

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

July 26, 2011

The meeting of the Board of Trustees (Board) of the Health and Hospital Corporation of Marion County, Indiana (HHC) was held on Tuesday, July 26, 2011, 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; Lula M. Journey; James D. Miner, M.D.; Robert B. Pfeifer; and Marjorie H. O'Laughlin. Members Absent: Joyce D. Irwin.

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 June 21, 2011 Board meeting. There were none. Mrs. O'Laughlin made the motion to approve. Dr. Crabb seconded the motion. The minutes for the June 21, 2011 Board meeting were unanimously approved.

Dr. Miner stated that General Ordinances and Resolutions was the next agenda item to be presented for approval. Dr. Miner requested that General Ordinance No. 2-2011,

***“An Ordinance Establishing the Annual Budget of the Health and Hospital Corporation of Marion County, Indiana for the Fiscal Year Beginning January 1, 2012 and Ending December 31, 2012”***

be presented for the first reading. Tavonna Harris Askew, HHC deputy general counsel, stated that she has a letter from Mrs. Journey requesting that General Ordinance No. 2-2011 be presented for the first reading. Mrs. Journey read the letter. Mrs. Askew read General Ordinance No. 2-2011. Dr. Miner asked if there were any questions comments. There were none.

Mr. Sellers, treasurer, gave an explanation of General Ordinance No. 2-2011. He stated that the 2012 preliminary budget is being presented and read for the first time during this Board of Trustees meeting. The corporation will advertise the preliminary budget after the July meeting. The budget will be presented for second reading and public comment at our August 9<sup>th</sup> meeting. The third and final reading will be on August 30, 2011 when the Board of Trustees is scheduled to vote on the budget. The City-County Council (CCC) will also be reviewing and approving the HHC budget. The budget will be presented to the CCC Municipal Corporation Committee on September 20, 2011 in the City-County Building. The

CCC Municipal Corporation Committee is scheduled to vote on the HHC budget on October 10, 2011 and final passage by the CCC is expected on October 17, 2011.

Dr. Miner continued by requesting that Resolutions be presented for approval. The first Resolution submitted was Resolution No. 8-2011, ***“Establishment of Long Term Care Committee.”*** Dr. Crabb stated that the Planning Committee discussed in the June 21, 2011 Meeting the need to form a Long Term Care Committee. The Committee approved the establishment of this committee. Mr. Sellers, HHC treasurer, explained that Resolution No. 8-2011 was created for the purpose of establishing a committee to oversee the operations of the long-term care facilities owned by HHC. Mr. Fehribach made the motion to approve Resolution No. 8-2011. Dr. Crabb seconded the motion. Resolution No. 8-2011, ***“Establishment of Long Term Care Committee”*** was unanimously approved. The next Resolution submitted for approval was Resolution No. 9-2011, ***“A Resolution Approving a Joint Venture to Finance the Construction of the Faculty Office Building (the “FOB”); (2) Adopting the Plans and Specifications for the “FOB”;*** and (3) ***Authorizing the Execution and Delivery of an Operating Agreement, a Ground Lease and a Lease and Actions in Connection Therewith.”*** Mr. Sellers stated that HHC is partnering with Duke Realty on this venture and representatives from Duke were present to answer questions. A new office building will be created. The new office building clients will include the Indiana University School of Medicine, Regenstrief Health Center and the WHS pharmacy. Resolution No. 9-2011 will allow the venture to move forward. Mrs. Journey made the motion to approve the Resolution No. 9-2011. Dr. Crabb seconded the motion. Resolution No. 9-2011 ***“A Resolution Approving a Joint Venture to Finance the Construction of the Faculty Office Building (the FOB”); (2) Adopting the Plans and Specifications for the “FOB”;*** and (3) ***Authorizing the Execution and Delivery of an Operating Agreement, a Ground Lease and a Lease and Actions in Connection Therewith”*** was unanimously approved. The final Resolution submitted for approval was Resolution No. 10-2011 ***“Adoption of Wishard Health Services By-Laws.”*** Dr. Miner stated that Resolution No. 10-2011 was discussed in the July 26, 2011 Hospital Committee meeting. There were minor modifications to the By-Laws due to regulatory requirements. The Hospital Committee recommended approval of the modifications. Mrs. O’Laughlin made the motion to approve. Mr. Fehribach seconded the motion. Resolution No. 10-2011, ***“Adoption of Wishard Health Services By-Laws” and the “Wishard Health Services By-Laws Revision”*** was simultaneously approved.

