

**MORROW COUNTY HOSPITAL  
BOARD OF TRUSTEES  
REGULAR MEETING  
November 17, 2015**

<p><b>Members Present:</b> Dennis Leader, Chair Patrick Drouhard, Vice Chair Carolyn Beal, Secretary Patricia Anthony Paul Hinkle Joyce Ray Brent Winand Brad Wood</p>	<p><b>Absent:</b></p>	<p><b>Others Present:</b> CJ Miller, President &amp; CEO Jonathan Kelly, VP Finance Lorelei Heineman, VP Patient Care Services Cheryl Herbert, Senior Vice President, Regional Operations Sandie Fisher, Executive Secretary Richard Miller, Morrow County Commissioner</p> <p><b>Guests</b> Jon Christenson, Board Attorney Ray Fuller, MD Sabreen AbuObaid, MD Imtiaz Ahmed, MD Mohiuddin Ghazi, MD Gregory M. Eaton, MD Michael Patterson Kay Patterson Michael Gale Julie Leonhard James Tulloss, MD</p>	<p>Russ Merrin Brandy Bower, PA-C Thomas Freundlich, MD William Addington, MD Diane Addington Jill Steele, CNP Grant Galbraith, MD Douglas Reader Barry Myers Jack Fishburn</p>
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AGENDA ITEM	DISCUSSION / CONCLUSION	RECOMMENDATION / ACTION	OUTCOME	RESPONSIBLE PARTY
<b>Call to Order:</b>	Mr. Leader called the meeting to order at 6:02 p.m. in Assembly Room A on the lower level of the Hospital.  Mr. Leader asked the attendees and guests to			Mr. Leader

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	introduce themselves.			
<b>Approval of Minutes:</b>	The minutes of the regular meeting of October 27 were reviewed.	A motion was made by Mr. Winand and seconded by Mr. Wood to approve the minutes as written.	The motion was approved unanimously.	Mr. Leader
<b>Consent Agenda:</b>	<p><b>Financial Reports</b></p> <p><b>Combined October 2015 Financials</b>          Mr. Kelly reported on the combined financial reports for October and indicated this is the 5<sup>th</sup> month in a row that ended favorable to budget. The net operating income was favorable to budget by \$57,603. The net income was favorable to budget by \$60,698. Year-to-date net operating income is unfavorable to budget by \$38,826. Year-to-date net income was favorable to budget by \$13,332, which is the first time since March.</p> <p><b>Finance Committee Minutes – November 16, 2015</b>          Mr. Kelly reviewed the minutes from the November 16, Finance Committee Meeting.</p> <p><b>Medical Staff Report – No Meeting in November</b></p>			Mr. Kelly

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	<p><b>Local Physician Discussion</b>            A lengthy discussion was then held regarding the Board's recent decision to entertain a proposal from the OSU Wexner Medical Center for a non-management affiliation. Dr. Trago then read the following prepared statement to the Board:</p> <p>We as a medical staff understand the feelings of disappointment and even exasperation that the board has experienced from time to time over the 26 year history of our hospitals relationship with Ohio Health through its management agreement, especially since the creation of the hospital's contracts with the primary care practices and the establishment of the rural health clinics. The recent reevaluation of the financial impact of those decisions and the manner in which events played out only contributes to the negative impact on our bottom line and the board's frustration.</p> <p>Given the medical staff's commitment to this hospital, the county and the community in which we have chosen to live and serve, and the unforeseen and unintended consequences of leaving this affiliation, we, as your medical staff strongly recommend working through the current unpleasantness and concluding an agreement to continue our partnership with Ohio Health before the expiration of the current contract.</p> <p>Mr. Chairman, some of our guests may wish to address the board, if you will permit them the floor. Otherwise, I would be glad to entertain any questions the board may have.</p> <p><b>Administrative Report</b>            Ms. Heineman reviewed the Administrative Report.</p> <p>She noted MCH celebrated the successful go-lives of several key projects this year with a hospital-wide celebration on November 17.</p>			

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	<p>These projects includes: ICD-10, Laboratory CAP survey, Optum/Lynx ED and Observation Billing, RHC status, CareConnect with OH for Heart &amp; Vascular and MSC, Levy Renewal, and the 340B Medication Purchasing Program</p>			
<p><b>Other Hospital Business:</b></p>	<p><b>2016 Board Meeting Schedule</b>          The proposed 2016 meeting schedule was reviewed.</p> <p><b>December 2015 Meeting Date Change</b>          Mr. Miller requested the December meeting be changed from December 8 to December 15.</p> <p><b>Conflict of Interest Statements</b>          Mr. Miller indicated the annual Conflict of Interest Statements were distributed this evening. The statements are due to Administration before the next Board meeting.</p> <p><b>2015 Levy Campaign</b>          Mr. Miller presented an overview of the recent successful levy campaign.</p> <p>Thank you to Ms. Beal who chaired the committee.</p> <p><b>OhioHealth</b>          Ms. Herbert thanked the physicians and staff that attended the meeting for their participation. She indicated recent past efforts have had a positive impact on the financial situation.</p>	<p>The consensus of the Board was to accept the schedule as presented.</p> <p>The consensus of the Board was to change the date to December 15.</p>		<p>Mr. Miller</p>

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	<p>As the OhioHealth contract ends December 31 of this year, she reported OhioHealth is willing to propose the existing agreement be extended for one year to include a with or without cause termination clause with a 6 month notice.</p> <p>She also expressed OhioHealth does offer other opportunities to be associated with them without an actual management agreement since that is the path they are investigating with OSU Wexner Medical Center.</p> <p>Ms. Herbert shared OhioHealth is doing their due diligence and evaluate each claim made by the Board.</p>			
<p><b>Recess for Executive Session.</b></p>	<p>As defined by Ohio Revised Code, Section 121.22(G)(7) the Board will recess for executive session to discuss hospital trade secrets as defined in 121.22(G)(7).</p>	<p>At 7:24 p.m. a motion was made by Ms. Ray and seconded by Ms. Anthony to recess the regular session and go into executive session for the stated reason.</p> <p>Only Board members, Mr. Christenson and Ms. Herbert were invited to stay in the room.</p> <p>Ms. Herbert was then excused.</p>	<p>The motion was approved unanimously by roll call vote.</p>	<p>Mr. Leader</p>

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	<p><b>Discussion /Action of Executive Session Discussion</b></p> <p>Mr. Leader requested Ms. Herbert to share the timeline on OhioHealth's due diligence and to supply templates of other types of OhioHealth association agreements.</p>	<p>At 8:56 p.m. A motion was made by Ms. Ray and seconded by Mr. Winand to adjourn the executive session and return to the regular session.</p> <p>Mr. Drouhard moved and Ms. Beal seconded to approve a resolution to research the ability to create a new position on the board as soon as possible.</p>	<p>The motion was approved unanimously.</p> <p>The motion was approved unanimously.</p>	
<b>Adjournment:</b>		A motion was made by Mr. Hinkle and seconded by Ms. Anthony at 9:01 to adjourn the meeting.	The motion was approved unanimously.	
<b>Minutes submitted by:</b>		<b>Minutes approved by:</b>		
Carolyn Beal, Secretary		 Dennis Leader, Chair		