

**COUNTY BOARD MEETING**

Meeting Date

Aug 1, 2013

Meeting Time

2:00 p.m.

Meeting Location

Hospital Conference Room

**Members:**

Jerry Britton	Tom Butcher	Bob Sellers		
Sue Pettit (Chair)	Ted Whitehead	John Weidner		
Ron King	Brian Knapp	Mike Rinehart		

Agenda Item	Discussion	Follow Up
<b>Members on Conference Call</b>	Roy Bossen and Mike Davidson – Hinshaw Law, SSM – Paula Friedman, Joan Bachleimer, Phil Gustafson, Dee Evischi, Julie Long – Greensfelder – John Dillance, Jennifer Horom.	
Definitive Agreement	Paula opened the meeting by asking Roy Bossen to talk through the agreement on behalf of the Clay County Board. The discussion started by focusing on paragraph 5.6h and what action needed to be taken by the County Board to meet those requirements. Paula agreed to expedite the due diligence on the physician employment contracts. It was stated that Clay County Hospital uses the Greensfelder template for all existing physician contracts.	Follow up will be done with the physicians and midlevels.
<b>Escrow Account</b>	Roy objected to the amount, stating it is a significant amount of the total purchase price and requests to discuss this further. Roy feels, upon completion of due diligence, SSM should have a greater comfort level and therefore lower this required balance. The escrow account is to be held for 30 months and assuming there are no damages, this would be returned to the County.	
<b>Foundation</b>	Roy proposed that the total of \$1.0M be placed in the Foundation upon the sale of the hospital. The County would place \$763,000 or the amount that would total \$1.0M in the account. Roy suggestion that the Foundation may have to change their bylaws and their status to a 509(a)(3). John and Paula stated that this will require further exploration and understanding from a legal perspective. Sue added, if for some reason, SSM would exit the community and no longer provide health care services in Clay County, the Board would want to ensure that the money would stay within the county and not be taken by SSM. This was understood and agreed by both parties.	
<b>Accounts Receivable</b>	Roy stated that the County would like to sale the A/R and would like to see SSM's proposal on the transaction. John stated the cost of collection, changes in payor mix, and the business risk of taking all of this on will result in a much deeper discount to the A/R. Dee will suggest a proposed methodology that will incorporate	

these components of the contemplated purchase of net A/R.

Meeting was adjourned at 3:15 p.m.



# CLAY COUNTY HOSPITAL COMMITTEE MEETING

Clay County Hospital Committee Meeting Minutes			
		Meeting Date	August 6, 2013
		Meeting Time	6:00 pm
		Meeting Location	CCH Conference Room
<b>Members:</b>			
X	Jerry Britton – Chair	X	Ted Whitehead
X	Sue Pettit	X	Ron King
X	Tom Butcher	X	Bryan Knapp
Guests: Dr. Kumar, Dr. Murphy, Dr. Jenkins, Dr. Maneja, Dr. Klingler, Michele Harke, Jane Janes, Susan Mack			
Agenda Item		Discussion	
<b>Welcome/Quote/Call to Order</b>			
<b>SSM Discussion with Providers</b>		<p>Eight providers attended the meeting to voice concerns with ongoing SSM negotiations. Sue Pettit provided an overview of negotiations, and stated due to the confidentiality agreement with SSM they could not share details of the Term Sheet or their work on the Definitive Agreement. The providers expressed their desire to be directly involved in the decision making going forward, and presented a proposal to form a committee of providers and community leaders to assist the county board in making a decision. The Hospital Committee welcomed their feedback, and will relay their concerns and proposal to the SSM team. A follow up meeting will be held with the providers to discuss SSM's response.</p>	
<b>Approval of Minutes Action Item</b>		<ul style="list-style-type: none"> <li>Minutes from July 2, 2013 regular meeting and July 2 and 16, 2013 Special Hospital Committee meetings were presented for approval. Motion by Ted Whitehead to approve minutes as presented. Seconded by Tom Butcher. Motion carried.</li> </ul>	
<b>Finance – Larry Spour Action Item</b>		<ul style="list-style-type: none"> <li>Larry Spour, CFO presented financial data for June 2013.</li> <li>Hospital paid and unpaid claims were presented for approval. Motion by Ron King to approve paid and unpaid claims as presented. Seconded by Tom Butcher. Motion carried.</li> </ul>	
<b>Leadership Joint Conference Council presented by Ted Whitehead</b>		<ul style="list-style-type: none"> <li>Ted Whitehead provided a brief overview from the July 30, 2013 Leadership Council meeting. A copy of the meeting minutes were provided to the Hospital Committee.</li> </ul>	
<b>President's Report – Bob Sellers Action Item</b>		<p>Bob Sellers presented on the following topics:</p> <p><b>Compliance Officer</b></p> <ul style="list-style-type: none"> <li>Amy Dulaney has been appointed Compliance Officer for the hospital due to the retirement of Michael Anderson. Board approval is required to approve the Compliance Officer.</li> </ul> <p><i>Motion by Ted Whitehead to approve Amy Dulaney as Compliance Officer. Seconded by Tom Butcher. Motion carried.</i></p>	



