

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

MINUTES – December 13, 2017

BOARD MEMBERS PRESENT: Terry Murray (Chair), Bill Himmelsbach (Vice-Chair), 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, Sarah Dyson, Alice Howard, Paul Sommerville, Karen Carroll, Shawna Doran, Brian Hoffman, Kurt Gambla, D.O., Ken Miller, Chris Ketchie, Courtney McDermott, Allison Coppage, Laurie Martin, Daniel Mock, Susan Roos, Shannon Holwadel, Debbie Schuchmann, Mary Scott and Anna Sobiech

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 Mrs. Allen 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. Cooper, and unanimously approved.

MOTION: A motion was made by Mrs. Allen 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 10:07 a.m.

MOTION: A motion was made by Mr. Himmelsbach, seconded by Mrs. Cooper to go into Open Session for the purpose of taking action on contractual matters at 10:07 a.m.

CONSENT AGENDA – Approval of Minutes for November 29, 2017, Committee Reports & Minutes, and Staff Reports. Mr. Tedder made a motion, which was seconded by Mrs. Allen to adopt the agenda, amendment to the minutes and reports as presented. Unanimous approval.

COMMITTEE CHAIR ISSUE IDENTIFICATION: Mrs. Cooper asked for comments or suggestions regarding the board self-evaluation. Mrs. Murray requested that this be placed on the agenda as an item for discussion in January. The main areas of improvement that were noted by the committee were: increase support of the Foundation; need for a Board retreat (focus to be on board education) within the next quarter and increase board interaction with medical staff; advanced issuing of board packet – best practice is to receive the packet a week in advance of the meeting; creating a master calendar inclusive of the board for example quality plan, EOC plan, etc. (committee chair would add to the master calendar as needed); and having more formalized highlights regarding committee meetings (chairman of the committee reporting on two important issues). Mrs. Cooper referenced the recruitment of new board members and the need for assistance and input from every board member to bring one potential prospect (specifically physicians, finance background, law background).

BMH FOUNDATION: Sarah Dyson looks forward to working with everyone in the coming months. The Valentine Ball is coming up in February and Mrs. Dyson expressed the need for dinner party hosts.

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

MEDICAL STAFF – *Credentials:* The following practitioners requested appointment: Bolt, Jason, CRNA, Provisional Dependent/Anesthesiology; Curro, Christopher, MD, Provisional Active/ Medicine-Hospitalist; Edenfield, Christopher, PA-C, Prov. Allied Health/ Medicine Hospitalist; Garcia Lopez de Victoria, Elizabeth, MD, Provisional Consulting/Medicine-Neuro-monitoring (Specialty Care); Hall, Andrea, NP, Provisional Allied Health Professional/Surgery; Malphrus, Amy, MD, Provisional Consulting/Medicine-Neuro-monitoring (Specialty Care); Tobin, Wayne, MD, Provisional Consulting/Medicine-Neuro-monitoring (Specialty Care).

Reappointment: Arbizu-Alvarez, Ricardo, MD, Consulting/Telemedicine-Pediatrics; Busch, Carrie, MD, Consulting/Telemedicine-Pediatrics; Escarza, Robert, MD, Consulting/Emergency Medicine; Gearhart, Eric, PA-C, Allied Health Professional/Medicine-Lady's Island Internal Medicine; Halterman, Sandra, DMD, Navy Active/Oral & Maxillofacial Surgery; Jump, Candi, DO, Consulting/Telemedicine-Pediatrics; Kasi, Nagraj, MD, Consulting/Telemedicine-Pediatrics; Kennedy, Keiron, MD, Consulting/ Radiology-VRC; Korany Shahin, MD, Consulting/ Telemedicine-Pediatrics; Mayne, Jennifer, MD, Consulting/ Telemedicine-Pediatrics; Saenz, Naomi, MD, Consulting/ Radiology-VRC; Sparks, Erin, MD, Consulting/Telemedicine-Neurology; St. John, David, MD, Consulting/Telemedicine-Neurology; Smock, Alison, MD, Consulting/Telemedicine-Neurology; Walter, Garrett, MD, Consulting/Radiology-VRC.

