

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

JANUARY 30, 2013 12:30 P.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Wednesday, **January 30, 2013**, in the Citrus Memorial Hospital Administration Building, 2nd floor Boardroom, 502 W. Highland Blvd., Inverness, Florida. Chairwoman Mrs. Ressler called the meeting to order at 12:53P.M.

(2) PUBLISHED MEETING LEGAL NOTICE

(Agenda & Published Legal notice Copies On File)

(3) QUORUM PRESENT

(4) ATTENDANCE

Board Members: Debbie Ressler (Chairwoman), Robert Priselac (Vice-Chairperson), Krista Joseph (Secretary/Treasurer), Mike Bays (Trustee) and Gene Davis (Trustee).

Also in attendance:

William J. Grant, Esquire, CCHB General Counsel
Cliff Shepard, CCHB External Counsel
Karla Dozier, CCHB Administrative Assistant

Prestige Court Reporting

Members of the Public: Joe Chrietzberg, Justin Krumholtz, Mark Williams (CMHF), Brad Thorpe (County Administrator), Richard Wesch (BOCC), Fred Busack (Pennington Law Firm, External Counsel for BOCC), Yadira Pulido and Mike Wright (Citrus County Chronicle).

(5) PUBLIC COMMENT

- Joe Chrietzberg: Mr. Chrietzberg expressed his disappointment regarding the last joint meeting. Mr. Chrietzberg asked the Board to think regarding the bond covenants and transfer money to the Hospital to help them not to violate the lease.
- Justin Krumholtz: Mr. Krumholtz stated that he worked in the hospital for many years and he never saw the hospital in this situation and nobody will want to buy a Hospital in these conditions and parts of the administration are good and some are bad.

(6) APPROVAL OF MINUTES

MOTION by Mr. Priselac, second by Mrs. Joseph to approve the minutes from January 03, 2013 Public Hearing meeting. The Motion passed unanimously, 5-0.

MOTION by Mr. Priselac, second by Mr. Bays to approve the minutes from January 09, 2013 Regular Meeting. The Motion passed unanimously, 5-0.

MOTION by Mr. Bays, second by Mr. Priselac to approve the minutes from January 17, 2013 Special Meeting. The Motion passed unanimously, 5-0.

(7) COMMITTEE REPORTS

- Finance

a) Approval of the Finance Report for December 2012: (Copy on file).

MOTION by Mr. Bays, second by Mr. Davis to approve the finance report for December, 2012. The Motion passed unanimously, 5-0.

b) Approval of the Citrus County Hospital Board Invoices: Mr. Bays stated that the Finance Committee recommends approval of the invoices as presented. (Copy on file).

MOTION by Mr. Bays, second by Mr. Davis to approve payment of the invoices as presented. After discussion the Motion passed unanimously, 5-0.

Strategic Committee:

➤ **155.40 (Sub Committee)**

c) RFP Process: Mr. Priselac stated that the contract with VMG was signed and because of the additional properties the Board authorized him and Mr. Grant to negotiate the price with VMG amount up to \$18,000. Mr. Priselac informed the Board that VMG will make two (2) visits and Mr. Priselac requested to be advised when each visit is to occur. VMG will present two (2) reports on the various properties. One will be comprehensive and the other one will be a summary which will be less detail. Mr. Priselac also asked to be contacted if there is a problem with the due date of the valuation. Mr. Priselac indicated that Mr. Grant is to begin to draft for a RFP for sale/lease of the hospital.

➤ **Community Needs Assessment:** Mr. Priselac informed the Board that the Committee had their first meeting on January 17, 2013. Well Florida will receive questions and suggestions for the focus groups and maybe there will be a need to have more than six (6) focus groups. The next Committee meeting will be on February 07, 2013 at 12:00pm in the Gulf room.

- **By-Laws Committee:** No Report

- **Audit Committee:** Mr. Davis informed the Board that the Audit Committee will meet on February 27, 2013 at 11:30am.

- **Personnel Committee:** No Report

- **Special Orders:** None

(8) UNFINISHED BUSINESS

a) CCHB Policies: Mrs. Ressler presented the Board with the following policies:

- PDO Policy Revised
- Code of Ethics
- Public Records Request
- Capital Expenditure

MOTION by Mr. Bays, second by Mr. Davis to adopt the following CCHB Policies: PDO Policy Revised, Code of Ethics, Public Records Request and Capital Expenditure. After discussion the Motion passed unanimously, 5-0.

b) Emergency Room Update: Mr. Priselac noted that in a Board meeting the Hospital stated that the Emergency room department had set some goals to improve their services; he would like to have an update regarding this issue. Mrs. Ressler informed the Board that she sent an email to Ms. McCarthy to request an update regarding the emergency room and she didn't receive an answer yet.

Mr. Bays suggested that an option for the Emergency room issue is the Health Department. Mrs. Ressler shared the conversation that she had with Mr. Weigel regarding using the CPC's to try to help with the problems with the emergency room

c) Pension Update: Mrs. Ressler stated that Mr. Beaty forwarded the information regarding the number of hospital employees that are vested in the Florida Retirement System (FRS) and a summary was sent to the Trustees prior to this meeting.

d) Well Florida: Ms. Joseph noted that she was not satisfied with the presentation from Well Florida Council in the last Steering Committee. Mr. Priselac will contact Well Florida to address the Boards concerns.