	<p><b><i>Meaningful Use Stage II</i></b></p> <ul style="list-style-type: none"> <li>Bob Sellers relayed discussions he had with SSM regarding the hospital's computer system if they acquire the hospital. They indicated if the acquisition takes place they will not replace our current system. With that knowledge, a proposal to purchase software needed to meet Meaningful Use Stage II requirements will be presented at the September meeting for approval.</li> </ul>								
<b>Informational Items</b>	<p>BJC Added Value Services:</p> <ul style="list-style-type: none"> <li>Bob Sellers attended the President's Council meeting on June 13, 2013 in St. Louis.</li> </ul>								
<b>Contracts/Agreements signed</b>	<p>The following contracts are approaching renewal:</p> <ul style="list-style-type: none"> <li><u>GraceLand University</u> – Clinical Affiliation Agreement. 30 Day Notice. Auto Renew.</li> <li><u>Lakeland College</u> – PTA Student Program. Ongoing each Academic Year.</li> <li><u>McKendree College</u> – Clinical Affiliation. Can terminate at any time.</li> <li><u>Midwestern University</u> – Clinical Affiliation. Written Notice.</li> <li><u>OCC</u> – Phlebotomy Program. Annual Renewal.</li> <li><u>Stericycle</u> – Waste Management Agreement negotiated by BJC. 30 Day Notice. Auto Renew.</li> <li><u>VNA Visiting Nurses</u> – Nursing Care Agreement. 30 Day Notice. Auto renew.</li> </ul>								
<b>Chief Nursing Executive Report <i>presented by Amanda Goostree, CNE</i></b>	<p>The following topics were covered:</p> <ul style="list-style-type: none"> <li>BIC Scorecard – May 2013. Exceeded goal with a total score of 1.7 for the month.</li> <li>Patient Experience Results for May 2013 were reviewed during the meeting.</li> </ul>								
<b>Credentials Committee Action Item</b>	<p><b>Credentials Committee (Action Item)</b></p> <p>After review and approval of the applications by the Credentials Committee, the Medical Staff Executive Committee and the Leadership Joint Conference Council recommends appointment for the following health professional:</p> <table border="1"> <thead> <tr> <th colspan="2">Reappointment</th></tr> </thead> <tbody> <tr> <td>Gerald Riley, MD</td><td>Courtesy Telerradiology</td></tr> <tr> <td>John Wall, CRNA</td><td>Specified Professional Affiliate</td></tr> <tr> <td>Billy Ross, CRNA</td><td>Specified Professional Affiliate</td></tr> </tbody> </table>	Reappointment		Gerald Riley, MD	Courtesy Telerradiology	John Wall, CRNA	Specified Professional Affiliate	Billy Ross, CRNA	Specified Professional Affiliate
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	Brian Jones, MD	Courtesy Cardiology
	<b>Initial Appointment</b>	
	Luka Lance, MD	Provisional Courtesy Telerradiology
	Melissa McGettigan, MD	Provisional Courtesy Telerradiology
	Michele Hartke, FNP-BC	Provisional Specified Professional Affiliate
	<b>Advancement from Provisional to Full Courtesy</b>	
	Nicholas Hilppire, MD	Courtesy Telerradiology
	Karen Lynn, MD	Courtesy Telerradiology
	Joshua Rieke, MD	Courtesy Telerradiology
	<i>Motion made by Ted Whitehead to approve appointments as presented. Seconded by Ron King. Motion carried.</i>	
<b>Open Discussion</b>	None	
<b>Adjournment</b>	Motion to adjourn by Tom Butcher. Seconded by Ted Whitehead. Motion carried.	

# CLAY COUNTY HOSPITAL COMMITTEE MEETING

Clay County Hospital Committee Meeting Minutes			
		Meeting Date	August 6, 2013
		Meeting Time	6:00 pm
		Meeting Location	CCH Conference Room
<b>Members:</b>			
X	Jerry Britton – Chair	X	Ted Whitehead
X	Sue Pettit	X	Ron King
X	Tom Butcher		Bryan Knapp
Guests: Dr. Kumar, Dr. Murphy, Dr. Jenkins, Dr. Maneja, Dr. Klingler, Michele Hartke, Jane Janes, Susan Mack			

Agenda Item	Discussion
<b>Welcome/Quote/Call to Order</b>	
<b>SSM Discussion with Providers</b>	Eight providers attended the meeting to voice concerns with ongoing SSM negotiations. Sue Pettit provided an overview of negotiations, and stated due to the confidentiality agreement with SSM they could not share details of the Term Sheet or their work on the Definitive Agreement. The providers expressed their desire to be directly involved in the decision making going forward, and presented a proposal to form a committee of providers and community leaders to assist the county board in making a decision. The Hospital Committee welcomed their feedback, and will relay their concerns and proposal to the SSM team. A follow up meeting will be held with the providers to discuss SSM's response.
<b>Approval of Minutes</b> <b>Action Item</b>	<ul style="list-style-type: none"> <li>Minutes from July 2, 2013 regular meeting and July 2 and 16, 2013 Special Hospital Committee meetings were presented for approval. Motion by Ted Whitehead to approve minutes as presented. Seconded by Tom Butcher. Motion carried.</li> </ul>
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<p><b>Credentials Committee</b> <b>Action Item</b></p>	<p><b>Credentials Committee</b> <b>(Action Item)</b></p> <p>After review and approval of the applications by the Credentials Committee, the Medical Staff Executive Committee and the Leadership Joint Conference Council recommends appointment for the following health professional:</p> <table border="1"> <thead> <tr> <th colspan="2">Reappointment</th></tr> </thead> <tbody> <tr> <td>Gerald Riley, MD</td><td>Courtesy Teleradiology</td></tr> <tr> <td>John Wall, CRNA</td><td>Specified Professional Affiliate</td></tr> <tr> <td>Billy Ross, CRNA</td><td>Specified Professional Affiliate</td></tr> </tbody> </table>	Reappointment		Gerald Riley, MD	Courtesy Teleradiology	John Wall, CRNA	Specified Professional Affiliate	Billy Ross, CRNA	Specified Professional Affiliate
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# Hospital Committee Minutes

August 6, 2013

Page 3

	Brian Jones, MD	Courtesy Cardiology
	<b>Initial Appointment</b>	
	Luka Lance, MD	Provisional Courtesy Teleradiology
	Melissa McGettigan, MD	Provisional Courtesy Teleradiology
	Michele Hartke, FNP-BC	Provisional Specified Professional Affiliate
	<b>Advancement from Provisional to Full Courtesy</b>	
	Nicholas Hilpipe, MD	Courtesy Teleradiology
	Karen Lynn, MD	Courtesy Teleradiology
	Joshua Rieke, MD	Courtesy Teleradiology
	<p><i>Motion made by Ted Whitehead to approve appointments as presented. Seconded by Ron King. Motion carried.</i></p>	
<b>Open Discussion</b>	None	
<b>Adjournment</b>	Motion to adjourn by Tom Butcher. Seconded by Ted Whitehead. Motion carried.	



