

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

MAY 21, 2018 6:00 P.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Monday, **May 21, 2018**, in the Conference Room of the Annex Building located at 123 S. Pine Ave., Inverness, Florida. Chairwoman Ressler called the meeting to order at 6:00P.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), Allan Bartell (Trustee), Rick Harper (Trustee) and Dr. Jeff Wallis (Secretary/Treasurer).

Also in attendance:

William Grant, Esq. (General Counsel)
Fritz Wermuth, Esq. (Via telephone)
Karla Dozier (Chief Administrative Officer)

Members of the Public: Ken Hinkle (Inverness City Council), Jimmy T. Smith (Citrus County Commissioner), Fred Hiers (Citrus County Chronicle) and Ranjit Komminent.

Mrs. Ressler stated the CCHB Mission.

(5) PUBLIC COMMENT

None.

(6) APPROVAL OF MINUTES

MOTION by Dr. Fallows, second by Dr. Wallis to approve the minutes from the February 12, 2018 and April 23, 2018 Regular Meetings. After discussion, the Motion passed unanimously, 5-0.

(7) FINANCE COMMITTEE REPORT

a) **Approval of the Finance Report for April 2018:** The CCHB Finance Report for April 2018 reflects the actions taken by the Board on April 2018. *(Copy on file)*

MOTION by Mr. Bartell second by Dr. Fallows to approve the Finance Report for April 2018. The Motion passed unanimously, 5-0.

b) Approval of the Citrus County Hospital Board Invoices:

Mrs. Ressler presented the invoices for April 2018. (Copy on file)

MOTION by Mr. Bartell, second by Dr. Wallis to approve payment of the CCHB invoices for May 2018 as presented. The motion passed unanimously, 5-0.

c) Approval of Invoices paid by the Citrus County Hospital Board o/b/o FRC:

Dr. Wallis and Chairwoman Ressler discussed that all FRC legal invoices are to be presented for greater transparency. A list of invoices paid by the Citrus County Hospital Board o/b/o FRC was presented for approval. (Copy on file)

MOTION by Mr. Bartell, second by Dr. Wallis to require all FRC legal invoices to be presented with FRC AP list effective February 12, 2018 and to approve CCHB payment of the invoices o/b/o FRC as presented. The motion passed unanimously, 5-0.

d) Other:

None.

(8) COMMENCE ATTORNEY CLIENT EXECUTIVE SESSION MEETING

Previously scheduled Attorney Client Executive Session meeting was canceled.

(9) LEGAL

Mr. Grant gave a brief update on the AON lawsuit. All public documents are now received by FRC and CCHB.

Attorney Wermuth joined the meeting via telephone and informed the Board that the legal team completed the due diligence regarding the FRC Pension matter and the complaint on behalf of the FRC against AON is ready to be filed.

Mr. Grant stated that he received an email from Attorney Rey (CCCCF General Counsel) regarding the CCCCCF By-Laws. The CCCCCF By-Laws have the following proposed changes: the title of Chairperson will change to President and the title of Vice Chairperson, will change to Vice President. The President and Vice President will have to be a member of the CCCCCF Board for at least two (2) years and the Secretary/Treasurer for at least one (1) year to be elected. Also the CCCCCF will elect their officers in the month of October.

Mr. Grant distributed the language sent by Attorney Rey regarding Section 8.07 E. Past President. (Attached copy) Mr. Grant can't recommend the approval of this section because more clarification is needed.

MOTION by Mr. Harper, second by Mr. Bartell to accept the changes made to the Citrus County Community Charitable Foundation By-Laws and omitting section 807 E.-Past President. After discussion, the motion passed unanimously, 5-0.

Dr. Desai contacted Mr. Grant to express his desire to build a Hotel on CCHB leased property. Specifically, the Annex Building (Old Baptist Church), which is currently leased to HCA. Dr. Desai also talked with executives of Citrus Memorial Hospital (Mr. Aleman and Mr. Mavros) and the City of Inverness.

Mr. Grant asked Dr. Desai to make a presentation of his plan at a future CCHB meeting, after presenting the plan in writing.

Mr. Grant informed the Board that the Medicaid recoupment has stopped and we are preparing for the administrative hearing that is set for June 13-14, 2018. Mr. Grant distributed an email from Attorney Schapira (Attached copy) regarding a possible continuance of the June hearing into mid to late August or for AHCA to relinquish jurisdiction pending resolution.

