

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

OCTOBER 21, 2019 6:00 P.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Monday, **October 21, 2019**, in the Conference Room of the Annex Building located at 123 S. Pine Ave., Inverness, Florida. Chairwoman Ressler called the meeting to order at 6:00P.M.

(2) PUBLISHED MEETING LEGAL NOTICE

(Agenda & Published Legal notice Copies On File)

(3) QUORUM PRESENT

(4) ATTENDANCE

Board Members: Debbie Ressler (Chairwoman), Allan Bartell (Trustee), Rick Harper, (Trustee) Mark Fallows (Vice-Chairman), Dr. Jeff Wallis (Secretary/Treasurer), arrived at 6:02pm.

Also in attendance:

William Grant, Esq. (General Counsel)
Cliff Shepard, Esq. (External Counsel) via telephone
Karla Dozier (Administrative Administrative)

Members of the Public: Tica Harper and Fred Hiers (Citrus County Chronicle).

(5) PUBLIC COMMENT

None.

(6) APPROVAL OF MINUTES

MOTION by Dr. Fallows, second by Mr. Bartell to approve the minutes from the September 30, 2019 Regular Meeting. After discussion, the Motion passed unanimously, 4-0.

(7) FINANCE COMMITTEE REPORT

a) Approval of the Finance Report for September 2019: Ms. Ressler presented the Finance Report for September 2019. *(Copy on file)*

MOTION by Dr. Fallows second by Mr. Harper to approve the Finance Report for September 2019. The Motion passed unanimously, 4-0.

Dr. Wallis entered the meeting at 6:02pm.

b) Approval of the Citrus County Hospital Board Invoices:

Mrs. Ressler presented the invoices for October 2019. *(Copy on file)*

MOTION by Dr. Fallows, second by Dr. Wallis to approve payment of the CCHB invoices for October 2019 as presented. The motion passed unanimously, 5-0.

c) Approval of Invoices paid by the Citrus County Hospital Board o/b/o FRC:

Mrs. Ressler presented a list of invoices for October to be considered for payment by the Citrus County Hospital Board o/b/o FRC for approval. (Copy on file)

MOTION by Dr. Fallows, second by Mr. Bartell to approve CCHB payment of the invoices o/b/o FRC for October 2019 as presented. The motion passed unanimously, 5-0.

d) Other:

Presented an updated Lease Proceeds and report of the three (3) Escrow accounts (two at Fifth Third Bank and one at JP Morgan). (Copy on file)

(9) UNFINISHED BUSINESS

➤ Foundation Resolution Corporation Update: Mrs. Ressler presented to the Board the list of the Foundation's invoices. (Copy on file)

MOTION by Dr. Wallis, second by Mr. Bartell to approve the list of FRC invoices. After discussion, the motion passed unanimously, 5-0.

➤ Citrus County Community Charitable Foundation (CCCCF) Update: Mrs. Ressler will attend the CCCCCF October 24, 2019 meeting. The equipment donated by the CCHB was delivered to the CCCCCF office.

➤ Real Estate Update: None.

(10) NEW BUSINESS

➤ Elections

Elections/ Conducted by General Counsel per direction of the CCHB Chairperson.

Mr. Bartell nominates Debbie Ressler for Chairperson. No additional nominations.

MOTION by Dr. Wallis, second by Dr. Fallows to close nominations for Chairperson. The Motion passed unanimously, 5-0. Debbie Ressler elected Chairperson.

Dr. Wallis nominates Dr. Mark Fallows for Vice-Chairperson. No additional nominations.

MOTION by Mrs. Ressler, second by Mr. Harper to close nominations for Vice-Chairperson. The Motion passed unanimously, 5-0. Mark Fallows elected Vice-Chairperson.

Dr. Fallows nominates Dr. Jeffrey Wallis for Secretary/Treasurer. No additional nominations.

MOTION by Dr. Fallows, second by Mrs. Ressler to close nominations for Secretary-Treasurer. The Motion passed unanimously, 5-0. Jeffrey Wallis elected Secretary/Treasurer.

