

MEETING: **Board of Trustees**
 DATE: **October 26, 2021**
 TIME: **6:00 p.m.**
 LOCATION: **Hybrid: In-person with Zoom option**
Room A

Board Members:

- Richard Benson, Chair
- Earl Desmond, Vice Chair
- Brenda Harden, Secretary
- Carolyn Beal
- Joe Dreyer
- Jon Mason
- Ron Ragor
- Dan Rogers
- Vince Trago, Physician Healthcare Advisor
- Eddie Lou Meimer, Parliamentarian

Other Attendees

- Tim Abraham, Guest
- Shelly Burgin, Guest
- Jon Christensen, Attorney
- Phil Ennen, Guest
- Michael Davis, Guest
- Eric Draime, Guest
- Dr. Grant Galbraith, MD, Medical Staff President
- Le-Ann Harris, VP Patient Care Services
- Cheryl Herbert, Sr. VP Regional Operations, OhioHealth
- Dr. Matthew Hintz, Medical Staff
- Joe Lyren, OhioHealth VP of Finance
- Conni McChesney, Controller
- CJ Miller, President & CEO
- Jerome Morasko, Guest
- Michael Patterson, Director of Operations
- Tim Siegfried, Morrow County Commissioner
- Jennifer Voltz, Executive Assistant
- Andy Ware, Guest

*additional unidentified guests

TIME	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
6:00 p.m.	Call to Order	Mr. Benson	Mr. Benson called the meeting to order at 6:00 p.m.	
	Roll Call	Ms. Voltz	Ms. Beal – present Mr. Benson – present Mr. Desmond – present Mr. Dreyer – present Ms. Harden – present	

			<p>Mr. Mason– present Mr. Ragor – present Mr. Rogers – present</p>	
	Approval of Board of Trustees Minutes, , September 21, 2021 Special Meeting	Mr. Benson	Members of the Board of Trustees unanimously approved the minutes of the special Board of Trustees meeting September 21, 2021 as presented by a show of hands.	
	Approval of Board of Trustees Minutes, September 28, 2021 Regular Meeting	Mr. Benson	Members of the Board of Trustees unanimously approved the minutes of the regular Board of Trustees meeting on September 28, 2021 as presented by a show of hands.	
	September Financial Results & September Finance & Audit Committee Minutes		<p>Ms. McChesney presented the September 2021 financial report.</p> <ul style="list-style-type: none"> • Net Operating Income of \$199k on a budgeted loss of \$145k. • YTD Net Operating Loss was \$457k on a budgeted loss of \$1.4M • Net Income was \$356k on a budgeted loss of \$30k • YTD Net Income was \$4.4M on a budgeted loss of \$396k <p><u>Driving Factors</u></p> <ul style="list-style-type: none"> • Gross patient revenue was favorable to budget by \$1.2M • All volumes were favorable to budget • Days Cash on Hand increased due to receiving HCAHP \$1.4M and Medicare settlement of \$989k <p><u>Volumes</u></p> <ul style="list-style-type: none"> • There were 42 admissions. Twenty-one were patients with Covid • All departments had positive variances • Days Cash on Hand increased due to receiving HCAHP \$1.4 and Medicare settlement of \$989k <p><u>Revenue</u></p> <ul style="list-style-type: none"> • Med/Surg & ICU revenue: 173% of department budgeted revenue • ED & Urgent Care: 103% of department budgeted revenue • Surgery: 192% of department budgeted revenue • Lab revenue: 114% of department budgeted revenue • Radiology: 129% of department budgeted revenue <p><u>Expenses</u></p> <ul style="list-style-type: none"> • Expenses were \$231k unfavorable, or 13.2% to budget • Salaries were unfavorable to budget \$28k • Professional fees were unfavorable to budget \$15k • Purchased services were unfavorable to budget \$13k 	

			<ul style="list-style-type: none"> Supplies and other were unfavorable to budget \$181k <p>Key Performance Indicators</p> <ul style="list-style-type: none"> Hospital Net Days in A/R increased from 30.5 to 37.3 Days Cash on Hand increased from 237.3 to 269.2 without MCH Foundation. Days Cash on Hand increased from 273.3 to 304.9 with MCH Foundation <p>ED transfers were 6% on a budget of 8%.</p> <p>Members of the Board of Trustees unanimously approved the minutes of the Finance and Audit Committee meeting on October 20, 2021 as presented by a show of hands.</p>	
	2022 Capital & Operating Budget	Ms. McChesney	Ms. McChesney presented the 2022 Capital & Operating Budget. A motion was made by Ms. Harden and seconded by Mr. Mason to approve the 2022 Capital and Operating Budget. The motion unanimously passed by a show of hands vote.	
	October 5, 2021 Medical Executive Committee Minutes	Dr. Galbraith	Dr. Galbraith presented the minutes of the October Medical Executive Committee Meeting. Members of the Board of Trustees unanimously approved the minutes of the October 5, 2021 Medical Executive Committee Meeting as presented by a show of hands.	
	Ethics Advisory Minutes	Dr. Harris	Dr. Harris presented the minutes of the third quarter Ethics Advisory Committee Meeting. Members of the Board of Trustees unanimously approved the minutes of the October 20, 2021 Ethics Advisory Committee Meeting as presented by a show of hands.	
	Administrative Council Report	Dr. Harris	Dr. Harris reported that Dr. Guth continues to perform total joint replacement surgeries. A new cooler was purchased for the morgue and is now in place. October is physical therapy month and the rehab staff is conducting a canned food drive. The community blood profile was held in early October and was a success, with many residents taking advantage of the service. The fourth Covid surge had greater impact on the hospital than previous surges. It affected patients, staff and the supply chain. An increased number of Covid patients have been admitted, higher numbers of patients received monoclonal antibodies and there has been an increased mortality rate. Disruptions in the supply chain make ordering more time-consuming for managers and, in some cases, impossible.	
	OhioHealth Report	Ms. Herbert	Ms. Herbert had no updates from OhioHealth.	


