

**AT A REGULAR MEETING OF THE GADSDEN HOSPITAL, INC.
BOARD OF DIRECTORS HELD IN AND FOR GADSDEN
COUNTY, FLORIDA ON MARCH 13, 2018 AT 5:00 P.M., THE
FOLLOWING PROCEEDING WAS HAD, VIZ.**

Present:

Craig McMillan, Chair - P
Herb Sheheane, Vice-Chair - P
Jimmy Suber, Secretary-Treasurer - P
Dr. Hantz C. Hercule, M.D., Ph. D – P (arrived late)
Scott Whitehead - P
Sam Palmer - P
Sen. Fred Dudley - A
Arriane Graham - P
Arrie Battle – P (arrived late)
Mike Glazer, Hospital Attorney
Brad Johnson, Assistant County Administrator
Steve Gorner, CRMC
Nicholas Thomas, Clerk
Beryl Wood, Deputy Clerk

General Business

Call to Order – Craig McMillian

Chair McMillan called the meeting to order.

1. Approval of Minutes March 17, 2016

Chair McMillian pointed out there needed to be a correction on page 2, Election of Officers the very last sentence, to add Mr. Palmer for Secretary.

UPON MOTION BY MR. SUBER AND SECOND BY MR. SHEHEANE, THE BOARD VOTED 6 – 0, BY VOICE VOTE, FOR APPROVAL OF THE MARCH 17, 2016 MINUTES WITH THE NECESSARY CORRECTIONS AS STATED ABOVE.

August 30, 2016

UPON MOTION BY MR. SHEHEANE AND SECOND BY MR. WHITEHEAD, THE BOARD VOTED 6 – 0, BY VOICE VOTE, FOR APPROVAL OF THE AUGUST 30, 2016 MINUTES.

2. Appointment/Re-appointment of Members to the Board of Directors

Chair McMillan explained this was their annual meeting and this agenda item seeks appointment/re-appointment of members to the GHI Board of Directors. The relevant requirements based on the Articles and Bylaws of GHI can be summarized as follows. He said they meet with the County Commissioners a few weeks ago and at the meeting the Board reappointed:

CLASS ONE: (term to expire 12/31/2017)

James Suber, Scott Whitehead, Arriane Graham

UPON MOTION OF MR. PALMER AND SECOND BY MR. WHITEHEAD, THE BOARD VOTED 6 - 0, FOR THE BOARD RECOMMEND APPOINTMENTS FOR THE FOLLOWING ABOVE NAMES TO THE GADSDEN HOSPITAL, INC. BOARD OF DIRECTORS.

- 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 with the eligibility of reappointment. Terms run on a calendar year basis.
- The GHI Board should have nine members. However, as few as five and as many as eleven are authorized.
- One director should 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 a 90-day notice of the term expiration of any director unless there is a resignation. In this 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.

Election of Officers (Craig McMillan, Chairman)

Chair

MR. SUBER MADE A MOTION FOR MR. HERB SHEHEANE TO SERVE AS THE CHAIR FOR THE 2018 YEAR. MR. WHITEHEAD MADE THE SECOND. THE BOARD VOTED 6 – 0, BY VOICE VOTE, TO APPROVE THIS MOTION.

Mr. Sheheane conducted the remainder of the elections

Vice – Chair

MRS. GRAHAM MADE A MOTION FOR MRS. ARRIE BATTLE TO SERVE AS THE VICE – CHAIR FOR THE 2018 YEAR. MR. PALMER MADE THE SECOND. THE BOARD VOTED 6 – 0, BY VOICE VOTE, TO APPROVE THIS MOTION.

Treasurer

MR. WHITEHEAD MADE A MOTION FOR MR. JIMMY SUBER TO SERVE AS THE TREASURER FOR THE 2018 YEAR. MRS. GRAHAM MADE THE SECOND. THE BOARD VOTED 6 – 0, BY VOICE VOTE, TO APPROVE THIS MOTION.

Secretary

MR. PALMER MADE A MOTION FOR MRS. ARRIANE GRAHAM TO SERVE AS THE SECRETARY FOR THE 2018 YEAR. MR. SUBER MADE THE SECOND. THE BOARD VOTED 6 – 0, BY VOICE VOTE, TO APPROVE THIS MOTION.

