The Tahlequah Hospital Authority Board of Trustees met for the regularly scheduled meeting December 14, 2015 at 5:00 p.m. in the Northeastern Health System Classroom.

PRESENT: Judy Williams, Vice-Chair; Mike Watkins, Secretary; Gary Chapman; and Carol Choate.

ABSENT: Gary Harrington, Chairman; and Josh Bliss.

OTHERS PRESENT:
Tim Baker, Hospital Legal Counsel; Jim Berry, EVP/Hospital Administrator (ex-officio); Donna Dallis, VP of Patient Care; Bobby Gibson, Tahlequah Daily Press; Cheri Olgesbee, Infection Control Officer; Mark McCroskey, VP of Operations; Phyllis Smith, VP of Human Resources and Safety; Julie Ward, VP of Finance; Berry Winn, M.D., VP Medical Staff Affairs; Brian Woodliff, Health System President & CEO (ex-officio); and Linda Woolsey, Executive Assistant/Contract Manager.

CALL TO ORDER/CALLING OF THE ROLL:
At 5:00 p.m. Vice-Chair Williams called the meeting to order, recognized those present, and she asked that the roll be called. Ms. Woolsey called the roll.

Ms. Williams announced that if there is any potentially known conflict of interest relevant to a matter requiring action by the Board, the trustee(s) shall call it to the attention of the Board at this time and said trustee(s) shall not vote on the matter. There were no potentially known conflicts disclosed.

REVIEW/APPROVAL OF MINUTES:
Vice-Chair Williams announced that she would entertain a motion on the minutes of the November 9, 2015 meeting. Ms. Choate made the motion, which was seconded by Mr. Watkins to approve the minutes of the November 9, 2015 meeting as distributed.

Vote: Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.
Action: The motion carried.

MOTION TO ENTER INTO EXECUTIVE SESSION:
Vice-Chair Williams announced that she would entertain a motion to enter into Executive Session to discuss Legal Issues for Section VIII.A Finance/Compliance – O.S. 25§307.B.4, personnel matters for Section VIII.B Personnel/Quality Assurance O.S. 25§307.B.1, and physician credentialing and peer review for Section VII.B Medical Staff Credentialing – O.S. 25§307.B.7.

A motion was made by Mr. Chapman and seconded by Mr. Watkins to enter into Executive Session stipulating that the Trustees, Hospital Legal Counsel; the President/CEO; the EVP/Hospital Administrator remain in the room for the session, and others may be called as needed.

Vote: Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.
Action: The motion carried. The Board adjourned into Executive Session.

MOTION TO RECONVENE TO REGULAR SESSION:
The Board reopened the meeting and adjourned Executive session on a motion from Mr. Chapman and a second from Mr. Watkins. It was noted that no votes were taken while the Board of Trustees were in executive session.

**Vote:** Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.

**Action:** The motion carried.

**CONSENT AGENDA:**
All items listed under the Consent Agenda Items were deemed to be non-controversial and routine in nature by the Board of Trustees. There were no items removed from the Consent Agenda and placed in the regular session. The following items were approved by the one motion of the Board of Trustees. The motion was made by Mr. Watkins and seconded by Mr. Chapman to accept and approve the Consent Agenda items as presented:

1. Cherokee Health Partners Financials
2. Northeast Oklahoma Cancer Center Financials
3. Northeast Oklahoma Heart Center Financials
4. Northeast Oklahoma Management Services Organization Financials
5. Platte Dialysis, LLC Financials
6. Tahlequah Diagnostic Imaging Financials
7. Tahlequah Hospital Foundation Financials
8. Under Arrangements Financials
9. Investment Income Report
10. Complex Laboratory Financials

**Vote:** Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.

**Action:** The motion carried.

**BUSINESS ITEMS:**

**Tahlequah Hospital Authority Board of Trustees CY2016 Meeting Schedule**
Ms. Williams presented the Tahlequah Hospital Authority Board of Trustees Meeting Schedule for CY 2016 for consideration and approval. Following a review of the proposed THA CY2016 Meeting Schedule, a motion was made by Mr. Watkins and seconded by Ms. Choate to accept and approve the Tahlequah Hospital Authority Board of Trustees Meeting Schedule as presented.