COUNTY BOARD MEETING			Meeting Date	August 15, 2013
			Meeting Time	8:00 p.m.
			Meeting Location	Hospital Conference Room
<b>Members:</b>				
	Jerry Britton	Tom Butcher	Bob Sellers	Brad Harris
	Sue Pettit (Chair)	Ted Whitehead		Chris Rinehart
	Ron King	Brian Knapp	Mike Rinehart	Jancie Brooks

Agenda Item	Discussion	Follow Up
<b>Community Members Present</b>	Bridget Schnautz, Janie Janes, Jeff Workmen, Angela Casolari, Michael Klingler, Susan Mack, Keith Jenkins, Jim Cowger	
Definitive Agreement	<p>Sue Pettit asked Bob Sellers to update the group on the Definitive Agreement. All property will be included in the sale: Hospital, CCH Medical Clinic, Louisville Medical Clinic, Education Center, Dr. Kumar's building, and the Storage Building (Green House). Clay County has given complete cooperation with the Due Diligence. The purchase price to be paid shall be an amount equal to the sum of (1) the base purchase price, plus (2) the inventory amount, plus (3) the prepaid expenses, plus (4) the purchase accounts receivable amount, minus (5) the assumed accounts payable, and minus (6) the assumed PTO liability. The County will use a portion of Preliminary Payment Amount to redeem or defease at Closing all of the Clay County Bond Indebtedness. County will fund the Foundation up to \$1.0M. SSM will purchase the A/R. Capital items are limited to \$15,000 from the signing of the Term Sheet to Close. Buyer agrees to extend an offer of employment with Buyer to all physician, nursing, technical, executive, support and administrative staff employed by the Hospital and in good standing immediately prior to the Closing, including employees who are on paid or unpaid leave as of the Closing Date, at wage and benefit levels comparable to the wage and benefit levels under their employment by the Seller. Employees will receive past service credit for their employment with Seller for purposes of determining eligibility and vesting credit (but not pension benefit accrual) under Buyer's benefit plans. Buyer agrees to credit Employees with their accrued paid time-off to the extent included in the Assumed PTO Liability and to allow employees to use such accrued paid time-off in accordance with Buyer's existing policies regarding the use of paid time-off. IMRF is still being worked. Medical Staff will have to go through Medical Staff Status and Privileges process. Buyer agrees to honor the then existing clinical privileges and staff status of all members of the medical staff. Clay County will enter into</p>	Item to be discussed at August 1 <sup>st</sup> conference call.

	SSM's purchasing agreements and managed care contracts. The County will continue to support our ambulance service with the County tax levy. A local advisory board will be created which will include 7 – 12 community members.	
<b>Community Concerns</b>	There were several concerns addressed by community members. (1) How will EIB be included in the Definitive Agreement? (2) It was asked of the County Board to provide more support to ensure an agreement is in place concerning Home Health prior to the County signing the Definitive Agreement. One of the major concerns was the lack of provider involvement in making decisions about the Definitive Agreement. IMRF was discussed and continue to be a concern. The community members suggested that the Board get more of the community involved in the process.	

Meeting was adjourned at 10:25 p.m.



COUNTY BOARD MEETING			Meeting Date	Aug 12, 2013
			Meeting Time	2:00 p.m.
			Meeting Location	Hospital Conference Room
<b>Members:</b>				
		Tom Butcher		
	Sue Pettit (Chair)	Ted Whitehead	John Weidner	
	Ron King			

Agenda Item	Discussion	Follow Up
<b>Members on Conference Call</b>	Roy Bossen and Milke Davidson – Hinshaw Law, SSM – Paula Friedman, Dee Evischi, Julie Long – Greensfelder – John Dillance, Jennifer Horom.	
<b>Employee Orientation/Applications (Wording – section 9.3a)</b>	Roy started the discussion asking for a slight adjustment in wording. Specifically, he requested to change the word “application” to reduce anxiety among employees. One of the major concerns of the employees is the belief that they will have to re-apply for their jobs and would be at-risk to net be re-hired. John said the word could be changed, but the employees would still have to go through the on-boarding process with SSM. This will be a subject at the employees’ next town hall meeting.	Bob will work with SSM to develop talking points on the on-boarding process.
<b>Foundation</b>	Roy clarified his understanding that proceeds from the sale will be placed into the Foundation, resulting in a final amount of \$1M. John affirmed this assumption, and stated he would adjust the wording accordingly. Roy also requested that the wording reflect that if SSM would not continue to operate the hospital for the agreed amount of time that all dollars would remain in the Foundation.	
<b>A/R</b>	John provided a summary of the proposed A/R agreement. The purchase price of accounts receivable will be 85% of the agreed upon net A/R amount. SMGSI will pay 60% of this at closing. Any amount beyond the 60% will be paid as collected on a monthly basis. At the end of one year, if there is a shortfall, SMGSI will still pay the amount up to 85% of the agreed upon net A/R.	
<b>Due Diligence/ Reverse Due Diligence</b>	Paula acknowledged the request SSM received for reverse due diligence documents from Roy and the County Board.	
<b>Health Insurance</b>	Paula stated that it came to her attention late last week, of the approximate 200 employees at Clay County, 70 of these employees do not have health insurance. Work will continue on this issue.	
<b>Future Meetings</b>	Physician meeting Aug 23 <sup>rd</sup> . Group reserved Aug 26 <sup>th</sup> and 28 <sup>th</sup> .	

Meeting was adjourned at 3:40 p.m.



# CLAY COUNTY HOSPITAL COMMITTEE MEETING

Clay County Hospital Committee Meeting Minutes			
		Meeting Date	September 3, 2013
		Meeting Time	6:00 pm
		Meeting Location	CCH Conference Room
<b>Members:</b>			
X	Jerry Britton – Chair	X	Ted Whitehead
X	Sue Pettit	X	Ron King
X	Tom Butcher	X	Bryan Knapp
Guests: Dr. Kumar, Dr. Murphy, Dr. Jenkins, Dr. Maneja, Dr. Klingler, Dr. Lueking, Dr. Perez, Jane Janes, Susan Mack, County Board Member Mike Rinehart			

