

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

December 21, 2010

The meeting of the Board of Trustees (“Board”) of the Health and Hospital Corporation of Marion County, Indiana (“HHC”), was held on Tuesday, December 21, 2010, 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; Lula M. Journey; James D. Miner, M.D.; Robert B. Pfeifer; and Marjorie H. O’Laughlin. Members Absent: None.

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

Dr. Miner asked if there were any additions, corrections, or deletions to the minutes for the November 16, 2010 Board meeting. There were none. Mrs. Journey made the motion to approve. Dr. Crabb seconded the motion. The minutes for the November 16, 2010 Board meeting were unanimously approved.

The next agenda item was General Ordinances and Resolutions. Dr. Miner requested a motion that General Ordinance No. 3-2010,

“An Ordinance Amending 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 second reading and placed upon passage. Dr. Crabb made the motion and Mrs. O’Laughlin seconded the motion. Norman Aranda, acting general counsel and vice president of HHC Administration, read General Ordinance No. 3-2010. Mr. Sellers, HHC treasurer gave an explanation of the Ordinance. Dr. Miner asked if there were any questions from the Board. There were none. Dr. Miner continued by asking if there were any comments or questions from the public. There were none.

Mrs. O’Laughlin made the motion to approve. Mr. Pfeifer seconded the motion. General Ordinance No. 3-2010 was passed with 7 Ayes and 0 Nays.

The next item presented for approval was Resolution No. 6-2010, ***“Establishing Policies Concerning Employee Organizations.”*** Dr. Miner gave a brief explanation of the resolution and stated that the Hospital Committee discussed and recommended passage of the resolution. Mr. Pfeifer made the motion to approve. Mrs. Irwin seconded the motion. Resolution No. 6-2010, ***“Establishing Policies Concerning Employee Organizations.”*** was unanimously approved.

“Bylaws and Policies” were the next agenda items submitted for approval. Dr. Miner stated that Policy No. 700-103 ***“Medical Education – Patient Care Involvement”*** was discussed in the December 21, 2010 Hospital Committee meeting. The Committee recommended approval of the policy. Dr. Miner also stated that the policy was a revision of a previous policy. Mrs. Irwin made the motion to approve. Mr. Pfeifer seconded the motion. Policy No. 700-103 ***“Medical Education – Patient Care Involvement”*** was unanimously approved.

Next, Mr. Sellers, treasurer, presented the Treasurer’s Report. At \$116.2 million, November 2010 disbursements are above the 2010 average monthly disbursement amount of \$79 million. The increase is primarily due to the \$31.8 million in intergovernmental transfers from DSH, Nursing Home and Physician UPL and WHS PERF payment of \$5 million. Mr. Pfeifer made the motion to approve. Mrs. Irwin seconded the motion. The November Cash Disbursements were unanimously approved.

Mr. Sellers continued with the Revenue and Expenditure Budget Analysis Report. The Tax Revenues reflect 11/12 of the estimated tax revenue based on county tax projections through year-end. Other State and Federal Revenues are below budget. HHC received a \$77 million DSH payment from the state. Another payment of \$15 million is expected in year 2011. Public Health Revenues were better than budget. Headquarters Revenues were better than budget. Total Revenues are better than budget by 20%. In the Expenditures category, Supplies were over budget. Capital Outlays were better than budget. Mr. Sellers requested Board acceptance of the report. Mrs. Irwin made the motion to accept. Mr. Fehribach seconded the motion. The Revenue and Expenditure Budget Analysis was unanimously accepted.

The next agenda item was Appointments. Jessica Barth, vice president and senior counsel WHS, submitted the Appointments for Board approval. Mrs. Barth stated that the Appointments had been reviewed and approved by the Medical Executive Committee. Mrs. Irwin made a motion to approve. Dr. Crabb seconded the motion. The December 2010 Appointments were unanimously approved. There was also an Application for Clinical Privileges, "**Allied Health-Clinical Nurse Specialist**," submitted for Board approval. Dr. Crabb made the motion to approve. Mr. Fehribach seconded the motion. The Application for Clinical Privileges, "**Allied Health-Clinical Nurse Specialist**" was unanimously approved.

At this point Dr. Miner stated that there are two additional Resolutions being submitted for Board Approval. The first Resolution is Resolution No. 7-2010, "**Appointment of Matthew R. Gutwein, As President and Chief Executive Officer.**" Mrs. Irwin made the motion to approve and Mrs. O'Laughlin seconded the motion. Resolution No. 7-2010 was unanimously approved. The second Resolution is Resolution No. 8-2010, "**Appointment of Daniel E. Sellers As Chief Financial Officer and Treasurer.**" Mrs. Irwin made the motion to approve. Mr. Fehribach seconded the motion. Resolution No. 8-2010 was unanimously approved. Dr. Miner stated that the compensation committee would review the CFO/Treasurer duties and adjust compensation to reflect the increase duties.

