

MEETING: **Board of Trustees -  
Special Meeting**

DATE: **September 9, 2020**

TIME: **5:00 p.m.**

LOCATION: **Zoom - Virtual**

**Board Members:**

- Brad Wood, Chair
- D. Vincent Trago, MD, V. Chair
- Brenda Harden, Secretary
- Carolyn Beal
- Earl Desmond
- Joe Dreyer
- Olen Jackson
- Brent Winand

**Other Attendees**

- Matt Aumann, Attorney
- Jon Christensen, Attorney
- Dr. Grant Galbraith, MD, Medical Staff President
- Le-Ann Harris, VP Patient Care Services
- Cheryl Herbert, Sr. VP Regional Operations, OhioHealth
- Mark Landes, Attorney
- Conni McChesney, Controller
- Eddie Lou Meimer, guest
- CJ Miller, President & CEO
- Jerome Morasko, guest
- Michael Patterson, Director of Operations
- Jennifer Voltz, Executive Assistant
- Andy Wick, guest

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
5:05 p.m.	<b>Call to Order</b>	Mr. Wood	Mr. Wood called the special meeting to order at 5:05 p.m.	

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
			<p>The Morrow County Hospital Board of Trustees is taking into consideration the resolution to consider retention of legal counsel to respond to proceedings by Morrow County Commissioners to remove members of the Hospital Board of Trustees.</p> <p>Board members discussed removing a reference to the “Morrow County Commission” in the first paragraph of the original version of the resolution and replacing it with the “Appointing Authority of Morrow County Hospital.”</p> <p>Mr. Dreyer made a motion to amend the resolution replacing the words “Morrow County Commission” with the words “Appointing Authority of Morrow County Hospital.” Mr. Jackson seconded the motion.</p> <p>Motion passed unanimously.</p> <p>Board members discussed their fiduciary responsibilities as Morrow County Hospital trustees and why they are afforded legal protection as they carry out these duties.</p>	
	<b>Resolution</b>	<p>Mr. Wood introduced a resolution to authorize Dinsmore &amp; Shohl, LLP to provide legal representation for individual</p>	<p>WHEREAS, the Appointing Authority of Morrow County Hospital has purported to convene a hearing for the purpose of removing individual Trustees without sufficient grounds;</p> <p>WHEREAS, the law firm of Dinsmore &amp; Shohl LLP has been representing this Board and the Morrow County Hospital in litigation involving the Morrow County Commission;</p>	

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		trustees.	<p>RESOLVED, that to avoid any doubt as to legal representation of such individual trustees, Dinsmore &amp; Shohl LLP is hereby authorized to prepare and file such pleadings and take such other appropriate measures as may be necessary or desirable to prevent the Commission from taking improper actions concerning the removal and appointment of Trustees and any other actions by the Morrow County Commission involving individual Trustees, this Board, and/or the Morrow County Hospital, and to generally furnish legal representation to such Trustees and entities on other matters;</p> <p>FURTHER RESOLVED, that the Chair of the Board of Trustees be and hereby is, authorized and directed to act in the name of the Trustees, this Board and Morrow County Hospital with regard to the filing of such pleadings, and 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 above resolutions and to cooperate and coordinate with legal counsel; and</p> <p>FURTHER RESOLVED, that all actions previously taken or that will be taken by any officer or trustee of MCH 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, authorized, approved, ratified and confirmed in all respects as the acts and deeds of such</p>	

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
			trustees and officers.	
			Ms. Harden made a motion to adopt the resolution. Mr. Jackson seconded the motion.  The motion passed by majority vote. Mr. Dreyer dissented.	
5:31 p.m.	<b>Adjournment.</b>	Mr. Wood	Being no further business, the meeting was adjourned at 5:31 p.m.	

Minutes submitted by:

Approved by:



Brenda Harden, Secretary



Brent Winand, Chair pro tem