

A meeting of the McAlester Regional Health Center Authority was held at 4:00 PM, on Wednesday September 02, 2020 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 09:37 AM on Tuesday September 01, 2020.

TRUSTEES PRESENT:

Mary Shannon, Chairwoman ~ Weldon Smith ~ Marti Fields ~ Kevin Priddle ~ Susan Kanard ~ Brent Grilliot ~ Johnny Zellmer, MD ~ Evans McBride ~ James Bland

TRUSTEES ABSENT: None

HOSPITAL STAFF:

David Keith, Sonya Stone, Recording Secretary, Darryl Linnington, Sherry Winczewski, Dr. John Tedesco (via teleconference), Shawn Howard, Lucy Muller, Whitney Hull, Kim Stout, Ken Klemme

OTHER ATTENDEES:

Karen Rieger, Legal Counsel, Russell Ramzel, Legal Counsel, Timila Rother, Legal Counsel

CALL TO ORDER & ROLL CALL:

Chairwoman Shannon called the meeting to order at 4:02 PM.

Public Comment: None

Consent Agenda:

1. MRHCA Board of Trustees minutes for August 05, 2020.
2. MRHC Contract Log for August 2020
3. Credentialing & Privileging Appointment List as follows:

Appointment for Credentialing & Privileging for Provisional as follows:

- Sarah Oberste, DO ~ Provisional ~ Gastroenterology ~ One Year
- Matthew Graves, MD ~ Provisional ~ Obstetrics & Gynecology ~ One Year.
- Kelsey Flynn, DO ~ Provisional ~ Family Medicine/Emergency Medicine ~ One Year
- Kristen Stehling, DO ~ Provisional ~ Family Medicine ~ One Year
- Tandaleo Gamble, APRN ~ Provisional ~ APRN-Family Emergency Medicine
- Erik Martin, DO ~ Provisional ~ Emergency Medicine ~ One Year
- Yidong Chen, MD ~ Provisional ~ Emergency Medicine ~ One Year
- Dominick Palmaisano, CRNA ~ Provisional ~ Nurse Anesthesia ~ One Year.
- Garry Chapman, CRNA ~ Provisional ~ Nurse Anesthesia ~ One Year

Appointment for Credentialing & Privileging for Advancement from Provisional as follows:

- Jonathan Rohloff, DO ~ Active ~ Family Medicine ~ One Year
- Christine Tavakoli, DO ~ Family Medicine ~ One Year
- Michael Gebetsberger, MD ~ Active ~ Internal Medicine ~ One Year
- Charles Moore, MD ~ Active ~ Interventional Cardiology ~ One Year
- Walter Lajara, MD ~ Active ~ Neurology/Telemedicine ~ One Year
- David McCoy, MD ~ Active ~ Neurology/Telemedicine ~ One Year
- James Rooks, MD ~ Active ~ Internal Medicine/Telemedicine ~ One Year
- Saraj Suku, MD ~ Active ~ Internal Medicine/Telemedicine ~ One Year
- Justin Thankachan, MD ~ Active ~ Internal Medicine/ Telemedicine ~ One Year
- Imad Uddin, MD ~ Active ~ Internal Medicine/Telemedicine ~ One Year

Appointment for Credentialing & Privileging for Advancement from Provisional to Affiliate for as follows:

- Emily Ogden, APRN ~ Affiliate ~ Nurse Practitioner ~ One Year
- Omar Samarah, MD ~ Affiliate ~ Diagnostic Radiology ~ One Year
- Jacob Azurdia, MD ~ Affiliate ~ Diagnostic Radiology ~ One Year

Appointment for Credentialing & Privileging for Reappointment (Active) as follows:

- Kameron Torbati, MD ~ Active ~ OB/GYN ~ Two Years
- David Auld, MD ~ Active ~ Internal Medicine & Pediatrics ~ Two Years
- Justin McCoy, MD ~ Active ~ Radiology ~ Two Years
- Lynn Preston, DO ~ Active ~ Cardiology ~ Two Years