The Officers of the Citrus County Hospital Board are as follows:

- 1) Chairman – Deborah Ressler, BSN
- 2) Vice Chairman – Mark Fallows, DO
- 3) Secretary/Treasurer – Jeffrey Wallis, MD

➤ Employees Evaluation

The Citrus County Hospital Board (CCHB) evaluated the Administrative Assistant (AA) Karla Dozier (Mrs. Dozier left the room). The CCHB voted to raise the salary of Ms. Dozier 5% from her current salary, plus provide a onetime bonus.

MOTION by Mr. Bartell, second by Dr. Wallis to increase the salary of Administrative Assistant Dozier to \$54,964 effective November 01, 2019, plus a bonus. After discussion, the Motion passed unanimously, 5-0.

Also, all Trustees spoke in favor of a bonus.

MOTION by Mr. Harper, second by Dr. Wallis to provide a onetime bonus for Mrs. Dozier's excellent work performance of \$1,000. After discussion, the Motion passed unanimously, 5-0.

The Board discussed Mr. Grant's contract and agreed to reimburse his health insurance stipulated in his contract in October.

MOTION by Mr. Bartell, second by Dr. Fallows to continue Mr. Grant's contract as is, which expressly includes the provisions contained within the Addendum executed October 24, 2018, such that Mr. Grant's contract shall remain and continue through the conclusion of the AON Pension Federal Lawsuit. The motion passed unanimously, 5-0.

(11) TRUSTEE COMMENTS

- Ressler: Mrs. Ressler stated that Mr. Aleman will be retiring as a CEO of the Hospital in December.

(12) OTHER

Mrs. Ressler requested to the Board the possibility of moving the November meeting date from Wednesday 13th to Tuesday 12th, 2019. Via consensus the Board will rescheduled the November meeting. A new Notice shall be published.

MOTION by Dr. Wallis, second by Dr. Fallows to move the November meeting date from Wednesday 13th to Tuesday 12th. After discussion, the motion passed unanimously, 5-0.

Mrs. Ressler informed the Board that the CCHB could not update the website at this time, because the Webmaster is out of country.

(8) LEGAL

Mr. Grant indicated that he hasn't completed his review of the CCHB By-Laws and he will have a report at the January 2020 meeting.

Attorney Ford forwarded an email by Clark Stillwell to Mr. Grant regarding the Foundation Resolution Corporation (FRC) D&O insurance. *(Attached copy)*

Mr. Grant noted that the CCHB can approach HCA to begin a discussion to release the money from the JP Morgan Indemnity Escrow Account identified in the MSA, at the two year interval post lease level.

Mr. Grant distributed to the Board a Memorandum from Attorney Schapira with an update of the indemnification matters. *(Attached copy)*

- **Hyperbaric Oxygen Therapy**: HCA hired Denton's Law Firm to represent CMHI regarding this matter. Attorney Schapira's recommendation didn't change in conducting a self-audit to determine. Attorney Schapira's team completed the first stage of data consolidation and waiting on the next stage (extrapolation of the specific HBO CPT/HPCPS).

- **Medicaid Recoupment:** AHCA release the audit information and Attorney Schapira received it on October 15, 2019 and will begin to review it.
- **CMHI Indemnification Matters:** The matters are in review.
- **Medicare cost report FY 2014:** As of Thursday, October 17, 2019 the adjustment is with the supervisor who assured that this matter will be finalized by December 31, 2019.
HITECH: HCA and CCHB sent a request and should receive copies of the offset letter by end of October.
- **Manage Care Recoupment:** Attorney Schapira and her team expanded from a summary of all claims on the spreadsheet so there will be no room for dispute. Also they are reviewing the notes and the medical records.
- **2011/2012 DSH Additional Documentation Request:** After the wonderful work of the CCHB legal team finalized the Limited Authority to Represent and allowed Chairperson Ressler to execute the DSH Supplement Form. Myers & Stauffer (AHCA's contractor) advised Attorney Schapira to anticipate the execution of the 2011/2012 DSH Survey Supplement this week.
- **2014 DSH Survey Supplement:** Waiting for HCA to respond. Attorney Schapira's team will begin working on the issue expeditiously.

Regarding the Desai Hotel project, the CCHB will have to convey CCHB land and the language of the Lease Agreement with HCA will have to be amended regarding the Declaration of Covenants and Deed Restrictions.

