

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

August 18, 2009

The meeting of the Board of Trustees (“Board”) of the Health and Hospital Corporation of Marion County, Indiana (“HHC”), was held on Tuesday, August 18, 2009, 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; James D. Miner, M.D.; Robert B. Pfeifer; and Marjorie H. O’Laughlin. Members absent: Lula M. Journey.

James D. Miner, M.D., Board chairperson, called the meeting to order and proceeded with roll call.

Dr. Miner asked if there were any additions, corrections or deletions to the minutes for the July 21, 2009 Board Meeting, July 29, 2009 Special Board Meeting, or the August 4, 2009 Budget Hearing. There were none. Mrs. Irwin made the motion to approve. Mrs. O’Laughlin seconded the motion. The July 21, 2009 Board Meeting, July 29, 2009 Special Board Meeting, and the August 4, 2009 Budget Hearing minutes were unanimously approved.

The next agenda item was General Ordinances and Resolutions. Dr. Miner requested that General Ordinance No. 2-2009,

“An Ordinance Establishing the Annual Budget of the Health and Hospital Corporation of Marion County, Indiana for the Fiscal Year Beginning January 1, 2010 and Ending December 31, 2010”

be presented for the final reading and for Board approval. Priscilla Keith, general counsel, read General Ordinance No. 2-2009. Dr. Miner asked if there were any comments from the Board members. There were none. Dr. Miner also asked if there were any comments from the public. There were none. Mr. Sellers, treasurer, gave an explanation of the General Ordinance No. 2009. Mr. Gutwein thanked Dan Sellers, Lee Livin, Tara Parchman, and the financial staff for their diligence in working on the 2010 HHC budget. Mr. Gutwein also stated that the HHC budget was formulated to ensure that property taxes are not increased this year, making it the seventh consecutive year that property taxes have not

increased. Mr. Fehribach made the motion to approve General Ordinance No. 2-2009. Mrs. Irwin seconded the motion. General Ordinance No. 2-2009 was approved with 6 Ayes and 0 Nays.

Dr. Miner continued by presenting for approval Resolution No. 11-2009, ***“First Amendment to the Third Restated and Amended General Worker’s Compensation and Professional Liability Loss Fund Trust Agreement.”*** He stated that the Hospital Committee discussed and recommended approval of Resolution No. 11-2009 in the August 18, 2009 meeting. Dr. Miner gave a brief explanation of the Resolution. Mrs. O’Laughlin made the motion to approve. Mr. Pfeifer seconded the motion. Resolution No. 11-2009 ***“First Amendment to the Third Restated and Amended General Worker’s Compensation and Professional Liability Loss Fund Trust Agreement”*** was unanimously approved.

There were no Bylaws and Policies presented for approval at the meeting.

Dan Sellers, treasurer, gave an explanation of the HHC 2010 budget process. The budget will be presented to the City County Council Municipal Corporation Committee at 5:30 p.m. on August 25, 2009, at the City County Building in Room 118. The Municipal Corporation Committee is scheduled to vote on the HHC budget on September 16, 2009 and the City County Council is expected to pass the budget on September 21, 2009.

Mr. Sellers continued with July Cash Disbursements. At \$90.3million, July 2009 disbursements are above the 2009 average monthly disbursement amount of \$73.8 million. The increase is primarily due to an additional pay period in July of \$8.1 million, \$4.6 million for the quarterly PERF payment, and \$4.2 million in fees associated with the planning and analysis for the Wishard facility project. Mrs. Irwin made the motion to approve and Mr. Pfeifer seconded the motion. The July 2009 Cash Disbursements were unanimously approved.

Next, Mr. Sellers presented the July 31, 2009 Revenue and Expenditure Budget Analysis. Total Revenues are over budget by 1.4%. Expenses are over budget by 9%. Tax Revenues are as budgeted. Other State and Federal Revenues reflect 7/12ths of the projected distribution for hospital DSH, hospital UPL, and other State and Federal payments. Public Health Revenues are over budget. Headquarters Revenues are over budget. Grant Revenues are over budget, which is due to \$8.2 million in grant

revenues that have yet to be received. In the Expenditures category, Personal Services are over budget. Supplies are over budget. Other Services and Charges are over budget. Eight percent are Grant expenses that are encumbered, but purchases have not been made. Inter-Governmental Transfers (IGT) are over budget, which reflects IGT to the state. Capital Outlays are over budget. WHS Support payments are at budget. No expenses were budgeted for Long-Term Care Support in 2009. Mr. Sellers asked for approval. Mrs. Irwin made a motion to approve and Mr. Fehribach seconded the motion. The July 31, 2009 Revenue and Expenditure Report was unanimously approved.

