

Approval Date:
April 30, 2014

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

FEBRUARY 12, 2014 5:15 P.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Wednesday, **February 12, 2014**, in the Citrus Memorial Hospital Administration Building, 2nd floor Conference Room, 502 W. Highland Blvd., Inverness, Florida. Chairwoman Mrs. Ressler called the meeting to order at 5:20P.M.

(2) PUBLISHED MEETING LEGAL NOTICE

(Agenda & Published Legal notice Copies On File)

(3) QUORUM PRESENT

(4) ATTENDANCE

Board Members: Debbie Ressler (Chairwoman), Dr. Mark Fallows (Vice-Chairperson), Krista Joseph (Secretary/Treasurer)

Also in attendance:

William Grant, Esq. (General Counsel)
Karla Dozier (Administrative Assistant)
Sara Bascom (Bascom Communications) via telephone

Prestige Court Reporting

Members of the Public: Nancy Harker, Glenn Holmes, Mark Williams (CMHF), Jeffrey Wallis, MD., and Mike Wright (Citrus County Chronicle)

Mrs. Ressler stated the CCHB Mission.

(5) PUBLIC COMMENT

➤ Nancy Harker: Mrs. Harker thanked the Trustees and their Attorney.

(6) APPROVAL OF MINUTES

MOTION by Mrs. Joseph, second by Dr. Fallows to approve the minutes from January 10, 2014 Joint Meeting; January 13, 2014 Special Meeting; January 20, 2014 Joint Committee Meeting and January 22, 2014 Regular Meeting. The Motion passed unanimously, 3-0.

(7) FINANCE COMMITTEE REPORT

a) Approval of the Finance Report for January 2014: Mrs. Joseph presented the CCHB Finance report for January 2014. (Copy on file)

Mrs. Ressler noted that a possible mediation could occur in March between Duke Energy and the Citrus County Property Appraiser.

MOTION by Mrs. Joseph, second by Dr. Fallows to approve the finance report for January, 2014. The Motion passed unanimously, 3-0.

b) Approval of the Citrus County Hospital Board Invoices. (Copy on file)

MOTION by Mrs. Joseph, second by Dr. Fallows to approve payment of the invoices as presented. The motion passed unanimously, 3-0.

c) Other: None

(8) BONDS UPDATED INFORMATION

None.

MOTION by Mrs. Joseph, second by Dr. Fallows to engage Gunster Yoakley & Stewart, P.A. to assist and support legislation amending Chapter 2011-256, Laws of Florida and authorize the chairperson to sign the agreement. After discussion the Motion passed unanimously, 3-0.

(12) FOUNDATION GOVERNANCE ISSUES

Mr. Grant presented to the Board the settlement agreement with AIG.

MOTION by Mrs. Joseph, second by Dr. Fallows to approve the settlement agreement with AIG. After discussion the Motion passed unanimously, 3-0.

Mr. Grant stated that there was a lot of data download for HCA and good cooperation from the Foundation.

Mr. Grant also noted that the Attorneys will review the first draft of the definitive agreement in the coming days.

The Global Settlement agreement will contemplate the responsibilities of the Citrus County Hospital Board and the responsibilities of the Citrus Memorial Health Foundation and the process is moving good and quickly.

Mrs. Ressler thanked Mr. Williams for his efforts helping HCA in the due diligence process.

Dr. Fallows asked how much money will be left after due diligence?

Discussion ensued about the agreement of the CCHB with the BOCC regarding the 491 project.

Mr. Grant asked the Board to think about getting insurance to cover the Trustees after the Foundation is dissolved.

Mr. Grant requested the Board's advice for the purpose of settlement negotiations and strategy sessions related to litigation expenditures in all pending litigations of the CCHB. Mr. Grant stated he needed to seek the Board's advice and direction. The entire session shall be recorded by a certified court reporter. The court reporter will record the times of the commencement and termination of the attorney/client session. All discussions and proceedings as well as the names of all persons present shall be recorded. The names of all persons speaking shall be recorded. No portion of the session shall be off of the record. The court reporter's notes shall be fully transcribed and be filed with the entity's clerk within a reasonable time after the meeting. Their counsel, William J. Grant and any other counsel deemed appropriate, will be put on the notice. The session shall commence at an open meeting at which the persons chairing the meeting, which will be the chairperson, shall announce the commencement and estimated length of the Attorney-Client Session and the names of the persons attending. At the conclusion of the Attorney-Client Executive Session, the meeting shall be reopened and the person chairing the meeting shall announce the termination of the session.

MOTION by Mrs. Joseph, second by Dr. Fallows to engage in an attorney-client executive session meeting on March 19, 2014 or any scheduled meetings of the CCHB in March 2014 for the purpose of discussing settlement negotiations or strategy sessions related to litigation expenditures. Following discussion, the motion passed 3-0.

The developers' agreement will be drafted by Mr. Stillwell because the Foundation is a private entity.

(11) COMMITTEE REPORTS/MEDIA

- **Media:** Mrs. Bascom informed the Board that Mrs. Joseph, Trey Crabb and she have regular conference calls regarding the process with HCA.

(9) INFORMATION UPDATE

None.

(10) TRANSACTION UPDATE

Mrs. Ressler stated that in the meeting on Saturday, February 08, 2013 the Committee of Four (2 CCHB Trustees and 2 CMHF Directors) selected Mr. Robert Davis to be the Interim CEO of the Hospital. Mrs. Ressler also noted that Mr. Davis is from Tampa and his salary expectation was below the Foundation's budget.

(11) COMMENCE ATTORNEY CLIENT EXECUTIVE SESSION MEETING

Canceled.

(12) UNFINISHED BUSINESS

Mrs. Ressler stated that Nature Coast EMS submitted to the Board a proposal requesting financial assistant for the Fall Prevention Program for the Elderly, after discussion, the Board would like to defer the proposal to the Trust Foundation because Nature Coast EMS will need \$200K for seven (7) months.

(13) NEW BUSINESS

Mrs. Ressler informed the Board that Mr. Powell will start the audit in April and appointed Mrs. Joseph to be the contact person.

Mrs. Joseph had some questions regarding the hospitalist situation discussed in the last Foundation meeting and concerns by the doctors regarding the Foundation. The Board would like to have more information about the situation. Mr. Grant will acquire the information.

(14) TRUSTEE COMMENTS

None.

(15) NEXT SCHEDULE MEETING DATE:

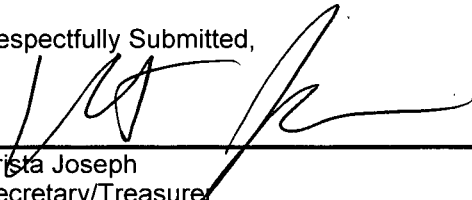
The Board will schedule the following meetings:

- Wednesday, March 19, 2014 at 6:00pm.
- Wednesday, April 30, 2014 at 5:30pm.
- Wednesday, May 21, 2014 at 6:00pm.
- Monday, June 09, 2014 at 6:00pm.

(16) ADJOURNMENT

MOTION by Mrs. Joseph, second by Dr. Fallows to adjourn the meeting, the motion passed 3-0. The meeting was adjourned at 6:30pm.

Respectfully Submitted,



Krista Joseph
Secretary/Treasurer

02.12.14 Minute Copy on File:

1. Agenda & Public Notice
2. CCHB Finance Report & Invoices