

# Governing Board of Directors | 2012

**August 30, 2012**

- Members Present:** Tammi Hardy, Chair; Jim Bachrach, Vice-Chair; Duffie Harrison, Secretary; Nick Yonclas; Robert Davis
- Members Absent:** Cynthia Drapal CAO, CNO; Stephen Miniati, MD; Patrick Conrad, MD; Deborah Huckabe; Homer McMillan
- Staff Present:** Steve Lanier, Controller; Ginny Griner HR/ MedStaff Coordinator; Heather Guidry Administrative Assistant
- Guests Present:** Geri Forbes, TMH Regional Development Administrator; Steve Adriaanse, TMH VP/ CHRO; Pinki Jackel, Franklin Co. BOCC; Rachel Chesnut, Weems Foundation President; Michael Shuler, County Attorney; Chuck Edwards, Blue Manta; Alan Pfeiffer, Concerned Citizens of Franklin Co.

| TOPIC   | DISCUSSION   | ACTION  |
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| <b>Call to Order/<br/>Approval of Minutes</b> | <ul style="list-style-type: none"> <li>• The meeting was called to order at 3:45 pm.</li> <li>• BOD minutes from July 26, 2012 were presented and reviewed.</li> </ul>   | <ul style="list-style-type: none"> <li>• Motion made by Davis to approve the 07/26/12 minutes as presented, second by Bachrach. Motion carried unanimously.</li> </ul>  |
| <b>Sunshine Law-<br/>Shuler</b>               | <ul style="list-style-type: none"> <li>• Shuler has obtained an audio presentation from the FL Bar on the Sunshine Law. He has reviewed the DVD and has narrowed applicable information to a 2 hour presentation. Shuler recommends reviewing the DVD at a special called board meeting.</li> <li>• Per the current Governing BOD By-Laws, the hospital's CEO serves as a non-voting, ex-officio member of the board. Shuler recommends removing the CEO as a member of the hospital's governing board. This will allow open communication between the CEO and the governing board members.</li> </ul> | <ul style="list-style-type: none"> <li>• Sunshine Law presentation tentatively set for October 9<sup>th</sup> at 3:30. Guidry will email all BOD.</li> <li>• Motion made by Bachrach to take recommendation to the BOCC to remove the CEO as member of the board, second by Yonclas. Motion carried unanimously.</li> </ul> |

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|  | <ul style="list-style-type: none"> <li>Executive session items were readdressed at a public meeting to correct possible violations of the Sunshine Law. Per Hardy, a review of all executive sessions has been completed. Executive sessions should have been termed “special meetings”. Per Shuler, as the board progresses with interviews, the face to face interviews will require open public interviews due to the Sunshine Law. In a non-emergency setting, a full day’s notice is required for all meetings.</li> </ul>   |   |
| <p><b>Electronic Health Records Update</b></p> | <ul style="list-style-type: none"> <li>Per Comm. Jackal, the BOCC discussed and concluded that they would like a RFP for the electronic health record. The BOCC has a great deal of concern regarding functionality issues, cost of the total program, the limitations of the warranty, cost of annual maintenance, and the financial ability of the hospital to afford a system. They request TMH to review any e.h.r. contract before approval.</li> <li>Per Edwards, a request for bids has never been advertised. Cerner is the system used by TMH and was the first system reviewed by WMH. The system was not affordable. After Cerner, the hospital started looking at systems designed for small hospitals. Administration and IT have worked with 3 vendors over the past 2 years. With RFP, will need to be very specific to avoid bids that would not qualify.</li> <li>Shuler does not believe the WMH has adopted a different bid policy from the county. The BOCC bid policy requires to bid out any product or service whose cost is over \$10,000. Shuler feels a competitive bid is required unless we can piggyback. Need to advertise once a week x 2 weeks. Shuler recommends RFP as soon as possible.</li> <li>Comm. Jackal feels that transparency with money is essential</li> </ul> | <ul style="list-style-type: none"> <li>Motion made by Yonclas to advertise RFP for electronic health record system with assistance from TMH, second by Bachrach. Motion carried unanimously.             <ul style="list-style-type: none"> <li>Lanier to inform Centennial Bank of delay in loan process.</li> </ul> </li> </ul> |

