

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

JANUARY 09, 2012 12:30 P.M.

(1) CALL TO ORDER

The regular monthly meeting of the Citrus County Hospital Board of Trustees was held Monday, **January 09, 2012**, at the Citrus County Hospital Board offices located at 123 N. Apopka Ave., Inverness, Florida. Mr. Smallridge, Chairman, called the meeting to order at 12:30 P.M.

(2) PUBLISHED MEETING LEGAL NOTICE

(Agenda & Published Legal notice Copies On File)

(3) ATTENDANCE

Board Members: Michael A. Smallridge (Chairman), Edwin H. Lytton (Secretary /Treasurer), V. Upender Rao, MD. (Trustee) and Deborah L. Ressler, RN, BSN (Trustee).

Also in attendance:

Vickie LaMarche, CCHB Chief Operating Officer
Harry Kilgore, CCHB Finance Director
William J. Grant, Esquire, CCHB General Counsel
Karla Dozier, CCHB Staff
Tom Lane, Founder & President, Smile Faith Foundation
Dr. Michael O'Carroll, Executive Director, Smile Faith Foundation

Mark Williams, CFO Citrus Memorial Health Foundation, Inc.

Prestige Court Reporting

Members of the Public: Joe Chrietberg, Justin Krumholtz and Mike Wright (Citrus County Chronicle).

(4) EXECUTIVE SESSION

Cancelled.

(5) APPROVAL OF MINUTES

MOTION by Dr. Rao, second by Mr. Lytton to approve the minutes from December 19, 2011 Regular Meeting. The Motion passed unanimously, 4-0.

(6) PUBLIC COMMENT (FOR ITEMS NOT ALREADY APPEARING ON TODAY'S AGENDA)

a) Presentation by Dr. Michael O'Carroll, Executive Director of the Smile Foundation *(Copy on file)*

(7) ITEMS REQUIRING ACTIONS BY THE BOARD

d) Foundation Governance Issues/Legal

Mr. Grant (in person) and Citrus County Hospital Board external counsel, Bruce Blackwell, and Taylor Ford (via telephone), presented for consideration to the Board a settlement agreement. This agreement will save both Boards approximately \$3M; the Hospital Board will offer to Citrus Memorial Health Foundation, Inc., to dismiss the following lawsuits: 2010-CA-5702, 2011-CA-809, not to pursue claims against Brannen, Stillwell & Perry and the Citrus County Hospital Board will dismiss any counterclaims in which Foundation Directors are named (2010-CA-5399) and in exchange the Citrus Memorial Health Foundation, Inc., will dismiss the following lawsuits: 2011-CA-1388 and 2011-CA-1476.

MOTION by Dr. Rao, second by Mrs. Ressler to present the terms as discussed in a settlement agreement to Citrus Memorial Health Foundation, Inc. Discussion ensued, the Motion passed unanimously, 4-0.

In the 2011-CA-1653 case, Mr. Grant informed the Board there is no ruling from Judge Fullford.

Mr. Grant informed the Board that in the Foundation meeting on December 02, 2011 they authorized consideration of a settlement proposal. Mr. Grant also noted that in the transcript from December 12, 2011 (Foundation IT meeting) the State of Florida issued a \$1.4M workers' compensation assessment against the hospital due to in part Moody's and Fitch's downgrading of the credit worthiness of Citrus Memorial Health Foundation, Inc.

PUBLIC COMMENT (FOR ITEMS NOT ALREADY APPEARING ON TODAY'S AGENDA)

Justin Krumholtz: Mr. Krumholtz asked for the Associate Board of Trustees application.

a) **Approval of the Finance Report for December 2011**: Mrs. Ressler stated that the Finance Committee recommends approval of the Finance Report as presented. (Copy on file)

MOTION by Mrs. Ressler, second by Mr. Lytton to approve the finance report for December 2011. The Motion passed unanimously, 4-0.

b) **Approval of the Citrus County Hospital Board Invoices**: Mrs. Ressler stated that the Finance Committee recommends approval of the invoices as presented with the addition of the Citrus County Chronicle invoice. (Copy on file)

MOTION by Mrs. Ressler, second by Mr. Lytton to approve the invoices. The Motion passed unanimously, 4-0.

c) **Update of Citrus Memorial Health Foundation, Inc. funding request and payment authorization**: Mrs. Ressler stated that based on Mr. Kilgore's review of the accounts for outpatient and inpatient in the Hospital, the Finance Committee recommendation will be to pay \$82,468 for charity care reimbursement to Citrus Memorial Health Foundation, Inc.

MOTION by Mrs. Ressler, second by Mr. Lytton to send payment of \$82,468 to Citrus Memorial Health Foundation, Inc. for charity care. After discussion the Motion passed unanimously, 4-0.

Dr. Rao requests a letter to be sent to Paul Weigel, Director of Physician Practices (Citrus Memorial Health Foundation, Inc.) regarding the percentage of indigent care the Citrus Primary Clinics (CPC) are providing.

e) **Approval of the Application and Advertisement for the Associate Board of Trustees**: Mr. Smallridge presented to the Board the application and the advertisement for the Associate Board of Trustees. Discussion ensued; the item was tabled to the next meeting.

f) **Other**: None

NEW BUSINESS

(8) TRUSTEE COMMENTS

a) E. Lytton: None.

b) V. Rao: None

d) D. Ressler: Mrs. Ressler stated that she received a letter from Dr. Bennett (*Copy on file*). Mrs. Ressler also noted that as a member of the Personnel Committee and after having conversations with Ms. LaMarche they would like to update the staff job descriptions.

Mrs. Ressler expresses her desire to have a workshop to discuss different topics such a By-Laws, Associate Board of Trustees and Community Health Plan.

c) M. Smallridge: Mr. Smallridge informed the Board that he asked Mr. Grant to research three (3) different names for the card program and came up with Citrus Cares. Mr. Smallridge also noted he will keep the Board updated regarding this program.

MOTION by Mrs. Ressler, second by Dr. Rao to identify the card program as Citrus Cares. The Motion passed unanimously, 4-0.

Mr. Smallridge stated that regarding the community health plan, his recommendation will be to send a request for proposal (RFP) to hire a consultant. Discussion ensued.

MOTION by Mr. Smallridge, second by Dr. Rao to authorize the staff to prepare a request for a proposal to hire a consultant to create a Community Health Plan and it will be brought back at the next meeting for approval by the Board of Trustees. The Motion passed unanimously, 4-0.

(9) STAFF UPDATES / REPORTS

Ms. LaMarche stated that she is working with Mr. Smallridge on the projects mentioned before (community health plan and the card program).

Ms. LaMarche also noted that the Governor's commission had their last meeting December 29, 2011 and the final report was sent to the Trustees via email.

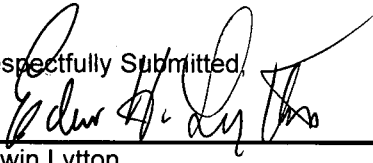
(10) NEXT SCHEDULED MEETING DATE

Next scheduled meeting will be Monday, February 13, 2012 at 12:30pm in the CCHB office.

(11) ADJOURNMENT

MOTION by Mrs. Ressler, second by Mr. Lytton to adjourn the meeting. The motion passed 4-0. and the meeting adjourned at 3:36pm.

Respectfully Submitted,


Edwin Lytton
Secretary

01.09.12 Minute Copy on File:

1. Agenda & Public Notice
2. CCHB Finance Report & Invoices
3. Presentation by Smile Faith Foundation
4. Letter from Dr. Joseph Bennett, Jr.