

North Sunflower Medical Center
Board of Trustees
Regular Meeting Minutes
25 January 2023

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, 25 January 2023, 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; Daniel Ceja, CEO; Sam Miller, COO; Rodney Clark, CAO; Jennifer Baughman, Accounting Director; Lindsay Williams, Administrative Assistant; Lawson Holladay, Esquire Brooks Rizzo, RHC Clinic Director; and Morgan McNeer

The meeting of the Hospice of North Sunflower Medical Center was conducted prior to the calling to order of the meeting of the Board of Trustees.

Mr. Waldrup called the meeting of the Board of Trustees to order at noon and asked Rodney Clark to open the meeting with a word of prayer. The minutes of the 21 December 2022 Regular Board Meeting were approved as distributed by motion offered by Mrs. Allen, seconded by Mr. Burton, and unanimously approved.

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

The first order of New Business was the election of Board officers. After discussion, the following motion was made:

MOTION: I move that the Officers of the Board of Trustees for the 2023 year remain the same with no changes. Chairman: Billy Joe Waldrup; Vice-Chairman: H.T. Miller III; Secretary: Bobbie Bounds Allen.

Maker: Mr. Phil McNeer

Secunder: Mr. Willie Burton

Motion Unanimously Approved

The second order of New Business was to review the renewal quote for the Directors and Officers and Employment Practices Liability insurance policy presented by Hub International and Tollison Insurance Agency. Ironshore Specialty Insurance Company, Incumbent Carrier, provided the only quote. The renewal premium remained the same from the previous year at \$34,118.37 with a regulatory sublimit of \$250,000 limit and \$150,000 retention. There is a \$1Million shared limit between the D&O and EPL coverage and all retention limits remained the same as prior year. Lawson Holladay, Attorney, suggested that we inquire about getting a quote with an increased regulatory sublimit. After discussion, the following motion was made:

MOTION: I authorize Daniel Ceja, CEO, to obtain a quote with an increased regulatory sublimit, then move to approve the best D&O renewal quote from Ironshore Specialty Insurance Company. I further move that the premium be paid in full.

Maker: Mr. Phil McNeer

Secunder: Mrs. Bobbie Bounds Allen

Motion Unanimously Approved

Jennifer Baughman presented the financial information for December as follows. The entire facility had a cash balance of \$15.8 Million; total assets of \$47 Million, and a total liabilities and fund balance of \$47 Million. The Hospital's Gross Revenue was \$8.7 Million for the month and \$26.2 Million Year to Date. The Hospital had a Net Income of \$51,892 for the month and a Year to Date Net Income of \$26,915. Haire Drug Center, LLC had a Net Income of \$54,741 for the month and a Year to Date Net Income of \$180,531. Hospice had a Net Income of \$11,818 for the month and a Year to Date Net Income of \$18,704. Sunflower Diagnostic Center had a Net Income of \$20,996 for the month and a Year to Date Net Income of \$32,167. Simply Sunflower had a Net Income of \$2,091 for the month and a Year to Date Net Income of \$8,706. Sunflower DME had a Net Income of \$53,729 for the month and a Year to Date Net Income of \$132,468. NSMC Pharmacy had a Net Income of \$11,858 for the month and a Year to Date Net Income of \$165,730. The Rural Health Clinic had a Net Income of \$217,495 for the month and a Year to Date Net Income of \$368,895. NSMC as a whole showed a Net Income of \$207,125 for the month and a Year to Date Net Income of \$565,222.

The Administrative report was given by Daniel Ceja as follows:

Daniel informed everyone that he has signed on a new physician by the name of Dr.Reddy. He will start on August 1, 2023. He is currently in the residency program in Greenville, MS and will be done at the end of June. It will take approximated 45 days to get him processed with NSMC insurance, and then he will be ready to work in the clinic, ER, and making rounds.

He also informed the board that Medicaid has claims pending that we should receive soon.

On motion of H.T. Miller, III, seconded by Phil McNeer, and unanimously approved, the Board voted to consider going into executive session to discuss litigation.

On motion of H.T. Miller, III, seconded by Willie Burton, and unanimously approved, the Board moved to enter executive session to discuss litigation.

On motion of Phil McNeer, seconded by H.T. Miller, III, and unanimously approved, the Board voted to exit executive session, and thereafter convened in open and regular session.

Daniel asked the board to give him permission to handle the litigation matter.

MOTION: I authorize Daniel Ceja, CEO, to enter into any litigation with Bolivar Medical Center of Cleveland, Mississippi and Delta Health System of Greenville, Mississippi to try to oppose the Ambulatory Surgical Center Certificate of Need at South Sunflower Medical Center in Indianola, Mississippi.

Maker: Mr. H.T. Miller

Seconder: Mrs. Bobbie Allen Bounds

Motion Unanimously Adopted

Rodney Clark presented the Quality Assurance Report as follows:

He stated that a quality update for the Swingbed and Acute was the monthly peer review was met at 100%; History and Physicals were met at 100%; CMS met at 100%; Crash cart met at 100%; Mora met at 100%.

He stated there were 1568 tested for Covid, 34 positive employees for Covid at a 18% positivity rate. There were 10 Covid patients admitted, the average age was 74.9, the average length of stay was 4.6 days; 0 expired; 40% unvaccinated, 60% boosted.

Brooks Rizzo presented the Rural Health Clinic Report as follows:

She stated that the clinic saw 4,468 patients in December. For 2022 the clinic saw 52,035 patients total. The average daily walk in was 151 patients. The average daily wait time is 1 hour and 25 minutes. Flu is at a 6% positivity rate. Covid is at 18%-20% positivity rate, RSV is at a 0% positivity rate, and strep is at 21-24% positivity rate.

Morgan McNeer presented a portfolio with the strategic plan for the next 3 to 5 years. The first page included an outline of the action plans for moving forward with the strategic plan. She stated this is the plan that the board approved at the second meeting that was held at the Pharm in Ruleville, MS. In the portfolio is a list of all the anticipated projects.

MOTION: I approved to proceed with the strategic action plan outline.

Maker: Mr. H.T. Miller

Seconder: Mr. Willie Burton

Motion Unanimously Approved

Upon Motion made by Phil McNeer, and seconded by Willie Burton the Board adjourned at 12:55 P.M., subject to the call of the Chairman.

Billy Joe Waldrup, Chairman

Bobbie Bounds Allen, Secretary