

Governing Board of Directors | 2013

October 31, 2013

Members Present: Tammi Hardy, Chair; Jim Bachrach, Vice-Chair; Deborah Huckeba; Robert Davis; Homer McMillan (via phone)

Guests Present: Lauren Faison, TMH; Pinki Jackel, Franklin Co. BOCC; Ann Wilson; Jim Moore, Austin Healthcare Group

Staff Present: Ray Brownsworth, CEO; Ray Leadbetter, Interim CFO; Becky Gibson, DON; Craig Gibson, POD; Ginny Griner, HR/ Med Staff Coordinator; Heather Huron, Administrative Assistant

	TOPIC/ DISCUSSION	ACTION
Call to Order	<ul style="list-style-type: none"> • The meeting was called to order at 9:10am. 	<ul style="list-style-type: none"> • Motion made by Davis to approve the 09/26/2013 minutes as presented, second by Bachrach. Motion carried unanimously.
Approval of Minutes	<ul style="list-style-type: none"> • Minutes from the 09/26/2013 regular meeting were presented for approval. <ul style="list-style-type: none"> ○ In regards to county liaison designation and attendance, Hardy stated that she was informed that no one was designated as a hospital liaison. Brownsworth stated he had discussed this in general terms with Alan Pierce, though no specifics were made. 	
TMH Report	<ul style="list-style-type: none"> • As of October 8th, TMH went live with the new requirement that all physician orders be entered electronically. • Faison reported that WMCE continues telemedicine consultations, specifically psychiatric. Consultations have increased to approximately 2 per week. Mark O’Bryant and she presented to the Senate Health Policy Committee in October. As a result, they have been asked to present to the Florida Board of Medicine. Faison stated that if legislation passed for mandatory telemedicine reimbursement, TMH would be able provide more support to Weems through specialists and trauma physicians. • The free-standing TMH ER is seeing 80 to 90 patients per day; initially, it was projected to see 60 patients per day. Visits have not decreased at other locations, as previously anticipated. • HCHAP / Patient Satisfaction scores have been about 100%. Faison invited Weems staff to TMH to see their customer oriented approach. 	

October 31, 2013

Medical Staff

- Recommendation was made by the medical staff for the following:
 - Reappointment privileges
 - Paul D. Hart, MD (Southland)
 - Patrick F. Conrad, MD (Southland)
 - Timothy Adamcryn, MD (Southland)
 - Vincent Ivers, MD (Southland)
 - Tamara A. Marsh, DPM (Coastal Foot and Ankle)
 - Helen Nitsios, MD
 - Shezad Sanoullah, MD
 - Steven Saul, MD (Lab Medical Director)
 - Joda Lynn, MD (Southland)
 - James W. Stockwell, MD (GI)
 - Nathanael Hawkins, MD (Southland)
 - F. Josef Plum, MD (Southland)
 - Ivan Backerman, MD (FCHD)
 - Eugene Charbonneau, DO (WM Centers Medical Director)
 - Susan D Kent-Hardin, ARNP (WMC)
 - Dana O. Whaley, ARNP (WMC)
 - Privileges from Associate to Active
 - John D. Woods, MD (Southland)
 - Joshua P. Dietzer, MD (Southland)
 - James M. McCready, MD (Southland)
- Griner reported that the medical staff approved the 2013 WMH Organizational Utilization Plan, Risk Management Plan, and the Quality Assessment/Performance Improvement policies.
- Griner reported the directive from medical staff to the Lab Department Manager to implement a policy for the blood transfusion process to include requirements as follows:

“The Lab personnel are to regularly draw two more ‘red top’ blood vials on all out-patients if the patient has had previous blood transfusions. The purpose of this is to assist in a precautionary measure with the type and cross match process, in case there are any unforeseen antibody issues with the patient’s blood.”
- Motion made by Huckeba to approve the medical staff recommendations for privileges as presented, second by Davis. Motion carried unanimously.