The Medical Staff Appointments for August 2009 were presented next. Dr. Harris stated that included in the packet for approval this month is an Application for Clinical Privileges. Dr. Harris gave an explanation of the Application. Mr. Fehribach made a motion to approve. Mrs. Irwin seconded the motion. The Application for Clinical Privileges was unanimously approved. Dr. Lisa Harris continued by requesting approval of the Medical Staff Appointments. The Medical Staff Appointments had been reviewed and approved by the Medical Executive Committee. Mrs. Irwin made the motion to approve and Mrs. O’Laughlin seconded the motion. The Medical Staff Appointments for August 2009 were unanimously approved.

The next agenda item was “Bids.” Dr. Miner stated that the Hospital Committee recommended approval of the bid titled, “*Facility Demolition /Utility Work.*” Dr. Miner gave a brief explanation of the bid. Mrs. Irwin made the motion to approve. Mr. Fehribach seconded the motion. The “*Facility Demolition/Utility Work*” Bid was unanimously approved. Tom Ringham, director of Facilities Management, WHS, stated that the bid approval must include “Alternate 1.” Mr. Fehribach made the motion to amend the initial motion to include “Alternate 1” of the bid. Mrs. Irwin seconded the motion. The bid amendment was unanimously approved to include “Alternate 1.” The next bid submitted for approval was “*Eastside Quick Care Clinic.*” Mrs. Irwin made the motion to approve. Mr. Pfeifer seconded the motion. The “*Eastside Quick Care Clinic*” Bid was unanimously approved. The final bid submitted for approval was “*Eagledale Clinic.*” Mr. Pfeifer made the motion to approve. Dr. Crabb seconded the motion. The “*Eagledale Clinic*” Bid was unanimously approved.

Mrs. O’Laughlin, reported that the Public Health/Healthy Babies Committee met on August 18, 2009, received information, and discussed the following items:

- Approval of the July 21, 2009 Minutes
- Ryan White Program Update
- H1N1 Virus Update – Dr. Virginia Caine
- H1N1 Presentation – Priscilla Keith

Dr. Miner continued with presenting the Hospital Committee Report of July 21, 2009. The Hospital Committee met and was presented with and discussed the following information:

- Approval of the July 21, 2009 Minutes
- Resolution No. 11-2009, “***First Amendment to the Third Restated and Amended General Worker’s Compensation and Professional Liability Loss Fund Trust Agreement***”
- Bids/Purchase Recommendations
 - Facility Demolition/Utility Work***
 - Eastside Quick Care Clinic***
 - Eagledale Clinic***
- Finance Subcommittee Meeting Update
- WHS June 30, 2009 Financials

Mr. Gregory S. Fehribach reported that the Finance Committee met on August 18, 2009. The Committee was presented with and discussed the following:

- Revenue Cycle Dashboard
- Clinical Documentation cited in the McKession Report
- Outpatient Strategies
 - Eastside Quick Care Unit
 - Eagledale Clinic
- WHS Financials

Jim Fuller, HHC’s representative to the Citizens Health Center Board of Directors, presented an update of Citizens Health Center (Citizens). Citizens has been awarded federal stimulus monies and will be using the monies for renovation. Citizens has secured the services of an architect who is working on renovation plans. Citizens is also conducting a financial audit. Citizen’s school-based clinics have increased to fourteen sites. There will be a HRSA site visit the week of September 24, 2009.

Mr. Gutwein began his report by thanking staff for their support with the many facets of planning the new WHS facility and for working in conjunction with FSSA on Medicaid reimbursement. He stated that he is also encouraged by the support from the community regarding planning of the new facility. Mr. Gutwein stated that HHC continues to follow the discussions on federal healthcare reform. Also,

the Wishard Foundation is continuing the search for a CEO. Mr. Gutwein reiterated that HHC would present the 2010 Budget to the City County Municipal Corporations Committee on August 25, 2009.

Dr. Virginia Caine reported that the first death resulting from the West Nile Virus has been confirmed. The Marion County Health Department (MCHD) has placed traps in throughout the City to identify and treat areas infected by mosquitoes. The MCHD staff has implemented a plan to remove all hazards that are breeding grounds for mosquitoes. Dr. Caine also gave an H1N1 (Swine Influenza) update. There is a meeting scheduled with Indianapolis school superintendents to plan strategies to address N1H1.

Dr. Lisa Harris reported that there has been a change in leadership in the Medical Services Department. Dr. Kirsten Kaiser-Duncan resigned as Chief of Medical Services. Dr. Bill Tierney will replace Dr. Kaiser-Duncan. Dr. Harris also announced that Girl's Inc. honored Dr. Virginia Caine and Board member Mrs. Marjorie O'Laughlin as Touchstone Award recipients.

There was no further business so the meeting was adjourned.

The next meeting of the Board of Trustees will be held on Tuesday, September 15, 2009, at 1:30 p.m. at WHS, Outpatient East Building, Room T2008 A&B, 1001 West Tenth Street, Indianapolis, Indiana.

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

Matthew R. Gutwein
President and Chief Executive Officer