

**BEAUFORT MEMORIAL HOSPITAL BOARD OF TRUSTEES
BOARD MEETING – OPEN SESSION**

MINUTES – June 28, 2017

BOARD MEMBERS PRESENT: Terry Murray (Chair), Bill Himmelsbach (Vice-Chair), David Tedder (Secretary), David House, Kathy Cooper, Andrea Allen, Mark Dean, M.D., Faith Polkey, M.D., Norman Bettle, M.D., and Stacey Johnston, M.D.

OTHERS PRESENT: Russell Baxley, Hugh Gouldthorpe, Kurt Gambla, D.O., Ed Ricks, Brian Hoffman, Ken Miller, Debbie Schuchmann, Chris Ketchie, Karen Carroll, Courtney McDermott, Allison Coppage, and Anna Sobiech

ABSENT: Alice Howard, Paul Sommerville, and Shawna Doran

Guests: Robert Achurch (Howell Gibson Hughes)

CALL TO ORDER: Mrs. Murray called the meeting to order at 7:30 a.m., and stated that the Press had been notified. A motion was made by Mr. House to go into Closed Executive Session at 7:30 a.m. with the seven Board members to discuss Strategic Planning, and Personnel Matters. The motion was seconded by Mrs. Allen, and unanimously approved.

MOTION: A motion was made by Mr. Tedder to go into Executive Session at 8:30 a.m. to discuss Quality Improvement, Medical Staff Credentialing, Strategic Planning, Contractual Arrangements, Legal and Personnel Matters. The motion was seconded by Mrs. Cooper, and unanimously approved. The meeting re-convened to Open Session at 9:50 a.m.

MOTION: A motion was made by Mr. Tedder, seconded by Mrs. Cooper to go into Open Session for the purpose of taking action on contractual matters at 9:50 a.m.

MOTION: A motion was made by Mr. Tedder, seconded by Mrs. Cooper to take action to make an affirmed defining that an emergency or existential circumstance exists that requires the Board to take final action without public notice under section 30-4-80A. The agenda item to be added to be identified is approval of the waiver and credit agreement matters as discussed in the executive session. Also adding a motion concerning entering into a services agreement between Beaufort Memorial County Hospital and a limited liability company to be formed with the MUSC Health Cancer Care Network, LLC in accordance with the written motion. Also adding a motion to approve the action of the Broad River Healthcare, Inc. Board of Directors entering into a joint venture with the MUSC Health Cancer Care Network, LLC in accordance with the written motion. Two thirds majority of those present.

ACTION ITEMS, POLICIES, DISCUSSION OR SUPPLEMENTAL INFORMATION:

MOTION TO ACCEPT THE RESOLUTION APPROVING THE FINAL FORM OF THE AMENDMENT TO THE MASTER TRUST AGREEMENT AND THE AMENDMENTS TO THE CREDIT AGREEMENTS RELATED TO THE 2011 AND 2014 BOND PURCHASES. Mr. Tedder made the motion, which was seconded by Dr. Dean. Unanimous approval.

MOTION TO APPROVE THE CONTRACT AS DISCUSSED IN EXECUTIVE SESSION WITH ATHENA HEALTH. Mr. Himmelsbach made a motion, which was seconded by Dr. Dean. Unanimous approval.

MOTION TO APPROVE THE AGREEMENT WITH KINDRED HEALTHCARE AS DISCUSSED IN EXECUTIVE SESSION. Mrs. Cooper made the motion, which was seconded by Mrs. Allen. Unanimous approval.

MOTION TO CONFIRM AND APPROVE the entering into of a Services Agreement (the “Services Agreement”) by and between Beaufort County Memorial Hospital (“BMH”) and the limited liability company (the “Company”) that is to be formed by and between Broad River Healthcare, Inc. and MUSC Health Cancer Care Network, LLC, which such Services Agreement will memorialize the terms and conditions governing the Company’s provision to BMH of: (i) certain radiation therapy and related medical equipment and mutually agreed replacements and additions thereto (collectively, the “Equipment”); and (ii) all technical personnel reasonably necessary to perform those procedures customarily performed with the Equipment, all of which will be provided and performed in spaces located on BMH’s main campus that will be operated as a provider-based department of BMH for Medicare billing and reimbursement purposes.

We, the Board of Trustees of BMH, in accordance with the authority vested in this Board of Trustees by the Amended and Restated BMH Board of Trustees Bylaws, hereby authorize BMH’s President and Chief Executive Officer to sign, execute, file, and deliver, as applicable, any and all documents and other instruments necessary or desirable to consummate the Services Agreement. Mr. Tedder made the motion, which was seconded by Mrs. Allen. Unanimous approval.

MOTION: We, the Board of Directors (“Board”) of Broad River Healthcare, Inc. (“Broad River”), in accordance with the authority vested in this Board by Broad River’s Second Amended and Restated Bylaws, hereby:

1. Confirm and approve Broad River’s entering into of a joint venture with MUSC Health Cancer Care Network, LLC (“AO/MUSC”), including but not limited to, by holding a membership interest in, and by executing and delivering an Operating Agreement as a member of, the limited liability company to be formed by AO/MUSC in furtherance of such joint venture, in addition to any and all other reasonably necessary or desirable documents and instruments ancillary thereto (collectively, the “Transaction”).
2. Authorize and direct Broad River’s Chief Executive Officer to sign, execute, file, and deliver, as applicable, any and all documents and other instruments necessary or desirable to effect the Transaction.

