

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

February 21, 2012

The Annual Meeting of the Board of Trustees (“Board”) of the Health and Hospital Corporation of Marion County, Indiana (“HHC”), was held on Tuesday, February 21, 2012, at 1:30 p.m., at Wishard Health Services (WHS), Outpatient East Building, Room T2008 A&B, 1001 West Tenth Street, Indianapolis, Indiana.

Members present: David W. Crabb, M.D.; Gregory S. Fehribach; Joyce D. Irwin; Marjorie H. O’Laughlin; and Robert B. Pfeifer.

Members Absent: Lula M. Journey; James D. Miner, M.D.

In the absence of chairperson Dr. James D. Miner, Board member Dr. David W. Crabb presided and called the meeting to order. Dr. Crabb proceeded with roll call.

Dr. Crabb asked if there were any additions, corrections, or deletions to the Board minutes for the Annual Board meeting of January 9, 2012. There were none. Mrs. Irwin made the motion to approve the minutes. Mr. Fehribach seconded the motion. The minutes for the January 9, 2012 Annual Board meeting were unanimously approved.

There were no General Ordinances and Resolutions presented for approval at this Board meeting.

Bylaws and Policies was the next agenda item submitted for approval. Dr. Crabb stated that the Policies were discussed in the February 21, 2012, Hospital Committee meeting. The changes in the policies were in the regulations and development areas. The Policies submitted for approval are as follows, Policy No. 700-04, *“Patient Transfers,”* Policy No. 700-07, *“Completion of*

Medical Records,” Policy No. 700-13, *“Dental Services,”* Policy No. 700-21, *“Admission/Transfer Criteria to and from Nurseries,”* Policy No. 700-24, *“Guidelines for Performance of Sterilization Procedures,”* Policy No. 700-27, *“Outpatient Parenteral Therapy Program,”* Policy No. 700-28, *“Absence of the Medical Director,”* Policy No. 700-44, *“Emergency Authority for Infection Prevention and Control,”* Policy No. 700-65, *“Testing for Newborn Metabolic Disorders,”* Policy No. 700-71, *“Testing for Detection and Prevention of Hemolytic Disease of the Newborn,”* Policy No. 700-100, *“Assessment of Medical Record Quality,”* Policy No. 700-118, *“Pain Management (Inpatient),”* and Policy No. 700-140, *“Automated Dispensing Cabinet (a.k.a. Omnicell) Override Medications.”* The Hospital Committee recommended approval of the Policies. Mrs. O’Laughlin made the motion to approve. Mr. Pfeifer seconded the motion. The Policies were unanimously approved.

The meeting continued with Daniel E. Sellers, HHC treasurer, presenting the Treasurer’s Report. Cash Disbursement Reports were presented for December 2011 and January 2012.

At \$103.7 million, December 2011 disbursements are above the 2011 average monthly disbursement amount of \$89.3 million. The increase is primarily due to three pay periods in December. WHS IU SC support staff payment of \$2.8 million and \$9.5 million for an HCI state tax payment received by Wishard and disbursed back to HHC. Mrs. Irwin made the motion to approve. Mr. Pfeifer seconded the motion. The December 2011 Cash Disbursements were unanimously approved.

At \$100.4 million, January 2012 disbursements are above the 2011 average monthly disbursement amount of \$89.3 million. The increase is primarily due to the acquisition of six additional buildings for the long term care division and payment of the 2011 incentive management fee related to the long term care division. Mr. Pfeifer made the motion to approve. Mrs. Irwin seconded the motion. The January 2012 Cash Disbursements were unanimously approved.

Mr. Sellers continued with the Budget Revenue and Expenditures Report. He gave an explanation of Revenue and Expenditures stating that 2010 and 2011 DSH settlements are pending. In the Revenue category Public Health Revenues are less than budget. Headquarters

Revenues are better than budget. Grants Revenues are less than budget. Grant expenditures are not recognized until revenue is spent. Total Revenues are \$183.4 million. In the Expenditure category Public Services are better than budget. Supplies are better than budget. Other Services and Charges are better than budget. Capital Outlays are better than budget. WHS Support Payments and Operating Transfer Bond and Lease Payments are less than budget. Mr. Fehribach made the motion to approve. Mrs. Irwin seconded the motion. The Budget Revenue and Expenditure Report was unanimously approved.

