

AT A REGULAR MEETING OF THE GADSDEN HOSPITAL,
INC. BOARD OF DIRECTORS HELD IN AND FOR
GADSDEN COUNTY, FLORIDA ON JULY 23, 2018 AT
5:00 P.M., THE FOLLOWING PROCEEDING WAS HAD,
VIZ.

Present: Herb Sheheane, Chair
 Arrie Battle, Vice-Chair
 Arriane Graham, Secretary-arrived late
 Jimmy Suber, Treasurer-Absent
 Craig McMillan- via phone
 Dr. Hantz C. Hercule, M.D., Ph.D. - Absent
 Scott Whitehead
 Sam Palmer
 Sen. Fred Dudley
 Mike Glazer, Hospital Attorney
 Brad Johnson, Assistant County Administrator
 Lauren Bradley, Interim County Administrator Executive Assistant
 Allen Keesee, CRMC
 Marcella Blocker, Deputy Clerk

WELCOME

Chair Sheheane called the meeting to order and asked everyone to mute their phones. Mr. McMillan appeared via phone.

GENERAL BUSINESS

2. Approval of Minutes-March 13, 2018-GHI Annual Meeting

Attorney Glazer asked for minor corrections on page 2, third and fourth bullets are duplicates and on page 3 the paragraph at third from the bottom the wording should be *not* instead *now* and on page 4, fifth paragraph up from the bottom, the last sentence *clear* instead of *dear*. Mrs. Battles said her name should be without "s".

UPON MOTION BY MRS. BATTLE AND SECOND BY MR. WHITEHEAD, THE BOARD APPROVED THE MINUTES FROM THE MARCH 13, 2018 MEETING WITH THE NECESSARY CORRECTIONS AS STATED ABOVE.

3. Overview of the Current Lease Between Gadsden County, GHI and Capital Regional Medical Center

Attorney Glazer gave an overview of the lease agreements.

Arriane Graham arrived at this juncture of the meeting.

He said that CRMC is a licensee. The initial term of the lease was 5 years with automatic renewals unless the hospital provided 180 days' notice of non-renewal or County provided 12 months'

notice of non-renewal. He said technically 4 in-patient beds are on the license, but in non-operational status per agreement with ACHA. Initially, all income from hospital trust went to CRMC but that changed. The first 50% of the ½ cent sales tax left over after payment of debt services went to CRMC to help underwrite costs of indigent care but has changed. The hospital performs routine maintenance but the County was responsible for non-routine mechanical, electrical, plumbing, and HVAC. The hospital will take care of the signage. The County is responsible for capital improvements in excess of \$25,000 and has a right of first refusal provision. If the County decides to sell the building and if the portion leased CRMC has right of first refusal. He said they had a little less than two years to the end of the termination date.

Attorney Glazer said he was happy to answer any questions.

Mr. Palmer asked about the cost of the EMS run. Attorney Glazer said he was not sure, varied to the run and was limited to patients EMS could not bill for.

Chair Sheheane asked where they go from here. Attorney Glazer said ultimately it's up to BOCC, this Board was an Advisory Board.

Mr. Dudley asked if it automatically renewed.

Attorney Glazer said the County has to give 12 months and CRMC has to give 180 days' notice.

Mr. Dudley asked if BOCC did nothing, how long was the renewal and does it automatically renew for 5 years. He said he has stopped by several times (not as a patient) and everything seemed to be running good. He said based on that he would not have a problem to recommending to BOCC to have discussions with CRMC about renewal.

Attorney Glazer said BOCC would be interested in hearing suggestions of this Board.

Mrs. Battle asked was the lease originally supposed to be 10 years. Attorney Glazer said it was originally 5 and in the first amendment, it was extended for 10 years with renewal in 5 years.

Mr. Dudley suggested before the 12 months they could hold a public meeting and let public give input.

Mrs. Graham suggested holding the workshop with Commissioners in attendance. She said in the past they have expressed concern for urgent care.

Attorney Glazer said they have had conversations with the Hospital and we should let them give their presentation.

Chair Sheheane said they would table for now and let them do a presentation.

