

BOARD OF TRUSTEES MEETING MINUTES RECORD

DATE:	LOCATION:	START	ADJOURN
April 6, 2020	Dosher Hospital 2 nd Floor Conference Room	4:00 pm	6:15 pm
MEMBERS PRESENT: Robert Howard, Chair Debbie Wood, Vice-Chair Linda Pukenas, Secretary Dr. Terry Pieper, Chief of Staff Jwantana Gardner-Frink Karen Taylor		NON MEMBERS PRESENT: Dan Porter, CFO Dr. Brad Hilaman, CEO/CMO Lynda Stanley, President, Dosher Foundation Megan Shrewsbury, Clerk of the Board Terry Pope, State Port Pilot	


	AGENDA ITEM	DISCUSSION/CONCLUSIONS	ACTION
		Due to COVID-19, majority of board members joined via video conference call Robert Howard stated his appreciation to staff during this time and the gratefulness of the board to Dosher staff and first responders. He would like for Smithville Township to show appreciation to the Dosher staff and first responders and tell them how much their service is valued Due to the meeting being held in a different setting, Robert Howard requested that all members who make a motion state their name	
1.	Call To Order	Robert Howard, Chair called the meeting to order at 4:00pm.	
2.	Roll Call	Linda Pukenas Called Roll Roll Reflected Above. A quorum was present	
3.	Approval of Minutes	Minutes to be approved: March 2, 2020	MOTION: To accept minutes of March 2, 2020 Motioned By: Linda Pukenas Seconded: Debbie Wood All Present in Favor The Motion Carried
4.	Approval of Agenda and Statement	Robert Howard, Chair "If any member of the Board knows of any conflict of interest or the appearance of a conflict of interest with respect to matters on the agenda, to please so state it as this time."	MOTION: To approve the Agenda Motioned by: Linda Pukenas Seconded by: Dr. Terry Pieper

5.	Management Reports		
		<p><u>Foundation/Wellness/President Report - Lynda Stanley</u></p> <ul style="list-style-type: none"> • Report included in packet • Thanked the board for the kind note to staff as well as snack and lunch • Several community members have reached out and made donations of PPE, lunch, or donations through the Foundation • Card to be sent regarding donation in absence of the gala: made appeal to the community to support our resources to support COVID-19 <p>Robert Howard made requested a vote to approve the Foundation salary agreement for Lynda Stanley</p>	<p>MOTION To approve Foundation salary agreement for Lynda Stanley Motioned by: Debbie wood Seconded by: Linda Pukenas All those in favor The Motion Carried</p>
		<p><u>CFO Report – Dan Porter, CFO</u></p> <p><u>Financial Report</u> The financial reports were included in the meeting packet.</p> <p>Days Cash on Hand: 115.4 Operations: 96.8 Restricted: 18.6 Days Revenue in A/R: 55.0 Volume indicators for <u>February</u>.</p> <ul style="list-style-type: none"> ○ Total revenue up 5% ○ IP was Flat and OP figures were up 7 % ○ Clinic revenue down 7%. <p>➤ Payor mix was not favorable ➤ Expenses were unfavorable.</p> <ul style="list-style-type: none"> - Dr. Armstrong sign on bonus - First month of employment for Dr. Gauthier – deal materialized post budget - Legal fees for variety of projects that outside council has worked on over the last month <ul style="list-style-type: none"> • For the month, Excess from Operations <\$268k> • Operations YTD <\$866k> • Total Excess Over Expenses YTD \$68k <p><u>March</u> trending at \$9.2M gross revenue</p> <ul style="list-style-type: none"> • Imaging declined and elective surgery declined due to request of the state – hits to heart of hospital; went into 	

		<p>play March 23rd; a week of impact from request</p> <ul style="list-style-type: none"> • Worse is yet to come – expecting an estimated loss of \$400-\$450,000 • April full month all in best estimate is 20% of normal run rate for revenue (10.4m) if fortunate • Bottom line April may be roughly a \$2.2M loss for month • Unsure how long it will continue – indicating peak is April 26th <p>FEMA Resolution</p> <ul style="list-style-type: none"> • Treating similar to hurricane • Formality to give management authority to submit request for FEMA potential reimbursement proceeds • Normally takes a year down the line before funds come to the hospital when in response to hurricane • FEMA dealing countrywide – this event may take even longer than a year <p>Paycheck Protection Program Resolution</p> <ul style="list-style-type: none"> • Talked with LGC, Michael Murchison, and BB&T • Program offered to employers with 500 or less employees • Initially a loan that would equate to 2 ½ months of payroll and benefits (approximately \$4.5M) • Need to start the application process ASAP – loan is on a first come, first serve basis • BB&T is the conduit for this program through the SBA • Received approval from the USDA – current loan through them for PCU remodel • LGC meets once a month – meeting scheduled for 4/7/2020; they are sympathetic to our needs; allowing us to shortcut the amount of paperwork • If approved by LGC, BB&T approves the application – funds will cover next 8 weeks • Key caveat in order to have the loan forgiven, organization has to maintain staff for the duration of the 8 weeks <ul style="list-style-type: none"> ▪ If do not adhere to maintaining staff, loan will not be forgiven and will have to be repaid in 2 years with nominal interest rate 	<p>MOTION To approve the FEMA Resolution Motedion by: Linda Pukenas Seconded by: Debbie Wood All those in Favor The Motion Carried</p> <p>MOTION To approve the Paycheck Protection Program Resolution Motedion by: Linda Pukenas Seconded by: Karen Taylor All those in Favor The Motion Carried</p>
6.	New Business	<p><u>Credentialing Addendum</u></p> <ul style="list-style-type: none"> • The Credentialing Addendum was presented by Dr. Terry Pieper and approved as presented. 	<p>MOTION: To accept the Credentialing</p>

