

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

March 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, March 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 February 19, 2013 meeting. There were none. Mrs. O’Laughlin made the motion to approve the minutes. Mr. Fehribach seconded the motion. The minutes for the February 19, 2013 Board meeting were unanimously approved.

The next agenda item was Election of Officers. Due to changes in the status of the Health and Hospital Corporation Board, Board member and Nominating Committee Chairperson Marjorie H. O’Laughlin presented a nomination slate. The purpose of the slate was to approve changes in Board committee appointments. Mrs. O’Laughlin stated that the Nominating Committee approved the slate that is being presented to the Board. Dr. Canal made the motion to approve and Mr. Pfeifer seconded the motion. The slate was unanimously approved.

The next items submitted for approval were Resolution No. 4-2013, ***“Maintenance of Wishard Health Services’ Level 1 Trauma Center Status”***, Resolution No. 5-2013, ***“Retirement Plan for Certain Employees”***, Resolution N. 6-2013, ***“Honoring Cody Medley”***, and Resolution No. 7-2013, ***“Honoring Timothy McCormick”***. Dr. Miner explained that Resolution No. 4-2013, ***“Maintenance of Wishard Health Services’ Level 1 Trauma Center Status”*** is reviewed every three years and the Hospital Committee approves the changes in the Resolution. Mrs. Daniels made the motion to approve. Mr. Pfeifer seconded the motion. Resolution No. Resolution No. 4-2013, ***“Maintenance of Wishard Health Services’ Level 1 Trauma Center Status”*** was unanimously approved. Dr. Miner continued by stating that Resolution No.5-2013, ***“Retirement Plan for Certain Employees”*** was tabled for further review. Dr. Charles Marimonti, deputy medical director of the Indianapolis Emergency Medical Service (IEMS) stated that Resolution No. 6-2013, ***“Honoring Cody Medley”*** and Resolution No. 7-2013, ***“Honoring Timothy McCormick”*** were created to honor IEMS employees Cody Medley and Timothy McCormick, who lost their lives in an accident while on duty. Dr. Marimonti stated that each contributed much to IEMS and will be sorely missed. He extended his thanks to HHC and others for support during this time of loss. Matthew R. Gutwein, president and CEO of HHC, also expressed his gratitude to Dr. Marimonti for his leadership during this tragedy. Mrs. Daniels made the motion to approve. Mr. Fehribach seconded the motion. Resolution No. 6-2013, ***“Honoring Cody Medley”*** and Resolution No. 7-2013, ***“Honoring Timothy McCormick”*** were unanimously approved.

There were no Bylaws and Policies submitted for approval at this meeting.

Daniel E. Sellers, CFO and treasurer, presented the Treasurer’s Report. At \$121.6 million, February 2013 disbursements are above the 2012 average monthly disbursement amount of \$99.3 million. The increase is primarily due to intergovernmental transfers for Nursing Home and Physician UPL. Mrs. O’Laughlin made the motion to approve. Mr. Pfeifer seconded the motion. The February 2013 Cash Disbursements were unanimously approved.

Mr. Sellers continued with the Revenue and Expenditure Report. Mr. Sellers stated the Revenues are driven by tax support and other governmental revenues including Disproportion Share payments. The one time Disproportion Share payment has yet to be received for the year therefore the majority of Expenditures are estimated. Public Health Revenues are actual and better than budget. Headquarters Revenues are actual are better than budget. Total Revenues are \$29.1 million. In the Expenditures

Category there are open purchase orders. Personal Services are \$8.9 million that include encumbrances of \$9.1 million Supplies are \$1.2 million with encumbrances at \$1.9 million. Other Services are \$1.2 million with open purchase orders of \$8.4 million. There are \$9.6 million of Expenditures that are encumbrances for the calendar year. The total Expenditures are \$20.6 million. There are no Capital Outlays to date for this calendar year. There are encumbrances of Support Payments to WHS have been made in the amount of \$20 million. Long Term Care Support is \$18.5 million. The building funds in the amount of \$57 million. Funds have been moved from the general operating fund to the accumulative building to support the construction project. Mr. Johnson made the motion to approve. Mrs. O’Laughlin seconded the motion. The Revenue and Expenditure Report was unanimously approved.

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

Privilege Forms and Guidelines were submitted next for approval. The Privilege Form “***Department of Orthopaedics, Research Medical Assistant***” was submitted for approval. Dr. Miner stated that the form was presented to the Hospital Committee by Dr. Chris Weaver. He stated that this form defines scope of practice. The Hospital Committee recommends approval. Mrs. O’Laughlin made the motion to approve. Dr. Canal seconded the motion. The Privilege Form “***Department of Orthopaedics, Research Medical Assistant***” was unanimously approved.

Next, “***RFP-Clinical Chemistry System***” and Bid Package #8-14, “***Restaurant & Trellis Package***” were submitted for Board approval. Dr. Miner stated that the RFP and Bid were discussed in the March 19, 2013 Hospital Committee meeting. He also stated that the “***RFP-Clinical Chemistry System***” is a framework of structural equipment that will tie the laboratory to the hospital. This RFP includes a five year lease with an option to purchase from Siemens Healthcare. The Hospital Committee recommends approval. Mr. Fehribach made the motion to approve. Mr. Pfeifer seconded the motion. The “***RFP-Clinical Chemistry System***” was unanimously approved. Dr. Miner continued by stating that the Bid Package #8-14, “***Restaurant & Trellis Package***” is for an entry way hospital project. There was discussion regarding the V/W/MBE Bid participation regarding Bid Package #8-14. Mrs. O’Laughlin

made the motion to approve. Mr. Fehribach seconded the motion. Bid Package #8-14, “*Restaurant & Trellis Package*” was unanimously approved.