**Vote:** Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.

**Action:** The motion carried

**ADMINISTRATIVE REPORTS:**

**Medical Staff Affairs Report**
Dr. Winn presented the December Vice President of Medical Staff Affairs Report for consideration and approval. The report included formulary addition, changes to order sets, and changes to some
policies for infection control. Dr. Winn summarized the reports from the Medicine/Critical Care Committee, the Emergency Department Committee, the Cardiac Care Committee. He gave statistical reports from the Utilization Review Committee, Radiology Department, and the Infection Control Committee. Following a review of the VP of Medical Staff Affairs’ report, a motion was made by Mr. Watkins and seconded by Ms. Choate to accept and approve the VPMSA December report as presented.

**Vote:** Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.

**Action:** The motion carried.

**Health System Report**

Mr. Woodliff presented the December Health System Report to the Board. His report included the announcement of the 11th Annual Gala awards; update on managed care agreements; Northeastern Health System joining The Mayo Network; and the proposed emergency department residency program with OSU. Mr. Woodliff also reported on the health system’s development and provider recruitment.

Mr. Woodliff announced NHS Physicians of the Year for calendar year 2015:
Surgeon – Bill Simpson, M.D. – Gastroenterology
Medicine – Mary Moore, D.O. – Emergency Medicine

One capital item, a LCD Monitor for CHP was approved by the CEO in December; and contracts approved by the CEO are as follows:

1. Ahmad, Mike, M.D.: Recruitment Agreement Amendment 1 for on call coverage.
2. BlueCross BlueShield: Settlement Agreement and Mutual Release Letter.
3. Cherokee Nation: Heart Center service amendment 1 to add Ochelata clinic.
4. Phillip’s Capital Advisors, Inc.: consultant services agreement.
5. Northeast Oklahoma Heart Center: equipment agreement with Northeastern Health System.

Following a discussion of the Health System report, a motion was made by Mr. Watkins and seconded by Mr. Chapman to accept and approve the December Health System report as presented.

**Vote:** Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.

**Action:** The motion carried.

**Hospital Report**

Mr. Berry presented the December Hospital Report to the Board. His report included summaries of the OSDH audit; Health Engagement Network; Clinical Emergency Data Registry; operational and physical plant improvements, employee recognition, and community connections.

Capital Expenses Approved by Administrator were for TMG:

1. Vital Signs Monitors
2. Exam Tables
Contracts Approved by Administrator:

1. Access 2Healthcare Solutions (A2HS), Inc.; Therapy Contractor Service Agreement.
2. Cherokee Nation; Mutual Aid Agreement to provide ambulance.
3. Cisco OpenDNS; Master Services Agreement; Umbrella software that provides security against internet threats, advanced attacks and security breaches.
4. Clinical Emergency Data Registry (CEDR); Clinician and Physician Group Participants Agreement. Allows the American College of Emergency Physicians Registry to extract data pertaining to the practice of emergency medicine from its EHR systems.
5. Oklahoma State University Medical Center Trust: Meditech Network Electronic Access Member Trusted Source Agreement. Allows NHS access to OSU Meditech patient records network to retrieve information IAW HIPAA guidelines.
7. UltraRad Corporation; Service and Support Agreement renewal. Agreement provides NHS with appropriate tech support and service to maintain our current PACS.
8. United Audit Systems Incorporated (UASI); Independent Contractor Master Agreement to perform medical billing and coding evaluation services.
9. Urologic Specialists of Oklahoma, Inc.; Locum Tenens Agreement to provide medical services in the field of Urology on an as needed basis.

Following a discussion of the Hospital Report for December, a motion was made by Mr. Watkins and seconded by Mr. Chapman to accept and approve the November Hospital Report as presented.

**Vote:** Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.

**Action:** The motion carried.

**MEDICAL STAFF COMMITTEES:**

**Medical Staff Committee Report**

Dr. Winn presented the Medical Executive Committee report for the month of December for consideration and approval. The committee met on December 2, 2015 and during the meeting the committee accepted medical staff committee reports. The group reviewed the following policies and protocols:

- Pediatric Ultrasound Appendix
- Approved
- Code Stemi Policy Appendix
- Policy for pre-procedures verification process
- DKA order set

During the Medical Executive Committee delineation of privileges and medical staff credentialing was accepted and approved. Following a review of the Medical Staff Committee Report, a motion was made by Mr. Watkins and seconded by Ms. Choate to accept and approve the report as presented.
Vote: Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.
Action: The motion carried.

