

Township Representatives:							
<input checked="" type="checkbox"/>	George "Bud" Banker, Bear Lake	<input checked="" type="checkbox"/>	Janet Cox, Oliver	<input checked="" type="checkbox"/>	Eric Hendricks, Orange	<input checked="" type="checkbox"/>	Diana Needham, Kalkaska Village
<input type="checkbox"/>	Gregory Bradley, Clearwater	<input checked="" type="checkbox"/>	Paul Erickson, Boardman	<input checked="" type="checkbox"/>	Gayenell Gentelia, Coldsprings	<input checked="" type="checkbox"/>	Tracy Nichol, Blue Lake
<input checked="" type="checkbox"/>	Nelson "Jerry" Cannon, Garfield	<input checked="" type="checkbox"/>	Dr. R. Troy Stobert, Springfield	<input checked="" type="checkbox"/>	Karl Klimek, Excelsior	<input checked="" type="checkbox"/>	Stuart McKinnon, Rapid River
<input checked="" type="checkbox"/>	Dale De Korne, Kalkaska Township						
Members At Large Members:							
<input checked="" type="checkbox"/>	Robert "Bob" Barr	<input checked="" type="checkbox"/>	Kim Stephens	<input type="checkbox"/>	Noreen Broering	<input type="checkbox"/>	
<input checked="" type="checkbox"/>	Melanie Pauch	<input checked="" type="checkbox"/>	Bruce Zenner	<input type="checkbox"/>			
Staff:							
<input checked="" type="checkbox"/>	Jeremy Cannon	<input checked="" type="checkbox"/>	Sandy Dilley	<input checked="" type="checkbox"/>	Andrew Raymond	<input checked="" type="checkbox"/>	Chandra Whiting
<input checked="" type="checkbox"/>	Daniel Conklin	<input type="checkbox"/>	Jeremy Holmes, DO	<input checked="" type="checkbox"/>	Kevin Rogols	<input type="checkbox"/>	Laura Zingg
<input checked="" type="checkbox"/>	Doreen Birgy	<input checked="" type="checkbox"/>	Dr. Nathan Sailor	<input type="checkbox"/>		<input type="checkbox"/>	
Community:							
<input checked="" type="checkbox"/>	Richard Wilson, Mika Meyers (Via Teams) – left at 7:47 PM	<input checked="" type="checkbox"/>	Dominic Clolinger, Mika Meyers (Via Teams) – left at 7:47 PM	<input checked="" type="checkbox"/>	Barb Klimek	<input checked="" type="checkbox"/>	Ed Fisher
<input checked="" type="checkbox"/>	Ruthann Willison	<input checked="" type="checkbox"/>	Jessy Zenner	<input checked="" type="checkbox"/>	Valerie Hansen	<input checked="" type="checkbox"/>	Annie Wallace
<input checked="" type="checkbox"/>	Kathleen Cascaddan	<input checked="" type="checkbox"/>	Peggy Young	<input checked="" type="checkbox"/>	Angelo Poli	<input checked="" type="checkbox"/>	Melissa Poli
<input checked="" type="checkbox"/>	Lynnette Cervone	<input checked="" type="checkbox"/>	Darel Willison	<input checked="" type="checkbox"/>	Mardi Link	<input type="checkbox"/>	

TOPIC	SUMMARY	ACTION ASSIGNMENT
Call to Order	Mr. Karl Klimek called the meeting to order at 6:00 PM in Education Rooms 1 & 2 of the Acute Care Pavilion at Kalkaska Memorial Health Center.	
Pledge of Allegiance	The Pledge of Allegiance was recited.	

<p>Conflict of Interest Roll Call</p>	<p>A roll call for Conflict of Interest was taken as follows: George "Bud" Banker, no; Nelson "Jerry" Cannon, no; Dale De Korne, no; Janet Cox, no; Paul Erickson, no; Eric Hendricks, no; Gayenell Gentelia, no; Dr. R. Troy Stobert, no; Karl Klimek, no; Tracy Nichol, no; Stuart McKinnon, no; Diana Needham, no; Melanie Pauch, no; Robert "Bob" Barr; Kim Stephens, no; Bruce Zenner, no.</p>	
<p>Consent Agenda</p>	<p>Mr. Klimek welcomed two new KMHC Board of Trustee Members to the Board; Janet Cox, Oliver Township Representative and Gayenell Gentelia, Coldsprings Township Representative.</p> <p>The Consent Agenda was reviewed.</p> <p>A Board Member requested clarification on At-Large Member, Noreen Broering, being added back to the January 23, 2024, Meeting Minutes as her name had not appeared on the minutes for the previous four months. This was explained that the Ms. Broering had not resigned from her At-Large position on the Board of Trustees. She had only taken a temporary leave of absence.</p> <p>Discussion ensued regarding topics of recent emails the Board Members had received from the Board Chair, Mr. Klimek. This discussion was tabled at this time as these topics were to be addressed later in the meeting and did not pertain to the Consent Agenda.</p> <p><b><u>Motion was made and duly supported to approve the Consent Agenda as presented. All "AYE." Motion carried.</u></b></p>	
<p>Public Comment Regarding Agenda Topics</p>	<p>A member of the community requested a brief history and better understanding of the topic of Act 47 from the Board. In response: Act 47 is a public act from 1945 that allows municipalities to form hospitals. It allowed the 12 townships and the Village to form a hospital that is governed by the townships and the Village and to operate as a not-for-profit. KMHC is the last Act 47 entity in the State of Michigan. KMHC will be holding public forums in the near future to help provide a better understanding and additional information.</p> <p>A member of the community asked for clarification if KMHC were to become a not-for-profit, if it would mean Munson Healthcare would take over ownership of the hospital. In response: KMHC is an affiliate of Munson Healthcare and will be addressed later in the meeting.</p>	