4. Update from CRMC

Allen Keese, the CEO, appeared before the Board and introduced some of the co-workers that work with Gadsden County (CRMC). He said he was honored to be there. He presented a powerpoint. He said he reviewed numbers with patients that had been treated since March of

2010 – June of 2018. He said 156,000 patients have used the facility. He said 50,000 were children and most come after 7 pm. He said they refer a lot of patients to other clinics to help them find a primary care home.

Mrs. Battle stepped out at this juncture of the meeting.

Mrs. Battle returned at this juncture.

Mr. Keesee said Gadsden Campus was treated just like the Tallahassee Campus.

Mr. Dudley asked how they measure and asked about accreditation reports, etc. for the Gadsden Facility.

Mrs. Graham said they had always been in agreement they were doing a good job. She said her concern was with accessibility, letting constituents know about services and offering the majority of the services needed. She said there was no question that they do an outstanding job.

Mr. Keesee said they cherished the relationship and partnership with the County and wanted to continue. He said it's been 8 years and one opportunity is to look at what the facility needs are. He said they are looking at ways to improve. He said currently they are looking at how they reuse space including the ER entrance, main entrance, and indigent registration. He said they currently have 8 ER bays and they would like to add 6 additional. He said they currently have and adding a pediatric themed rooms for the children. He said their goal is to create a friendlier environment. He said they would love to have a renewal and another option they presented was that they forgo any tax dollars that are currently being paid by the County to the hospital. He said the County could use it how they saw fit maybe for EMS or other needs in the County. He said most would ask why walk away from the tax dollars. Attorney Glazer said he would speak on this.

Attorney Glazer said he and Mr. Keesee had discussed this. He talked with Mr. Thomas and said last year there was right around \$600,000 total from the tax dollars that was currently going to CRMC. He said they are offering to leave with County, but they would like to go ahead and get a renewal in place. He said with the funds the County could start looking at making improvements. He said it would put a lot of funds back in the coffers of Gadsden County.

Mr. Dudley asked about costs. Mr. Keesee said they would have to sit down and go through it. Attorney Glazer said when they equipped the hospital; everything was purchased through the buying power of HCA and saved a significant amount over list price. He said the big equipment belonged to County and CRMC maintains it.

Mr. Dudley suggested getting a price on the sheet and see if can make contributions to capital improvements by phasing out tax dollars. He said that might be a better way to do it.

Mr. Dudley asked about the Trust Fund that was Clerk maintained. Attorney Glazer said if the hospital needed this, the income from the Trust could be used. He said he had not looked at how the \$600,000 can be used, but if it could be used and they would not have to dip into Trust. He said the Trust Fund had been looked at as a rainy day fund, i.e., for air conditioning, roof, etc. Attorney Glazer said the income was different from the principal of the trust. He said, "they don't tap into it if they don't have too." He said the income now is not going to CRMC and the pot is

growing. Mr. Dudley asked about numbers. Attorney Glazer said they have numbers on tax, but not on Trust.

Mr. McMillan said at the last meeting, he reported the Trust Fund was little north of \$9 Million. Attorney Glazer said that was the principal, so whatever income is coming off of that.

Chair Sheheane asked if the Clerk of Court maintained this. Attorney Glazer said yes and there was an Investment Committee that met periodically.

Chair Sheheane said he heard from a citizen that called and was snake-bitten. He was able to be stabilized before being transferred to Tallahassee (CRMC) and because of stabilization in Gadsden, was able to keep his foot. He said the citizen was preaching their success.

Mrs. Battle asked about tele- medicine services. Mr. Kessee said yes, they do offer tele-stroke. He said where you can get a neurologist in 15 minutes and they provide TPA medicine. He said in a lot of ways it is quicker than the main campus. She asked was there a way that they could get the information out to the general public. Mr. Kessee said absolutely. He said they have the same expectations with stroke, pediatric care, and psychology –baker act, etc.

Mr. Dudley suggested the Chair work with Mr. Keesee and set up another meeting to begin talking about how to get to what on the list.

5. Renewal of the Lease Agreement with North Florida Thyroid Center, LLC.

Attorney Glazer said in late 2016 there was a discussion of the above lease; North Florida Thyroid Center. He said the lease is now expired. There was no-one present with North Florida and Attorney Glazer said they have had a limited conversation with them.

