

**AT A REGULAR MEETING OF THE GADSDEN HOSPITAL, INC.
BOARD OF DIRECTORS HELD IN AND FOR GADSDEN
COUNTY, FLORIDA ON MARCH 13, 2018 AT 5:00 P.M., THE
FOLLOWING PROCEEDING WAS HAD, VIZ.**

Present:

Craig McMillan, Chair - P
Herb Sheheane, Vice-Chair - P
Jimmy Suber, Secretary-Treasurer - P
Dr. Hantz C. Hercule, M.D., Ph. D – P (arrived late)
Scott Whitehead - P
Sam Palmer - P
Sen. Fred Dudley - A
Arriane Graham - P
Arrie Battle – P (arrived late)
Mike Glazer, Hospital Attorney
Brad Johnson, Assistant County Administrator
Allen Kessee, CRMC
Nicholas Thomas, Clerk
Beryl Wood, Deputy Clerk

General Business

Call to Order – Craig McMillian

Chair McMillan called the meeting to order.

1. Approval of Minutes March 17, 2016

Chair McMillian pointed out there needed to be a correction on page 2, Election of Officers the very last sentence, to add Mr. Palmer for Secretary.

UPON MOTION BY MR. SUBER AND SECOND BY MR. SHEHEANE, THE BOARD VOTED 6 – 0, BY VOICE VOTE, FOR APPROVAL OF THE MARCH 17, 2016 MINUTES WITH THE NECESSARY CORRECTIONS AS STATED ABOVE.

August 30, 2016

UPON MOTION BY MR. SHEHEANE AND SECOND BY MR. WHITEHEAD, THE BOARD VOTED 6 – 0, BY VOICE VOTE, FOR APPROVAL OF THE AUGUST 30, 2016 MINUTES.

2. Appointment/Re-appointment of Members to the Board of Directors

Chair McMillan explained this was their annual meeting and this agenda item sought appointment/re-appointment of members to the GHI Board of Directors. The relevant requirements based on the Articles and Bylaws of GHI could be summarized as follows. He said they met with the County Commissioners a few weeks ago and at the meeting the Board reappointed:

CLASS ONE: (term to expire 12/31/2017)

James Suber, Scott Whitehead, Arriane Graham

UPON MOTION OF MR. PALMER AND SECOND BY MR. WHITEHEAD, THE BOARD VOTED 6 - 0, FOR THE BOARD RECOMMENDED APPOINTMENTS FOR THE FOLLOWING ABOVE NAMES TO THE GADSDEN HOSPITAL, INC. BOARD OF DIRECTORS.

- All GHI Board members are appointed by and serve at the discretion of the Board of County Commissioners of Gadsden County.
- All GHI Board members must be residents of Gadsden County or a person that owns or a full-time employee of a business with a permanent location in Gadsden County.
- GHI Board member terms are for 5 years with the eligibility of reappointment. Terms run on a calendar year basis.
- The GHI Board member terms are for 5 years with the eligibility of reappointment. Terms run on a calendar year basis.
- The GHI Board should have nine members. However, as few as five and as many as eleven are authorized.
- One director should be a doctor, but the Board is authorized to act without a physician member.
- There are supposed to be three groups of directors with staggered terms.
- The Board of County Commissioners is supposed to be given a 90-day notice of the term expiration of any director unless there is a resignation. In this case, notice is to be given as soon as reasonably possible.
- Board members automatically carry over if the term expires without either a reappointment or replacement member.

Election of Officers (Craig McMillan, Chairman)

Chair

MR. SUBER MADE A MOTION FOR MR. HERB SHEHEANE TO SERVE AS THE CHAIR FOR THE 2018 YEAR. MR. WHITEHEAD MADE THE SECOND. THE BOARD VOTED 6 – 0, BY VOICE VOTE, TO APPROVE THIS MOTION.

Mr. Sheheane conducted the remainder of the elections.

Vice – Chair

MRS. GRAHAM MADE A MOTION FOR MRS. ARRIE BATTLES TO SERVE AS THE VICE – CHAIR FOR THE 2018 YEAR. MR. PALMER MADE THE SECOND. THE BOARD VOTED 6 – 0, BY VOICE VOTE, TO APPROVE THIS MOTION.

Treasurer

MR. WHITEHEAD MADE A MOTION FOR MR. JIMMY SUBER TO SERVE AS THE TREASURER FOR THE 2018 YEAR. MRS. GRAHAM MADE THE SECOND. THE BOARD VOTED 6 – 0, BY VOICE VOTE, TO APPROVE THIS MOTION.

