HOSPITAL AUTHORITY OF ALBANY-DOUGHERTY COUNTY

MINUTES OF THE MAY 17, 2018 MEETING

(Open Session)

Attendees:

Authority Board Members: Fred Ghiglieri, Joel Callins, Pastor Charlene Glover, John Hayes, Dr. Kathy Hudson, Dr. Michael Laslie, Ferrell Moultrie, Dr. Tania Smith, and Nyota Tucker

Authority Legal Counsel: Tommy Coleman

Those Present on Behalf of Phoebe Putney Memorial Hospital, Inc.: Joe Austin, Dawn Benson, Brian Church, Dr. Steven Kitchen, Dr. Suresh Lakhanpal, Felicia Lewis, Ben Roberts, Joel Wernick

Other Attendees: Dr. Mark Cohen

Absent Authority Members: None

Open Meeting and Establish a Quorum:

Chair Ghiglieri called the meeting to order at 7:30am in Conference Rooms B & C at Phoebe Northwest. Mr. Ghiglieri thanked all Members for their attendance and participation and he observed that a quorum was present.

Approval of the Agenda:

The proposed Agenda had been previously provided to the Authority Members and a motion to adopt the proposed Agenda for the meeting was made by Pastor Charlene Glover and seconded by Ms. Nyota Tucker. A copy of the Agenda as adopted is attached.

TAVR Update:

Joel Wernick, CEO of the Hospital and Health System, introduced Dr. Mark Cohen, Interventional Cardiologist with Phoebe Heart Valve Clinic. Dr. Cohen provided an update on the TAVR program, which began in 2015. To date, sixty TAVR procedures have been completed with the average patient age being 80. Dr. Cohen also reported on the quality measurements and metrics of TAVR. Dr. Cohen noted that the hospital would be looking into other procedures such as left atrial appendage occlusion, Watchman, atrial septal defect closure, approaches to mitral and tricuspid valves, and left ventricular assist devices.

Approval of the Minutes:

The proposed Minutes of the February 15, 2018 open session meeting of the Authority had likewise been provided to Members prior to this meeting and the same were considered for approval. Dr. Kathy Hudson made a motion and Pastor Glover seconded the motion, to approve the Minutes as previously provided. The motion passed unanimously by vote of all Members.

Ad Hoc Committee Report/Action on Audit RFP:

Chair Ghiglieri explained how the Audit RFP was handled and noted that only two companies submitted proposals. Ms. Tucker, a member of the Ad Hoc Committee (other member included Chair Ghiglieri with Mr. Coleman and Mr. Church serving as advisors only), explained the criteria process and made the motion to award Draffin & Tucker with a three-year contract, with the option to extend the contract which would need to be approved by the Authority at the time of extension. Joel Callins seconded the motion.

Chair Ghiglieri polled each individual Authority Member present with respect to his or her vote on the motion and the vote of each of the Members is shown below, with no Member opposing:

Fred Ghiglieri	Yes
Dr. Michael Laslie	Yes
Joel Callins	Yes
Dr. Kathy Hudson	Yes
Dr. Tania Smith	Yes
John Hayes	Yes
Nyota Tucker	Yes
Ferrell Moultrie	Yes
Pastor Charlene Glover	Yes

Financial Reports:

Brian Church, CFO of PPMH, Inc., presented and reviewed an interim financial report for the Authority's current fiscal year through April 30, 2018. A copy of the Authority's Financial Statements as presented by Mr. Church is attached.

PPMH, Inc. CEO and Operational Reports:

Mr. Wernick reported on recent Hospital employee engagement events including National Hospital Week and Employee Engagement Movie Night. He also reported on Phoebe's participation in the Pink Walk, Relay for Life, March for Babies, community health fairs as well as free athletic screenings. Phoebe physicians, certified athletic trainers, and advanced practice providers screened 450 area high school athletes. Mr. Wernick noted that the athletic screenings provide baseline concussion support for the athletes. He also reported on Phoebe's partnership in the Opioid Overdose Community Education and Re-enactment that recently took place in the Albany Civic Center. Mr. Wernick presented the following *Inside Phoebe with Ben Roberts* videos: NICU Graduation Party, Inpatient Rehab Patient Testimony, and Phoebe Nurses.

Presentation to Pastor Charlene Glover:

Chair Ghiglieri noted that Pastor Glover is resigned from the Authority as she is relocating to Texas. He presented Pastor Glover with a certificate of appreciation for her two years of service.

