

COFFEY COUNTY HOSPITAL BOARD OF TRUSTEES MEETING

The Coffey County Hospital Board of Trustees met in regular session on July 20, 2015, in the Allen Woods II Conference Room. Board Members attending were: Steve Hopkins, Chairman, Rosemary Rich, Secretary; Craig Stukey, Treasurer; Cameron Roth, Judy Reese, Tim Smith, and Dennis Young. Peter Allegre, Vice-Chairman arrived at 6:26 p.m. Levi Saueressig was absent. Employees attending were: Tom Laux, Interim CEO; Dr. John Shell, Chief of Staff, Patty Thomsen, Vice President of Clinics, Theresa Thoele, Vice President of Human Resources; Tracy Campbell, Marketing Director; and Terri Tweedy, Administrative Assistant. Christina Crane attended as a visitor.

Chairman, Steve Hopkins called the meeting to order at 6:00 p.m.

Treasurer, Craig Stukey, led the Pledge of Allegiance.

Cameron Roth stated he would like to add an additional Executive Session for Non-elected Personnel. Steve said the topic would be included in the existing Non-elected Personnel Agenda item.

Steve Hopkins stated that he had a few editorial items to correct in the June 15, 2015 Minutes and would submit those to Terri Tweedy for correction.

- Judy Reese moved and Tim Smith seconded the motion to approve the June 15, 2015 meeting minutes as presented. Motion carried unanimously.

Dr. Shell presented the Medical Staff Report. He reviewed the Minutes of the July 14, 2015 Medical Staff meeting.

Craig Stukey gave the Executive Finance Committee Report. Steve spoke about the meeting with the County Commissioners and how supportive they are of CHS. He explained the Loan and Promissory Note documents from the County Commission. The total amount to be repaid to the county is \$3.4 million. The first monthly payment will be due July 3, 2017 in the amount of \$35,416.67 with the final payment to be paid on 6/3/25. After discussion, it was determined that better clarification is needed in the first sentence of paragraph one of the Promissory Note. The document states that, "Beginning on the date of first disbursement and monthly thereafter.....", then later in the paragraph it states, "The first monthly payment shall be due July 3, 2017". Tim Smith said this appears contradictory. Craig stated that the document should not state, "date of first disbursement" but "beginning on July 3, 2017".

- Cameron Roth moved and Tim Smith seconded the motion to approve Chairman, Steve Hopkins, to sign the loan agreement dated July 20, 2015 and the Promissory Note with the revision to paragraph one. Motion carried unanimously.

Tom suggested that a letter be sent to the County Commissioners to express appreciation for their support. Steve said he would write a letter.

Craig said a meeting will be scheduled to discuss the CD and Line of Credit at Central National Bank. He will schedule this to include Cheryl Batchelor, Interim CFO.

Craig said the Charge Master price increases took effect July 1. He also reviewed the Cash Flow report.

Discussion was held concerning the senior accountant search. Ads were published for approximately six weeks. No applications were received. To help with the accounting duties, an Agreement was entered into with Bridge Group. This service will cost \$6100.00 per month and is for 40 hours of accounting duties per week.

Steve said other items discussed in the Executive Finance Committee were: the pre-fab building at Advanced Systems Homes; the grant process for a clinic in Madison; contract policy draft; and the DL policy revision. Tom reviewed the Statistical and Revenue reports.

Peter reviewed the Strategic Planning Committee notes. He said the first meeting was basically an organizational meeting. Tom is meeting with staff by division to gather ideas and teach staff strategic planning. Teams are beginning to meet to share ideas. The proposed plan should be drafted by November.

The annual Board retreat is scheduled for Wednesday, September 2nd from 10:00 a.m to 4:30 p.m. Tom has scheduled Melissa Hungerford from KHA to facilitate the event. He mentioned that Tom Bell or Greg Lundstrom from KHA may be added to the Agenda. The morning session will cover Trustee roles and responsibilities, lunch will include the Executive Team and presenters from KHA, and the afternoon will be a planning session with the Executive Team and wrap up session.

- Judy Reese moved and Tim Smith seconded the motion to approve actions of Board committees and each Medical Staff Credentials/reappointments and Accounts Payables per consent agenda. Motion carried unanimously.