Medical Staff Credentialing

Initial Appointments
Dr. Winn stated that the following physicians/practitioners are applying for initial appointment as a Medical Staff member and the MEC is recommending them for approval in their respective specialties:

1. Arredondo, Michael, M.D.-Adjunct; Cardiology
2. Bhandari, Hanul, M.D.-Consulting; Internal Medicine/Neurology
3. Casas, Jack, M.D.-Courtesy; Cardiovascular Disease
4. Davenport, Leslie, APRN-CNP: Allied Health Professional; Family Practice
5. Myers, Jack, D.O.: Active; General Surgical
6. Olshen, Andrew, M.D.: Active; Physical Medicine & Rehabilitation
7. Padalino, Joseph, M.D.: Active; Urology
8. Trentham, Lorie, APRN-CNP: Allied Health Professional; Family Practice
9. Williams, Scott, D.O.: Courtesy; Family Practice

Following a comprehensive review of each physicians'/practitons' credentials, qualifications and requested privileges, it was noted that the agenda shows Dr. Bhandari’s specialty as Internal Medicine/Nephrology, which is a misprint and it is in fact for Internal Medicine/Neurology. A motion was made by Mr. Watkins and seconded by Ms. Choate to approve the initial appointment of the nine (9) above named physicians/practitioners as presented with the correction for Dr. Bhandari as Internal Medicine/Neurology.

Vote: Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.
Action: The motion carried.

Re-Appointments
Dr. Winn stated that the following physicians/practitioners are applying for re-appointment as a Medical Staff member in their respective specialty and are being recommended for approval by the Medical Executive Committee:

1. Ahmad, Mike, M.D.: Active; Pediatrics/Newborn
2. De Loache, Christopher, D.O.: Active; Orthopedics
3. Hensley, Robert, D.O.: Active/Medical Director; Psychiatry
4. Hood, Robyn, CRNA: Allied Health Professional; Anesthesiology
5. Holmes, Cynthia M.D.: Courtesy; Pathology
6. Plaxico, Janet, PA-C: Allied Health Professional; Internal Medicine
7. Scearce, Sean, PA-C: Allied Health Professional; Internal Medicine/Nephrology
8. Toombs, Tracy, APRN-CRN: Allied Health Professional; Anesthesiology

Following a comprehensive review of each physician's/practitioners' credentials, qualifications and requested privileges, a motion was made by Ms. Choate and seconded by Mr. Chapman to
approve the initial appointment of each of the eight (8) above named physicians/practitioners as presented.

**Vote:** Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.

**Action:** The motion carried.

**Change of Status/Privileges**

Dr. Winn stated that the MEC is recommending that the following practitioners’ file be changed as indicated.

1. Gahring, Stanley, M.D.: Courtesy to Inactive; Urology
2. Bridwell, Slade, CRNA: Allied Health Professional Temporary to Inactive; Anesthesiology
3. Hammarsten, James, M.D.: Hospitalist to Inactive; Internal Medicine

Following a comprehensive review of the above named practitioners’ credentials, qualifications and requested privileges, a motion was made by Mr. Watkins and seconded by Mr. Chapman to approve the change of status/privileges of the three (3) above named practitioners as presented.

**Vote:** Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.

**Action:** The motion carried.

**Provisional**

Dr. Winn stated that the following physicians/practitioners have been on provisional status for the past year. Based on the physician’s/practitioner’s performance, the Medical Executive Committee agrees that he/she has successfully demonstrated their competence and is ready to become a full Medical Staff member:

1. Allen, Melinda, D.O.: Hospitalist; Internal Medicine
2. Garrett, David, DPM: Allied Health Professional; Podiatry
3. Haught, Melissa, D.O.: Emergency Services; Emergency Medicine
4. Huddleston, Joe, D.O.: Emergency Services; Emergency Medicine
5. Johanning, Megan, D.O.: Emergency Services; Emergency Medicine
7. Marak, Creticus, M.D.: Active; Internal Medicine/Pulmonary
8. Simpson, William, M.D.: Active; Internal Medicine/Surgery (Gastroenterology)

Following a comprehensive review of the physician’s/practitioner’s performance, a motion was made by Mr. Chapman and seconded by Ms. Choate to advance the eight (8) above named physicians/practitioners to full medical staff status and take them off provisional status.

