

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

August 29, 2017

The meeting of the Board of Trustees (“Board”) of the Health and Hospital Corporation of Marion County, Indiana (“HHC”) was held on Tuesday, August 29, 2017, at 1:30 p.m., at the Sidney and Lois Eskenazi Hospital, 720 Eskenazi Avenue, Outpatient Care Center, Rapp Family Conference Center, First Floor, Faegre Baker Daniels Conference Room, Indianapolis, Indiana.

Members present: James D. Miner, M.D; Charles S. Eberhardt; David F. Canal, M.D.; Gregory S. Fehribach; Ellen J. Quigley; Joyce Q. Rogers; Carl L. Drummer

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 July 25, 2017, meeting or the August 8, 2017, meeting. There were none. Mr. Drummer made the motion to approve. Mr. Fehribach seconded the motion. The minutes from July 25, 2017, meeting and the August 8, 2017, meeting were unanimously approved.

The next agenda item was General Ordinance and Resolutions. Ms. Rogers presented General Ordinance No. 1-2017 (A) “**Budget**”. The General Ordinance No. 1-2017 (A) “**Budget**” was read for the third time by Tavonna Harris Askew, chief of staff and general counsel, HHC. Dr. Miner asked if there were any questions. There were none. Ms. Rogers made the motion to approve. Mr. Fehribach seconded the motion. General Ordinance No. 1-2017 (A) “**Budget**” was unanimously approved.

The next agenda item was purchase recommendations. Dr. Miner introduced the first purchase recommendation “**Patient Communication Services**”. Dr. Miner gave an explanation of the purpose of the purchase recommendation, “**Patient Communication Services**”. The lowest bidder was Cipher Health at \$940,000.00 over 3 years. There was discussion regarding the MBE/WBE/VBE/DBE status of Cipher Health. Dr. Miner

asked for approval of the bid. Mr. Fehribach made a motion to approve. Mr. Drummer seconded the motion. The motion to approve the Purchase Recommendation, ***“Patient Communication Services”*** was unanimously approved.

Dr. Miner introduced the second purchase recommendation ***“Grounds Maintenance and Snow Removal Services”***. Dr. Miner gave an explanation of the purpose of the purchase recommendation, ***“Grounds Maintenance and Snow Removal Services”***. The lowest bidder was Engledow at \$2,931,747.00 over 3 years. Dr. Miner asked for approval of the bid. Dr. Canal made a motion to approve. Ms. Quigley seconded the motion. The motion to approve the Purchase Recommendation, ***“Grounds Maintenance and Snow Removal Services”*** was unanimously approved.

Dr. Miner introduced the third purchase recommendation ***“Sidney & Lois Eskenazi Hospital Fifth Third Bank Building – 4th Floor Expansion Bid Recommendation”***. Dr. Miner gave an explanation of the purpose of the purchase recommendation, ***“Sidney & Lois Eskenazi Hospital Fifth Third Bank Building – 4th Floor Expansion Bid Recommendation”***. The lowest bidder was Powers & Sons Construction at \$1.7 million. Dr. Miner asked for approval of the bid. Dr. Canal made a motion to approve. Ms. Quigley seconded the motion. The motion to approve the Purchase Recommendation, ***“Sidney & Lois Eskenazi Hospital Fifth Third Bank Building – 4th Floor Expansion Bid Recommendation”*** was unanimously approved.

Dr. Miner introduced the fourth purchase recommendation ***“Indianapolis Emergency Medical Services Training Facility Remodel Bid Recommendation”***. Dr. Miner gave an explanation of the purpose of the purchase recommendation, ***“Indianapolis Emergency Medical Services Training Facility Remodel Bid Recommendation”***. The lowest bidder was SCS Construction at \$388,635. Dr. Miner asked for approval of the bid. Mr. Fehribach made a motion to approve. Dr. Canal seconded the motion. The motion to approve the Purchase Recommendation, ***“Indianapolis Emergency Medical Services Training Facility Remodel Bid Recommendation”*** was unanimously approved.

