

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

MINUTES – September 27, 2017

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

OTHERS PRESENT: Russell Baxley, Paul Sommerville, Alice Howard, Hugh Gouldthorpe, Karen Carroll, Shawna Doran, Brian Hoffman, Kurt Gambla, D.O., Ken Miller, Debbie Schuchmann, Chris Ketchie, Courtney McDermott, Allison Coppage, Laurie Martin, Daniel Mock, Susan Roos and Anna Sobiech

ABSENT: None

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 nine 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. House to go into Executive Session at 8:04 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 9:45 a.m.

MOTION: A motion was made by Mr. House, seconded by Mrs. Allen to go into Open Session for the purpose of taking action on contractual matters at 9:45 a.m.

CONSENT AGENDA – Approval of Minutes for August 30, 2017, Committee Reports & Minutes, and Staff Reports. Mr. Tedder made a motion, which was seconded by Mrs. Cooper to adopt the agenda, amendment to the minutes and reports as presented. Unanimous approval.

Mr. Hoffman clarified Mrs. Cooper's question whether physician exit interviews were provided by Human Resources by responding that it is not currently the practice. *Mrs. Cooper requested that the number of exit interviews be reflected in the Human Resources Report versus how many turnovers occurred.*

COMMITTEE CHAIR ISSUE IDENTIFICATION: Mr. House referenced the letter received from the South Carolina Department of Human Resources regarding DSH payments and the impact on 2018.

BMH FOUNDATION: Mr. Gouldthorpe reported that the focus was on major gifts. Two major gifts were received in the last month. The annual appeal letters will be going out with personal comments from the Board members. The Foundation Annual Meeting is scheduled for November 14, 2017 at 5:30 p.m. at the Holiday Inn and Suites.

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

MEDICAL STAFF – *Credentials:* The following practitioners requested appointment: Dodge, Terry, MD, Prov. Active/Anesthesiology; Jacobs, Dennis, DO, Prov. Active/Anesthesiology; Kingston, Carlene, Prov. Telemedicine/Medicine- Neurology; Lidia, Yamada, MD, Prov. Telemedicine/Medicine- Neurology; Lucas, Elliott, MD, Prov. Active/OB/GYN; Novikov, Mikhail, MD, Prov. Consulting/ Medicine-Nephrology (Savannah Associates); Saunders, Gregory, AA, Prov. Allied Health Professional/ Anesthesiology.

Reappointment: Cusumano, Philip, MD, Community Active/Medicine- Internal Medicine; Kessler, Amanda, PA-C, Allied Health Professional/ Emergency Medicine; McClelland, Alyssa, PA-C, Allied Health Professional/Medicine-Hospitalist; Schrock, Lika, PA-C; Allied Health Professional/Orthopedics; Sussman, Hy, MD, Consulting/Medicine-Nephrology; Thorpe, Kimberly, PA-C, Allied Health Professional/ Gastroenterology.

One year review: Kane, Evan, MD, Prov. Consulting/Emergency Medicine; McCormick, Mary, MD, Prov. Active/Medicine-Critical Care; Stewart, Cassandra, MD, Prov. Active/Pediatrics-Team Health; Williams, Shelly-Ann, MD, Prov. Consulting/Telemedicine-Pediatrics; Wabnitz, Ashley, MD, Prov. Consulting/Telemedicine-Neurology.

Resignations: Dearing, Mark, MD, Consulting/Radiology-VRC; Talati, Nishi, MD, Consulting/Radiology-VRC.

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

ACTION ITEMS, POLICIES, DISCUSSION OR SUPPLEMENTAL INFORMATION:

MOTION TO ACCEPT THE RISK MANAGEMENT AND PATIENT SAFETY PLAN FY2018 AS PRESENTED. Mrs. Murray indicated that the red line changes that appear in the report were made in the QI meeting to be highlighted. When adopted, the red line items will be incorporated into the final report. Mrs. Cooper made the motion, which was seconded by Mr. Tedder. Unanimous approval.

Mr. Miller indicated that the First Reading of the Budget was presented to the Finance Committee and is based on the strategic plan and volume expectations. However, the First Reading Budget was revised due to expected \$2M of decreases in DSH funding from the Federal Government. Mr. Miller explained the process that was used to obtain the results of the budget proposal. Mr. Miller is also proposing a Capital Budget of \$4M and briefly listed the larger budget items. He also explained EBITDA as earnings before interest, tax, depreciation and amortization.

MOTION TO ACCEPT THE RECOMMENDATION OF THE FINANCE COMMITTEE TO ADOPT THE FIRST READING OF THE BUDGET REVISED TO INCLUDE A \$2M REDUCTION DUE TO DSH REDUCTION AND TO INCLUDE THE CAPITAL BUDGET. Mr. House made the motion, which was seconded by Mrs. Cooper. Unanimous approval.

MOTION TO ADOPT THE FY2018 STRATEGIC PLAN AS DISCUSSED IN EXECUTIVE SESSION. Mr. Himmelsbach made the motion, which was seconded by Mrs. Allen. Unanimous approval.

MOTION FOR APPROVAL OF THE CEO CONTRACT FOR A NEW THREE-YEAR CONTRACT FOR RUSSELL BAXLEY AS DISCUSSED IN EXECUTIVE SESSION. Mr. House made the motion, which was seconded by Mr. Tedder. Unanimous approval.

Disclosure: Dr. Dean and Dr. Polkey excused themselves from the vote on the CEO Contract in conformity with the BMH Conflict of Interest Policy. Dr. Stacey Johnston stated that she has a conflict under Article IX, Section 2 (ii) as she has a “compensation arrangement with an entity with which BMH has a contractual arrangement” and therefore abstained from the vote.

MANAGEMENT REPORT – Mr. Baxley provided a brief update on the OB renovation, indicating that issues are being worked on regarding timing. The scope of the project has been reduced slightly, altering within the current footprint of the building and saving in capital expenditure. Re-phased the project into two phases.

Mr. Baxley provided a brief recap on Hurricane Irma. Mrs. Murray expressed the Board’s appreciation for putting patients first during the hurricane.

Dr. Stacey Johnston reported that she was asked to speak at an IT conference in Ireland and indicated that she will be presenting BMH quality measures, etc.

ADJOURN: The meeting adjourned at 9:21 a.m.

Respectfully submitted,

David Tedder
Secretary