Appointment for Credentialing & Privileging for Reappointment (Affiliate) as follows:

- Kent Schmidt, CRNA ~ Active ~ Nurse Anesthesia ~ Two Years
- Phil Vilar, CRNA ~ Active ~ Nurse Anesthesia ~ Two Years

Voluntary Resignations shared with the Medical Executive Committee were as follows:

- Jody Wilson, MD ~ Pediatrics ~ 07/05/2020 ~ Warren Clinic
- Rebecca Auld, PA ~ Pediatrics ~ 07/05/2020 ~ Warren Clinic
- Paul Thomas, MD ~ Pediatrics ~ 08/04/2020 ~ Warren Clinic
- Christopher Beene, MD ~ Family Medicine ~ 08/05/2020 ~ Warren Clinic
- Stacy Hardy, MD ~ Internal Medicine ~ 10/02/2020 ~ Warren Clinic

Leave of Absence and Voluntary Suspension of Privileges:

- Karen Siren, MD ~ Emergency Medicine ~ 07/09/2020 ~ Premier Staffing

Terminations, Services no longer needed:

- Sarah Coates, APRN ~ APRN ~ 06/24/2020 ~ Prime Staffing
- David Darrigan, DO ~ Emergency Medicine ~ 07/09/2020 ~ Prime Staffing
- Muhammad Panezai, MD ~ IM/Hospitalist ~ 07/16/2020 ~ Prime Staffing
- Joseph Bergerson, MD ~ IM/Hospitalist ~ 08/03/2020 ~ Prime Staffing

4. Addendum to Credentialing Services Agreement
5. Pinnacle Business Systems Back up Service Agreement
6. Sales Order added to the existing Merge PACS to engage professional services to activate IConnect, an image viewer, between the HER and the PACS.
7. Emergency ASD Healthcare Pharmaceutical Invoice for Covid 19 patients.

A Motion was made (Priddle) and seconded (Smith) to approve the consent agenda items 1,2,3,4,5,6 and 7 of the consent agenda as presented. The vote was taken as follows: Aye: Kevin Priddle, Weldon Smith, Johnny Zellmer, MD, Evans McBride, Susan Kanard, James Bland, Marti Fields, Brent Grilliot and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the motion carried.

Consideration and approval of Blue-Sky Anesthesia Professional Services Agreement and authorize CEO to sign on behalf of the Board of Trustees: Ms. Kim Stout reported MRHC submitted a written 120-day notice of termination to Blue Sky Anesthesia's Professional Services Agreement with MRHC. The current agreement no longer meets the growing needs of the facility. A public notice for bids that included criteria that better meets the need of the facility was published on June 3, 2020 and again on June 10, 2020. The Bids were opened on July 7, 2020. Two bids were received from Blue Sky Anesthesia and Envision Physician Services. After review by a Multi-Discipline Committee of five, Blue Sky Anesthesia was identified as having the best value. Ms. Stout reported the current agreement was updated under the guidance of legal counsel. She provided an overview of proposed changes to the current agreement that expires on September 6, 2020. Ms. Stout reported she received additional revision requests from Blue Sky Anesthesia just prior to the start of the Board meeting.

