North Sunflower Medical Center

Board of Trustees

Regular Meeting Minutes

28 November 2018

**BE IT REMEMBERED** the Chairman and the Board of Trustees of North Sunflower Medical Center, Ruleville, Sunflower County, Mississippi, met in their Regular Meeting on Wednesday, 28 November 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; Phil McNeer, Trustee; Willie Burton, Trustee; Sam Miller, CEO; Rodney Clark, COO; Leigh Ann Armstrong, Interim CFO; Arie Chandler, Administrative Assistant; Sandra Britt, Administrative Assistant

Absent: Billy Marlow, Executive Director

Guest: Todd Jeffreys, Esquire

Mr. Waldrup called the regular meeting of the Board of Trustees to order at Noon and asked Ms. Bobbie Allen to open the meeting with a word of prayer. The minutes of the 24 October 2018 Regular Board Meeting were approved as distributed by motion offered by Mr. Phil McNeer and seconded by Mr. Willie Burton and unanimously approved.

There was no unfinished business to bring before the Board for consideration.

The first order of New Business was as follows:

Upon the recommendation of Mr. Lawson Holladay, Board Attorney, Mr. Waldrup requested that the Board consider going into executive session to discuss litigation.

**MOTION: I move that the Board of Trustees consider going into executive session to discuss litigation.**

**Maker: H.T. Miller, III Seconder: Mr. Willie Burton**

**Motion Unanimously Adopted**

After discussion, Mr. Waldrup requested that the Board go into executive session at 12:05 PM to discuss litigation.

**MOTION: I move to go into executive session to discuss litigation.**

**Maker: H.T. Miller, III Seconder: Mr. Willie Burton**

**Motion Unanimously Adopted**

On motion by Ms. Bobbie Allen and seconded by Mr. H.T. Miller,III, and unanimously passed, the Board came back into Regular Session at 12:30 P.M. At this time Mr. Jeffreys excused himself from the meeting.

The second order of new business was to review the Initial Credentialing application of Nikita Calvin FNP-BC. Ms. Calvin will be a full time Allied Health Provider at the Sunflower Rural Health Clinic. The Board members reviewed the application, supporting documentation and the Medical Staff recommendation. Based on this review the following motion was made:

**MOTION: I move to approve the initial application for Nikita Calvin, FNP-BC (Sunflower Clinic Full Time Provider) and that she be given initial privileges for a period of one year ending 30 November 2019 and at that time be permitted to apply for a two-year term.**

**Maker: Mr. Phil McNeer Seconder: Mr. H.T. Miller, III**

**Motion Unanimously Adopted**

The third order of new business was the Re-credentialing of one Allied Health Professional for a two year term. The application and Data Bank query of Kelli Bearden, FNP-BC, was carefully reviewed and the following motion was made:

**MOTION: I move to accept the re-credentialing application for Kelli Bearden, FNP-BC, and that she be approved for a two year term ending 30 November 2020.**

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

**Motion Unanimously Adopted**

The next order of new business was to discuss the employee incentive for Fiscal Year 2019. Mr. Sam Miller brought to the Board’s attention that it is time to determine whether or not we will offer full time employees an incentive of 60 hours provided they met the goals set forth by Administration for the hospital and contributed to the North Sunflower Medical Foundation. The incentive for the part time employees who met their goals and objectives and also contributed to the Foundation will be pro-rated according to their rate of pay, hours worked and the amount of their contributions to the Foundation.

Full time and part time employees must contribute to the Foundation based on the formula established several years ago as being fair and equitable to all. The Board determined that the incentive should be given just before Thanksgiving to help employees with taking care of their Christmas needs.

**MOTION: I move to approve that the Incentive discussed in detail be implemented, retroactive to 01 October 2018, for the 2019 Fiscal Year for all employees, provided they have met their goal and objectives and contributed to the North Sunflower Medical Foundation each pay period. I further move that those employees who work part time be pro-rated to receive their portion of the incentive and that the incentive totals no more than sixty (60) hours of their pay for any employee.**

**Maker: Ms. Bobbie Allen Seconder: Mr. Willie Burton**

**Motion Unanimously Adopted**

The last topic of new business was to determine the December Board meeting date. Mr. Waldrup polled the Board regarding the date. It was his recommendation that the Board move the meeting to the 3rd Wednesday in December. The regularly scheduled day would be December 26th which is the week of Christmas. After discussion, the Board was in complete agreement to move the board meeting to Wednesday, December 19th.

**MOTION: I move that the Board of Trustees change the December Board meeting to Wednesday, December 19, 2018.**

**Maker: H.T. Miller, III Seconder: Mr. Phil McNeer**

**Motion Unanimously Adopted**

Leigh Ann Armstrong, Interim CFO, presented the financial information for October as attached to the minutes. The entire facility has a cash balance of $12.5 Million, total assets of $45.6 Million, and a total liabilities and fund balance of $45.6 Million. The Hospital’s Gross Revenue was $7.5 Million for the month of October and it had a Net Loss of $192,099.00 for the month. Hospice had a Net Income of $18,303; Sunflower Diagnostic Center had a Net Income of $35,726.00; Sunflower Eye Station had a Net loss of $451.00; Simply Sunflower had a Net Loss of $365.00; Sunflower DME had a Net Income of $35,543.00; NSMC Pharmacy had a Net income of $50,984.00; TRINA Health had a Net Loss of $3,172.00; the Rural Health Clinic had a Net Income of $29,826.00; and the facility as a whole showed a Net Loss of $52,531.00 for the month of October.

Sam Miller presented the Administrator’s report as follows:

The Patient Centered Medical Home (PCMH) and Accountable Care Organization (ACO) start up process is moving forward forty five days ahead of schedule. The result of these two projects will include increased revenue and improved quality of care.

CMS has implemented a new Transparency rule that requires all facilities to post standard charges on their website for the public to view beginning January 1, 2019. Between NSMC’s Outpatient Services Department and the Charge Assist Program, we have found a solution to meet this regulation.

The Quality Assurance Report was given as follows:

Mr. Miller and Mr. Clark reported that CMS has implemented new ligature guidelines for Gero/Psychiatric Units. Due to the new guidelines, an onsite risk assessment was conducted by Healthcare Providers Insurance Company which proved that there are many changes that need to be made in the unit in order to be in compliance with the regulation. Robert Pitts, NSMC’s Project Manager, is in the process of reviewing the assessment report and calculating the cost of upgrading the unit to make the changes noted.

Upon Motion made by Ms. Bobbie Allen and seconded by Mr. Phil McNeer, the Board adjourned at 1:01 P.M., subject to the call of the Chairman.

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Billy Joe Waldrup, Chairman Bobbie Bounds Allen, Secretary