

**GADSDEN HOSPITAL, INC.
BOARD OF DIRECTORS**

MINUTES

Thursday, January 16, 2014, 5:00 p.m.
Capital Regional Medical Center
Gadsden Memorial Campus

Present:

Craig McMillan, Chair
Herb Sheheane, Vice – Chair
Jimmy Suber, Secretary – Treasurer
Scott Whitehead (absent)
Shelia Atkins (absent)
Dr. Charles Kent (absent)
Sen. Fred Dudley
Shaia Rene’ Simmons
Mike Glazer, Hospital Attorney
Arthur Lawson, Assistant County Administrator
Brian Cook, CEO, CRMC
Alan Keesee, COO, CRMC
Beryl H. Wood, Deputy Clerk

1. Approval of Minutes – March 5, 2013 - Craig McMillan

UPON MOTION BY MR. SUBER AND SECOND BY SENATOR DUDLEY, THE BOARD VOTED 5 – 0, BY VOICE VOTE, FOR APPROVAL OF THE MARCH 5, 2013 MINUTES.

2. Election of Officers - Craig McMillan

UPON MOTION BY SENATOR DUDLEY AND SECOND BY MRS. SIMMONS, THE BOARD VOTED 5 – 0, BY VOICE VOTE, FOR APPROVAL OF THE CURRENT SLATE OF OFFICERS AS IS.

3. Discussion of GHI Board Members & Terms - Craig McMillan, Michael Glazer

Attorney Michael Glazer discussed the GHI Board Members & Terms and suggested making appointments for 2014 and beyond to clear up any confusion about the

expiration of terms. He also pointed out, the only physician member, Dr. Charles Kent, recently resigned.

The relevant requirements based on the Articles and Bylaws of GHI can be summarized as follows:

- All GHI Board members are appointed by and serve at the discretion of the Board of County Commissioners of Gadsden County.
- All GHI Board members must be residents of Gadsden County or a person that owns or a full-time employee of a business with a permanent location in Gadsden County.
- GHI Board member terms are for 5 years and Board members are eligible for reappointment. Terms run on a calendar year basis.
- The GHI Board is supposed to have nine members although as few as five and as many as eleven are authorized.
- One director is supposed to be a doctor but the Board is authorized to act without a physician member.
- There are supposed to be three groups of directors with staggered terms.
- The Board of County Commissioners is supposed to be given 90 days' notice of the of expiration of term of any director unless there is a resignation, in which case notice is to be given as soon as reasonably possible.
- Board members automatically carry over if the term expires without either a reappointment or replacement member.

They are recommending 3 groups with staggered terms every 2 years, ideally they way this would be set up is that you would have some number of directors with expired terms in 2013, 2015, 2017. Board members automatically carry over when their term expires, which is important for some of you because that is the case. He named the current board members, which were the 5 present, plus Shelia Akins, Scott Whitehead. He reminded them there is no physician at the moment. There is mixed information depending on which document you look at as to who has what terms. He suggested they make a recommendation to the Board of County Commissioners that would kind of start over. "The most recent set of bylaws said that Fred, Herb, and Scott terms expired in 2011. Under bylaws Craig expired at the end of 2013. Jimmy and Dr. Kent would have expired in 2015." He said under the other list you have information that had people being appointed back in 2006 and 2011, it's very confusing. He recalled when the last round of bylaws were done Shaia wasn't on the Board, so she doesn't show up. "There are a couple of issues one is do you want to make any recommendations to the Commission for additional Board Members, ultimately that's their call, but I would recommend one be a physician."

Senator Dudley commented as a Board they don't have a lot to do since they have an excellent tenant referring to Capital Regional Medical Center. He said it would be nice to have more of the community involved. His recommendation is that they fill the 2

vacancies. He also felt, it would be of good idea for the GHI members to express to BOCC that they enjoy serving on the Board and would like to continue, but you can have are resignation if you like to appoint someone else. In other words give them a clean slate. "Ask them to stagger terms of Board Members."

Chair McMillan agreed, allow the County Commission make the decision. He said it would allow them to keep a buffer.

UPON MOTION BY SENATOR DUDLEY AND SECOND BY MR. SHEHEANE, THE BOARD VOTED 5 – 0, BY VOICE VOTE, FOR RECOMMENDATION TO THE COUNTY COMMISSION TO FILL THE REMAINING 2 SEATS TO MAKE A SLATE OF 9 GHI BOARD MEMBERS FOR 5 YEAR TERMS.