**Vote:** Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.

**Action:** The motion carried.

**COMMITTEE REPORTS:**
Finance/Compliance Committee
Mr. Watkins reported that the Finance/Compliance Committee met on December 7, 2015. The hospital’s finances and the check register were reviewed, and several financial items were discussed.

Financial/Statistical Report
Ms. Ward reported that October 2015 revenue over expense was $631,404 compared to the budgeted gain of $138,444. She reported on variances in adult and pediatric discharges and revenue amounts when compared to the budgeted numbers. Ms. Ward reported on days cash on hand, days in Accounts Receivable and days in Accounts Payable.

Following a review of the October 2015 Financial Statistical Report, a motion was made by Ms. Choate and seconded by Mr. Chapman to accept and approve the financial/statistical report as presented.

    Vote: Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.
    Action: The motion carried.

Capital Expenditures
Ms. Ward presented the Board with a proposed list of capital equipment purchases for consideration and approval. She stated that the following items totaling $520,021 are being recommended by the Finance/Compliance Committee for approval:

1. Emergency Department: Furniture
2. Information Technology:
   a. Network Storage Device
   b. Replacement File Server
3. Nursing: LifePack defibrillators
4. Surgery: orthopedic power supplies - quantity 4
5. TMG:
   a. EMG Machine with laptop
   b. Sonosite portable ultrasound
   c. Sonosite probe - quantity 2

Following a review of the proposed capital equipment, it was noted that budgeted items totaled $491,421 and the unbudgeted TMG items total $28,600. A motion was made by Mr. Watkins and seconded by Mr. Chapman to accept and approve the budgeted capital expenditure list in the amount of $491,421.

    Vote: Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.
    Action: The motion carried.

A motion was made by Mr. Watkins and seconded by Mr. Chapman to accept and approve the unbudgeted capital expenditure list for TMG in the amount of $28,600.

    Vote: Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.
    Action: The motion carried.
FY 2015 Audit
Ms. Ward stated that the EideBailly presented the findings from the yearly consolidated audit to the Finance/Compliance Committee on December 7, 2015. The final report will be sent to her this week. Following a discussion of the preliminary findings, it was the consensus of the Board to table the FY 2015 audit until next month.

Humana Settlement Agreement
Ms. Ward presented a Settlement Agreement to the Humana Health Plan agreement. These agreement provides the methodology by which Humana will reimburse NHS for rendering covered services to Humana’s Medicare Advantage Members and those enrolled in Medicare-Medicaid plans. She stated that this settlement is being recommended for approval by the Finance/Compliance Committee. Following a review of the settlement agreement, a motion was made by Mr. Watkins and seconded by Ms. Choate to accept the settlement agreement and authorize administration to sign the settlement agreement.

Vote: Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.
Action: The motion carried.

ChoiceCare Amendment-TMG
Ms. Ward presented the ChoiceCare Amendment-TMG to the Humana contract. This amendment amends the terms and conditions for physician component rates going forward and includes our Psychiatric physician. She stated that this amendment is being recommended for approval by the Finance/Compliance Committee. Following a review of the amendment, a motion was made by Mr. Watkins and seconded by Ms. Choate to accept and approve the amendment and authorize administration to sign the amendment.

Vote: Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.
Action: The motion carried.

ChoiceCare Amendment-NHS
Ms. Ward presented the ChoiceCare Amendment-NHS to the Humana contract. This amendment amends the terms and conditions for hospital component rates going forward. She stated that this amendment is being recommended for approval by the Finance/Compliance Committee. Following a review of the amendment, a motion was made by Mr. Watkins and seconded by Ms. Choate to accept and approve the amendment and authorize administration to sign the amendment.

Vote: Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.
Action: The motion carried.

BlueCross BlueShield Settlement and Letter
Mr. Woodliff presented the BlueCross BlueShield settlement agreement and mutual releases along with the physician letter. He stated that the settlement agreement and release that will allow for the payments to be made to the hospital. He stated that this settlement is being recommended for approval by the Finance/Compliance Committee. Following a review of the proposed settlement
agreement and release, a motion was made by Ms. Choate and seconded by Mr. Watkins to accept the settlement agreement and letter with BlueCross and BlueShield as presented.

