

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

MINUTES – December 12, 2018

BOARD MEMBERS PRESENT: David House (Chair); David Tedder (Vice-Chair); Andrea Allen (Secretary); Bill Himmelsbach (*by phone*); Kathy Cooper; Stephen Larson, M.D.; Norman Bettle, M.D.; and Terry Murray

OTHERS PRESENT: Russell Baxley; Paul Sommerville; Alice Howard; Sarah Dyson; Karen Carroll; Ken Miller; Shawna Doran; Chris Ketchie; Brian Hoffman; Allison Coppage; Daniel Mock; Debbie Schuchmann; Laurie Martin; Courtney McDermott; Shannon Holwadel; Susan Roos; Megan Mack; Ashley Hildreth; and Anna Sobiech

Absent: Faith Polkey, M.D. and Kurt Gambla, D.O.

Guests: Robert Achurch (Howell Gibson Hughes)

CALL TO ORDER: Mr. House called the meeting to order at 7:30 a.m., and stated that the Press had been notified. A motion was made by Mr. Tedder 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 8:13 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 9:21 a.m.

CONSENT AGENDA – Approval of Minutes for November 28, 2018, 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: Finance – Mr. Himmelsbach indicated that moving the Combined Finance and Board Meeting from December 11th to December 18th will allow better reporting of November financials. He then briefly provided highlights of the Financial Statements, indicating that November volumes were down along with profitability and expenses. Net income was \$677K with a budget loss of \$180K. Mr. Miller indicated that cash on hand decreased by 11 days due to the three pay periods in November. All debt covenant calculations were met. Cash to net was 27% higher than expected. Bad debt dropped slightly. Contract labor experienced an increase. The Board packet will be amended to include the financial packet that was distributed at the meeting. Discussion ensued regarding volumes.

BMH FOUNDATION: Ms. Sarah Dyson reported that tickets are available for the Foundation Valentine Ball which will be held on February 8 and 9, 2019. She indicated that the Annual Appeal has raised \$150K to date. Ms. Dyson also praised Brenda Molony and the Foundation Staff for procuring \$100K in sponsorships for the Valentine Ball. Upcoming events: KCC ribbon cutting – January 17th; Valentine Ball dinner host party – January 25th; Valentine cocktail party – February 8th; Valentine Ball – February 9th; Surgical Pavilion fund raising event – April 6th.

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

MEDICAL STAFF – *Credentials:* The following practitioners requested appointment: Panchal, Amar, MD, Locum Tenens/Medicine-Hospitalist- Critical Care; Sori, Mahmood, DO, LocumTenens/ Medicine-Hospitalist; Milella, Gina, CRNA, Dependent Practitioner/Anesthesiology; Thatcher, James, MD, LocumTenens/ Medicine-Hospitalist; Rahn, Tiffany, PA-C, Allied Health Professional/ Orthopedics-Joining Drs. Jones and Sardana; Lindenbaum, Yelena, MD, Consulting/Medicine-Neurology (Neuromonitoring); Houser, Christine, NP, Allied Health Professional/Medicine-Neurology (Joining Drs. Bettel and Mazzeo).

Reappointment: Ashby, Eve, DO, Community Active/OB/GYN; Atkins III, John, MD, Locum Tenens/ Medicine-Critical Care-Hospitalist; Bhandari, Surendar, MD, Locum Tenens/Medicine-Hospitalist; Boye, Harold, MD, Locum Tenens/Medicine-Hospitalist; Edun, Babatunde, MD, Locum Tenens/Medicine-Hospitalist; George, Ayodeji, MD, Locum Tenens/Medicine-Hospitalist; Gutierrez, Jennifer, MD; Consulting/Radiology-VRC; Yesaulava, Liudmila, MD, Locum Tenens/Medicine-Hospitalist; Kaveti, Ram, MD, Locum Tenens/Medicine-Hospitalist; Mukonje, Terence, MD, Locum Tenens/Medicine-Hospitalist; Sanito, Nicholas, DO, Locum Tenens/Medicine-Critical Care-Hospitalist; Sharma, Vishal, MD, Locum Tenens/Medicine-Hospitalist.

Resignations: None

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

ACTION ITEMS, POLICIES, DISCUSSION OR SUPPLEMENTAL INFORMATION:

Mr. House reported that the Executive Committee met and made a recommendation on the CEO/President's compensation. The recommendation was discussed in Executive Session.

MOTION TO AUTHORIZE AND DIRECT THE CHAIRMAN OF THE BOARD TO SIGN AND EXECUTE THE EXECUTIVE EMPLOYMENT AMENDMENT AS DISCUSSED IN EXECUTIVE SESSION WHICH INCLUDED THE MARKET RATE COMPARISON OF SULLIVANCOTTER AND THAT THE CONTRACT BE AMENDED IN ACCORDANCE THEREOF. Mr. Tedder made the motion, which was seconded by Mrs. Allen. Unanimous approval.

Mr. Baxley reported that the Board formally discussed and approved the distribution of gain sharing in previous years. Mr. Baxley is currently asking the Board to consider the distribution of \$1.5M for Fiscal Year 2018 gain sharing on December 21, 2018. Mr. Baxley explained the metrics to attain the gain share goal and acknowledged the tremendous amount of work that everyone has done in order to have a successful turnaround within the organization.

MOTION TO APPROVE THE 2018 GAIN SHARE RECOMMENDATION TO DISTRIBUTE THE FULL AMOUNT SHOULD THE EMPLOYEE QUALIFY. Mrs. Murray made the motion, which was seconded by Mrs. Allen. Unanimous approval.

MANAGEMENT REPORT – Mr. Baxley indicated that the BMAC renovation was nearing completion. Healthlink, with the leadership of Megan Mack and her staff, has settled into their new space. The Women’s Center update will be completed by March 20, 2019. Mr. Baxley provided an update on the government’s position on the CON laws and regulations. Discussions ensued.

Mr. Miller announced that David Smith, Controller, will be retiring and moving out of the area. The Board thanked Mr. Smith for his efforts during his employment with BMH.

ADJOURN: The meeting adjourned at 9:52 a.m.

Respectfully submitted,

Andrea Allen
Secretary