

# GEORGE E. WEEMS MEMORIAL HOSPITAL

## GOVERNING BODY MEETING MINUTES

### REGULAR MEETING

OCTOBER 30, 2008

**Members Present:** Gayle Dodds, Chairperson; Curt Blair, Co-chair; Tammi Hardy, Secretary; Paul Marxsen; Dr. Stephen Miniati; Mark Friedman; Margie Solomon

**Staff Present:** Charles Colvert, CEO/CFO; Candi Fox, CNO; Ginny Griner, HR Director; Gene Evans, Maintenance Director; Becky Gibson, RN, Admin. Asst.; Beth Blair, Public Relations

**Others Present:** Alan Pierce, County Commission Liaison; Michael Shuler, County Attorney

Gayle Dodds called the meeting to order at 12:30 PM.

Charles Colvert led the group in prayer.

Curt Blair made a motion to approve the minutes of the September 25, 2008 meeting, seconded by Margie Solomon and approved unanimously.

#### **1. TMH Update - see e-mail & contract given to board members**

Michael Shuler reported on his correspondence with TMH. Mr. Shuler stated that TMH had requested that they be named as insured on Weem's Liability and E&O insurance policies, but would not agree to Weems being named as insured on their policies. Mr. Shuler stated that Weems has sovereign immunity, which would limit how much Weems would have to pay out in a lawsuit, where TMH does not have sovereign immunity. Mr. Shuler's concern centered around how the hospital's premium would go up if there was a lawsuit settlement. He felt that TMH should be carrying insurance for their management service to Weems. He stated that TMH had not explained adequately why they did not want to put Weems on their policy, as in his opinion this is common practice. He felt that TMH should either indemnify or offer insurance coverage. Another concern was TMH's objection to the use of the word hospital "activities". The board did not have a problem with eliminating the word "activities". A third concern was the language used concerning the CEO and CNO positions. The members wanted to make sure that TMH understands that Mr. Colvert and Ms. Fox are Weem's choices. Mr. Blair pointed out that the contract allows the opportunity to cancel the contract with a 90 day notification, and that the hospital board has final say in choice of the CEO and CNO. Mr. Blair stated that he felt that the big issue is the insurance and indemnification, and that the rest should fall into place. Mr. Shuler recommended that the board require that TMH provide either insurance or indemnification and asked for board direction. After much discussion, Mr. Blair made a motion that on the issue of insurance and indemnity Weems needs one or the other and the board has given Mr. Shuler limited authorization to negotiate an equal agreement; on the CEO/CNO agreement, Mr. Colvert and Ms. Fox are the designated fulltime appointees, and once they are no longer in that position, the board has final

approval on future selections. The motion was seconded by Mark Friedman and approved unanimously. Mr. Shuler left the meeting at this point.

## **2. Report by Gene Evans**

Mr. Colvert asked Mr. Evans to report on two items included in the CEO report so he could return to work. The first item concerned a grant from the Department of Homeland Security by way of the Department of Health that the hospital received in 2004 for dealing with bio hazards and training. It is a reimbursement type grant, and it took nine months to get reimbursed. The grant this year is for \$7,500. If we don't do it this year, the hospital probably will not be asked again. Mr. Colvert stated that since this grant is through the Department of Health, we may not see the funds. A motion was made by Curt Blair to not participate, seconded by Paul Marxsen and approved unanimously. Mr. Evans reported on the current remodeling at the hospital and the Carrabelle Clinic. ER plastering has been completed, along with 2 patient rooms. The Chapel is complete, the Lobby is 75% completed, the CNO office is almost finished and the mammogram room is in process of being renovated with the machine scheduled for delivery on November 9<sup>th</sup>. Outside painting has started, along with landscaping with plants arriving on the 7<sup>th</sup>. All of these projects should be done by the Open House. The lab is also being renovated. In the future, the renovation will continue room by room. Mr. Colvert stated that over 2/3 of the \$66,000 has been used so far. Ms. Dodds stated that the ladies raising money for the mammogram have raised approximately \$30,000 toward the \$50,000 needed. Mr. Evans stated that the Carrabelle Clinic has all the supplies and equipment in place with the exception of the exam tables and some cabinets. Mr. Evans left the meeting at this time.

