

A meeting of the McAlester Regional Health Center Authority was held at 04:00 PM, on Wednesday December 06, 2023, 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 09:15 AM on December 04, 2023.

TRUSTEES PRESENT: Christopher Beene, MD, Chairman ~ Marti Fields ~ Johnny Zellmer, MD ~ Mary Shannon ~ Brent Grilliot ~ Damon Mascoto ~ Susan Kanard ~ James Bland ~ Sayer Brenner (left meeting at 6:05)

TRUSTEES ABSENT:

HOSPITAL STAFF: Cheryl Perry ~ Shawn Howard ~ Sonya Stone ~ Lucy Muller ~ Ken Matthews ~ Julie Powell ~ Whitney Hull ~ Dr. Jonathan Rohloff

OTHER ATTENDEES: Karen Rieger, Legal Counsel ~ Libby Scott, Legal Counsel ~ Andrew Hejtmanek, Forvis ~ Evans McBride, FNB

CALL TO ORDER: Chairman Beene called the meeting to order at 04:00 PM.

Public Comment: None

Consent Agenda:

1. MRHCA Board of Trustees Minutes for November 01, 2023
2. November 2023 Agreement Log
3. High-sensitive troponin algorithm protocol
4. Ed Sepsis Order protocol
5. Standing order for Ultrasound Enhancing Agent Administration
6. Credentialing & Privileging List as follows:

Consideration & Approval of Appointment: (Provisional)

1. Francisco Bravo, MD ~ Provisional ~ General Surgery ~ One year
2. Raha Nael, MD ~ Provisional ~ Telemedicine/Vascular Surgery/OHH ~ One year
3. Brandon Postoak, DO ~ Provisional ~ Emergency Medicine ~ One year
4. Elisa Jones-Hollon, CRNA ~ Provisional ~ Anesthesia/CRNA ~ One year.

Consideration & Approval of Reappointment: (Active Staff):

1. James Luth, DO ~ Active ~ Emergency Medicine ~ Two years
2. Shujahat Shah, MD ~ Active ~ Cardiovascular/OHH ~ Two years
3. Derek Norman, MD ~ Active ~ Cardiovascular/OHH ~ Two years

Consideration & Approval of Advancement Proxy Credentialing: (Telemedicine):

1. David Cohen, MD ~ Telemedicine ~ Radiology/Telemedicine/StatRad ~ One Year
2. Evelyn Lorent, MD ~ Telemedicine ~ Radiology/Telemedicine/StatRad ~ One Year

Consideration & Approval of Appointment : (Distant Site: Credentialing by Proxy):

1. Marcin (Martin) Kopec, MD ~ Provisional ~ Telemedicine/StatRad ~ One year
2. Sanjay Narotam, MD ~ Provisional ~ Telemedicine Radiology/StatRad ~ One year
3. Philip Eisinger, DO ~ Provisional ~ Telemedicine Radiology/StatRad ~ One Year
4. Sunil Gujrathi, MD ~ Provisional ~ Telemedicine Radiology/StatRad ~ One Year
5. Andrey Yusupov, MD ~ Provisional ~ Telemedicine Radiology/StatRad ~ One Year
6. Nalini Dasari, MD ~ Provisional ~ Pediatrics/TeleNICU/OU Health ~ One Year
7. Shyian Jen, MD ~ Provisional ~ Neurology/TeleStroke/OU Health ~ One Year
8. Ron Dyer-Alvarado, MD ~ Provisional ~ Neurology/TeleStroke/OU Health ~ One Year

Initials _____

Consideration & Approval of Temporary Privileges

1. Elisa Jones-Hollon, CRNA ~ 10/16/23 – 01/16/24

Resignations (Acknowledge & Accept)

1. Mai Murphy, DO ~ Family Med/Hospitalist/PriMe ~ 10/01/23
2. Jill Furubayashi, MD ~ Telemedicine/Radiology/StatRad ~ 10/08/23
3. Abhishek Makkar, MD ~ Telemedicine/TeleNICU/OU ~ 10/31/23

Ms. Marti Field made a recommendation to remove item number five (5) from the consent agenda for discussion.

A motion was made (Fields) and seconded (Grilliot) to approve items 1, 2,3,4, and 6 of the Consent Agenda as presented. The vote was taken as follows: Aye: Marti Fields, Brent Grilliot, Johnny Zellmer, M.D., Sayer Brenner, Susan Kanard, James Bland, Mary Shannon, Damon Mascoto, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: None. Chairman Beene declared the motion carried.

