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Board of Trustees Meeting Minutes

January 9, 2023

The meeting of the Board of Trustees (Board) of the Health and Hospital Corporation of Marion County, Indiana (HHC) was held at 2 p.m. on Monday, January 9, 2023, at 720 Eskenazi Avenue in the Faegre Drinker Conference Room of the Rapp Family Conference Center in Indianapolis, IN 46202.

Members present in-person: Robert W. Lazard, Monica Y. Crain, Gregory S. Fehribach, Thomas Hanify, and Beverly Mukes-Gaither

Members present virtually: Carl L. Drummer and Geeta K. Mantravadi, M.D.

An opening prayer was provided by Bishop Robert Lyons, Spiritual Care Manager, Eskenazi Health (EH).

Mr. Lazard called the meeting to order at 2:03 p.m.

Mr. Lazard asked whether the Nominating Committee had any recommendations for Chair and Vice Chair. Mr. Fehribach stated that the committee recommended Mr. Lazard for Chair and Ms. Crain for Vice Chair. Mr. Drummer moved to approve the nominations and Ms. Mukes-Gaither seconded the motion. The nominations were unanimously approved by roll call vote.

Mr. Lazard asked if there were any comments or questions on the **Consent Agenda** which included the following items: Board Minutes: November 15, 2022; Treasurer & CFO Report: November 2022 Cash Disbursements; Appointments, Reappointments and Changes to Privileges; and the following medical staff policies: No. 700-99: *Determination of Death*; No. 700-102: *Patient Restraints and Seclusion*; No. 700-124: *Basic Life Support (BLS) – Competence for Medical and Allied Health Staff and the Code Team*.

Mr. Hanify moved to approve the **Consent Agenda** and Ms. Crain seconded the motion. The motion was unanimously approved by roll call vote.

Paul Babcock, President & CEO, HHC, presented Resolution No. 1-2023: *Fourth Amended and Restated Management Agreement*. Mr. Babcock stated that the purpose of the resolution is to receive Board approval for HHC to enter and execute a revised management agreement with American Senior Communities. Mr. Fehribach moved to approve the resolution and Ms. Mukes-Gaither seconded the motion. The resolution was unanimously approved by roll call vote.



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Brooke Dunn, Treasurer & CFO, HHC, stated that HHC will be presenting its *2022 Annual Investment Report* to the Marion County Board of Finance on January 31, 2023.

Ms. Dunn continued by providing information on the MDwise divestiture. Ms. Dunn stated that the divestiture began in 2017 and is now completed (aside from one claim assigned to HHC by McLaren Health Care as well as potential open claims owed to prior sponsors which will settle as occurred).

Mr. Lazard stated that the 2023 Board meeting schedule and Board Committee assignments will be provided soon. Mr. Lazard also stated that in order to identify 2023 strategic Board initiatives, he worked with The Governance Institute to create a survey which will be sent to Board members tomorrow.

Mr. Lazard asked if there were any members of the public who wished to speak at today's meeting. There were four individuals from the public who expressed their concern about the *HHC, et al., v. Talevski* case.

Julie Conrad, Chief Counsel, EH, provided information to the public on how to submit public record requests.

The next meeting of the Board will be held at 2 p.m. on Tuesday, February 21, 2023.

Ms. Crain motioned to adjourn the meeting and Ms. Mukes-Gaither seconded the motion. Mr. Lazard adjourned the meeting.


Robert W. Lazard, Chairman
Board of Trustees


Paul T. Babcock
President & CEO

