

**BOARD OF COMMISSIONERS
MEETING MINUTES
FEBRUARY 27, 2020**

The Board of Commissioners of Franklin Foundation Hospital, Hospital Service District No. 1, St. Mary Parish, met in regular session at 6:00 p.m., February 27, 2020

MEMBERS PRESENT

Allen Randle, Sr., Chairman
Robert Allain, II, Vice-Chairman
Eugene Foulcard
Clegg Caffery, Jr.
Dr. Roland Degeyter
Didi Battle
Robert Judice, Jr.

ALSO PRESENT

Stephanie Guidry, CEO
Ron Bailey, CFO
Russell Cremaldi, Legal Counsel
Michelle Skillings, CNO
Don Smithburg, CHC SVP Hospital Operations
Dr. Kennan Buechter, Vice Chief of Staff
Lanzi Meyers, Legal Counsel
Joyce Andrico, Director of Quality
Tina Petry, Compliance Officer
Kevin Romero, Director of Marketing/Business
Dev./Co-Director of Physician Services
Collette Vaccarella, Director of Business
Office & Co-Director of Physician Services
Sharon Procell, Executive Assistant

GUEST:

Gayla Russo, CPA and partner, Langlinais,
Broussard & Kohlenberg
Lorna Bourque, Accountant

I. CALL TO ORDER

With a quorum present, the meeting was called to order by the Chairman, Rev. Allen Randle, Sr. at 6:01 p.m.

II. INVOCATION

Rev. Allen Randle, Sr. opened the meeting with a prayer.

III. PLEDGE OF ALLEGIANCE

Members recited the "Pledge of Allegiance".

IV. PUBLIC COMMENT

NONE

V. OLD BUSINESS

A. Approval of Minutes – January 30, 2020

Mr. Eugene Foulcard moved to approve the minutes of the Board of Commissioners meeting held January 30, 2020 with Mr. Clegg Caffery, Jr. seconding the motion. The motion carried unanimously.

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VI. MEDICAL STAFF REPORT

A. Credentials & Medical Executive Reports – February 19, 2020

Dr. Kennan Buechter discussed the recommendations of the Medical Executive Committee to the Governing Board related to Credentialing and Privileging as follows:

Initial Appointment:

- **Himani Manthena, MD – Active – Internal Medicine**

Reappointments:

- **John Lemieux, MD – Consulting – Radiology**
- **Brent Rochon, MD – Active – Cardiology**
- **Tomas Golan, MD – Courtesy – Pediatric**
- **Sharad Gunda, MD – Active – Pediatric**

Privileges Expiring and not renewing:

- **Dr. Donna Tesi – Active – Internal Medicine**
- **Dr. William Roth – Courtesy – Urology**
- **Dr. Quentin Falgoust – Courtesy – Ophthalmology**
- **Laina Leboeuf, FNP – Advance Practice Professional**
- **Jacob Launey, CRNA – Advance Practice Professional**
- **Michael Lacombe, CRNA – Advance Practice Professional**

Dr. Gunda reported that MEC accepted Virtual Radiology Telemedicine request to

Reappoint:

- **James Turner, MD - Consulting – Virtual Radiology**

Dr. Gunda reported that the MEC accepted Ochsner Telemedicine to

Add:

- **Syed Rizvi, MD – Consulting – Psychiatry**

Remove:

- **Brady Bradshaw, MD – Consulting – Psychiatry**
- **Tuvia Breuer, MD – Consulting – Psychiatry**
- **Carlos Collin, MD – Consulting – Psychiatry**
- **Enrique Diaz, MD – Consulting – Psychiatry**
- **Uzma Faheem, MD – Consulting – Psychiatry**
- **Sarah Iannucci, MD – Consulting – Psychiatry**
- **Brian Kirkpatrick, MD – Consulting – Psychiatry**
- **Martha Sanchez, MD – Consulting – Psychiatry**
- **Michael Newberry, MD – Consulting – Psychiatry**
- **Alberto Penalver, MD, Consulting – Psychiatry**
- **Michael Sanfilipo, MD – Consulting – Psychiatry**
- **Diana Santiago, MD – Consulting – Psychiatry**
- **Matthew Way, MD – Consulting – Psychiatry**

