

Approval Date:
July 17, 2014

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

JUNE 27, 2014 10:00 A.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Friday, **June 27, 2014**, in the Citrus Memorial Hospital Administration Building, 2nd floor Board Room, 502 W. Highland Blvd., Inverness, Florida. Chairwoman Mrs. Ressler called the meeting to order at 10:10 A.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)
Ashby Burks, Esq. (Transaction Attorney) via telephone
Karla Dozier, Administrative Assistant

Prestige Court Reporting

Members of the Public: Ralph Aleman, (CEO CMHF); Mark Williams (CFO), Linda McCarthy (CNO), Nancy Harker, Glenn Holmes, and Mike Wright (Citrus County Chronicle)

Mrs. Ressler stated the CCHB Mission.

(5) PUBLIC COMMENT

➤ Nancy Harker: Ms. Harker thanked the Trustees for their work.

(6) CEO REPORT

Mr. Aleman reported that the Hospital is busy for this time of the year, they have 167 patients in the hospital. The ER waiting time is 160 minutes. The lowest time.

(7) PRESENTATION BY LINDA MCCARTHY

Mrs. McCarthy made a presentation to the Board about nursing staff.

- **Nursing Organizational Structure**

- **General Nursing National Benchmarks**
 - * Vacant Rate 12%
 - * Turnover Rate 14.4%
 - * Current Open Positions 39=FT and 10=PRN
- **Actions Taken**
 - * Career Fair
 - * Broad Based on-line recruitment
 - * Foreign Nurse Recruitment (Pilipino base)
 - * Referral Bonus for RN \$2000
 - * Tuition Reimbursement Increased \$3000
- **Staffing Grid**
- **Nursing Ratios**
- **Emergency Department**
 - * Leadership
 - Nurse Manager
 - Medical Director
 - * Emergency Nurse Staffing
 - Open Positions
 - Nurse to Patient Ratios.

Mrs. Ressler asked about the new leadership, Mrs. McCarthy responded that the change of leadership was positive and they have more staff meetings.

(8) APPROVAL OF MINUTES

MOTION by Mrs. Joseph, second by Dr. Fallows to approve the minutes from June 09, 2014 regular meeting and June 16, 2014 Joint Committee Meeting. The Motion passed unanimously, 3-0.

Mrs. Ressler stated that Nature Coast Ministries sent an email which includes a letter to the Board about a request for funds (*Copy on file*). The Board already honored their commitment with Nature Coast Ministries and according to the agreement Nature Coast needs to send the Board a quarterly report of patients' referred from the Hospital's Emergency Room.

RECESS

(9) TRANSACTION UPDATE

Mr. Grant informed the Board that he sent a public records request to the Board of County Commissioners Attorney Kerry Parsons related to the transaction (*Copy on file*). Ms. Parsons sent a response which the County requested an external legal opinion regarding F.S. 155.40 and the proceeds of the Hospital transaction. The County received the opinion on February 11, 2014 and didn't share the opinion with the Hospital Board.

Mr. Burks noted that this matter impacts the Master Agreement (MA) with HCA. Mr. Grant and Mr. Burks advised the Board about the different scenarios regarding the BOCC legal opinion and maybe the Board should request an Attorney General's Opinion. Discussion ensued.

MOTION by Dr. Fallows, second by Mrs. Joseph to seek a Attorney General's Opinion or Dec action regarding the BOCC legal opinion regarding F.S. 155.40. Mr. Grant can decide which avenue to pursue. The motion passed unanimously, 3-0.

- **Charitable Trust:** Mr. Grant presented the Charitable Foundation documents for review according to Florida Statute (F.S.) 2014-254.

MOTION by Mrs. Joseph, second by Dr. Fallows to approve the Articles of Incorporation of the Citrus County Charitable Foundation as amended. The motion passed unanimously, 3-0.

Also Mr. Grant presented a memo from Mr. Stillwell (*Copy on file*) regarding proposed changes in the By-Laws of the Citrus County Charitable Foundation (CCCF). Mr. Grant noted that everything needs to be consistent with F.S. 2014-254.

Discussion ensued about the composition and number of directors of the CCCF (1 CCHB, 2 Elected, 1 BOCC, 1 City of Inverness, 1 City of Crystal River, 1 Medical Society, 1 Florida Well Care Alliance, 1 Chief of Staff CMH & Seven Rivers rotate).

MOTION by Dr. Fallows, second by Mrs. Joseph to approve the By-Laws of the Citrus County Charitable Foundation as amended. The motion passed unanimously, 3-0.

Discussion ensued regarding the Master Settlement Agreement with HCA (*Copy on file*).

RECESS

(10) OTHER

Mr. Grant presented to the Board the addendum to the contract with Baker, Donelson, Bearman, Caldwell & Berkowitz, PC previously approved by the Board (*Copy on file*)

MOTION by Dr. Fallows, second by Mrs. Joseph to approve the accept the addendum to the Baker, Donelson, Bearman, Caldwell, & Berkowitz, PC contract and authorize the Chairman to sign. The motion passed unanimously, 3-0.

Mr. Grant noted that he contacted the Florida Department of Revenue to seek information regarding the payment of sales taxes from the transaction. Mr. Grant presented to the Board an email from the Florida Department of Revenue (*Copy on file*).

MOTION by Mrs. Joseph, second by Dr. Fallows to authorize the administrative assistant and the General Counsel of the Board to complete all necessary paperwork to assure correct payment of all sales tax. The motion passed unanimously, 3-0.

The renewal of the Certificate of Tax Exemption was presented to the Board for approval and signature.

MOTION by Mrs. Joseph, second by Dr. Fallows to renew the Board's Certificate of Tax Exemption and authorize the Chairman to sign. The motion passed unanimously, 3-0.

The pension process is going good; the Foundation accepted the proposal from AON.

Mr. Grant presented Memo from Mr. Stillwell regarding COBRA. Mr. Williams stated that the cost will be a maximum of \$100,000.

Mr. Grant also noted that the Foundation didn't have their dissolution plan and the sources and uses. Discussion ensued.

MOTION by Mrs. Joseph, second by Dr. Fallows to authorize General Counsel to prepare a Resolution that the Global Agreement shall be completed prior to the signing of the Definitive Agreement which shall include the dissolution plan, sources and uses, and the Charitable Foundation documents. The motion passed unanimously, 3-0.

Mr. Williams stated the Foundation will continue to have the Hospital Board under their insurance, as an additional insured.

Mr. Grant gave the Board different scenarios about planning the tax hearings.


(16) NEXT SCHEDULE MEETING DATE:

Chairman announced the next scheduled Board meeting is set for Friday, July 11, 2014 at 10:00am and Thursday July 17, 2014 at 6:00pm.

(17) ADJOURNMENT

MOTION by Dr. Fallows, second by Mrs. Joseph to adjourn the meeting, the motion passed 3-0. The meeting was adjourned at 2:45pm.

Respectfully Submitted,



Krista Joseph
Secretary/Treasurer

06.27.14 Minute Copy on File:

1. Email from Nature Coast Ministries
2. BOCC Email Response to Public Records Request
3. Memorandum from Clark Stillwell
4. HCA Master Settlement Agreement
5. Baker, Donelson, Bearman, Addendum
6. Florida Department of Revenue email
7. Renewal of Certificate of Tax Exemption