## **3. Finance Committee Report - see attached minutes and reports**

Paul Marxsen gave the Finance Report. Collections are getting better with September's being approximately \$466,000. The revenue was 7.8% over budget and the operating expenses were 4.0% less than budget. Mr. Friedman stated that the Sales Tax Receipts are on target to meet the \$1.5 million projected. Pumps were bought this month, along with the C-arm. Mr. Marxsen reported on a presentation by Premier concerning psych care and the committee decided to postpone this until a later date. He reported on a meeting with Dixon-Hughes, an accounting firm who specializes in hospitals, who hopefully will take over the hospital's audit next year.

## **4. Medical Staff Report - see attached minutes**

Dr. Miniati reported on the Medical Staff meeting. He stated that he is awaiting the results of the staff vote on who will represent the medical staff on the board. The new officers election for medical staff will be held at the next staff meeting. The staff has initiated several policies including one for MRSA and UTI's. The staff is having to document the presence or lack of on both of these on admission in order to be reimbursed. He reported that the hospital has two nurses who are trained in OB, and has developed a policy so these nurses won't be at risk, and the Risk Manager is reviewing this. He reported that the ER has a good group of physicians, and that the few weeks before Thanksgiving is the ER slow time. He stated the ER numbers are higher than a year ago and that the staff is efficiently handling the load. The new X-ray equipment has been a plus. He expressed his pleasure with the new attitude in the ER and the hospital.

## **5. Proposals for Auxiliary, Chaplain Services and Foundation - see attached**

Margie Solomon reported on the Chapel Dedication, and voiced her appreciation to Ginny Griner for her work. She stated that she was very pleased with the turn out, and complimented Dr. Sink on his dedication to the Chaplain program. She stated appreciation to Harry Arnold for his generosity for the furnishings he donated. The Open House is scheduled for November 16. The committee will meet in early November to finalize plans. Ms. Solomon and Ms. Griner visited Carrabelle and invited the people to come to the Open House.

Mr. Colvert stated that the question to the board is how the board wants to organize the volunteer efforts. Mr. Blair asked Mr. Colvert for a recommendation on how to reconcile the volunteer efforts as he thought that the Foundation should report directly to the board. Mr. Colvert stated that he thought the Auxiliary and Chaplains should report to the board directly also. He stated that he didn't see a need for the New Beginnings committee, and that the volunteers associated with New Beginnings would stay on, most likely under Auxiliary. Ms. Dodds suggested that New Beginnings be dissolved, as it's reached its summit, and the Auxiliary, Chaplain Services and Foundation take its place. A motion was made by Curt Blair that the Chaplain and Auxiliary Services come up with operational procedures and a list of the membership and bring back to the next board meeting, seconded by Paul Marxsen and approved unanimously. Mr. Colvert recommended that the Foundation members be selected by the hospital board. Mr. Blair stated that the Foundation needs to be a non-profit organization, develop bylaws and articles. Mr. Blair made a motion to proceed with the incorporating and the filing of the 501(c)3, while the staff works on the membership and procedures, seconded by Paul Marxsen and approved unanimously.

## **6. County Update**

Mr. Pierce stated that the County Commission complimented the hospital board on the great job they have done in turning around the hospital. The acquisition of the property for the permanent Carrabelle Clinic has been put on hold for now. There has been some confusion and concern among some of the commissioners and county staff as to what Gene Evans' role is at the hospital, and he was glad to see his title as Director of Operations. He stated that whether this will resolve the concern should be known within the next few days.

Ms. Dodds asked Mr. Pierce should they wait until the next county meeting to make the board's recommendations for members and officers or should it be done at Tuesday's meeting. Ms. Dodds announced that the reappointments will be Paul Marxsen and Dr. Miniati, who was approved by the medical staff, and Ms. Dodds, Mr. Blair and Ms. Hardy will keep their offices as Chair, Co-chair and Secretary, respectively. A motion was made for the above officers by Paul Marxsen, seconded by Margie Solomon, and approved unanimously. Mr. Pierce will include the recommended reappointments in his report to the commissioners on Tuesday, November 4.

