

**MINUTES
BOARD OF TRUSTEES
INDIAN RIVER COUNTY HOSPITAL DISTRICT
Regular Monthly Meeting
December 15, 2016
4:30 PM**

TRUSTEES:	Eugene Feinour Ann Marie McCrystal Michael Weiss Allen Jones	Marybeth Cunningham John Val Zudans, MD. Thomas J. Spackman, MD.
STAFF:	Ann Marie Suriano Kate Voss	Jennifer Frederick Jenifer Peshke, Esq.
OTHER ATTENDEESS:	Mary Blumstein Janet Begley Robert Savage Vicki Soule Jeff Susi Donna Spackman	Lewis Clark Mary Linn Hamilton Matt Reiser Miranda Hawker Myra Weiss

Convene Meeting – Eugene Feinour, Chairman IRCHD

Mr. Feinour convened the regular monthly meeting of the Indian River County Hospital District (“IRCHD”) at 4:30 p.m.

Mr. Feinour gave a tribute to Dr. Burton Lee, who passed away a few weeks ago. He stated that Dr. Lee was a member of the District for over 10 years and remained involved after he retired. Dr. Lee was an advocate for health care and his efforts helped many in the community. On behalf of the Trustees, Mr. Feinour expressed his condolences to Dr. Lee’s wife, Ann and his family.

The first order of business was the approval of the Chairman Meeting Minutes dated November 16, Regular Monthly Meeting Minutes dated November 17, and a December disbursement of approximately \$869,631.19. Mrs. McCrystal made the motion to approve, which Mrs. Cunningham seconded. The motion carried unanimously.

District Counsel Report, Jennifer Peshke, Esq.

Mrs. Peshke provided her monthly District counsel report and stated that she continues to work with District staff to obtain the new Agency Funding Agreements. She also worked with

the Department of Health attorney and they have finalized the Gifford Health Center Amended and Restated Lease.

Mrs. Peshke explained that she continues to work with District Trustee Mr. Jones on his asset valuation project, which he presented at the Chairman's meeting on December 14, 2016.

Further, she followed up on a request from the board that came out of the October monthly meeting, regarding various Sunshine Law matters and presented her report to the board at the November Chairman's meeting, as well as the December Chairman's meeting.

Additionally, she worked with Mr. Jones to finalize the amended metrics associated with the Partners program funding agreement and the revised metrics were approved at the Chairman's meeting on December 14, 2016.

She stated that she continues to review trustees bonds to confirm when various bonds will come up for renewal, as well as notifying the insurance company of the bonds that do not need to be renewed. She further explained that she and Mrs. Suriano have met with two of the three incoming Trustee-elects to provide them with information pertaining to the District Board, including the legal documents in place between the District and the funded agencies.

Financial Statement Review- Allen Jones, Treasurer

Mr. Jones provided his treasurer report and stated that at the end of November, there was \$6.6 million in the District bank account. He further explained that the District expenditures for program and administrative expenses are below budget. Dr. Spackman made a motion to approve the financial statement which was seconded by Mrs. McCrystal. The motion carried unanimously.

Dr. Zudans requested that Mr. Jones give a brief overview of his asset valuations, since he was not present at the Chairman's meeting. Dr. Zudans stated that he thought the report would include lease market rates, which he did not see mentioned in the report. Mr. Jones stated he did not recall a request to include lease market rates in the report and stated he would modify the report, if the Trustees instructed him to do so. Dr. Spackman noted that Mrs. Peshke would be preparing a memorandum of understanding regarding the asset valuation for the Trustees and Board of Directors to review and sign.

Further, Mr. Jones stated that he did not feel he was qualified to recommend current lease market rates in the county and felt it would be best to hire a consultant to conduct that research. Dr. Zudans suggested that they contact a realtor who may provide the information free of charge. Mr. Jones stated that he would act on the request of Dr. Zudans, if there were a motion from the Trustees to do so. There was no motion made to conduct the additional research.

Executive Director Report- Ann Marie Suriano, Executive Director

Mrs. Suriano provided her executive director report and stated that the Trustees received a board self-evaluation back in October, as part of the District strategic plan. To date she has only received 3 of the 7 reports. She asked that the Trustees completed the evaluations and return the evaluations to the District offices as soon as possible. Once she is in possession of the evaluations, she will give a report on the same.

Mrs. Suriano stated that she has made a formal request to AHCA, for the repayment of the LIP match money sent to them back in September. She explained that the District has yet to receive payback from the first transaction because there is one county in the state that has not agreed to participate in the program, which has held up the process. She explained that she will notify the Trustees when the monies are received and update them once the District participation in the program resumes.

