

MEETING: **Board of Trustees**

DATE: **March 26, 2019**

TIME: **6:00pm**

LOCATION: **Room # A**

Board Members:

- Patrick Drouhard, Chair
- Brent Winand, V. Chair
- Brenda Harden, Secretary
- Carolyn Beal
- Olen Jackson
- D. Vincent Trago, MD
- Brad Wood

Other Attendees

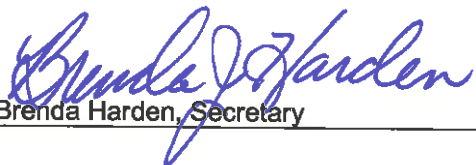

- CJ Miller, President & CEO
- Jessica Boston, VP Finance
- Le-Ann Harris, VP Patient Care Services
- Thomas Freundlich, MD, Medical Staff President
- Cheryl Herbert, Sr. VP Regional Operations, OhioHealth
- Angela Keenan, Executive Assistant
- Dr. Grant Galbraith, Guest
- Jon Christensen - Attorney, Guest
- Hector Torres – ECG Consulting, Guest
- Aaron Newman – ECG Consulting, Guest
- Paul Hinkle
- Earl K. Desmond

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
6:00pm	Call to Order	Mr. Drouhard	Mr. Drouhard called the meeting to order at 6:00 p.m. Mr. Drouhard welcomed and thanked Paul Hinkle, Earl Desmond, Hector Torres and Aaron Newman for attending this evenings Board of Trustees meeting.	

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
	<i>Approval of Minutes</i>	Mr. Drouhard	A motion was made by Mr. Wood and seconded by Mr. Winand to approve the minutes of the previous meeting on February 26. The motion was approved unanimously.	
	<i>Consent Agenda</i>	Mr. Drouhard	A motion was made by Ms. Harden and seconded by Dr. Trago to approve the Consent Agenda as presented. The motion was approved unanimously.	
		Ms. Boston	Financial Reports Ms. Boston reviewed Finance results for February 2019. <ul style="list-style-type: none"> • Net Operating Income was \$37k on a budgeted loss of \$146k. • Driving factors for this month's results are as follows: <ul style="list-style-type: none"> ◦ Favorable net revenue in part to favorable commercial payor mix. • Gross Patient Revenue was \$175k unfavorable to budget. • Commercial payor mix was 32.40% on a budget of 29.17%. Self payor mix was 2.95% on a budget of 3.34% • Expenses were unfavorable by \$10k. • Hospital Net Days in A/R increased from 33.7 to 41.7 • Days Cash on Hand decreased from 83.3 to 78.5 without MCH Foundation. • Days Cash on Hand decreased from 100.6 to 95.9 with MCH Foundation. • ED transfer ratio was favorable at .86:1.0. 	
		Ms. Harris	Ms. Harris reviewed the Performance Improvement minutes for the meeting held on February 26, 2019.	

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		Ms. Harris	Ms. Harris reviewed the Ethics Advisory minutes for the meeting held on March 18, 2019.	
	Administrative Council	Ms. Harris	Ms. Harris reviewed the Administrative Report.	
	Election of Officers	Mr. Drouhard	Mr. Drouhard announced that the Nominating Committee elected to continue with the current slate of officers for the Board of Trustee positions to be held by Patrick Drouhard as Chair, Brent Winand as Vice Chair and Brenda Harden as Secretary. A motion to approve the election of officers was made by Mr. Jackson and seconded by Ms. Beal. The motion was unanimously approved.	
	OhioHealth Management Contract Bonus 2018	Ms. Boston	Ms. Boston reviewed the metrics and results for the 2018 OhioHealth Management Agreement Performance Metrics. Ms. Boston announced that no incentive would be provided due to unfavorable budget results. A motion was made to approve the OhioHealth Management Agreement Performance Metric results for 2018 by Dr. Trago and seconded by Ms. Harden. The motion was unanimously approved.	
	OhioHealth Management Contract Bonus 2019	Ms. Boston	Ms. Boston reviewed the metrics for the 2019 OhioHealth Management Agreement Performance Metrics. Ms. Boston reviewed the surgery volume trends and associated revenue. Despite a decline in volume revenue has increased over the past two years. This is due to a favorable shift in the types of surgeries being performed. A motion was made to approve the OhioHealth Management Agreement	

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			<p>Performance Metrics for 2019 by Mr. Winand and seconded by Ms. Beal.</p> <p>The motion was unanimously approved.</p>	
	OhioHealth Report	Ms. Herbert	<p>Ms. Herbert reported that the retirement of Dave Blom, OhioHealth CEO will be in effect July 1, 2019. His replacement Dr. Stephen Markovich is currently in the transition process. It was announced that OhioHealth Administrative office that is being constructed across from Riverside Methodist Hospital will house 1600 OhioHealth employees. Ms. Herbert held a discussion with those in attendance regarding the partnership between OhioHealth and Berger Health System. The discussion reflected the financial commitment of \$47M that OhioHealth has with Berger Health System. This financial commitment includes but is not limited to leasing costs, structural and IT improvements, and physician recruitment and retention.</p>	
6:52 p.m.	Executive Session – Trade Secrets As defined by Ohio Revised Code Section 121.22(G)(7)	Mr. Drouhard	<p>A motion was made by Ms. Beal and seconded by Dr. Trago to recess for the stated reasons and go into Executive Session.</p> <p>In addition a discussion will be held during Executive Session regarding business plans to address the Morrow County Commissioners attempts to interfere with the planned relationship with OhioHealth and substitute unsuitable partners for Morrow County Hospital.</p> <p>The motion was unanimously approved by roll call vote.</p>	
8:50 p.m.	Returned to Regular Session	Mr. Drouhard	<p>A motion was made by Mr. Jackson and seconded by Ms. Harden to return to Regular Session.</p>	
	Discussion of Executive Session	Mr. Drouhard	<p>No discussion was held</p>	
8:50 p.m.		Mr. Drouhard	<p>Being no further business, the meeting was adjourned.</p>	

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Minutes submitted by:		Approved by:		
 Brenda Harden, Secretary		 Patrick Drouhard, Chair		