**County
Report**

- Comm. Jackel reported BOCC concern with the forward progress on new hospital construction. Responding to Comm. Jackel's inquiry regarding the progress on the feasibility study, Brownsworth reported that the study was pending completion of the pre-application process with the USDA. Brownsworth introduced Ray Leadbetter as the Interim CFO. Brownsworth stated that he, Bachrach and Leadbetter would be meeting next Wednesday with Mary Gavin to determine the USDA recommendation to proceed with the formal application. In addition to the USDA recommendation, the hospital board and BOCC would need to determine a reasonable cost, as the BOCC had expressed concern that the construction cost should be lower than the presented \$12.2 million. Responding to Comm. Jackel's question regarding payment for the study, Brownsworth reported that payment of the last \$10,000 had been stopped and that additional preparatory work was expected for the \$40,000 already paid. Comm. Jackel emphasized that a completed feasibility study was expected for \$50,000. Bachrach stated that they did not expect Mary Gavin to give the affirmation that the formal application should be started; but that with the information provided, she will advise to continue on track. Bachrach requested the opportunity to meet with the BOCC to share the information. Comm. Jackel stated that the USDA was not the only path for new facility construction. She reviewed the sales tax referendum obligations and stressed that funds could be borrowed to fulfill the obligation for new construction. Comm. Jackel agreed that she would take the recommendation to the BOCC to schedule a workshop between the hospital board and the BOCC. Davis asked for clarification regarding commissioner assistance to obtain funding versus the commissioners taking the lead to obtain funding. Comm. Jackel stated that if the USDA denied funding, she felt the hospital board should seek local funding or suggestions from other entities that make hospital loans. At that point, if the hospital board brought other funding recommendations to the BOCC and the presented information looked good, Comm. Jackel would be

supportive from her district. She emphasized that at no point would the BOCC take over the lead to obtain funding. In response to McMillan, Comm. Jackel stated understanding that the current board had been performing due diligence, but that the process had been started two years prior to the current board. She stressed the need to proceed quickly with process. Brownsworth stated that he would proceed with the feasibility study. He stated that he has made contacts with the FHA to assist with alternative funding. Bachrach stated that alternative financing would be researched regardless of the USDA outcome. Leadbetter recommended obtaining a Certificate of Need following the feasibility study.

- Comm. Jackel stated her commitment to fill her district hospital board seat by the end of the year.

CEO Report
Ray
Brownsworth

Consent Agenda

- Consent agenda was presented for review and approval as listed :
 - Patient Satisfaction Report
 - Risk Management Plan 2013
 - Utilization Review Plan 2013
 - QA/PI Plan 2013
 - Risk Management & Regulatory Board Summary Report 3rd Quarter 2013
- Brownsworth reminded the board that the financial packet was not included in the board packet per the auditor's recommendation. Following the evaluation by Leadbetter and the auditor, the September and end of the year financials will be presented.
- Discussion was held regarding the inclusion of the financial report in the consent agenda. McMillan voiced that he felt the financial report should be placed on the agenda as a standing report. Brownsworth agreed.

- Motion made by Huckeba to approve the consent agenda as presented, second by Davis. Motion carried unanimously.

Old / New Business was presented ahead of the CEO report at McMillan's request.

Contingency CFO Recruitment Agreement

- Brownsworth requested clarification regarding continuing with the search for a full time CFO. Brownsworth offered the recommendation to continue with Leadbetter and employ a financial manager who would be focused on the clinics but also oversee the hospital and ambulance. Davis stated he still favored a professional in the financial area that would produce financial reliability and accuracy; and who could make recommendations internally, oversee staff, and recommend changes to the system. Brownsworth stated that if a CFO were found today, he would hope to keep Leadbetter as a turnaround specialist. Brownsworth stated a financial manager is needed to focus on the clinics as all clinic processes are being revamped. Leadbetter stated his opinion that the immediate need is to employ a revenue cycle manager/ clinic financial supervisor before continuing with CFO recruitment. Consensus was to follow Leadbetter's recommendation.

Design Build

- A presentation on Austin Healthcare Group's Design Build method was given by Jim Moore. Moore shared that a project assessment was performed last week for renovation/ new construction of Weems. The next step would be to return with a presentation of floor plans and a guaranteed price through a certain date. Moore stated that the project assessment and schematic design were provided with no obligation or cost. After discussion, Brownsworth stated that Austin Healthcare would continue with the preliminary reports but could not give a bid pending the BOCC directive. Comm. Jackel confirmed that RFPs would be required. Moore stated that the USDA does recognize Design Build. Brownsworth confirmed that he had a letter to that effect.