4. General Discussion

(All)

Mr. McMillian recognized an Allen Keesee, new CEO of CRMC. He said he formerly served as COO, which many knew him from. He said as of today he has served for 7 days and he was glad to be back. He said he visited the Gadsden Center on Sunday and meet folks and looked around. He said it is his commitment that they continue to grow and be a part of this community. He said they looked forward to serving the citizens of Gadsden County.

Mr. Sheheane asked was there anything going on that they should about.

Mr. Kessee responded that they would start ultrasound services soon. He said they have started the analysis.

Mr. McMillan asked CRMC to do a better job at letting people know what is being offered, such as the services, beyond the Emergency room such as MRI, Lab, and Ultrasound instead of having to go to Tallahassee. Another issue he brought up was that they are in dire need of an urgent care facility. He asked that they move in that direction. He said there are too many times we people need to go to an urgent care for services but are going to the hospital because that is what we have and the cost to the patient is a great deal. He asked how much utilization there is with the timeshare right now.

Mr. Keesee responded use is not great; it is minimal although there was plenty of capacity and opportunity.

Mr. McMillan asked was Dr. Hart utilizing the space in the old Urgent Care Facility.

Mrs. Battle said Dr. Celeste Hart is at the Gadsden Campus once a month on a Saturday from 10:00- -2:30 pm.

Clyde Collins, Building Official, said they would need to do work; they need to do work on the facility, to upgrade it.

Mr. McMillian said they tried to encourage her to go into the timeshare spot, but CRMC thought this spot we be more conducive. He said that was not what she wanted.

Mr. Suber asked were people using the facility.

Mrs. Graham said she would like to see an Urgent Care versus Emergency Care. He said the County is in dire need of an Urgent Care Facility and asked was there a cost difference. She said there is no walk in services, after hours or weekends. We are a comminuting care. It would be an addition. She said that CRMC did offer those services because there was an Urgent Care Facility in South wood and other places in Leon County. She said it would be an addition to the Emergency Care adding the Urgent Care. She said it was two different entities.

Mr. McMillian commented on how CRMC entered an agreement about 2 years ago where they started to reimburse the County for ambulance runs up to the tune of a \$150,000.

Attorney Glazer said most of the runs the County can build for them. He said Medicare doesn't allow for them to be paid for. He said with the amendment that was done in 2008 CRMC know picks up that cost. The estimate is between a \$150,000 -\$180,000 per year. He did not have exact figures based on the number of runs.

Mrs. Graham asked what happens to the extra, the other people.

Attorney Glazer said the other people the County can actually build for them.

Mr. McMillian said CRMC has been great. They stepped up on that issue which they didn't have to do. We are licensed as a hospital and we are serving as an Emergency room and therefore that hospital has to provide those services. He said that was very clear at the start for us to keep a hospital license.

Attorney Glazer said it is actually the license of CRMC. It is very much the license of CRMC Emergency Room Tallahassee.

Mrs. Battle asked is CRMC building other emergency rooms in Tallahassee.

Mr. Keesee said they plan on building two on at N Munroe and I-10 and one on Orange Avenue and Capital Circle Southwest. He said those properties would mirror what is in Gadsden. He said they would have a CT scanner, Lab, Registrar, Triage Nurse, Emergency Room Physician, Exam Room for patients, etc....

Mrs. Battle asked what the hold is up to do same in Gadsden. "Why can't we partner with the FSU medical school to do something out here?" She mentioned half-cent sales tax.

Mr. Kessee said that is a great idea. We would like to meet with those students to keep them in this area, North Florida.

Mrs. Battle commented that they should contact FSU Medical School since they are the ones who are in need of their services. She said they come over anyway to visit the schools and other places, why not have them partner with the hospital to help with indigent care. Mr. Herb Sheheane will ask FSU about partnering with the County.

Mr. McMillan commented it sounds as if they are alluding to that they are turning people away. He then asked where they?

Mrs. Battle replied yes, there are people in the community that say they have been turned down.

Attorney Glazer said that anyone can start an Urgent Care Center.

Sam Palmer asked would the new facility in Tallahassee have the 12 beds.

Mr. Kessie said it would essentially be the same thing you have in Gadsden County. He said they would have bays, not beds. It would be the same as Gadsden, no one spends the night.

Attorney Glazer stated the newspaper will say they have beds, but they don't have beds, it is bays.

