

*Approval Date:  
March 14, 2011*

MINUTES OF  
THE REGULAR MEETING OF THE  
CITRUS COUNTY HOSPITAL BOARD

**FEBRUARY 14, 2011 9:00 A.M.**

(1) CALL TO ORDER

The regular monthly meeting of the Citrus County Hospital Board of Trustees [CCHB or Hospital Board] was held Monday, **February 14, 2011**, at the Citrus Memorial Hospital Administration Building, 2<sup>nd</sup> floor Boardroom, 502 W. Highland Blvd., Inverness, Florida. The Chairman Dr. Rao called the meeting to order at 9:00 A.M.

(2) PUBLISHED MEETING LEGAL NOTICE

*(Agenda & Published Legal notice Copies On File)*

(3) ATTENDANCE

Board Members: V. Upender Rao, MD (Chairman) Deborah L. Ressler, RN, BSN (Vice Chairman) Michael A. Smallridge (Secretary /Treasurer) Susan Kirk, LMT (Trustee)

Also in attendance:

William J. Grant, Esquire, CCHB General Counsel  
Vickie LaMarche, CCHB Chief Operating Officer  
Harry Kilgore, CCHB Director of Finance  
Karla Dozier CCHB Staff

Mark Williams, Citrus Memorial Health Foundation, Inc., CFO  
Prestige Court Reporter Services, (CMHF)

Members of the Public: Chris Van Ormer (Citrus County Chronicle), Joe Chrietzberg, David Langer and additional members of the public.

(4) APPROVAL OF MINUTES

MOTION by Mrs. Kirk, second by Mrs. Ressler to approve the December 13, 2010 and January 24, 2011 Minutes. The Motion passed unanimously, 4-0.

(5) PUBLIC COMMENT

Joe Chrietzberg: Mr. Chrietzberg commented about the "non-movement" of money. Mr. Chrietzberg opined that there will be considerable public pressure if the hospital financially deteriorates with bond covenants and so forth. Mr. Chrietzberg asked if the bonds and the receiver of bond funds could skip the Foundation and come straight to the Trustees if the bond payments are not made.

(6) FINANCE COMMITTEE REPORT

After some points of clarification Mrs. Ressler, Chairman of the Finance Committee recommended approval of the Finance Report for January 2011, with the invoices to be paid as presented. In addition, Mr. Kilgore has received documentation from the hospital regarding indigent care based upon the CCHB policy and 100% of federal poverty level since October 1, 2010 it appears as if the CCHB owes the CMHF \$301,429.47. Mrs. Ressler recommended payment to be paid after Mr. Kilgore is given access to the documentation to confirm validity of amounts in addition to having a letter of agreement that paying this amount does not waive any of the other previous financial obligations of this Board to the Foundation.

It appears that there is a holdup on the side of the Foundation regarding the confidentiality as it pertains to CCHB's ability to review the records. Mr. Grant stated that Mr. Williams, CFO, CMHF, has been working on this issue and has been unable to get it resolved. Mr. Grant stated that he will contact Mr. Stillwell by phone and in writing to see if the hold up issue can be resolved.

**MOTION** by Mrs. Ressler, second by Mr. Smallridge to approve the recommendation of the Finance Committee to approve the Financial Report for January 2011 and the payment to Citrus Memorial Health Foundation for Charity Care of \$301,429.37 after CCHB Staff has been authorized access to review files supporting the payment. In addition, the CCHB and CHMF will sign an agreement that the payment will not result in prejudice to either party. The Motion passed unanimously, 4-0  
(Copy on file)

**MOTION** by Mrs. Ressler, Seconded by Mr. Smallridge to pay the list of invoices as presented. The Motion passed unanimously, 4-0  
(Copy on file)

**(7) FINANCE DIRECTOR REPORT**

None

**(8) COO REPORT**

Ms. LaMarche presented information on the purchase of iPads for the Board of Trustees which will save on the cost of printing copies, purchasing ink and paper. This will expedite the information to the Board and will save in excess of 120 man-hours without having to manually produce monthly Board reports. Conversation ensued regarding the features and benefits of utilizing the Ipad.

**MOTION** by Mrs. Ressler, second by Mrs. Kirk to authorized to buy the latest version of the Ipad 3G and monthly services as needed. Following discussion, the Motion passed unanimously, 4-0

Ms. LaMarche presented an Advisory Board application for review. It was decided to consider having background screenings and/or fingerprinting as part of the process to become an Advisory Board member. Dr. Rao suggested that the initiation of an Advisory Board be postponed for now.

Ms. LaMarche presented a three month calendar to the Board including dates of all meetings of interest. The staff will provide these calendars quarterly, however, will update them on an as needed basis.

Ms. LaMarche read a letter from Mrs. Irene Shields regarding her husband's visit to the emergency room. Mrs. Shields had received a letter from the Performance Improvement Committee stating that her husband's care in the ER was appropriate. Mrs. Shields offered a written rebuttal of the decision of Performance Improvement committee. (Copy attached)

Request for payment was made for Ms. LaMarche to attend, upon acceptance, the Florida Association of Special Districts Certified District Manager training class.

**MOTION** by Mrs. Ressler, second by Mrs. Kirk to authorize payment and expenses for Ms. LaMarche to attend the FASD education program if she is accepted. Following discussion the Motion passed unanimously, 4-0

**(9) FOUNDATION GOVERNANCE ISSUES / LEGAL**

Mr. Grant provided information to the Board regarding the current request for comments to the Securities and Exchange Commission defining municipal advisors. Discussion ensued regarding the potential process of the SEC rule and how it could affect the Board.