Agenda Item	Discussion
<b>Welcome/Quote/Call to Order</b>	
<b>SSM Discussion with Providers</b>	<p>Providers were invited to attend the meeting to receive an update on SSM negotiations. Sue Pettit reported that after completing Due Diligence, SSM has made a decision to not pursue acquisition of Clay County Hospital. Sue further noted that a written statement would be released to the media following the county board meeting on September 10, 2013. SSM has expressed interest in pursuing a management agreement, and the committee will take that under consideration for future discussions. The providers were asked for feedback on a potential management agreement with SSM, and they responded that details of an agreement would need to be shared in order to offer their input. Several of the providers discussed potential opportunities for increasing revenue, and noted that all parties need to work together to ensure the future success of the hospital. Sue suggested a medical staff representative become part of the monthly Hospital Committee meetings. The providers were open to that idea, and the Governing Board Bylaws will be reviewed to see what course of action is needed to move forward with this.</p>
<b>Approval of Minutes</b> <b>Action Item</b>	<ul style="list-style-type: none"> <li>Minutes from July 30, August 1, 12, 15 and 23, 2013 Special Hospital Committee meetings and August 6, 2013 regular Hospital Committee meeting were presented for approval. Motion by Ted Whitehead to approve minutes as presented. Seconded by Bryan Knapp. Motion carried.</li> </ul>
<b>Finance – Larry Spour</b> <b>Action Item</b>	<ul style="list-style-type: none"> <li>Larry Spour, CFO presented financial data for July 2013.</li> <li>Hospital paid and unpaid claims were presented for approval. Motion by Bryan Knapp to approve paid and unpaid claims as presented. Seconded by Ted Whitehead. Motion carried.</li> </ul> <p><b>Shazam Program Flora Bank and Trust – Request for Additional User (Action Item)</b></p> <ul style="list-style-type: none"> <li>Effective October 1, 2013 the Shazam program through Flora Bank &amp; Trust will no longer permit the creator of a payment to also release the funds. We utilize the Shazam program to</li> </ul>



	<p>release funds for several payroll and accounting processes. This measure is being introduced as a method to minimize fraudulent transactions. This requires two people, the creator and the releaser, to look at every transaction. Larry Spour requested approval of Christine Phillips as the second user for the Shazam program. Christine is the backup for our payroll and accounts payable processes.</p> <p><i>Motion by Ron King to approve the request for additional user for the Flora Bank and Trust Shazam Program as presented. Tom Butcher seconded the motion. Motion carried.</i></p>
<p><b>Leadership Joint Conference Council</b> <i>presented by Ted Whitehead</i></p>	<ul style="list-style-type: none"> <li>A copy of the Joint Leadership Council meeting minutes from August 27, 2013 were provided to the Hospital Committee.</li> </ul>
<p><b>President's Report – Bob Sellers</b> <b>Action Item</b></p>	<p>Bob Sellers presented on the following topics:</p> <p><b>HMS Version 12 Software Upgrade</b> <b>Action Item</b></p> <ul style="list-style-type: none"> <li>Bob Sellers presented a request to purchase a software upgrade for the current HMS computer system. This upgrade is necessary in order to meet Meaningful Use Stage II requirements. The total cost of the HMS Version 12 Software Upgrade is \$243,636.00. Information relating to the purchase has been included in your board packet.</li> </ul> <p><i>Motion by Ron King to approve the purchase of the HMS Version 12 Software Upgrade at a total cost of \$243,636.00. Seconded by Tom Butcher. Motion carried.</i></p> <p><b>340B Update</b></p> <ul style="list-style-type: none"> <li>Bob Sellers reported the go live date for the 340B program is September 12, 2013. Once fully operational, the program is anticipated to have a very positive impact on hospital finances.</li> </ul>
<p><b>Contracts/Agreements signed</b></p>	<p>The following contracts are approaching renewal:</p> <ul style="list-style-type: none"> <li><u>Alton Memorial Hospital</u> – Management Agreement. 90 Day Notice. Auto Renew.</li> <li><u>Clinical Radiologists</u> – Radiology Services Agreement. 120 Day Notice. Auto Renew for 2 years.</li> <li><u>Flora Bank &amp; Trust</u> – ACH Transactions. 30 Day Notice. Auto Renew.</li> <li><u>Governor's State University</u> – Clinical Affiliation. 90 Day Notice.</li> <li><u>Illinois Poison Center</u> – Pledge Agreement. Auto Renew.</li> </ul>

<b>Chief Nursing Executive Report</b> <i>presented by Amanda Goostree, CNE</i>	<ul style="list-style-type: none"> <li>• <b>OSF HealthCare System</b> – Materials Management Agt. 30 Day. Auto Renew.</li> </ul> <p>The following topics were covered:</p> <ul style="list-style-type: none"> <li>• BIC Scorecard – June 2013. Exceeded goal with a total score of 1.8 for the month.</li> <li>• Patient Experience Results for July 2013 were reviewed during the meeting.</li> </ul>										
<b>Credentials Committee</b> <b>Action Item</b>	<p><b>Credentials Committee</b> <b>(Action Item)</b></p> <p>After review and approval of the applications by the Credentials Committee, the Medical Staff Executive Committee and the Leadership Joint Conference Council recommends appointment for the following health professional:</p> <table border="1"> <tr> <th colspan="2">Reappointment</th></tr> <tr> <td>Mark Stampel, MD</td><td>Courtesy Cardiology</td></tr> <tr> <td>Sajjan Nemani, MD</td><td>Courtesy Radiology</td></tr> <tr> <th colspan="2">Initial Appointment</th></tr> <tr> <td>April Cox, DO</td><td>Provisional Courtesy Teleradiology</td></tr> </table> <p><i>Motion made by Tom Butcher to approve appointments as presented. Seconded by Bryan Knapp. Motion carried.</i></p> <p><b>Executive Session</b> <i>Executive Session - Litigation</i></p> <ul style="list-style-type: none"> <li>• Bob Sellers requested a motion to enter into Executive Session for the purpose of litigation. <i>Ted Whitehead made a motion to enter into executive session. Tom Butcher seconded the motion. Executive session convened at 7:29 pm. This executive session was informational only, with no action taken. Motion to reconvene made by Bryan Knapp. Seconded by Tom Butcher. Open session reconvened at 8:40 p.m.</i></li> </ul>	Reappointment		Mark Stampel, MD	Courtesy Cardiology	Sajjan Nemani, MD	Courtesy Radiology	Initial Appointment		April Cox, DO	Provisional Courtesy Teleradiology
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<b>Open Discussion</b>	None										
<b>Adjournment</b>	Motion to adjourn by Tom Butcher. Seconded by Ted Whitehead. Motion carried.										



