

SUMMARY MINUTES

Chairman's Meeting

Indian River County Hospital District

Hospital District Conference Room

November 16, 2016

9:00 AM

TRUSTEES: Eugene Feinour Allen Jones
Ann Marie McCrystal Marybeth Cunningham
Dr. Michael Weiss

STAFF : Ann Marie Suriano Jennifer Frederick
Kate Voss Jennifer Peshke, Esq.

OTHER ATTENDEESS: Karen Deigl Janet Bagley
Mary Linn Hamilton Bob Savage
Matt Reiser Kathy Hendrix
Geri Smith Vicki Soule
Mary Blumstein Rick Van Lith

Convene Meeting – Eugene Feinour, Chairman

Mr. Feinour convened the monthly chairman's meeting of the IRCHD at 9:00 AM by welcoming those in attendance.

Town Hall Meeting Update- Ann Marie Suriano, Executive Director

Mrs. Suriano discussed matters surrounding the upcoming town hall meeting which was scheduled to take place in Fellsmere on November 29. She informed the Trustees that she and Ms. Voss spoke with some representatives from the health agencies that serve the Fellsmere community, and they were informed that it may not be the best time to hold such a meeting. It was suggested that due to peak citrus season, many individuals in that area would be working and unable to attend. It was further suggested that the District attend a community event at Our Lady of Guadalupe or Fellsmere elementary, to have a better chance at interacting with the residents. The Trustees agreed with the suggestions and it was decided to postpone the meeting until early January, 2017. In the interim, District staff and Trustees will work on solidifying a 5 minute introduction concerning the District's mission, vision, and purpose for Indian River County.

District Appointed Board of Director Discussion- Eugene Feinour, Chairman

Mr. Feinour recommended that Mr. Reiser be reappointed for a second term on the IRMC Board of Directors. He feels that he has been a valuable member on the Board and is a highly respected member of the community. The Trustees echoed Mr. Feinour's comments. Mr. Feinour made a motion to reappoint Mr. Reiser, which was seconded by Mrs. Cunningham. The motion carried unanimously.

Sunshine Law Matters Follow Up- Jennifer Peshke, Esq.

Mrs. Peshke stated that per a request from a Trustee, she was asked to review whether the hospital is subject to the Sunshine Law contractually or legally. Additionally, she was asked whether there is an exemption to the Sunshine Law that allows a CEO of a hospital, who is a non-voting ex-officio Board member, to speak directly with other members of the Board of Directors, outside a public meeting. Mrs. Peshke explained that the final court opinion from Case No. 97-0667 CA 19, Indian River County Hospital District v. Indian River Memorial Hospital, Inc., et.al, clearly states that under Florida Statute 395.3036, corporations like IRMC are exempt from the provisions of the Sunshine Law and Public Records Act if they meet 3 of the 5 requirements needed for exemption and meant found that IRMC met the test and is statutorily exempt from the Sunshine Law. The Lease Agreement between the District and IRMC is the only contractual obligation that holds the hospital to the contractual requirement to operate under the Sunshine Law.

Further, she discussed the matter concerning whether a hospital CEO, who is a non-voting ex-officio Board member, may speak directly with other members of the Board of Directors, outside a public meeting. She found that in general terms the Sunshine Law does apply to ex-officio Board members and this is stated in Attorney General Opinion 05-18. However, she explained that this opinion is distinguished from the situation concerning IRMC. After review of case law, Florida Statutes and archived District meeting minutes it was determined in 1999 that the Hospital Board recommended that Mr. Susi become an ex-officio non-voting Board member. This was done to eliminate a probable Sunshine Law violation when the CEO speaks to other directors about hospital matters outside of a public meeting. The District Trustees voted to approve the hospital Bylaws amendment and approved resolution 99-1.

After Trustee discussion on the same, to clarify the matter and due to the contractual verses statutory requirement for the hospital board to operate in the Sunshine, the board instructed Mrs. Peshke to prepare a formal resolution exempting the IRMC CEO, as anon-voting ex-officio Board member, from the Sunshine Law in order to allow him or her to speak directly with board members for practical business purposes. Mrs. Peshke stated she would prepare a resolution for approval at tomorrow's regular monthly meeting.

