

MINUTES OF THE BOARD OF TRUSTEES MEETING
OF THE
HEALTH AND HOSPITAL CORPORATION
OF MARION COUNTY, INDIANA

February 19, 2013

The meeting of the Board of Trustees (“Board”) of the Health and Hospital Corporation of Marion County, Indiana (“HHC”), was held on Tuesday, February 19, 2013, at 1:30 p.m., at Wishard Health Services (“WHS”), Outpatient East Building, Room T2008 A&B, 1001 West Tenth Street, Indianapolis, Indiana, 46202.

Members present: David F. Canal, M.D.; Deborah J. Daniels, Esq; Gregory S. Fehribach, Esq; Lacy M. Johnson, Esq; James D. Miner, M.D.; Marjorie H. O’Laughlin and Robert B. Pfeifer, CPA.

Members absent: None.

Dr. Miner called the meeting to order and proceeded with the roll call.

Dr. Miner asked if there were any additions, corrections, or deletions to the Board minutes from the Annual Board meeting of January 14, 2013, and the special Board meetings of January 29, 2013, and February 13, 2013. There were none. Mrs. O’Laughlin made the motion to approve the minutes. Mr. Johnson seconded the motion. The minutes for the annual Board meeting of January 14, 2013, and the special Board meetings of January 29, 2013, and February 13, 2013 were unanimously approved.

The next items submitted for approval were Resolution No. 2-2013, “*Honoring Dr. David W. Crabb*” and Resolution No. 3-2013, “*Honoring Joyce Stout Irwin*”. Dr. Miner requested that general counsel Tavonna Harris Askew explain the Resolutions. Mrs. Askew stated the purpose of the Resolutions is to recognize the hard work and dedication of Dr. David W. Crabb and Joyce Stout Irwin to the Health and Hospital Corporation during their tenure on the Health and Hospital Board of Trustees. Dr. Miner stated that both Dr. Crabb and Mrs. Irwin have been tireless in their service. HHC is indebted for their hard work and ability to assist in moving the Corporation forward. Mr. Pfeifer made the motion to approve.

Mrs. O’Laughlin seconded the motion. Resolution No. 2-2013, “*Honoring Dr. David W. Crabb*” and Resolution No. 3-2013, “*Honoring Joyce Stout Irwin*” was unanimously approved.

Bylaws and Policies was the next agenda item. Policy No. 700-70, “*Withholding or Withdrawing Life-Prolonging Measures*” was submitted for approval. Dr. Miner stated that the Hospital Committee discussed this Policy in the February 19, 2013, meeting. Dr. Lisa Harris, CEO and medical director of Wishard Health Services, stated that the Policy was rewritten. New definitions and better guidelines were established to assist staff to make appropriate decisions. The Hospital Committee recommended approval. Mrs. O’Laughlin made the motion to approve. Dr. Canal seconded the motion. Policy No. 700-70, “*Withholding or Withdrawing Life-Prolonging Measures*” was unanimously approved.

Daniel E. Sellers, CFO and treasurer, presented two Cash Disbursement Reports. He began with the December 2012 Report. At \$107.5 million, December 2012 disbursements are above the 2012 average monthly disbursement amount of \$99.6 million. The increase is primarily due to payments made to the City of Indianapolis of \$4.6 million for police and fire support, the housing trust, and inmate healthcare and a WHS-IU SC support staff payment of \$3.9 million. January 2013 Disbursements were \$95.2 million, January 2013 disbursements are below the 2012 average monthly disbursement amount of \$99.6 million. The decrease is due to the WHS PERF payment not being made in January. Mr. Fehribach made the motion to approve this report. Mr. Pfeifer seconded the motion. The December 2012 and January 2013 Cash Disbursements were unanimously approved.

