

# MINUTES

Meeting	Board of Trustees
Date	June 25, 2024
Time	6:30 pm
Location	Conference Room A

#### Board Members:

- Ron Ragor, Vice Chair (TEAMS)
- Brenda Harden, Secretary
- Joe Dreyer, Chair
- Earl Desmond
- Carolyn Beal
- Jennifer Williams
- Lois Stauffer
- Eddie Lou Meimer

#### Other Attendees:

- Jon Christensen, Attorney
- Jason Gates, Controller
- Jessica Schwartz, Director & CNO
- Kirsten Osborn, Executive Assistant
- Vincent Trago, Physician Healthcare Advisor
- Mike Hyek, President & CEO
- Matthew Hintz, Medical Staff
- Joe Lyren, OhioHealth Finance
- Cheryl Herber, OhioHealth
- James Raley, Baker Tilly

	TOPIC	LEADER	DISCUSSION / RECOMMENDATIONS	FOLLOW-UP
6:30 p.m.	<b>Call to Order</b>	Mr. Dreyer	Mr. Dreyer called the meeting to order at 6:33 p.m.	
	<b>Roll Call</b>	Ms. Osborn	Ms. Beal- Present Mr. Desmond- Present Mr. Dreyer- Present Ms. Harden- Present Ms. Meimer- Present Mr. Ragor- Present (TEAMS) Ms. Stauffer- Present Ms. Williams- Present	
	<b>Approval of Board of Trustees Minutes, May 28, 2024</b>	Mr. Dreyer	Members of the Board of Trustees approved the minutes of the regular Board of Trustees meeting May 28, 2024 as presented.  Ms. Beal made a motion to approve the minutes of the May 28, 2024 Board of Trustees meeting which was seconded by Ms. Harden The motion passed by a unanimous vote.	
	<b>OhioHealth Updates</b>	Ms. Herbert	Ms. Herbert shared that OhioHealth has broke ground on the new Women’s Health facility that is being built near the Riverside campus.	
	<b>MCH / OhioHealth Negotiations Update</b>	Ms. Williams	Morrow County Hospital Negotiations Group: Progress continues toward a long-term strategic partnership between Morrow County Hospital and OhioHealth (summary provided by Jennifer Williams, MCH Board of Trustees member):  <ul style="list-style-type: none"> <li>• As scheduled, at the meeting, the Morrow County Hospital Board of Trustees reviewed an Executive Summary of the draft Term Sheet.</li> <li>• The Term Sheet, which outlines in very specific details, the terms of Morrow County Hospital becoming a member hospital of OhioHealth, is about 90% complete. Negotiations on the remaining terms will continue this week.</li> <li>• The final Term Sheet must be approved by both the MCH Board and the Board of County Commissioners.</li> <li>• Approval of the Term Sheet is not the last step in this process. There are supporting legal documents to be produced and more work to be completed before MCH formally agrees to join OhioHealth.</li> </ul>	

			<ul style="list-style-type: none"> <li>• The target date for membership remains January 1, 2025</li> </ul>	
	<b>OhioHealth Management Agreement Extension</b>	Mr. Dreyer	Ms. Beal made a motion to extend the OhioHealth Management agreement for 5 years which was seconded by Mr.Desmond. The motion was passed by a unanimous vote.	
	<b>MCH FY2023 Audit Review</b>	Mr. Gates & Baker Tilly	<p>James Raley and Heather Davis from Baker Tilly presented the results of the annual MCH audit:</p> <ul style="list-style-type: none"> <li>• Comprehensive responsibilities and report reviewed</li> <li>• Unmodified ("Clean") opinion</li> <li>• One journal entry related to the State Pension Plan (standard entry)</li> <li>• No issues noted during the audit</li> <li>• The Hospital continues to be a viable Organization</li> </ul>	
	<p><b>May 2024 Financial Results</b></p> <p><b>June 19, 2024 Finance &amp; Audit Committee Minutes</b></p>	Mr. Gates	<p>Mr. Gates presented the May 2024 financial report. He highlighted the following:</p> <ul style="list-style-type: none"> <li>• Net Operating income of (\$41k) on a budgeted Net Operating Income of \$55k</li> <li>• Net Income with levy was \$74k on a budget Net Income of \$225k</li> </ul> <p><b><u>Driving Factors</u></b></p> <ul style="list-style-type: none"> <li>• Unfavorable to Budgeted Gross Revenue</li> <li>• Unfavorable to Net Patient Revenue</li> <li>• Favorable to Budgeted Total Operating Expenses</li> <li>• Commercial Payor Mix was unfavorable to budget</li> </ul> <p><b><u>Volumes</u></b></p> <ul style="list-style-type: none"> <li>• Admissions had a Negative variance of -1, or -5.6%</li> <li>• Urgent Care had a positive variance of -1, or -0.3%</li> <li>• Surgeries had a negative variance of -, or 0%</li> <li>• Rehab had a positive variance of 167, or 5.2%</li> <li>• Radiology had a negative variance of -72, or -5.0%</li> <li>• Laboratory had a positive variance of 318, or 3.5%</li> </ul> <p><b><u>Revenue</u></b></p> <ul style="list-style-type: none"> <li>• Gross Patient Revenue was \$215k unfavorable to budget</li> <li>• Radiology was \$55k or 4% unfavorable to budget</li> <li>• Surgery was \$60k or 9% unfavorable to budget</li> <li>• Lab was \$46K favorable to budget</li> <li>• ED was \$30k or 5% unfavorable to budget</li> </ul> <p><b><u>Payor Mix</u></b></p> <ul style="list-style-type: none"> <li>• Medicare was 20.67% on a budget of 20.11%</li> <li>• Medicaid was 0.89% on a budget of 0.99%</li> <li>• Commercial was 27.33% on a budget 30.45%</li> <li>• Self-Pay was 2.92% on a budget of 2.95%</li> </ul> <p><b><u>Expenses</u></b></p>	