Update of Care Card Program- Jennifer Frederick, Program Liaison

Mrs. Frederick provided an update regarding the Districts Care Card Program. She explained that 172 cards have been issued since October. The process has taken a bit longer than anticipated but the data base which holds the patient information should be completed early next month. Once this data base is up and running, it should make the process much easier.

Additionally, Mrs. Frederick has been in constant contact with the health agencies to work through the initial process of accepting the cards. She has also been able to identify some duplicated patients. She plans to hold a provider meeting in January to receive more feedback from the participating health agencies.

Trustee Open Discussion-

Mr. Jones informed the Trustees that the review and negotiations concerning the Indigent Care Agreement will take place next year pursuant to the re-confirmation process and time line in the Amended and Restated Indigent Care Agreement and he asked that the Board approve him as the District representative for that process. The board unanimously agreed.

Mr. Jones further stated that he has completed the District's asset evaluation report. There were a few changes that he needed to make, but he hopes to submit the report to the Trustees for their review in the next few weeks for full discussion at the December Chairman's meeting.

Additionally, Mr. Jones discussed the Partners Program and the concept of reimbursing the net loss to the hospital and then giving Partners an opportunity to earn a quality metric bonus. Mr. Jones, Ms. Hendrix, Mrs. Suriano and Mrs. Frederick each reviewed the Partners performance results and individually rated the performance results versus metrics and recommended a bonus for each category. He provided a summary of recommendations for the Partners incentive bonus which included the following:

- Neonatal Mortality- \$7,000 bonus for recognizing significant improvement versus the State average.
- Kotelchuck Index- \$25,000 for bettering the 3 year state average by 16%
- 1st Trimester Care- \$0
- Patient Satisfaction- \$23,000. Surveys were received from a representative sample of patients reflecting a 85% rated the service a 9 or a 10

Mr. Jones made a recommendation to award a \$55,000 bonus to Partners for their achievements. Mrs. McCrystal made a motion to approve the payment, which was seconded by Mrs. Cunningham. There was further Trustee discussion on the same and Dr. Weiss stated that he felt that the bonus for the neonatal mortality was not justified due the state of Florida average has dropped which would be the reasoning behind Partners data to show improvement. The motion carried with Dr. Weiss in opposition.

Lastly, Mr. Jones explained that the FY15-16 budget for Partners was set at \$1,350,000. However, Partners actual expenditures were \$1,152,000 for a difference of approximately \$197,000. This difference was partially due to Mr. Fuller and the IRMC financial staff working with Medicaid to obtain higher reimbursement rates which increased revenues. Mr. Jones recommended that the Hospital pay back half of the overpayment to the District and keep the rest. However, the hospital stated that it prefers to pay back the full amount to the District which will be re-paid to the District over the next two months. It was discussed by the Trustees that the additional funds the District will receive back from the hospital could be used to support education at Healthy Start, which works directly with the Partners Program.

Mrs. Cunningham provided an update concerning the Health Needs Assessment Request for Proposal process and stated that the District has received several applications to date. The review committee will be meeting in the next few weeks to review the applications and make sure they are complete, before coming before the Trustees. Additionally, it was discussed that

there will be an imposed deadline for the RFP process starting next year, so that it will be included in the budget discussions.

Mrs. Suriano discussed the Florida Association of Special Districts upcoming conference and opportunities for the Trustees to participate in the same. She also stated that in the next few months, she would like to set up a visit with the Palm Beach County Health District to explore matters surrounding a possible transition from a Hospital District to a Health District. Mrs. Cunningham and Mrs. McCrystal both voiced interest in being the Trustee representative for that project. There was also discussion about board education and board governance.

Mrs. Peshke reminded the Trustees that the new Trustee-elects are now governed by the Sunshine Law and to keep that in mind when engaging in any conversations with them regarding matters foreseeable to come before the Board.

Mrs. Peshke further provided an update concerning the new funded Agency Agreements sent out last month. To date, they have not received the signed Agreements and Mrs. Frederick will be following up with the agencies on the same.

Public Comment

Mr. Reiser suggested that IRMC Board members need to be able to talk privately to one another about important issues and that the Sunshine laws prevent that. Mr. Reiser further gave examples of how not being able to do so, worked against good governance and asked the Trustees to consider an exception on that issue. The Trustees felt his request would be most appropriate to be brought before the hospital board for discussion. If the Board of Directors were in favor of the change, they should then make a formal request to the District for consideration.

Adjourn- The meeting was adjourned at 11:30 am