

**AT A BOARD OF DIRECTORS MEETING OF THE CAPITAL
REGIONAL MEDICAL CENTER-GADSDEN MEMORIAL
CAMPUS HELD ON FEBRUARY 15, 2016 AT 5:00 P.M.,
THE FOLLOWING PROCEEDING WERE HAD, VIZ:**

Present:

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

1. Approval of Minutes

February 5, 2015-Annual Meeting

Chair McMillan called the meeting to order at 5:02 p.m. and said first on the Agenda was to welcome the new member, Arriane Graham, and had everyone present introduce themselves.

Chair McMillan said thy needed to approve the minutes from last year's meeting.

UPON MOTION BY HERB SHEHEANE AND SECOND BY FRED DUDLEY, THE BOARD VOTED 5-0 BY VOICE VOTE TO APPROVE THE MINUTES.

Arrie Battle and Dr. Hercule arrived at this juncture of the meeting.

Mark Robinson, CEO, CRMC, gave the Board a brief update and informed them of the new physicians at the Hospital.

Sam Palmer arrived at this juncture of the meeting.

He presented the Timeshare Schedule to the Board and said it had not changed in the fact that OB/GYN, Cardiology and General Surgery are represented at the Gadsden Memorial Campus and Dr. Kirk with Vascular Surgery would be added in the future.

Chair McMillan asked Mr. Robinson with the addition of Dr. Kirk if he saw in the future them using the surgical suite and Mr. Robinson said no, he felt there would have to be a larger solution from the hospital perspective and there would not be the volume in order to do that here. Mr. Glazer asked if the Cardiologists were doing stress tests here and Mr. Robinson said he was not sure, if they were not, they should be. Dr. Hercule said he thought they were referring patients to Tallahassee, but felt it was something that could be done here.

Chair McMillan introduced Sam Palmer, one of the new members on the Board.

Mr. Robinson said they were looking at ways they could expand services within the Specialty Clinic and Stress and low-end cardiac imaging would be something they would look at.

He said they had gone through re-certification of distinction in several areas and pointed out the dates on the handout and said most of them were good through 2017 and they passed the surveys. Mr. Dudley asked if that was the Main Campus and Mr. Robinson said it was but the Gadsden Campus fell under the hospital and when they talked about being a stroke center, it also included the Quincy ER.

He said there were 98,801 visits to CRMC's ER in 2015 and 93,343 in 2014. Chair McMillan asked with the Affordable Care Act, why the increase because he felt people would be seeing primary doctors. Mr. Robinson said there was still a lot of uncertainty, ER's were the easy option, and with Capital Regional, there was a billboard that a white-coat could be seen in ten minutes. He shared statistics of the Emergency Departments at both campuses and a breakdown of patient care at the Gadsden campus with the Board members.

He said it had been nice working with Gadsden EMS and met with the Chief once every quarter, along with the front-line supervisors about the same frequency to talk about doing everything they could to keep them on the road with as few delays as possible.

He then went over projects and accomplishments for 2015 along with the updated hospital contract.

Chair McMillan said he was going to put in another plug and knew it went against the Emergency Room, but said they needed to look at urgent care also, that it was a big issue. He said employers with group health insurance complained to him all the time about no urgent care they could go to here. Mr. Robinson said maybe once there was a primary care physician here, they may look at expanding to an extended hours scenario to provide more access.

GENERAL BUSINESS

2. Approval of Third Amendment to Lease Agreement between Gadsden County, FL and Gadsden Hospital, Inc. and Tallahassee Medical Center, Inc.

Mr. Glazer said the other reason for the meeting tonight was for approval of the Third Amendment to the Hospital Lease Agreement between Gadsden County, Gadsden Hospital, Inc. and Capital Regional Medical Center and gave a brief background for the new members. He said when the Hospital was closed in 2005 by the State, the Hospital sat vacant for approximately five years. The County invested money to redo the facility but there was no operator. In the Summer of 2010, operation of the hospital was leased to CRMC. He added that Gadsden Hospital, Inc. was formed in 2000, the members being appointed by the Board of County Commissioners of Gadsden County and the license was held by Gadsden Hospital, Inc. in an inactive status. Because Gadsden Hospital, Inc. was the holder of the license, the agreement is a three party agreement with Gadsden Hospital, Inc., Board of County Commissioners and CRMC.