			<ul style="list-style-type: none"> <li>• Expenses were \$92k favorable to budget</li> <li>• Supplies and Other were \$38k or 10% favorable to budget</li> <li>• Professional fees were \$65k or 31% favorable to budget</li> </ul> <p><b><u>Key Performance Indicators</u></b></p> <ul style="list-style-type: none"> <li>• Hospital Net Days in A/R increased from 44.2 to 49.3</li> <li>• Days Cash on Hand decreased from 339 to 333 (12-month average is 320)</li> <li>• ED transfers were 8% on a budget of 8%.</li> </ul> <p>Ms. Harden made a motion to approve the minutes from the June 19, 2024 Finance &amp; Audit meeting which was seconded by Ms. Stauffer. The motion was passed by a unanimous vote.</p>	
	<p><b><i>Approval of medical Executive Committee June 4, 2024</i></b></p>	<p>Dr. Hintz</p>	<p>The following items were reviewed by the committee. Members were given an opportunity to remove items from the consent agenda for further discussion. The consent agenda included the following:</p> <p><b><u>Minutes:</u></b></p> <ul style="list-style-type: none"> <li>• Medical Executive Committee – April 2, 2024</li> <li>• Credentials Committee – May 30, 2024</li> <li>• Infection Prevention/Antimicrobial Committee – April 18, 2024</li> <li>• Pharmacy and Therapeutics Committee—May 24, 2024</li> <li>• Surgery/Anesthesia/Blood Use/Tissue Review—April 23, 2024</li> </ul> <p><b><u>Mortality Reports</u></b></p> <ul style="list-style-type: none"> <li>• April 2024</li> <li>• May 2024</li> </ul> <p><b><u>STAFF APPOINTMENTS</u></b></p> <ul style="list-style-type: none"> <li>• Giavanna De Larosa, CNP-Allied Health-Nurse Practitioner Medical</li> <li>• Karina Fouts, CNP- Allied Health- Nurse Practitioner Medical</li> </ul> <p><b><u>NON-STAFF APPOINTMENTS</u></b></p> <ul style="list-style-type: none"> <li>• Andrew MacMillan, MD-Telemedicine-eICU</li> <li>• Emil Hurst, MD-Telemedicine-Radiology</li> <li>• Vrushali Bachhav, MD- Telemedicine-Radiology</li> </ul> <p><b><u>STAFF REAPPOINTMENTS</u></b></p> <ul style="list-style-type: none"> <li>• David Audet, CRNA- Allied Health- Anesthesia</li> <li>• Shanlee Woodward, CRNA- Allied Health-Anesthesia</li> <li>• Amy Vaflor, CRNA- Allied Health- Anesthesia</li> <li>• Matthew Steele, CRNA- Allied Health- Anesthesia</li> <li>• Danielle Copley, CRNA- Allied Health- Anesthesia</li> <li>• George McKean, DO- Consulting-Anesthesia</li> <li>• Nicholas Wongchawart, MD- Consulting-Pathology</li> </ul> <p><b><u>NON-STAFF REAPPOINTMENTS</u></b></p>	