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- **Adrienne Yourek, MD – Consulting – Psychiatry**
- **Vikrant Mittal, MD – Consulting – Psychiatry**
- **Diana Baralt, MD – Consulting – Psychiatry**
- **Ewald Horwath, MD – Consulting – Psychiatry**
- **Sonya Martin, MD – Consulting – Psychiatry**
- **Jennifer Shippy, MD – Consulting – Psychiatry**
- **Thomas Sprague, MD – Consulting – Psychiatry**
- **Maria Alvarado, MD – Consulting – Psychiatry**
- **Jonathan Hulkower, MD – Consulting – Psychiatry**
- **Erika Gerz, MD – Consulting – Psychiatry**

Dr. Kennan Buechter reported a summary of Committee's that met for the month and/or quarter (see the attached report).

Mr. Robert Allain, II moved to approve the Initial appointment of Dr. Himani Manthana – Active – Internal Medicine and the Reappointments of Dr. John Lemieux – Consulting – Radiology, Dr. Brent Rochon – Active – Cardiology, Dr. Tomas Golan – Courtesy – Pediatric, and Dr. Sharad Gunda – Active – Pediatric. Also, accepted Virtual Radiology Telemedicine request to reappointment of Dr. James Turner – Consulting - Radiology and accept the request from Ochsner Telemedicine to add Dr. Syed Rizvi – Consulting – Psychiatry. Accept Ochsner requests to remove all the providers listed above – all consulting's – all psychiatrist with Dr. Roland Degeyter seconding the motion. The motion carried unanimously.

B. Approval of Policies / Protocols / Order Sets

Dr. Buechter stated there were numerous of policies/protocols/order sets that have been approved through the Medical Executive Committee and request for Board of Commissioners approval. The following are policies/protocols/order sets:

- Infection Prevention and control Plan 2020
- Infection Control Summary for 2019
- 2020 Infection Control Risk Assessment and Environmental Rounding
- Safety Management Plan
- Medical Equipment Management Plan
- Security Management Plan
- Utility Systems Management Plan
- Hazardous Materials & Waste Management Plan
- Neonatal Abstinence Syndrome
- Neonatal Abstinence Scoring System
- Oxytocin Administration-Induction/Augmentation
- Pain Assessment-Newborn
- Amnioinfusion with Amnioinfusion Protocol
- Pitocin Protocol
- Standard Heparin Protocol
- Wound Care Orders

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Mr. Robert Allain, II moved to approve all the policies/protocols/order sets as listed above with Dr. Roland Degeyter seconding the motion. The motion carried unanimously.

VII. NEW BUSINESS

A. Discuss and Approve

1. Fiscal Year 2019 Audited Financials

Ms. Gayla Russo, CPA, and partner with Langlinais Broussard & Kohlenberg CPAs (“LBK”), presented the Fiscal Year (“FY”) 2019 Audit report. Ms. Russo stated that her firm’s responsibility is to express an opinion on the financial statements based on their audit. Ms. Russo reviewed the statement of net position, the statement of revenues, expenses, and changes in fund net position and statement of cash flows for FY 2019. She stated her firm issued a clean opinion that indicates that the Hospital’s financial statements do not contain any material miss-statements. She noted that a clean opinion is the best that could be expected from the audit.

Ms. Russo then discussed the main line items on the Statement of Position (the balance sheet) noting that cash and cash equivalents was up \$1.5 million over the prior year due to physician UPL, cost report settlements and increased net patient revenue. She reported that amounts due from third party payors had increased from \$579,632 in FY 2018 to \$969,156 in FY 2019.

Ms. Russo reported that assets whose use is limited (restricted assets) was up to \$10 million in FY 2019 compared to \$9.594 million in FY 2018. The increase is due to receipts from the Full Medicaid Capacity grant. She reported the total assets were \$38.790 million in FY 2019 compared to \$35.627 million in FY 2018 and were mainly due to increases in cash.