CT Service Agreement

- Brownsworth stated that the CT was no longer under warranty and presented a recommendation for a full CT service contract that would cover repairs,

preventive maintenance and the tube. Competitive bids were received from 4 companies. One necessary factor is for on-site service within 4 hours or the hospital must go on CT diversion. The only bid that offered 4 hour response time was submitted by RTI for the cost of \$68,000/ year with a 5 year agreement. Brownsworth advised that payments would be spread out either monthly or quarterly to limit cash out-flow. Brownsworth recommended board approval for a full service, 5 year agreement with RTI. Discussion was held regarding the possible cost if a full service agreement was not obtained. Brownsworth advised that preventive maintenance and tube coverage would cost \$15,000/ year. Bachrach recommended self-insurance. Leadbetter advised that with self-insurance, a refurbished machine could be purchased if needed. At the board's direction, Brownsworth advised that he will present the cost of a service agreement without tube coverage at the next meeting. He advised that he will still need to obtain approval for a preventive maintenance agreement.

HVAC Repairs

- C. Gibson presented proposal to replace the HVAC system for patient rooms 106, 107 and 108 at a cost of \$8,890. The cost can be paid in 3 installations of \$2,963.33/ month. PTACs are \$3,000 each without labor. Brownsworth advised that the downside of the purchase will be that the rooms may not be used with the new construction. He emphasized that the HVAC repairs are environmentally necessary now.

Strategic Plan

- Brownsworth advised that a final meeting was needed for the Strategic Plan. Brownsworth stated that board specifics were needed.
- Brownsworth advised that succession planning had been included as part of the Strategic Plan. Brownsworth shared that 3 to 4 people had expressed plans to leave key positions. Overlap and training will begin with these positions.

- Motion made by Huckeba to approve the HVAC purchase as presented, second by Bachrach. Motion carried unanimously.

Clinics

- Brownsworth stated that Weems West provider volumes are showing increased growth, while provider volumes at Weems East are stable. Discussion was held regarding clinic volumes and changes in processes to improve. Leadbetter stated that the clinic volume was 1/3 of where it should be. Brownsworth stated that notice had been given to Charbonneau and Whaley that they will share rotation at the Weems West clinics on Fridays.
- Completion of Weems West renovation is anticipated near Thanksgiving.
- Brownsworth reported that Susan Hardin's billing privileges have been suspended due to a disagreement with First Coast related to her lack of certification. Hardin has had the ability to bill since about 1999. It is time for her billing privileges to be renewed. Hardin was grandfathered in through regulatory allowances. The billing is currently being processed as incident to under the physician. The appeals process is being followed.

EMR Update

- Physicians and nurses will begin training for the emergency department system next week.

Diet Clinic

- Discussion was held regarding the possibility of a diet clinic at either clinic location. B. Gibson shared her concerns that diet clinics do not have long lasting results and have a huge potential for abuse. Gibson stated that there was concern in the past with the diet program held previously at the local health department. She shared that she has coded people who were using diet pills as directed, not by overdose. Brownsworth stated that due to the controversial nature and history of similar programs, he wanted to include the hospital board as part of the consideration process. Leadbetter stated that successful revenue generating programs are based on cash-only. Hardy stated that a program would be dependent on the protocols given to the provider. Bachrach recommended that Brownsworth return with additional

information.

Dress Code Policy

- Brownsworth advised that the Dress Code policy is being revised to obtain consistency throughout the organization.

Old / New
Business
Hardy

Phone Attendance

- Discussion was held regarding the by-laws allowance for phone attendance. McMillan stated that he did not view his phone attendance as a hindrance to the board. Bachrach voiced that the board was embarking on a task that would take a lot of time. Bachrach stated that in reference to attendance, members should be physically present; and limits on electronic attendance should be set. Emergencies are understandable, but electronic attendance should not be a practice. McMillan stated that he felt limiting electronic attendance violated the by-laws of the corporation. McMillan stated that his position was that telephonic attendance was legal and the hospital board had no authority to act as far as a recommendation to the BOCC in reference to attendance. McMillan stated he was staunchly opposed to the possibility of limiting contributions of board members simply because they have to make those contributions electronically, additionally the by-laws do not define attendance. Comm. Jackel stated that hospital board members were appointed by the BOCC, so it would be good idea to receive clarification from the BOCC. Jackel stated that in an emergency, a county commissioner may attend telephonically, but that member's vote is not counted in the event of a tie-breaker. Additionally, telephonic attendance does not count in meeting quorum. Davis stated if the by-laws are revised, excusable absences should be addressed. Hardy gave a reminder that the by-laws had been revised a number of times. She did not see why the hospital board could not make a recommendation to the BOCC for amendments, and then the county commissioners could approve or not approve the recommendation with the assistance of the county attorney. McMillan stated he did not want past