Mr. Dudley said this was his doctor, would like to see her meet with the County Administrator and put information together on a number of patients

Attorney Glazer said it would be good for this Board to recommend for County to reach out.

Brad Johnson appeared before the Board and wanted to address the leasing and said they were looking at the legal component of it. He said he tried to get someone from her staff to be here but was unable.

Attorney Glazer said this was a good point. He said because of their Procurement Policy, they would have to go with solicitations.

Mrs. Battle said she did come once a month and it had a good clientele.

Attorney Glazer said to have the motion so minutes reflect.

UPON MOTION BY MR. WHITEHEAD AND SECOND BY MRS. GRAHAM, THE BOARD VOTED 7 – 0, BY VOICE VOTE, TO ENTER RENEWAL CONVERSATION OF THE LEASE WITH NORTH FLORIDA THYROID CENTER, LLC.

6. Potential Lease of the Non-Leased Space at CRMC-Quincy Campus to Eye Associates

Lance Langston, Eye Associates, appeared before the Board with Sara Ko and Rachel Hall. He said after discussing with Mr. Johnson they would have to go through the procurement process and Attorney David Weiss suggested they appear before this Board.

Mrs. Ko appeared before the Board and gave a brief presentation.

Chair Sheheane asked if the space they were interested was the same space North Florida Thyroid utilizes now. Mrs. Ko said yes. She said she used the space on Saturday and they would be interested in using space during the week. She said they have spoken with her and she's willing to share space.

Mr. Dudley said that was a great idea to have many specialists here but, was concerned with the limited space. He asked if this was only space available for private practice.

Attorney Glazer said this was the only space in the building that is finished out that was not being utilized by CRMC. He said there is additional office space that was created that belongs to CRMC. He said one time they had spoken to Dr. Hart about using that space, but for reasons that are unclear, she decided she would use the old clinic space rather than the CRMC space. He said in that space where CRMC is picture two halves one half is finished out and one is not, but it is shelved in and could be finished rather quickly. He said the old clinic space is very basic and has not been modernized.

Attorney Glazer asked Mrs. Ko when Dr. Hart came, she brought her equipment with her and took it back with her. She said their equipment was very heavy and expensive, had to be calibrated and could not be moved back and forth and has to be locked. She said they would like 5 days a week, but it would not start that way. She mentioned the hospital in Perry she worked with and it started off with only one day a week. She said they would like to start conservative and then revisit the idea of space and time. Attorney Glazer said they would have to work out where the eye equipment would be and would there still be enough room for Dr. Hart. He also mentioned there was the right of first refusal from CRMC and he had spoken with Mr. Langston regarding that to make sure they were ok with this.

Mr. Keesee addressed space issue at the hospital. He discussed the timeshare and said they have 38 half day slots and full day Wednesday that are still open for some type of Specialist. He said the issue was they couldn't adequately lock up equipment, which is why they are looking to the west of the facility at the clinic side. He said they are supportive.

Mrs. Battle asked was he saying there was space available for the Ophthalmologist that would not interfere with Dr. Hart. Mr. Sheheane said it would not interfere with Dr. Hart and she would only use on Saturday. Mrs. Ko said they would be able to lock up equipment in a closet.

Mr. Dudley said he would like to see conversations with Eye Associates move forward.

Chair Sheheane asked what they would do to get in conversations with Eye Associates. Attorney Glazer said they need direction from BOCC.

UPON MOTION BY MR. SHEHEANE AND SECOND BY MR. DUDLEY, THE BOARD VOTED 6 – 1, BY VOICE VOTE, FOR RECOMMENDATION FOR THE BOCC TO BEGIN NEGOTIATIONS WITH EYE ASSOCIATES FOR THE NON-LEASED SPACE AT CRMC. (Mr. McMillan opposed the motion).

7. Potential Lease of the Non-Leased Space at CRMC-Quincy Campus to Lighthouse of the Big Bend

Allison Dodson of the Lighthouse of the Big Bend appeared before the Board. She said her request is on the same lines as the last item. She said they serve more clients in Gadsden than any other County they serve. They additionally provide free services to anyone visually impaired or blind. They have 3 specialists that come to the County and go to the homes and meet with individuals. She described Phase 1 would be holding classes here; Phase 2-work with CRMC and teach them how to handle situations; Phase 3 create low vision clinic. She said ultimately their goal is to bring along drivers that would be able to pick up the clients and bring them to the space. She said they would like to come to the table and join the conversation about space.