# CLAY COUNTY HOSPITAL COMMITTEE MEETING

## Clay County Hospital Committee Meeting Minutes

Meeting Date	October 1, 2013
Meeting Time	6:00 pm
Meeting Location	CCH Conference Room

### Attendees:

X	Jerry Britton – Committee Chair	X	Ted Whitehead – Committee Member	X	Robert Sellers – Hospital President	X	Cathy McAllister – Recording Secretary
	Bryan Knapp – Committee Member	X	Ron King – Committee Member	X	Larry Spour – CFO		Guest: Dr. Galen Lueking
X	Tom Butcher – Committee Member	X	Sue Pettit – Ex officio of all Committees	X	Amanda Goostree, CNE		

### Agenda Item

#### Discussion

### Welcome/Quote/Call to Order

### Approval of Minutes

### Action Item

- Minutes from August 28, September 6 and 9, 2013 Special Hospital Committee meetings and September 3, 2013 regular Hospital Committee meeting were presented for approval. Motion by Ted Whitehead to approve minutes as presented. Seconded by Tom Butcher. Motion carried.

### Finance – Larry Spour

### Action Item

- Larry Spour, CFO presented financial data for August 2013.
- Hospital paid and unpaid claims were presented for approval. Motion by Ron King to approve paid and unpaid claims as presented. Seconded by Ted Whitehead. Motion carried.
- The meeting scheduled for September 24 was cancelled due to a special meeting with the Medical Staff.

### Leadership Joint Conference Council

*presented by Ted Whitehead*

### President's Report – Bob Sellers

Bob Sellers presented on the following topics:

### Action Items:

- EOC Annual Evaluations
- Corporate Banking Resolution
- SSM Agreement
- Governing Bylaws

### Environment of Care Annual Evaluations

### Action Item

- The annual evaluations of the seven Environments of Care were presented for review. Board approval of the annual evaluations is a requirement of the Joint Commission. Motion by Tom Butcher to approve the annual Environmental of Care Evaluations as presented. Seconded by Ron King. Motion Carried.

### Corporate Banking Authorization Resolution

### Action Item

- Due to a change in hospital administration, a revision to the Corporate Authorization Resolution is being requested. The corporate resolution specifies designated agents and their respective powers for deposits and signature authority for checking/savings account,



and the Corporate Visa Bank Card. Discussion was held regarding designated agents. A request was made to remove Robert Sellers as a designated agent and add the Interim President once appointed. The Corporate Authorization is a standard document and may be viewed in its entirety in the County Clerk's office.

*Ron King made a motion to make changes to the Corporate Resolution as presented. Tom Butcher seconded the motion. Motion carried.*

#### ***Alton Memorial Management Agreement***

##### **Action Item**

- Sue Pettit, County Board Chair presented a notice of termination received from BJC Healthcare regarding the management agreement between Alton Memorial Hospital and Clay County Hospital. The agreement will terminate on December 31, 2013, and BJC will transition services between now and the end of the year. Sue Pettit asked for a motion to accept the termination notice from BJC Healthcare.

*Tom Butcher made a motion to accept notice of termination from BJC Healthcare regarding the management agreement between Alton Memorial Hospital and Clay County Hospital. Ted Whitehead seconded the motion. Motion carried.*

#### ***SSM Agreement***

- SSM is working toward development of an interim agreement to manage Clay County Hospital for a time period beginning in October and ending February 28, 2014. At that time, a longer termed agreement will be presented for review. The interim agreement is anticipated to be ready for board review by October 11, 2013.

#### ***Governing Board Bylaws Amendment***

##### **Action Item**

- The Hospital Committee and Medical Staff have discussed on several occasions the possibility of adding a medical staff representative to the Hospital Committee. The Medical Staff would select the representative by voting at the October 28, 2013 Medical Staff meeting, and forwarding their recommendation to the Hospital Committee for approval. The question arose as to whether the Medical Staff representative would have voting privileges. It was determined the Clay County States Attorney would be contacted for legal opinion on that issue. A request was made to amend the Governing Board Bylaws to add a Medical



	<p>Staff representative to the Hospital Committee. The language would be inserted into the Bylaws under Article II Section I, Composition.</p> <p><i>Tom Butcher made a motion to amend the Governing Board Bylaws as presented, with voting privileges to be determined by the Clay County States Attorney. Ted Whitehead seconded the motion. Motion carried.</i></p>										
<p><b>Chief Nursing Executive Report</b> <i>presented by Amanda Goostree, CNE</i></p>	<p>The following contracts are approaching renewal:</p> <ul style="list-style-type: none"> <li>• <u>American Water Treatment</u> – Boiler System Maintenance. 30 Day Notice. Auto Renew.</li> <li>• <u>Aramak</u> – Uniform Rental. 60 Day Notice. Auto Renew.</li> <li>• <u>BusComm</u> – HIM Service Agreement. 30 Day Notice. Renewal Required.</li> <li>• <u>Clintech</u> – Medical Equipment Maintenance. 60 Day Notice. Auto Renew.</li> <li>• <u>Consumer Collection Agency</u> – Collection Services. 30 Day Notice. Auto Renew.</li> <li>• <u>ICAHN</u> – IT Service Agreement. Ongoing.</li> <li>• <u>IHCCCC</u> – Billing Data Submission. Ongoing</li> <li>• <u>Clay County Counseling</u> – Counseling Services. Terminate in Writing.</li> <li>• <u>Maryville University</u> – PT Student Program. 90 Day Notice. Ongoing.</li> <li>• <u>Lifeline Phillips</u> – Care Call Services. 90 Day Notice. Auto Renew.</li> <li>• <u>Southern II University</u> – Clinical Affiliation Agreement. 60 Days. Renew every 4 years.</li> <li>• <u>Simplex</u> – Fire Alarm Detection. 30 Day Notice. Auto Renew.</li> </ul> <p>The following topics were covered:</p> <ul style="list-style-type: none"> <li>• BIC Scorecard – July 2013. Exceeded goal with a total score of 1.8 for the month.</li> <li>• Patient Experience Results for August 2013 were reviewed during the meeting.</li> </ul>										
<p><b>Credentials Committee</b> <b>Action Item</b></p>	<p><b>Credentials Committee</b> <b>(Action Item)</b></p> <p>After review and approval of the applications by the Credentials Committee, the Medical Staff Executive Committee and the Leadership Joint Conference Council recommends appointment for the following health professional:</p> <table border="1"> <thead> <tr> <th colspan="2">Reappointment</th></tr> </thead> <tbody> <tr> <td>John Scally, MD</td><td>Courtesy Cardiology</td></tr> <tr> <td>Shailesh Nandish, MD</td><td>Courtesy Cardiology</td></tr> <tr> <td>Jeffrey Jenson, MD</td><td>Courtesy Family Practice</td></tr> <tr> <td>David Kowalski, MD</td><td>Courtesy Internal Medicine</td></tr> </tbody> </table>	Reappointment		John Scally, MD	Courtesy Cardiology	Shailesh Nandish, MD	Courtesy Cardiology	Jeffrey Jenson, MD	Courtesy Family Practice	David Kowalski, MD	Courtesy Internal Medicine
Reappointment											
John Scally, MD	Courtesy Cardiology										
Shailesh Nandish, MD	Courtesy Cardiology										
Jeffrey Jenson, MD	Courtesy Family Practice										
David Kowalski, MD	Courtesy Internal Medicine										