Discussion occurred regarding item number 5 that was removed from the consent agenda. Ms. Marti Fields recommended the "Standing order for Ultrasound Enhancing Agent Administration" be returned to the Medical Executive Committee for further review and revisions. A motion was made (Fields) and seconded (Zellmer) to table item five (5) of the consent agenda pending further review and revisions by the Medical Executive Committee, Motion carried.

Finance Committee Reports:

1. **First National Bank Presentation:** Mr. Evans McBride the President/CEO of First National Bank (FNB) reminded the Board of the relationship between MRHC, FNB and the Bass Family that has spanned over 50 years and remains intact today. He shared that there were several MRHC projects the Bank and Foundation helped support over the years. He pointed out that local banks are more supportive than the larger chain banks. He vowed to continue with the same kind of support that FNB has always provided in the future. Additional discussion occurred regarding MRHC's depository obligations, Cash on hand, and interest rates. Mr. Shawn Howard stated the supporting efforts of the FNB do not go unnoticed and MRHC is very appreciative of their services throughout the years.
2. **Discussion and consideration of MRHC Audited Financial Report for FY ending June 30, 2023:** Mr. Andrew Hejtmanek with Forvis, presented the MRHC Audited Financial Report for FY ending June 30, 2023. Mr. Hejtmanek reported the Independent Auditors Report, and the draft Audited Financial Report was included in the meeting packet for the Board's review. Following approval, the final audit report will be released in the next few weeks. The audit was completed between June and November 2023 with the anticipation of issuing a modified audit. The audit was conducted in accordance with auditing standards generally accepted auditing standards (GAAS). A motion was made (Brenner) and seconded (Bland) to approve the MRHC Audited Financial Report for FY ending June 30, 2023 as presented. The vote was taken as follows: Aye: Sayer Brenner, James Bland, Brent Grilliot, Susan Kanard, Damon Mascoto, Marti Fields, Mary Shannon, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: None. Chairman Beene declared the motion carried.
3. **Discussion and consideration of October 2023 Financial Reports:** Ms. Cheryl Perry provided an overview of the October 2023 Financial Reports. She reviewed the Income Statement, Month and Year to Date Actuals, Statement of Financial Position, Days Cash on Hand, MRHCA Loan Covenants, and Investments/Board Designated Capital/General Use Funds Roll Forward. Discussion occurred regarding the Finance reports. A motion was made (Bland) and seconded (Zellmer) to approve the October 2023 Finance Reports as presented. The vote was taken as follows: Aye: James Bland, Johnny Zellmer, M.D. Mary Shannon, Marti Fields, Sayer Brenner, Damon Mascoto, Susan Kanard, Brent Grilliot, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: None. Chairman Beene declared the motion carried.

4. **Discussion and consideration of Cath Lab Upgrade Financing and Authorize CEO to sign on behalf of the Board:**

Ms. Perry reported the Cath Lab upgrade purchase was previously presented for approval in September 2023 allowing Ms. Perry to seek appropriate financing. She stated requests for proposals were sent to three local banks: First National Bank, The Bank N.A., and BancFirst. Only two banks submitted proposals to the Finance Committee. The Bank N.A. presented a proposal for \$635,000 with an 8.00% interest rate for 5 years, and First National Bank presented the lowest amount to be financed of \$535,000 with a 5.61% interest rate for 5 years. In addition, the Wanda Bass Family will donate \$100,000 to the MRHC Foundation designated toward the Cath Lab upgrade project regardless of the results of the financing decision. BancFirst did not respond to the request. Ms. Perry stated there is a desire to have a relationship with The Bank N.A., it is not the time to forgo the lower and better interest rate of 5.61%. She made a recommendation to approve First National Bank's proposal of \$535,000 with a 5.61% interest rate for 5 years and authorize the CEO to sign on behalf of the Board. A motion was made (Shannon) and seconded (Zellmer) to approve First National Bank's proposal of \$535,000 with a 5.61% interest rate for 5 years and authorize Mr. T. Shawn Howard, CEO to sign on behalf of the Board as presented. The vote was taken as follows: Aye: Mary Shannon, Johnny Zellmer, MD, Susan Kanard, Brent Grilliot, James Bland, Damon Mascoto, Marti Fields, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: Sayer Brenner. Chairman Beene declared the motion carried.

