

**BOARD OF COMMISSIONERS
MEETING MINUTES
May 31, 2018**

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., May 31, 2018.

MEMBERS PRESENT

Eugene Foulcard, Chairman
Dr. Nick Accardo, Vie-Chairman
Clegg Caffery, Jr.
Dr. Roland Degeyter
Robert Judice, Jr
Didi Battle

ABSENT

Allan Von Werder

QUEST

Tomi Hagan, QHR Manager Compliance
Michele Bear, QHR Sr. Consultant, Compliance

ALSO PRESENT

Stephanie Guidry, CEO
Michelle Skillings, CNO
Lanzi Meyers, Legal Counsel
Russell Cremaldi, Legal Counsel
Ron Bailey, CFO
Lori Leonard, CQO
Tina Petry, Director of PFS
Kevin Romero, Director of Marketing/
Business Development
Jodi Pigg, QHR VP
Sharon Procell, Exec. Admin. Assist.

I. CALL TO ORDER

With a quorum present, the meeting was called to order by the Chairman, Mr. Eugene Foulcard at 6:00 p.m.

II. PUBLIC COMMENT

NONE

III. OLD BUSINESS

A. Approval of Minutes – April 26, 2018

Ms. Didi Battle moved to approve the minutes of the Board of Commissioners meetings held April 26, 2018 with Mr. Clegg Caffery seconding the motion. The motion carried unanimously.

IV. NEW BUSINESS

A. QHR Education - Compliance

Ms. Tomi Hagan, QHR Manager Compliance, presented a presentation on the Board's Role in Compliance. She discussed the Compliance Program basic requirements and explained the Board's role in the Compliance Program. She reported the Board's role in understanding the scope and key compliance risk areas in the Compliance Program. She stated to have an effective compliance program; an organization must establish and maintain an organizational culture that "encourages ethical conduct and a commitment to compliance with the law".

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B. Discuss and Approve Lease Agreement – 706 Main St., Baldwin, La.

Mr. Ron Bailey presented the contract summary for the new lease agreement for 706 Main Street in Baldwin, La. which is currently leased to Baldwin Insurance Agency, Inc. d/b/a Geiling Insurance Agency. He explained that the Hospital assumed the lease with the acquisition of the Baldwin property in December 2017. As the original lease agreement dates back a number of years, the Hospital requested that Ms. Lanzi Meyers of the Gachassin Law Firm draft an updated lease agreement to include the current fair market value (“FMV”) rent rate as well as the terms and conditions that the Hospital currently uses in its lease agreements. He advised that the Hospital obtained a FMV rent study to determine the rental rate that would be included in the new agreement. The study indicated that the FMV rent rate was unchanged from the rental rate under the prior lease that was in effect at the time the Hospital purchased the property. Mr. Bailey discussed the main terms of the agreement, noting that the initial lease term is two (2) years from the effective date that is estimated to be June 1, 2018. He advised that the proposed agreement was forwarded to the lessee for review. He noted that the lessee’s representative was out of town at the time. Mr. Bailey requested that the Board approve the lease pending any major concerns or issues with the lessee.

Dr. Nick Accardo moved to approve the Lease Agreement at 706 Main Street in Baldwin, La. with Mr. Clegg Caffery seconding the motion. The motion carried unanimously.

V. MEDICAL STAFF REPORT

A. Credentials & Medical Executive Reports – May 2018

Ms. Lori Leonard reported on behalf of Dr. Donna Tesi. Ms. Leonard presented the monthly Credentials and Medical Executive Committee Reports. She stated the Credentials Committee and the MEC reviewed the presented files and found to have current evidence of adequate professional liability insurance with no malpractice issues. Also obtained were primary source verifications of current LA medical licensure noted without restrictions and there was no evidence of any sanctions or exclusions by Medicaid, Medicare, or other federal programs. Based upon review of the qualifications, clinical competences, skills, experience, quality data, requested privileges, peer references, ability, and ongoing professional practice evaluations the following applicants have been unanimously recommended for reappointments of:

- Dr. Charles Parsiola – Affiliate – Family Practice
- Dr. Richard Owings – Consulting – Pathology
- Dr. Oleitha Wilson-Ruffin – Courtesy – Pediatric
- Dr. Samantha Redfield – Consulting – Pathology
- Dr. Brian Baesler – Active – Family Medicine

Ms. Leonard reported one (1) reappointment with Virtual Radiology that of Dr. Kevin McDonnell – Consulting – Virtual Radiology. She reported two (2)

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additions that of Dr. Eamonn Quinn and Dr. Zhen Wu both Consulting – Virtual Radiology. She reported a removal of Dr. Russ Savit – Consulting – Virtual Radiology.

Ms. Leonard requested the Board to give final approval of the reappointments and the acceptance of the credentialing from the Tele-Radiology group due to a business associate agreement.

Ms. Didi Battle made a motion to approve the Credentialing reappointments of Dr. Charles Parsiola – Affiliate – Family Practice, Dr. Richard Owings – Consulting – Pathology, Dr. Oleitha Wilson-Ruffin, Dr. Samantha Redfield – Consulting – Pathology and Dr. Brian Baesler – Active – Family Medicine along with accepting the credentialing from Tele-Radiology group, with Dr. Nick Accardo seconding the motion. The motion carried unanimously.

Ms. Leonard reported that the Hospital received an alert from The Joint Commission reporting effective immediately, that The Joint Commission will no longer require to credential and privilege pathologists who provide diagnostic services through a reference laboratory. She stated this means when the contracted pathologist from a reference laboratory is performing tests and/or providing his/her professional service off site, they do not need to be credentialed and privileged by the hospital. She went on to say the pathologist providing his/her professional service, including consultation in the same laboratory or organization where the specimen was collected or prepared, credentialing and privileging would be required.