The next Agenda item was Bids. Dr. Miner stated that Lee Ann Blue, WHS chief nursing officer presented the WHS Bid, "**Surgical Clinical Information System**" to the Hospital Committee on December 21, 2010. The Hospital Committee recommends approval of the Bid. Mr. Pfeifer made the motion to approve. Mr. Fehribach seconded the motion. The "**Surgical Clinical Information System**" Bid was unanimously approved.

The next Bid, "**3838 North Rural Street, Data Center Expansion**" was presented to the Board for approval. Rex Stanley, manager, Facilities Maintenance, gave an explanation of the Bid. Mr. Stanley stated that Fuller Engineering did not submit the lowest bid, however did meet all other requirements. Because the company did meet all other requirements negotiations are in process for a bid cost reduction. Mrs. Irwin made the motion to approve. Dr. Crabb seconded the motion. The "**3838 North Rural Street, Data Center Expansion**" Bid was unanimously approved.

Mrs. O’Laughlin reported on the December 21, 2010 Public Health/Healthy Babies Committee meeting.

Mrs. O’Laughlin stated that the Committee was presented with and discussed the following:

- Approval of November 16, 2010 Minutes
- HIV Program Update, Michael Wallace, Director
- Community-Based Care Update, Nancy Keefe, Administrator

Dr. Miner gave the December 21, 2010 Hospital Committee meeting report. The Hospital Committee was presented with and discussed the following:

- Approval of November 16, 2010 Minutes
- Purchase Recommendations
 - “**Surgical Clinical Information System**,” Lee Ann Blue, Larry Gossman, Dave Shaw
- New Facility Updates, Tom Ringham
- Medical Staff Policies, Lisa E. Harris, M.D.
 - Policy No. 700-103, “**Medical Education – Patient Care Involvement**”
- Richard M. Fairbanks Burn Center Update , Dr. Raj Sood Kari Gabehart, NP Clinical Director
- Resolution No. 6-2010, “**Establishing Policies Concerning Employee Organizations**”
 - Replacing Resolution 3-1970, Dan Sellers, HHC CFO and Treasurer
- Indianapolis EMS, Dr. Charlie Miramonti

Dr. Miner reported on the November 16, 2010 Quality Committee. The Quality Committee review included the WHS Medical Quality Program, UHC data, WHS rankings, a Clinical Outcome Report, Access Goals and Data Review, Mortality Data, Regulatory Updates and Prenatal/Family Planning.

Board member Joyce Irwin reported on the status of the Midtown Mental Health Center. The Center is conducting educational training sessions. Midtown crisis clinicians are participating in a program that will allow them to ride in the cars with the police of the Indianapolis Police Department to assist in crisis intervention. The Center has noticed a 14% decrease in smoking among clients. On December 15, 2010 a Midtown holiday event was conducted where one hundred-fifty awards were given to clients. The awards were given for reasons such as obtaining employment, staying employed and stopping smoking. On December 16, 2010 the Midtown Mental Health Center was recipient of a Mental Health Medical Award.

Mr. Gutwein, president and CEO, HHC, began his report by stating that HHC continues to follow the status on Health Care Reform. He reported that the WHS new facility project is on schedule and at budget. Mr. Gutwein concluded by stating that the Wishard Memorial Foundation continues to move forward under the leadership of Ernie Vargo.

Virginia Caine, MD, public health director, reported that there is a decrease in influenza cases for 2010. There is a noticeable decline in citizens requesting influenza vaccinations. However, there is an increase in sexually transmitted diseases. Dr. Caine stated that the Center for Disease Control, the Robert Wood Johnson Foundation and other health-focused entities are in the process of updating accreditation process for health departments. This process will require conducting needs assessments and focus groups.

Dr. Miner stated there was an additional resolution submitted for Board approval. This was Resolution No. 9-2010, "**Purchase of Real Property.**" Norman Aranda, acting general counsel and vice president of HHC Administration gave an explanation of the Resolution. Mrs. O'Laughlin made the motion to approve. Mr. Fehribach seconded the motion. Resolution No. 9-2010, "**Purchase of Real Property**" was unanimously approved.

There was no further business and the meeting was adjourned.

The next meeting of the HHC Board of Trustees will be the Annual Meeting on Monday, January 10, 2011, 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.
Chairman, Board of Trustees

Matthew R. Gutwein
President and Chief Executive Officer