He said this agreement would do two things:

- 1. Capital Expenditures.** The current threshold was set at \$1,000 and at the time the lease

was done, there were certain things the County was responsible for and others CRMC was responsible for and if expenditures were over \$1,000, it could be charged to the County, but not all were. With realization of recent events, it was decided that the amount was too low and it was raised to \$5,000. Mr. Glazer added that the Lease Amendment had been approved and signed by the Board of County Commissioners and CRMC. He said that typically they would try to meet first with CRMC and the GHI Board but because of logistics and meeting in the Sunshine, it did not work that way this time.

2. **Section 4.8 County EMS Services.** He said historically before this facility, Gadsden County had four ambulances on the road at any given time and once the hospital opened, a fifth ambulance was brought on almost exclusively for the purpose of being based at the hospital and transporting patients to Tallahassee quickly. He said at that time, Gadsden County could bill for any runs they could bill for, but a requirement that any runs that could not be billed for, they would not charge CRMC. He said there was a group of runs from the facility to Tallahassee that were not billable. He added that the cost of the hospital based ambulance was approximately \$300,000 a year and they were only collecting approximately \$172,000. He explained that if a patient came from the field to the Quincy facility, EMS could bill for it, or if the patient came from the field to CRMC in Tallahassee, EMS could bill for it, no matter who the payer was. If the patient went from the field to TMH, EMS could bill. If the patient came from the field to Quincy and was a Medicare patient, EMS could bill for the run to the Quincy facility. If the patient was then transferred from Quincy to TMH and was a Medicare patient, EMS could bill for it. However, under Medicare rules, if the patient comes from Quincy to CRMC, Medicare would not pay for it because it was considered an "intra-facility transfer" and was as if they were moving the patient from one side of the hospital to another.

Senator Dudley asked if they agreed to it, they were not favoring one hospital over another and Mr. Glazer said no.

Mr. Glazer said historically Gadsden County could not get any money for the runs and now CRMC, through a negotiation, agreed to pay \$300 per transport from Quincy to Capital Regional and by estimation, if the same number of people were transferred from Quincy to CRMC as they were during the twelve month period, it would generate approximately another \$170,000.

Ms. Battle asked if CRMC was going to pay the County the money and he said yes, for each run and so instead of the ambulance losing money, it should make a little and would help contribute to the overall deficit that EMS had in general.

Ms. Graham asked how CRMC would absorb the costs, if it would be passed on to the County in some sort of way to the non-Medicare patients that came from Gadsden County. Mr. Robinson said CRMC would absorb it.

Senator Dudley said when he first read the document, he had many concerns, but Mr. Glazer took the time to explain it to him, just as he had to them all now.

Ms. Battle asked if John Doe was transferred to the Emergency Room here, decided he wanted to go to TMH and not CRMC, who would absorb that cost? Mr. Glazer said at that point, EMS could bill Medicare.

Chair McMillan said this showed another step where CRMC was trying to be a good partner with the County.

UPON MOTION BY JIMMY SUBER AND SECOND BY HERB SHEHEANE, THE BOARD VOTED 8-0 TO APPROVE THIS ITEM.

Senator Dudley asked for a report from the Clerk regarding the trust fund and Chair McMillan said it was his understanding the BOCC wanted to have a joint meeting with them.

Ms. Battle asked how often the Board met and Chair McMillan said as they did it as needed. She asked if they felt it would be to their advantage to meet at least every six months. Chair McMillan said he did not see a problem with it; it would be at the pleasure of the Board.

Mr. Palmer felt they should have a set quarterly meeting and if there were no issues, then they did not need to meet.

Chair McMillan said the annual meeting was coming up and was something to think about and would be the time to discuss it then.

Dr. Hercule felt it was important to have the Board and felt it served a purpose and was helpful.

Ms. Battle said with this Board, there was community input.

Mr. Suber said with how things had gone the past six years, he felt they (BOCC) appreciated there was a structure but the reality was they did not want to have to start this all over again and there was six years of wonderful performance; and was willing to serve.

Mr. Glazer said one thing he felt was Gadsden County was not in the hospital business, the hospital business had been turned over to CRMC. He added this board had served a valuable data gathering and information gathering and was a sounding board to the CEO and the hospital occupied two-thirds of the structure and there still was one-third that was empty. He added one thing they had talked about over the years that the Board could do was if the opportunity presented itself, they could be a facilitator and advisory board to the BOCC.

Ms. Battle said that was her point was to have the community input and not let one person decide what would be done and was the reason she said the Board needed to set a valid meeting date, quarterly or annually and felt should be done before meeting with the BOCC.

QUESTIONS AND COMMENTS

Gadsden Hospital, Inc. Board Meeting
February 15, 2016

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:

NICHOLAS THOMAS, Clerk