Cost Discussion:

Chair Ghiglieri reported that a cost analysis was completed in 2005 and is available on the Authority's website. He further noted that a cost analysis was completed in 2012 but was presented to the Authority during the closed session of the meeting and was never presented in open session. Chair Ghiglieri stated that Authority Members will receive a copy of the 2012 cost analysis for review and discussion at the August meeting. At that time, the Authority will decide if a new cost analysis needs to be commissioned or not.

Closing of the Meeting:

A motion was made by Mr. Callins, seconded by Dr. Michael Laslie to close the meeting for the purposes of: (i) engaging in privileged consultation with legal counsel; (ii) to discuss potentially valuable commercial plans, proposals or strategies that may be of competitive advantage in the operation of Phoebe Putney Memorial Hospital or its medical facilities, or (iii) to discuss confidential matters or information pertaining to peer review or provided by a peer review organization as defined in O.C.G.A.§31-7-131.

Chair Ghiglieri polled each individual Authority Member present with respect to his or her vote on the motion and the vote of each of the Members is shown below, with no Member opposing:

Fred Ghiglieri	Yes
Dr. Michael Laslie	Yes
Joel Callins	Yes
Dr. Kathy Hudson	Yes
Dr. Tania Smith	Yes
John Hayes	Yes
Nyota Tucker	Yes
Ferrell Moultrie	Yes
Pastor Charlene Glover	Yes

The motion having passed, the meeting closed.

Open Session Reconvened:

Following unanimous vote of all Members in attendance at the conclusion of the Closed Session, the meeting reopened.

Adjournment:

There being no further business the meeting was adjourned.

AGENDA

HOSPITAL AUTHORITY OF ALBANY-DOUGHERTY COUNTY, GEORGIA

(OPEN SESSION) Meeting of May 17, 2018 (Phoebe Northwest Conference Rooms)

ı.	Open meeting and establish quorum	Chair
II.	Consider Approval of Agenda (draft previously provided to Members)	Chair
III.	TAVR Update	Mark Cohen, MD
IV.	Speaker Appearances (if applicable)	
V.	Consideration of Open Session Minutes of February 15, 2018 meeting (draft previously provided to Members)	Chair
VI.	Ad Hoc Committee Report/Action on Audit RFP	Chair
VII.	Financial Reports a. Hospital Authority Financial Update	Brian Church
VIII.	Phoebe Putney Memorial Hospital, Inc. CEO and Operational Reports	Joel Wernick / Joe Austin
IX.	Cost Discussion	Chair
x.	Consideration of vote to close meeting for Executive Session	Chair
XI.	Additional Business	Chair
XII.	Adjournment	Chair

STATE OF GEORGIA COUNTY OF DOUGHERTY

AFFIDAVIT RELATIVE TO CLOSED MEETING

Personally appeared before the undersigned, Fred Ghiglieri, who having been duly sworn, deposes and states as follows:

- 1. I am over the age of 18 years, I am suffering under no disabilities and I am competent to testify to the matters contained herein.
- 2. I am the Vice Chairman of the Board of the Hospital Authority of Albany-Dougherty County, Georgia (the "Authority") and presided over the Closed Session.
- 3. On May 17, 2018, at a meeting of the Authority Board, a motion was duly approved in a roll call vote for the Authority Board to go into closed session for the purposes of: (i) engaging in privileged consultation with legal counsel; (ii) to discuss potentially valuable commercial plans, proposals or strategy that may be of competitive advantage in the operation of Phoebe Putney Memorial Hospital or its medical facilities; and (iii) to discuss confidential matters or information pertaining to peer review or provided by a review organization as defined in O.C.G.A §31-7-131.
- 4. To the best of my knowledge and belief, the business conducted during the closed portion of the meeting was devoted solely to the above matters for which the meeting was closed.

This the 17th day of May, 2018.

Fred Ghiglieri

Sworn to and subscribed before me this

17th day of May, 2018.