Mr. Tedder made the motion, which was seconded by Dr. Dean. Unanimous approval.

MOTION TO APPROVE THE AMERICAN WELL CONTRACT AS DISCUSSED IN EXECUTIVE SESSION. Mr. House made the motion, which was seconded by Mrs. Cooper. Unanimous approval.

MOTION TO SET A THRESHOLD LIMIT OF \$1 MILLION PER CONTRACT UNLESS THERE ARE EXISTENTIAL CIRCUMSTANCES THAT REQUIRE THE APPROVAL OF THE BOARD BECAUSE OF FAIR MARKET VALUE ISSUES. Mr. Tedder made the motion, which was seconded by Mrs. Cooper. Unanimous approval.

MOTION TO ACCEPT THE RECOMMENDATION OF THE MEDICAL STAFF RELATING TO THE APPROVAL OF REFERENCE LABS AND REFERRAL SERVICES IMAGING AS PRESENTED. Mr. Tedder made the motion, which was seconded by Mrs. Allen. Unanimous approval.

MEDICAL STAFF: Dr. Bettel indicated that there were no outstanding issues.

MEDICAL STAFF – *Credentials:* The following practitioners requested appointment:

Atwood, Justin, MD, Provisional Active/ Medicine-Hospitalist; Dolan, Mary, DO, Provisional Active/ Pediatrics; Feaker, David, DO, Provisional Navy Active/ Orthopedics; Gabbard, William, MD, Provisional Consulting/ Medicine-Nephrology; Pruitt, Megan, FNP, Prov. Allied Health Professional/ Emergency Medicine; Sanfrancesco, Joseph, MD, Provisional Consulting/ Surgery-Pathology; Sciulli, Robert, MD, Provisional Consulting/Radiology VRC.

Reappointment: Brewer, Paul, MD, Community Active/ Surgery-Dermatology; Budisavljevic, Milos, MD, Consulting/Medicine-Nephrology; Kokinakis, Demetrajane, DO, Active/Surgery-Ophthalmology; Mandel, Adam, DO, Consulting/Emergency Medicine; Mansker, Deanna, MD, Active/Surgery; Mikell, Oswald, MD, Consulting/Medicine-Dermatology; Pisoni, Robert, MD, Consulting/Medicine-Nephrology; Scott, Erin, NP, Allied Health Professional/ Medicine-Internal Medicine; Stein, Lorin, NP, Allied Health Professional/ Medicine-Infectious Disease; Stoddard, Leland, MD, Active/Orthopedics; Strickland, Kristin, PA-C, Allied Health Professional/ Emergency Medicine; Strohmeyer, Scott, MD, Active/Orthopedics; Werner, Glenn, MD, Active/OB/GYN.

One year review: Folzenlogen, Douglas, MD, Provisional Active/Medicine-Hospitalist; McElroy, Brandon, MD, Provisional Active/Medicine-Internal Medicine; Tuthill, Summer, MD, Provisional Active/Medicine-Hospitalist; Walroth, Emily, MD, Provisional Active/Pediatrics.

Six month review: None.

Resignations: Ploth, David, MD, Consulting/Medicine-Nephrology; Gootnick, Susan, MD, Consulting/Radiology-VRC; Bardini, John, MD, Consulting/Radiology-VRC.

Mr. Tedder made a motion, which was seconded by Mrs. Allen to accept the Credentials Committee recommendations as presented.

MOTION: A motion was made by Mr. Tedder to go into Executive Session at 10:07 a.m. to discuss Quality Improvement, Medical Staff Credentialing, Strategic Planning, Contractual Arrangements, Legal and Personnel Matters. The motion was seconded by Mrs. Cooper, and unanimously approved. The meeting re-convened to Open Session at 10:20 a.m.

CONSENT AGENDA – Approval of Minutes for May 24, 2017, Committee Reports & Minutes, and Staff Reports: Mr. House made a motion, which was seconded by Dr. Polkey to adopt the agenda, amendment to the minutes and reports as presented. Unanimous approval.

COMMITTEE CHAIR ISSUE IDENTIFICATION: Mr. House indicated that the revenue issues for the month of May were associated with bad debt. May resulted in a positive cash flow. Dr. Polkey briefly reported on the Population Health Summit which was held state wide which she and Mrs. Cooper attended.

BMH FOUNDATION: Debbie Schuchmann reported briefly on the receipt of two Kate Gleason Society gifts. One gift is from a long time employee and one from the “breakfast with Baxley” function.

MANAGEMENT REPORT – Mr. Baxley provided a brief update on the physician quarterly meetings. Accordant Philanthropy, the executive search firm for the executive director for the Foundation was present on site yesterday and met with the Foundation Board and the Executive Team. Accordant is interviewing candidates and will present the top three (inclusive of Debbie Schuchmann) for interviews. Mr. Baxley will provide additional information as it becomes available. Mr. Baxley provided an update on Service Excellence as it goes into the second year. Mr. Baxley indicated that physicians will have a special session with him, Dr. Gambla and Dr. Bettel in order to be supportive and understanding of the initiatives. Still in search for the Director of Patient Experience. There was no commonality reached regarding the two candidates that were interviewed. Two additional candidates will be brought in for interviews during the next few weeks.

ADJOURN: The meeting adjourned at 10:44 a.m.

Respectfully submitted,

David Tedder
Secretary