Next, Dan Sellers, treasurer, presented the June 2011 Cash Disbursements. At \$84.4 million, June 2011 disbursements are below the 2011 average monthly disbursement amount of \$85.4 million. The decrease is primarily due to the additional Med Staff payment that was made in May versus June. Mrs. O’Laughlin made the motion to approve the June 2011 Cash Disbursements. Mr. Pfeifer seconded the motion. The June 2011 Cash Disbursements were unanimously approved.

Mr. Sellers continued with the June 2011 Revenue and Expenditure Budget Analysis. He stated that the report presentation changed due to an open purchase order line being added. Other State and Federal Revenues reflect 6/12 of the annual budget for Hospital DSH, hospital UPL and administrative claiming for Medicaid outreach. An \$82.4 million

DSH payment has been received. Public Health Revenues are better than budget. Headquarters Revenues are better than budget. In the Expenditures area Personal Services are better than budget. Supplies are over budget. Other Services and Charges are better than budget. Capital Outlays are better than budget. WHS Payments are at budget. The negative expense on the Long Term Care line item reflects year-end divisional surplus anticipated to be distributed back to Headquarters. Operating Transfer Bond and Lease Payment reflects annualized bond and lease payments. The budget related to these payments was originally included in "Other Services and Charges. Mr. Sellers requested acceptance of the June 2011 Revenue and Expenditure Budget Analysis. Mr. Pfeifer made the motion. Mr. Fehribach seconded the motion. The June 2011 Revenue and Expenditure Budget Analysis was unanimously accepted.

The next agenda item was Appointments. Dr. Lisa Harris, CEO and medical director, WHS, submitted the Appointments for Board approval. Dr. Harris stated that the Appointments had been reviewed and approved by the Medical Executive Committee. Mr. Pfeifer made a motion to approve. Mr. Fehribach seconded the motion. The June 2011 Appointments were unanimously approved.

Bids were the next agenda item submitted for approval. Dr. Miner stated that the Hospital Committee discussed Bid Package #5-6, "***Pneumatic Tube System Re-Bid***" in the July 26, 2011 Committee meeting. The Hospital Committee recommends approval of the bid. Mrs. O'Laughlin made the motion to approve. Mr. Pfeifer seconded the motion. Bid Package #5-6. "***Pneumatic Tube System Re-Bid***" was unanimously approved. The next Bid submitted for approval was "***Paving Project – 4012/4040 North Rural Street.***" Brian Carney, vice president, HHC Facilities Management, explained the purpose of the Bid. Dr. Crabb made the motion to approve. Mr. Fehribach seconded the motion. The Bid "***Paving Project – 4012/4040 North Rural Street***" was unanimously approved.

The Public Health/Healthy Babies Committee did not meet in July 2011.

Dr. Miner stated that the Hospital Committee was presented with and discussed the following:

- Approval of June 21, 2011 Minutes
- Healthy Aging Brain Center Presentation  
*Malaz Boustani, M.D.*
- Bid Package #5-6, "***Pneumatic Tube System (Re-Bid)***"
- The New Wishard Update  
*Tom Ringham, director, Facilities Management*
- Resolution No.10-2011, "***Adoption of Wishard Health Services By-Laws***"  
*Jessica Barth, chief counsel & VP, Legal Services*

Sheila Guenin, vice president, Long Term Care (LTC) reported on the Planning Committee meeting of June 21, 2011. The Planning Committee discussed the acquisition of four of the five new HHC Long Term Care facilities. They are located in Clinton, Indiana; Jasper, Indiana; Salem, Indiana; Seymour, Indiana and Indianapolis, Indiana. The American

Village facility received a deficiency free survey under the government process. The process involves the ISDH being in the facility for several days. The LTC Department is in the process of signing an agreement with the IU School of Medicine Primary Care Medical Group to add a geriatric consultant for the LTC department.

