


BOARD OF TRUSTEES MEETING MINUTES RECORD

| DATE: | LOCATION: | START | ADJOURN |
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| November 4, 2019 | Dosher Hood Building | 5:00 pm | 6:00 pm |
| MEMBERS PRESENT: Dr. Scott Starks, Chair Robert Howard, Secretary Dr. Terry Pieper, Chief of Staff Karen Taylor Debbie Wood Linda Pukenas | | NON MEMBERS PRESENT: Tom Siemers, CEO Dan Porter, CFO Dr. Brad Hilaman, CMO Lynda Stanley, President, Dosher Foundation Dr. Robert Zukoski, Emeritus Megan Shrewsbury, Clerk of the Board Terry Pope, State Port Pilot | |

| | AGENDA ITEM | DISCUSSION/CONCLUSIONS | ACTION |
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| 1. | Call To Order | Dr. Scott Starks, Chair called the meeting to order at 5:00pm. | |
| 2. | Roll Call | Robert Howard Called Roll Roll Reflected Above. A quorum was present | |
| 4. | Approval of Minutes | Minutes to be approved: October 7, 2019 | MOTION: To accept minutes of October 7, 2019 Motioned By: Linda Pukenas Seconded By: Debbie Wood All Present in Favor The Motion Carried |
| 5. | Special Presentations | <ul style="list-style-type: none"> • Athena Compliance Partners – Yearly Update 1. Employee survey – received 97 responses <ul style="list-style-type: none"> a. Mostly positive b. Requested easier access to policies and simplified policy language – hospital already in process of implementing Policy Manager c. Employees feel comfortable with self-reporting; number of compliance reports has increased due to self-reporting d. Employees feel more comfortable reporting to hotline e. Employees don't understand how compliance results are handled – looking for ways to share information and be responsive, but do so in a way that is compliant and respectful | |

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| | | <ul style="list-style-type: none"> f. Distribute an annual compliance summary with an overall perspective on what has been completed; reports received, investigated, and how many received g. Employees asked for more education – creating educational documents to refer to when there are questions; FAQ document h. CDC tool released for physicians and nurses regarding the opioid crisis <p>2. Hot Topics</p> <ul style="list-style-type: none"> a. Evaluation and management documentation – changes to the Final Rule will be January 2021; educate physicians on how to document to follow new rules; theory is to save time and facilitate patient care b. Proposed changes to Stark law – still in comment period; CMS is changing to a pay for value over quantity; more collaboration and coordination; Stark law and Anti-Kick Back work against new changes c. Ransomware – half ransomware attacks are on healthcare organizations <ul style="list-style-type: none"> 1) Constantly changing approach 2) Need to proactively educate on how to spot problematic emails, notification of suspicious emails to IT, who can determine who all received the email 3) Layers of backup in place and IT is making sure the hospital is staying as current as possible 4) Ken, IT Director, participates in quarterly call with FBI to determine where the attacks are initiated, find IP addresses, and go to system and block the IP addresses; FBI says to no pay the ransom – no proof that you paid and that you will get data back 5) Security Assessment will be completed by end of the year | |
| 5. | Management Reports | <p><u>Foundation Report/Brunswick Wellness Report - Lynda Stanley</u></p> <ul style="list-style-type: none"> 1. Thanked the board for support of 10th annual golf classic <ul style="list-style-type: none"> a. Waiting on finals numbers, but approximate amount raises was \$50,000 gross - number of businesses and individuals who gave outside sponsorship and played – totaled over \$10k; 22 volunteers helped with golf tournament 2. Men's Health rescheduled for 2020 3. Golden Leaf grant <ul style="list-style-type: none"> a. Site visit on October 30th - Mark Rollins and Carl Mauney did a great job - decision should be made on December 5th whether we receive the grant for the \$378,000 emergency water supply system on site 4. Duke Endowment – November 5th may have grant | |

