

MINUTES OF  
THE REGULAR MEETING OF THE  
CITRUS COUNTY HOSPITAL BOARD

**OCTOBER 22, 2018 6:00 P.M.**

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Monday, **October 22, 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 6:03P.M.

(2) PUBLISHED MEETING LEGAL NOTICE

*(Agenda & Published Legal notice Copies On File)*

(3) QUORUM PRESENT

(4) ATTENDANCE

Board Members: Debbie Ressler (Chairwoman), Rick Harper (Trustee) Dr. Mark Fallows (Vice-Chairman) Dr. Jeff Wallis (Secretary/Treasurer) arrived at 6:12pm.

Absent Board Member: Allan Bartell (Trustee)

Also in attendance:

William Grant, Esq. (General Counsel)

Members of the Public: Sophia Diaz-Fonseca (CCCCF), Sondra Moylan (CCCCF), Tabitha Wells (CCCCF), Dr. Dr. Gustavo Fonseca, and Fred Hiers (Citrus County Chronicle).

(5) PUBLIC COMMENT

➤ Sophia Diaz-Fonseca: Mrs. Diaz-Fonseca presented to the Board the concerns that she has with the proposed changes to the CCCCCF Articles of Incorporation and By-Laws (*Attached copy*). Mrs. Diaz-Fonseca asked the CCHB to reject anything that will negatively impact the makeup of the CCCCCF board and the perpetuity of the public funds and make sure the CCCCCF doesn't repeat the costly mistakes made by the Citrus Memorial Health Foundation/Foundation Resolution Corporation.

(6) APPROVAL OF MINUTES

**MOTION** by Dr. Fallows, second by Mr. Harper to approve the minutes from the September 24, 2018 Regular Meeting. After discussion, the Motion passed unanimously, 3-0.

(7) FINANCE COMMITTEE REPORT

a) Approval of the Finance Report for September 2018: Mrs. Ressler presented to the Board the Finance Report for September 2018. (*Copy on file*)

**MOTION** by Dr. Fallows second by Mr. Harper to approve the Finance Report for September 2018. The Motion passed unanimously, 3-0.

b) Approval of the Citrus County Hospital Board Invoices:

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

**MOTION** by Dr. Fallows, second by Mr. Harper to approve payment of the CCHB invoices for October 2018 as presented. *The motion passed unanimously, 3-0.*

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

Mr. Grant stated that Attorney Burks has submitted corrected legal invoices, pursuant to CCHB policy. A list of invoices to be considered for payment by the Citrus County Hospital Board o/b/o FRC were presented for approval. *(Copy on file)*

**MOTION** by Dr. Fallows, second by Mr. Harper to approve CCHB payment of the invoices o/b/o FRC as presented. *The motion passed unanimously, 3-0.*

Dr. Wallis entered the meeting at 6:11pm.

d) Other:

Report of the three (3) Escrow accounts (two in Fifth Third Bank and one in JP Morgan). *(Copy on file)*

**(8) LEGAL**

Mr. Grant distributed a memorandum from Attorney Stillwell with a list of potential pension beneficiaries *(Attached copy)* that Banner Life indentified (not AON). The FRC will pay one of the seven pensioners directly from SunTrust and the rest will be paid by the proceeds provided to Banner Life by the FRC.

Mr. Grant noted that the Foundation Resolution Corporation received a check from Renaissance Administration, LLC in the amount of \$24,817.30. *(Attached copy)*

HCA sent a notice regarding the building management change of the CCHB office from Lincoln Harris CSG to Cushman & Wakefield effective November 1<sup>st</sup>. *(Attached copy)*

Mrs. Ressler had directed Mr. Grant to invite Attorney Rey (CCCCF Attorney) to the CCHB meeting on Monday, October 22, 2018 *(Attached copy)*. Attorney Rey responded to Attorney Grant that she will be unavailable to attend because she already has another obligation. Also, she is not available to attend any Monday meeting due to other obligations, but she can be available for a conference call to address any specific legal issues of the CCCCCF Articles of Incorporation and By-Laws. Mr. Grant indicated that Attorney Rey could not provide rationale as to policy considerations, via her email.

Mr. Grant distributed an email from Attorney Rey requesting that any further interest of additional money from the CCHB to be sent directly to the CCCCCF Investment custodian *(Attached copy)* Salem Trust Company. Mr. Grant asked Attorney Rey to provide a rational for the request and the same will be provided to the CCHB board.

Attorney Rey responded and Mr. Grant will research and review for immunity or any other issues or matters of concern.

The Citrus County Hospital Board agreed to have a joint meeting with the Citrus County Community Charitable Foundation on Tuesday, November 20, 2018 at 6:00pm and after the conclusion of the joint meeting the CCHB will move to a different room to have the CCHB regular business meeting. The previously set date of November 26, 2018 is canceled.

Mr. Grant will request the meeting rooms.