	<p>Resolution to Appointment an RFP Committee</p>	<p>Mr. Benson</p>	<p>A motion was made by Mr. Ragor and seconded by Mr. Rogers to adopt a resolution to form an RFP committee. The motion passed by a unanimous show of hands vote.</p> <p><u>Resolution of the Board of Trustees of Morrow County Hospital</u></p> <p>WHEREAS, the Board of Trustees ("Hospital Board") of Morrow County Hospital ("MCH") has decided to conduct a Request for Proposal ("RFP") concerning potential partners, acquirors, lessees, affiliates, managers or other relationships of or with healthcare systems (collectively, "health care partners");</p> <p>WHEREAS the Hospital Board wishes to identify such organizations as are fiscally strong and willing to work with the Hospital Board to craft an agreement that, if adopted, will improve the financial strength of MCH and allow MCH to keep operating in the foreseeable future.</p> <p>NOW THEREFORE BE IT RESOLVED that in furtherance of the above an RFP Committee be constituted composed of Tim Siegfried and the following members:</p> <p>Ron Ragor Earl Desmond Joe Dreyer Richard Benson</p> <p>FURTHER RESOLVED, that the members shall select additional members, consisting of 1-2 physicians, 1-2 registered nurses, plus up to one additional expert who shall not be a member or other affiliate of MCH or any potential health care partner.</p> <p>FURTHER RESOLVED, that such committee shall have the following duties:</p> <ol style="list-style-type: none"> 1. Drafting an RFP and submitting it for the approval of the Hospital Board and the Morrow County Board of Commissioners (the "County Board") for their respective approvals; 2. Submitting the approved RFP to such potential partners and/or buyers as the Hospital Board may approve; 3. Vetting responses to the RFP and selecting up to three (or, with Hospital Board approval, more than three) such responses for presentation to the Hospital Board and the County Board. 4. Facilitating the RFP process via plant tours and other such activities deemed desirable by the Hospital Board Chair; and 5. Such other actions as may be necessary or desirable for the fulfillment of the RFP Committee's functions and this Resolution. 	
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	<i>MCH Foundation Board of Directors Appointments</i>	Mr. Benson	<p>A motion was made by Ms. Harden and seconded by Mr. Desmond to appoint each of the eight members of the Morrow County Hospital Board of Trustees to also serve as the Board of Directors for the Morrow County Hospital Foundation. The motion passed unanimously by a show of hands vote.</p>	<p>The MCH Foundation Board of Directors will meet on November 23, 2021 at 5:30 p.m., immediately prior to the Board of Trustees meeting.</p>
6:37 p.m.	<i>Executive Session for the purpose of:</i> <i>Attorney-client discussions, including without limitation, those addressed by O.R. C. Section 121.22 (G)(3) and to discuss trade secrets as defined by O.R.C. Section 121.22(G)(7).</i>	Mr. Benson	<p>A motion was made by Mr. Dreyer and seconded by Mr. Desmond to go into executive session for attorney-client discussions addressed by O.R.C. Section 121.22 (G)(3) and to discuss trade secrets as defined by O.R.C. Section 121.22(G)(7).</p> <p>The motion was approved unanimously by a show of hands vote and the board entered executive session with Mr. Christensen, Dr. Trago and Ms. Herbert at 6:37 p.m.</p> <p>Ms. Herbert exited executive session at 6:50 pm. Dr. Trago and Mr. Christensen remained in executive session until its conclusion.</p>	

MINUTES

8:01 p.m.	<i>Return from Executive Session</i>	Mr. Benson	A motion was made by Mr. Dreyer and seconded by Ms. Beal to return to regular session at 7:58 p.m. The motion was approved unanimously by a show of hands vote and the board returned from session and entered regular session with Mr. Christensen and Dr. Trago at 7:58 p.m.	
	<i>Discussion of Executive Session</i>	Mr. Benson	There was no discussion of executive session.	
8:03 p.m.	<i>Adjournment</i>	Mr. Benson	Being no further business, a motion was made by Mr. Dreyer and seconded by Mr. Desmond to adjourn the meeting at 8:03 p.m. The motion passed unanimously by a show of hands vote.	

Minutes submitted by: Approved by:

Brenda Harden, Secretary  Richard Benson, Chair 