Initials _____

The additional revisions included the following: (1): Section 6.1 (a): Regarding OBDNN Coverage, Blue Sky Anesthesia is asking that MRHC allow one year for locum coverage coming from a different State to obtain their Oklahoma DEA certification due to difficulty in obtaining locum coverage. Surgeons will be responsible for the oversight until Oklahoma DEA Certification is obtained. Ms. Stout stated the hospital is in support of this request. (2): Section 7.2 regarding Performance Target Reduction: the current agreement gives Blue Sky the opportunity to earn a 1% Bonus or a 1% reduction based on quality outcomes. Due to financial revisions the new agreement does not offer this opportunity. Blue Sky is requesting the bonus opportunity be added back in or the entire paragraph removed. Ms. Stout added the bonus opportunity can be revisited after a year and a possible addendum can be added to the agreement. She recommended Section 7.2 be removed. (3): Blue Sky is recommending minor changes to a financial form in Section 7.8 that will be modified by Mr. Darryl Linnington. (4): Blue Sky is requesting the duplicate statement that reads "When deemed necessary by the party's contractor shall provide specialist for additional rooms" be remove from Exhibit A of the agreement. Discussion occurred regarding the cost savings of the new agreement and CRNA recruitment. Ms. Stout reported the additional changes do not affect the financial impact of the agreement. A **Motion** was made (Fields) and seconded (Grilliot) to approve the Blue-Sky Anesthesia Professional Services Agreement with additional changes discussed and authorize the CEO to sign on behalf of the Board as presented. The vote was taken as follows: Aye: Marti Fields, Brent Grilliot, James Bland, Susan Kanard, Kevin Priddle, Evans McBride, Johnny Zellmer, MD, Weldon Smith and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the **motion** carried.

Consideration and approval of Resolution approving the purchase of substantially all assets of Southeast Imaging, LLC and related transactions: Mr. Linnington reported on May 6, 2020 the Board approved a similar Southeast Imaging, LLC (SEI) Resolution for a shared purchase. The proposed Southeast Imaging Resolution presented at this meeting is for an asset purchase and loan assumption. He reported SEI is insolvent. MRHC has immediate need for the equipment, property and other assets and will be assuming the equipment note. A **Motion** was made (Priddle) and seconded (Zellmer) to approve the Resolution approving the purchase of substantially all assets of Southeast Imaging, LLC and related transactions as presented. The vote was taken as follows: Aye: Kevin Priddle, Johnny Zellmer, MD, Weldon Smith, Marti Fields, Susan Kanard, Brent Grilliot, James Bland and Mary Shannon. Nay: None. Absent: None. Abstain: Evans McBride. Chairwoman Shannon declared the **motion** carried.

Chief of Staff Report: No Report provided.

CEO Report:

- 1. Oklahoma Legislation Report:** Mr. David Keith shared the Oklahoma Legislative Report with the Board and explained how the new legislations could impact the hospital. He also shared what the Hospital is doing to incorporate the new legislation into the facility processes. The new House and Senate Bills were categorized as follows: Clinical, Hospital as employers, Public Trust Hospitals or State, Financial/Insurance, Legal Liability, Telemedicine and Executive Order Authority & COVID-19.
- 2. CEO Report-Key Take Aways:** Mr. David Keith provided an overview of the September CEO Report. He stated the Governor has put out an RFI and RFP to outsourcing Medicaid. The commitment by hospitals to expand Medicaid is on hold and SHOPP money is at risk; It is predicted that Forty two percent (42%) of Oklahomans will delay their healthcare due to the COVID-19 Pandemic; MRHC recently received two surveys from the Oklahoma State Department of Health (OSDH) and DNV. DNV conducted a Primary Stroke Center survey and formal results are pending. The OSDH investigated two federal complaints, both complaints were unfounded with no

deficiencies: Lucy Muller was selected as the new Human Resources (HR) Manager and Rebecca Lanham was promoted to Senior HR Generalist. HR is being studied for restructuring. The Human Resources Information System Paycom is being replaced with ADP in the next few months. The new system provides more value for HR and Finance Departments; MRHC is removing furlough days and some employees will be back to work full time; Family Medicine, Mercy Clinic and Women's Imaging have moved to the Southeast Healthplex downtown. A soft opening and ceremony is planned; Pediatric Therapy is moving to KidzChoice at the end of August or early September; Southeast Surgical Arts will be moving to the former Women's Imaging Center in October and a Dermatology Physician Assistant will be joining Dr. Tedesco at that location; Ms. Lori Few will take over the role of Foundation Chairwoman. New strategies are rolling out and philanthropic plans for the Tower and Cancer Center are in development.