She further discussed that the District has begun their annual audit process with the firm Morgan Jacoby, PA. She expects the Audit to be completed by February and Mr. Jacoby will present a report on the same, to the Trustees at that time.

Mrs. Cunningham addressed the Board and gave her appreciation and thanks to the three exiting Trustees.

IRMC Monthly Report- Presentation on Potential Patient Tower Renovation- Jeff Susi, IRMC CEO

Mr. Susi presented a report on a plan to modernize the hospitals inpatient facility. He explained that through their strategic planning efforts, the hospital identified 6 goals and 9 strategies which included providing exceptional patient service through the modernization of an inpatient facility. The hospital hired an architect to identify any challenges they may face with modernizing the facility, while maintaining bed capacity. Mr. Susi explained that currently most patient room are small and would not meet current state access requirement codes. In 2015, the hospital renovated 5 North. If they followed the same with each wing, it would reduce the bed count from 286 to 192. Mr. Susi explained that IRMC's occupancy measured by midnight census shows that on average 135 beds are utilized, but on peak days it can be as high as 224. He further reviewed data concerning observation and daily admission bed count. Mr. Susi explained that through the renovation of the existing bed tower, it led to the conclusion that the hospital cannot maintain capacity without first building new beds. In addition, in order to maintain patient satisfaction, the maximum number of modernized beds needs to be available. In closing, Mr. Susi stated that the Board of Directors has examined capacity issues and identified potential directions for the project. However, they still need to study and review development recommendations and address what type of funding will be used to complete the project. Since this project is so large, Mr. Susi believes that the hospital will come before the Trustees more than once before requesting approval.

Unfinished Business- Unfinished Business- Action Required- Jennifer Peshke, Esq.

Mrs. Peshke explained that before the board can address the adoption of Resolution 2016-03, the board must make a motion to take the motion from the table, since the motion was tabled at last month's meeting. Mr. Jones made the motion, which was seconded by Mrs. McCrystal. The motion carried. Mrs. Peshke read Resolution 2016-03* and asked for a motion for approval of the same. Mr. Jones made a motion to approve Resolution 2016-03, which was seconded by Mrs. McCrystal. Mr. Feinour asked for Trustee comment. Dr. Spackman, Dr. Zudans, and Dr. Weiss voiced their concerns with Resolution 2016-03. Dr. Zudans feels there still is an issue with transparency at the hospital and he thinks this resolution is a step in the wrong direction. He suggested that the hospital bylaws be amended, to remove the IRMC CEO as a member of the Board of Directors. This amendment will allow for the CEO to communicate with the other Board of Director members, without being in violation of the Sunshine Law. Dr. Spackman felt that if this District would like to formalize an exemption concerning Sunshine, they need to review all issues of governance and transparency required by the lease, not just make a carve out.

Mr. Jones clarified that this Resolution is not an attempt to take the hospital out of the Sunshine. He explained that it is an effort to allow the CEO to speak with the members of the Board of Directors directly, on operational matters. It is also to protect the District and hospital from being a party to a lawsuit, should someone make a frivolous claim there has been a violation of the Sunshine Law. Mr. Jones agreed that the overall matter of the Sunshine Law and governance structure between the Board of Trustees and Board of Directors should be reviewed in detail at each board level and with the public. Mr. Feinour called the question and the motion carried 4-3.

New Business- Recognition of Exiting Trustees- Ann Marie Suriano, Executive Director

Mrs. Suriano read Resolution 2016-04*, which addressed Mr. Feinour service as a District Trustees. Mr. Jones made a motion to approve, which Mrs. Cunningham seconded. The motion carried unanimously.

Mrs. Suriano read Resolution 2016-06*, which addressed Mr. Spackman's service as a District Trustees. Mr. Feinour made a motion to approve, which Mr. Jones seconded. The motion carried unanimously.

Mrs. Suriano read Resolution 2016-05*, which addressed Dr. Zudans service as a District Trustees. Mr. Feinour made a motion to approve, which Dr. Spackman seconded. The motion carried unanimously.

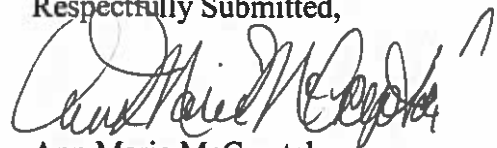
Other Business

Mr. Feinour addressed the board and stated what a privilege it was to serve on the board. He recognized the District staff and thanked them for their efforts. He looks forward to maintaining his involvement with the District as a member of the public. He further wished everyone a Merry Christmas and happy holidays.

Public Comment- No public comment.

Adjournment- The meeting adjourned at 5:30 PM

Respectfully Submitted,



Ann Marie McCrystal
Secretary

* Copies of all Resolutions may be requested from the District offices. Please contact Kate Voss at 772.770.0935