Six month review: Atwood, Justin, MD, Prov. Active/Medicine-Hospitalist; Dolan Johnson, Mary, DO, Prov. Active/Pediatrics; Feaker, David, DO, Prov. Navy Active/Orthopedics; Gabbard, William, MD, Prov. Consulting/Medicine-Nephrology; Newton, Michael, CRNA, Prov. Allied Health Professional/ Anesthesiology; Novak, Steven, CRNA, Prov. Allied Health Professional/ Anesthesiology; Pruitt, Megan, FNP, Prov. Allied Health/ Emergency Medicine; Sanfrancesco, Joseph, MD, Prov. Consulting/ Surgery-Pathology; Sciulli, Robert, MD, Prov. Consulting/ Radiology-VRC; Tweedy, Kristen, CRNA, Prov. Allied Health Professional/ Anesthesiology; Wood, Jeffrey, CRNA, Prov. Allied Health Professional/ Anesthesiology.

One year review: Hollis, Richard, MD, Consulting/ Radiology-VRC; Jarman, Lauren, NP, Allied Health Professional/ Infectious Disease.

Resignations: Spencer, Linda, CRNA, Provisional Dependent/Anesthesiology; Ricks, Alesia, CRNA, Provisional Dependent/Anesthesiology; Griswold, Sharon, CRNA, Provisional Dependent/Anesthesiology; Crowther, Cynthia, CRNA, Provisional Dependent/Anesthesiology; Krishnasami, Zipporah, MD, Consulting/ Medicine-Nephrology; Lipschutz, Joshua, MD, Consulting/ Medicine-Nephrology, Achanti, Anand, MD, Consulting/ Medicine-Nephrology; Ozieh, Mukoso, MD, Consulting/ Medicine-Nephrology; Ploth, David, MD, Consulting/ Medicine-Nephrology.

Mr. Himmelsbach 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 APPROVE THE APPOINTMENT OF MR. HAMPTON LONG TO THE FOUNDATION BOARD. Mr. Himmelsbach made the motion, which was seconded by Mrs. Allen. Unanimous approval.

MOTION TO AUTHORIZE BEAUFORT MEMORIAL HOSPITAL'S CEO TO EXECUTE THE LETTER OF INTENT WITH HAMMES PARTNERS II, L.P. AS DISCUSSED IN EXECUTIVE SESSION, WITH LEAVE TO MAKE ANY NON-SUBSTANTIVE WORDING CHANGES OR CLARIFICATIONS AS HE, IN CONSULTATION WITH OUR LEGAL COUNSEL, MAY DETERMINE TO BE APPROPRIATE. Mr. Tedder made the motion, which was seconded by Mrs. Cooper. The Board makes note that this was a culmination of strategic moves over many years and through a thoughtful process getting to this point having received advice from our trusted advisors. Unanimous approval.

MOTION OF THE BOARD OF TRUSTEES OF BEAUFORT COUNTY MEMORIAL HOSPITAL: We, the Board of Trustees of Beaufort County Memorial Hospital (the "Board of Trustees"), in accordance with the authority vested in this Board of Trustees by Beaufort County Memorial Hospital's Bylaws (the "Bylaws") hereby approve the amendment of the Second Amended and Restated Bylaws of Broad River Healthcare, Inc. ("Broad River") to reflect: (i) in Article IV, Section 2, that there shall be three (3) directors on the Board of Directors of Broad River; and (ii) in Article IV, Section 11, that certain matters shall require a two-thirds (2/3) vote of the Directors under Section 11. These changes shall be set forth in the Third Amended and Restated Bylaws of Broad River. Mr. Tedder made the motion, which was seconded by Mr. Himmelsbach. Unanimous approval.

MOTION TO AUTHORIZE BEAUFORT MEMORIAL HOSPITAL'S CEO TO FILE A CON FOR A MICRO-HOSPITAL IN THE BLUFFTON-OKATIE AREA, AS DISCUSSED IN EXECUTIVE SESSION, WITH LEAVE TO MAKE ANY NON-SUBSTANTIVE WORDING CHANGES OR CLARIFICATIONS AS HE, IN CONSULTATION WITH OUR LEGAL COUNSEL, MAY DETERMINE TO BE APPROPRIATE. Mr. Tedder made the motion, which was seconded by Mrs. Allen. Unanimous approval.

MANAGEMENT REPORT – Mr. Baxley referenced the Balanced Scorecard. There were no questions asked.

Dr. Polkey reported that Ms. Eva Saxon, who was a nurse at BMH, passed away this week.

ADJOURN: The meeting adjourned at 10:16 a.m.

Respectfully submitted,

David Tedder
Secretary