

*Approval Date:
October 16, 2023*

MINUTES OF
A REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

SEPTEMBER 25, 2023, 6:00 P.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Monday, **SEPTEMBER 25, 2023**, in the Conference Room of the Annex Building located at 123 N. Apopka Avenue, Inverness, Florida 34450. Chairman Dr. Mark Fallows called the meeting to order at 6:03 P.M.

(2) PUBLISHED MEETING LEGAL NOTICE

(Agenda & Published Legal notice Copies On File)

(3) QUORUM PRESENT

(4) ATTENDANCE

Board Members Present: Dr. Mark Fallows (Chairman), Allan Bartell (Vice-Chairman/Secretary/Treasurer) Dr. Jeffrey Wallis (Trustee) and Rick Harper (Trustee).

Also in attendance:

William Grant, Esq. (CCHB General Counsel)
Richard Powell (CCHB CPA)
Mireya Diaz (CCHB Administrative Assistant)
Kaylee Flaherty (CCHB Administrative Assistant)

Members of the Public:

Dr. William Dixon (Veterans Village)
Dr. Paresh Desai (Veterans Village)
Karia Poulos (Doctor's Free Clinic)
Crystal Barton, Executive Director (CCCCF)
Steven Steiner, Reporter (Citrus County Chronicle)

(5) PUBLIC COMMENT

No public comments.

(6) BUDGET HEARING TO REVIEW THE CITRUS COUNTY HOSPITAL BOARD BUDGET FOR THE 2023-2024 FISCAL YEAR. ADOPTION OF THE FINAL BUDGET BY RESOLUTION 2023-02.

Dr. Fallows presented the proposed Citrus County Hospital Board Budget for Fiscal Year 2023-2024.

A discussion ensued.

MOTION by Dr. Wallis to accept the Citrus County Hospital Board Resolution 2023-02 Budget for Fiscal Year 2023-2024 as presented, second by Mr. Allan Bartell. No further discussion, the Motion passed unanimously, 4 -0.

(7) APPROVAL OF MINUTES

MOTION by Dr. Wallis to accept Minutes as presented, second by Mr. Allan Bartell. No further discussion, the Motion passed unanimously, 4 -0

(8) FINANCE COMMITTEE REPORT

Richard Powell presented the September 2023 Financial Report along with a balance sheet.

MOTION by Mr. Bartell to approve the August 2023 Financial Report as presented, second by Dr. Wallis. No further discussion, the Motion passed unanimously, 4-0.

Richard Powell presented the August 2023 CCHB invoices. Richard Powell asked the Board to approve payment of three additional invoices that were submitted after the finance report was completed. The invoices are as follows:

- Snyderburn, Rishoi & Swann, LLP - \$6,300, for legal fees related to CCHB Investment Policy
- Grant & Dozier - \$551.15, for CCHB relocation costs
- Mireya Vasquez - \$10.45, for mileage expenses

MOTION by Mr. Harper to approve payment of all CCHB invoices, including the additional three invoices, second by Mr. Bartell. No further discussion, the Motion passed unanimously, 4-0.

(9) LEGAL

Mr. William Grant reviewed the Memo provided by Attorney Schapira regarding AHCA Medicaid recoupment status. Mr. Grant explained that Attorney Schapira followed up with Joseph Goldstein, AHCA's attorney, via email on 08.09.23, 08.18.23, and 9.22.23. Attorney Goldstein responded on 09.11.23, advising that his client, AHCA, was reviewing our position and should have a response within 1-2 weeks.

Mr. Grant said that it would minimize legal costs to the Board if they wait for the AHCA response to review the case instead of pursuing litigation at this time. Dr. Fallows and the Trustees agreed that it is best to wait for the AHCA response.

Mr. Grant explained that the FRC audit was complete. The final payment of \$750 will be paid to Clark Stillwell for FRC audit fees. Mr. Grant provided the Board with documentation of the cash disbursement of the remaining FRC funds that were returned to CCHB. Mr. Grant said that he reviewed all legal fees of the FRC from 2021, and they were accurate and appeared acceptable; all FRC business is now completely resolved.