**Vote:** Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.
**Action:** The motion carried.

**Hospital and Contractor Call Coverage Agreement**
Mr. Woodliff presented a call coverage agreement between NHS and Naveed Siddique, M.D. This agreement would compensate Dr. Siddique for call coverage for Newborns/Pediatrics (Neonatology) that exceed the medical staff requirements. Mr. Woodliff stated that this agreement is being recommended by the Finance/Compliance Committee for approval. Following a review of the call coverage agreement, a motion was made by Mr. Watkins and seconded by Mr. Chapman to accept and approve the call coverage agreement as presented.

**Vote:** Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.
**Action:** The motion carried.

**Employment Agreement Matthew Comstock, D.O.**
Mr. Woodliff presented the revised Employment Agreement between Matthew Comstock, D.O. and the Northeastern Health System. This five-year agreement with Dr. Comstock is to provide intervention cardiology services beginning in August 2016. This revised agreement is being recommended by the Finance/Compliance Committee for consideration and approval. Following a review of the Employment Agreement, a motion was made by Ms. Choate and seconded by Mr. Watkins to accept and approve the revised agreement as presented and authorize the CEO to finalize a formal agreement with Dr. Comstock.

**Vote:** Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.
**Action:** The motion carried.

**Heartland Reciprocal Declaration**
Mr. Woodliff presented the subscriber declaration for Northeastern Health System’s commitment to Heartland Reciprocal (HHRRRG). This is a three consecutive year commitment to purchase insurance. Following a review of the subscriber declaration, a motion was made by Mr. Watkins and seconded by Mr. Chapman to approve the three year commitment to HHRRRG.

**Vote:** Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.
**Action:** The motion carried.

**Heartland Reciprocal Premium**
Mr. Woodliff presented the premium for professional and general liability insurance from Heartland Reciprocal (HHRRRG) for consideration and approval. He stated that this is being recommended by the Finance/Compliance Committee for approval. Following the review of the premium for insurance a motion was made by Mr. Watkins and seconded by Mr. Chapman to approve the Heartland Reciprocal premium as presented.
Vote: Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.
Action: The motion carried.

Northeastern Vascular Access Building Loan
Mr. Woodliff presented revised quote for the Northeastern Vascular Services, LLC building loan. He stated that this quote is for NHS’s portion of the tenant finish. He noted that the Arvest quote includes the firsts 15 months of interest only payment and is being recommended by the Finance/Compliance Committee for approval. Following a review of the terms of the Northeastern Vascular building loan, a motion was made by Mr. Watkins and seconded by Ms. Choate to accept and approve the revised quote from Arvest Bank as presented.

Vote: Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.
Action: The motion carried.

Northeastern Vascular Services, LLC Start Up Capital Loan
Mr. Woodliff presented a revised quote from Arvest Bank for startup capital for the Northeastern Vascular Services, LLC. He stated that this being recommended by the Finance/Compliance Committee for approval. Following a review of the terms of the Northeastern Vascular startup capital loan, a motion was made by Mr. Watkins and seconded by Mr. Chapman to accept and approve the revised quote from Arvest Bank as presented.

Vote: Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.
Action: The motion carried.

Construction Master Agreement
Mr. Woodliff presented the Master Services agreement for numerous projects between Northeastern Health System and Ambler Architects. He stated that this agreement is being recommended by the Finance/Compliance Committee for approval. Following a review of the construction master agreement, a motion was made by Mr. Watkins and seconded by Mr. Chapman to accept and approve the master construction agreement as presented.

Vote: Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.
Action: The motion carried.

Architect Emergency Department Expansion Agreement
Mr. Woodliff presented the construction agreement between NHS and Ambler Architect for the Emergency Department fast-track expansion. He stated that this agreement is being recommended by the Finance/Compliance Committee for approval. Following a review of the Emergency Department expansion agreement, a motion was made by Mr. Watkins and seconded by Ms. Choate to accept and approve the expansion agreement not to exceed One Hundred Fifty and no/100 Dollars ($150.00) a square foot.