Dr. Miner introduced the fifth purchase recommendation ***“Indianapolis Emergency Medical Services Parking Lot Paving Bid Recommendation”***. Dr. Miner gave an explanation of the purpose of the purchase recommendation, ***“Indianapolis Emergency Medical Services Parking Lot Paving Bid Recommendation”***. There was only bidder for this project and the bid amount was deemed too high for the project. Dr. Miner asked for a motion to table the bid until a more competitive bid can be found. Mr. Fehribach made a motion to approve. Mr. Drummer seconded the motion. The motion to table the Purchase Recommendation,

“Indianapolis Emergency Medical Services Parking Lot Paving Bid Recommendation” was unanimously approved.

Dr. Miner stated that Resolution No. 4-2017 ***“Investment Policy”*** was the next item on the agenda. Dan Sellers, chief financial officer, HHC, explain the resolution. The three objectives of this policy are safeguarding assets, complying with all laws, and equity. Dr. Miner asked for a motion to approve Resolution No. 4-2017 ***“Investment Policy”***. Ms. Quigley made the motion to approve. Mr. Eberhardt seconded the motion. Resolution No. 4-2017 ***“Investment Policy”*** was unanimously approved.

Mr. Sellers gave the Treasurer’s Report. Cash Disbursements for July 2017 was at \$123.9 million, which was below the 2017 monthly average of \$138.7. Dr. Miner asked if there were any questions regarding the July 2017 report. There were none. Mr. Fehribach made the motion to approve. Mr. Eberhardt seconded the motion. The July 2017 Cash Disbursements Report was unanimously approved.

Mr. Sellers continued with Revenue and Expenditure Report. Tax Revenue was on budget at \$68.5 million. Other State and Federal Revenue are at \$40.5 million. The Marion County Public Health Department (“MCPHD”) is better than budget at \$5.3 million. Headquarters is below budget at \$4.3 million. Grant revenues are strong at \$10.4 million. Total Revenue for the Corporation is \$64.4 million. Expenditures are seeing Personal Services better than budget at \$36.0 million. Supplies are better than budget at \$2.0 million. Other Services and Charges are better than budget at \$12.3 million. Capital Outlays are over target. Eskenazi Health and IEMS are at \$71.1 million. Long Term Care is on budget. Operating Transfer Cumulative Building Fund is fully funded. Debts are fully funded. Ms. Rogers made the motion to approve. Ms. Quigley seconded the motion. The July 2017 Revenue and Expenditure Report was unanimously approved.

Dr. Miner stated that Medical Staff Policies was the next agenda item to be presented for approval. Dr. Miner presented Policy No. 700-01, ***“Medical Staff Applicants”***, Policy No. 700-03, ***“Clinical and Temporary Privileges”***, Policy No. 700-19, ***“Allied Health Practitioners”***, Policy No. 700-93 ***“Closure of Medical Records by Clinical Services Oversight Committee (with attachments)”***, Policy No. 700-101, ***“Supervision of Postgraduate Residents”***, Policy No. 700-114, ***“Board Certification”***, Policy No. 700-127, ***“Medical Staff and Allied Health Staff Continuing Education Requirements for Reappointment”***, and Policy No. 700-155, ***“Acute Dermatologic Disorders Management (with attachment)”***. Mr. Drummer made the motion to approve. Dr. Canal seconded the motion. Policy No. 700-01, ***“Medical Staff Applicants”***, Policy No. 700-03, ***“Clinical and Temporary Privileges”***, Policy No. 700-19, ***“Allied Health Practitioners”***, Policy No. 700-93

“Closure of Medical Records by Clinical Services Oversight Committee (with attachments)”, Policy No. 700-101, ***“Supervision of Postgraduate Residents”***, Policy No. 700-114, ***“Board Certification”***, Policy No. 700-127, ***“Medical Staff and Allied Health Staff Continuing Education Requirements for Reappointment”***, and Policy No. 700-155, ***“Acute Dermatologic Disorders Management (with attachment)”*** was unanimously approved.

The next agenda item was Appointments, Reappointments, and Changes in Privileges. Dr. Miner stated that the Appointments, Reappointments, and Changes in Privileges were reviewed in the August 29, 2017, Hospital Committee meeting. The Appointments, Reappointments, and Changes in Privileges have also been reviewed and approved by the Medical Executive Committee. The Hospital Committee recommends approval of the Appointments, Reappointments, and Changes in Privileges. Dr. Miner explained the appointments and reappointments. Mr. Fehribach made a motion to approve. Dr. Canal seconded the motion. The August 2017 Appointments, Reappointments, and Changes in Privileges were unanimously approved.