Personnel Committee report:

1. **Consideration and approval of FY2021 Leadership Incentive Bonus Plan:** Ms. Kim Stout shared the FY2021 Leadership Incentive Bonus Plan approved to move forward to the Board by the Personnel Committee. She reported the plan is for middle management and executives. The four areas of focus include Customer Service, Quality, Financial Sustainability and Strategy. She described the Trigger Targets and Trigger Target Plus percentages and payout opportunities. Mr. Evans McBride requested the Personnel Committee consider next year providing a nominal bonus for the employees that are not in a Leadership position. A **Motion** was made (Smith) and seconded (Priddle) to approve the recommendation by the Personnel Committee to approve the FY2021 Leadership Incentive Bonus Plan as presented. The vote was taken as follows: Aye: Weldon Smith, Kevin Priddle, Susan Kanard, Brent Grilliot, James Bland, Johnny Zellmer, MD, Marti Fields, Evans McBride and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the **motion** carried.

Finance Committee Report:

1. **Consideration and approval of July 2020 Financial Reports:** Mr. Linnington presented the July 2020 Financial report for consideration and approval. He stated the Authority posted a loss \$259k for the month of July. This compares favorably to an anticipated budgeted loss of \$925k and a prior year income of \$470k. The hospital itself booked a \$35k profit while MMS booked a loss of \$507k, the ASC booked a loss of \$58k, MBC a loss of \$10k, Home Health had a loss of \$29k, Hospice showed a profit of \$67k, Van Buren posted a profit of \$18k and the Wellness Center had a slight increase of \$5k. System-wide net operating revenues increased \$2m from \$5m in June to \$7m in July. This increase was largely attributable to higher outpatient volumes at the hospital. Meanwhile operating expenses were little changed from \$7.37m in June to \$7.47m in July, resulting in an improvement in earnings. A **motion** was made (Bland) and seconded (Grilliot) to approve the Financial Reports for July 2020 as presented. The vote was taken as follows: Aye: James Bland, Brent Grilliot, Johnny Zellmer, MD, Evans McBride, Susan Kanard, Marti Fields, Weldon Smith, Kevin Priddle and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the **motion** carried.
2. **Consideration and approval of Copper Top Lease, Suite #206:** Mr. Linnington presented a First National Development Corporation renewal lease agreement for Suite #206 of the Coppertop Building. The renewal lease covering 2,222 square feet in the amount of \$3,704 a month will mature July 31, 2025. A **motion** was made (Kanard) and seconded (Bland) to approve the Copper Top Lease Suite #206 covering 2,222 square feet in the amount of \$3,704 a month maturing on July 31, 2025 as presented. Aye: Susan Kanard, James Bland, Brent Grilliot,

Initials _____

Kevin Priddle, Marti Fields, Johnny Zellmer, MD, Weldon Smith and Mary Shannon. Nay: None. Absent: None. Abstain: Evans McBride. Chairwoman Shannon declared the **motion** carried.

