

MINUTES  
OF  
THE REGULAR BOARD MEETING OF THE  
CITRUS MEMORIAL HEALTH FOUNDATION, INC.  
d/b/a  
CITRUS MEMORIAL HEALTH SYSTEM

The regular meeting of the Citrus Memorial Health Foundation, Inc., d/b/a Citrus Memorial Health System, was held on Friday, November 20, 2009. The following Board members were present: Joseph Brannen, Sandra Chadwick, Dr. William Harrer, Robert Henigar, David Langer, Dr. V. Reddy, and Jim Sanders.

Also present were: Ryan Beaty, Clark Stillwell, Jerry DeLoach, Linda McCarthy, Emery Hensley, Rick Young, Joe Gyorko, David Wells, and BJ Williams.

Guests present: Evert Bluth, President of Industrial Relations International, Inc.; Casey Nolan, Judi Simmons, and John McHugh of Navigant Consulting, Inc.

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The meeting was called to order at 9:41 a.m.

Mr. Stillwell requested that "Legal" be added to the agenda as Item #8. Mrs. Chadwick made a motion to approve "Legal" being added to the agenda. Mr. Brannen seconded the motion and it was approved unanimously.

Mr. Evert Bluth, President of Industrial Relations International, Inc., presented for discussion the 2009 Employee Opinion Survey. Mr. Henigar made a motion to approve the 2009 Employee Opinion Survey as presented. Mrs. Chadwick seconded the motion and it was approved unanimously.

**Minutes**

Mr. Henigar made a motion to approve the minutes of the following meetings: Special Meeting on October 21, 2009; Regular Meeting, Annual Meeting, Construction Committee Meeting, and the Executive/Finance Committee Meeting, held on October 26, 2009. Mr. Sanders seconded the motion and it was approved unanimously.

**Old Business**

None

**New Business**

Dr. Harrer reviewed the following Medical Staff Appointments:

**Reappointments after 1 year:**

Barnes, Richard	MD	Emergency Room Staff	Emergency Medicine / Moderate (Conscious) Sedation
Cook, Ralph Duane	MD	Active Staff	Cardiovascular Surgery

**Reappointments:**

Abadier, Ralph	MD	Active Staff	Non-Invasive Cardiology, Internal Medicine
Alcorn, Stephen	MD	Locum Tenens	Urology

Collins, Margaret	MD	Consulting	Dermatology
Grillo, Denis	DO	Courtesy	Otolaryngology
Javier, Luis	MD	Active Staff	Pulmonary Disease, Critical Care Medicine, Internal Medicine
Kumar, Mariananda	MD	Active Staff	Internal Medicine
Swinney, Christopher	MD	Active Staff	Anesthesiology (CV)
Walker, Dennis	MD	Active Staff	Non-Invasive Cardiology
Williams, Todd	PA	Active Staff	Physician Assistant

**New Applicants:**

Feick, Steven	MD	Active Staff	Radiology
Fox, Matthew	MD	Consulting	Radiology Tele-Medicine
Litt, Robert	MD	Locum Tenens	Radiology

**Resignations:**

Anderson, Thomas	PA	Active Staff	Physician Assistant
Green, Laura	PA	Active Staff	Physician Assistant
Hermann, Ladden	CRNA	Active Staff	Anesthesia
Houck, Valerie	PA	Active Staff	Physician Assistant
Kabemba, Albert	MD	Active Staff	Anesthesia
Kamath, Sachin	MD	Consulting Staff	Radiation Oncology
Kompella, Rama	MD	Active Staff	Family Practice
Martin, James	ARNP	Active Staff	Family Practice
Mowry, Shawn	CRNA	Active Staff	Anesthesia
Patel, Nilesh	MD	Emer. Room Staff	Emergency Medicine

Dr. Harrer made a motion to approve the medical staff appointments, as presented. Mr. Sanders seconded the motion and it was approved unanimously.

**Equipment Requests:**

(1) Joe Gyorko, Director of Plant Operations, reviewed a memo requesting the Board's approval to renovate our Pharmacy Clean Room to conform with the new USP standards. Four bids were received and it is recommended that Robins and Morton be awarded the project based on being the lowest bid of \$116,651. They are currently mobilized on site for the Emergency Department Expansion Project, and they also have a favorable history of performing construction at this facility. (Memo on File) Mr. Sanders made a motion to approve Robins and Morton to do the Pharmacy Clean Room renovation at a cost of \$116,651. Mrs. Chadwick seconded the motion and it was approved unanimously.

(2) Linda McCarthy, CNO, reviewed a memo requesting the Board's approval to purchase 18 Critical Care Beds at a cost of \$92,970.00. (Memo on file) The purchase of the beds was included in our capital equipment budget & approved for 2010 at a cost of \$100,000.00. Following a discussion, Mr. Brannen made a motion to approve the purchase the 18 Critical Care Beds at a cost of \$92,970.00. Mr. Henigar seconded the motion and it was approved unanimously.

(3) Mr. Wells, Director of Diagnostic Imaging, reviewed a memo requesting the Board's approval to purchase two echo units, one ultrasound unit and a new nuclear medicine camera for Diagnostic Imaging at a cost of \$270,477.00. (Memo on File) The final approved capital budget for Diagnostic Imaging also included a new digital x-ray unit; however, David, Wells, along with the Medical Director of the Department, Dr. Berlow, and President of the Radiology group, Dr.