VI. FINANCE REPORT

A. Finance – April 2018

Mr. Ron Bailey presented the finance report for the month of April 2018.

B. Ratification of minutes and all actions taken at the Finance Committee Meeting May 30, 2018.

Dr. Nick Accardo moved to approve the Finance report and ratifications of minutes and all actions taken at the Finance Meeting held on May 30, 2018 with Mr. Clegg Caffery seconding the motion. The motion carried unanimously.

VII. QUALITY COMMITTEE REPORT

A. Ratification of minutes and all actions taken at the Quality Committee Meeting – May 25, 2018.

Mr. Robert Judice, Jr. made a motion to approve ratification of minutes and all actions taken at the Quality Committee meeting on May 25, 2018 with Dr. Nick Accardo seconding the motion. The motion carried unanimously.

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VIII. MANAGEMENT REPORT

A. Nursing Report – Ms. Michelle Skillings, CNO

Ms. Skillings reported that she is continuing to work with the staff and continue to network with community members. She stated she went to the stroke education in Baldwin with Mr. Kevin Romero and Ms. Cathy Siracusa. She stated she toured the Baldwin Clinic and met the town Mayor.

Ms. Skillings stated she's internally working on team building and communication. She reported for this week she's presented educational sessions on "Just Culture" which is philosophy on how to build a learning culture in response to medical errors. She stated the training has been well received; approximately sixty (60) staff members have attended. She also stated what was highlighted to the staff the need for good communication and to complete variance reports.

Ms. Skillings reported she has been working with the nurse managers to make some staffing adjustments. She reported working with nursing on how to help guide providers into appropriate admissions and working with our therapist to see if the hospital can improve patient wait times for new patients.

B. Administrative Report – Ms. Stephanie Guidry, CEO

Ms. Guidry stated she reported last month the Hospital had finally completed the CLIA survey with 100% clearance. She reported that last week Delta Pathology tendered their ninety (90) day notice of termination. She stated the hospital has met with Reliapath Pathology which covers IMC and the Hospital is talking to Thibodeaux Regional Medical Center; they may be interested in providing coverage. She noted the Hospital has until August 18th to get a new group in place.

Ms. Guidry stated the Hospital is about to start a consulting agreement with QHR for the hospital Lab department to look at our billing and staffing patterns. She noted, for now, this will be delayed until we have a pathology group in place.

Ms. Guidry stated that she, Mr. Romero and Mr. Bailey met with Gulfcoast Housing and the meeting was on the old hospital; what the plans are and what they hope to accomplish. She reported Gulfcoast Housing had the old hospital registered on the national historical registry. She stated Gulfcoast Housing wants to build it out as senior living apartments. She reported they roughly have 12,000 square feet of space they would like to lease; wanted to know if the hospital would be interested in leasing the space. She stated for now the hospital does not have a need for additional leased space.

Ms. Guidry stated we had the photo shoot for the marketing campaign that's coming along very nicely; the employees had so much fun with that participating in the shoots. She stated the staff received their merit increases and were very appreciative.

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Ms. Guidry reported the hospital has been going through a compliance audit and education. She noted the hospital has some work to do but nothing major that we can't get in place fairly quickly. She stated that Ms. Tina Petry will be responsible for assuring the changes are made and staff has appropriate education.

C. Clinic Report – Mr. Kevin Romero, Co-Director of Clinics

Mr. Romero reported on Clinic activities for April 2018. He discussed clinic visits for the month which now include comparison to the same month in the prior year. He noted that clinic visits were down over the prior month due to that two clinic providers was out for a week during the month.

Mr. Ron Bailey discussed the cash collections. He presented the consolidated clinic cost center report noting that net revenue was much lower given the total gross revenue. He explained that the current month contractual adjustments were higher as a result of the increase in cash collections.

D. QHR Management Report – Mr. Jodi Pigg, QHR VP

Mr. Jodi Pigg reported QHR's summary of activities. Mr. Pigg pointed out in the month of June the Board will be getting a draft report on the compliance work completed this week. He stated in June, there will be an annual financial operation review; a staff member from QHR will be here onsite and spend couple days looking at the accounting system/reports. He reported it's not an internal audit but it has a lot of look and feel of an internal audit. He reported QHR reimbursement specialist will be working closely with Mr. Ron Bailey on financials; bad debt and contractual section on the income statement and balance sheet. Mr. Pigg stated the purpose is to have a second pair of eyes to make sure everything is looking good.

IX. EXECUTIVE SESSION

Dr. Nick Accardo made a motion to go into executive session at 6:55 pm with Ms. Didi Battle seconding.

- A. Strategic Planning**
- B. Compliance Report**

With no further business to discuss in Executive Session, a motion was made by Ms. Didi Battle and seconded by Mr. Clegg Caffery to exit Executive Session at 7:17 p.m. The motion carried unanimously.

X. ACTION ON COMPLIANCE REPORT

Ms. Didi Battle made a motion to accept the Compliance Report and approve the Compliance Plan with Dr. Nick Accardo seconding the motion. The motion carried unanimously.

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XI. ADJOURN

With no further business to discuss, Ms. Didi Battle moved with Mr. Robert Judice seconding the motion to adjourn at 7:20 p.m. The motion carried unanimously.

Eugene Foulcard - Chairman

Stephanie A. Guidry, CEO