

GEORGE E. WEEMS MEMORIAL HOSPITAL
GOVERNING BODY MEETING MINUTES
REGULAR MEETING
SEPTEMBER 25, 2008

Members Present: Gayle Dodds, Chairperson; Curt Blair, Co-chair; Paul Marxsen; Margie Solomon; Dr. Stephen Miniati

Members Absent: Tammi Hardy; Mark Friedman

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; Pam Nobles

Gayle Dodds called the meeting to order at 12:15 PM.

Chuck Colvert led the group in prayer.

Curt Blair made a motion to approve the minutes from the August 28 meeting, seconded by Paul Marxsen and approved unanimously.

1. Financial Statement Review - see attached report

Mr. Colvert announced that the Finance Committee did not meet in September and that he has composed the financial statement report enclosed. He stated that the ER and Outpatient Departments had been busy in August. He stated that the Finance Committee has had problems with the Contractual Allowances and Bad Debt amounts previously developed by Pioneer and that he had recalculated these amounts. He announced that when the census was down, Ms. Fox was sending staff home and asking them to take vacation. The bottom line for the month of August was an excess of revenue of \$240,666.

2. New Beginnings - see attached minutes

Ms. Solomon reported on the recent meeting of New Beginnings. She stated that there is a serious lack of structure and accomplishment still in the organization largely due to the management style of the chairperson. After much discussion among the members the consensus was that the hospital board needs to define the role of New Beginnings and that none of the groups within New Beginnings can operate outside the boundary of the hospital board. Curt

Blair made a motion that a letter be sent to New Beginnings expressing the board's appreciation for the work it is doing with the support groups and that the board will be adopting procedures for the three main groups, these being Volunteer Services, Chaplain Services and a Foundation. The board will review at its next meeting the Volunteer Program developed by Debbie Colvert, the Chaplain Program to be developed by Rev. John Sink, and a Foundation Outline to be developed by Curt Blair. The motion was seconded by Dr. Miniat and approved unanimously.

Ms. Solomon stated that preparations are underway for the Open House to be held at the hospital on November 16 (see attached minutes). She and Ms. Griner are planning a meeting with the mayor of Carrabelle to inform him of this event. The dedication of the new Dallas Shiver Chapel at the hospital will be on October 21 at 6:00 PM. On October 25 there will be a Dance and Cabaret at the Armory in Apalachicola featuring the Calender Girls, dancing, food and a DJ to benefit Weems and Franklin Needs.

3. TMH Contract

Curt Blair stated that Mr. Shuler is working on some last minutes details. Mr. Shuler stated that there are four issues that were discussed via phone conference yesterday. They are as follows:

1. The Non-compete Clause - TMH wanted the clause amended to read that TMH would not compete with Weems by building a hospital or on any hospital related services in Franklin County for two years if the contract is terminated. Currently the clause states that if the contract is terminated, TMH would not compete on any level in Franklin County for a two year period. Mr. Shuler requested the board's guidance on this issue. After much discussion among the members, Paul Marxsen made a motion that the non-compete clause state that if the contract is terminated, TMH could not compete with Weems Hospital by building a hospital or on any hospital related services in Franklin County for two years, seconded by Margie Solomon. The motion passed with a show of hands with Dr. Miniat being the only opposed vote, count being 3 to 1.

2. Name of Contracting Party - Franklin County versus Weems. Mr. Shuler has left the name on the contract as Weems Hospital. He stated that if there are ever any legal problems, it will end up in court anyway and a judge would sort it out.

3. Indemnification Issue - TMH originally wanted no financial responsibility. During the phone conference, TMH requested they be added to county's insurance policy as additional insured. Upon review of the contract, Mr. Shuler discovered that this was already included. He has corresponded with Mr. Bryant of this fact, and has requested that the county be added to their insurance policy. Curt Blair made a motion to accept TMH's request along with adding Franklin County to TMH's policy, seconded by Paul Marxsen and approved

unanimously.

4. Medicaid/Medicare Reports - this has been deferred to a later date and will not be part of the contract.

4. County Update

Alan Pierce gave the update on the Carrabelle Clinic. He has reviewed the site plan and feels like this is the best site. The site will need to be filled to the level of the Health Department, but only the building itself, which will reduce the cost of the fill from approximately \$250,000 to \$60,000. He recommends moving forward with the plan for this site. With the elections coming up, there is a possibility that the hospital may get the land for less or donated. Due to a miscommunication, the actual acreage is 5.5 acres, not 5 acres as previously thought. Mr. Shuler has requested that Preble Rish take off a 60 feet by 376 feet section off the ditch on the most northerly boundary. The Flood Zone on the area was discussed, and Mr. Pierce stated that the building site would need to be filled to 12 feet. Mr. Shuler stated that the Health Department is at 18 to 21 feet. Curt Blair made a motion to accept the reduction in the size of the property as presented by the attorney and moving ahead with obtaining the property, seconded by Paul Marxsen and approved unanimously.

