**BE IT REMEMBERED** that the Chairman and the Board of Trustees of North Sunflower Medical Center, Ruleville, Sunflower County, Mississippi, met in their Regular Meeting on Wednesday,

22 August 2018, when and where the following were present:

Billy Joe Waldrup, Chairman and Trustee; H. T. Miller, III, Vice Chairman and Trustee; Bobbie Bounds Allen, Secretary and Trustee; Willie M. Burton and Phil McNeer, Trustees; Billy Marlow, Executive Director; Sam Miller, CEO; Rodney Clark, COO; Arie Chandler, Administrative Assistant; Sandra Britt, Administrative Assistant; Lawson Holladay, Esquire.

Absent: Jennifer Baughman, Accounting Manager

Mr. Waldrup called the meeting to order at noon and asked Mrs. Britt to open the meeting with a word of prayer.

The minutes of the 25 July 2018 Regular Board Meeting were approved as distributed by motion offered by Mr. Miller and seconded by Mr. Burton and unanimously approved.

The first item of New Business to bring before the Board was to review the initial credentialing applications of Nicholas Jew, MD, with Orthopedic Surgeon with MS Sports Medicine, Meta Anderson, FNP-BC, Breland Yelverton, FNP-BC, Karen Davidson, FNP-BC with MS Sports Medicine, and Sherrie Long, FNP-BC. The applicants education and training, professional references, and License were verified and a query was done on the National Practitioner Data Bank and the OIG with no reports noted. The applications were carefully reviewed and after discussion the following motion was made:

**MOTION: I move that we approve the initial applications for Dr. Nicholas Jew (Hand and Wrist Specialist with MS Sports Medicine), Meta Anderson, FNP-BC (Sunflower Clinic full time provider), Breland Yelverton, FNP-BC (Sunflower Clinic full time provider), Karen Davidson, FNP-BC (MS Sports Medicine), and Sherrie Long, FNP-BC (PRN ED Provider) and that they be given initial privileges for a period of one year ending 31 August 2019 and at that time be permitted to apply for a two-year term.**

**Maker: Mr. McNeer Seconder: Ms. Allen**

**Motion Unanimously Adopted**

The second order of new business was the Re-credentialing of two Medical Doctors, Brent Roberts, MD and Erica Bass, MD. for a two year term. Both applications and Data Bank queries were carefully reviewed and the following motion was made:

**MOTION: I move to accept the re-credentialing application for Brent Roberts, MD, and Dr. Erica Bass, M.D. (Plastic Surgeon) and that they be approved for a two year term ending 31 August 2020.**

**Maker: Mr. Burton Seconder: Mr. Miller**

**Motion Unanimously Adopted**

The next item of new business was to review the Letters of Engagement from Watkins, Ward, & Stafford, CPA Firm, to perform the hospital’s annual audit and Medicare/Medicaid Cost Report audit. Both letters were discussed and the following motion was made:

**MOTION: I move that NSMC engage Watkins, Ward, & Stafford to perform the annual Audit, not to exceed $51,500 (Based on 430 hours of work at a cost of $50-$250.00 per hour) and to perform the Hospital’s Medicare/Medicaid Cost Report for $9,950.00 and the Medicare/Medicaid Cost Report for Walter B. Crook Nursing Home for $5,875.00. The Cost Reports are to be completed by February 28, 2018, as dictated by law.**

**Maker: Mr. Miller Seconder: Phil McNeer**

**Motion Unanimously Adopted**

The last item of new business was to discuss the need to upgrade IT equipment. The current software and switches are eight years old and are not compatible with new technology. The quote received from Cisco Systems, manufacturer, was a total cost of $315,750 to be paid over a sixty month period with a $27,000 credit in trade for the current switches and a ten year system guarantee. This will be done by a five year Capital Lease at $6,800 per month through Cisco Systems Capital Corporation financing group. After discussion, the following motion was made:

**MOTION: I move to accept the proposal from Cisco Systems to upgrade the IT software and switches at a total cost of $315,750.00 to be paid by a five year Capital Lease at $6,800.00 per month through Cisco Systems Capital Corporation subject to checking the depreciation schedule.**

**Maker: Mr. Miller Seconder: Mr. Burton**

**Motion Unanimously Adopted**

Rodney Clark, COO, presented the financial information for July as attached to the minutes. The entire Facility has a cash balance of $13.7 Million, total assets of $46.6 Million, and a Total Liabilities and Fund balance of $46.6 Million. The Hospital’s Gross Revenue for July was $7.4 Million. The Hospital had a Net loss of $165,518 for July and a Year to Date Net Loss of $1 Million. Hospice had a Net Income of $19,212; Sunflower Diagnostic Center had a Net loss of $17,609; Sunflower Eye Station had a Net income of $2,586; Simply Sunflower had a Net loss of $4,833; Sunflower DME had a net income of $46,192; NSMC Pharmacy had a net income of $41,934; TRINA Health had a Net loss of $3,172; and the Rural Health Clinic had a net income of $26,324 for the month of July.

Sam Miller gave the Administrator’s report as follows:

The Patient Centered Medical Home Project is progressing nicely as is the MHA sponsored ACO. Due to recent changes made by CMS in ACO regulations, we are scheduled to meet at MHA on Friday, August 31st, to discuss and vote on what option best suits us as we move forward.

Mr. Miller reported that he and Rodney Clark attended The Governor’s Reception and Healthcare Summit last week in Jackson and had the opportunity to speak with Governor Bryant and Secretary of State, Delbert Hosemann. Both Governor Bryant and Secretary Hosemann recognized NSMC’s accomplishments in providing healthcare in a rural population.

The 340B prescription program remains strong and it appears that the program will remain an option for Critical Access Hospitals.

A representative from Healthcare Providers Insurance Company (HPICO) will be at NSMC on September 8th to perform a free risk assessment in the Senior Care Unit due to new ligature regulations.

The Cyber Policy limits have been increased to $1.1 Million due to the increasing risks of security breach. The policies premium is $12,400 and is through Mississippi Hospital Association and NAS.

Leigh Ann Armstrong is currently in a 90 day trial period as CFO to see if she will fit the role. Jerry Gammel, CPA, stated that he thought Leigh Ann would be an appropriate fit in this position. Jennifer Baughman has decided to maintain her role as the Accounting Manager which includes being the Director of accounts payable.

Rodney Clark gave the Quality Assurance Report as follows:

VTE quality reports and Geriatric Psych reports have all been approved by the MS State Department of Health.

The Outpatient CT Scan reporting for Stroke patients’ needs improving. The Stroke protocol states that a CT scan must be performed and resulted within forty-five minutes and this is not happening on all cases. We plan to speak with Dr. Morris about how to handle this problem.

Upon Motion made by Mr. H.T. Miller, III, and seconded by Ms. Bobbie Allen, the Board adjourned at 1:10 P.M., subject to the call of the Chairman.

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Billy Joe Waldrup, Chairman Bobbie Bounds Allen, Secretary