- Bachrach made a motion to recommend amendments to the Governing Board By-laws as follows:
 1. Telephonic meeting attendance will be limited to no more than 3 per calendar year
 2. Excusable absences from board meetings will be defined
 3. The hospital board will seek the assistance of legal counsel for the recommended amendmentsSecond by Davis. Motion carried 4 to 1 with opposition by McMillan.

telephonic appearances to be counted as absences. Further he stated he was passionate about his service to the hospital and believed he was on the board for a purpose. McMillan agreed that the by-laws should be amended to define attendance. After discussion, Bachrach made a motion as follows:

- Telephonic meeting attendance will be limited to no more than 3 per calendar year
- Excusable absences from board meetings will be defined
- The hospital board, with the assistance of legal counsel, will amend the by-laws to reflect the above.

McMillan emphasized that he felt legal counsel should be sought prior to any proposed amendments. He requested the minutes reflect that his opposition was merely a technical question and not an opposition to the spirit of the motion. Hardy read article 7.1 of the Governing Board By-laws clarifying the hospital's board right to recommend amendments to the by-laws.

Election of Officers and Board Vacancies

- Hardy announced that this would be her last meeting. McMillan made a motion to elect Bachrach as chair. Bachrach recommended delaying officer elections due to confusion regarding district appointments. Hardy gave a history of the board member appointments. McMillan announced that he had moved to Sanders district (2). Hardy stated that he should have disclosed his move. Hardy introduced Ann Wilson as Comm. Sanders recommendation if McMillan had not moved into her district. Hardy stated that Comm. Massey was comfortable with her representation for his district, despite her residence in Comm. Sander's district. Bachrach agreed to continue as Vice-Chair but voiced that he could not accept chairmanship until clarification. Huckeba stated she read that members would not be removed due to a residence move. Bachrach stated that he wanted clarification regarding the county commissioners' agreement to the board representation and clarification regarding the BOCC support of a new
- Huckeba made a motion to approve Ann Wilson to fill the board vacancy left by Hardy, second by Bachrach. Motion carried unanimously. The recommendation will be taken to the BOCC.

hospital. Further, he felt he could be more effective if not in the chairman position. Brownsworth voiced that he agreed with the postponement of officer elections and the need for clarification regarding district representatives on the hospital board. McMillan withdrew his motion.

- Hardy advised that Davis' board seat would expire at the end of the month. Hardy assumed that Comm. Lockley would desire to reappoint Davis to the board. Hardy requested a board recommendation.

- Motion was made by Bachrach to recommend Davis to an additional term, second by Huckeba. Motion carried unanimously.

CEO Evaluation

- Hardy recommended the postponement of Brownsworth's annual CEO evaluation until financials are available. Brownsworth agreed with the recommendation.

November and December BOD Meeting Dates

- After discussion, it was decided that the November regular board meeting would be held on 11/14 at 9am. The December meeting will be determined at November's meeting. Hardy recommended that the December meeting not be scheduled on the same date as the TMH Christmas party (12/17).
- Discussion was held regarding the recommendation for a hospital board/BOCC workshop. The consensus for a recommended date was 11/19, following the regular BOCC meeting. Comm. Jackel reiterated that it would be a workshop with no board action. Davis voiced his thoughts that the BOCC desires decreased cost for construction and a BOCC directive will be necessary. Brownsworth suggested that any formal action could be brought to the 1st December meeting. Discussion was held regarding Leadbetter's recommendation that the feasibility study be completed before a BOCC directive is given. Brownsworth stated a general scope of targeted debt amount was needed to perform the feasibility study. Brownsworth stated that the debt capacity study gave us an idea of what could be afforded based

on sources of income and the cost report adjustment, with the new construction, that will give an additional \$40,000 to 60,000 that could assist in loan payments and capital funding. Comm. Jackel stated that one of her concerns was the full use of sales tax revenue for loan payments. She suggested the second meeting in January for the workshop. Hardy voiced that the BOCC needed to be updated. *McMillan left the meeting at 10:38am.* Brownsworth stated that he would proceed with the feasibility study based on a \$12.2 million total cost with \$11.2 million down. Comm. Jackel stated that the BOCC would like the hospital's revenue stream to be healthy enough to fund the ambulance fully. Brownsworth advised that with the assistance of Hometown Health, there would be intense focus on the revenue cycle throughout the organization over the next year. Leadbetter gave a reminder that the hospital is cost-based, which does not leave a lot of room to bring on additional debt.

Adjournment
Hardy

- Meeting adjourned at 12:10 am.