

MINUTES OF  
THE REGULAR MEETING OF THE  
CITRUS COUNTY HOSPITAL BOARD

**NOVEMBER 14, 2011 12:30 P.M.**

**(1) CALL TO ORDER**

The regular monthly meeting of the Citrus County Hospital Board of Trustees was held Monday, **November 14, 2011**, at the Citrus County Hospital Board offices located at 123 N. Apopka Ave., Inverness, Florida. Mr. Smallridge, Chairman, called the meeting to order at 12:40 P.M.

**(2) PUBLISHED MEETING LEGAL NOTICE**

*(Agenda & Published Legal notice Copies On File)*

**(3) ATTENDANCE**

Board Members: Michael A. Smallridge (Chairman), Edwin H. Lytton (Secretary /Treasurer), Deborah L. Ressler, RN, BSN (Trustee), V. Upendar Rao, MD. (Trustee)

Also in attendance:

Vickie LaMarche, CCHB Chief Operating Officer  
Harry Kilgore, CCHB Finance Director  
William J. Grant, Esquire, CCHB General Counsel  
Karla Dozier, CCHB Staff

Mark Williams, CFO (Citrus Memorial Health Foundation)  
Geoffrey Morris, Esq.  
Robert Widman, Esq.  
Prestige Court Reporting

Members of the Public: Joe Chrietberg (CMHF Advisory Member), Justin Krumholtz and Mike Wright (Citrus County Chronicle).

**(4) APPROVAL OF MINUTES**

**MOTION** by Mr. Lytton, second by Mrs. Ressler to approve the minutes from October 24, 2011. The Motion passed unanimously, 4-0.

**(5) PUBLIC COMMENT (FOR ITEMS NOT ALREADY APPEARING ON TODAY'S AGENDA)**

None.

**(6) ITEMS REQUIRING ACTIONS BY THE BOARD**

a) Approval of the Finance Report for October 2011: Mrs. Ressler stated that the Finance Committee recommends approval of the Finance Report as presented *(Copy on file)*

**MOTION** by Dr. Rao, second by Mr. Lytton to approve the finance report for October 2011. The Motion passed unanimously, 4-0.

b) Approval of the Citrus County Hospital Board Invoices: Mrs. Ressler stated that the Finance Committee recommends approval of the invoices as presented (*Copy on file*)

**MOTION** by Mrs. Ressler, second by Mr. Smallridge to approve the invoices. The Motion passed unanimously, 4-0.

c) Update of Citrus Memorial Health Foundation, Inc. funding request and payment authorization: Mr. Kilgore stated that based on the accounts that he reviewed in the Hospital through April 2011, his recommendation will be to pay \$105,583 for charity care reimbursement to Citrus Memorial Health Foundation, Inc.

**MOTION** by Mrs. Ressler, second by Dr. Rao to authorize a payment of \$105,583 to Citrus Memorial Health Foundation, Inc. for charity care. The Motion passed unanimously, 4-0.

d) Review of the Citrus County Hospital Board Charity Care Policy and establishment of percentage of Federal Poverty Level for funding by the Board: Mrs. Ressler informed the Board that after discussion the recommendation of the Finance Committee is to change the Florida Poverty Level from 100% to 125% in the CCHB charity care policy.

Public Comment

Joe Chrietberg: Mr. Chrietberg asked if the reimbursement of the cost will be retroactive.

**MOTION** by Mrs. Ressler, second by Dr. Rao that effective October 01, 2011 the Citrus County Hospital Board will increase the Florida Poverty Level in the Charity Care Policy from 100% to 125%. At a future date the Board will determinate the percentage for cost reimbursement because more information is needed from Citrus Memorial Health Foundation, Inc. The Motion passed unanimously, 4-0.

e) Approval of the Revised Citrus County Hospital Board PDO Policy: Mrs. Ressler informed the Board that the revision of the PDO Policy is needed because there was an omission when approved last year regarding full time employees being eligible for three days of bereavement for the death of immediate family members, which include spouse, children, parents, siblings, grandchildren, without such days being deducted from the employee's PDO bank. Mrs. Ressler stated the bereavement PDOs were approved by the Personnel Committee but the Board policy did not reflect same. This is effective retroactive to August 23<sup>rd</sup>, 2010.

Public Comment

Justin Krumholtz: Mr. Krumholtz asked how many PDO's the employees have.

**MOTION** by Mrs. Ressler, second by Dr. Rao to approve the revised PDO Policy. The Motion passed unanimously, 4-0.

f) General Counsel Request for authorization to pursue Legal malpractice claim against Clark Stillwell, Esq. and Joseph Brannen, Esq.: Mr. Grant stated that after reviewing some documents they clearly indicate that Clark Stillwell, Esq., began representing the Hospital Board in January 1991 and a conflict of interest exists. Mr. Grant requested the Board's consent to move forward with a malpractice suit against Clark Stillwell, Esq., Joseph Brannen, Esq. and Brannen, Stillwell & Perrin. Mr. Grant also indicated that he researched malpractice firms and recommended Morris & Widman.