Mr. Sellers continued with the Revenue and Expenditure Report. Mr. Sellers stated that the Budget is based on the construction project distributions. HHC broke even with a \$104,000 surplus for 2012. Mr. Sellers stated that Tax Revenues are better than budget. Other State and Federal Revenues are better than budget. HHC did not receive the full Disproportionate Share distribution in 2012. The Disproportionate Share distribution balance for 2012 is expected in 2013. Public Health Revenues are at budget. Headquarters Revenues are less than budget. Grant Revenues are equal to grant receipts. Total Revenues for December 2012 are \$158.5 million. The Expense, Personal Services, Supplies, Other Services and Charges and Capital Outlays categories are better than budget. This month, the additional appropriation of \$30 million (approved by the HHC board and the City County Council) is shown in the Other Services and Charges category budget. The total Expenditures are \$154 million. Mrs. O’Laughlin

made the motion to approve. Mr. Pfeifer seconded the motion. The Budget Revenue and Expenditures Report for December 2012 was unanimously approved.

The next agenda item was Appointments. Dr. Miner stated that the Appointments were reviewed in the February 19, 2013, Hospital Committee meeting. The Hospital Committee recommends approval. The Appointments have also been reviewed and approved by the Medical Executive Committee. Mr. Johnson made a motion to approve. Dr. Canal seconded the motion. The February 2013 Appointments were unanimously approved.

Privilege Forms and Guidelines were submitted next for approval. The Privilege Form "***Department of Medicine, Section of Cardiology***" was submitted for approval. Dr. Miner stated that the form was presented to the Hospital Committee. He gave a brief explanation of the reason for the form. It establishes new procedure and defines a better scope of care. The Hospital Committee recommends approval. Dr. Canal made the motion to approve. Mr. Johnson seconded the motion. The Privilege Form "***Department of Medicine, Section of Cardiology***" was unanimously approved.

The ***Board Certification Extension Request*** was submitted for Board approval. Dr. Miner stated that circumstances occur that sometimes do not allow for meeting deadlines for the certification process. There are two individuals requesting an extension to allow for certification. The Hospital Committee recommends approval of the Request. Mrs. Daniels made the motion to approve with Dr. Canal seconding the motion. The ***Board Certification Extension Request*** was unanimously approved.

Next, Bid "***RFP-DME/Orthotic & Prosthetic Supplies***" was submitted for Board approval. Dr. Miner gave an explanation of the Bid and stated that the Bid was discussed in the February 19, 2013, Hospital Committee meeting. The Hospital Committee recommends approval. Mr. Fehribach made the motion to approve the "***RFP-DME/Orthotic & Prosthetic Supplies***" Bid. Mr. Pfeifer seconded the motion. The "***RFP-DME/Orthotic & Prosthetic Supplies***" Bid was unanimously approved.

Mrs. O'Laughlin presented the Public Health/Healthy Babies (PH/HB) Committee report for February 19, 2013. Mrs. O'Laughlin stated the Committee was presented with the following:

- ***Influenza Update***, Shandy Dearth, MCPHD Epidemiologist
- ***New Implementation of Required Pool Sampling***, Jason Ravenscroft, Supervisor,

MCPHD Environment Health, Water Quality/Hazardous Materials Management

- Approval of the December 18, 2012, minutes

Dr. Miner reported on the February 19, 2013, Hospital Committee meeting. He stated that some of the items discussed in the Hospital Committee meeting have been addressed in this meeting. Other items that were discussed in and presented to the Committee were:

- Purchasing Consolidation Recommendation, “*RFP-DME/Orthotic & Prosthetic Supplies and Services*”, Penny Handshaw
- New Facility Update, Tom Ringham
- Johnson Control Update, Tom Ringham
- Ambulatory Care Update, Mark Bustamante, M.D.
- Approval of December 18, 2012 minutes

Dr. Miner stated that the Long Term Care Committee met on December 18, 2012. Long Term Care (LTC) operates 59 nursing care facilities in Indiana. The LTC Committee reviews the financials and the quality of care at the facilities. To date LTC revenue is one percent better than budget. Quality Indicator reviews from the federal and state government indicate that all facilities are moving forward.