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

- Approval of the February 19, 2013 minutes
- STD Control Update, Janet Arno, M.D., medical director, Bell Flower Clinic
- 4th Quarter 2012 Financial Report, Tara Parchman, director, MCPHD Finance

Dr. Miner reported on the March 19, 2013, Hospital Committee meeting. He stated that several 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:

- Approval of February 19, 2013 minutes
- New Facility Update, Tom Ringham, associate vice president, WHS Facilities
- 2012 Annual M/W/VBE Spend Report, Larry Gossman, associate vice president, Supply Chain
- Diversity Report (July-December 2012), Christia Hicks, vice president, Human Resources
- Quarterly Compliance Update, Phyllis Garrison, privacy officer

Dr. Miner stated that the Quality Committee met on February 19, 2013. The Quality Committee reviewed the Performance Oversight Report. Dr. Miner stated that the main purpose of this Committee is to ensure provisions of the best and most cost effective services and to maintain an appropriate level of quality of services. The Performance Oversight Report revealed overall improvements. The Quality Committee also reviewed the Patient Satisfaction Report, Human Resource Report, Clinical Outcome Reports, Regulatory Visit Report and the Mortality Review. No redline measures were indicated.

Dr. Miner stated that the Long Term Care Committee will meet after today’s meeting.

Dr. Charles Marimonti, deputy medical director, IEMS reported that IEMS will launch, along with the Department of Public Safety, a two day safety campaign. The campaign focus will behaviors during prom and holidays and will be conducted in the months of April and May in the high schools throughout the city. This campaign will be conducted again, in conjunction with the Indianapolis Fire Department, in November 2013. The Indy Cares Program continues to be a success. IEMS was also nominated for the IBJ Healthcare Awards. There will also be an IEMS partnership with social work students, Butler

University pharmacy students and transitional care staff to implement intervention strategies for high risk patients.

Margie Payne, vice president, Midtown Community Mental Health Center stated that Midtown finances are at target. Mrs. Payne also announced that the Midtown Community Mental Health Center was nominated and received an Indianapolis Business Journal (IBJ) Healthcare Heroes Award.

Shelia Guenin, vice president, Long Term Care (LTC), HHC, presented the LTC Report. Mrs. Guenin stated that one of the Ft. Wayne's Long Term Care facilities, Heritage Park, earned a National Deficiency Free Annual Licensure Survey. The Long Term Care Committee will meet after today's meeting. The Committee will be presented with a demonstration by Crowe Horwath on the Tableau data analysis software program. Andrea Osborn of American Senior Communities will present a report on the nursing homes. Dr. Kathleen Unroe will also update the LTC Committee on the status of the Optimistic Innovations Project that is funded by CMS. Mrs. Guenin also presented to the full Board information on the status of LTC capital projects. She stated that approximately \$13 million is provided for these major capital expenditures. Twelve facilities were selected for renovations. Fifty-nine facilities had capital expenditure budgets in the year 2012 totaling \$9 million. Mrs. Guenin announced that March is National Social Work Month and expressed appreciation for the dedication of the social work staff.

Matthew R. Gutwein, president and CEO, HHC, stated that the new facility is on schedule and at budget. The New Wishard Administrative Transition team has moved into the facility. A main focus of construction is safety for workers at the jobsite. M/W/VBE goals are 30% above average. The 38th Street and Moeller Road facility is scheduled to open in October 2013. A purpose of this facility is to also be a community center that will promote healthy living. Mr. Gutwein stated that the partnership with the Community Health Network is moving forward. He congratulated Margie Payne and the Midtown Community Health Center on receiving the IBJ Healthcare Heroes Award. He continued by stating that the Wishard Health Foundation, under co-chairpersons HHC Board member Deborah J. Daniels and John Thompson, has to date acquired funds over \$75 million. Michelle O'Keefe, associate vice president, WHS Public Affairs, is coordinating the new facility opening events. Mr. Gutwein extended his thanks to Michelle O'Keefe and the Wishard Health Foundation staff for their dedication to the project.

Board member Deborah J. Daniels stated that fundraising has been a team effort with Ernie Vargo, Mr. Gutwein, Dr. Lisa Harris and other WHS staff working tirelessly to acquire funds.

Dr. Virginia Caine, director, MCPHD, began her report by stating that the MCPHD participated in a town hall meeting at the Eastern Star Church. The focus of the meeting was reduction of violence in the Indianapolis community. One outcome of the town hall meeting was that more programs for youth are needed. MCPHD is also collaborating with the City of Indianapolis on an Affordable Care Act Conference. The conference will be held at the Ivy Tech Community College. Lee Ann Blue, R.N., executive vice president, WHS Patient Services, will be one of the speakers at this conference.

Since this was a public meeting Dr. Miner asked if there were any comments or questions from the public. There were none.

There was no further business and the meeting was adjourned.

The next meeting of the Board will be held on Tuesday, April 16, 2013, 1:30 p.m., at WHS, Outpatient East Building, Room T2008 A&B, and 1001 West Tenth Street, Indianapolis, Indiana, 46202.

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

Matthew R. Gutwein
President and Chief Executive Officer