MOTION by Dr. Wallis, second by Dr. Fallows to authorize change of the language to the Deed Restricted Covenants of the Lease Agreement with HCA and authorize the Chairperson to execute. After discussion, the motion passed unanimously, 5-0.

Attorney Ford sent an email to Mr. Grant with the status of FRC will lawsuit against AON. *(Attached copy)*

Mr. Grant informed the Board that he attended the meeting of the City of Inverness Council and they expressed interest and would like to have a joint meeting with the CCHB. Discussion ensued and the Board asked Mrs. Ressler to coordinate the joint meeting.

MOTION by Dr. Fallows, second by Mr. Bartell to schedule a joint meeting between the Citrus County Hospital Board and the City Council of Inverness. After discussion, the motion passed unanimously, 5-0.

RECESS

Attorney Shepard attended the meeting via telephone.

- **Funding Initiative:** Mrs. Ressler noted the overwhelming need in the community which was showed with the number of responses that we received.

Mr. Grant noted that he contacted the Commission of Ethics to seek for an opinion to avoid a possibility of a conflict of interest for some board members and himself regarding the funding initiative. The Opinion from the Commission of Ethics was emailed to the Trustees. Mr. Grant withdrew at this time and gave Attorney Shepard the meeting to advise the Board regarding all matters of the Funding Initiative.

Attorney Shepard noted that for the purposes of accountability and practical matter the Board can send an attestation letter to every organization who will receive any funding to assure compliance with State Law and best business practices.

MOTION by Dr. Wallis, second by Mr. Bartell to send a letter and Attestation to every organization receiving funds and authorize the Chairperson to sign. After discussion, the motion passed unanimously, 5-0.

Dr. Wallis stated that if the CCHB decides to do another funding initiative the possibility of creating a scholarship for students in medical billing and a Lawyer specialized in healthcare. Also, Dr. Wallis commented

his frustration about the negative editorial print by the local newspaper regarding the CCHB funding initiative, because the person who wrote the editorial never attended a Citrus County Hospital Board meeting. The summary of the Trustees recommendations was discussed (*Copy on file*) to see the best way to distribute the funding to the different organizations and average the amounts. Discussion ensued regarding the different reasons why each Board member made their selection. The Board via consensus decided to eliminate nine (9) organizations.

MOTION by Mr. Harper, second by Dr. Wallis to eliminate nine (9) organizations who received less than three (3) votes. After discussion, the motion passed unanimously, 5-0.

Dr. Fallows made a recommendation to distribute the funding by separating the Organizations who received 5 votes, 4 votes and 3 votes. A new table summary was created with the number of votes each organization received. (*Attached copy*)

MOTION by Dr. Wallis, second by Mr. Harper to fund in full the money requested by the organizations who received five (5) and four (4) votes. After discussion, the motion passed unanimously, 5-0.

Discussion ensued regarding the organizations who received three (3) votes.

MOTION by Dr. Wallis, second by Mr. Harper to fund the organizations who received three (3) votes with an average of the money allocated by the individual Trustees. After discussion, the motion passed, 4-1.


(13) NEXT SCHEDULE MEETING DATE

The next scheduled Board meeting is set for Tuesday, November 12, 2019 at 6:00pm in the Conference Room of the Annex Building, 123 S. Pine Ave. Inverness, Florida.

(14) ADJOURNMENT

MOTION by Dr. Fallows, second by Mr. Harper to adjourn the meeting, the motion passed unanimously, 5-0.

Respectfully Submitted,



Jeff Wallis, MD.
Secretary/Treasurer

10.21.19 Minutes Copy on File:

1. Agenda & Public Notice
2. CCHB Finance Report
3. CCHB list of Invoices
4. List of Invoice o/b/o FRC
5. FRC list of invoices
6. Report of Escrow accounts
7. Funding Initiative Summary

10.21.19 Minutes Attached copy

1. Email from Attorney Ford – FRC D&O Insurance
2. Memorandum from Attorney Schapira
3. Email from Attorney Ford – Update Lawsuit FRC vs AON
4. Funding Initiative Summary