**MOTION** by Mrs. Kirk, second by Mrs. Ressler to register a comment with the SEC. Following discussion, the Motion passed unanimously, 4-0

Mr. Grant reviewed the 3<sup>rd</sup> party lawsuits that are currently against CMHF. A fourth notice of intent to sue was received. Conversation ensued regarding these lawsuits and sovereign immunity.

Mr. Grant discussed the potential of cancelling the Executive Session on February 21<sup>st</sup> due to the court hearing on March 14<sup>th</sup> at 10 a.m. The consensus of the Board was to move forward with the meeting on the 21<sup>st</sup>.

Mr. Grant requested the Board's advice for the purpose of settlement negotiations and strategy sessions related to litigation expenditures in Case Number 2010-CA-5702 and 2010-CA-5399. Mr. Grant stated that he approximated the necessary time to seek the Boards advice and direction to be two hours in length. 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, filed with the entity's clerk within a reasonable time after the meeting. The chief administrative officer of this agency is Vickie LaMarche, who will also be in attendance with the trustees, the court reporter and their counsel. Their counsel is William J. Grant and Bruce Blackwell and any other counsel deemed appropriate, will put on the notice.

**MOTION** by Mrs. Kirk, second by Mrs. Ressler to engage in an attorney-client executive session meeting on March 17, 2011 at 2:00pm for the purposes of discussing settlement negotiations or strategy sessions related to litigation and expenditures. Following discussion, the motion passed 4-0.

Mr. Grant also informed Trustees that the notice for our bill was posted in the Citrus County Chronicle. Our bill will be filed in about two weeks and we will have a bill number. Mr. Grant said that he is also tracking related legislation, House Bill 619 and House Bill 305.

Mr. Grant updated the Board on the Beaty lawsuit. Upon receipt of notice, Mr. Beaty has two weeks to get back to the Board regarding his intent to mediate which is a condition precedent in his contract. Mr. Beaty or his personal legal counsel is to contact the Hospital Board or its legal counsel by Friday, February 25<sup>th</sup>, 2011. In the event of mediation Mrs. Ressler was selected to represent the Hospital Board. In the event that Mrs. Ressler is unable to attend this potential mediation, Mr. Smallridge was selected by Chairman Rao to replace her.

\*\*\*RECESS\*\*\*

The recess was taken to present Mrs. Frankel's with a plaque in recognition for her services to the Citrus County Hospital Board.

**UNFINISHED BUSINESS:**

(10) OTHER

Mrs. Ressler requested from the Foundation an update of anticipated capital expenditures for this year. Mrs. Ressler suggested that Harry put something in writing and have a list available by the next meeting.

**NEW BUSINESS:**

None

(11) TRUSTEE STATEMENT

D. Ressler:

Mrs. Ressler discussed the need to continue to work on our "to do" list so that things can be completed and brought to closure. Also, the communication of information by staff was discussed and that the information needs to be submitted to the Board in a timely fashion, preferably the Wednesday before the Board meetings. Mrs. Ressler cautioned the Board that they are not to lose sight of the fact that healthcare in Citrus County is

the number one priority. Litigation and legislation have been a regular and frequent part of Board discussions and Mrs. Ressler wants to see that the focus stays on healthcare and the citizens who need it. Discussion ensued regarding CCHB location and an addition of one secretary to assist Ms. LaMarche. No decisions were made at this time.

S. Kirk:

Mrs. Kirk expressed a concern that when private citizens look up a phone number for the CCHB they are unable to find one. Mrs. Kirk feels that the CCHB needs a space of its own, dedicated phone lines and signage so the public is aware of how to get in touch with us. Mrs. Kirk also reiterated the need for a secretary to assist Ms. LaMarche in her duties. Mrs. Kirk suggested that a policy be created to suggest who will be in charge of the office and staff when Ms LaMarche is away.

(12) CITRUS COUNTY HOSPITAL BOARD BY-LAWS

Mr. Grant wanted to assure the Trustees that he is currently working on the bylaws to address the Enabling Act and status of the law. Dr. Rao appointed a By-laws Committee to be chaired by Mrs. Kirk and Mrs. Ressler, Vice Chair of the Board, to be a member as well as CCHB staff.

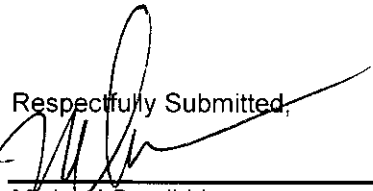
(13) OTHER

Discussion ensued regarding the need to have minutes available as quickly as possible after the meetings. Dr. Rao suggested that the minutes just contain action items, motions that were made and what was adopted and not adopted.

(14) RECOMMENDED NEXT SCHEDULED MEETING DATE: Monday, March 14, 2011 at 1:00 pm

(15) Adjournment

**MOTION** by Mrs. Kirk, second by Mrs. Ressler to adjourn meeting. The Motion was approved unanimously and the meeting adjourned at 12:37 PM

Respectfully Submitted,  
  
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Michael Smallridge  
Secretary

02.14.11 Minute Copy on File:

1. Agenda & Public Notice
2. CCHB Financial Report
3. List of invoices

02.14.11 Minute Attachments:

1. Letter from Mrs. Irene Shields
2. Letter from the Performance Improvement Committee