5. **Discussion and consideration regarding Arvest Debt Covenant:** Ms. Cheryl Perry provided an update regarding the previously discussed Arvest Bank Debt Covenant. Discussion was held concerning ongoing negotiations with Arvest Bank. **No Action taken.**

Consideration and discussion of Donation Agreement Quit Claim Deed for the Pittsburg County Youth Shelter and authorize CEO to execute on behalf of the Board: Mr. Shawn Howard reported In 1996, the deed which attempted to convey the donated property to the Youth Shelter was not recorded. Also, the 1996 deed did not contain a requirement that the property only be used for youth shelter purposes. The 1996 deed included a right of first refusal that would require MRCHA to purchase the property back from the Youth Shelter if a 3rd party made an offer to buy it from the Youth Shelter. These 2 issues are being treated differently in this 2023 donation: the deed requires the property to be used as a youth shelter, and if it is not, ownership automatically reverts back to MRCHA without payment. In order to "clean up" the discrepancy in the 1996 donation, the single new Quitclaim Deed includes the property intended to be donated in 1996, plus the additional adjacent land. Because the 1996 deed has some material differences than what is include now in the new deed, it is prudent to have a very simple Donation Agreement that is signed by both MRHCA and the Youth Shelter entity that simply recites that the 1996 deed was not recorded by mistake, and the parties now agree to include all the land on a single deed which includes the *correct* restrictive covenants. This will create a clean record moving forward of what has transpired, and most importantly, prevent any confusion or disagreement between MRHC and the youth shelter regarding the applicable use restrictions on the donated property. A motion was made (Mascoto) and seconded (Bland) to approve the Donation Agreement Quick Claim Deed for the Pittsburg County Youth Shelter and authorize CEO to execute it on behalf of the Board as presented. The vote was taken as follows: Aye: Damon Mascoto, James Bland, Brent Grilliot, Susan Kanard, Sayer Brenner, Marti Fields, Johnny Zellmer, M.D., Mary Shannon, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: None. Chairman Beene declared the motion carried.

Consideration and discussion of Resolution to authorize CEO to execute the USDA Distance Learning and Telemedicine Grant Agreement and accept the funds granted thereunder: Mr. Shawn Howard reported MRHC was awarded a USDA grant for telemedicine. The grant process required the submission of additional information including a legal opinion provided by an Attorney. Attorney Karen Rieger stated the grant requires a Resolution be approved by the MRHC Board of Trustees. She added the grant is for the amount of \$999,882K and is contingent on MRHC matching that contribution at approximately 28.72%. The required expenditure by the hospital of up to \$287,132 depending on the actual grant made by the Government. Mr. Howard stated telemedicine is included in the MRHC Strategic Plan and it made sense to apply for the grant. Ms. Rieger stated this Resolution is to accept the grant and authorize MRHC to

spend up to the matching obligation. A **motion** was made (Brenner) and seconded (Zelmer) to approve the Resolution to authorize CEO to execute the USDA Distance Learning and Telemedicine Grant Agreement and accept the funds granted thereunder as presented. The vote was taken as follows: Aye: Sayer Brenner, Johnny Zellmer, M.D., Mary Shannon, Marti Fields, Damon Mascoto, Susan Kanard, Brent Grilliot, James Bland, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: None. Chairman Beene declared the **motion** carried.

Board QI Committee Report: Ms. Whitney Hull reported the Board QI Committee met on November 28, 2023. Clinic Quality for Quarter 3, 2023 was discussed including annual Wellness visits and chronic care management. Areas of continued improvement in this area include colorectal screening, depression remission, and influenza vaccinations. The Star Rating Scorecard for Quarter 3 2023 was also discussed. Ms. Hull shared noteworthy efforts but shared areas of continued improvement in Sepsis Bundle which was lower than goal, Geri-Psych Alcohol intervention/Counseling that is slightly below goal, and Hospital acquired C-Diff. Ms. Hull excitedly shared the HCAHPS scores for Quarter 3, 2023 stating the results are very favorable and better than they have been in a very long time. Lastly, she discussed the Quality Management Scorecard. She shared a noteworthy effort in the Pain Management System and Areas of Continued Improvement include bedside medication scanning, policies up to date, and restraints documentation.

Personnel Committee Report:

1. **Personnel Committee Update:** Ms. Lucy Muller provided an overview of the Personnel Committee that met on November 27, 2023. Included in her report was an update on Area Health Education Center (AHEC), turnovers for FY 2023, MRHC employee benefits for 2024, and highlights from the 2023 Vizient HR Officer Network meeting.

Audit & Corporate Compliance Committee Report:

1. **Compliance Board Education:** Ms. Julie Powell provided an update on the Audit & Corporate Compliance Committee held on October 24, 2023. She also provided the Board with annual education for Health Care Governing Boards that included duties of the Compliance Committee, duties of the Board of Trustees, Board expectations in relation to the Compliance Program, assessment and benchmarks of the reporting system, and scope and adequacy of the MRHC Compliance Program in relation to the size and complexity of the organization. She also discussed the structure in regards to roles and relationships, compliance function, and the 7 elements of a Compliance Program. Ms. Powell stated compliance is an enterprise-wide responsibility.