The next agenda item was Appointments. Dr. Lisa Harris, CEO, Wishard Health Services stated that the Appointments had been reviewed and approved by the Medical Executive Committee. Mr. Fehribach made a motion to approve. Mr. Pfeifer seconded the motion. The February 2012 Appointments were unanimously approved.

Applications for Clinical Privilege Forms and Guidelines were next on the agenda. Dr. Crabb stated that the Applications were discussed in the February 21, 2012 Hospital Committee meeting. Dr. Crabb gave an explanation of the Applications. The Hospital Committee recommended approval. The Applications were *Department of Pediatrics, Section of Neonatal – Perinatal Medicine, Allied Health Nurse Practitioner; Department of Medicine, Section of Rheumatology, Dependent Research Nurse/Rheumatology Registered Nurse and Department of Pediatrics Section of Neonatal-Perinatal Medicine, Allied Health Physician Assistant*. Mrs. Irwin made the motion to approve. Mr. Fehribach seconded the motion. The Applications were unanimously approved.

Bids were the next item presented for Board approval. Dr. Crabb stated that Faculty Office Building, “*Bid Package #2-2. Curtain Wall, Metal Panels and Glazing*” had been presented for rebid. This Bid was discussed in the Hospital Committee and recommended for rebid. Mrs. O’Laughlin made the motion to approve. Mr. Pfeifer seconded the motion. “*Bid Package #2-2. Curtain Wall, Metal Panels and Glazing*” rebid submission was unanimously approved. Other Bids that were submitted for approval are “*Faculty Office Building - Bid Package #3-1 Fireproofing*”, “*Faculty Office Building - Bid Package #3-2 Fire Suppression*”, “*Faculty Office Building - Bid Package #3-4 Heating Ventilating and Air Conditioning*”, “*Faculty*

Office Building - Bid Package #3-5 Electrical”, “Hospital / ACB - Bid Package #5-32 Finish Carpentry” and “Hospital / ACB - Bid Package #5-38 RF Shielding.” These Bids were discussed in the February 21, 2012 Hospital Committee and the Hospital Committee recommended approval. Mrs. O’Laughlin made the motion to approve. Mrs. Irwin seconded the motion. The Bids were unanimously approved.

The Board meeting continued with Mrs. O’Laughlin presenting the Public Health/ Healthy Babies (PH/HB) report for February 21, 2012. Mrs. O’Laughlin stated that the Super Bowl 2012 Report to the PH/HB Committee was postponed until the March 2012 meeting. The Committee was presented with the 2012 Financial Budget Report by Tara Parchman, MCPHD finance director, and that a report entitled “Catching Your Breath: Asthma in Marion County” was presented by Millicent Fleming-Moran, PhD, MCPHD epidemiologist researcher.

Dr. Crabb reported on the February 21, 2012, Hospital Committee meeting. The Committee was presented with and discussed the following:

- December 20, 2011 Minutes
- Nurse Family Partnership
- Faculty Office Building – Bid Package #2-2 Curtain Wall, Metal Panels & Glazing
- Faculty Office Building - Bid Package #3-1 Fireproofing
- Faculty Office Building - Bid Package #3-2 Fire Suppression
- Faculty Office Building - Bid Package #3-4 Heating Ventilating and Air Conditioning
- Faculty Office Building - Bid Package #3-5 Electrical
- Hospital / ACB - Bid Package #5-32 Finish Carpentry
- Hospital / ACB - Bid Package #5-38 RF Shielding
- New Facility Update
- Medical Staff Policies
- Ambulatory Care Report Q4-2011
- Financials Q4-2011

The Quality Committee will meet after today’s Board meeting.