Secretary

MR. PALMER MADE A MOTION FOR MRS. ARRIANE GRAHAM TO SERVE AS THE SECRETARY FOR THE 2018 YEAR. MR. SUBER MADE THE SECOND. THE BOARD VOTED 6 – 0, BY VOICE VOTE, TO APPROVE THIS MOTION.

4. General Discussion

(All)

Mr. McMillan recognized Allen Keesee, new CEO of CRMC. He said he formerly served as COO, which many knew him from. He said as of today he has served for 7 days and he was glad to be back. He said he visited the Gadsden Center on Sunday and met folks and looked around. He said it was his commitment that they continue to grow and be a part of this community. He said they looked forward to serving the citizens of Gadsden County.

Mr. Sheheane asked was there anything going on that they should about.

Mr. Kessee responded that they would start ultrasound services soon. He said they have started the analysis.

Mr. McMillan asked CRMC to do a better job at letting people know what is being offered, such as the services, beyond the Emergency room such as MRI, Lab, and Ultrasound instead of having to go to Tallahassee. Another issue he brought up was that they were in dire need of an urgent care facility. He asked that they move in that direction. He said there were too many times people needed to go to an urgent care for services but were going to the hospital because that was what we had and the cost to the patient was a great deal. He asked how much utilization there was with the timeshare right not.

Mr. Keesee responded the use was not great; it was minimal although there was plenty of capacity and opportunity.

Mr. McMillan asked was Dr. Hart utilizing the space in the old Urgent Care Facility.

Mrs. Battles said Dr. Celeste Hart was at the Gadsden Campus once a month on a Saturday from 10:00-2:30 pm.

Clyde Collins, Building Official, said they would need to do work on the facility, to upgrade it.

Mr. McMillian said they tried to encourage her to go into the timeshare spot, but CRMC thought this spot would be more conducive. He said that was not what she wanted.

Mr. Suber asked were people using the facility.

Mrs. Graham said she would like to see an Urgent Care versus Emergency Care. She said the County was in dire need of an Urgent Care Facility and asked was there a cost difference. She said there was no walk in services, after hours or weekends. She said they were a commuting County where most people drove to surrounding counties and this would only be an addition. She said that CRMC did offer those services because there was an Urgent Care Facility in Southwood and other places in Leon County. She said it would be an addition to the Emergency Care adding the Urgent Care. She said it was two different entities.

Mr. McMillian commented on how CRMC entered an agreement about 2 years ago where they started to reimburse the County for ambulance runs up to the tune of a \$150,000.

Attorney Glazer said most of the runs the County can bill for them. He said Medicare did not allow for them to be paid for. He said with the amendment that was done in 2008 CRMC now picked up that cost. The estimate was between a \$150,000 -\$180,000 per year. He did not have exact figures based on the number of runs.

Mrs. Graham asked what happens to the extra, the other people.

Attorney Glazer said the other people the County can actually bill for them.

Mr. McMillian said CRMC has been great. They stepped up on that issue which they didn't have to do. They are licensed as a hospital and are serving as an Emergency room and therefore that hospital has to provide those services. He said that was very dear at the start to keeping a hospital license.

Attorney Glazer said it was actually the license of CRMC Emergency Room Tallahassee.

Mrs. Battles asked if CRMC was building other emergency room in Tallahassee.

Mr. Keese said they plan on building two on at N Munroe and I-10 and one on Orange Avenue and Capital Circle Southwest. He said those properties would mirror what is in Gadsden. He said they would have a CT scanner, Lab, Registrar, Triage Nurse, Emergency Room Physician, Exam Room for patients, etc....

Mrs. Battles asked what the hold-up was to do same in Gadsden. "Why can't we partner with the FSU medical school to do something out here?" She mentioned the half-cent sales tax.

Mr. Kessee said that was a great idea and would like to meet with those students to keep them in the North Florida area.

Mrs. Battles commented that they should contact FSU Medical School since they were the ones who are in need of their services. She said they come over anyway to visit the schools and other places, why not have them partner with the hospital to help with indigent care. Mr. Herb Sheheane said he would ask FSU about partnering with the County.

Mr. McMillan commented it sounded as if they were alluding to the fact that they were turning people away. He then asked were they?

Mrs. Battles replied yes, there were people in the community that said they had been turned down.

Attorney Glazer said that anyone could start an Urgent Care Center.

Sam Palmer asked would the new facility in Tallahassee have the 12 beds.