			<p>presented as indicated on the Credentialing Addendum. Motioned by: Debbie Wood Seconded by : Linda Pukenas All In Favor The Motion Carried</p>
		<p><u>Board Vacancy</u></p> <ul style="list-style-type: none"> • 5 candidates interviewed on April 5th and asked a set of questions • Randy Jones – long time passion for the hospital; Foundation board member for several years and an active participant <ul style="list-style-type: none"> ▪ Management and decision making skills ▪ Good community participant and great addition to the board ▪ Will fill the unexpired term of Dr. Scott Starks through 2021 • Jwantana and Linda to contact other candidates and inform them of decision 	<p>MOTION: To recommend Randy Jones as a Board of Trustee to the NC Board of Elections Motioned by: Linda Pukenas Seconded by: Karen Taylor All those in Favor The Motion Carried</p>
		<p><u>Employment Contracts</u></p> <p>Lynda Stanley</p> <ul style="list-style-type: none"> • Interim employment contract for Lynda Stanley • Includes compensation as President, salary adjustment for 2019/2020 Foundation President; use of company vehicle or mileage reimbursement • Retroactive to February 29, 2020 	<p>MOTION: To approve interim employment contract for Lynda Stanley, President Motioned by: Jwantana Gardner-Frink Seconded by: Debbie Wood</p>
		<p>Dr. Brad Hilaman</p> <ul style="list-style-type: none"> • Interim employment contract for Dr. Brad Hilaman • Includes compensation as CEO, adjustment to existing employment agreement, and mileage reimbursement 	<p>MOTION: To approve interim employment contract for Dr. Brad Hilaman, CEO Motioned by: Dr. Terry Pieper Seconded by: Linda Pukenas All those in Favor</p>

		<ul style="list-style-type: none"> Amend Dr. Hilaman's Wound Care Center contract – Amendment number 4 Amend Dr. Hilaman's Physician Agreement – Amendment number 8 Extend Dr. Hilaman's GYN contract – retroactive back to January 2020 	<p>The Motion Carried</p> <p>MOTION: To approve the amendment to Dr. Brad Hilaman's Wound Care Center contract: Motioned by: Debbie Wood Seconded by: Dr. Terry Pieper All those in Favor The Motion Carried</p> <p>MOTION: To approve the amendment to Dr. Brad Hilaman's Physician Agreement: Motioned by: Debbie Wood Seconded by: Jwantana Gardner-Frink All those in Favor The Motion Carried</p> <p>MOTION: To approve the extension of Dr. Hilaman's GYN contract: Motioned by: Linda Pukenas Seconded by: Dr. Terry Pieper All those in Favor The Motion Carried</p>
7.	CLOSED SESSION	<p>MOTION: In accordance with N.C. General Statute 143-318.11(a) (1) to discuss (a) confidential credentialing and peer review information protected under N.C. General Statute 131 E- 97.2 (b) confidential healthcare contracts protected under N.C. General Statute 131 E-99 and (c) confidential competitive healthcare information protected under N.C. General Statute 131 E-97.3.</p>	<p>MOTION: To move to closed session in accordance with the indicated statutes. Motioned By: Karen Taylor Seconded: Linda Pukenas All in Favor</p>

			The Motion Carried
8.	OPEN SESSION ADDITIONAL BUSINESS	<p>The Trustees returned to Open Session.</p> <p>Robert Howard, Chair made a comment that “There was good communication from the CEO and President to the Board and he greatly appreciates everything they are doing as well as everything the entire Doshier Team is doing during these difficult times. He said he is looking forward to days beyond this global health crisis. – Minutes taken by Linda Pukenas, Secretary</p>	
9.	ADJOURN	The meeting was adjourned at 6:15pm.	<p>MOTION: To Adjourn the Board of Trustees Motioned By: Karen Taylor Seconded By: Jwantana Gardner-Frink All In Favor. The Motion Carried</p>
	Board Minutes Accepted	 <hr/> Robert Howard, Chair	