

MEETING: **Board of Trustees**
 DATE: **May 8, 2019**
 TIME: **7:00pm**
 LOCATION: **Cardington Lincoln High School**

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
- Dr. William Addington, Guest
- Jon Christensen - Attorney, Guest
- Hector Torres, ECG Consulting, Guest
- Nicholas Davis, ECG Consulting, Guest
- Aaron Newman, ECG Consulting, Guest
- Glenn Pratt, Dinsmore & Shohl, Guest

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
7:00 p.m.	Call to Order	Mr. Drouhard	Mr. Drouhard called the meeting to order at 7:00 p.m.	

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	<i>Welcome</i>	Mr. Drouhard	Mr. Drouhard asked the Board of Trustees to introduce themselves individually and in addition Mr. Drouhard introduced the physicians and guests to the public in attendance.	
	<i>Explanation of Procedures and Ground Rules for Public Discussion</i>	Mr. Drouhard	Mr. Drouhard addressed those in attendance to review the standard procedure of public discussion. This included the process and requirements of how questions were to be submitted in order to be answered.	
	<i>Call for Motion</i>	Mr. Drouhard	<p>Mr. Drouhard called for a motion to adopt the following resolution which was read to those in attendance by Board of Trustees Secretary, Brenda Harden. In addition a motion was called to enter in discussion, during which written questions on the agreement will be addressed by the Board, Physicians or Guests. A motion was made by Ms. Harden and seconded by Mr. Wood.</p> <p>RESOLVED that the Board of Trustees enter into the Asset Purchase Agreement dated as of May 8, 2019, by and among Morrow County Hospital ("MCH"), OhioHealth Corporation, Morrow County Hospital Health Services, Inc. ("MCHHS"), and OhioHealth Physician Group, Inc. ("OPG"), (the "Asset Purchase Agreement");</p> <p>FURTHER RESOLVED, that the Chair of the Hospital Board be, and hereby is, authorized and directed to execute and deliver the aforementioned Asset Purchase Agreement, in substantially the form presented, with such changes, if any, as the Chair may approve and which do not materially adversely affect the interests of MCH, the approval of such changes to be conclusively evidenced by the signing of the Asset Purchase Agreement by the Chair;</p> <p>FURTHER RESOLVED, that, subject to approval of the Chair, each of the officers of MCH and the Board of Trustees be, and they hereby are, authorized and directed to do any and all acts or things, and execute, acknowledge, file or deliver as may be necessary or appropriate, any and all certificates, instruments, agreements, or other documents necessary or appropriate to carry out the Asset Purchase Agreement and the transactions contemplated thereby; and</p> <p>FURTHER RESOLVED, that all actions previously taken or that will be taken by any officer or member of the Board of Trustees in connection with or related to the matters set forth in or reasonably contemplated by the foregoing resolutions be, and each of them hereby is,</p>	

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			authorized, approved, ratified and confirmed in all respects as the acts and deeds of the Board of Trustees and MCH.	
	<i>Project Buckeye Presentation</i>	Guests: Hector Torres Aaron Newman Nicholas Davis	Hector Torres, Aaron Newman and Nicholas Davis lead a presentation to those in attendance titled Project Buckeye. The presentation included the introduction of ECG Consulting, and the overview of purpose for their relationship with Morrow County Hospital. The presentation gave detail on the phases of process in order to obtain the goals and objectives of Morrow County Hospital being the preservation of the hospital to continue offering healthcare to the community of Morrow County.	
	<i>Public Discussion</i>	Board of Trustees, Physicians and Guests	One hour of time was allotted for question submission and answers.	
	<i>Conclusion of Public Discussion & Call for votes of the Trustees by the Board Chair</i>	Mr. Drouhard	At the conclusion of discussion, Mr. Drouhard called for the vote of the Board of Trustees to enter into the proposed Asset Agreement with OhioHealth to purchase the physician practices. The Board voted unanimously to enter into this agreement.	
8:35 p.m.	<i>Adjournment</i>	Mr. Drouhard	Being no further business, the meeting was adjourned.	

Minutes submitted by:

Approved by:



Brenda Harden, Secretary



Pat Drouhard, Chair