Mr. Grant asked the Board to approve the binding of the D&O insurance and he recommended continuing with the same coverage. *(Attached copy)*

**MOTION** by Dr. Wallis, second by Mr. Harper to approve the binding of the insurance for D&O (with the excess policy) with the same coverage and authorize the Chairman to sign. After discussion the motion passed unanimously, 4-0.

Discussion ensued regarding the amendment of Mr. Grant's agreement to increase his salary.

**MOTION** by Dr. Fallows, second by Mr. Harper to amend Mr. Grant's agreement to increase his salary from \$5K to \$6K a month, effective November 01, 2018 during the pending of the pension litigation (including any appeal) and authorize the Chairman to sign. The motion passed unanimously, 4-0.

Pension lawsuit status was discussed.

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

- **Medicaid Recoupment:** No change of status. Attorney Schapira will continue to work towards resolution with ACHA to avoid recoupment of the balance of \$3,647,267.41 the parties agreed to stay recoupment and no further monies recouped. CCHB on behalf of the FRC shall also strive to recover the \$1.7M recouped by HCA (for the CCCCCF).
- **Medicare cost report FY 2013 and FY 2014:** The information was sent to First Coast Service Options (FCSO). The CCHB legal team will continue working to obtain the complete data files and the FRC/CCHB will still have an opportunity to appeal if FCSO renders a negative decision.
- **Blue Cross & Blue Shield Recoupment:** CMH/HCA indemnity claim amount is \$979,751.17. We are waiting for the legal team of Florida Blue to provide a release and settlement agreement. Attorney Schapira also included in her invoice the fees from Toyon Associates for preparing the Medicare Cost Report for FYE 2013 and FYE 2014.

#### **(9) UNFINISHED BUSINESS**

- **Foundation Resolution Corporation Update:** Mrs. Ressler presented to the Board an update list of the Foundation's invoices. *(Attached copy)*

**MOTION** by Dr. Fallows, second by Dr. Wallis to approve the update list of FRC invoices. After discussion, the motion passed, 4-0.

- **Citrus County Community Charitable Foundation (CCCCF) Update:** Dr. Wallis stated that the CCCCCF wants autonomy and independence from the CCHB. Dr. Fallows doesn't want the CCCCCF to become another Citrus Memorial Health Foundation/Foundation Resolution Corporation to not be accountable to the taxpayers. Dr. Fallows insists there must be balance and oversight.

- **Real Estate Update:** None.

#### **(10) NEW BUSINESS**

**Approval of Records Disposition that have met their assigned retention periods:** Mrs. Ressler requested the Board's approval to dispose of Citrus County Hospital Board records. *(Copy on file)*

**MOTION** by Dr. Fallows, second by Dr. Wallis to dispose of the records as presented. After discussion, the motion passed unanimously, 4-0.

**Elections/ Conducted by Vice Chairman per direction the CCHB Chairperson.**

Mr. Harper nominates Debbie Ressler for Chairperson. No additional nominations.

**MOTION** by Dr. Fallows, second by Dr. Wallis to close nominations for Chairperson. The Motion passed unanimously, 4-0. Debbie Ressler elected Chairperson.

Dr. Wallis nominates Dr. Mark Fallows for Vice-Chairperson. No additional nominations.

**MOTION** by Mr. Harper, second by Dr. Wallis to close nominations for Vice-Chairperson. The Motion passed unanimously, 4-0. Mark Fallows elected Vice-Chairperson.

Dr. Fallows nominates Dr. Jeffrey Wallis for Secretary/Treasurer. Mr. Harper was nominated but declined. No additional nominations.

**MOTION** by Dr. Fallows, second by Mr. Harper to close nominations for Secretary-Treasurer. The Motion passed unanimously, 4-0. Jeffrey Wallis elected Secretary/Treasurer.

The Officers of the Citrus County Hospital Board are as follows:

- 1) Chairman – Deborah Ressler, BSN
- 2) Vice Chairman – Mark Fallows, DO
- 3) Secretary/Treasurer – Jeffrey Wallis, MD

**(11) TRUSTEE COMMENTS**

None.

**(12) OTHER**

None.


**(13) NEXT SCHEDULE MEETING DATE**

The next scheduled Board meeting is set for Tuesday, November 20, 2018 at 6:00pm in the Lecanto Government Building.

**(14) ADJOURNMENT**

**MOTION** by Dr. Fallows, second by Mr. Harper to adjourn the meeting, the motion passed unanimously, 4-0.

Respectfully Submitted,

  
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Jeff Wallis, MD.  
Secretary/Treasurer

10.22.18 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
6. Report of Escrow accounts

10.22.18 Minutes Attached copy

1. Sophia Diaz-Fonseca Comments
2. Memorandum from Attorney Stillwell
3. Check to FRC from Renaissance
4. HCA Notice Management Change
5. Email from Attorney Rey
6. Renewal of the D&O Insurance
7. Memorandum from Attorney Schapira