Hospital Committee Minutes  
October 1, 2013  
Page 4

	<i>Motion made by Tom Butcher to approve appointments as presented. Seconded by Ron King. Motion carried.</i>
<b>Open Discussion</b>	None.
<b>Executive Session - Personnel</b>	<p><i>Executive Session – Personnel</i> <i>Action Item</i></p> <p>Jerry Britton requested a motion to enter into executive session for discussion of personnel. <i>Ted Whitehead made a motion to enter into executive session to discuss personnel. Ron King seconded the motion. Executive session convened at 7:15 p.m.</i></p> <p><i>Tom Butcher made a motion to enter into open session. Ron King seconded the motion. Open session reconvened at 7:40 p.m.</i></p> <p>Amanda Goostree was appointed Interim President of Clay County Hospital effective October 5, 2013 as a result of the discussion during executive session.</p> <p>Motion to adjourn by Tom Butcher. Seconded by Ted Whitehead. Motion carried.</p>
<b>Adjournment</b>	



# Hospital Committee Meeting

Meeting Date	10-14-2013
Meeting Time	6pm
Meeting Location	Clay County Hospital Multi-Purpose Room

Members: P-present, A-absent, E-excused					
P	Jerry Britton – Chair	P	Bryan Knapp	P	Larry Spour
P	Ron King	P	Tom Butcher	P	Jane Janes – Guest
P	Ted Whitehead	P	Amanda Goostree	P	Colleen Murphy - Guest
				P	Sue Pettit – Ex- Officio
				P	Darla Hout – Guest
				P	Snedeker Insurance Reps

Agenda Item	Discussion	Follow Up
<p><b>Alex Snedeker – Hope Trust Current CCH Plan</b></p>	<p>Alex Snedeker presented option for Clay County Hospital to join The Hope Trust per request of the Hospital Committee members. The Hospital Committee members were interested in exploring these options as a way to assure the best plan option is being used.</p> <p>A member asked if Clay County Hospital joined the trust could the trust members be offered a significant benefit when they use the medical services offered by Clay County Hospital and Medical Clinics. Alex Snedeker stated this would be an option. Mr. Snedeker shared cost documents with members and with Darla Hout in Human Resources for her files while reminding everyone that dental / vision would remain self-funded if the hospital joins the Hope Trust.</p> <p>Jason Boothe from Snedeker shared the suggested changes to the current plan for CCH if the self-funded plan continues for the 2014 year. Most of these changes are due to the new legislation.</p> <p>After discussion Hospital Committee members decided to discuss options presented at the Next Hospital Committee meeting and then at the County Board meeting in November and return an answer to Mr. Snedeker thereafter.</p>	<p>Hospital Committee to discuss Hope Trust vs. Current Plan at the regularly scheduled meeting on November 5<sup>th</sup> 2013.</p>
<p>SSM Management Agreement Draft Review – Amanda Goostree</p>	<p>Amanda Goostree reviewed the proposed agreement from St. Mary's Good Samaritan along with suggested changes from legal counsel with the Hospital Committee members. Amanda shared that the draft agreement had been shared with the CCH Management Team and the CCH Provider Group and change suggestions were taken from each group. Dr. Murphy</p>	<p>Amanda Goostree to work with St. Mary's Good Samaritan regarding suggested changes to proposed contract and bring</p>

	and Janie Janes were present at the meeting to share questions / concerns on behalf of the providers regarding language in the proposed contract. Hospital Committee gave their suggestions and asked Amanda to work with St. Mary's Good Samaritan to implement the suggested changes and bring the agreement back to the next meeting.	back to the November 5 <sup>th</sup> meeting.
<b>Salary Increase for Interim President</b>	Hospital Committee members agreed to increase the salary of Interim President Amanda Goostree while she is serving in the interim role.	Jerry Britton to work with Darla Hout in HR to put paperwork through for this increase.
<b>Motion for Adjournment</b>	Tom Butcher made the motion to adjourn the meeting. Ted Whitehead seconded the motion to adjourn. Meeting was adjourned	n/a



Hospital Committee Meeting Minutes November 2013				Meeting Date	November 5, 2013		
				Meeting Time	6:00 pm		
				Meeting Location	Hospital Conference Room "B"		
Members: P-present, A-absent, E-excused							
P	Jerry Britton – Chair	P	Bryan Knapp	P	Larry Spour	E	Dr. Maneja (Medical Staff Rep)
P	Ron King	P	Tom Butcher	P	Sue Pettit – Ex- Officio	P	Dr. Malcolm Schulz - Guest
P	Ted Whitehead	P	Amanda Goostree	P	Alisa Christy - Recorder	P	Dr. Ashok Kumar - Guest