He also stated they all (current members) are pleased with terms and they are willing to be reappointed to staggered terms to 2 years, if so desired by the Board. He also stated they are willing to submit resignations, but it is an individual decision.

Attorney Glazer said his suggestion would be that you have some at 3 for 1, 3 for 3 and 3 for 5 year staggered terms.

UPON MOTION BY SENATOR DUDLEY AND SECOND BY MR. SHEHEANE, THE BOARD VOTED 5 – 0, BY VOICE VOTE, TO RECOMMEND THE EXISTING MEMBERS WOULD LIKE TO STAY, BUT ARE WILLING TO STEP DOWN AT THE PLEASURE OF THE BOARD OF COUNTY COMMISSION, INDICATING THAT THE EXISTING AND NEW MEMBERS BE PROVIDED WITH NEW TERMS FOR 1, 3 AND 5 YEARS.

Attorney Glazer recommended they go ahead and fill in the gaps. Shelia Atkins, Herb Sheheane and Senator Fred Dudley at 1 year term; 3 years would be Jimmy Suber, Shaia Simmons and Scott Whitehead; 5 year terms would be 2 new members and Craig McMillan.

UPON MOTION BY MR. SUBER AND SECOND BY MR. SHEHEANE, THE BOARD VOTED 5 – 0, BY VOICE VOTE, TO RECOMMEND TO BOCC THAT THEY GO AHEAD AND FILL THE GAPS OF THE 2 VACANCY. FOR 1 YEAR TERMS WOULD BE SHELIA ATKINS, HERB SHEHEANE AND SENATOR DUDLEY TO EXPIRE IN 2015; 3 YEAR TERMS ARE JIMMY SUBER, SHAIYA SIMMONS AND SCOTT WHITEHEAD TO EXPIRE IN 2017; 5 YEAR TERMS ARE THE 2 NEW MEMBERS AND CRAIG MCMILLAN TO EXPIRE IN 2019.

4. Hospital Update and Tour of New /Brian Cook - Physician Office Space - Alan Keesee

Chair McMillan suggested they move the tour of the new physician space to the end of the meeting. He then yielded for Mr. Cook and Mr. Keesee to give hospital update.

There were questions posed as to who headed the CRMC Gadsden Memorial Campus.

Mr. Cook said Darlene Price runs the ER and is here every day, but Susie White is the ER Director for both campuses.

Chair McMillan said it might be good ideas to have Darlene Price sit in on some of the GHI meetings.

Mr. Cook suggested Mrs. White might be the better fit; she was from your area and does visit the campus 2 -3 times a week.

Mr. McMillan said it was only a suggestion to have someone that is there day to day to give feedback as to what is really taking place and would might be needed.

Senator Dudley suggested she be invited to each meeting and we have a slot on the agenda for a medical services update.

Brain Cook discussed update of doctors through the Physician Growth in 2013 that will come through the Gadsden Memorial Campus and the timeshare schedule they will rotate. He additionally gave updates on the follow:

- Quality Awards/Designations
- Cardiovascular Excellence: Industry – Best Door to Balloon
- 30 – Day All Cause Readmissions by Region
- Overview of ED Services
- Gadsden Patient Care
- Gadsden EMS

Chair McMillan asked how they could help get them clients.

Mr. Cook said they will advertise by way of local newspapers, flyers, and referrals to get clients and word of mouth. “The goal is to bring Primary Care here.”

He pointed out there is a concern with EMS runs bypassing CRMC and are going to TMH. He said he knows TMH opened their new center, “but the runs are significantly down and they can’t continue the trend with EMS.”

Chair McMillan asked what they could do to help with this situation.

Mr. Lawson commented it was encouraged for EMS to bring them to CRMC, it wasn't mandated and if patient said they wanted to go to TMH, they take them.

Mr. Cook said he would sit down with Tommy Baker, EMS Director to discuss the situation.

Chair McMillan stated this is something they all need to get behind and said he would be willing to sit down with the County Manager, Mr. Baker and whoever to rectify this situation.

Mrs. Simmons asked had EMS been given relief, because at one point she could recall EMS was severely tasked due to the number of responders we had available. "There is not an issue of public safety that they need to take them to the closes location, so they can get back for the next call."

