

**AT A BOARD OF DIRECTORS MEETING OF THE CAPITAL
REGIONAL MEDICAL CENTER-GADSDEN MEMORIAL
CAMPUS HELD ON MARCH 17, 2016 AT 5:00 P.M., THE
FOLLOWING PROCEEDINGS WERE HAD, VIZ:**

Present:

Craig McMillan, Chair
Herb Sheheane, Vice-Chair
Jimmy Suber, Secretary-Treasurer
Dr. Hantz C. Hercule, M.D., Ph.D
Scott Whitehead
Sam Palmer
Sen. Fred Dudley
Arriane Graham
Arrie Battle
Mike Glazer, Hospital Attorney
Arthur Lawson, Assistant County Administrator
Mark Robinson, CEO, CRMC
Marcella Blocker, Deputy Clerk

Chair McMillan called the meeting to order at 5:00 p.m. and said he would like to amend the Agenda to include the minutes from the last meeting.

UPON MOTION BY MR. DUDLEY AND SECOND BY MR. PALMER, THE BOARD VOTED 7-0 TO AMEND THE AGENDA.

Citizens Requesting to Be Heard

Chair McMillan asked if there were any citizens that wished to speak and there was no-one.

Jimmy Suber appeared at this juncture of the meeting.

GENERAL BUSINESS

Mr. Dudley asked Chair McMillan if he was going to ask for a motion to approve the minutes because he had questions regarding the minutes and Chair McMillan said yes.

MOTION WAS MADE BY MR. DUDLEY AND SECOND BY SCOTT WHITEHEAD. MR. DUDLEY HAD QUESTIONS.

Mr. Dudley said at the bottom of the first page, Chair McMillan asked Mr. Robinson if there would be more surgeries and thought essentially the answer was no and asked if he was reading it correctly. Chair McMillan said he asked if they would be using the surgical suite and he said no. Mr. Dudley asked if that would be for surgeries and Chair McMillan said he had spoken of the fact that he had a surgeon coming over and he said no, they would not. Mr. Dudley said Mr. Robinson also said there was not the volume to do surgery and he said Mr. Glazer asked if the cardiologists were doing stress tests and Dr. Hercule made the point that he thought they could be done there. Chair McMillan said Mr. Robinson was unsure if they were being done in Quincy. Mr. Dudley said the clarification answered his question but would like to see them follow-up on that matter.

CHAIR MCMILLAN ASKED IF THERE WAS ANY MORE DISCUSSION REGARDING THE MINUTES AND THERE WAS NOT. HE THEN CALLED FOR THE VOTE. THE BOARD VOTED 8-0 BY VOICE VOTE TO APPROVE THE MINUTES.

1. Election of Officers

Chair McMillan said the next slate of business was Election of Officers. He said the current officers were Craig McMillan, Chairman; Herb Sheheane, Vice Chairman; and Jimmy Suber was Secretary-Treasurer. He said they would now entertain motions for other slates.

Mr. Dudley said there were new members on board and would like to see everyone participate. Mr. Dudley said his thought was to re-elect the same slate for one year to give the newer members time to acclimate to the Board and in one year open it up and maybe even have a nomination committee.

Arriane Graham appeared at this juncture of the meeting.

Ms. Battle asked how long they had served on the Board and Chair McMillan said for a long time.

Mr. Palmer said he was receptive to going along with Mr. Dudley's suggestion. Ms. Battle said Chair McMillan talked like he was willing to step down now.

Mr. Glazer said their By-laws call for an Annual Meeting and they do this every year.

Mr. Sheheane said from his standpoint, the Vice Chair and the Secretary-Treasurer were not as critical but the Chair was critical and whoever served in that position needed to have a lot of experience to lead them in the right direction with the Hospital and he was unsure at this point if anyone had the expertise besides Craig McMillan to do so.

Mr. Dudley agreed.

MR. DUDLEY MADE A MOTION FOR MR. MCMILLAN TO SERVE ONE MORE YEAR, ARRIE BATTLE TO SERVE AS VICE CHAIR AND SOMEONE TO SERVE AS SECRETARY TO MAKE SURE MINUTES WERE CORRECT. MR. PALMER MADE THE SECOND. THE BOARD VOTED 9-0 BY VOICE VOTE TO APPROVE THIS MOTION.

MS. GRAHAM MADE MOTION TO SPLIT SECRETARY AND TREASURER INTO TWO POSITIONS. MR. DUDLEY MADE THE SECOND. THE BOARD VOTED 9-0 BY VOICE VOTE TO APPROVE THE MOTION.

MS. GRAHAM MADE A MOTION FOR JIMMY SUBER TO SERVE AS TREASURER AND SECOND MADE BY MR. DUDLEY. THE BOARD VOTED 9-0 BY VOICE VOTE TO APPROVE THIS MOTION.

UPON MOTION BY MR. DUDLEY TO NOMINATE MR. PALMER, SECOND WAS MADE BY MR. WHITEHURST. THE BOARD VOTED 9-0 BY VOICE VOTE TO APPROVE THIS ITEM.

2. Discussion of Quarterly Meetings

Mr. McMillan said next on the agenda was the discussion of quarterly meetings.

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Mr. Dudley said he felt a good idea to approve quarterly meetings and would like to stay away from the middle of the month because he was usually out of town.

Mr. McMillan wanted to pick a set day of the month to schedule quarterly meetings. He then suggested the next meeting be Thursday, June 16th at 5:00 p.m. at the Hospital.

Mr. Suber asked if no reason to meet was it subject to being cancelled and Mr. McMillan said yes, if there was nothing for them to discuss.

Mr. McMillan said the next meeting after that would be September 15th and setting it the third Thursday of the last month of the quarter.

UPON MOTION BY MR. SUBER TO HOLD THE MEETINGS ON THE THIRD THURSDAY OF THE THIRD MONTH OF THE QUARTER AND SECOND WAS MADE BY MR. WHITEHURST. THE BOARD VOTED 9-0 BY VOICE VOTE TO APPROVE THIS ITEM.

DISCUSSION ITEMS BY BOARD MEMBERS

Mr. Dudley said it might be helpful for Mr. Glazer to give a refresher on instructions regarding public meetings.

Mr. Glazer said any documents exchanged, emails, or any other communications would be a matter of public record and needed to be preserved and for them to not discuss any matters that come before the Board other than in a noticed meeting.

Mr. Dudley said in addition to it being a violation of law, it could be grounds for removal, a lawsuit, incur attorney's fees and could taint decisions they do make in a properly called constituted meeting if members have already talked about it outside of the public forum and could be challenged if proven there was a violation and could nullify the action taken as a body.

Laurel Bradley mentioned at one of the Board meetings, one of the commissioners asked Mr. Presnell to hold ethics training for all the committees, including GHI.

MOTION TO ADJOURN

THERE BEING NO FURTHER BUSINESS TO COME BEFORE THE BOARD, CHAIR McMILLAN DECLARED THE MEETING ADJOURNED.

**CRAIG McMILLAN, Chair
GADSDEN HOSPITAL INC. BOARD OF DIRECTORS**

ATTEST:

MARCELLA BLOCKER, Deputy Clerk