- 3. Consideration and approval of Copper Top Lease, Suite #101:** Mr. Linnington presented a First National Development Corporation renewal lease agreement for Suite #101 of the Coppertop Building. The renewal lease covering 2,293 square feet in the amount of \$3,822 a month will mature July 31, 2025. A **motion** was made (Priddle) and seconded (Zellmer) to approve the Copper Top Lease Suite #101 of the Coppertop Building covering 2,293 square feet in the amount of \$3,822 a month maturing on July 31, 2025 as presented. Aye Kevin Priddle, Johnny Zellmer, MD, Weldon Smith, Marti Fields, Susan Kanard, Brent Grilliot, James Bland and Mary Shannon. Nay: None. Absent: None. Abstain: Evans McBride. Chairwoman Shannon declared the **motion** carried.
- 4. Consideration and approval of Contract Coding Assistance:** Mr. Darryl Linnington reported in response to a published bid on June 26, 2020 and July 6, 2020, MRHC received nineteen (19) bids for contract coding services. The bids were narrowed down to four (4) based on pricing and key operational factors. The bids were reviewed by a cross functional group. The group unanimously chose to utilize Xtend as the low-cost bidder for contract coding services. Mr. Linnington reported the pricing for Xtend is lower than the current arrangement. He added there were lower cost options however, those vendors were all over seas and there were concerns with regulatory obligations. A **motion** was made (Bland) and seconded (Priddle) to approve the vendor Xtend to provide contract coding services as presented. Aye: James Bland, Kevin Priddle, Susan Kanard, Brent Grilliot, Johnny Zellmer, MD, Marti Fields, Weldon Smith, Evans McBride and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the **motion** carried.
- 5. Consideration and approval of CER for 3W Med/ Surgery unit patient beds:** Mr. Darryl Linnington reported the 3W Medical/Surgical Unit needed 19 patient beds. In response to published bids on June 30, 2020 and July 7, 2020, MRHC received responses from Arctic Luggage, Umano, Stryker and Hill Rom. After a review of the bids by a multi discipline team and based on the history of the Umano bed, proven durability, ease of operation and ability to fully integrate with the nurse call system, the reviewers unanimously recommended the Umano beds at a cost of \$105,654.82. A **Motion** was made (Fields) and seconded (Bland) to approve the CER for nineteen (19) 3W Med/Surgery Unit patient beds at a cost of \$105,654.82 as presented. The vote was taken as follows: Aye: Marti Fields, James Bland, Johnny Zellmer, MD, Evans McBride, Susan Kanard, Weldon Smith, Kevin Priddle, Brent Grilliot and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the **motion** carried.
- 6. Consideration and approval of CER for Rehab patient beds:** Mr. Darryl Linnington reported the Rehab Unit needed 2 patient beds. In response to published bids on June 30, 2020 and July 7, 2020, MRHC received responses from Arctic Luggage, Umano, Stryker and Hill Rom. After a review of the bids by a multi discipline team and based on the history of the Umano bed, proven durability, ease of operation and ability to fully integrate with the nurse call system, the reviewers unanimously recommended the Umano beds at a cost of \$11,121.56. A **Motion** was made (Bland) and seconded (Priddle) to approve the CER for two (2) Rehab Unit patient beds at a cost of \$11,121.56 as presented. The vote was taken as follows: Aye: James Bland, Kevin Priddle, Brent Grilliot, Susan Kanard, Evans McBride, Marti Fields, Johnny Zellmer, MD, Weldon Smith and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the **motion** carried.

- 7. Consideration and approval of recommendation to reject bids for Urinalysis Analyzer:** Mr. Darryl Linnington reported On July 9, 2020 and July 16, 2020 a request for sealed bids for a Urinalysis Analyzer was published. Only one bid was received. A recommendation was made to the Finance Committee that the sole bid received in response to the published bid be rejected. The bid as received and written, required as part of the pricing, a purchase commitment for consumable supplies. We sought only equipment in requesting bids and was not prepared to agree to a minimum annual consumable supply purchase commitment. MRHC will re-publish the bid and stipulate the bid is for equipment only and that any quote or proposed contract should not discuss nor include consumable supplies and should not contain a minimum annual consumable supply purchase commitment. A **Motion** was made (Priddle) and seconded (Bland) to approve the recommendation to reject the bid from Beckman Coulter for Urinalysis Analyzer as presented. The vote was taken as follows: Aye: Kevin Priddle, James Bland, Weldon Smith, Johnny Zellmer, MD, Marti Fields, Evans McBride, Susan Kanard, Brent Grilliot and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the **motion** carried.
- 8. Consideration and approval of recommendation to reject bids for Ventilator:** Mr. Darryl Linnington reported bids were published for Ventilators and only one bid was received meeting the hospital's requirements. MRHC is recommending rejection of the bid with the intent to re-bid for greater participation and better price comparison. A **Motion** was made (Priddle) and seconded (Fields) to approve the recommendation to reject the bid for Ventilator as presented. The vote was taken as follows: Aye: Kevin Priddle, Marti Fields, Susan Kanard, Brent Grilliot, James Bland, Johnny Zellmer, MD, Weldon Smith, Evans and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the **motion** carried.
- 9. Consideration and approval of recommendation to reject bids for ICU Patient Beds:** Mr. Darryl Linnington reported bids were published for ICU Patient Beds and only one bid was received meeting the hospital's requirements. MRHC is recommending rejection of the bid with the intent to re-bid for greater participation and better price comparison. A **Motion** was made (Grilliot) and seconded (Kanard) to approve the recommendation to reject the bid for ICU Patient beds as presented. The vote was taken as follows: Aye: Brent Grilliot, Susan Kanard, Johnny Zellmer, MD, Evans McBride, James Bland, Marti Fields, Weldon Smith, Kevin Priddle and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the **motion** carried.