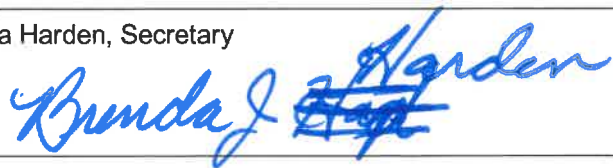
			<ul style="list-style-type: none"> <li>• John Grosel, MD- Telemedicine- Radiology</li> <li>• Kristin Futls-Ganey, MD-Telemedicine- Radiology</li> <li>• Richard Adams, DO- Telemedicine- Radiology</li> <li>• Dennis Glatz, MD- Telemedicine- Radiology</li> <li>• Scott Glasser, MD- Telemedicine- Radiology</li> <li>• Michael Gelbert, MD- Telemedicine- Radiology</li> <li>• Pablo Gamboa, MD- Telemedicine- Radiology</li> <li>• Seven Boker, MD- Telemedicine- Radiology</li> <li>• Sumit Bhatla, MD- Telemedicine- Radiology</li> <li>• John Berry, MD- Telemedicine- Radiology</li> <li>• Michael Barrows, MD- Telemedicine- Radiology</li> <li>• Abdunasser Alhajeri, MD- Telemedicine- Radiology</li> <li>• Mark Alfonso, MD- Telemedicine- Radiology</li> <li>• Haleh Adhoot, MD- Telemedicine- Radiology</li> <li>• Sara Falvo, MD- Telemedicine- Radiology</li> <li>• Julia Cameron-Morrison, MD- Telemedicine- Radiology</li> <li>• Carol Browning, MD- Telemedicine- Radiology</li> <li>• Kirti Agarwal, MD- Telemedicine- Radiology</li> <li>• Michael Brooks, MD- Telemedicine- Radiology</li> <li>• Andrea Franklin, MD- Telemedicine- Radiology</li> <li>• Landon Edwards, MD- Telemedicine- Radiology</li> <li>• Eric Dolen, DO- Telemedicine- Radiology</li> <li>• Solomon Darrow, MD- Telemedicine- Radiology</li> <li>• James Covelli, MD- Telemedicine- Radiology</li> <li>• Courtney Cook, MD- Telemedicine- Radiology</li> <li>• Karol Cios, MD- Telemedicine- Radiology</li> <li>• Wincha Chong, MD- Telemedicine- Radiology</li> <li>• Thomas Buse, MD- Telemedicine- Radiology</li> <li>• David Brown, MD- Telemedicine- Radiology</li> </ul> <p>Ms.Stauffer made a motion to approve the minutes from the June 4, 2024 Medical Executive Committee meeting which was seconded by Mr.Desmond The motion was passed by a unanimous vote.</p>	
	<p><b>Administrative Report</b></p>	<p>Ms. Schwartz</p>	<p>Ms. Schwartz presented the administrative report highlighting:</p> <p><b><u>Operational Updates:</u></b></p> <ul style="list-style-type: none"> <li>• Crack filling of the ER parking lot was completed with capital funds.</li> <li>• Physical therapy restrooms renovation completed; auto buttons added on doors.</li> </ul> <p><b><u>Patient Safety and Clinical Quality</u></b></p> <ul style="list-style-type: none"> <li>• Beginning August 1st Radiology will begin performing CT Colonography for failed Colonoscopies. These will be completed when a complete scope</li> </ul>	

			<p>is unsuccessful. No additional cost is associated with this procedure and helps prevent the patient from needing to come back and prep again for the procedure.</p> <ul style="list-style-type: none"> <li> <p><b><u>Service Excellence</u></b></p> <ul style="list-style-type: none"> <li>Lois Stauffer along with The Auxiliary of the Gideons International of Ohio passed out goodies bags to associates for Nurse Appreciation Month.</li> <li>Mandatory goal deployment sessions are underway. Approximately 75 associates have participated.</li> </ul> </li> </ul> <p>MCH hosted a Mt Gilead teacher boot camp and had a guest speaker from OhioHealth who talked about career opportunities in healthcare.</p>	
	<b>Mission Moment</b>	Ms. Schwartz	Ms. Schwartz read some comments patients have left on their Press Ganey survey, sharing their gratitude towards the hospital.	
	<b>Public Comments</b>		None.	
	<b>Executive Session pursuant to: O.R.C. Section 121.22(G)(8) and 1333.61(D)</b>		<p>A motion was made by Ms. Beal and seconded by Ms. Meimer to enter into executive session to discuss a personnel matter pursuant to O.R.C 121.22(G)(8) and to discuss trade secrets as defined by O.R.C. 1333.61(D). The motion was approved by a roll call vote.</p> <p>Ms. Beal- Yes          Mr. Desmond- Yes          Mr. Dreyer- Yes          Ms. Harden- Yes          Ms. Meimer- Yes          Ms. Stauffer- Yes</p> <p>Mr. Christensen, County Commissioners: Tim Abraham, Jon Mason, and Mr. Hyek entered executive session with all board members and Mr. Hyek at 7:10 p.m.</p> <p>Mr. Hyek exited executive session at 7:15p.m.</p> <p>Mr. Christensen, County Commissioners and all board members exited executive session at 8:30 p.m.</p>	
	<b>Adjournment</b>	Mr. Dreyer	Being no further business, a motion was made by Ms. Meimer and seconded by Mr. Ragor to adjourn the meeting at 8:30 p.m. The motion passed by unanimous vote.	

Minutes submitted by:

Approved by:

Brenda Harden, Secretary

Handwritten signature of Brenda J. Harden in blue ink. The signature is written in a cursive style and includes the name "Brenda J. Harden". There is a small mark that looks like a crossed-out "H" or "A" over the "J".

Elwain Dreyer, Chair

Handwritten signature of Elwain Dreyer in blue ink. The signature is written in a cursive style and includes the name "Elwain Dreyer".