A portion of the Constitution and Bylaws were reviewed by Rosemary Rich. Additional revisions will be presented at the August meeting. In the revision a new committee will be the Quality, Compliance and Risk Management (QCRM). This combines three committees into one. Levi Saueressig and Rosemary Rich will serve on this committee. Another revision discussed was adding the ability to make urgent, critical financial decisions, such as drawing on the line of credit, to the Executive Finance Committee. The committee would then report the action(s) taken at the next Board meeting.

- Peter Allegre moved and Tim Smith seconded the motion to enter into a 15 minute Executive Session with Tom Laux, and by phone, Scott Palecki, Esquire, for attorney/client privilege with open session to resume at 7:30 p.m. in Allen Woods II Conference Room. Motion carried unanimously.

Executive session began at 7:15 p.m.

Regular session resumed at 7:30 p.m. in Allen Woods II Conference Room.

Tom gave the CEO update. He reviewed the letter that was sent to sixteen organizations concerning a grant for a clinic in Madison. Tom said there is no financial commitment from CHS associated with mailing this letter. If the grant is approved, the City of Madison will be awarded the funds. Cameron stated that the Greenwood County Commission is willing to help once the Attorney General's Opinion is received.

Tom reviewed the Strategic Planning Model. He has been holding meetings with staff to gather ideas for capturing untapped markets, grow existing services, and create new ones. He said the staff have been very engaged with this process, which will be addressed by the Board Planning committee.

Steve asked if there were something in place, such as a suggestion box, for staff to communicate ideas, with a process to include reviewing, addressing, and responding to each suggestion. Tom said some facilities create an employee task force to address information such as this but that this idea be postponed given the plan process already underway.

Rosemary discussed the power point presentation she attended at the KHA Symposium.

Steve said he would like to add review of software inventory audit. to the next Executive Finance Committee meeting.

Tom stated the KHA convention does not appear to have a strong agenda for Trustees. He said that there is webinar in the near future that would be more educational. This will be held in the Allen Woods II Conference Room on August 19th from noon to 1p.m. An invite will be sent by Terri.

Cameron asked about the progress of the Quantum Leadership training. Dr. Shell stated that with the attention required to address other priorities, new leadership, and activities, this was temporarily pushed aside.

- Cameron Roth moved and Craig Stuke seconded the motion to enter into Executive Session for fifteen minutes with Interim CEO, Tom Laux; Interim CFO and Patty Thomsen, V.P. of Clinics, to discuss real-estate with open session to resume at 8:33 p.m. in Allen Woods II Conference Room. Motion carried unanimously.

Executive session began at 8:18 p.m.

Regular session resumed at 8:33 p.m. in Allen Woods II Conference Room.

- Dennis Young moved and Judy Reese seconded the motion to enter into Executive Session for fifteen minutes with Interim CEO, Tom Laux; and Theresa Thoele, V.P. of Human Resources, to discuss non-elected personnel with open session to resume at 8:50 p.m. in Allen Woods II Conference Room. Motion carried unanimously.

Executive session began at 8:35 p.m.

Regular session resumed at 8:50 p.m. in Allen Woods II Conference Room.

- Dennis Young moved and Judy Reese seconded the motion to enter into Executive Session for five minutes with Interim CEO, Tom Laux; and Theresa Thoele, V.P. of Human Resources, to discuss non-elected personnel with open session to resume at 8:57 p.m. in Allen Woods II Conference Room. Motion carried unanimously.

Executive session began at 8:52 p.m.

Regular session resumed at 8:57 p.m. in Allen Woods II Conference Room.

- Cameron Roth moved and Tim Smith seconded the motion to enter into Executive Session for ten minutes with Interim CEO, Tom Laux; to discuss non-elected personnel with open session to resume at 9:10 p.m. in Allen Woods II Conference Room. Motion carried unanimously.

Executive session began at 9:00 p.m.

Regular session resumed at 9:10 p.m. in Allen Woods II Conference Room.

Peter Allegre moved and Dennis Young seconded a motion to enter into Executive Session for five minutes with Interim CEO Tom Laux to discuss non-elected personnel with open session to resume at 9:16 in AW II Conference Room.

Executive session began at 9:11.

Regular session resumed at 9:16 p.m. in Allen Woods II Conference Room.

- Craig Stukey moved and Cameron Roth seconded the motion to adjourn the meeting at 9:21 p.m. Motion carried unanimously.

Rosemary Rich, Secretary

Tentative items for follow-up at August meeting (not all inclusive)

August 19 webinar

Strategic Planning progress

Constitution/By-Laws progress

Madison Clinic status

Software inventory audit as discussed in Financial Committee