## **7. CNO Report - see attached**

Ms. Fox reported on the EMS calls. The station that is located in Eastpoint is in very poor condition, and there is a real need to re-locate the station. The question is where the station needs to be, Eastpoint or Apalachicola. In discussing with Ken Whitfield, EMS Director, the ten minute response was an issue that was brought up. The response time would be increased if moved from Eastpoint, especially to the Plantation on the Island, where many calls involve the elderly and trauma calls, and up Highway 65, where many of the calls are accidents. Mr. Colvert stated that there is a place in Eastpoint on Island Drive and a house on the corner of 98 and Bayshore Drive, which he felt was too large. In Apalachicola, the old GT building is available. Ms. Dodds

stated that the place in Eastpoint on Island Drive would offer ample parking, and would help with the feeling of "everything happens in Apalachicola". Mr. Pierce stated that he felt that the station should be left in Eastpoint. Ms. Fox stated that a contractor had looked at the space on Island Drive, and he proposed that the renovation should be divided between owner responsibility and the hospital, \$4,400 for the owner and \$7,700 for the hospital. The owner states that she has completed some of the work. Ms. Fox recommends staying in Eastpoint and having a contractor go out again and propose a renovation estimate. Mark Friedman made a motion that the hospital move forward with the Island Drive space with a max of \$5,000 for renovations, a max of \$750 per month rent, with a 24 month lease with a one year renewable for three years, with the annual rent increase not to exceed 5%, seconded by Curt Blair and approved unanimously.

Ms. Fox presented a Safety and Risk Management report on the MVC involving the Department of Corrections van. Each aspect of the incident was analyzed. Ms. Fox commented on how well the staff performed. An official write up will be done as a disaster.

Ms. Fox presented the Door to Disposition and Door to EKG times, both still on track.

#### **8. CEO Report**

Mr. Colvert stated he and Michael Shuler are still working on the architects contract and he is still working on a Physical Therapy contract to be presented.

Mr. Colvert asked Mr. Pierce about the appropriateness of the hospital joining a lobbying group for rural hospitals with the cost being \$12,000 per year. Mr. Pierce said that the hospital could legally do it, and he will ask Mr. Shuler's opinion, but thought that the cost was high. He recommended discussing it further with Mr. Shuler before signing up.

The holiday schedule will be as follows: there will be one meeting for the board for November and December and it will be held on December 4.

Mr. Colvert announced that Will Kendrick had visited the hospital.

#### **9. Old/New Business**

Mr. Blair asked if the hospital submitted a budget to the county. Mr. Colvert stated that the hospital submitted a budget for the hospital and the ambulance. It is time for the operational budget and Mr. Blair requested that a time be set up for the board to interact with this process along with an organizational chart addressing the volunteer programs. Mr. Colvert stated that this will be done at the Finance Committee, the next being November 20. Mr. Colvert clarified that the board meetings should be held on the last Thursday of each month in order to give staff time to prepare. There will be no Finance Committee meeting in December.

Mr. Pierce announced a Seminar to be held on November 13 by Lucy Turner, Labor Attorney, concerning the Sunshine Laws.

Mr. Blair stated that Mr. Colvert has taken over the CFO duties since we no longer have Pioneer performing this role. Mr. Colvert has a person in Alabama who will assist in this role. Mr. Blair made a motion to supplement retroactively back to September 1, 2008 Mr. Colvert's salary for up to six months or until a new CFO is obtained, at the rate of \$50,000 per year with the salary for the person Mr. Colvert has engaged to be taken out of the \$50,000, seconded by Paul Marxsen, and approved unanimously. Mr. Pierce stated that he had discussed this with Marcia Johnson and she had approved.

Mr. Blair thanked the board for their kind thoughts, especially Dr. Miniati, concerning the

recent death of his brother.

Mr. Blair stated that the upcoming election is going to be very volatile and emotional and recommended that the hospital and its staff maintain neutrality during this time.

The meeting was adjourned at 3:00 PM.

Respectfully Submitted,  
Becky Gibson, RN  
Administrative Assistant

Approved James Hardy Date 12/4/08