

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

DATE: **November 12, 2020**

TIME: **6:00 p.m.**

LOCATION: **Zoom - Virtual**

Board Members:

- Brent Winand, Chair
- Brenda Harden, Secretary
- Carolyn Beal
- Richard Benson
- Earl Desmond
- Joe Dreyer
- Dennis Leader
- Dan Rogers

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
- Conni McChesney, Controller
- Eddie Lou Meimer, guest
- CJ Miller, President & CEO
- Michael Patterson, Director of Operations
- Jennifer Voltz, Executive Assistant
- Andy Ware, guest

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
6:07 p.m.	<i>Call to Order</i>	Mr. Winand	<p>Mr. Winand called the special meeting to order at 6:07 p.m.</p> <p>The Morrow County Hospital Board of Trustees called a special meeting for the purposes of discussing the September 9, 2020 Board resolution concerning legal representation and the current state of legal proceedings involving the Board of Trustees and Morrow County Hospital.</p> <p>Trustees discussed the September 9, 2020 Board resolution and the desire to re-write the resolution to include a \$50,000 cap for individual trustees or a \$100,000</p>	

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
			<p>cap per occurrence in instances where legal fees surpass the limits of insurance or if legal fee insurance coverage is denied. Mr. Benson seconded the motion.</p> <p>The motion passed via a 6-2 roll call vote: Ms. Beal: yea Mr. Benson: yea Mr. Desmond: yea Mr. Dreyer: yea Ms. Harden: yea Mr. Leader: nay Mr. Rogers: nay Mr. Winand: yea</p>	
7:27 p.m.	<i>Executive Session – For the purpose of attorney-client discussions including without limitation those addressed by Ohio Revised Code Section 12122 (G)(7)</i>	Mr. Winand	A motion was made by Mr. Desmond and seconded by Ms. Harden to recess for the stated purpose and go into Executive Session.	
	<i>Discussion of Executive Session</i>		There was no discussion of the Executive Session.	
7:59 p.m.		Mr. Winand	Being no further business, the meeting was adjourned.	
Minutes submitted by:		Approved by:		
Brenda Harden, Secretary		Brent Winand, Chair pro tem		

**MORROW COUNTY HOSPITAL
BOARD OF TRUSTEES**

RESOLUTION

WHEREAS, the Morrow County Commission members of the Hospital Appointing Authority of Morrow County have purported to convene a hearing for the purpose of removing individual Trustees without sufficient grounds;

WHEREAS, the law firm of Dinsmore & Shohl LLP has been representing this Board and the Morrow County Hospital in litigation involving the Morrow County Commission and the Hospital Appointing Authority;

RESOLVED, that to avoid any doubt as to legal representation of such individual trustees, Dinsmore & 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 and/or the Authority from taking improper actions concerning the removal and appointment of Trustees and any other actions by the Morrow County Commission and/or the Authority involving individual Trustees, this Board, and/or the Morrow County Hospital, and to generally furnish legal representation to such Trustees and entities on such matters;

RESOLVED, that with respect to the three individual removed Trustees, Morrow County Hospital shall pay no more than (1) the liability insurance cap applicable or, if no coverage is forthcoming, (2) \$50,000 per Trustee but no more than \$100,000 per occurrence.

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

FURTHER RESOLVED, that all actions previously taken or that will be taken by any officer or trustee of Morrow County Hospital 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 trustees and officers.

Date of Passage: November 12, 2020

BOARD OF MORROW COUNTY HOSPITAL TRUSTEES

By *Brent Winand*
Brent Winand, Chair

Attest: *Brenda J. Harden*
Brenda Harden, Secretary