

Members Present:

Jim Bachrach, Chairman; Duffie Harrison, Secretary; Doug Creamer; Patrick Conrad, M.D.; Robert Davis via phone

Members Absent:

Anne Wilson; Hank Kozlowsky

Staff Present:

Michael Cooper, CEO; John Graham, CFO; Ginny Griner, HR/Med Staff; Jordan Fulkerson, Rev. Cycle; Michael Moron, County Liaison; Heather Huron, Recording Secretary

Guests Present:

Alan Feiffer; Mel Kelley

Call to Order

The meeting was called to order at 9:05 a.m. Huron confirmed that appropriate notice had been given for the public meeting. The 11/22/2016 minutes were presented for approval.

Approval of Minutes

ACTION

A motion was made by Creamer to approve the November 22, 2016 minutes as presented; seconded by Harrison. The motion was carried unanimously.

Bachrach commented on information which was relayed in a recent mass email.

1. *In the email, it was indicated that Bachrach stated TMH had no interest in taking over Weems.* Bachrach explained that he had the opportunity at the January 20th meeting to address the commissioners and explain the role that Alliant may or may not play; but that he was clear that this was about the relationship with TMH. Bachrach emphasized the relationship was moving forward; and TMH **was** interested in partnering with Weems and operating the hospital.
2. *The email implied that the hospital was in a financial crisis due to accounts payable of around \$2 million.* Bachrach noted that no mention was made of the hospital's assets (~\$5.5 million), which is a necessary element to determine the financial health in any business. Weems debt ratio firmly indicates financial stability.
3. *It was suggested that only talking to TMH limited the county ability to negotiate and the suggestion was made to seek RFPs from other healthcare systems.* Bachrach reiterated that Weems has had an 8-year relationship with

TMH, which is a solid, rising healthcare system. With the process for partnership well on its way, Bachrach wondered what purpose a request for other proposals would serve.

County Report

Cooper addressed the recent BOCC action to terminate the TMH /WMH agreement. He explained that the county's action immediately put the CEO & CFO in an immobile position as they were under TMH employment; likewise, their liability coverage was through TMH. Once the county commissioners realized the implications of their action, a special meeting was called and a 60-day extension on the preexisting TMH agreement was approved. Cooper stated he had spoken with Mark O'Bryant twice since the special meeting and a subsequent face-to-face meeting would be held in the morning.

- Per Cooper, O'Bryant has expressed his desire to bring calm to a volatile environment; likewise, he has expressed his continued interest in leasing the hospital operations in conjunction with a 3rd party. The 3rd party in the partnership would serve to provide guidance on financial management of a critical access hospital. Alliant expressed that while they wished to participate in this partnership, they would be unable to act now due to changes in their leadership. O'Bryant has held discussions with 2 other interested parties.
- To reduce cumbersome communication, Cooper recommended that he and O'Bryant remove themselves from the negotiations and allow the attorneys to speak directly.
- O'Bryant has opposed naming the existing TMH / WMH agreement a "management agreement" as it implies that TMH has control or management of the hospital, when the actual governance is by Franklin County commissioners.
- Moron questioned what type of agreement would be offered in 2 months. Per Cooper, the interim agreement will be a "facilitator agreement". Moron stated the county was under the impression that within 60 days, TMH would be offering a full management/lease agreement for county approval. Cooper explained the process to set up the terms of the agreement would take longer than the 60 days, especially considering the extension was backdated to 1/4/2017. He explained the process would consist of the following:
 1. 60-day extension of preexisting TMH agreement (currently in place)
 2. Facilitator agreement (provision of CEO & CFO to WMH)
 3. Full management agreement with leasing of hospital operations (long term lease with governance by separate 501(c)3)

- Bachrach stated that what was conveyed at the BOCC meeting was that after the 60-day extension, TMH would take over the hospital from the county. Moron stressed the current agreement would not be satisfactory in the long term. Cooper explained his position was essentially that of a consultant. He could not speak for the county nor TMH; instead, he could only make recommendations to both.

T.M.H. Report

Cooper gave a brief update of recent activities.

- Faison was recently on-site at both clinics to coordinate telemedicine services in conjunction with Tallahassee Orthopedic Clinic. Pain Management is a service which may be offered by TOC at the Weems Clinics. If offered, strict standards of practice would be required.
 - An initial medical history and exam would be held in-person at TOC.
 - A written agreement between the patient and the physician would be required.
 - A drug screen would be required every 30 days.
- Cooper and B. Gibson met with Faison to discuss the use of a TMH consultant for management training at the clinics.

C.E.O. Report

Cash Flow

- Cooper reported net receivables are projected at \$360,000 for January 2017.
- \$300,000 has been reserved.
- LIP/DSH funds continue to be unpaid. Cooper stated all progress to distribute funds ceased after November's election. The large safety net hospitals, who have historically supplied the match for federal funds, sent a letter to AHCA at the end of October 2016. In the letter, it stated the hospitals were holding their money in abeyance until further notice.
- Cooper and representatives from the FL Hospital Association (FHA) recently met with Senator Montford to discuss hospital funding, including LIP/DSH funds. Cooper noted that while he was meeting with the Senator, another hospital called with concerns of closing due to financial crisis.
- Senator Nelson has taken up the challenge of rural hospitals at the federal level. Cooper recommended critical access hospitals be removed from sequestration. Under sequestration, CMS is not paying CAHs as designed.