Ms. Russo discussed several items in the liabilities section of the statement. She noted the increase in the current portion of long-term debt. Mr. Robert Allain, II asked about the increase in the current portion and total of long-term debt. Ms. Russo noted that the current portion increased due to reclassification of OmniCell equipment from leased equipment to a capital lease. Ms. Russo also noted that amounts due to third party payors were \$827,360 in FY 2019 compared to \$1.3 million in FY 2018. She next discussed the components of net position and finished by noting a significant increase to \$30.581 million in FY 2019 compared to \$26.772 million in the prior year.

Ms. Russo briefly discussed the Statement of Revenues, Expenses and Changes in Net Position (the income statement) noting that the Hospital’s net position was up \$3,808,880 in FY 2019 compared to a \$2,392,171 in FY 2018.

Ms. Russo discussed the findings on internal control. She noted that there were the same two findings as in prior years: segregation of duties and audit adjustments. Ms. Russo again noted that in small hospitals it is difficult to maintain strict segregation of duties due to the small number of staff. She did note that the Hospital further

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segregated Accounts Payable duties in FY 2019. She discussed audit adjustments again noting as in prior years that management uses its best judgement in recording FYE entries that estimate cost report amounts, but those amounts are not final until the cost report is completed.

Ms. Didi Battle made motion to approve the Fiscal Year 2019 Audited Financials with Mr. Robert Allain, II seconding the motion. The motion carried unanimously.

2. Fiscal Year 2019 Cost Report

Ms. Russo noted that the cost report was still in draft form awaiting a final adjustment that would be finalized after the meeting ahead of the required filing date of February 29, 2020.

3. Fiscal Year 2019 La. Legislative Auditor Agreed-Upon Procedures

Ms. Russo presented the independent accountants' report on applying agreed-upon procedures ("AUPs") as prescribed for government entities by the Louisiana Legislative Auditor. She discussed the areas of focus by the Legislative Auditor. Ms. Russo discussed the main areas of the report and noted that management had provided a response to each item that required a response. She noted there was one finding that indicated the lack of a written policy. She noted that the Hospital was performing the action but there was not a written policy. She noted management will correct that item.

Ms. Russo concluded her discussion of the AUPs. She thanked the Hospital for allowing LBK to conduct the Fiscal Year 2019 work.

Ms. Russo and Ms. Bourque then exited the meeting at 6:27 pm.

Ms. Didi Battle made motion to approve the Fiscal Year 2019 La. Legislative Auditor Agreed-Upon Procedures with Mr. Robert Allain, II seconding the motion. The motion carried unanimously.

4. Action on resolution acquisition of that tract of land described generally as LOT 4f(b), all as more fully shown on a Plan of Land Showing a Partition of Property of Diane Luke Nugent, et al, dated April 18, 1984 bearing Drawing No. 6350, prepared by Miller Engineers & Associates, Inc., and recorded in St. Mary Parish COB 27-H, page 537, File No. 206574, by the way of: (1) cash deed, at a price not to exceed appraised value, or (2) expropriation proceedings.

Ms. Didi Battle made motion to approve the Action on resolution acquisition of that tract of land described generally as LOT 4f(b) by the way of (1) cash deed, at a price not to exceed appraised value, or (2) expropriation proceedings with Mr. Robert Allain, II seconding the motion. The motion carried unanimously.

B. Discuss and Approve Capital Requests

1. Upgrade Hospital Computers to Windows 10

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Mr. Ron Bailey reported this request is to upgrade the Hospital computers that are running the old Windows 7 operating system to Windows 10. He stated that Microsoft has announced that support for Windows 7 will end in 2020. He reported the purchase was included in the FY 2020 capital budget at the cost of \$17,000. Mr. Bailey requested that the Board approve to upgrade Hospital computers to Windows 10.

Mr. Robert Allain, II made motion to approve to Upgrade Hospital Computers to Windows 10 with Mr. Eugene Foulcard seconding the motion. The motion carried unanimously.

