

MEETING: **Board of Trustees**
 DATE: **November 15, 2016**
 TIME: **6:00 pm**
 LOCATION: **Room # A**

Board Members:

- Patrick Drouhard, Chair
- Carolyn Beal, Secretary
- Patricia Anthony
- Brenda Harden
- 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
- Sandie Fisher, Executive Secretary
- Dennis Leader, Commissioner/Financial Advisor
- Jon Christensen, Board Attorney

Other Guests:



Warren Davis, Commissioner Elect

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
6:00	<i>Call to Order</i>	Mr. Drouhard	The meeting was called to order at 6:02 p.m.	
	<i>Approval of Minutes</i>	Mr. Drouhard	A motion was made by Mr. Hinkle and seconded by Ms. Anthony to approve the minutes of the previous meeting as written. The motion was approved unanimously.	

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
	Consent Agenda	Mr. Drouhard	<p>A motion was made by Mr. Winand and seconded by Ms. Anthony to approve the Consent Agenda as presented.</p> <p>The motion was approved unanimously.</p>	
		Mr. Kelly	<p>Financial Reports Mr. Kelly reported the combined October financials reflect a strong month.</p> <p>Net operating income was favorable to budget by \$90,000 bringing the year-to-date variance favorable to budget by \$634,000.</p> <p>Gross revenue was \$16,000 unfavorable to budget and overall, expenses were \$17,000 favorable to budget.</p> <p>Hospital days in A/R decreased from 66.1 to 55.3. Days cash on hand increased from 33.3 to 37.5 days.</p> <p>Mr. Kelly indicated year-to-date net operating income improved over prior year by \$1.1million</p> <p>The report analyst position has been filled. This will enable reports to be generated throughout the month to monitor activity, rather than receiving those reports at the end of the month.</p>	
		Dr. Freundlich	The Medical Staff did not meet in November, therefore no report was given.	

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
		Mr. Miller	<p>Presidents Report Mr. Miller indicated communications regarding the closure of Home Health Services have gone smoothly. There are currently 27 patients with 4 patients doing rehab only. Placement will need to be made for a total of 23 patients. Affected staff are looking at MCH and OhioHealth for opportunities.</p> <p>Things are going very well with the Interim Surgery Management agreement with Marion General. The physicians are very pleased and staff is working well with them.</p>	
	OhioHealth Report	Ms. Herbert	<p>A restructuring is taking place at OhioHealth Mansfield that has been in the recent news. The effort is to enable them to focus on the core business of taking care of patients. The childcare facility will be obtained by another company who will hire the current employees. Laundry services will be contracted to Comtex, (a co-owned linen service of OhioHealth and Mt. Carmel). Transcription services will no longer be provided in-house but from another company who will hire current transcriptionist who can then work from home.</p> <p>To become more cost effective, the last change is the number of management level staff is to be reduced by 20 positions. These associates may apply for other positions within the OhioHealth System.</p> <p>Trustees are encouraged to contact Ms. Herbert with any questions they may have.</p>	

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
	<i>Conflict of Interest Packets</i>	Mr. Miller	<p>Mr. Miller indicated each Board member has been given a Conflict of Interest packet this evening. This packet also includes material on the Ohio Ethics laws and rules. This is done annually to ensure all members understand the laws and guidelines regarding conflicts of interest and ethics.</p> <p>Trustees are asked to sign the two receipts of the material given and complete the questionnaire. Completed documents should be returned to Ms. Fisher prior to or at the December 13 meeting.</p>	
6:26 p.m.	<i>Recess for Executive Session as Defined by Ohio Revised Code Section 121.22(G)(7), Trade Secrets</i>	Mr. Drouhard	<p>A motion was made by Ms. Anthony and seconded by Mr. Wood to go into Executive Session for the stated reason.</p> <p>The motion was approved by roll call vote.</p> <p>Mr. Leader and Mr. Christensen were requested to remain. All others were excused.</p>	
7:10 p.m.	<i>Return to Regular Session</i>	Mr. Drouhard	<p>A motion was made by Mr. Wood and seconded by Ms. Beal to return to the Regular Session.</p> <p>The motion was approved unanimously.</p>	
	<i>Discussion of Executive Session Topic (if any)</i>	Mr. Drouhard	None	

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	<i>Action of Executive Session Discussion</i>	Mr. Drouhard	<p>Mr. Wood made a motion and Dr. Trago seconded to approve the following resolution:</p> <p>Resolved, that the Chair of the Board of Trustees of Morrow County Hospital ("MCH") be authorized and directed to negotiate a Management Agreement with OhioHealth Corporation pursuant to the Letter of Intent (Management Agreement Term Sheet).</p> <p>Further resolved that such Management Agreement be submitted to the Board of Trustees for approval and ratification.</p> <p>Mr. Drouhard indicated the agreement should be presented for approval at the December 13 meeting.</p> <p>The resolution was approved unanimously.</p>	
7:13 p.m.			Being no further business, the meeting was adjourned.	
Minutes submitted by:  Carolyn Beal, Secretary		Approved by:  Patrick Drouhard, Chair		