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|                             | <p>and this process should slow down to allow for careful review. Bachrach requests a date be set.</p> <ul style="list-style-type: none"> <li>Per Edwards, must have e.h.r. installed and demonstrate certain milestones by the beginning of fiscal year 2014 to attain 89% reimbursement for meaningful use. Bachrach requests date of November 1 for the completion of RFP. Forbes requests consulting with TMH to agree to assistance. Edwards wants to list details. Recommends in the contract that we do not pay anything until certification has been met for meaningful use.</li> </ul>   |   |
| <p><b>County Report</b></p> | <ul style="list-style-type: none"> <li>Yonclas' BOD term is complete as of 09/01/2012. He has notified Comm. Jackal that he does not want renew his term. Comm. Jackal asks Yonclas to stay on through the completion of the CEO hiring process and the appointment of his replacement. Yonclas agrees. Per Comm. Jackal, may want to look at the process of reappointment of BOD members when revising the by-laws.</li> <li>Comm. Lockley brought a motion to sever the relationship with TMH; the motion was seconded by Comm. Parrish. The motion failed 2 to 3.             <ul style="list-style-type: none"> <li>Per Davis, he spoke with Comm. Lockley. Lockley felt TMH should have been more involved as a management company with the electronic health record purchase. Comm. Lockley also felt that there is not enough communication between TMH and the BOCC. Per Comm. Jackal, other concerns revolved around TMH compensation of the hospital's CEO. Comm. Jackal informed Comm. Lockley that the hospital's BOD set the CEO salary. Davis states that communication and involvement were the issues, not</li> </ul> </li> </ul> | <ul style="list-style-type: none"> <li>No action required.</li> </ul> |

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|  | <p>the CEO salary. Davis clarified that Comm. Lockley didn't want to annul the relationship between TMH and the county, but wanted issues addressed.</p> <ul style="list-style-type: none"> <li>○ Forbes feels the term "management agreement" is deceiving. TMH provides the management team for the hospital. TMH doesn't directly manage the hospital. Forbes feels the language and intent of contract may need to be reviewed with the BOCC. Support from TMH Financial department is provided as a courtesy to our community. Need to clarify expectations so that expectations can be met. Comm. Jackal would like to see that provided for WMH BOD and BOCC.</li> <li>○ Per Hardy, at last week's BOD meeting, had discussed that the board members should speak with the commissioner who appointed them on a regular basis. Comm. Jackal states she feels it is her business to know what is going on at hospital. She agrees that BOCC should make it their business to communicate with their designees.</li> <li>○ Hardy doesn't feel that we inform the community enough regarding Weems services and TMH services. Hardy feels the BOD members have the responsibility to promote the hospital and educate the community. Hardy is compiling information to bring back to board, which may include a directive to the CEO as how information should be brought to the community. Comm. Jackal recommends bringing a different person each month to the BOCC meeting. Jackal also recommends FCTV community updates each week. Advertising on billboards discussed. Forbes states</li> </ul> |  |
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|                          | <p>community education is cyclic; billboards may not be effective until services are needed.</p>  |   |
| <p><b>TMH Report</b></p> | <ul style="list-style-type: none"> <li>• Hardy, Drapal and Huckeba attended recent TMH weekend event.</li> <li>• Hardy introduced Steve Adriannase, TMH VP, and Chief Human Resources Officer. Adriannase was asked to attend in anticipation of questions in regards to TMH and the CEO position.             <ul style="list-style-type: none"> <li>○ In regards to request for assistance to review Healthland contract, a BOD request would be necessary.</li> <li>○ Per Adriannase, Weems BOD has narrowed the selection down to 4 candidates. They have been contacted for interviews. Individuals will be interviewed by executive staff at TMH, and then brought here on the same day for interviews with the BOD. The Weems BOD will make the final CEO selection. Yonclas points out that the BOCC has the final decision on candidate, recommends that commissioners interview with candidates. Discussion led to the fact that BOD interviews will be public, so the county commissioners are able to attend. Jackal will inform the commissioners at the next BOCC meeting. Commissioners can review resumes before interviews. Public notice should include that 2 or more county commissioners may be in attendance. After the interviews, BOD will let TMH know which candidates to pursue further. Then generally, one candidate is recommended to the BOCC. Harrison recommends keeping one alternate candidate. Discussion held</li> </ul> </li> </ul> | <ul style="list-style-type: none"> <li>• No action required.</li> </ul> |