Mrs. Journey stated that the Citizens Health Center has hired attorney Aaron Haith, as legal advisor to the Center.

Dr. Charles M. Miramonti, chief of Indianapolis Emergency Medical Services (IEMS), gave a six month review. Billings for the last six month have reach \$9 million. IEMS is looking to expand into several townships. The first recruit class will be sworn in on July 27, 2011. The data collection process is being redesigned. A \$500,000 grant has been received to review services to include the electronic patient care records system and to support research endeavors. The customer satisfaction surveys are being reviewed. The patient control area was noted as needing improvement as a result of the customer satisfaction survey. The Center will also participate in a plasma usage study.

There was no Midtown Advisory Board meeting in July 2011. Margie Payne, vice president, stated that outcomes are being met. She distributed a flyer announcing a Midtown client art show. The Center is also involved in producing a documentary about self-taught artist and how art has helped them heal.

Dr. Miner thanked Ernie Vargo, vice president, Wishard Health Foundation for the excellent job that the Foundation is doing with fundraising. He asked that Mr. Vargo give a Foundation review. Mr. Vargo stated that the fundraising campaign has reached \$55.7 million at this point. Since the fundraising has been so successful the goal has been increased to \$75 million. The Foundation is working on acquiring specific monetary gifts and will announce in the fall the amount of the gifts and when they will be received.

Mr. Gutwein, president and CEO, HHC, began his report by thanking the MCPHD staff for the attention being given to the residents of Marion County in response to the extreme heat conditions of the summer. He also thanked the staff for their support and strong presence at the Indiana Black Expo Health Fair. He stated that during the week of July 28, 2011 the HHS Director of Medicare visited Indianapolis. A meeting was sponsored by IHIE where the Director of Medicare met with Indianapolis representatives to review Indiana's technology system. Indiana's system is one of the most advanced integrated systems in the country. Discussion focused on how to expand and support Indiana's system. Mr. Gutwein continued by stating the HHC continues to focus on healthcare reform. He also thanked Tavonna Harris Askew for coordinating, during the absence of Nina Brahm, the Board meeting materials.

In the absence of Dr. Virginia Caine, Karen Holly, MCPHD executive projects administrator, stated that MCPHD activated a city-wide extreme heat and cold contingency plan. A call center has been opened to answer and direct consumer questions. Hospital emergency room visits are being monitored. Mrs. Holly also stated that MCPHD would continue to monitor the situation.

Dr. Lisa Harris, CEO, Wishard Health Services, stated that the WHS Employee Capital Campaign fundraising has been very successful. The employee contributions increased 40% after the announcement of the Sidney and Lois Eskenazi gift. WHS is a finalist in the IBJ Healthiest Employee Award for 2011. WHS has also initiated robust expectations for staff behavior. Staff is receiving information on what is expected of them and how their actions will impact the performance improvement plan and employee reviews. The WHS Level I Trauma is in partnership with the Indianapolis Police Metropolitan Department as part of a youth violence reduction initiative. The Volunteer Advocates program is expanding.

There was no further business and the meeting was adjourned.

The next meeting of the Board will be held on Tuesday, August 9, 2011 (Budget Hearing), at 1:30 p.m., at WHS, Outpatient East Building, Room T2008 A&B, 1001 West Tenth Street, Indianapolis, Indiana.

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

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Matthew R. Gutwein  
President and Chief Executive Officer