Gayle Dodds made the statement that the opening of the temporary clinic will give the board time to evaluate the site with the architect as far as fill and costs are concerned.

5. Physical Therapy Services

Mr. Colvert requested that this topic be discussed outside of the CEO report as he had a legal question before Mr. Shuler left. The hospital's physical therapy assistant has resigned, and the hospital needs to reorganize its physical therapy department. Mr. Colvert asked Mr. Shuler if the hospital needs to bid this out. Mr. Shuler stated that he doesn't have to bid it out. Mr. Colvert stated that Tom Brocato has given a proposal. Mr. Shuler stated that the County Commission has a preference on hiring local people as long as the provider is qualified and competitive. Mr. Colvert will bring the proposed contract to the next meeting. Mr. Pierce left the meeting at this time.

6. Architect's Services - see attached letter

Mr. Colvert stated that CRA is requesting a fee of 7.6%, which in his experience is a little high. Mr. Colvert has requested permission that he go back to CRA and request it be decreased to 7%. Mr. Shuler has asked CRA to give a list of services as we don't want to enter into a base contract where some services are add-ons. Mr. Shuler asked the board to hold off on the contract as he thinks it needs some tweeking. He will come back with a recommendation. Mr. Shuler left the meeting at this time.

7. Board Members Time

Mr. Colvert announced that Dr. Miniati and Paul Marxsen's time on the board will be up on October 1, 2008. Dr. Miniati's current position on the board is as a representative of the medical staff and at large and as a voting member. Dr. Miniati is to ask the Medical Staff at its next meeting if anyone is interested in serving. Paul Marxsen is the other member whose time is up on October 1 and he has agreed to continue. Mr. Colvert also announced that officer election is due and to let he or Ms. Dodds know of any suggestions. The members discussed on how a change of the board members at this point of time could be detrimental to the progress being made by the board. The final decisions will be made at the next meeting.

8. CNO Report - see attached

Ms. Fox reported on August's Door to EKG, Door to Disposition Times and Risk Management Report. Mr. Colvert reported that Ms. Fox has passed her Risk Management Test. Ms. Solomon reported that she had heard a report from the community that a patient had a mass missed on X-ray. Mr. Colvert asked to be informed of any additional information on this issue.

9. CEO Report

Mr. Colvert stated that we need a new CT scan. We are currently paying \$5,000 per month for the trailer CT. We can reduce this if we find an interior place for the CT.

Mr. Evans reported that there are about six projects going on. Radiology is complete. Painting the inside hallways is going on, the Chapel Furniture is on the way, work has begun on the front lobby, work is to start on the Mammogram room tomorrow, and the exterior cleaning and painting is about 50% complete. He also stated that a plaster contractor has been hired to address the plaster problems throughout the hospital.

Mr. Colvert stated that the hospital did receive \$61,000 from the county, which it had received from DasSee for rent, to be used for renovations.

Weems is being advertised in the local phone book, which goes to all the rental units in the county.

Ms. Blair announced that the web site is almost done.

Ms. Blair announced that the next newsletter will be out soon. It will cover all of the activities going on around the hospital. She also stated that there would be a lot of publicity for the Open House. Becky Gibson requested that a copy of the newsletter be placed in employees paychecks as a lot of the employees don't live in the county.

Ms. Solomon stated that Mr. Bickle has donated two pictures.

Mr. Colvert stated that the temporary clinic in Carrabelle is coming along with the walls being complete and the equipment ordered. The county commission did approve the \$50,000 the board requested to be used for the clinic.

Dr. Chorba has stated she will abolish her practice and do work 2.5 days in the Carrabelle Clinic, and Dr. Miniati may do one day. This will give coverage for 3.5

days.

The Medical Staff will elect new officers at it's next meeting. Mr. Colvert strongly recommended following Mr. Blair's suggestion to invite the Medical Staff Chair to sit on the Hospital Board as an ex-officio member. A motion was made by Mr. Blair, seconded by Paul Marxsen and approved unanimously.

10. New/Old Business

Ms. Dodds announced that Tammi Hardy's brother is dying in Tennessee, and asked that she be kept in everyone's prayers.

Mr. Blair stated that the board is going to need a 501(c)3, specifically to establish the foundation and should discuss it next month when he presents the outline for the foundation. Mr. Marxsen stated that he had received information on an expedited way to acquire the status.

Mr. Colvert stated that Pam Nobles has the photos taken if anyone wishes to look at them. They will go on the web site and in the hospital, to name just a few places. Ms. Blair stated that Ms. Nobles is donating these. She was thanked by the board for her generosity and involvement.

The meeting was adjourned at 3:00 PM.

Respectfully Submitted,
Becky Gibson, RN
Administrative Assistant

Approved



Date 10-30-08