The Quality Committee will meet after today’s meeting.

Dr. Miner continued by recognizing the loss of two of IEMS employees in a fatal automobile accident. Mr. Gutwein stated that this loss of Timothy McCormick and Cody Medley was tragic and noted the outpouring of support from individuals both locally and nationally. Mr. Gutwein extended his thoughts and prayers to their families, friends and other loved ones.

Margie Payne, vice president, Midtown Community Mental Health Center, stated that the Advisory Board met on Tuesday, February 12, 2013. This was the first meeting for new Board members. The Midtown 2013 finances were introduced. A tour was also conducted of the Midtown facilities.

Ernie Vargo, president, Eskenazi Health Foundation, reported that the Eskenazi Health Foundation has surpassed the \$75 million fundraising goal. There have been more than 2,900 donors. The Foundation has spoken with lead donors regarding the partnership. There has also been a visioning committee formed for future funding initiatives.

Shelia Guenin, vice president, Long Term Care (LTC), HHC, presented the LTC Report. Mrs. Guenin stated that influenza is also an important issue addressed at the LTC facilities. She extended special thanks to Dr. Virginia Caine and the MCPHD for support in this area. Mrs. Guenin met with Dr. Caine to form plans for influenza initiatives. LTC received overwhelming response from agencies regarding the plans that were formulated as a result of the meetings. As a result the measures that were recommended by MCPHD have been implemented in all LTC facilities Mrs. Guenin continued by stating that the federal government has mandated that all nursing homes that participate in Medicare and Medicaid programs have compliance plans in place by the end of March 2013. American Senior Communities, HHC Long Term Care partner, has compliance plans. Mrs. Guenin and Mr. Sellers met with American Senior Communities to discuss and review the compliance plans. The Long Term Care Committee will meet on March 19, 2013.

Dr. Miner continued by introducing a special guest, Bryan Mills, president and CEO of the Community Health Care System and turned this section of the meeting over to Matthew R. Gutwein, president and CEO of HHC. Mr. Gutwein welcomed Mr. Mills and stated that Eskenazi Health and the Community Health Network has formed a distinct and special partnership. The partnership was publicly announced on February 18, 2013, at a press conference. Mr. Mills stated that he is delighted to enter into this partnership and looks forward to working together. One goal is to make sure that the management team presents opportunities to access care in numerous ways. Patients will be first and will be able to better navigate health care. Dr. Lisa Harris stated that this will give many more citizens access to care and for continued commitment to better health care. Dr. Virginia Caine gave an example of the quick response and support from Mr. Mills and the Community Health Network during one of the worse influenza outbreaks in the city. She stated that the Community Health Network's core values are equal to those of the MCPHD.

A video was presented to the Board regarding the Eskenazi Health and Community Health Network partnership. This video included individuals who will be instrumental in the planning process. Each expressed their opinions on how the partnership will be of benefit to the community.

Dr. Miner stated that the Health and Hospital Board of Trustees supports the Eskenazi Health and Community Health partnership and will assist in any way possible.

Since this was a public meeting Dr. Miner asked if there were any comments or questions from the public. Representatives from Service Employees International Union (SEIU) were present to express their concerns about working conditions and their effort to unionize.

Dr. Caine thanked all the partners who assisted in the influenza epidemic. She stated that there is a federal physician's group project that includes the National Medical Association and the National Hispanic Medical Association who are working throughout the country to increase vaccine access to the public.

Mr. Gutwein stated that HHC employees are wearing ribbons to honor the fall IEMS employees.

Dr. Miner requested that all keep the family members of the two IEMS employees in their thoughts and prayers.

There was no further business and the meeting was adjourned.

The next meeting of the Board will be held on Tuesday, March 19, 2013, 1:30 p.m., at WHS, Outpatient East Building, Room T2008 A&B, 1001 West Tenth Street, Indianapolis, Indiana, 46202.

James D. Miner, M.D., Chairman
Board of Trustees

Matthew R. Gutwein
President and Chief Executive Officer