

MEETING: **Board of Trustees**

DATE: **July 26, 2016**

TIME: **6:00 pm**

LOCATION: **Room # A**

Board Members:

- Patrick Drouhard, Chair
- Carolyn Beal, Secretary
- Patricia Anthony
- Paul Hinkle
- D. Vincent Trago, MD
- Brent Winand
- Brad Wood

Other Attendees

- CJ Miller, President & CEO
- Jonathan Kelly, VP Finance
- Lorelei Heineman, VP Patient Care Services
- Thomas Freundlich, MD, Medical Staff President
- Matthew Hintz, MD Past Medical Staff President
- Cheryl Herbert, Sr. VP Regional Operations, OhioHealth
- Keith Hartzell, OhioHealth Legal Counsel
- Sandie Fisher, Executive Secretary
- Dennis Leader, Commissioner/Financial Advisor
- Jon Christensen, Board Attorney
- Richard Miller, Commissioner

Other Guests:

Charles Howland, Morrow County Prosecutor
 Conni McChesney
 Michael Patterson
 Warren Davis, Morrow County Commissioner Candidate



TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
6:00	Call to Order	Mr. Drouhard	The meeting was called to order at 6:00 p.m.	

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
	<i>Approval of Minutes</i>	Mr. Drouhard	<p>A motion was made by Mr. Hinkle and seconded by Dr. Trago to approve the minutes of the previous meeting as written.</p> <p>The motion was approved unanimously.</p>	
	<i>Consent Agenda</i>	Mr. Drouhard	<p>A motion was made by Mr. Wood and seconded by Ms. Beal to approve the Consent Agenda as presented.</p> <p>The motion was approved unanimously.</p>	
		Mr. Kelly	<p><u>Financial Reports</u> Mr. Kelly reported on the combined June financials and indicated June was a good month despite several physician outages and low volumes.</p> <p>Net operating income was favorable to budget by \$176,000 which brings the year-to-date variance favorable to budget by \$596,000. Compared to prior year income, there is a \$1.0m favorable variance.</p> <p>Gross revenue was \$457,000 unfavorable to budget primarily due to surgery/anesthesiology gross revenue being \$307,000 unfavorable to budget.</p> <p>Contributing to the reduction of expenses, MCH is currently down 11 FTEs and there were several vacations in the month of June.</p> <p><u>Finance Committee Minutes – July 20, 2016</u> Mr. Kelly highlighted the Finance Committee minutes of July 20. In addition to the financials being reviewed, a projection was presented for</p>	

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			<p>the Committee which indicated MCH should finish \$926,000 favorable to budget at year's end.</p> <p>It was noted a reallocation of approved capital budget funds was made in order to replace the hospital's failing PA system.</p> <p><u>MCH PCP Cardinal Center CU16 Unbudgeted APP Request</u></p> <p>The Cardinal Center volumes are growing rapidly. Brandy Bower, CNP has left the practice and her replacement, Amber Caplan, CNP, is almost at full capacity after only two months. Dr. Frank's departure from the market has also made an impact on the practice volumes.</p> <p>The original 2013 business plan for the Cardinal Center in called for a second APP in year three which began last month and now a request is being submitted to hire another APP as well as an additional receptionist and MA to handle patient flow.</p>	
		<p>Mr. Howland</p>	<p>Mr. Howland reported a board member contacted his office with procedural questions on how the MCH Board is operating in its meetings.</p> <p>He indicated he has full confidence in Mr. Christensen and any advice or oversight he is giving the board.</p> <p>A discussion ensued regarding the Ohio Revised Code, the Open Meetings Act and the</p>	

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			<p>Sunshine Law.</p> <p>Mr. Howland indicated that violation of these laws can negate any action taken by the board.</p> <p>E-mails are included in these laws and copies can be requested of specific subjects and specific timeframes.</p> <p>Contract negotiations should be held in public session unless non-disclosure agreements are in place.</p> <p>Mr. Howland then excused himself from the meeting.</p>	
		Dr. Freundlich	<p><u>Medical Staff Report –</u> As there was no meeting in July, Dr. Freundlich did not have a report.</p>	
		Ms. Heineman	<p><u>Administrative Report</u> Ms. Heineman reviewed the report.</p>	
	<p><i>Other Business:</i></p> <p><i>OhioHealth Report</i></p>	Ms. Herbert	<p><u>OhioHealth</u> Ms. Herbert did not have a report.</p>	
6:53 p.m.	<p><i>Recess for Executive Session as Defined by Ohio Revised Code Section 121.22(G)(7)</i></p>	Mr. Drouhard	<p>A motion was made by Ms. Anthony and seconded by Mr. Winand to recess for the stated reason and go into Executive Session at 6:53 p.m.</p>	

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	<i>Trade Secrets and Section 121.22(B)(1)</i>		<p>The motion was unanimously approved by roll call vote.</p> <p>All non-Board members other than Mr. Leader, Mr. Christensen and Dr. Freundlich were excused.</p> <p>Ms. Herbert and Mr. Hartzell were invited into executive session at 8:35 p.m.</p> <p>Ms. Herbert and Mr. Hartzell were excused from executive session at 8:57.</p>	
9:25	<i>Return to Regular Session</i>	Mr. Drouhard	<p>A motion was made by Ms. Beal and seconded by Mr. Wood to return to Regular Session.</p> <p>The motion was approved unanimously.</p>	
	<i>Discussion of Executive Session Topic (if any)</i>	Mr. Drouhard	None	
	<i>Action of Executive Session Discussion</i>		<p>A motion was made by Dr. Trago and seconded by Ms. Anthony to charge Chair, Pat Drouhard with negotiating a management contract with OhioHealth that would be in the best interest of the hospital.</p> <p>The motion was approved unanimously.</p>	

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9:33 p.m.			Being no further business, the meeting was adjourned.	
Minutes submitted by:  Carolyn Beal, Secretary			Approved by:  Patrick Drouhard, Chair	