2. Evident Disk-to-Disk Backup System

Mr. Ron Bailey reported this request is to purchase and install an Evident disk-to-disk backup server. He stated the system includes the server, software, tape archive system and backup tapes for archive rotation. The system will take a “snapshot” each hour and do a full back up every 12 hours. He reported the backup is stored off site. He noted this purchase was included in the FY 2020 capital budget at \$23,000. Mr. Bailey requested that the Board approve the Evident disk-to-disk backup system.

Mr. Robert Allain, II made motion to approve the Evident Disk-to-Disk Backup System with Mr. Eugene Foulcard seconding the motion. The motion carried unanimously.

3. Blanketroll III Patient Temperature Management System

Ms. Stephanie Guidry reported this request is to purchase the Blanketroll III Patient Temperature Management System. She stated the system is used to regulate patient body temperature (heating and cooling as necessary). She noted the current system does not work and can no longer be repaired. She added the purchase was not included in the FY 2020 capital budget. Ms. Guidry requested that the Board approve the Blanketroll III Patient Temperature Management System.

Mr. Robert Allain, II made motion to approve the Blanketroll III Patient Temperature Management System with Mr. Eugene Foulcard seconding the motion. The motion carried unanimously.

VIII. FINANCE REPORT

A. Approval of Minutes – January 30, 2020

Mr. Clegg Caffery, Jr. made motion to approve the minutes of the Finance meeting held on January 30, 2020 with Mr. Eugene Foulcard seconding the motion. The motion carried unanimously.

B. January Finance 2020

1. Investment Report

Mr. Bailey presented the Financial Report for January 2020, the fourth month of Fiscal Year (“FY”) 2020. He began with a discussion of the operating indicators and financial

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class percentages as they compared to the month's budget. Mr. Bailey then discussed the Statement of Revenues and Expenses where he noted that the Hospital recorded expenses in excess of revenues of (\$79,264) for the month compared to budgeted revenues in excess of expenses of \$120,027. He made note in January 2020 was the receipt of \$1,436,523 of calendar year ("CY") 2019 millage proceeds.

Mr. Bailey reported on the January 2020 operating statement noting that total patient revenue was \$3,269,983 which was under budget for the month on lower overall volumes. Mr. Bailey discussed the month's case mix index (the "CMI") for all patients was 1.43 while the Medicare case mix index was 1.14. The CMI for all patients was approximately 27.00% over budget while the CMI for Medicare patients was approximately (4.00%) under budget for the month. He noted that the higher the CMI, the higher the complexity of inpatient services provided.

Mr. Bailey stated the Medicare and Medicaid Adjustments were under budget for the month. He reported the Medicare estimated contractual adjustments are calculated using the QHR Medicare model and other data. Mr. Bailey reported overall Medicare contractual adjustments, including clinics, were under budget which were offset by Medicare and Medicaid denied claims that are being reviewed by the Hospital's Business Office. He reported that also included in Medicaid and Medicare Adjustments is a reduction of (\$194,196) which represents the current month accrual of the gross FY 2020 Physician Rate Enhancement Funds ("PREP") UPL program.

Mr. Bailey reported in other operating revenue at the end of January 2020 increased from the prior month. The increase is due to an increase in the monthly accrual for rural UPL (formerly "DSH"). He stated in February 2020 the Hospital received rural UPL funds that represented approximately 54% of the FY 2020 FY total. When annualized, the amount received resulted in estimated rural UPL funds of \$3.031 million compared to the original budget of \$2.250 million. He reported in January 2020 accrual reflects the expected increased funding. He also reported in the February payments was approximately 54% of an additional "special" allocation of \$297,000 that was provided to each participating hospital at the governor's request (the Hospital received a similar "special" allocation of approximately \$283,000 for FY 2019). He noted a portion of that amount is included in the revised monthly accrual.

Mr. Bailey reported on the balance sheet with operating cash at the end of January 2020 was \$9.121 million, an increase of \$1.080 million from the prior month. He stated other receivables increased primarily due to accrual of physician UPL, rural UPL (formerly "DSH") and Full Medicaid Capacity Grant funding each at the FY 2020 budget amount.