Mr. Grant presented to the Board a Memorandum with from Attorney Schapira with an update of the different indemnification matters. *(Attached copy)*

- **Medicaid Recoupment:** Final Hearing set for June. AHCA agreeing to stay recoupment. AHCA breached the agreement on May 10, 2018 by recouping \$52,000.95, but AHCA's counsel stated that the issue should be corrected by May 15, 2018 (awaiting confirmation from AHCA).
- **Medicare cost report FY 2013 and FY 2014:** Waiting for the legal team of Relay Health to approve the release of the data.
- **Medicare cost report FY 2010 and FY 2012:** Keep trying to reopen.
- **Medicare cost report FY 2006-2009 and FY 2011:** No change of status.
- **Blue Cross & Blue Shield Recoupment:** Work in progress.
- **VA Recoupment:** Work in progress.

Mr. Grant requested information from Attorney Stillwell regarding a deposit that was made on the FRC account in the amount of \$5,825.16. Attorney Stillwell sent a Memorandum *(Attached copy)* that explained that the FRC received a refund from the IRS in the amount of \$2,681.60 and also the FRC collected money from the State of Florida unclaimed funds.

The Citrus County Hospital Board has been developing a policy regarding CCCC Interest transfers. *(Attached copy)*

MOTION by Dr. Wallis, second by Mr. Harper to accept the CCHB Policy on CCCC Interest Transfer. After discussion, the motion passed unanimously, 5-0.

Also the CCHB has been drafting an Investment Policy. After reviewing, Mr. Grant suggested minor changes. *(Attached copy)*

MOTION by Dr. Wallis, second by Mr. Harper to accept the CCHB Policy on Investment with the changes. After discussion, the motion passed unanimously, 5-0.

Pursuant to Florida Statute Section 286.011, Mr. Grant requests the Board's advice in all litigation for the purpose of settlement negotiations and strategy sessions related to litigation expenditures in all pending litigation. Mr. Grant stated that he approximated the necessary time to seek the Board's advice and direction to be one hour in length. 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. The chief administrative officer of this agency is Karla Dozier, who will also be in attendance with the Trustees, the court reporter and their various counsel.

William J. Grant and any other Citrus County Hospital Board counsel deemed appropriate, will be put on the notice. The session shall commence at an open meeting at which the person chairing the meeting, 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 Mr. Bartell to engage in an attorney-client executive session meeting(s) during the July 23, 2018; August 20, 2018 and September 24, 2018 scheduled regular meetings for the purpose of discussing settlement negotiations or strategy sessions related to litigation expenditures. Following discussion, the motion passed unanimously, 5-0.

(10) UNFINISHED BUSINESS

➤ Foundation Resolution Corporation Update: Mrs. Ressler presented to the Board an updated list of the Foundation's invoices. *(Copy on file)*

MOTION by Dr. Wallis, second by Mr. Harper to approve the list of FRC invoices. After discussion, the motion passed unanimously, 5-0.

➤ Citrus County Community Charitable Foundation (CCCCF) Update: Discussed on item 9 (Legal).

Real Estate Update

➤ Mrs. Ressler read aloud to the CCHB an email sent by JW. Morton *(Attached copy)* regarding the update of the 2 properties the Board has for sale in Crystal River.

(11) NEW BUSINESS

None

(12) TRUSTEE COMMENTS

Dr. Fallows wants to transfer SunTrust pension proceeds to the CCHB/FRC Fifth Third Bank Pension account to be restricted until PBGC Audit is concluded and the pension is closed.

(13) OTHER

None

(14) NEXT SCHEDULE MEETING DATE


The Board scheduled a Special Meeting for Monday, June 04, 2018 at 6:00pm at the Conference Room of the Law Office of Grant & Dozier.

The Board will schedule new meeting dates for Jul, Aug and Sep 2018.

(15) ADJOURNMENT

MOTION by Dr. Fallows, second by Mr. Bartell to adjourn the meeting, the motion passed unanimously, 5-0.

Respectfully Submitted,



Jeff Wallis, MD.
Secretary/Treasurer

05.21.18 Minutes Copy on File:

1. Agenda & Public Notice
2. CCHB Finance Report
3. CCHB list of Invoices
4. List of Invoice o/b/o FRC
5. FRC list of invoices

05.21.18 Minutes Attached copy

1. Attorney Rey CCCC Section 8.07 E.
2. Email from Attorney Schapira Recoupment issue - continuance
3. Memorandum from Attorney Schapira
4. Memorandum from Attorney Clark Stillwell
5. CCHB Policy – CCCC Interest Transfer
6. CCHB Policy – Investment