

Approval date  
May 24, 2010

MINUTES OF  
THE REGULAR MEETING OF THE  
CITRUS COUNTY HOSPITAL BOARD

March 22, 2010

(1) CALL TO ORDER

The regular monthly meeting of the Citrus County Hospital Board of Trustees [CCHB or Hospital Board] was held Wednesday, March 22, 2010 at the Citrus Memorial Hospital Administration Building, 502 W. Highland Blvd., Inverness, Florida. The Chairman, Dr. Rao, called the meeting to order at 9:01 A.M.

(2) PLEDGE OF ALLEGIANCE

(3) ATTENDANCE

Board Members:

V. Upender Rao, MD, Chairperson  
Deborah Ressler, Vice Chairperson  
Deborah Osmond Frankel, Esquire, Secretary  
Michael Smallridge (Absent)  
James Wood, FCAS MAAA (Absent).

Also in attendance:

William J. Grant, Esquire, CCHB General Counsel  
Vicki LaMarche, CCHB Interim Executive Director  
Harry Kilgore, CCHB Director of Finance  
Denise Lyn, Esquire  
Karla Dozier (CCHB Staff), Robyn Gelinas (CCHB Staff)

Ryan Beaty, Citrus Memorial Health Foundation, Inc., CEO  
Prestige Court Reporter Services, Jennifer Rogers, CMHF, Inc.

Members of the Public

Gustavo Fonseca, MD – Citrus County Medical Society;  
Joe Chrietberg

(4) PUBLIC COMMENT

A. Dr. Fonseca thanked Dr. Rao for the governance presentation made to the Quarterly Meeting of the CMH Medical Staff and additionally inquired regarding the recent meeting of the CMHF Conflict Committee. Mr. Grant advised a transcript would be available and further suggested Dr. Fonseca attend the CMHF meeting this date @6:00PM.

Dr. Rao advised his presentation to the Medical Staff centered on encouraging the Foundation to engage in reasoned Mediation and expressed the CCHB's desire to settle all outstanding issues.

**NEW BUSINESS**

(5) AUTHORIZATION FOR CCHB/CMHF CHAIRPERSON NEGOTIATIONS

Mr. Grant presented a Resolution authorizing Dr. Rao, CCHB Chairman to meet with Mr. Langer, CMHF Chairman in an attempt to resolve remaining governance issues between the Boards. *(Copy attached)* Mr. Grant noted that any agreement reached between the Chairmen would need to be ratified by the full Boards. Mr. Grant further advised that - should the Foundation concur regarding the Chairman negotiation session - the meeting would be a duly noticed public meeting.

Motion by Mrs. Ressler, Second by Mrs. Frankel to pass the Resolution authorizing Dr. Rao to negotiate with Mr. Langer. Discussion ensued and the Motion passed unanimously, 3 – 0.

(6) AUTHORIZATION FOR CCHB ATTENDANCE AT THE APRIL 2010 GOVERNANCE INSTITUTE SEMINAR

Ms. LaMarche advised the Governance Institute has scheduled a "Medical Leadership Seminar" April 11 - 13, 2010 and presented the Agenda. Motion by Mrs. Frankel, Second by Mrs. Ressler to approve the CCHB attendance at the April 11 -13, 2010 Governance Institute Medical Leadership Seminar and to explore the advantages of Governance Institute membership. Mr. Grant & Mr. Beaty advised the seminar focus was Health Care Reform and appeared to be very informative. Following discussion, the Motion passed unanimously 3-0. The Board requested that any attendees report the seminar information.

(7) AUTHORIZATION OF CCHB CREDIT CARD WITH CREDIT LIMIT OF \$25,000.00

Mr. Grant requested authorization for the Citrus County Hospital Board to obtain a credit card with a credit limit of \$25,000. Mr. Grant advised the card would be kept in the control of the Executive Director in the office safe with the be authorized on the account. Mrs. Ressler requested the expenses (credit card statement) be provided monthly for Board review.

Motion by Mrs. Frankel, Second by Mrs. Ressler for the Citrus County Hospital Board to obtain a credit card with a credit limit of \$25,000 with the Executive Director, Finance Director and the 5 Trustees of the Citrus County Hospital Board be indicated as authorized users. Following discussion, the Motion passed unanimously, 3-0.