Mr. Davis requested that the Board modify the motion regarding Nature Coast Ministries (dental clinic). Discussion ensued.

MOTION by Mr. Davis, second by Mr. Bays to reconsider and modify the original motion to Nature Coast Ministries. The Board will reimburse up to \$57,400 after documentation of two bids (if available) and an invoice is presented. After discussion, the Motion passed unanimously, 5-0.

MOTION by Mrs. Joseph, second by Mr. Bays to approve the new 2013 Federal Poverty Guidelines. The Motion passed unanimously, 5-0.

9) NEW BUSINESS

Mr. Grant informed the Board that Mr. Bays and he met with the team of the County regarding the 491 planning corridor and maps were provided (*copy on file*).

Mr. Bays noted that this is great to opportunity for the Board to get involved in the planning of this project from the beginning. Mr. Bays would like to send a proposal to the County.

Mr. Busack made a presentation regarding the different connections and access to the planning corridor project.

Mr. Grant asked the Board to request the Board of County Commissioners (BOCC) to expand the 491 Planning Corridor to the west of the proposed route of the Suncoast Parkway II.

MOTION by Mrs. Ressler, second by Mrs. Joseph to authorize Mr. Bays to request the expansion of the 491 Planning Corridor west of the Suncoast Parkway II to the Board of County Commissioners on January 31, 2013. After discussion, the Motion passed unanimously, 5-0.

MOTION by Mrs. Joseph, second by Mr. Davis to authorize Mr. Grant General Counsel of the CCHB to create bullet points with the assistance of Mr. Shepard and the BOCC regarding the 491 planning corridor project. After discussion, the Motion passed unanimously, 5-0.

*** RECESS ***

(10) COMMENCE ATTORNEY CLIENT EXECUTIVE SESSION MEETING

The meeting was closed (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.

(11) FOUNDATION GOVERNANCE ISSUES

MOTION by Mr. Davis, second by Mr. Priselac that consistent with the joint meeting between the CCHB and the CMHF, Inc. on January 25, 2013 the Trustees agree to a 5-5-1 Foundation Board subject to a super majority of 7 votes on the following matters:

1. Retention, termination, hiring of CMHF's, Inc. CEO; and
2. Approval of the annual CMHF Inc. operating and capital expenditures budgets; and
3. Application of or use of any line credit;
4. Approval of any capital expenditure in excess of \$50,000; and
5. Approval of Articles and By-laws

The Chief of Medical Staff does not vote on the enumerated super-majority matters. After discussion the Motion passed unanimously, 5-0.

MOTION by Mr. Davis, second by Mrs. Joseph to pay and transfer to CMHF, Inc., after approval of the governance reform of 5-5-1, \$4 Million which is inclusive of all FY 2013 capital expenditures and indigent care obligations to a dedicated CMHF, Inc. Fund to account for all ad-valorem tax monies provided. The payment of monies from this fund is subject to a super-majority vote of the CMHF, Inc. Board of Directors. After discussion the Motion passed unanimously, 5-0.

Mr. Grant also advised the Board that legal invoices will increase for the months of January through March due to additional meetings and assigned tasks.

Mr. Shepard explained to the Board the different scenarios and issues regarding the 491 planning corridor.

Sunshine Law Presentation: Mr. Shepard made a presentation regarding the Sunshine Laws and the different Sunshine scenarios. Discussion ensued.

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. Ressler, second by Mr. Priselac to engage in an attorney-client executive session meeting on February, 2013 for the purpose of discussing settlement negotiations or strategy sessions related to litigation and expenditures. Following discussion, the motion passed 5-0.

(12) TRUSTEE COMMENTS

- D. Ressler: Mrs. Ressler discussed the following topics:
 - A meeting between Mrs. Ressler and Mr. Collins for the purpose of tweaking and adjusting the written proposals for settlement between the parties.
 - Mrs. Dozier's Vacation.
 - Mrs. Ressler will check the messages on the CCHB phones.
- K. Joseph: None

- M. Bays: None
- G. Davis: None
- R. Priselac: Mr. Priselac discussed the following topics:
 - Inquired to Mr. Beaty regarding the wall in the CCHB office.

(13) OTHER

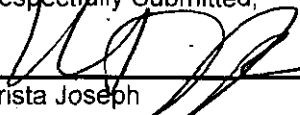
None.

(14) NEXT SCHEDULE MEETING DATE:

(15) ADJOURNMENT

MOTION by Mr. Bays, second by Mrs. Ressler to adjourn the meeting, the motion passed 5-0. The meeting was adjourned at 6:10pm.

Respectfully Submitted,



Krista Joseph
Secretary/Treasurer

01.30.13 Minute Copy on File:

1. Agenda & Public Notice
2. CCHB Finance Report & Invoices
3. Copy of Maps 491 Planning Corridor