Mr. Bailey stated days' cash on hand in January were 135.3 days (trending 3-month average) compared to 119.9 days of cash at the end of December.

Mr. Bailey presented the Investment Reports. Mr. Bailey requested that the Board approve the Finance Reports of January 2020 and the Investment Reports.

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Mr. Eugene Foulcard made motion to approve the Finance report of January 2020 and the Investment Reports with Ms. Didi Battle seconding the motion. The motion carried unanimously

IX. QUALITY COMMITTEE REPORT

- A. Organizational Quality Data – Ms. Joyce Andrico, Director of Quality**
Ms. Joyce Andrico reported on the organizational quality data (see attached presentation).

Ms. Didi Battle moved to approve the Quality Data presented with Mr. Eugene Foulcard seconding the motion. The motion carried unanimously.

X. MANAGEMENT REPORT

- A. Administration Report – Ms. Stephanie Guidry, CEO**
(see attached CEO report)

- B. Nursing Report – Ms. Michelle Skillings, CNO**
(see attached CNO report)

- C. Clinic Report – Ms. Collette Vaccarella, Co-Director of Clinics
January 2020**

Ms. Collette Vaccarella began the presentation of the clinic report for the month starting with clinic accounts receivable. She discussed the increase in clinic accounts receivable. She then discussed clinic visit activity for the month of January 2020 as compared to January 2019 noting that January 2020 clinic visits were down over January of the prior year. Mr. Bailey presented the consolidated clinic cost center report noting that the clinics posted a consolidated loss for the month. Mr. Bailey also discussed the Hospital activity generated by the clinic physicians.

- D. QHR Management Report - Mr. Don Smithburg, CHC Sr. VP Hospital Operations**
Mr. Don Smithburg reported the transitioning with Franklin Foundation Hospital is going well. He touched on the Coronavirus outbreak; the issue around will be shortages of supplies. Mr. Smithburg highlighted on some areas from the CHC Board report.
(see attached)

XI. EXECUTIVE SESSION

- A. Strategic Planning**


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XII. ACTION(S) TAKEN

NONE

XIII. ADJOURN

With no further business to discuss, Mr. Clegg Caffery, Jr. moved with Mr. Eugene Foulcard seconding the motion to adjourn at 7:17 p.m. The motion carried unanimously.



Rev. Allen Randle, Sr. - Chairman



Stephanie A. Guidry, CEO

**BOARD OF COMMISSIONERS
SPECIAL MEETING MINUTES
APRIL 13, 2020**

The Board of Commissioners of Franklin Foundation Hospital, Hospital Service District No. 1, St. Mary Parish, met in special meeting session at 10:00 a.m., April 13, 2020.

MEMBERS PRESENT

Allen Randle, Sr., Chairman
Eugene Foulcard
Robert Allain, II
Dr. Roland Degeyter
Didi Battle
Clegg Caffery, Jr.
Robert Judice, Jr.

ALSO PRESENT

Stephanie Guidry, CEO
Ron Bailey, CFO
Sharon Procell, Admin. Assist.

I. CALL TO ORDER

With a quorum present, the meeting was called to order by the Chairman, Rev. Allen Randle, Sr. at 10:00 a.m.

Rev. Allen Randle, Sr. opened the meeting with prayer.

Members recited the "Pledge of Allegiance".

II. PUBLIC COMMENT

There were no written comments.

III. EXECUTIVE SESSION

A motion was made by Mr. Eugene Foulcard to move into Executive Session at 10:04 a.m. with Mr. Robert Allain, II seconding the motion. The motion carried unanimously.

A. Strategic Planning

With no further business to discuss in Executive Session, a motion was made by Mr. Clegg Caffery, Jr. and seconded by Dr. Roland Degeyter to exit Executive Session at 10:08 a.m. The motion carried unanimously.

IV. ACTION(S) TAKEN

A. Board Resolution approving the CEO, on behalf of the Hospital execute any and all documents, instruments and/or agreements with the State of Louisiana, Department of Health & Hospitals as well as contract review, authority of approval, modification, and termination of contracts with outside agencies.