Agenda Item	Discussion	Follow Up
<b>Welcome / Quote</b> <i>Amanda Goostree, President</i>		
<b>Call to order</b> <i>Jerry Britton, Hospital Chair</i>		
<b>Approval of Minutes (Action)</b> <i>Jerry Britton, Hospital Chair</i>	<ul style="list-style-type: none"> <li>Minutes from October 1, 2013 regular committee minutes were presented for approval. Motion by Ted Whitehead to approve minutes as presented. Seconded by Tom Butcher. Motion carried.</li> <li>Minutes from October 14, 2013 Special Hospital Committee meeting were also presented for approval. Motion by Bryan Knapp to approve minutes as presented. Seconded by Ron King. Motion Carried</li> </ul>	
<b>Additional Providers &amp; Growth</b> <i>Amanda Goostree, President</i>	<ul style="list-style-type: none"> <li>Amanda Goostree spoke on behalf of potential providers joining Clay County Hospital.</li> <li>Larry Spour has turned in his resignation and will be ending his role as Chief Financial Officer at Clay County Hospital December 6<sup>th</sup>, 2013.</li> </ul>	
<b>St. Mary's Good Samaritan Management Agreement (Action)</b> <i>Amanda Goostree, President &amp; Phil Gustafson and/or Julie Long (St. Mary's Good Samaritan)</i>	<b>St. Mary's Good Samaritan Management Agreement</b> <ul style="list-style-type: none"> <li>Phil Gustafson and Julie Long were present for the meeting and reviewed the draft contract with the Hospital Committee. There were minimal changes noted and the final draft will be sent Thursday, November 6<sup>th</sup>, 2013.</li> <li>Larry Spour will contact Attorney Roy Henshaw. Brenda Britton</li> </ul>	<b>Amanda Goostree</b> to bring contract to Clay County Board meeting November 12 <sup>th</sup> .

<b>Finance</b> <i>Larry Spour, CFO</i> <ul style="list-style-type: none"> <li>Financial Review &amp; Statistics- September 2013</li> <li>Approval of Paid &amp; Unpaid Claims <b>(Action)</b></li> <li>Hospital Insurance <b>(Action)</b></li> <li>Roof Top Unit Grant use for humidifiers</li> </ul>	and Marilyn Brant will receive the draft packets. <ul style="list-style-type: none"> <li>Larry Spour, CFO presented financial data for September 2013.</li> <li>Hospital paid and unpaid claims were presented for approval.  <i>Motion by Ted Whitehead to approve paid and unpaid claims as presented. Seconded by Tom Butcher. Motion carried.</i></li> </ul>	
<b>Hospital Insurance</b> <b>(Action Item)</b> <ul style="list-style-type: none"> <li>The hospital committee agreed to continue the current employee insurance plan. A motion was made to increase the employee contribution for their health insurance by 15% for the next calendar year.  <i>A motion was made for this increase by Tom Butcher. Seconded by Ted Whitehead. All were in favor.</i></li> <li>Discussion was presented on proposal to add humidifiers to capital investment project. Bids will be presented will presented at next meeting.</li> </ul>	<b>Hospital Insurance</b> <b>(Action Item)</b> <ul style="list-style-type: none"> <li>The hospital committee agreed to continue the current employee insurance plan. A motion was made to increase the employee contribution for their health insurance by 15% for the next calendar year.  <i>A motion was made for this increase by Tom Butcher. Seconded by Ted Whitehead. All were in favor.</i></li> <li>Discussion was presented on proposal to add humidifiers to capital investment project. Bids will be presented will presented at next meeting.</li> </ul>	
<b>President's Report</b> <i>Amanda Goostree, President</i> <ul style="list-style-type: none"> <li>Best in Class Scorecard – August 2013</li> <li>Patient Satisfaction – September 2013</li> <li>Capital Request – IV Pumps <b>(Action)</b></li> </ul>	<b>Amanda Goostree</b> presented on following topics: <ul style="list-style-type: none"> <li>The August 2013 Best in Class Scorecard with a total score of 1.8 for the month.</li> <li>Patient Experience Results for September 2013 were reviewed during the meeting.  <i>Capital Request – IV Pumps (Action Item)</i></li> <li>The Capital Request for IV pumps that was included in the packet to the hospital committee.  <i>Motion by Ted Whitehead to approve the Capital Request. Seconded by Ron Butcher. Motion carried.</i></li> </ul>	<b>Amanda Goostree</b> to bring Capital Request for IV Pumps to November 12 <sup>th</sup> Clay County Board meeting.
<ul style="list-style-type: none"> <li>Medical Staff Credentialing</li> <li>Medical Staff Representation</li> </ul>	<b>Credentials Committee</b> <b>(Action Item)</b>	<b>Amanda Goostree</b> to



**(Action)**

After review and approval of the applications by the Credentials Committee, the Medical Staff Executive Committee and the Leadership Joint Conference Council recommends appointment for the following Professional:

bring Medical Staff Credentialing to Clay County Board meeting November 12<sup>th</sup>.

**Reappointment**

Kingsley Onyemere, MD	Courtesy Emergency
Stephen Thomas Sehy, MD	Courtesy Podiatry
Walter Parham, MD	Provisional Courtesy Cardiology
Diane Johnson, APN	Provisional Specified Professional

*Motion made by Ron King to approve appointments as presented. Seconded by Ted Whitehead. Motion carried.*

**Medical Staff Representation (Action Item)**

- The medical staff has selected Dr. Maneja to be the Medical Staff Representative on the Hospital Committee.

*Motion made by Ron King to approve the physician's seat on the Hospital Committee. Seconded by Tom Butcher. Motion carried.*

**Compliance Report**  
*Amanda Goostree, President*

- Amanda Goostree presented the Compliance Committee minutes that were included in the Hospital Committee packet.

**Open Discussion**  
*All Present*

- Amanda introduced Dr. Malcolm Schulz to the Hospital Committee. Dr. Schulz is a general surgeon and an employed physician at Jersey County. Dr. Schulz' contract will expire December 19, 2013 and he is looking to be employed with a Critical Access Hospital.
- Amanda welcomed Dr. Ashok Kumar. Dr. Kumar held discussion about surgical case volumes in Clay County and indicated he would be interested in reviewing an offer for employment by Clay County Hospital.

**Adjournment (Action)**

Motion to adjourn by Ted Whitehead. Seconded by Tom Butcher.

