

A meeting of the McAlester Regional Health Center Authority was held at 04:00 PM, on Wednesday August 07, 2024, at McAlester Regional Health Center in the Administration Board Room. Public notice, set forth there on the day, time and place for this regular meeting had been delivered to the office of the City Clerk at 02:20 PM on August 06, 2024.

TRUSTEES PRESENT: Marti Fields ~ Johnny Zellmer, MD (arrived at 04:02 PM) ~ Mary Shannon ~ Brent Grilliot ~ Sayer Brenner ~ Damon Mascoto ~ Christopher Beene, MD ~ Susan Kanard ~ James Bland

TRUSTEES ABSENT: None

HOSPITAL STAFF: Julie Powell ~ Sonya Stone ~ Ken Matthews ~ Whitney Hull ~ Scott Yoder ~ Cheryl Perry ~ Lucy Muller ~ Chris Plunkett ~ Chad Gragg

OTHER ATTENDEES: Randy Roden ~ Steve Bernard ~ John Titsworth ~ Dr. Matthew Graves

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

Consent Agenda:

1. MRHCA Board of Trustees Minutes for July 10, 2024 & June 13, 2024
2. July 2024 Agreement Log
3. Credentialing & Privileging Appointments as follows:

Consideration & Approval of Appointment: (Provisional)

James Vodvarka, DO ~ Internal Med/Hospitalist ~ One year
Levi Duethman, DO ~ Emergency Medicine (OSU) ~ One year
Jennifer Briggs, DO ~ Emergency Medicine (OSU) ~ One year
Brianne Roepke, DO ~ Emergency Medicine (OSU) ~ One year

Consideration & Approval of Reappointment: (Active Staff)

Matthew Graves, MD ~ OB/GYN ~ Two years
David Auld, MD ~ Internal Med/Pediatrics/PM&R ~ Two years
Justin McCoy, MD ~ Radiology ~ Two years
Lynn Preston, DO ~ Cardiology ~ Two years
Kamron Torbati, MD ~ OB/GYN ~ Two years

Consideration & Approval of Reappointment: (Allied Health Staff)

Kent Schmidt, CRNA ~ Anesthesia/CRNA ~ Two years
Phil Vilar, CRNA ~ Anesthesia/CRNA ~ Two years
Stephen Freeborn, CRNA ~ Anesthesia/CRNA ~ Two years

Consideration & Approval of Advancement (Active Staff):

Nedal Ellass, MD ~ Family Med/Hospitalist ~ One Year

Consideration & Approval of Advancement (Allied Health):

Ryan Knoerdel, PA ~ Physician Assistant ~ One Year

Consideration & Approval of Reappointment Proxy Credentialing: (Telemedicine)

Trassanee Chatmethakul, MD ~ NICU/OU Health ~ Two Years

Consideration & Approval of Advancement Proxy Credentialing: (Telemedicine)

Demetrias Davis, MD ~ Teleradiologist/StatRad ~ One Year

Resignations (Acknowledge & Accept):

Joshua Nelson, DO ~ Emergency Medicine (OEP) ~ 03/14/24
Roderick Bennett, MD ~ Emergency Medicine (OEP) ~ 03/14/24
Christopher Benson, DO ~ Emergency Medicine (OEP) ~ 03/14/24
Shalako Bradley, DO ~ Emergency Medicine (OEP) ~ 03/14/24
Joshua Burton, DO ~ Emergency Medicine (OEP) ~ 03/14/24
Kara Hatlevoll, DO ~ Emergency Medicine (OEP) ~ 03/14/24
Nabilah Lari, MD ~ Emergency Medicine (OEP) ~ 03/14/24
Robert Nichols, DO ~ Emergency Medicine (OEP) ~ 03/14/24
Charles Olson, MD ~ Emergency Medicine (OEP) ~ 03/14/24
Brandon Postoak, DO ~ Emergency Medicine (OEP) ~ 03/14/24
James Pritchett, DO ~ Emergency Medicine (OEP) ~ 03/14/24
Julio Sanchez, MD ~ Emergency Medicine (OEP) ~ 03/14/24
Onier Villarreal, MD ~ Emergency Medicine (OEP) ~ 03/14/24
Joseph Contreras, PA ~ Physician Assistant (MRHC) ~ 06/07/24

A motion was made (Fields) and seconded (Grilliot) to approve items 1, 2 & 3 of the Consent Agenda as presented. The vote was taken as follows: Aye: Marti Fields, Brent Grilliot, Johnny Zellmer, MD, 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.