NOTARY PUBLIC

(SEAL)

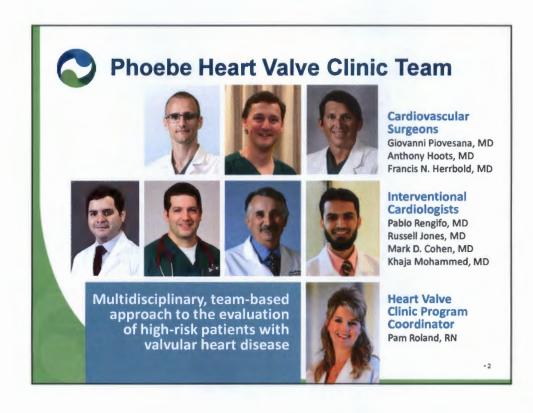
Dougherty County, Georgia

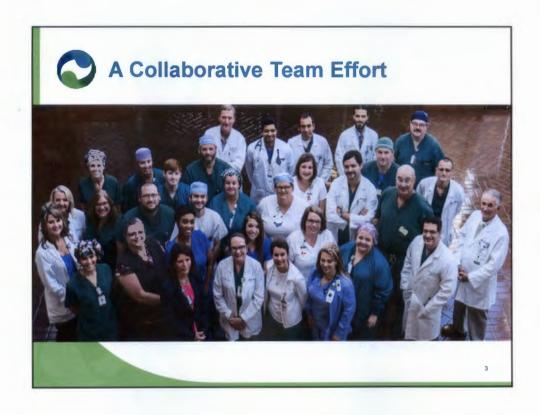
My Commission Expires: 02-

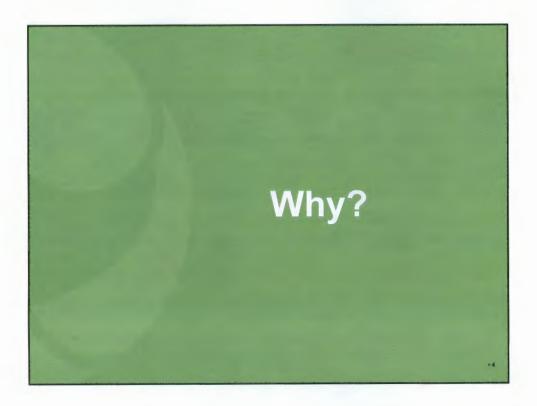


MARK COHEN, MD
INTERVENTIONAL CARDIOLOGIST











Themes of Cardiac Care in the 21st Century

- Pharmaco therapy
 - > Statins
 - New anticoagulants
 - > New lipid lowering agents: injectables
- Less-invasive approaches
- New solutions to old problems
- Miniaturization of therapy

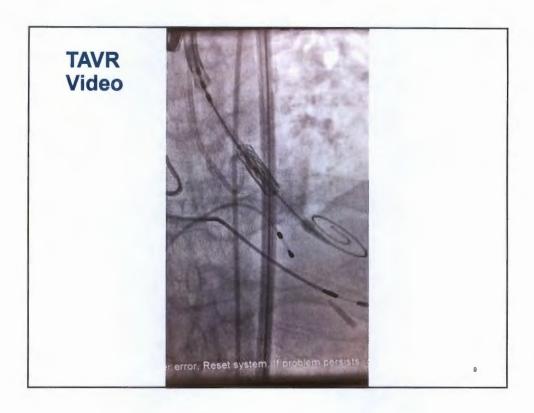


The Future of Miniaturization

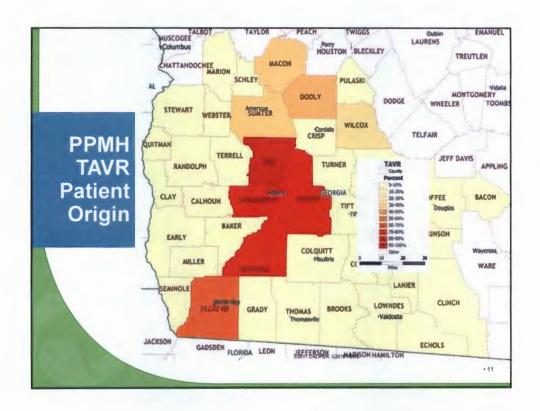
- · CABG → PCI
- · AVR → TAVR
- Watchman
- ASD Closure















