

Approval Date:  
February 12, 2014

MINUTES OF  
THE REGULAR MEETING OF THE  
CITRUS COUNTY HOSPITAL BOARD

**JANUARY 22, 2014 5:30 P.M.**

**(1) CALL TO ORDER**

A regular meeting of the Citrus County Hospital Board of Trustees was held Wednesday, **January 22, 2014**, in the Citrus Memorial Hospital Administration Building, 2<sup>nd</sup> floor Conference Room, 502 W. Highland Blvd., Inverness, Florida. Chairwoman Mrs. Ressler called the meeting to order at 5:30P.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)

Prestige Court Reporting

Members of the Public: Ronald Joseph, MD., Scott Stigall, Esq., and Mike Wright (Citrus County Chronicle)

Mrs. Ressler stated the CCHB Mission.

**(5) PUBLIC COMMENT**

➤ None

**(6) APPROVAL OF MINUTES**

**MOTION** by Dr. Fallows, second by Mrs. Joseph to approve the minutes from December 11, 2013 Special Meeting; December 11, 2013 Joint Committee Meeting; December 16, 2013 Regular Meeting and December 16, 2013 Joint Meeting. The Motion passed unanimously, 3-0.

**(7) FINANCE COMMITTEE REPORT**

a) Approval of the Finance Report for November, 2013: Mrs. Joseph presented the CCHB Finance report for December 2013. (Copy on file)

**MOTION** by Dr. Fallows, second by Mrs. Joseph to approve the finance report for December, 2013. The Motion passed unanimously, 3-0.

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

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

c) Other: None

(8) BONDS UPDATED INFORMATION

None.

(9) INFORMATION UPDATE

Mrs. Ressler informed the Board that she met with Nature Coast EMS, who is requesting financial assistance for a program that helps with a Fall Prevention Program for the Elderly. This program is where EMTs or paramedics visit the home of people that frequently call due to falls. For this people the EMT would visit the individual and assist with issues related to fall. This program should help the individual as well as achieved the goal of decreasing their admissions to the ER.

(11) COMMITTEE REPORTS/MEDIA

- **Community Needs Assessment (CAN):** Mrs. Ressler noted that the Health Department continue with their community needs assessment and she will look into the statutes of the Hospital Board CAN and bring a report to next regular meeting.
- **Media:** Mrs. Joseph stated that they continue monitoring the media and also the process with HCA.

Mrs. Joseph read the updated information about the dental clinic Nature Coast Ministries (*Copy Attached*). Mrs. Joseph will follow up with Nature Coast and present a report at the next CCHB regular meeting.

(10) TRANSACTION UPDATE

Mrs. Ressler stated that the committee of four (4) will meet and will receive resumes until Monday, January 27, 2014 at 5:00pm. The committee will narrow the list to three (3) or four (4) candidates and the next step will be the interview process.

Mrs. Ressler requested the Board to change the time for the February 12 regular meeting to 5:15pm because there is a scheduled joint committee meeting the same day at 6:00pm. Via consensus the Board agreed to change the time.

Mr. Grant asked the Board to name Mrs. Joseph the alternate to the committee of four (4) if for any reason one of the members are not unavailable to attend.

**MOTION** by Dr. Fallows, second by Mrs. Ressler to nominate Mrs. Joseph as the alternate person for the committee of four (4) in case one of the Trustees members is unavailable to attend. The Motion passed unanimously, 3-0.

Mr. Grant also requested the Trustees to schedule more meeting dates for the working group of four (4) if additional days are needed to comply with the seven (7) day notice requirement.

(12) FOUNDATION GOVERNANCE ISSUES

Mr. Grant informed the Trustees that the Foundation's lawyer sent a confidentiality agreement to HCA, the document needed to start the due diligence process and Attorney Burks is working on a draft of the Definitive Agreement.

The Master Settlement Agreement is not completed yet because the Foundation is having discussions with Mr. Beaty regarding his separation.

Mr. Grant informed the Trustees of the need to begin having discussions about the Global Settlement Agreement which includes the charitable trust. The Board will schedule two (2) meetings on February 24 and February 25, 2014 at 6:00pm.

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

Mr. Grant stated that the insurance company (AIG) has delayed the settlement documents but authorized the payment.

\*\*\* RECESS 6:20pm \*\*\*

**(11) COMMENCE ATTORNEY CLIENT EXECUTIVE SESSION MEETING**

The meeting was closed at 6:30pm (All the unauthorized individuals left the room) for the Attorney client executive session. According to Section 286.011(8) Florida Statutes the Executive Session will be closed to the public to allow the Citrus County Hospital Board of Trustees to meet with the Board's Attorneys regarding pending litigation.

The meeting was re-opened to the public at 7:01pm.

Mr. Grant stated that the CCHB lawyers' recommendations are the approval of the settlement agreement with Mr. Nemzoff.

**MOTION** by Mrs. Joseph, second by Dr. Fallows to approve the Settlement Agreement and the press release and to pay \$700K to Nemzoff Company Florida. Following discussion, the motion passed 3-0.

Mr. Grant also noted that the CCHB lawyers' recommendations are to approve the Master Settlement Agreement (MSA) with the Foundation.

**MOTION** by Mrs. Joseph, second by Dr. Fallows to accept the Master Settlement Agreement (MSA) with the Citrus Memorial Health Foundation, Inc. Following discussion, the motion passed 3-0.

**(12) UNFINISHED BUSINESS**

None

**(13) NEW BUSINESS**

None.

**(14) TRUSTEE COMMENTS**

None.

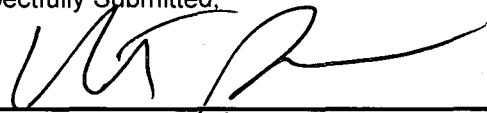
**(15) NEXT SCHEDULE MEETING DATE:**

The next scheduled board meeting will be Wednesday, February 12, 2014 at 5:15pm.

**(16) ADJOURNMENT**

**MOTION** by Dr. Fallows, second by Mrs. Joseph to adjourn the meeting, the motion passed 3-0. The meeting was adjourned at 7:07pm.

Respectfully Submitted,



Krista Joseph  
Secretary/Treasurer

01.22.14 Minute Copy on File:

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

01.22.14 Attachments:

1. Email update about Nature Coast Ministries