Mr. Lawson stated yes that particular situation has changed; they have added an additional unit.

Mr. Dudley asked is there a regulation or policy about driving pass one hospital going to another.

Chair McMillan reiterated they are here to support CRMC.

Mr. Cook closed by saying one thing they do good is ER.

Mr. Kesse announced the Open House on Feb.27 for County Commission and VIP for the Physician Office space followed by next week for community.

5. Report on Intergovernmental Transfer Contract - Michael Glazer

Attorney Glazer said under the deal with CRMC the County provides certain funding to CRMC primarily for the prevision of indigent care. "In round numbers it varies, but is about \$450,000 a year and it comes out of 2 pots. A part is the ½ sales tax and part historically interest off the old hospital trust. A few years ago the government started a program that allowed counties that provide funding to hospital instead of providing funding directly to hospital to route that money through the Medicaid program and by routing through the Medicaid program it would be come entitled to a match. For the last 3 years at the request of CRMC, the county has entered into an agreement with the Agency for Health Care Administration, which administers Medicaid to send the money that would otherwise go directly to CRMC to Medicaid then Medicaid thumbs the money up." He said this year it was sent back like a \$1.90 for every \$1.00. "It was a good

match.” He said this year it would be about \$460,000 that the County sends and that will turn into over \$800,000. They entered into another agreement for this year for the County to send in an amount not to exceed \$460,000. He noted every year there is discussion that the Matching Program would go away, but as long as it is here we will take advantage of it. He said it’s a win – win, the County is already obligated to pay the funds.

Mrs. Simmons asked why would the county put limit on the amount of funds to send in.

Attorney Glazer responded they have to commit to a certain amount and the County doesn’t want to commit anymore than they think the tax would generate, because they would have to make up out of general revenue. He said direction is given normally from the Clerk’s Office and they are pretty conservative.

6. General Discussion

Ashford Case:

Attorney Glazer gave update on old Ashford Case. “After the Ashford bankruptcy finding, I reported that we had received a demand letter from some law firm up in New Jersey that had inherited the right of Ashford to sue the County. In any event they followed through and they sued and we strongly opposed that and filed a motion to dismiss and Judge Shelfer sided in our favor and the case was dismissed with prejudice on the first try, there was no basis on the contract for them to recover the money and that the lawsuit violates the statute of limitations.” He said the case is not gone away. They have recruited an appellate lawyer to take on the Appeal. He stated the County has a great case and it will probably take the rest of the year to get it all done.

Chair McMillan asked who would be paying the appellate lawyer.

Attorney Glazer said his guess would be his doing it contingency, but was not sure.

Other Discussion

Mrs. Simmons mentioned to Mr. Cook she had the opportunity to go into the ER with 2 family members as clients. She said she was very pleased with the level of service particularly from the paramedics to the time they got to the ER. I had one situation with customer service of one doctor and was truly appalled. She discussed the importance of maybe having a local doctor that understands the area. She stated overall the ER was wonderful.

Mr. Cook said he had handled that situation. He said it is a challenge, because they are independent contractors. He said that they would love to find Gadsden County Physicians. He said they are in the process of signing a lady that grew up here, went to FAMU and got a Chemistry degree.

Chair McMillan mentioned Perry Catteau. He said it takes a special doctor to work out her, a more mature doctor.

Mr. Cook said they are trying to find the correct fit. . He said it takes a little bit more mature doctor to work in the rural communities.

Gadsden County 2013 Annual Report

Senator Dudley thanked County for a detailed Gadsden County 2013 Annual Report.

Board took tour of doctor's office.

Attachments:

Minutes of March 5, 2013 Meeting

Current GHI Board Member Roster

Draft Gadsden County Commission Agenda Request Re: GHI Board Appointments

Gadsden County/AHCA IGT Letter of Agreement

ADJOURNMENT

THERE BEING NO FURTHER BUSINESS TO COME BEFORE THE GHI BOARD OF DIRECTORS, THE CHAIR DECLARED THE MEETING ADJOURNED AT 6:20 P.M.

**CRAIG MCMILLAN, CHAIR
GADSDEN HOSPITAL, INC. BOARD OF DIRECTORS**

ATTEST:

BERYL H. WOOD, DEPUTY CLERK