Mr. Grant provided an update regarding the D&O insurance renewal. Mr. Grant explained that he had completed and submitted a Cyber insurance application that was needed in order for the Hager Group for the purpose of receiving a quote for the D&O policy renewal. Mr. Grant said that the quote will be for the period of October 1, 2023, to September 30, 2024, and he asked the Board to approve payment of up to \$30,000 for the D&O policy renewal; if the policy renewal is more than \$30,000 it will come back for

CCHB approval.

MOTION by Mr. Harper to approve up to \$30,000 for the renewal of the D&O policy, second by Dr. Wallis. No further discussion, the Motion passed unanimously, 4-0.

Mr. Grant explained that Mireya Vasquez, Administrative Assistant, has resigned as Administrative Assistant for CCHB; effective September 30, 2023.

Mr. Grant said that in anticipation of Ms. Vasquez resignation an ad was published in the Citrus County Chronicle, and there has been a good response. Mr. Grant said he reached out to Ms. Crystal Barton, Executive Director of the CCCCf, to ask if she had any interest in the position. Mr. Grant explained that he sent Attorney Cliff Shepard a copy of Ms. Barton's employment contract for opinion as to whether there might be a conflict of interest; there is no conflict of interest, but there are contractual obligations that Ms. Barton has to fulfill. Mr. Grant provided a copy of the email sent to Attorney Shepard.

Mr. Grant explained that if the Board chose to consider Ms. Barton for the position of administrative assistant, he will move forward with asking the CCCCf Board for permission to contact Ms. Barton to discuss the job offer. The CCCCf Board will be meeting on Wednesday, September 27, 2023.

A discussion ensued regarding the administrative responsibilities and needs of the CCHB.

MOTION by Dr. Wallis to authorize Attorney Grant to contact the CCCCf Board in writing to request permission to speak to Ms. Crystal Barton, second by Mr. Harper. No further discussion, the Motion passed unanimously, 4-0.

Mr. Grant will draft an email/letter to the CCCCf Board to request permission to speak to Ms. Barton regarding the employment interview by CCHB. Mr. Grant suggested that the Board appoint a designee to speak to all applicants regarding salary, work schedule, and other requirements the Board deemed necessary.

Mr. Harper said that the designee should begin reviewing the resumes that have been received.

A brief discussion ensued.

Ms. Kaylee Flaherty will assist with reviewing resumes and creating a pool of candidates for possible interviews.

Mr. Grant asked the Board to consider allowing Ms. Vasquez to stay onboard as part-time employee for a temporary period of time at her current hourly rate of \$25/hour.

MOTION by Mr. Bartell to approve Ms. Vasquez to stay temporarily as a part-time as needed employee at \$25/hour, second by Mr. Harper. No further discussion, the Motion passed unanimously, 4-0.

(10) UNFINISHED BUSINESS

Citrus County Community Charitable Foundation

Ms. Crystal Barton, CCCCf Executive Director, said that their Finance Committee met, and their quarterly grant statement balance is \$900,000.

Veterans Village

Mr. Grant provided the Board with a copy of the letter from Dr. Dixon regarding the status of the Veterans Village. Mr. Grant said he met with Dr. Desai and Michael Bays on September 13, 2023, regarding the inquiry made by Trustee Rick Haper about potential deception regarding VVCC space provided to non-veterans. Mr. Grant explained that HUD was the only lender that made it a requirement that healthcare

(VVCC space) needed to include non-veterans; other lenders did not have such restrictions.

Dr. Dixon explained that the Board of Directors of Veterans Village of Citrus County that in the current environment of high interest rates and high costs of construction, it is not feasible to initiate construction of the Veterans Village assisted living project at this time; the project has been paused and proceeds returned to the CCHB.

Dr. Dixon said that they will be returning the remainder of the grant money given by CCHB, but they will reserve a small amount to cover ongoing costs of maintaining the corporation.