Ceballos, feel that the items being requested now are of a much higher priority than the digital x-ray unit. They would like to defer purchase of the digital x-ray unit until next fiscal year and utilize these funds for the purchase of the nuclear medicine camera and the ultrasound unit. Mr. Sanders made a motion to approve the purchase of the two echo units, one ultrasound unit and a new nuclear medicine camera for Diagnostic Imaging at a cost of \$270,477.00. Mr. Brannen seconded the motion and it was approved unanimously.

(4) Linda McCarthy, CNO, requested the Board's approval to purchase six Valleylab Cautery Machines at a cost of \$79,797.50. (Memo on file) The purchase of the cautery machines was included in our capital equipment budget at a cost of \$80,000.00. Dr. Harrer made a motion to approve the purchase of the six Valleylab Cautery Machines at a cost of \$79,797.50. Mr. Sanders seconded the motion and it was approved unanimously.

Mr. Langer called for a brief break. A break was taken, after which the meeting resumed as follows:

Mr. Langer announced that he was going to change the agenda a bit in order to allow for public comment. Mr. Joe Chrietzberg spoke regarding the recent media pertaining to the controversy between the Board of Trustees and the Foundation Board.

## **COMMITTEE REPORTS:**

### **Finance Committee**

Emery Hensley, CFO, reviewed the monthly finance report. (Copy on File) Mr. Hensley will report back to the Board with the significant reduction in observation patients. Mrs. Chadwick made a motion to approve the Finance Report, as presented. Mr. Brannen seconded the motion and it was approved unanimously.

### **Pension Committee**

Mr. Hensley reviewed the monthly pension plan activity. (Copy on File) Mr. Hensley requested the Board's approval of the "Letter of Agreement" between Citrus Memorial health Foundation, Inc., and the State of Florida, through its Agency for Health Care Administration for a period of July 1, 2009 through June 30, 2010. Mr. Brannen made a motion to approve the "LIP Agreement" and to authorize the Chairman to execute the Agreement effective November 20, 2009. Mrs. Chadwick seconded the motion and it was approved unanimously.

Mr. Hensley reviewed the Medicaid Rebasing Agreement covering the period July 1, 2009, through June 30, 2010. (Memo on File) Mr. Henigar made a motion to approve the "Medicaid Rebasing Agreement" and to authorize the Chairman to execute the Agreement effective November 20, 2009. Mr. Brannen seconded the motion and it was approved unanimously.

Mr. Hensley reviewed the "Restatement of the Defined Benefit Pension Plan". This updates the plan for changes required by new pension laws. (Memo on File) Mr. Henigar made a motion to approve the Pension Plan and Trust Agreement of Citrus Memorial Health Foundation, Inc. as presented, and to authorize the Chairman to sign the Agreement, effective November 20, 2009. Mr. Brannen seconded the motion and it was approved unanimously.

### **CEO's Report:**

- Reported that there is a concern regarding vascular call. Several physicians are not wanting to participate in coverage for vascular call. Therefore, we agreed to temporarily (Oct – Dec '09) provide support for Dr. Brown or Dr. Ferber for vascular call, in addition to what they would normally take. However, Mr. Beaty stated that going beyond

December 31, 2009, would exceed his authority, so he would be returning in the future to request approval for a longer term agreement.

- Reviewed a memo regarding the purchase of Gulf Coast Aquatics Land and Buildings. (Copy on file) Mr. Beaty recommended that the Board initiate proceedings to purchase the property upon the completion of a property and building assessment. Mr. Brannen made a motion to authorize the Chairman to execute the necessary steps to proceed with the purchase of Gulf Coast Aquatics for equal to or less than the projected valuation and the satisfactory completion of the property assessment. Mr. Henigar seconded the motion and it was approved unanimously. This item will be brought back to the Board for further action.
- Mr. Beaty reported that he has negotiated a new rate with Ron Sachs Communication relating to issues of today, i.e., board issues, etc. Following a discussion, it was recommended that other options be investigated and brought back to the Board for approval.
- Mr. Beaty introduced Joe Gyorko, who requested the Board's approval to expand our television programming at a cost of \$8.00 per set for a seven year period. Our monthly cost will be \$2,080. (Memo on file) Mr. Brannen made a motion to go forward with the plan as presented by Bright House. Mr. Sanders seconded the motion and it was approved unanimously.

#### Next Meeting

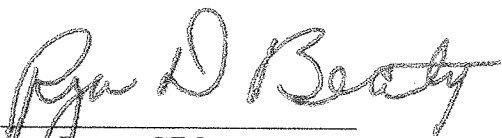
Following a discussion it was decided that the next Board meeting will be held on Monday, December 14, 2009.

#### Legal

Mr. Stillwell requested that the minutes reflect that we acknowledge receipt of the resolution regarding the resignations of the Hospital Board members. There will be mediation meetings on December 16 and January 10<sup>th</sup>. Mr. Brannen and Mr. Henigar will participate in these mediations.

Mrs. Chadwick congratulated Ryan, Emery, all of the CMH management, and Clark for accomplishing the LIP and Medicaid rebasing program. Mr. Beaty acknowledged that Jan Gorrie of Buchanan Ingersoll was also extremely instrumental in this accomplishment.

There being no further business, the meeting was adjourned at 11:47 a.m.

  
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Ryan Beaty, CEO

  
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David Langer, Chairperson