

North Sunflower Medical Center
Board of Trustees
Regular Meeting Minutes
25 October 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 October 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; Willie M. Burton and Phil McNeer, Trustees; Daniel Ceja, CEO; Sam Miller, COO; Rodney Clark CAO; Billy Marlow, Executive Director; Sarah Toole, Accounting Director; Lindsay Williams, Administrative Assistant; Lawson Holladay, Esquire; and Brooks Rizzo, RHC Clinic Director

Guests: Joanie Perkins, Chief Compliance Officer; Morgan McNeer

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

Mr. Waldrup called the meeting of the Board of Trustees to order at noon and asked Mrs. Bobbie Bounds Allen to open the meeting with a word of prayer. The minutes of the 28 September 2023 Regular Board Meeting were approved as distributed by motion offered by Mrs. Bobbie Bounds Allen, seconded by Mr. Willie Burton, and unanimously approved.

The first order unfinished business to bring before the Board for consideration is a Resolution for Delta Regional Authority which is attached to the October 2023 NSMC Board of Trustee Regular Meeting Minutes.

The first order of New Business was to review the Initial Credentialing application of Robert Duke, MD and Louis Moses, MD. 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. The application was carefully reviewed and after discussion, the following motion was made:

MOTION: I move to approve the initial application of Robert Duke, MD and Louis Moses, MD and that they be given initial privileges for a period of one year ending 25 October 2024 and at that time be permitted to apply for a two-year term.

Maker: H.T. Miller, III

Seconded: Bobbie Allen Bounds

Motion Unanimously Adopted

The next order of new business was to review the re-appointment applications of one Physician and one Allied Health Professional. The applications and Data Bank queries of Roenikya Phillips, D.M.D and Megan Flint, FNP-C were carefully reviewed and the following motion was made:

MOTION: I move to accept the re-appointment applications for Roenikya Phillips, D.M.D and Megan Flint, FNP-C and that they be approved for a two-year term ending 25 October 2025.

Maker: Willie Burton

Secunder: H.T. Miller, III

Motion Unanimously Adopted

The next order of New Business was the Board reviewed the Legal Compliance Questionnaire that was included in the Board packets. After discussion, the Board agreed the questionnaire was correctly marked, the following motion was made, and the document was signed by Mr. Billy Joe Waldrup as Chairman and by Mr. Daniel Ceja, Administrator. Lindsay Williams will now send the original copy to the Auditors for their files prior to performing our audit.

MOTION: I move to approve the Legal Compliance Questionnaire as marked and that it be distributed to the Auditors.

Maker: Willie Burton

Secunder: H.T. Miller

Motion Unanimously Adopted

Next, the Board discussed the employee incentive for Fiscal Year 2024. The employee must contribute to the Foundation each pay period; and the facility must maintain a certain level of cash. The incentives are to be given as follows: full time employees receive 60 hours of pay; key Administrative employees receive 80 hours of pay; and the incentive for part time employees who meet established goals and objectives will be pro-rated according to their rate of pay and the amount of contributions to the Foundation. The Board determined that the incentive be given just before Thanksgiving to help employees take care of their Christmas needs.

MOTION: I move to approve that the Incentive discussed in detail be implemented for the 2024 Fiscal Year that will allow full time employees to receive (60) hours of pay; key Administrative employees to receive (80) hours of pay; and that the part time employees incentive be pro-rated based on the rate of their pay not to exceed (60) hours provided all employees meet the requirements and goals set forth by Administration and contribute to the Foundation each pay period.

Maker: Phil McNeer

Secunder: Willie Burton

Motion Unanimously Adopted

Lastly, the board discussed the November 21, 2023 and December 20, 2023 board meeting dates.

MOTION: I move to approve the new dates of November 21, 2023 and December 20, 2023 for the upcoming board meetings.

Maker: Bobbie Allen Bounds

Secunder: Willie Burton

Motion Unanimously Adopted

Rodney Clark presented the financial information for September as follows. The entire facility had a cash balance of \$11 Million; total assets of \$44 Million, and a total liabilities and fund balance of \$44 Million. The Hospital's Gross Revenue was \$9 Million for the month and \$115 Million Year to Date. The Hospital had a Net Income of \$10,189 for the month and a Year to Date Net Income of \$104,804 Million. Haire Drug Center, LLC had a Net Income of \$133,433 for the month and a Year to Date Net Income of \$709,825. Hospice had a Net Loss of (\$10,414) for the month and a Year to Date Net Income of \$104,470. Sunflower Diagnostic Center had a Net Loss of (\$13,551) for the month and a Year to Date Net Income of \$173,360. Simply Sunflower had a Net Loss of (\$2,766) for the month and a Year to Date Net loss of \$17,597. Sunflower DME had a Net Income of \$55,762 for the month and a Year to Date Net Income of \$635,715. NSMC Pharmacy had a Net Income of \$77,322 for the month and a Year to Date Net Income of \$567,618. The Rural Health Clinic had a Net Income of \$224,596 for the month and a Year to Date Net Income of \$1,804,921. NSMC as a whole showed a Net Income of \$249,975 for the month and a Year to Date Net Income of \$2,313,390.