Chief of Staff Report: Dr. Jonathan Rohloff reported efforts are being made to phase out the current contracted emergency room management group, Emergency Care Partners for a new provider group. He added providers are pleased with the new direction of service to the Emergency Department. Dr. Rohloff reported the Hospitalist are also transitioning away from the current management group to a new inhouse provider model. He stated it is always a little challenging when there is transition, some will stay and some will go, but overall, the move will be good for the staff. He reported the Residency Program is doing well. Dr. Rohloff stated it was a pleasure serving as Chief of Staff this year and working with the Board.

CEO Report: Mr. Howard provided a brief overview of the CEO report included in the meeting packet. He reported that MRHC received an award from the American Hospital Association for being a member for 50 years. In addition, MRHC received a Clinical Tobacco Treatment Benchmark Achievement award from the Tobacco Settlement Endowment Trust (TSET) and OHA. He reported after multiple challenges with the Pet CT it is now operational and doing scans. Dr. Gregg Podleski an Orthopedic Surgeon for over 30 years, has joined MRHC and is expected to begin seeing patients as soon as his credentials & privileges are complete. He is from the Dallas/Fort Worth Texas area. Mr. Howard reported that as of January 1, 2023, Human Resources (HR) has hired 81 RNs and LPNs, converted 9 PRN RNs to full time, and interviewed an additional 85. He bragged on the MRHC HR department for their efforts toward recruiting.

A motion was made in public session at 06:01 PM by (Bland) and seconded by (Mascoto) to enter Executive Session. The vote was taken as follows: Aye: James Bland, Mascoto, Susan Kanard, Brent Grilloit, Johnny Zellmer, M.D., Marti Fields, Mary Shannon, Sayer Brenner, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: None. Chairman Beene declared the motion carried unanimously.

A motion was made at 06:53 PM by (Fields) and seconded by (Kanard) to come out of Executive Session. The vote was taken as follows: Aye: Marti Fields, Susan Kanard, Johnny Zellmer, M.D., Sayer Brenner, James Bland, Mary Shannon, Damon Mascoto, Brent Grilloit, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: None. Chairman Beene declared the motion carried.

Executive Session (25 O.S. § 307(B)) – Discussion and Potential Action – Christopher Beene, Chairman

Executive Session (25 O.S. § 307(B)) – Discussion and Potential Action – Dr. Christopher Beene, Chairman

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, legal action, or proceeding in the public interest.”

1. Pursuant to 25 Okla. Stat. § 307.B.4 discussion with Legal Counsel regarding pending peer review matter and response to letter sent on behalf of the MRHCA Board of Trustees.

Action Needed: Approve or disapprove any action related to the peer review matter and letter of response.

Action Taken After Executive Session: A recommendation was made following Executive Session for Administration in cooperation with Legal Counsel to prepare a response letter to the family.

A motion was made in public session (Fields) and seconded by (Bland) for Administration in cooperation with Legal Counsel to prepare a response letter to the family. The vote was taken as follows: Aye: Marti Fields, James Bland, Brent Grilloit, Susan Kanard, Damon Mascoto, Johnny Zellmer, M.D., Mary Shannon, and Christopher Beene, MD. Nay: None. Absent: Sayer Brenner. Abstain: None. Chairman Beene declared the motion carried unanimously.

2. Pursuant to 25 Okla. Stat. § 307.B.4 discussion with Legal Counsel regarding a pending investigation of the US Department of Justice.

Action Needed: Approve or disapprove any action related to the pending investigation of the US Department of Justice.

Action Taken After Executive Session: None

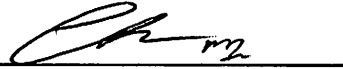
25 O.S. § 307(B)(1): “Discussing the employment, hiring, appointment, promotion demotion, disciplining or resignation of any individual salaried public officer or employee.”

1. Discussion regarding employment matters related to the Chief Executive Officer.

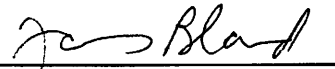
Action Needed: Approve or disapprove any action related to the Chief Executive Officer:

Action Taken After Executive Session: None

Adjournment: A motion was made (Mascoto) and seconded (Fields) to adjourn the meeting at 07:01PM. The vote was taken as follows: Aye: Damon Mascoto, Marti Fields, Johnny Zellmer, M.D., Sayer Brenner, Susan Kanard, James Bland, Mary Shannon, Brent Grilliot, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: None. Chairman Beene declared the motion carried.



Christopher Beene, MD ~ Chairman
/sds



James Bland ~ Vice-Chairman