Mr. McMillian said the County does technically have license beds.

Attorney Glazer said that is correct it is 4, but they aren't being operated right now.

Mrs. Battle asked what they could do to get the beds operable. She said she wanted them to come to a median where the hospital serves the citizens and they all get something out of it.

Clerk Thomas said the County does have monies set aside, in the event CRMC does decide to expand the hospital in the future. He said they have \$813,000 that can be used for the hospital. He said it would probably be a million next year. He pointed if CRMC expanded your services for Buildout there were resources.

Mr. Kessie said that information is good to know. He said there are two components the Capital competent, which is the Buildout and staff both need to be studied. He said they would definitely look at it. He said the main thing is that they have a safe high-quality facility.

Mr. Collins voiced they needed to keep a rainy day fund, we will need to replace equipment.

Mr. McMillan said when the hospital was open it had 25 beds and only 2 beds a day were being filled. He said they don't have the doctors here to admit people.

Mr. Battle said a resolution to the situation with the doctors they could partner with FSU medical students.

Mr. McMillan stated they would have to think of the number of people you have to hire to make it a hospital such as food services, cleaning, etc.

Mr. Kessee said this meeting was productive and is a lot to take into consideration. He said FSU Medical, Ultrasound and would most definitely evolve the hospital.

Mrs. Battle questioned how to get figures on the births from Gadsden County that are being had at CRMC. She said there was a question as to who gets the credit Tallahassee or Gadsden County.

Mr. Kessee said the Department of Health; Vital Statics would have that information.

Mr. McMillan said that Physical Therapy would like to come to Quincy as a service. He said they should really consider looking into it.

Mrs. Battle asked about Ambulance Service being at the hospital.

Mr. Collins said we had plans to put in the place where Dr. Hart is. He said it is an issue with EMS not wanting to be so close to the hospital.

Mrs. Jackson said they are taking everything into consideration and all options.

Attorney Glazer said Friday, March 16, 2018, is the 8 year anniversary when they signed the lease for the hospital.

Mrs. Battle discussed the Half Cent Sales Tax. She asked why we couldn't take some of the money to help those people to help those that have fallen through the crack.

Mr. McMillan said that it was his recollection that some of those funds are going to the Health Council.

Clerk Thomas said pretty much all money that comes in goes out every year, the debt first, CRMC, Health Department and the Health Council. Clerk Thomas passed out a handout on financials. He explained the handout to the Council. He said the debt services come first, the language in the contract states that CRMC is guaranteed a certain amount or a maximum of 75%. He said they disperse the monies on a monthly basis.

Attorney Glazer said when they first did the lease CRMC got this portion and the interest off the old trust. He said they negotiated with them by amendment in which they gave up the interest on the trust as long as the revenue from the tax was at least a certain level and this was. CRMC gave up the right and that allowed the County to grow the trust. He said the building would have to be upgraded at some point and equipment upgrade. He said the trust is growing and provides that pot of money when the time comes.

Mr. Sheheane said with so many citizens living below the poverty level with the Indigent funds, does Medicaid pick up a certain piece of the bill. He asked where they stable in the County, as far as you can see, with those that can't pay their bill. He asked was it increasing or decreasing.

Mr. Kessee said he didn't know, but he could have CFO, Christian Dire prepare a report that can highlight that information with other important pertinent numbers such as the number of folks they have helped enroll in Medicaid.

Attorney Glazer said because that facility is legally an Emergency Room and they have to stabilize the patients whether they have the ability to pay or not and that is based on federal laws.

Mr. McMillian said if anyone is turned away from the emergency room, please contact the CEO at CRMC.

Citizens requesting to be heard on Non-Agenda Items (3-minute limit)

Mr. Sheheane asked if there were any citizens that wished to speak and there was no-one.

It was the consensus of the Board that the next meeting time is as needed, quarterly in 3 months.

Mr. Sheheane thanked Mr. Craig McMillan for serving as Chair since the year 2000.

MOTION TO ADJOURN

THERE BEING NO FURTHER BUSINESS TO COME BEFORE THE BOARD, CHAIR MCMILLAN DECLARED THE MEETING ADJOURNED AT 5:51 P.M.

**HERB SHEHEANE, Chair
GADSDEN HOSPITAL INC. BOARD OF DIRECTORS**

ATTEST:

NICHOLAS THOMAS, Clerk