New Business: None.

Executive Session (25 O.S. § 307(B)) – Discussion and Action – Mary Shannon., Chairwoman

25 O.S. § 307(B)(4): "Confidential communications between a public body and its attorney concerning a pending investigation, claim, or action if the public body, with the advice of its attorney, determines that disclosure will seriously impair the ability of the public body to process the claim or conduct a pending investigation, litigation, or proceeding in the public interest."

1. Follow-up discussion regarding the independent investigation of allegations made by Klean R Us and Mr. Randy Green, investigation, and threatened claims related to Oklahoma Open Records Act, Oklahoma Open Meetings Act, and Oklahoma Competitive Bidding Laws, any new complaints received from Klean R Us, Monica Ford or Randy Green, and potential actions in response to matters discussed.

Initials _____

A motion was made at 5:30 PM by (Smith) and seconded by (Priddle) to enter into Executive Session. The vote was taken as follows: Aye: Weldon Smith, Kevin Priddle, James Bland, Brent Grilliot, Susan Kanard, Evans Mc Bride, Marti Fields, Johnny Zellmer, MD and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the motion carried unanimously.

A motion was made at 7:29 PM by (Bland) and seconded by (Zellmer) to come out of Executive Session. The vote was taken as follows: Aye: James Bland, Johnny Zellmer, MD, Weldon Smith, Marti Fields, Evans McBride, Kevin Priddle, Susan Kanard, Brent Grilliot and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the motion carried.

No action was taken during Executive Session.

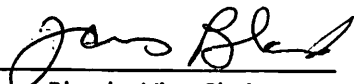
Action taken following the Executive Session includes the following:

Consideration and approval of recommendation to prepare a letter of response to Klean R Us addressing the investigation by Legal Counsel of Crowe & Dunlevy that was engaged at the August 2020 Board meeting.

A motion was made by (McBride) and seconded by (Priddle) to approve a letter of response to Klean R Us addressing the investigation by Legal Counsel of Crowe & Dunlevy that was engaged at the August 5, 2020 Board meeting. The vote was taken as follows: Aye: Evans McBride, Kevin Priddle, Susan Kanard, Brent Grilliot, James Bland, Johnny Zellmer, MD, Marti Fields, Weldon Smith and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the motion carried.

Adjournment: A Motion was made (Kanard) and seconded (Fields) to adjourn at 07:36 PM. The vote was taken as follows: Aye: Susan Kanard, Marti Fields, Brent Grilliot, James Bland, Johnny Zellmer, MD, Kevin Priddle, Weldon Smith, Evans McBride and Mary Shannon. Nay: None. Absent: None. Abstain: None. Chairwoman Shannon declared the motion carried.


Mary Shannon ~ Chairwoman


James Bland ~ Vice-Chairwoman

/sds