Consideration and discussion of Resolution for declaration of an emergency under the Competitive Bidding Act

for renovation of the Cath Lab: Ms. Julie Powell reminded the Board the Cath Lab renovation went out for bid back in June. Only one bid was received and was rejected because the cost was too high. A second bid proposal was sent out, however there were no attendees for that meeting and no proposals received by the deadline of July 19th. She stated because the bid was unsuccessful, she asked the Board to consider a resolution for declaration of an emergency under the Competitive Bidding Act for renovation of the Cath Lab. She reported the Resolution will authorize and empower her to negotiate, execute and deliver in the name of and on behalf of the MRHCA agreements and other ancillary documents related to the Cath Lab renovation. A discussion occurred regarding expected cost and planned contractors for the project. Ms. Cheryl Perry confirmed all contractors are bonded. A motion was made (Bland) and seconded (Zellmer) to approve the Resolution for declaration of an emergency under the Competitive Bidding Act for renovation of the Cath Lab as presented. The vote was taken as follows: Aye: James Bland, Johnny Zellmer, MD, Brent Grilliot, Susan Kanard, Damon Mascoto, Sayer Brenner, Marti Fields, Mary Shannon, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: None. Chairman Beene declared the motion carried.

Consideration and discussion to appoint Julie Powell as manager of the Million Building, LLC:

Ms. Cheryl Perry reported the Million Building had a balloon payment due at the end of June. Arvest offered to refinance the debt, and as part of the refinancing, they require a manager for the Million Building LLC. As Manager, Julie Powell will have authorization to execute financing documents with Arvest Bank on behalf of the MRHCA. A motion was made (Brenner) and seconded (Zellmer) to appoint Julie Powell as Manager of the Million Building LLC and approve her to act on behalf of the MRHCA to execute financing documents with Arvest Bank as presented. The vote was taken as follows: Aye: Sayer Brenner, Johnny Zellmer, MD, 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.

Finance Committee Reports:

1. **Consideration and discussion of June 2024 Financial Reports:** Ms. Cheryl Perry provided an overview of the June Financial Reports. She reviewed the Income Statement, Month to Date Actuals, Net Revenue, Expenses, Operating & Non-Operating Revenue, MRHCA Loan Covenants, and she provided an update on Change Healthcare A **motion** was made (Bland) and seconded (Brenner) to approve the June 2024 Finance Reports as presented. The vote was taken as follows: James Bland, Sayer Brenner, Susan Kanard, Brent Grilliot, Johnny Zellmer, MD, Damon Mascoto, Marti Fields, Mary Shannon, and Christopher Beene, MD. Nay: None. Absent: James Bland. Abstain: None. Chairman Beene declared the **motion** carried.
2. **Consideration and discussion of final Capital Budget:** Ms. Cheryl Perry presented the proposed three (3) year Capital Budget for Fiscal Year 2025. Ms. Perry shared her strategy for arriving at the projected numbers. Discussion occurred regarding the proposed three (3) year Capital Budget for Fiscal Year 2025. There were no recommended changes. A **motion** was made (Shannon) and seconded (Bland) to approve the proposed three (3) year Capital Budget for Fiscal Year 2025 as presented. The vote was taken as follows: Aye: Mary Shannon, James Bland, Johnny Zellmer, MD, Sayer Brenner, Susan Kanard, Damon Mascoto, Brent Grilliot, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: None. Chairman Beene declared the **motion** carried.
3. **Consideration and discussion of Expenditure Policy:** Ms. Cheryl Perry presented a revision to the current Expenditure Approval Policy. The revision will allow the Assistant Chief Nursing Officer to have a signature authority of \$14,999 or less and within budget. Ms. Perry stated Ms. Julie Powell is currently acting as Interim Chief Executive Officer and Chief Nursing Officer. This policy change will help lessen the volume of her signatory responsibilities. A **motion** was made (Mascoto) and seconded (Grilliot) to approve the changes to the Expenditure Approval Policy giving Assistant Chief Nursing Officer signature authority of \$14,999 as presented. The vote was taken as follows: Aye: Damon Mascoto, Brent Grilliot, James Bland, Susan Kanard, Sayer Brenner, Marti Fields, Johnny Zellmer, MD, Mary Shannon, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: None. Chairman Beene declared the **motion** carried.
4. **Consideration and discussion of MRI Lease:** Ms. Cheryl Perry reported it is time to purchase the new MRI. She stated approximately \$840K was received from the Insurance company for the MRI after the building flooded. She reported \$200K was designated toward renovations and getting the room ready for placement of the MRI. The proposed cost of the new Siemens MRI Magnetom Altea is approximately \$1.2M. Ms. Perry reported the lease option chosen and first presented to the Finance Committee is to pay the remainder of the insurance funds of \$640K down on the MRI followed by 83 payments of \$9,250 over a seven (7) year period. She added the life expectancy of an MRI is about 12 years. A **motion** was made (Bland) and seconded (Zellmer) to approve the Siemens MRI Magnetom Altea lease as presented. The vote was taken as follows: Aye: James Bland, Johnny Zellmer, MD, 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.
5. **Consideration and discussion regarding cash transfer:** Ms. Cheryl Perry reported the Finance Committee recommended moving \$1.5M out of the operations account into the Board Designated

Capital Account with the caveat that if the \$1.5M is needed for operations, the CFO is to give prior notification the funds will be moved back into the operations account, and it may be done without approval from the Board of Trustees. Discussion occurred regarding ACR payments. A motion was made (Brenner) and seconded (Bland) to approve the transfer of funds from the operations account into the Board Designated Capital Account with the caveat that if the \$1.5M if needed for operations, the CFO is to give prior notification the funds will be moved back into the operations account, and it may be done without approval from the Board of Trustees as presented. The vote was taken as follows: Sayer Brenner, James Bland, Susan Kanard, Brent Grilloit, Johnny Zellmer, MD, Damon Mascoto, Marti Fields, Mary Shannon, and Christopher Beene, MD. Nay: None. Absent: James Bland. Abstain: None. Chairman Beene declared the motion carried.

Board QI Committee Report: Ms. Whitney Hull reported the Board QI met on July 30, 2024 to review current data. She reported the Quality Management System Scorecard was discussed. Noteworthy efforts included medication scanning and decrease in grievances. Areas of continued improvement included restraint documentation and medication reconciliation. The Quarter one HCAHPS scores were reviewed showing three areas below goal, four below goal but improving, and two at or exceeding goal. Ms. Hull provided details as to the score per metric surveyed. Quarter one Clinic Quality was also discussed at the Board QI Committee showing Noteworthy efforts in Fall screening, Controlling High Blood Pressure, and Tobacco Screening and Cessation Intervention. Areas of Continued Improvement include Depression Screening and Follow up, and Depression remission at 12 months. Ms. Hull reported the Stroke Team received a GWTG Stroke Gold Achievement Award. She added this recognition reflects the dedication and hard work our team has put into improving stroke care. Ms. Hull shared results from the recent DNV survey that was very favorable noting that there were no clinical findings. In closing Ms. Hull reported that MRHC successful moved to a 3 Star hospital according to Care Compare. She recognized the staff for their hard work and efforts and continuing their goal of achieving 5 Stars.