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Mr. Robert Allain, II made a motion to amend the Board Resolution to add the Federal Government in the resolution with Mr. Eugene Foulcard seconding the motion. The motion carried unanimously.

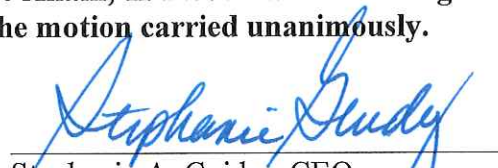
Mr. Clegg Caffery, Jr. made a motion to approve the Board Resolution approving the CEO, on behalf of the Hospital execute any and all documents, instruments and/or agreements with the State of Louisiana, Federal Government, Department of Health & Hospitals as well as contract review, authority of approval, modification, and termination of contracts with outside agencies with Dr. Roland Degeyer seconding the motion. The motion carried unanimously.

V. ADJOURN

With no further business to discuss, Ms. Robert Allain, II moved with Mr. Eugene Foulcard seconding the motion to adjourn at 10:28 a.m. The motion carried unanimously.



Rev. Allen Randle, Sr. - Chairman



Stephanie A. Guidry, CEO

**BOARD OF COMMISSIONERS
SPECIAL MEETING MINUTES
APRIL 23, 2020**

The Board of Commissioners of Franklin Foundation Hospital, Hospital Service District No. 1, St. Mary Parish, met in special meeting session at 10:00 a.m., April 23, 2020.

MEMBERS PRESENT

Allen Randle, Sr., Chairman
Robert Judice, Jr.
Robert Allain, II
Dr. Roland Degeyter
Didi Battle
Clegg Caffery, Jr.

ALSO PRESENT

Stephanie Guidry, CEO
Ron Bailey, CFO
Sharon Procell, Admin. Assist.

ABSENT

Eugene Foulcard

I. CALL TO ORDER

With a quorum present, the meeting was called to order by the Chairman, Rev. Allen Randle, Sr. at 10:02 a.m.

Rev. Allen Randle, Sr. opened the meeting with prayer.

Members recited the "Pledge of Allegiance".

II. PUBLIC COMMENT

There were no written comments.

III. EXECUTIVE SESSION

A motion was made by Mr. Clegg Caffery, Jr. to move into Executive Session at 10:05 a.m. with Mr. Robert Allain, II seconding the motion. The motion carried unanimously.

A. Strategic Planning

With no further business to discuss in Executive Session, a motion was made by Dr. Roland Degeyter and seconded by Mr. Robert Allain, II to exit Executive Session at 10:20 a.m. The motion carried unanimously.

IV. ACTION(S) TAKEN

- A. "Adoption of a resolution authorizing St. Mary Parish Hospital Service District No. 1 to apply to the Louisiana State Board Bond Commission for approval to issue and sell Revenue Notes, not to exceed \$21,726,000.00, pursuant to certain terms, conditions, and for other matters in connection therewith; as required by the SBA in connection with the Paycheck Protection Program."

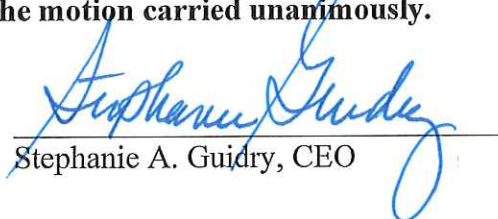
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Ms. Didi Battle made a motion to approve the "Adoption of a resolution authorizing St. Mary Parish Hospital Service District No. 1 to apply to the Louisiana State Board Bond Commission for approval to issue and sell Revenue Notes, not to exceed \$21,726,000.00, pursuant to certain terms, conditions, and for other matters in connection therewith; as required by the SBA in connection with the Paycheck Protection Program" with Dr. Roland Degeyter seconding the motion. The motion carried unanimously.

V. ADJOURN

With no further business to discuss, Dr. Roland Degeyter moved with Mr. Clegg Caffery, Jr. seconding the motion to adjourn at 10:22 a.m. The motion carried unanimously.


Rev. Allen Randle, Sr. - Chairman


Stephanie A. Guidry, CEO