Shelia Guenin, vice president, Long Term Care, presented the Long Term Care Report (LTC). Six facilities have been acquired in 2012. The new acquisitions are located in Lowell, Upland, Richmond, Ligonier, Jeffersonville and Greenwood, Indiana. This brings the total

number of long term care facilities to 58 nursing facilities, three free-standing assisted living facilities and one independent residential facility. LTC now has the capacity to serve over 7,500 long term care residents. HHC has actively participated in a collaborative with other long term care leaders to bring a series of leadership training workshops to Indianapolis. This collaborative is in conjunction with the Central Indiana Council on Aging, The Indiana State Department of Health, University of Indianapolis, the State Ombudsman program and all of the long term care trade associations. The initial meeting was February 14, 2012 at the Wheeler Arts Center in Fountain Square. The program is designed to encourage participation in leadership training and to share good practices to further the quality of life of long term care residents and to promote staff retention. Pharmakon, a long term care pharmacy located in Carmel provides services to our LTC facilities and has been approved by the Indiana Board of Pharmacy to install an innovative new system for emergency medications. The new system is another example of focus on improving the quality of care for Indiana LTC residents. The semi-annual Client Satisfaction Survey results have been received from the October 2011 survey. The overall satisfaction rate of our clients is 88.6%. The LTC Department is an active participant along with our private sector management company American Senior Communities in the on-going assessment of the quality of LTC services provided by our facilities. Mrs. Guenin shared several LTC success stories.

Board member Joyce Irwin reported that the Midtown Community Mental Health Board of Directors met on February 21, 2012. Midtown is in the black financially with a reported balance of \$2.1 million. This is a result of diligence in securing clients, insurance payments, and of tracking. Mrs. Irwin also reported on the Midtown Assertive Community Treatment Program. This is an evidence based model program with proven success. The Center will experience reduction in state funding. However, Midtown continues to research funds and is in collaboration on a CMS grant in the amount of \$17 million dollars that will enable conducting psychiatric services in the IUMG Primary Care Department. Dr. Crabb extended his congratulations to the Midtown Mental Health Center on being the recipient of this grant.

Ernie Vargo, CEO, Eskenazi Health Foundation, reported that the Foundation has raised \$71.5 million at this point. There have been 2445 donors. There will be a continuous focus on fundraising with a public campaign beginning in the Fall 2012.

Mr. Gutwein reported that the new facility project is at schedule and at budget. The demolition of IUPUI Union Building has been completed. The WHS new facility project has exceeded the WBE/MBE/VBE requirements. Mr. Gutwein announced that Board member Joyce Irwin was the chairperson for the American Heart Association “Go Red Luncheon.” There were several HHC staff recognized in the Indianapolis Business Journal (IBJ) “Forty Under 40” 2012 article. Those recognized were Michael Kaufman, John M. Kunzer and Dr. Charles M. Miramonti. Mr. Gutwein also reported that the Eskenazi Medical Group is in the process of recruiting nationally for a CEO. He stated that as part of the strategy for continuous improvement and ultimate service WHS is working to acquire Federally Qualified Health Center (FQHC) status. Part of the process is to form a Community Board of Directors. HHC has also implemented a transition plan to end its relationship with Citizens Health Center. The transition is to be completed by November 30, 2012. HHC reports to the community continue regarding the new facility. The Super Bowl collaboration of MCPHD, IEMS and WHS was very successful.

Dr. Caine reported that there have been 14 cases of measles reported in Indiana. The cases were in Boone County and Hamilton County. The ages range was from three years to adult. MCPHD is working with agencies throughout the city to address this problem. MCPHD also participated in the 64th National Chin Day. This was a celebration of Independence and was held at the Southport Life Center. MCPHD received nine awards at the celebration. Dr. Caine also extended compliments to Joyce Irwin for her excellent leadership in chairing the American Heart Association “Go Red Luncheon.” The luncheon was feted as the largest in the United States.

Dr. Harris stated that WHS received full accreditation after the Joint Commission Survey. She thanked WHS staff for their support during this process. Dr. Harris also extended her appreciation to Board member Dr. David W. Crabb for his leadership during the accreditation process. Dr. Harris stated that the Midtown Mental Health Center was recognized by FFSA Division of Mental Health via letter for performing at 100% level in the areas of access and quality. The WHS Burn Center has also received recertification and the Department of Geriatrics is a recipient of the 2012 American Geriatric Society Award.

There was no further business and the meeting was adjourned.

The next meeting of the Board will be held on Tuesday, March 20, 2012, at 1:30 p.m., at WHS, Outpatient East Building, Room T2008 A&B, 1001 West Tenth Street, Indianapolis, Indiana.

David W. Crabb, M.D. (Presiding)
Member, Board of Trustees

Matthew R. Gutwein
President and Chief Executive Officer