Personnel Committee Report: Ms. Lucy Muller reported the Personnel Committee met on July 22, 2024. She provided an Education update, Volunteer update, Quality Board Update, Provider Recruitment Update, and the 2024 OHA Wage Survey results. She compared Unlimited PTO to Accrued PTO and reported since making the decision to move Leaders to Unlimited PTO they used 205 less hours which accounted for \$651K savings. Ms. Muller provided the Leadership Paid Time off (PTO) Policy discussed in the personnel Committee.

Chief of Staff Report: Dr. Matthew Graves reported he met with a few Board members over the last two weeks. The meetings were very helpful and informative to him, and he appreciated their taking time to answer his questions. Dr. Graves stated he is resuming the Medical Staff Meetings. The first meeting will be in mid-August. He plans to meet monthly for a few months then reassess the frequency of the meetings.

CEO Report: Ms. Julie Powell reported the staff did a good job reporting on the operations and the report is in the Board packet for review. She added she previously reported the Ambulatory Surgery Center (ASC) was moving to do a soft opening on August 2 however there is still work to be done. She stated the ASC is waiting for vendors to arrive to finish projects on the checklist. Ms. Powell reported she is anticipating opening by the end of August. She reported when the ASC opens, a room will be closed in the Main Hospital OR and shift the patients to the ASC so painting can begin in the Main OR. Ms. Powell reported four Family Medicine Residency Physicians were onboarded last month. She added hopefully MRHC can attract them to our Facility and to the Community.

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

A motion was made in public session at 4:16 PM by (Mascoto) and seconded by (Shannon) to enter Executive Session. The vote was taken as follows: Aye: Damon Mascoto, Mary Shannon, Johnny Zellmer, MD, Sayer Brenner,

Susan Kanard, James Bland, Marti Fields, Brent Grilliot, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: None. Chairman Beene declared the **motion** carried.

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

Executive Session pursuant to 25 O.S. § 307(C)(11): "All nonprofit foundations, boards, bureaus, commissions, agencies, trusteeships, authorities, councils, committees, public trusts, task forces or study groups supported in whole or part by public funds or entrusted with the expenditure of public funds for purposes of conferring on matters pertaining to economic development, including the transfer of property, financing, or the creation of a proposal to entice a business to remain or to locate within their jurisdiction if public disclosure of the matter discussed would interfere with the development of products or services or if public disclosure would violate the confidentiality of the business."

- Discuss financial forecasts and strategic planning related to the core healthcare services provided by MRHCA.
- Discussion to authorize Julie Powell to execute financing documents with Arvest Bank.

A **motion** was made at 06:58 PM by (Bland) and seconded by (Fields) to come out of Executive Session. The vote was taken as follows: Aye: James Bland, Marti Fields, Brent Grilliot Susan Kanard, Damon Mascoto, Sayer Brenner, Johnny Zellmer, MD, Mary Shannon, and Christopher Beene, MD. Nay: None. Absent: None. Abstain: None. Chairman Beene declared the **motion** carried.

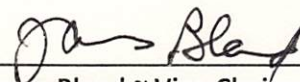
Proposed vote to approve or disapprove any action regarding the financial forecasts and strategic planning related to the core healthcare services provided by MRHCA: No Action Taken

Proposed vote to authorize Julie Powell to execute financing documents with Arvest Bank: A **motion** was made (Bland) and seconded (Zellmer) to approve the Forbearance Agreement and First Amendment to Promissory Note and Security Agreement with Arvest Bank and authorize Julie Powell to execute documents on behalf of the Board. The vote was taken as follows: Aye: James Bland, Johnny Zellmer, MD, 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.

Adjournment: A motion was made (Mascoto) and seconded (Zellmer) to adjourn the meeting at 07:02 PM. The vote was taken as follows: Aye: Damon Mascoto, Johnny Zellmer, MD, , James Bland, Brent Grilliot, Susan Kanard, Sayer Brenner, Marti Fields, Mary Shannon, 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