Vote: Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.
Action: The motion carried.
Emergency Department Construction Management Agreement
Mr. Woodliff presented the construction management agreement between NHS, Ambler Architect and Brewer Construction for the Emergency Department fast-track expansion. He stated that this agreement is being recommended by the Finance/Compliance Committee for approval. Following a review of the Emergency Department construction management agreement, a motion was made by Mr. Watkins and seconded by Ms. Choate to accept and approve the construction management agreement as presented.

**Vote:** Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.
**Action:** The motion carried.

Architect Vascular Access Center Agreement
Mr. Woodliff presented the construction agreement between NHS and Ambler Architect for the vascular access building. He stated that this agreement is being recommended by the Finance/Compliance Committee for approval. Following a review of the Vascular Access Center agreement, a motion was made by Mr. Watkins and seconded by Mr. Chapman to accept and approve the vascular access center agreement as presented.

**Vote:** Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.
**Action:** The motion carried.

Vascular Access Center Construction Management Agreement
Mr. Woodliff presented the construction management agreement between NHS, Ambler Architect and Brewer Construction for the vascular access center. He stated that this agreement is being recommended by the Finance/Compliance Committee for approval. Following a review of the vascular access construction management agreement, a motion was made by Ms. Choate and seconded by Mr. Watkins to accept and approve the construction management agreement not to exceed Two Hundred Thirty-Five and no/100 Dollars ($235.00) a square foot.

**Vote:** Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.
**Action:** The motion carried.

Architect Ft. Gibson Clinic Expansion Agreement
Mr. Woodliff presented the construction agreement between NHS and Ambler Architect for the Ft. Gibson Clinic expansion. He stated that this agreement is being recommended by the Finance/Compliance Committee for approval. Following a review of the Ft. Gibson Clinic expansion agreement, a motion was made by Mr. Watkins and seconded by Mr. Chapman to accept and approve the architect Ft. Gibson Clinic expansion not to exceed One Hundred Eighty-Five and no/100 Dollars ($185.00) a square foot.

**Vote:** Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.
**Action:** The motion carried.

Management Services Agreement Proposal
Mr. Woodliff presented a proposal to provide management services to Eastern Oklahoma Medical Center. This proposal will be presented to EOMC’s board this week for consideration. Mr. Woodliff stated that this management services agreement proposal is being recommended by the Finance/Compliance Committee. Following a review of the management services agreement for EOMC, a motion was made by Ms. Choate and seconded by Mr. Watkins to approve the proposal and authorize the CEO to proceed with finalizing an agreement with EOMC.

**Vote:** Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.
**Action:** The motion carried.

**Employment Agreement Amendment 3: Marak, Creticus M.D.**
Mr. Berry presented an employment agreement amendment 3 between NHS and Creticus Marak, M.D. This amendment provides incentive compensation and additional pay for holidays. He stated that this amendment is being recommended for approval by the Finance/Compliance Committee. Following a discussion of the employment agreement amendment, a motion was made by Mr. Watkins and seconded by Ms. Choate to accept and approve the amendment as presented.

**Vote:** Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.
**Action:** The motion carried.

**Letter of Intent: Anderson, Keri, P.A.**
Mr. Berry presented a Letter of Intent between Keri Anderson, P.A. and Northeastern Health System. This letter would allow Ms. Anderson to provide services in the Urgent Care and Emergency Department beginning February 1, 2016. This letter is being recommended by the Finance/Compliance Committee for consideration and approval. Following a review of the letter of intent, a motion was made by Ms. Choate and seconded by Mr. Watkins to accept and approve the terms of the letter of intent as presented and authorize the Hospital Administrator to finalize a formal agreement with Ms. Anderson.

**Vote:** Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.
**Action:** The motion carried.

**Purchase Agreement Closing-Childers Property**
Mr. Berry updated the Board regarding the closing on the Childers property. He stated that the closing is pending legal review and the final price will include the pay down of rent since May 2015. Mr. Berry stated that the Finance/Compliance Committee is recommending proceeding with the closing pending favorable review by the hospital’s legal counsel. Following a discussion of the closing process and final price, a motion was made by Mr. Watkins and seconded by Mr. Chapman to authorize the Hospital Administrator to finalize the closing pending legal counsel’s favorable review.