Mr. Bartell asked if the money that was being returned by the Veterans Village could be held in an escrow account. Mr. Powell explained that the Board has the option to keep the money in the existing investment account or that money can be designated as assigned with a vote or committed through a resolution.

A brief discussion ensued.

Doctors' Free Clinic

Mr. Grant said that Dr. Wallis provided budgetary projections for review by the CCHB in consideration of financial contribution to the Doctor's Free Clinic; a copy of the budget was provided.

A brief discussion ensued.

MOTION by Mr. Harper to approve a \$20,000 contribution to the Doctor's Free Clinic upon execution of a MOU, second by Mr. Bartell. No further discussion, the Motion passed unanimously, 3-0. Please note: Trustee Jeff Wallis did not vote and claimed a conflict.

State of Florida Audit

Mr. Grant said that the State of Florida audit has been completed; the exit interview is the last activity that needs to be completed. Mr. Grant will coordinate a date and time that he and Dr. Fallows are able to participate in the exit interview with the SOF auditors.

(11) NEW BUSINESS

The CCHB quarterly meetings are set on:

- October 16, 2023
- November 27, 2023
- December 18, 2023

(12) TRUSTEE COMMENTS

(13) OTHER

Mr. Grant said that the D&O policy needs to be renewed and is expecting the annual policy quote to come back sometime in late September, and the premium associated with this policy is approximately \$25,000. Dr. Fallows asked if the premium would be lowered now that the FRC has been dissolved. Mr. Grant explained that there is diminished risk, but due to Trustees being volunteers he highly recommends continued D&O insurance. Dr. Fallows said he does not want to reduce the coverage limits but would like to see a reduction in the premium cost. Mr. Grant said he would speak with Greg at The Hager Group regarding the quotes and possible reduction in premium.

Mr. Grant said that employee evaluations are due in October for Mireya Vasquez, Administrative Assistant, and William Grant. Mr. Grant reminded the Board that elections will also be taking place in October.

College of Central Florida

Mr. Grant said that the 2023 Line Act Contribution letter that Dr. Fallows signed on Tuesday, August 29, 2023, was sent to the College of Central Florida. Mr. Grant provided the Board with a copy of the 2022-2023 Endowment Summary provided by the College of Central Florida.

Mr. Grant said that the College of Central Florida (CF) emailed a signed copy of the MOU and asked that they authorize Chairman Dr. Fallows to sign the MOU. Mr. Grant explained that the contribution check will be available to CF within 75 days from today.

MOTION by Mr. Harper to authorize Chairman Dr. Fallows to execute the CF MOU, second by Dr. Wallis. No further discussion, the Motion passed unanimously, 4-0.

(14) NEXT SCHEDULED MEETING DATE

The next scheduled meeting of the Citrus County Hospital Board will be on Monday, October 16, 2023.

(15) ADJOURNMENT

MOTION by Dr. Wallis, second by Mr. Bartell to adjourn the meeting. The motion passed unanimously, 4-0.

Respectfully Submitted,



Allan Bartell
Secretary/ Treasurer

9.25.2023 Minute Copy on File:

1. September 25, 2023, Agenda.
2. Proof of Publication of Legal Notice.
3. Citrus County Hospital Board Proposed 2023-2024 Budget
4. List of Invoices for Approval for September 2023.
5. Finance Report from August 2023.
6. Memo from Karen Schapira, Esq. dated September 22, 2023.
7. Copies of FRC Financial transactions.
8. Mireya Vasquez's Resignation Letter.
9. Email from Bill Grant to Clifford Shepard dated September 20, 2023.
10. Copy of Administrative Assistant Chronicle classified ad.
11. Memo from Ryan Knight dated September 25, 2023.
12. Email from Dr. Dixon/Veterans Village Board of Directors dated September 11, 2023
13. 2022-2023 CF Endowment Summary
14. Email from CCHB regarding 2023 Line Act Contribution letter dated August 29, 2023.
15. Memorandum of Understanding from College of Central Florida
16. Doctor's Free Clinic Projected 2023-2024 Budget