Mr. Eberhardt gave the Audit and Compliance Committee Report. The BKD audit is an unmodified opinion that the Committee agrees with. There were three government standards that prolonged the review. Additionally, there were three minor deficiencies. The full Board had an updated compliance training.

Mr. Fehribach gave the Long Term Care Committee Report. Mr. Fehribach reported that Crowe Horwath indicates that improvements are rapid for the newly acquired facilities. 69% of the facilities have been rated 4 or 5 stars. 73% of facilities have a 3 star rating or better. The Code of Conduct has been used in the group 3 facilities and it is the recommendation of the LTC Committee to apply the Code of Conduct to all 78 facilities. Mr. Fehribach makes the motion to approve and adopt the American Senior Communities Code of Conduct. Mr. Eberhardt seconded the motion. The approval and adoption of the American Senior Communities Code of Conduct was unanimously approved.

Dr. Canal gave the Public Health/Healthy Babies report. The Committee reviewed the minutes from the previous meeting and heard a report from Melissa Titus, epidemiology, MCPHD. She spoke of the path from prescription drugs, to addiction to prescription drugs, to heroin use, and thus the opioid epidemic. The opioid epidemic has also seen a direct increase in crime and an increase in infectious disease. Mike Wallace, director, Ryan White HIV and AIDS Program, gave a review of a program the CDC and HRSA have asked each state to come up with an integrated HIV prevention and care plan. For the past 9 months the task group has worked to come up with the following goals: To reduce HIV infection, to improve access to healthcare, to reduce HIV

related disparities and health inequities, to achieve a more coordinated response to the HIV epidemic, and to ensure continued financial resources to HIV patients.

Dr. Miner reported that the Eskenazi Health Committee met on August 29, 2017. The Committee reviewed the minutes from the previous meeting and heard a report from Dean Jay Hess from the IU School of Medicine, who gave his annual report. The report reviewed the goals of IU School of Medicine and the progress report, including campuses statewide and research developments. The Committee also heard the annual report from Dr. Lisa Harris. Dr. Harris reviewed recent rewards and honors that have been achieved by the Hospital and the wonderful employees. Dr. Harris also gave the scope of the improvements that have been made in the past year.

Ms. Rogers reported that the Finance Committee did a thorough and expounded review of the BKD Audit.

Ernie Vargo, president and CEO, Eskenazi Health Foundation, gave the Eskenazi Health Foundation Report. Mr. Vargo stated that the Foundation has approved the 2016 Audit with no deficiencies, with a total of \$82 million in reserves. The Foundation welcomed a new board member. The Association of Fundraising Professionals – Indiana Chapter has named Sandra Eskenazi as Outstanding Philanthropist.

Shelia Guenin, vice president, Long Term Care, gave the Long Term Care Report. Mrs. Guenin reported that the Indiana Healthcare Association has named Coventry Meadows Assisted Living as Facility of the Year. Coventry Meadows has also been awarded the American Healthcare Association Bronze Award. Louise Bethany, a CNA from Cardinal Nursing and Rehabilitation in South Bend, has been named clinical staff person of the year. Ms. Bethany has been employed as a CAN at Cardinal Nursing and Rehabilitation for 51 years.

Ashley Overlay, CEO, Midtown Community Mental Health, gave the Midtown Community Mental Health Report. Dr. Overlay reported that the Committee met twice and had heard a report from the nursing manager. The Committee also previewed the Consumer Picnic and the Consumer Art Show. The Midtown Community Mental Health Board was interviewed by consultants for a project to improve operations and growth of the organization.

Matthew R. Gutwein, president and CEO, HHC, stated that he will defer the majority of his report to the next month, but would like to congratulate Jack Clarke from Rodent Control on his retirement.

Dr. Virginia Caine, director, MCPHD gave the MCPHD report. Dr. Caine echoed Mr. Gutwein's celebration of Jack Clarke and will defer her report to next month.

Dr. Lisa Harris, medical director and CEO, Eskenazi Health, deferred her report until the next month.

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

There was no further business. Mr. Drummer motioned to adjourn the meeting. Mr. Eberhardt seconded the motion. The meeting was adjourned by unanimous voice consent.

The next meeting of the Board will be held on Tuesday, September 19, 2017, at 1:30 p.m.

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

Matthew R. Gutwein
President and Chief Executive Officer