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Quality Measurements

 Hospita 	al Mortality	1/60	1.6%
1 100pitt	al Iviolitality	1700	1.0

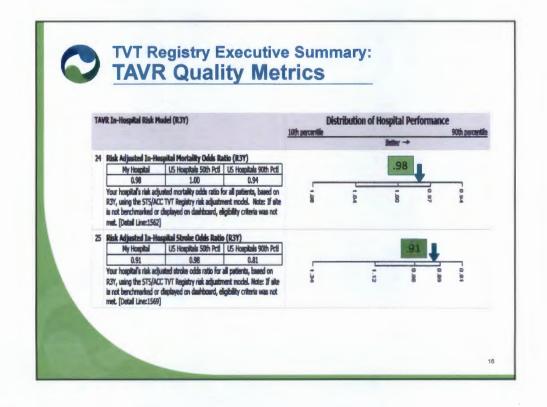
• 30 Day Mortality 3/60 5%

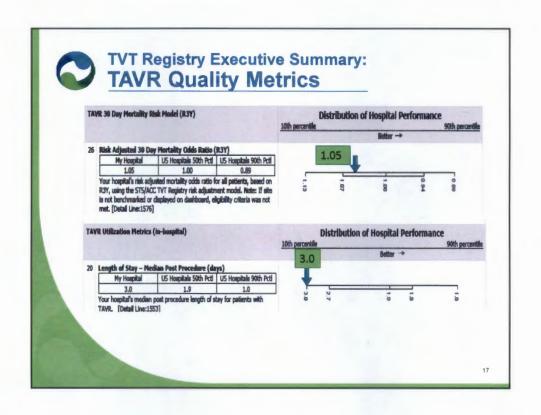
One Year Mortality
 9/60
 15%

Vascular Complications 3/60 5%

14











Other Structural Heart Procedures

- · Left atrial appendage occlusion
- Watchman
- · Atrial septal defect closure
- Approaches to mitral and tricuspid valves
- · Left ventricular assist devices

- 19

Questions?

HAADC Ad-Hoc RFP Meeting

2-May-18
Proposing Bidders Proposal Scoring Per RFP Section 1.24

Technical Quality, Approach, Understanding & Methodology		1	n, McDanie & Ladson	1			raffin & Tucker	
	Max Score	NT	FG	Avg		NT	FG	Avg
a. Expertise & Experience								
1. Past Experience & Performance	25.00	5.00	5.00	5.00	i	25.00	25.00	25.00
2. Quality of firms's personnedl	25.00	10.00	12.00	11.00		25.00	25.00	25.00
b. Completeness of auditor's plan	25.00	12.00	15.00	13.50		25.00	25.00	25.00
c. Ability to Complete timely	12.50	8.00	12.50	10.25		12.50	12.50	12.50
d. Adherence to RFP instructions	12.50	9.00	8.00	8.50		12.00	11.00	11.50
- · ·				40.35				00.00
<u>Total:</u>				48.25	I			99.00

Winning Firm	Draffin & Tucker

Notes: NT = Nyota Tucker

FG = Fred Ghigliei

Avg = Average of NT & FG

HOSPITAL AUTHORITY OF ALBANY-DOUGHERTY COUNTY, GEORGIA

Financial Statement Update
April-2018 YTD Financials
Fiscal Year 2018
May 17th Authority Meeting

BALANCE SHEET		
4/30/2018		
		audited
	Apr	il 30, 2018
ASSETS		
Current Assets:		
Cash and cash equivalents	\$	101,005
Assets limited as to use - current		-
Patient accounts receivable, net of allowance for		-
doubtful accounts		-
Supplies, at lower of cost (first in, first out) or market		-
Other current assets		
Total current assets		101,005
Property and Equipment, net		_
Other Assets:		
Goodwill		-
Total other assets		
Total Assets	\$	101,005

BALANCE SHEET	
4/30/2018	
LIABILITIES AND NET ASSETS	
Current Liabilities:	
Accounts payable	-
Accrued expenses	14,993
Estimated third-party payor settlements	-
Deferred revenue	-
Short-term oblogations	-
Total current liabilities	14,993
Total liabilities	14,993
Net assets:	
Unrestricted	86,012
Total net assets	86,012
Total liabilities and net assets	\$ 101,005

HOSPITAL AUTHORITY OF ALBANY-DOUGHERTY COUNTY, GEORGIA STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN UNRESTRICTED NET ASSETS

	Unaudited
	April 30, 2018
OPERATING REVENUE:	
Net patient service revenue (net of provision for bad deb	t)
Lease Consideration	126,500
Total Operating Revenue	126,500
OPERATING EXPENSES:	
Salaries and Wages	
Employee health and welfare	
Medical supplies and other	
Professional services ***	93,440
Purchased services	193
Depreciation and amortization	
Total Operating Expenses	93,632
Operating Loss	32,868
NONOPERATING INCOME (EXPENSES):	
Gain in Long Term Lease	-
Interest Expense	-
Total Nonoperating Income	-
EXCESS OF REVENUE OVER EXPENSE	32,868
*** Professional Fees include Legal Fees, Audit Fees ar	nd Consultant Fees
** Purchased Services include Bank Account Fees	