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| | | <p>decision</p> <ol style="list-style-type: none"> 5. Executive Director, Lindsay Maher, resigned: hope for no impact on grant 6. Attended 2 educational events <ol style="list-style-type: none"> a. Duke University: received grant through Tom and Susan Rabon Charitable Foundation – meeting one on one with foundation board members and talking through ideas that learned b. International Conference in Washington, DC – goals for 2020 are to be more impactful board of foundation members | |
| | | <p><u>CEO Report – Tom Siemers, CEO</u></p> <ol style="list-style-type: none"> 1. November 11-13 – attend Becker’s CEO/CFO Roundtable National Conference – best weekly publication on healthcare, summarizes mergers/acquisitions, key strategies; waived tuition if evaluate program 2. Bi-annual CAP survey: lab and cardio <ol style="list-style-type: none"> a. Audit results - following guidelines that are given to follow – good report, few minor corrections to make | |
| | | <p><u>CMO Report – Dr. Brad Hilaman</u></p> <ol style="list-style-type: none"> 1. Second GYN candidate interviewed last week <ol style="list-style-type: none"> a. 2 people considered good choices for replacement; now matter of working through contract terms; one candidate has strong surgical skills and can bring one procedure to the table that Hilaman doesn’t do; interested in continuing procedures that are currently being performed – hope to have solution by next board meeting 2. Dr. Cahill – Board Certified Neurosurgeon <ol style="list-style-type: none"> a. First case completed and went well b. Interested in continuing to do cases here c. Patients like him and find him personable d. Independent – hope to expand services as rapidly as possible – need to rearrange OR time and space 3. Pediatric Dentistry <ol style="list-style-type: none"> a. No downside issues with dentistry procedures – careful on making any further commitments until sure of major rearrangements to the OR schedule | |
| | | <p><u>CFO Report – Dan Porter, CFO</u></p> <p><u>Financial Report</u></p> <p>The financial reports were included in the meeting packet.</p> <p>Days Cash on Hand: 116.8</p> <p>Days Revenue in A/R: 60.8</p> <ul style="list-style-type: none"> ➤ Volume indicators fell for September. <ul style="list-style-type: none"> ○ Total revenue down 22%. ○ IP was down 58% and OP figures were down 15%. ○ Clinic revenue down 14%. ➤ Payor mix trend was mixed. | |

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| | | <p>➤ Expenses were favorable.</p> <ul style="list-style-type: none"> For the month, Excess from Operations <\$668k> Operations YTD <\$2.6M> Total Excess Over Expenses YTD <\$188k> October trending at \$11.3M gross revenue. | |
| | | <p><u>Clinical Operations Report- Carol Northup, CNO</u></p> <ul style="list-style-type: none"> Nothing to report | |
| | | <p><u>Bylaws Committee</u></p> <ol style="list-style-type: none"> Revised bylaws <ol style="list-style-type: none"> Evaluated by DNV to ensure compliance Took what CMS and DNV says verbatim and agreed to verbiage and put directly into bylaws New bylaws meeting after 1st of year with new board members elected Robert Howard suggests that the revised bylaws be submitted to Michael Murchison to review that language is verbatim from DNV <p>Changes of any document 5-7 days in advance Approved subject to approval of attorney – in writing</p> | <p>MOTION: To approve the revised bylaws subject to approval by attorney, Michael Murchison</p> <p>Motioned by: Robert Howard Seconded by: Debbie wood</p> |
| 6. | New Business | <ul style="list-style-type: none"> Monthly "Joe" Letter to Cathy Blackburn and Gail Ballard | |
| 9. | ADJOURN | The meeting was adjourned at 6pm. | <p>MOTION: To Adjourn the Board of Trustees</p> <p>Motioned By: Debbie wood Seconded By: Linda pukenas All In Favor. The Motion Carried</p> |
| | Board Minutes Accepted |  <hr/> Scott Starks, M.D., Chair | |