The Administrative report was given as follows:

Daniel started off by introducing Sarah Toole as the new accounting director and how we are glad to have her. He then stated we have gone live with the new EMR system on October 1, 2023. He applauded Roger, Rodney and several of the staff that were here countless hours. He stated there are still trouble areas that are being worked out such as claims being in holding. He went on to say that he wanted to show a token of appreciation hospital wide for all the employees being cooperative and learning the new EMR system to go live. He then gave a brief update on the Greenwood location that currently we are waiting on the city to give approval to proceed with renovation. He did state that Medicaid has already given approval for the Greenwood location.

Rodney Clark presented the Quality Assurance Report as follows:

Rodney stated that for the month of September in Safety and Risk Management there were 3 patient falls (1 ER, 1 Beacon Wellness Center, 1 Swingbed). There were 2 employee incidents (1 ER, 1 Acute Care). There were no medication errors for this month. All fire safety checks were completed. The COVID statistics are as follows: 938 facility wide COVID test, 101 positive test, 10.80% positivity rate, 4 positive employees, 2 positive patients, 70 average age, 2.5 average length of stay, no deaths and all discharged home. There were no hospital inquired infections.

Rodney also discussed measures from a Quality standpoint. The yearly statistics for last fiscal year were as follows: 13 hospital acquired infections in Acute and Swingbed which are all COVID, 27 medication errors; 58 falls; met MORA at 100% in a timely manner.

Brooks Rizzo presented the Rural Health Clinic Report as follows:

She stated that the clinic saw 4,071 patients in September. The average daily walk in was 156 patients. The average daily wait time is 1 hour and 37 minutes. For the Fiscal Year Ending 2022 the total clinic visits were 50,669. She stated that after go live everyone transitioned well in which the bills are dropping and the nurses/physicians adjusted well. She also stated that she does have the COVID vaccine available at the clinic.

The Board adjourned at 1:41PM., subject to the call of the Chairman.

Billy Joe Waldrup, Chairman

Bobbie Bounds Allen, Secretary

Motion Unanimously Adopted

RESOLUTION

WHEREAS, the Delta Regional Authority (hereinafter "DRA") was created by Congress by the Delta Regional Authority Act of 2000, as amended, as a federal/state partnership now comprised of 252 counties and parishes within the eight states of Alabama, Arkansas, Illinois, Kentucky, Louisiana, Mississippi, Missouri and Tennessee in order to remedy severe and chronic economic distress by stimulating economic development and fostering partnerships that will have a positive impact on the Delta Region's economy;

WHEREAS, the North Sunflower Medical Center acting by and through its North Sunflower Medical Center Board of Trustees proposes to apply for an award with DRA for the Fiscal Year 2023 federal award program cycle;

WHEREAS, DRA requires that a person be designated, appointed, and given the authority to perform certain duties and administration of said award for and on behalf of the Awardee;

WHEREAS, the North Sunflower Medical Center Board of Trustees met in a regular session on 25 October 2023 whereby Billie Joe Waldrup, Chairman and Trustee; H.T. Miller, III, Vice Chairman and Trustee; Bobbie Bounds Allen, Secretary and Trustee; Willie M. Burton, Trustee; and Phil McNeer, Trustee were present, constituting a quorum;

WHEREAS, a motion was made by H.T. Miller,III, was seconded by Willie Burton, to designate and appoint Joanie Perkins to perform all duties and administration of said award, which carried unanimously by voice vote and was recorded on the minutes;

WHEREAS, a motion was made by H.T. Miller,III, was seconded by Willie Burton, to provide additional funds in the amount of \$500,000 to said award which carried unanimously by voice vote and was recorded on the minutes;

WHEREAS, a motion was made by H.T. Miller,III, was seconded by Willie Burton, to make an in-kind contribution of \$2,214,400 with a fair market value of \$2,214,400 to said award which carried unanimously by voice vote and was recorded on the minutes; and

WHEREAS, a motion was made by H.T. Miller,III, was seconded by Willie Burton, that in the event of an administration change, the new Chief Executive Officer shall continue to have such authority under this Resolution.

NOW THEREFORE, BE IT RESOLVED THAT, by the 25 of October 2023 as follows:

THAT, Daniel Ceja, Chief Executive Officer, be and is hereby designated and appointed to perform on behalf of North Sunflower Medical Center and has the authority to make those acts and assume any and all duties in dealing with the award with DRA for the Fiscal Year - 2023 federal award program cycle;

THAT, Joanie Perkins is hereby authorized to execute and submit any and all documents including, but not limited to, applications, award closing documents, request for funds, status reports to DRA for the Fiscal Year – 2013 federal award program cycle;

THAT, the Awardee agrees to provide additional funds in the amount of \$2,214,400 to said award;

THAT, the Awardee agrees to make an in-kind contribution of cash with a fair market value of \$2,214,400 to said award; and

THAT, in the event of an administration change, the new Chief Executive Officer shall continue to have such authority under this Resolution.

READ AND ADOPTED, this the 25 day of October, 2023.

Daniel Ceja, Administrator and CEO