Mr. Dudley said he was inclined to make the same motion with observation this was a not-for-profit. Mrs. Dodson said they need classroom space and one on one space.

Attorney Glazer said he was a little confused. He asked what did they do differently from the Eye Associates. Mrs. Dodson said they receive referrals from Eye Associates and help with daily living to help them remain independent.

Chair Sheheane asked were they a part of the National Lighthouse for the Blind. She said they are, but they are separate. She said they attend Conferences, but they don't govern what they do and how they work.

Mr. McMillian said with the observation he has made this was exactly what they have been hoping for. He said if memory served him correct when coming into the entrance of the old urgent care it is pretty much a common entrance, across the hall there is a lot of space that could be built out easily for classrooms and doctor's offices. He said he didn't feel it had to be limited to the existing buildout space.

Attorney Glazer asked how much time they were talking about. Mrs. Dodson said they currently serve 32 individuals in Gadsden County and it appears they need 1 hour per week depending on clients' needs and how often they are available. She said they want to be able to come 1-2 times twice a week, full time all day instead of 1 hour at a time.

Chair Sheheane said the motion would be similar to the other and be a team with Eye Associates.

UPON MOTION BY MR. DUDLEY AND SECOND BY MRS. GRAHAM, THE BOARD VOTED 6 – 1, BY VOICE VOTE, FOR RECOMMENDATION OF BOCC TO BEGIN NEGOTIATIONS WITH LIGHTHOUSE OF THE BIG BEND IN CONJUNCTION WITH EYE ASSOCIATES FOR LEASE OF NON-LEASED SPACE AT CRMC –QUINCY CAMPUS. (Mr. McMillan opposed the motion).

Attorney Glazer recommended Lighthouse do a small write-up to give direction to BOCC on what they are looking for.

8. Discussion of Next Meeting Date

There was a discussion of next meeting date lead by Mr. Sheheane. He said sensing with everything. He would suggest 2-3 months out to get through leases, etc.

Mr. Whitehead said to stay with September.

Mrs. Battle asked if just this Board or with BOCC.

Mrs. Graham asked was the next meeting a workshop with the County.

Mr. Dudley said he understood the workshop was regarding CRMC lease.

Attorney Glazer said he felt they were still missing direction from BOCC. He said he felt this Board had approved great ideas.

Chair Sheheane asked Mr. Johnson if he had any thoughts. Mr. Johnson said the workshop is best at this time to get a feel in which direction the Board would have them to go.

Mr. Dudley said to make a report to the BOCC on what was discussed at today's meeting.

Chair Sheheane said he would follow-up with Mr. Johnson.

Mr. Whitehead said he also liked the workshop idea. He then motioned for approval of the workshop. Mr. McMillian suggested that all 3(BCC, GHI, and CRMC) entities meet and work out details.

UPON MOTION BY MR. WHITEHEAD AND SECOND BY MRS. BATTLE, THE BOARD VOTED 7 – 0, BY VOICE VOTE, FOR RECOMMENDATION OF APPROVAL OF A JOINT WORKSHOP WITH THE BOARD OF COUNTY COMMISSIONERS.

Mr. Palmer asked about the procedure to add persons to the board. Attorney Glazer said it was up to BOCC and there is a minimum and maximum of members on Board the maximum is 11.

Mr. Palmer recommended Dr. Carla Holloman. Mr. McMillan said she was on the Board at some time and she asked to be removed. Mr. Palmer said he had not spoken with her, but it was only a recommendation.

Citizens Requesting to be Heard on Non-Agenda Items

There were no citizens requesting to be heard.

MOTION TO ADJOURN

UPON MOTION BY MR. DUDLEY AND SECOND BY MR. WHITEHEAD, THE BOARD VOTED 7 – 0, BY VOICE VOTE, FOR APPROVAL OF ADJOURNMENT AT 6:40 P.M.

Craig Sheheane, Chair

ATTEST:

Nicholas Thomas, Clerk