Rural Health Care (RHC)

- Cooper reported the site survey necessary for completion of the RHC application was still pending. Cooper noted TMH would also be able to assist with compliance as a RHC clinic, as TMH has several rural health clinics.

Reference Lab

- Moron questioned the status of the proposed reference lab program. Cooper explained that because of his concerns, he had an attorney blindly ask AHCA if the program would be compliant with fraud and abuse regulations (STARK law). Cooper stated he would not proceed with the agreement until a letter was received from AHCA stating the program was compliant.

Clinics

- Cooper discussed the request for extended hours at Weems Medical Center East. He stated the plan for extended hours was temporarily halted due to staffing shortages, but hours would be extended as soon as feasible.
- Regarding the custodial care, Cooper stated hospital employees were rotating in weekly shifts to the Weems East clinic.

Ambulance Service

- Cooper discussed the new model of rotating EMS captains. He stated while he was not completely sold on the design, it was preventing employee burn-out. Conrad expressed that he did not have a good feeling about the rotating captain model. He noted no improvement in quality of service with the new model.
- Conrad stated he would rather have an EMS director in the county. Cooper expressed the long-term goal of increasing the number of EMTs and paramedics who live in the county. Currently, only 1 out of 19 paramedics reside in Franklin County. Per Griner, a couple of post-secondary schools were considering offering EMT/Paramedic classes in conjunction with the local high school.

C.F.O. Report

Graham presented and reviewed the following financial statements:

1. Income Statement Summary by Unit (FY2017- three months ending 12/31/2016)
2. Comparable Balance Sheet (FYE September 2015, September - December)
3. Income Statement (Month ending 12/31/2016)
4. Income Statements (FY2017 October – December)

Graham stated the LIP/DSH funds were no longer being booked due to the continued delay in receipt. Cooper noted that

if the LIP/DSH funds had been paid as scheduled, the HCTF & TMH liabilities would have been paid in full.

Revenue Cycle

Fulkerson reviewed total collections on accounts. He presented a graph which displayed collections ranging from October 2015 through December 2016. A steady increase in collections was shown by trend line.

Bad Debt Collection Policy was presented by Fulkerson for approval. Cooper and Fulkerson explained the policy's purpose as follows:

1. To establish a written process for handling of unpaid and uncollectable accounts
2. To encourage participation in existing financial programs, such as the sliding scale program based on a patient's income
3. To fortify status as a non-profit
 - Moron recommended communicating the financial policies to the county commissioners and the public.
 - Conrad questioned if the ED admissions staff was doing everything possible to increase participation in the sliding fee program. He recommended staff address payment options after the medical screening had determined a patient's complaint to be non-emergent.

ACTION

A motion was made by Creamer to approve the Bad Debt Collection Policy as presented; seconded by Harrison. The motion was carried unanimously.

D.O.N. Report

B. Gibson reviewed the recent AHCA survey. Two revised policies were presented for approval.

1. Infection Control Program P&P

The surveyors recommended an expansion of the existing Infection Control program. In addition to monitoring all in-patients for hospital acquired infections (HAI), the surveyors recommended tracking all ED infections and employee infections.

ACTION

A motion was made by Harrison to approve the Infection Control Program P&P as presented; seconded by Creamer. The motion was carried unanimously.

2. Emergency Cart P&P

Two expired medications were found on an emergency cart. B. Gibson explained the emergency carts were maintained by the pharmacy staff. The Emergency Cart policy was revised to ensure a monthly process would be followed to remove expired medications.

ACTION

A motion was made by Creamer to approve the Emergency Cart P&P as presented; seconded by Harrison. The motion was carried unanimously.

Infection Control

B. Gibson presented and reviewed the following charts for the 2016 calendar year.

- Total number of cultures obtained organized by month and source (ED versus in-patient)
- Culture results organized by month (including reportable diseases)

Public Records Requests

The 2016 4th quarter report of public records requests was provided for individual review.

Plant Operations Report

C. Gibson presented a service agreement with *Simplex Grinnell* for approval.

- The agreement would provide required life safety maintenance of the fire monitoring and alarm system.
- Annual cost for service is \$6,990. The term of the agreement is 5 years.

- C. Gibson received quotes from two other companies for the same service. The quotes were \$800 to \$1,000 more than Simplex Grinnell.
- The service agreement would meet accreditation standards for life safety.

ACTION

A motion was made by Creamer to approve the Simplex Grinnell service agreement as presented; seconded by Harrison. The motion was carried unanimously.

The *2017 Disaster Plan* was presented for annual approval.

- The only change to the plan included an agreement with Ring Power for provision of a generator within 2 hours.

ACTION

A motion was made by Creamer to approve the 2017 Disaster Plan for approval as presented; seconded by Harrison. The motion was carried unanimously.

Old / New Business

Annual Review of By-Laws

The Governing Board By-Laws were emailed prior to the meeting for individual review. No changes to the by-laws had been made from the previous year.

Conflict of Interest

The Conflict of Interest policy was provided for review. Board members were asked to return their signed Conflict of Interest statements at the next regular meeting.

Public Comments

Public comments were accepted.

Adjournment

The meeting was adjourned at 11:15 a.m.