

BOARD OF TRUSTEES MEETING MINUTES RECORD

DATE:	LOCATION:	START	ADJOURN
March 2, 2020	Dosher Hospital 2 nd Floor Conference Room	4:00 pm	7:00pm
MEMBERS PRESENT: Robert Howard, Chair Debbie Wood, Vice-Chair Linda Pukenas, Secretary Dr. Scott Starks 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 Multiple Employees of Dosher	


	AGENDA ITEM	DISCUSSION/CONCLUSIONS	ACTION
	Hospital Tour	Tour of Diagnostic Imaging	
1.	Call To Order	Robert Howard, Chair called the meeting to order at 4:30pm.	
2.	Roll Call	Linda Pukenas Called Roll Roll Reflected Above. A quorum was present	
3.	Approval of Minutes	Minutes to be approved: February 3, 2020	MOTION: To accept minutes of February 3, 2020 Motioned By: Dr. Terry Pieper 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 March 2, 2020 Agenda Motioned by: Linda Pukenas Seconded by: Jwantana Gardner-Frink
5.	Management Reports		
		<u>Foundation Report/Brunswick Wellness Report - Lynda Stanley</u> <ul style="list-style-type: none"> Foundation hosting Gala on April 17th at St. James Community Building 	

		<ul style="list-style-type: none"> Employee campaign ended Feb. 14th - opened back up for another 30 days – gift card for anyone who has not made a pledge yet – on track to surpass last years ED carts and a treadmill for Cardiac Rehab purchased by the Foundation Starting committee work – Visibility and Communications committee to work with Ilene New Executive Director – making grounds; engaging new partners Dosher partnered for the Polar Plunge Color Run coming up on April 4th start at hospital by Nursing Center Coastal Consumer showcase March 5th 4-7pm at St. James Community Building 	
		<p><u>CEO Report/CMO Report – Dr. Brad Hilaman</u></p> <ul style="list-style-type: none"> Remain clinical with GYN coverage – handle surgery – Dr. Gauthier has special interest in Women’s Health- started to help out in Dr. Hilaman’s office last week – see more routine GYN replacement search to start again – series of resume to start vet Wound Care – back off from WCC treatment aspect – remain as medical director – rely on Dr. Zukoski and Katie Pardee, NP to pick up extra days Reassure staff that not anticipating layoffs – pull together in same direction – increase revenue and maintain great patient care ; give reason for them to choose Dosher Coronavirus – virus, don’t want to spread it around – people are wanting to get masks – patients are taking mask for family – recommendations to follow infection control protocols – specific testing requirements set by state and feds on how and when get tested – sent thru state and then to CDC –must meet specific criteria to be screened – no cases in NC yet Lynda and Dr. Hilaman busy all day signing contracts and finishing up other ones 	
		<p><u>President Report – Lynda Stanley</u></p> <ul style="list-style-type: none"> Rounded with employees and Patient Care Unit – great to hear the comments from staff and patients who talked about exceptional care that is being received 	
		<p><u>Building & Grounds Committee –Robert Howard</u></p> <ul style="list-style-type: none"> Dutchman Acres lot – 1.05 acre parcel – located near new CVS – been with hospital for 12 years – gifted in late 2008 – most likely in lieu of hospital bill when hospital did that type of exchange <ul style="list-style-type: none"> Independent fair market \$14,000 List price \$15,000 – highest offer \$15,050 – public body designation have to go thru upset bid requirement process – post notice in paper for 10 days for people to react 	<p>MOTION To move forward with the sale of the parcel at Dutchman acres Motedioned by: Building and Grounds Committee Seconded by:</p>

		<ul style="list-style-type: none"> ○ 10% of first \$1000; 5% of remainder \$802.50 – post another notice with new higher bid for another 10 days • Linda requested to look at our real estate assets overall and occupancy rate – operating costs – look at big picture overall • No upset bid – board will have approve recommendation • 250 E. 11th St. – former business office <ul style="list-style-type: none"> ○ Independent FMV (2016) \$310,000 ○ Current list price \$249,000 ○ Current offers \$220,000/\$215,000 ○ Transaction impacts – NBV \$265k ; realtor fee and closing costs \$20,000 ○ Upset bid requirement – 10% of first \$10k; 5% of remainder \$11,050 ○ Brunswick Partnership for Housing <ul style="list-style-type: none"> - 5 years helping provide emergency shelter using churches and a motel on Oak Island for homeless – funded and provided food - 1/3 households pay more than 30% income on housing – doesn't take much to put them in situation that can no longer pay rent or mortgage - Jan/Feb sheltered 118 people in Brunswick County - eviction was by far the main reason - 3 individuals discharge from hospitals and had to stay at hotel - Number of homeless children in Brunswick County schools now over 450 - April 2019 – opened community dialogues from area churches to look at homelessness and affordable housing in Brunswick County - Look at needs and data – is there problem and is there a role for a non-profit - October 2019 Brunswick Partnership was incorporated - mission to promote development of affordable housing and transition for homeless people - Strategic plan: afford rent free transitional housing units scattered throughout the county – provide staff person for coordinating entry for homeless - Strong board of directors \$50,000 in bank and \$20,000 pledged – strong opportunities for financing to purchase the property – looking forward to site – provides site for 3 units on the ground to house transitional families and discharges from the hospital - Certificate of Occupancy should be easily 	<p>No second needed All in Favor The Motion Carried</p>
--	--	---	--