	Motion carried.	
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# Hospital Committee Meeting Minutes December 2013

Meeting Date	December 3, 2013
Meeting Time	6:00 p.m.
Meeting Location	Hospital Conference Room "B"

Members: P-present, A-absent, E-excused

P	Jerry Britton – Chair	P	Bryan Knapp	P	Amanda Goostree- Interim President	P	Chelsea Musgrave (Recorder)
P	Ron King	P	Tom Butcher	E	Sue Pettit- Ex-Oficio	P	Jamie Veach - COO
P	Ted Whitehead	P	Larry Spour- CFO	P	Dr. Maneja (Med Staff Rep)	P	Dee Evischi (Guest from SSM)

Agenda Item	Discussion	Follow Up
Welcome - <i>Amanda Goostree, President</i>	<i>Amanda Welcomed everyone to the meeting and introduced Chelsea Musgrave (Administrative Executive Assistant), Jamie Veach(Chief Operating Officer), and Dee Evischi (VP Finance at SMGSI)</i>	None
Call to Order <i>Jerry Britton, Hospital Chair</i>		None
Approval of Minutes ( <b>Action</b> ) <i>Jerry Britton, Hospital Chair</i>	<ul style="list-style-type: none"> <li>Minutes from November 5, 2013 regular committee minutes were presented for approval. <i>Motion by Ron King. Seconded by Ted Whitehead. Motion carried.</i></li> </ul>	None
Additional Providers & Growth <i>Amanda Goostree, President</i>	<ul style="list-style-type: none"> <li>Amanda working on prospective surgeon contract and also preparing contract to offer to an existing surgeon.</li> </ul>	Amanda Goostree to update Hospital Committee during next meeting.
Finance <i>Larry Spour, CFO</i> <ul style="list-style-type: none"> <li>Financial Review &amp; Statistics- October 2013</li> </ul>	<ul style="list-style-type: none"> <li>Larry Spour, CFO, presented financial data for October 2013.</li> </ul>	
<ul style="list-style-type: none"> <li>Approval of Paid &amp; Unpaid Claims</li> </ul>	<ul style="list-style-type: none"> <li>Hospital paid and unpaid claims were presented for approval.</li> </ul>	

<ul style="list-style-type: none"> <li>• Demositic hot water heater (Action)</li> <li>• Credit Card Change in responsibility to James Veach (Action)</li> <li>• Bank Inquiry responsibility to Luke Czyzewski. (Action)</li> <li>• Preliminary budget discussion</li> </ul>	<p><i>Motion by Ted Whitehead to approve paid and unpaid claims as presented. Seconded by Tom Butcher. Motion carried.</i></p> <p><b><i>Demositic Hot Water Heater (Action Item)</i></b></p> <ul style="list-style-type: none"> <li>• The Capital Request for the Demositic hot water heater was included in the packet to the hospital committee. <i>Motion by Ron King to approve the Capital Request. Seconded by Tom Butcher. Motion carried.</i></li> </ul> <p><b><i>Credit Card Name Change (Action Item)</i></b></p> <ul style="list-style-type: none"> <li>• Larry reported that there are currently two credit cards under one contract number for Clay County Hospital that are currently under the name of Robert Sellers. Larry recommended the name be changed to James Veach, the current COO. The reason for this change is to give this authority to a county employed person. Moving forward the President and CFO will be employed by SMGSI. <i>Motion made by Ron King to approve the credit card name change to James Veach. Seconded by Bryan Knapp. All were in favor.</i></li> </ul> <p><b><i>Inquiry Access for Luke Czyzewski (Action Item)</i></b></p> <ul style="list-style-type: none"> <li>• Larry asked for permission to give Luke Czyzewski, Staff Accountant, inquiry access to the bank account. <i>Motion made by Tom Whitehead to give Luke Czyzewski inquiry access. Seconded by Tom Butcher. All were in favor.</i></li> </ul> <p>Larry mentioned that budget discussion has started and he is</p>	<p>Amanda Goostree to bring Capital Request for Demositic hot water heater to December 10<sup>th</sup> Clay County Board meeting.</p> <p>Mr. Spour to facilitate credit card name change information to Mr. Veach.</p> <p>Mr. Spour to work with bank to grant Mr. Czyzewski inquiry access.</p> <p>SMGSI interim to</p>
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	meeting with SMGSI for this hand off.		continue budget work and present capital budget for review at the next hospital committee meeting.
<b>President's Report</b> <i>Amanda Goostree, President</i> <ul style="list-style-type: none"> <li>• Best in Class Scorecard- September 2013</li> <li>• Patient Satisfaction- October 2013</li> <li>• Medical Staff Credentialing</li> <li>• Turn over update</li> <li>• Strategic Planning Session</li> <li>• Compliance Report</li> <li>• SSM Management Agreement</li> </ul>	<b>Amanda Goostree</b> presented on the following topics: <ul style="list-style-type: none"> <li>• The September 2013 Best in Class Scorecard with a total score of 1.8 for the month.</li> <li>• Patient Satisfaction was down slightly for the month of October.</li> <li>• A Strategic Planning Session is being scheduled for December 17<sup>th</sup> at Anthony's in Flora, IL. CCH Managers, two Physicians, and two Nurse Practitioners have been asked to participate. Julie Long will present the vision of SMGSL. Jamie Veach and Amy Dulany will create a SWOT analysis with participation from all members. Amanda will present a summary to Hospital Committee at the next meeting to elicit feedback.</li> <li>• The Compliance Report will become a standard agenda item. It will be reported by Jamie Veach in the future.</li> <li>• A copy of the final SSM Management Agreement was given to all member of the Hospital Committee. The Management Agreement will go into effect on January 1<sup>st</sup>, 2014.</li> </ul>		Amanda Goostree will present a summary of the Strategic Planning Session to the Hospital Committee.
<b>Joint Leadership Report</b> <i>Ted Whitehead</i>	Ted shared the Joint Leadership minutes.		None
<b>Open Discussion</b> <i>All Present</i>	None		none
<b>Executive Session</b>	<i>Executive Session- Personnel</i> <i>Bryan Knapp made a motion to enter into executive session. Tom Butcher seconded the motion. Executive session convened at 6:50.</i>		

	<i>Ted Whitehead made a motion to return to open session. Tom Butcher seconded the motion. Open session reconvened at 8:15 p.m.</i>	
<b>Adjournment (Action)</b>	Motion to adjourn by Tom Whitehead. Seconded by Bryan Knapp.	