**Vote:** Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.
**Action:** The motion carried.

**Foundation Purchase Agreement- Remarkables Building**
Mr. Berry presented a proposal for the Foundation to purchase the building that Remarkables is currently located in. The Foundation would then remodel the building and rent it back to the Tahlequah Hospital Auxiliary. The Finance/Compliance Committee is recommending approval with the price not to exceed $100,000 for both the purchase and remodel.

Following a review of the purchase proposal, a motion was made by Ms. Choate and seconded by Mr. Watkins to accept and approve the purchase of the Remarkables and remodel and to authorize the Hospital Administrator to finalize a formal agreement.

**Vote:** Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.  
**Action:** The motion carried.

**Personnel/Quality Assurance Committee**  
Ms. Choate reported that the Personnel/Quality Assurance Committee met on December 2, 2015. Personnel issues, Medical Staff, quality assurance, performance improvement activities, and routine reports were discussed and reviewed by the committee.

**Monthly Report**  
Ms. Choate reported that the Committee considered revisions and updates to personnel policies and the hospital employee handbook. Other reports presented for consideration were: Infection Control Safety Report, Work Healthy America Report, Environment of Care Report, and Nursing Report.

The Turnover & Monthly Separation Report for October was presented for consideration and approval. The report indicated that there were 15 new hires and 18 terminates in October, 1 RN-FT/SSP/PRN new hire and 1 RN-FT/SSP/PRN terminate. The overall turnover rate for October was 1.7% with an average monthly year to date rate of 2.1%.

A motion was made by Mr. Watkins and seconded by Mr. Chapman to accept and approve the monthly report as presented.

**Vote:** Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.  
**Action:** The motion carried.

**FY 2014 Infection Control Annual Report**  
Ms. Choate reported that the Committee reviewed the 2014 Infection Control Annual Report presented by Ms. Oglesbee. This report outlines the type of infection control surveillance and monitoring that is completed throughout the hospital for hospital-acquired infections as well as targeted areas as specified by CMS and state requirements. The report also demonstrates policy and procedure, quality assurance, environmental, education, and employee health improvements for the year. Goals for the upcoming year are included as well. The Personnel/Quality Assurance Committee is recommending approval of this plan.

Following a review of the plan, motion was made by Mr. Watkins and seconded by Mr. Chapman to accept and approve the FY 2014 Infection Control Annual Report as presented.
Vote: Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.
Action: The motion carried.

Northeastern Health System Employee Handbook
Ms. Choate presented revisions to the Employee Handbook for consideration. The Employee Handbook has been updated to reflect current processes and to reflect any changes to updated policies/procedures and some new policies/procedures have been added. These policies and procedures are not quoted verbatim but are referenced so employees may review them. The Personnel/Quality Assurance Committee is recommending approval of the NHS Employee Handbook with the revisions.

Following a review of the proposed changes, a motion was made by Mr. Watkins and seconded by Mr. Chapman to accept and approve the changes as presented.

Vote: Mr. Watkins-aye; Mr. Chapman-aye; Ms. Choate-aye; and Ms. Williams-aye.
Action: The motion carried.

Hospital Vehicle Use Policy
Ms. Choate presented the revisions to the Hospital Vehicle Use Policy for consideration. This policy was updated to reflect current processes as well as an addition which outlines the hospital’s policy on texting while operating a hospital vehicle. Violation(s) may result in grounds for disciplinary action, up to and including termination of employment. The Personnel/Quality Assurance Committee is recommending approval of this revised policy.

Following a discussion of the proposed revisions to the Hospital Vehicle Use Policy, a motion was made by Mr. Watkins and seconded by Ms. Choate to accept and approve the changes to the Hospital Vehicle Use Policy as presented.

Vote: Mr. Chapman-aye; Ms. Choate-aye; Mr. Watkins-aye; and Ms. Williams-aye.
Action: The motion carried.

NEW BUSINESS: None.

ADJOURNMENT:
There being no further business to come before the Board at this time, a motion to adjourn was made by Ms. Choate and seconded by Mr. Chapman.

Vote: Ms. Choate-aye; Mr. Watkins-aye; Mr. Chapman-aye; and Ms. Williams-aye.
Action: The motion carried and the meeting stood adjourned at 7:30 p.m.