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|                              | <p>regarding whether the Administration Team should interview applicants. Structure and time limits recommended. Discussion held that staff not interview, but “meet and greet”. Discussion held regarding dinner dates with candidates. Yonclas states that a public notice would be required if two or more members of either BOD and/or BOCC are present at dinner. Hardy states discussion held at last week’s meeting that candidate should spend the night. Griner to try to find accommodations. Realtor to assist.</p>  |   |
| <p><b>Finance Report</b></p> | <p>Financial Update</p> <ul style="list-style-type: none"> <li>• July Income Statement presented and reviewed in detail</li> <li>• WMH Financial Summary August 2012 Report presented and reviewed.             <ul style="list-style-type: none"> <li>○ Lanier concerned about ambulance department accounts receivables. Lanier is in contact with the billing company. Jackal questions ambulance A/R. Lanier states billing company was not giving us a list of non-payers. Requesting list monthly. List we are now receiving is a year old.</li> <li>○ Jackal questions non-A/R increase from previous month. Lanier states it is dependent on claim cycle.</li> <li>○ Bachrach questions increase in A/R collected. Lanier feels it is communication with ARx working well.</li> </ul> </li> <li>• Will receive \$103, 254 in Rural Disproportionate Share money every quarter.</li> </ul> <p>Clinic Pro-Forma</p> <ul style="list-style-type: none"> <li>• At the last county commission meeting, the BOCC requested a</li> </ul> | <ul style="list-style-type: none"> <li>• Motion made by Bachrach that board chair put together a small</li> </ul> |

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|   | <p>pro-forma for the expansion of clinic services. Lanier has presented 2 pro-formas in the BOD packet, but has not reviewed with Drapal. Forbes offers to review. Jackal points out Carrabelle would continue seeing the same patients; the increase in patient volume would come from Apalachicola area. Second clinic could piggyback on the current Carrabelle clinic e.h.r. system. Locations discussed as starting clinic at the hospital with the goal of an off-campus rental. Forbes wonders if local pharmacy would be interested on co-op with PCP clinic.</p> | <p>committee to finalize a plan to open a clinic in Apalachicola, Yonclas seconds. Harrison recommends requesting a plan from CAO by Nov. 1<sup>st</sup>. Hardy does not want to put the project solely on Drapal due to Drapal's acute familial responsibilities. Motion carried unanimously.</p> |
| <p><b>Patient Satisfaction Report</b></p> | <ul style="list-style-type: none"> <li>Overall Patient Satisfaction Scores, July 2012 In Patient Satisfaction and ER Patient Satisfaction surveys present in packets for individual review.</li> </ul>  | <ul style="list-style-type: none"> <li>No action required.</li> </ul>  |
| <p><b>EMS Radio System Update</b></p>     | <ul style="list-style-type: none"> <li>The scope of work for the EMS Radio System has been completed. An RFP has been posted on the Franklin County website effective 08-13-12. The deadline for RFPs is 09/13/12.</li> </ul>   | <ul style="list-style-type: none"> <li>No action required.</li> </ul>  |
| <p><b>Grievance Review</b></p>            | <ul style="list-style-type: none"> <li>07-26-2012 Letter of Directives to CAO and 08-30-12 CAO Response present in packets for review.</li> </ul>   | <ul style="list-style-type: none"> <li>Grievance Review tabled until the 09/27/2012 meeting.</li> </ul>  |

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| <b>Old/ New Business</b> | <ul style="list-style-type: none"><li>• Discussion held regarding St. James Nursing Home and Rehab's need for a Medical Director as Miniatt is no longer the Medical Director.</li></ul> | <ul style="list-style-type: none"><li>• Lanier will consult with Drapal regarding Weems providing assistance to St. James.</li></ul> |
| <b>Adjournment</b>       | <ul style="list-style-type: none"><li>• Meeting adjourned at 6:00 pm.</li></ul>  |  |