Mr. Kessee said it would essentially be the same that they had in Gadsden County. He said they would have bays, not beds. It would be the same as Gadsden, no one would spend the night.

Attorney Glazer stated the newspaper said they have beds, but they don't have beds, it was bays.

Mr. McMillian said the County did technically have a license for beds.

Attorney Glazer said that was correct and it was for 4, but they aren't being operated right now.

Mrs. Battle asked what they could do to get the beds operable. She said she wanted them to come to a median where the hospital served the citizens and they all get something out of it.

Clerk Thomas said the County did have monies set aside, in the event CRMC did decide to expand the hospital in the future. He said they have \$813,000 that can be used for the hospital. He said it would probably be a million next year. He pointed out if CRMC expanded the services for Buildout there were resources.

Mr. Kessee said that information was good to know. He said there are two components the Capital component, which is the Buildout and the possibility of hiring staff both needed to be studied. He said they would definitely look at it. He said the main thing was that they have a safe high-quality facility.

Mr. Collins voiced they needed to keep a rainy day fund to be able to replace equipment.

Mr. McMillan said when the hospital was open it had 25 beds and only 2 beds a day were being filled. He said they don't have the doctors here to admit people.

Mr. Battles said a resolution to the situation with the doctors was they could partner with FSU medical students.

Mr. McMillan stated they would have to think of the number of people that would have to be hired to make it a hospital and such as food services, cleaning, etc.

Mr. Kessee said this meeting was productive and there was a lot to take into consideration. He said FSU Medical and the addition of Ultrasound and would most definitely evolve the hospital.

Mrs. Battles questioned how to get figures on the births from Gadsden County that were being had at CRMC. She said there was a question as to who gets the credit Tallahassee or Gadsden County.

Mr. Kessee said the Department of Health; Vital Statics would have that information.

Mr. McMillan said that Physical Therapy would like to come to Quincy as a service. He said they should really consider looking into it.

Mrs. Battles asked about Ambulance Service being at the hospital.

Mr. Collins said there were plans to put in place where Dr. Hart is. He said it was an issue with EMS not wanting to be so close to the hospital.

Mrs. Jackson said they were taking everything into consideration and all options.

Attorney Glazer said Friday, March 16, 2018, would be the 8 year anniversary when they signed the lease for the hospital.

Mrs. Battles discussed the Half Cent Sales Tax. She asked why we couldn't take some of the money could not be used to help those people that had fallen through the crack.

Mr. McMillan said that it was his recollection that some of those funds were going to the Health Council.

Clerk Thomas said pretty much all money that came in goes out every year, the debt first, CRMC, Health Department and the Health Council. Clerk Thomas passed out a handout on financials. He explained the handout to the Council. He said the debt services came first, the language in the contract stated that CRMC was guaranteed a certain amount or a maximum of 75%. He said they disperse the monies on a monthly basis.

Attorney Glazer said when they first did the lease CRMC got this portion and the interest off the old trust. He said they negotiated with them by amendment in which they gave up the interest on the trust as long as the revenue from the tax was at least a certain level and this was. CRMC gave up the right and that allowed the County to grow the trust. He said the building and equipment would have to be upgraded at some point. . He said the trust was growing and provided that pot of money when the time came.

Mr. Sheheane said with so many citizens living below the poverty level with the Indigent funds, does Medicaid pick up a certain piece of the bill. He asked were they stable in the County, with those that could not pay their bills. He asked was it increasing or decreasing.

Mr. Kesse said he didn't know, but he could have CFO, Christian Dire prepare a report that could highlight that information with other important pertinent numbers such as the number of folks they have helped enroll in Medicaid.

Attorney Glazer said because that facility was legally an Emergency Room and they have to stabilize the patients whether they have the ability to pay or not and that was based on federal laws.

Mr. McMillian said if anyone was turned away from the emergency room, please contact the CEO at CRMC.

Citizens requesting to be heard on Non-Agenda Items (3-minute limit)

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

It was the consensus of the Board that the next meeting time would be as needed, quarterly in 3 months.

Mr. Sheheane thanked Mr. Craig McMillan for serving as Chair since the year 2000.

MOTION TO ADJOURN

THERE BEING NO FURTHER BUSINESS TO COME BEFORE THE BOARD, CHAIR SHEHEANE DECLARED THE MEETING ADJOURNED AT 5:51 P.M.

HERB SHEHEANE, Chair
GADSDEN HOSPITAL INC. BOARD OF DIRECTORS

ATTEST:

NICHOLAS THOMAS, Clerk