**MOTION** by Mr. Smallridge, second by Mr. Lytton to sign an agreement with Morris & Widman. The Motion passed 3-1.

g) Foundation Governance Issues/Legal

Mr. Grant stated that he expects a decision on the constitutional case in December.

In the 2011-CA-1476 case, Mr. Grant informed the Board regarding dates to set depositions in December.

In the 2011-CA-5399 case, Mr. Grant noted that the Foundation requested an extension for their answer until November 21, 2011.

Mr. Grant also stated that legal fees recently lowered, but will spike again in December.

Mr. Grant stated that he sent out a scheduling order that the Court is going to hold a hearing via telephone on November 30th at 2:00pm in the 2011-CA-1476 case.

h) Other

**NEW BUSINESS**

**(7) TRUSTEE COMMENTS**

a) E. Lytton: None

V. Rao: Dr. Rao thanked everybody for their support when he was chairman of the Board. Dr. Rao also stated his feelings and cautions regarding talking to the public or media because of the litigation. If you're not sure of the factuality or validity, it might be a good idea to come back to the staff and have the facts checked properly. Also if there's an issue, run it by legal before you make some comments because anything anyone of us says will reflect on the entire Board.

b) D. Ressler: Mrs. Ressler stated that she would like to have more discussion regarding healthcare. Mrs. Ressler requested that Ms. LaMarche do some research in a program called Smile Faith Foundation and bring back the information to a future meeting. Mrs. Ressler expressed her desire to change the meeting locations and maybe go back to the hospital; Mrs. Ressler thinks that there will be more public access if we change the location. Mrs. Ressler informed the Board that the evaluations and salary adjustments of the staff have been completed in line with the proposed budget and the PDO Policy that was reviewed.

c) M. Smallridge: Mr. Smallridge informed the Board that he asked Ms. LaMarche to get in contact with the three (3) organizations that we gave the medical bags to in the past to see if they would like more. One organization would like to have more; another one would prefer first aid kits and the last one did not want any. Mr. Smallridge stated if the Board doesn't have any objection he would go ahead and ask Ms. LaMarche to order the bags for the one organization.

**RECESS (5 minutes)**

Mr. Smallridge appointed the following committees:

- Finance Committee:     Mrs. Ressler (Chairwoman)  
                                  Mr. Lytton (Trustee)
  
- Audit Committee:        Mr. Lytton (Chairman)  
                                  Mrs. Ressler (Trustee)

Mr. Smallridge asked Mrs. Ressler to search for alternative locations for the CCHB to have their regular meeting and come to the full board with her recommendations.

**(8) STAFF UPDATES / REPORTS**

Ms. LaMarche stated that she had sent articles from different publications regarding issues pertaining to hospitals and nonprofit organizations to all of the Board members. Ms. LaMarche also stated that all the minutes of the Commission on Review of Taxpayer Funded Hospital Districts will be sent to the Board.

Mr. Grant requested the Board's advice for the purpose of settlement negotiations and strategy sessions related to litigation expenditures in all pending litigations 2010-CA-5399, 2010-CA-5702, 2011-CA-809, 2011-CA-1388,

2011-CA-1476 and 2011-CA-1653. Mr. Grant stated that he approximated the necessary time to seek the Board's advice and direction to be two hours in length. The entire session shall be recorded by a certified court reporter. The court reporter will record the times of the commencement and termination of the attorney/client session. All discussions and proceedings as well as the names of all persons present shall be recorded. The names of all persons speaking shall be recorded. No portion of the session shall be off of the record. The court reporter's notes shall be fully transcribed and be filed with the entity's clerk within a reasonable time after the meeting. The chief administrative officer of this agency is Vickie LaMarche, who will also be in attendance with the Trustees, the court reporter and their counsel. Their counsel, William J. Grant and any other counsel deemed appropriate, will be put on the notice. The session shall commence at an open meeting at which the persons chairing the meeting, which will be Chairman Dr. Rao, shall announce the commencement and estimated length of the Attorney-Client Session and the names of the persons attending. At the conclusion of the Attorney-Client Executive Session, the meeting shall be reopened and the person chairing the meeting shall announce the termination of the session.

**MOTION** by Mrs. Ressler, second by Mr. Lytton to engage in an attorney-client executive session meeting on December 13, 2011 at 9:00am, for the purposes of discussing settlement negotiations or strategy sessions related to litigation and expenditures. Following discussion, the motion passed 4-0.

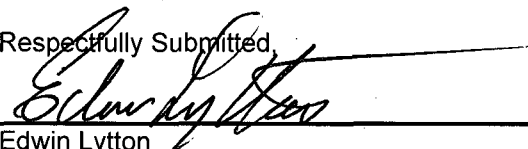
**(9) NEXT SCHEDULED MEETING DATE**

Next scheduled meeting will be Tuesday, December 13, 2011 at 9:00am in the CCHB office.

**(10) ADJOURNMENT**

**MOTION** by Mrs. Ressler, second by Mr. Lytton to adjourn the meeting. The motion passed 4-0. and the meeting adjourned at 2:28pm.

Respectfully Submitted,

  
Edwin Lytton  
Secretary

11.14.11 Minute Copy on File:

1. Agenda & Public Notice
2. CCHB Finance Report & Invoices
3. Revised CCHB PDO Policy