

MEETING: **Board of Trustees**
 DATE: **May 28, 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
- Paul Hinkle
- Earl K. Desmond
- Justin Schumaker, Arnette Carbis Toothman, Guest
- Greg Gibbs, Arnette Carbis Toothman, Guest

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
6:00pm	Call to Order	Mr. Drouhard	<p>Mr. Drouhard called the meeting to order at 6:00 p.m.</p> <p>Mr. Drouhard welcomed and thanked Paul Hinkle & Earl Desmond for attending this evenings board meeting,</p> <p>Mr. Drouhard also welcomed Justin Schumaker and Greg Gibbs of Arnette Carbis Toothman.</p> <p>Mr. Drouhard welcomed additional guests Andy Ware, Morrow County Economic</p>	

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			Development Director, David Homer, Morrow County Assistant Prosecutor, and Charlie Howland, Morrow County Prosecutor.	
	Approval of Minutes	Mr. Drouhard	A motion was made by Ms. Harden and seconded by Dr. Trago to approve the minutes of the previous meetings on April 23, May 7 and May 8. The motion was approved unanimously.	
	2018 Audit Report	Justin Schumaker & Greg Gibbs	Justin Schumaker and Greg Gibbs presented the 2018 Audit Report for Morrow County Hospital. Reported were the following: <ul style="list-style-type: none"> • Auditing standards imposed by the Federal Government were followed. • No significant or unusual transactions identified. • No Reportable Conditions in Internal Control and no Compliance Findings. • Arnett Carbis and Toothman issued a clean audit opinion 	
	Consent Agenda	Mr. Drouhard	A motion was made by Ms. Beal and seconded by Ms. Harden to approve the Consent Agenda as presented. The motion was approved unanimously.	
		Ms. Boston	Financial Reports Ms. Boston reviewed the financial results for April 2019. <ul style="list-style-type: none"> • YTD Net Operating Loss was \$609k on a budgeted loss of \$742k. • Driving factors for this month's results are as follows: <ul style="list-style-type: none"> ○ Revenue unfavorable to budget due to low volumes. ○ Charity as a % of Gross Revenue is favorable to budget by 1.2%. • Revenue • Observations Admission and Employed Physician Visits were favorable to budget. 	

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			<ul style="list-style-type: none"> • <u>Payor Mix</u> • Commercial payor mix was 30.67% on a budget of 29.17% • <u>Expenses</u> • Expenses were favorable by \$138k • <u>Key Performance Indicators</u> • Hospital Net Days in A/R increased from 42.6 to 43.2 • Days Cash on Hand increased from 82.3 to 84.0 without MCH Foundation. • ED transfer ratio was favorable at .88:10. 	
	<i>Administrative Council</i>	Ms. Harris	Ms. Harris reviewed the Administrative Report.	
	<i>OhioHealth Report</i>	Ms. Herbert	Ms. Herbert announced that the new build for OhioHealth, the David P. Blom Administrative Campus is complete and 1600 employees are currently transitioning to this location. Ms. Herbert also announced that Jessica Boston, current VP of Finance at Morrow County Hospital has accepted a new position within OhioHealth as the Senior Director of Research and Market Intelligence. Jessica will continue to support Morrow County Hospital until her position has been filled.	
6:28 p.m.	<i>Executive Session – Trade Secrets As defined by Ohio Revised Code Section 121.22(G)(7)</i>	Mr. Drouhard	<p>A motion was made by Dr. Trago and seconded by Mr. Wood to recess for the stated reasons and go into Executive Session.</p> <p>The motion was unanimously approved by roll call vote. Mr. Winand was not present.</p> <p>Prior to commencing Executive Session, Charlie Howland, Morrow County Prosecutor stood to address the Board. Mr. Howland inquired if the content of the meeting was being recorded. Mr. Drouhard advised Mr. Howland that the minutes were being recorded by Angela Keenan, Executive Assistant. Mr.</p>	

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			<p>Howland asked that it be recorded, in his opinion, that the action of going into Executive Session is not valid under Ohio Law and did not conform to the open meeting requirements. Mr. Howland also inquired on the request for public records submitted by the Morrow County Board of Commissioners. Mr. Drouhard confirmed that the official request was received, and that the documents would be reviewed and submitted within an appropriate amount of time.</p>	
7:40 p.m.	<i>Returned to Regular Session</i>	Mr. Drouhard	<p>A motion was made by Mr. Jackson and seconded by Ms. Harden to return to Regular Session.</p>	
	<i>Discussion of Executive Session</i>	Mr. Drouhard	<p>A discussion was held on how to appropriately prepare and disburse documents regarding the public records request by the Morrow County Commissioners.</p> <p>A motion was made by Mr. Jackson and seconded by Ms. Harden to respond to the request by the Morrow County Board of Commissioners (the "Commission") for public records of Morrow County Hospital (the "Hospital") by reasonably establishing a process for identifying, reviewing and making copies of the documents that are responsive to such request; and to respond to the request by the Commission for tours of the Hospital facility by invitees of the Commission, such tours to be conducted by Hospital personnel not employed by OhioHealth Corporation, provided that such tours shall not include interviews of Hospital employees.</p> <p>The motion was approved unanimously.</p> <p>A motion was made by Mr. Jackson and seconded by Ms. Harden To authorize and direct the Chair of the Trustees to approve and execute a cease-and-desist letter addressed to the Commission advising the Commission that the Request for Proposal "RFP" process it has initiated without Board approval for the sale or lease of the Hospital has no basis in law and to inform RFP recipients of the Board's position.</p> <p>The motion was approved unanimously.</p>	

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8:50 p.m.		Mr. Drouhard	Being no further business, the meeting was adjourned.	
Minutes submitted by:		Approved by:		
Brenda Harden, Secretary		Patrick Drouhard, Chair		