(8) OTHER

(9) ADJOURNMENT

Motion by Mrs. Ressler, Second by Mrs. Frankel to adjourn. The Motion was approved unanimously, 3 - 0 and the meeting ADJOURNED at approximately 9:35 AM.

Respectfully Submitted,



Deborah Osmond Frankel, Esquire

~~draft dfo~~

Minute Attachments

Attachment 1: Resolution Authorizing Chairman Negotiation Session Secretary/Treasurer

# CITRUS COUNTY HOSPITAL BOARD OF TRUSTEES

ADMINISTRATIVE BOARD ROOM, 2<sup>ND</sup> FLOOR  
ADMINISTRATIVE BUILDING  
502 W. HIGHLAND BLVD., INVERNESS, FL 34450

MONDAY, MARCH 22, 2010 at 9:00 a.m.

## AGENDA

- (1) Call to Order
- (2) Pledge of Allegiance
- (3) Attendance:
  - V. Upender Rao, M.D.,  
*Chairman*
  - Debbie Ressler, RN,  
*Vice Chairwoman*
  - Deborah Osmond Frankel, Esquire,  
*Secretary/Treasurer*
  - Michael Smallridge
  - James Wood, FCAS, MAAA
- Others in attendance:
- (4) Public Comment (3 min per individual/5 min per group)

## New Business

- (5) Authorization for Citrus County Hospital Board Chairman Dr. Upender Rao to negotiate with Citrus Memorial Health Foundation, Inc. Chairman David Langer to resolve remaining issues between the Citrus County Hospital Board and Citrus Memorial Health Foundation, Inc. Any agreement by and between Rao and Langer shall be subject to Citrus County Hospital Board and Citrus Memorial Health Foundation, Inc. approval respectively.
- (6) Authorization of attendance of Trustees and or Staff at the Governance Institute in Naples, Florida in April 2010.
- (7) Authorization of a Credit Card with a limit not to exceed \$25,000.
- (8) Other
- (9) Adjournment

Resolution Authorizing CCHB Chairman Negotiation

A RESOLUTION OF THE CITRUS COUNTY HOSPITAL BOARD OF CITRUS COUNTY, FLORIDA.

**WHEREAS**, the Citrus County Hospital Board of Citrus County, Florida, appointed a mediation team to mediate with the Citrus Memorial Health Foundation, Inc. to resolve governance issues and concerns; and

**WHEREAS**, in an effort to continue to address the issues between the parties; and

**WHEREAS**, it is the desire of the Citrus County Hospital Board to resolve all remaining issues between the parties once and forever; and

**WHEREAS**, The Citrus County Hospital Board recognizes that a failure of both parties to resolve all disputes completely jeopardizes Citrus County residents; and

**WHEREAS**, it is estimated that a failure to resolve the remaining issues will likely cost taxpayers at least 2 million dollars; and

**WHEREAS**, it is in the best interest of all that the remaining issues be forever and completely resolved.

**NOW, THEREFORE, BE IT RESOLVED** by the CITRUS COUNTY HOSPITAL BOARD of Citrus County, Florida, that:

1. The Citrus County Hospital Board authorizes Chairman V. Upender Rao, MD of the Citrus County Hospital Board to meet and attempt to resolve all remaining issues with the Citrus Memorial Health Foundation, Inc. Chairman David Langer or his designee at the earliest possible time.
2. Any agreement between the respective organizations shall require acceptance and approval of the Citrus County Hospital

Board and the Citrus Memorial Health Foundation, Inc. respectively.

3. The Trustees of the Citrus County Hospital Board convey to each party to endeavor to do all that is reasonably possible to resolve any and all differences.

4. The resolution shall take effect immediately upon its adoption.

**DULY ADOPTED** at a public meeting on the 22nd day of March, 2010.

Time Adopted: \_\_\_\_\_ P.M.

By: \_\_\_\_\_  
CITRUS COUNTY HOSPITAL BOARD  
CHAIRPERSON

ATTEST:

By: \_\_\_\_\_  
CITRUS COUNTY HOSPITAL BOARD  
SECRETARY