

North Sunflower Medical Center  
Board of Trustees  
Regular Meeting Minutes  
22 January 2020

**BE IT REMEMBERED** the Chairman and the Board of Trustees of North Sunflower Medical Center, Ruleville, Sunflower County, Mississippi, met in their Regular Meeting following the meeting of the North Sunflower Medical Center Hospice Meeting, on Wednesday, 22 January 2020, at Noon, 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; Billy Marlow, Executive Director and CEO; Sam Miller, Executive Vice President; Rodney Clark, COO; Daniel Ceja, Interim CFO; and Sandra Britt, Administrative Assistant.  
Absent: Arie Chandler, Administrative Assistant  
Guest: Lawson Holladay, Esquire

Mr. Waldrup called the meeting to order at Noon and asked Mr. Burton to open the meeting with a word of prayer. The minutes of the 18 December 2019 Regular Board Meeting were approved as distributed by motion offered by Mr. Miller and Mr. Burton and unanimously approved.

The unfinished business brought before the Board was an update on the status of the Medicaid Mediation Meeting as presented by Mr. Lawson Holladay, Board Attorney.

The first order of new business was the election of Board Officers. Discussion followed regarding positions and after discussion the following motion was made:

**MOTION: I move that the officers for 2020 Board of Trustees remain the same with no changes: Chairman – Billy Joe Waldrup; Vice Chairman – H.T. Miller, III; and Secretary - Bobbie Bounds Allen.**

**Maker: Mr. Phil McNeer**

**Seconded: Mr. Willie Burton**

**Motion Unanimously Adopted**

The next item for discussion was the selection for Directors & Officers Insurance. Fifteen carriers were approached for quotes, and all declined but one. The documentation required was our financial information and because our financials look upside down due to GASB 68, the companies declined to quote. The one quote received was HUB International Healthcare Solutions. The agent is through Tollison Insurance, Ruleville. The quote prior year we had Ironshore for \$19,084.08 and the new premium quote through Ironshore remained flat at \$19,084.08. Ironshore offered \$1Million shared limit between the D&O /EPL as expiring; D&O Retention exposure \$50,000.00.

**MOTION: I move to accept Ironshore Insurance quote through HUB International/Tollison with a premium of \$19,084.08.**

**Maker: Mr. Phil McNeer**

**Seconded: Mrs. Bobbie Allen**

**Motion Unanimously Adopted**

In the absence of Mrs. Arie Chandler, Mr. Rodney Clark presented the six providers who were being considered for Re-credentialing. The applicants and Data Bank Queries were reviewed. After careful review and discussion, the following motion was made:

**MOTION: I move to accept the re-credentialing applications for Michael Mattingly, M.D.; John Woods, CRNA; Angela Gibson, FNP (fulltime Sunflower Rural Health Clinic); Addie Herrod, FNP (PRN Sunflower Rural Health Clinic); James Morris, Jr., FNP (PRN Sunflower Rural Health Clinic); and Cody Field (PRN Sunflower Rural Health Clinic) and that they be approved for a two-year term ending 31 January 2022.**

**Maker: Mr. H.T. Miller, III**

**Seconded: Mr. Willie Burton**

**Motion Unanimously Adopted**

At this time, Daniel Ceja presented the financial information for December as attached to the minutes. Daniel reminded that he had made an adjustment of \$100,000 for the Cost Report. The entire facility has a cash balance of \$17.7 Million, total assets of \$49.3 Million, and a total liabilities and fund balance of \$49.3 Million. The Hospital's Gross Revenue was \$7.9 Million and Net Income was \$83,311 for the month. Hospice has a Net income of \$31,344; Sunflower Diagnostic Center had a Net income of \$2,530; Simply Sunflower had a Net income of \$2,120; Sunflower DME had a Net Income \$7,261; NSMC Pharmacy had a Net Income of \$50,440; the Rural Health Clinic had a Net Income of \$104,474; and NSMC as a whole showed a Net Income of \$173,845 for the month. Daniel will check to see why payroll doesn't really accrue. Daniel predicted that January will be "short" due to power outage especially for the clinic and pharmacy only being able to operate two of the four days we were without power. It costs \$166,000 per day to operate the facility. We currently have \$200,000 in the Cost Report Reserve. We are really making a concerted effort to work on collections as well as self-pay.

On motion of Mr. H. T. Miller, III, seconded by Mr. Phil McNeer, and unanimously approved, the Board voted to enter closed session to discuss the need for executive session. The Board was thereafter declared in closed session.

On motion of Mr. H. T. Miller, III, seconded by Mr. Phil McNeer, and unanimously approved the Board moved to enter executive session to discuss personnel issues. The Board thereafter convened in executive session, there being present in addition to the Board of Trustees, Lawson Holladay of Townsend, McWilliams, and Holladay, LLP, Attorney for the Board. The Board thereafter discussed personnel issues. No official action was taken during the executive session.

On motion of Mr. H.T. Miller,III, seconded by Mrs. Bobbie Allen, and unanimously approved, the Board voted to exit executive session, and thereafter convened in open and regular session at 1:00 P.M.

The next order of business was the Administrative Report. Mr. Marlow discussed the power shortage the Hospital experienced as a result of the recent storm. While there was little to no physical damage, we had significant power shortage for all the out-buildings. When the Wellness Center was built, we had two (2) 300-Kilowatt generators with a switch to automatically come on when the power went off. However, there was not enough power to run the chillers necessary to operate in surgery suites; therefore, surgery was down for four days. The Board discussed the need for generators and the number of generators needed. Mr. Marlow reported that CMS will soon require every hospital to be self-sufficient in the event of an emergency, especially for power to keep the facilities running. The Hospital will require power to provide lights, but also to have enough power for computers, expensive equipment such as CT's X-ray's etc.

It was determined by the Board after discussions that there should be ten (10) small generators purchased to power Wound Care, IOP, Purchasing, Carlyle House, Operations, Simply Sunflower, DME, Maintenance, Clinic, and Pharmacy. Mr. Marlow will be responsible for purchasing a generator for the Neely Building. He will begin to check into the costs and power size needed for these departments. Loss Revenue for the facility was also a discussion. The blast chillers will require specialists to determine what is needed to make the Wellness Center and surgery self-sufficient.

Mr. Rodney Clark presented the updates for the newly elected officers for Medical Staff. The officers are as follows: Chief of Staff – Dr. Brent Roberts, Vice Chief of Staff – Dr. Brent Smith, Secretary – Dr. Rodney Frothingham. The Committee appointments for the next two years are also attached to the minutes.

With there being no further business to discuss, the Board adjourned at 1:25 P.M., subject to the call of the Chairman.

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Billy Joe Waldrup, Chairman

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Bobbie Bounds Allen, Secretary