scorecard and Infection Control Scorecard were also reviewed and discussed. Ms. Hull reported CMS granted The State Department of Health a 90 day extension to re-survey our facility on two conditional findings.

**Finance Committee Report:**

1. **Consideration and approval of January 2019 Financial Reports:** Mr. Jim Fraser provided an overview of the January 2019 Financial Reports. He reported for the month ending January 2019, MRHC reported a net operating income of \$49K, as compared to a budgeted net operating income of \$351K and the prior year net operating loss of \$125K. From an EBIDA (earnings before interest, depreciation and amortization) standpoint, MRHC reported a positive \$464K, compared with a budgeted EBIDA of \$784K and a prior year income EBIDA of \$355K. Volumes were mixed, with inpatient discharges down 382 from 398 in the prior year, outpatient registrations are up 7,066 from 6,519 in the prior year. Emergency Department visits are up 2,579 from 2,543 in the prior year. Total Surgeries are up 282 from 231 in the prior year. Unrestricted cash balances decreased to 119 days from 140.4 days from the prior year. Labor management resulted in paid FTEs running 674; this is up 19 FTEs from the prior year. Mr. Fraser reported the hospital is performing well. A **Motion** was made (Priddle) and seconded (Sehgal) to approve the January 2019 Financial report as presented. The vote was taken as follows: Aye: Kevin Priddle, Mark Sehgal, MD, Mary Shannon, Marti Fields, Evans McBride, Susan Kanard, Brent Grilliot, Steven Taylor and Weldon Smith. Nay: None. Absent: None. Abstain: None. Chairperson Smith declared the **motion** carried.
2. **Consideration and approval to accept bid proposals from Benefit Consultant Firms to review the MRHC Retirement Plan:** Mr. Fraser reported this proposal was tabled at the last meeting pending a change in the verbiage of the proposal. He stated this proposal will allow the hospital to bid out the MRHC Retirement Plan to Benefit Consultant firms. A **Motion** was made (McBride) and seconded (Shannon) to approve the request to accept bid proposals from Benefit Consultant Firms to review the MRHC Retirement Plan as recommended. The vote was taken as follows: Aye: Evans McBride, Mary Shannon, Susan Kanard, Brent Grilliot, Steven Taylor, Mark Sehgal, MD, Kevin Priddle, Marti Fields and Weldon Smith. Nay: None. Absent: None. Abstain: None. Chairperson Smith declared the **motion** carried.
3. **Consideration and approval of CER for Cooling Tower #3 replacement:** Mr. Jim Fraser reported this proposal is for the installation of the third new cooling tower; modifications to the existing piping and an upgrade for controls and valves. This includes stainless steel containment. The life expectancy is 15 years or more. He reported a substantial energy savings should be realized promptly. Mr. Fraser stated this is the third of three Cooling Towers that were targeted by the Board for replacement in the past few years. A **Motion** was made (McBride) and seconded (Priddle) to approve the CER for Cooling Tower #3 replacement as presented. The vote was taken as follows: Aye: Evans McBride, Kevin Priddle, Mark Sehgal, MD, Susan Kanard, Steve Taylor, Marti

Fields, Mary Shannon, Brent Grilliot, and Weldon Smith. Nay: None. Absent: None. Abstain: None. Chairperson Smith declared the motion carried.

4. **Consideration and approval of CER for 3 North Critical Alert and Vocera purchase of licenses, badges and batteries:** Mr. Fraser reported the proposal is to replace the aging nurse call system that is currently in place on 3 North Unit. The Critical Alert can integrate with Vocera allowing nursing staff to quickly respond to call light and talk to patient. In addition, 25 licenses to Vocera, 17 badges and 34 batteries are requested to finish up nursing floors: 6 badges for Geri Psych, 2 for Rehab, 3 for ICU, 3 for 3 North and 3 for ER. He reported \$140K is the budgeted expenditure; the requested amount for this proposal is \$98,114.67. A Motion was made (Priddle) and seconded (Taylor) to approve the CER for 3 North Critical Alert and Vocera purchase of licenses, badges and batteries as presented. The vote was taken as follows: Aye: Kevin Priddle, Steve Taylor, Brent Grilliot, Susan Kanard, Evans McBride, Marti Fields, Mark Sehgal, MD, Mary and Weldon Smith. Nay: None. Absent: None. Abstain: None. Chairperson Smith declared the motion carried.

5. **Consideration and approval of CER for Uninterruptible Power Supply (UPS) for Laboratory:** Mr. Fraser reported the current Laboratory UPS system is not working and is on bypass directly to the generator for an unknown amount of time. Every power fluctuation could potentially damage vital and expensive lab equipment. Life expectancy is 5-7 years. The project is not budgeted and the total cost of this proposal is \$61,707. A Motion was made (Taylor) and seconded (Shannon) to approve the CER for Uninterruptible Power Supply (UPS) for Laboratory as presented. The vote was taken as follows: Aye: Steven Taylor, Mary Shannon, Mark Sehgal, MD, Marti Fields, Evans McBride, Kevin Priddle, Susan Kanard, Brent Grilliot and Weldon Smith. Nay: None. Absent: None. Abstain: None. Chairperson Smith declared the motion carried.

**New Business:** None

Motion was made (Sehgal) and seconded (Kanard) to go into executive session at 6:10 PM. The vote was taken as follows: Aye: Mark Sehgal, MD, Susan Kanard, Brent Grilliot, Steve Taylor, Kevin Priddle, Marti Fields, Mary Shannon, Evans McBride and Weldon Smith. Nay: None. Absent: None. Abstain: None. Chairperson Smith declared the motion carried.

**Executive Session (25 O.S. § 307(B))** – Discussion and Action – Weldon Smith, Chairman

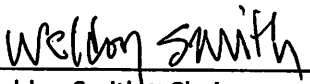
**25 O.S. § 307 (B) (1):** “Discussing the employment, hiring, appointment, promotion, demotion, disciplining, or resignation of any individual salaried public officer or employee.”

1. Discuss disciplinary action for salaried employee

A Motion was made (Priddle) and seconded (Grilliot) to come out of executive session at 7:13PM. The vote was taken as follows: Aye: Kevin Priddle, Brent Grilliot, Mark Sehgal, MD, Susan Kanard, Steve Taylor, Marti Fields, Mary Shannon, Kevin Priddle and Weldon Smith. Nay: None. Absent: None. Abstain: None. Chairperson Smith declared the motion carried.

No action was taken in executive session.

**Adjournment:** With no further questions or business to come before the Board the meeting was adjourned at 7:15PM.

  
Weldon Smith ~ Chairperson  
/sds

  
Mary Shannon ~ Secretary

Initials \_\_\_\_\_