		<p>attained – consider offer and hope it meets hospitals needs as well</p> <ul style="list-style-type: none"> - Not here to ask for charity here to ask for a chance 	
		<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><u>Financial Report</u> The financial reports were included in the meeting packet.</p> <p>Days Cash on Hand: 117.7 Operations: 97.5 Restricted: 20.2 Days Revenue in A/R: 58.2 Volume indicators for <u>January</u>.</p> <ul style="list-style-type: none"> o Total revenue Flat o IP was up 3% and OP figures were Flat o Clinic revenue down 6%. ➤ Payor mix...Medicare elevated for month. ➤ Expenses were favorable. • For the month, Excess from Operations <\$20k> • Operations YTD <\$598k> • Total Excess Over Expenses YTD \$177k <p><u>February</u> trending at \$10.1M gross revenue</p>	
		<p><u>Finance Committee</u></p> <ul style="list-style-type: none"> • Fiscal Year 2019 Audit • Financial statements – unqualified opinion from auditors • - present fairly, in all material respects, the financial position of Doshier • Supplementary & Other Information • Internal controls – deficiencies with processes that lead to inappropriate things • Recommendation to accept the Fiscal Year 2019 Audit 	<p>Motion To accept the Fiscal Year 2019 Audit Motioned by: Finance Committee Seconded by: No second needed All in favor The Motion Carried</p>
		<p><u>Clinical Operations Report- Carol Northup, CNO</u></p> <ul style="list-style-type: none"> • Nothing to report 	
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 presented as indicated on the Credentialing Addendum. Motioned by: Dr. Terry Pieper Seconded by :</p>

		<p>1. Long range planning committee</p> <ul style="list-style-type: none"> o Formed months ago to request national organizations to input on scope of what can offer – 6 corporations identified – 4 involved – summary reports from each sent to long range planning committee – meeting in the next month and have full report <p>2. Resignation of Dr. Scott Starks</p> <ul style="list-style-type: none"> o Final meeting with Board of Trustees o Think board is going in a direction that can't support and commit fully – resignation letter distributed <p>3. NCHA Winter Meeting in Raleigh</p> <ul style="list-style-type: none"> o 500 attendees – most executives not very many board members – lot of reaching across the aisle in NC – people willing to cooperate but not exactly sure what to cooperate about <p>4. Resolution to identify President/CEO as 2 individuals</p> <ul style="list-style-type: none"> o 2 people to serve on interim basis o Dr. Brad Hilaman appointed as CEO on interim basis o Lynda Stanley appointed as President on an interim basis o CEO/President will collectively have all duties as Mr. Siemers – divide various responsibilities o In the event of the CEO's absence, the President will assume CEO duties o Effective March 2. 2020 	<p>Dr. Scott Starks All In Favor The Motion Carried</p> <p>MOTION To approve the resolution to identify President/CEO as 2 individuals Motioned by: Debbie Wood Seconded by: Dr. Terry Pieper All 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: Dr. Terry Pieper Seconded: Karen Taylor All in Favor The Motion Carried</p>
8.	OPEN SESSION ADDITIONAL BUSINESS	<p>The Trustees returned to Open Session</p> <ul style="list-style-type: none"> • Debbie Wood made motion, Jwantana Gardner-Frink made second and vote was unanimous to "Accept 11th Street Property subject to upset bid process." President Lynda Stanley is going to follow-up and oversee through the process and those who report to her. • Discussed that we will form a Board Nominating 	

		Committee who will meet soon to look at candidates to replace Scott Starks who resigned as a Trustee tonight.	
9.	ADJOURN	The meeting was adjourned at 7:00pm.	MOTION: To Adjourn the Board of Trustees Motioned By: Debbie Wood Seconded By: Dr. Terry Pieper All In Favor. The Motion Carried
	Board Minutes Accepted	 _____ Robert Howard, Chair	