	<p>A member of the community inquired as to who the two attorneys were that were attending the meeting remotely via Teams. Response: Attorneys are from the Mika Meyers law firm, representing Kalkaska Memorial Health Center.</p> <p>A community member inquired if KMHC is looking into putting up railings in the Grand Hallway to assist individuals with access. There was also a comment if Administration is looking into concerns with access to Physical Therapy. Response: Both concerns are being looked into.</p> <p>Ms. Link, Traverse City Record Eagle, made a formal request for a copy of the thumb drive that was discussed.</p> <p>A community member inquired who authorizes the payments to the attorneys from Mika Meyers that represent KMHC. This was addressed that the attorneys are general counsel for KMHC, and the payments are approved by CEO. It was also clarified that the KMHC Board of Trustees is a governing Board and not a managing Board.</p>	
<p>Moments of Excellence Recognition</p>	<p>Mr. Zenner joined Mr. Rogols at the front of the Boardroom.</p> <p>Mr. Rogols shared with the Board that he is celebrating his 10<sup>th</sup> year with KMHC and has had the honor of working with Mr. Zenner as the Board Chair for the last 6 years. During this time, Mr. Zenner has been instrumental in sharing the feedback of the community with KMHC, as well as bringing a tremendous amount of experience, knowledge, and tenure to the KMHC Board of Trustees. While Mr. Zenner has served as the Chair of the Board of Trustees, KMHC added the new medical pavilion, doubled the size of the medical staff, and built a new emergency department and inpatient unit.</p> <p>Mr. Klimek added that healthcare is a very hard business. He thanked Mr. Zenner for his work as the KMHC Board Chair partnering with the Administration and medical staff during a period of significant growth.</p> <p>Mr. Zenner was presented with a plaque to thank him for his time as the Chair of the KMHC Board of Trustees from 2018-2023.</p> <p>A photo was taken with Mr. Zenner and the Board of Trustees officers (Mr. Klimek - Chair, Mr. Cannon - Vice-Chair, Ms. Nichol - Secretary, Dr. Stobert - Treasurer).</p>	
<p>Cornea Transplant</p>		

	<p>Mr. Jeremy Cannon shared with the Board a recent patient success story involving an individual receiving a cornea transplant. The procedure being done at KMHC was possible because of the excellence relationship between KMHC and the team at Traverse City Eye.</p>	
<p>Go Into Closed Session to Consult with Legal Counsel Regarding Potential Litigation</p>	<p><b><u>Motion was made and duly supported to go into Closed Session at 6:32 PM for the following reason(s): To consider materials exempt from disclosure by state or federal law, pursuant to Section 8(h) of the OMA. It was requested to dismiss all administrative staff including Ms. Whiting. The Board of Trustees Secretary, Ms. Nichol, will take the meeting minutes for the closed session.</u></b></p> <p>Discussion ensued regarding the proposed motion to go into closed session including the reason for going into closed session and an explanation of section 8(h) of the OMA (Open Meetings Act).</p> <p><b><u>A roll call vote was taken as follows: George "Bud" Banker, yes; Nelson "Jerry" Cannon, yes; Dale De Korne, yes; Janet Cox, no; Paul Erickson, abstain; Eric Hendricks, no; Gayenell Gentelia, yes; Dr. R. Troy Stobert, yes; Tracy Nichol, yes; Stuart McKinnon, no; Diana Needham, yes; Melanie Pauch, yes; Robert "Bob" Barr, yes; Kim Stephens, yes; Bruce Zenner, yes; Karl Klimek, yes. 12 "AYES." 1 "Abstain" 3 "NAYS". Motion Carried.</u></b></p>	
<p>Come out of Closed Session</p>	<p>The Board Recording Secretary does not have the information for coming out of closed session due to not being in attendance at the closed session.</p> <p>Mr. Klimek reconvened in Open Session at 7:29 PM.</p> <p><b><u>Motion was made and duly supported to approve the consent agenda from the closed session. All "AYE". Motion carried.</u></b></p> <p>Mr. Klimek distributed a draft <u>Resolution of Censure</u> document to the Board Members that had been prepared by Legal Counsel. The Board had requested at the last meeting for Legal Counsel to prepare a resolution.</p> <p>Board members reviewed the resolution document presented.</p> <p><b><u>Motion was made and duly supported to adopt the resolution (attached to the original minutes) as presented.</u></b></p>	

	<p>Discussion ensued with several members expressing their disappointment in the actions and behavior of certain members of the board as outlined in the Resolution of Censure.</p> <p>Mr. Wilson, Legal Counsel, verified with the Board the names of the townships whose current appointees being condemned including Orange Township, Rapid River Township, and Boardman Township that will be included on the resolution.</p> <p>The date of February 20, 2024, would also be filled in on the resolution for the date of adoption as well as the number 001 for resolution number 2024-001.</p> <p>Discussion ensued regarding the details of the proposed resolution.</p> <p><b><u>Motion was made and duly supported to adopt the resolution (attached to the original minutes) as presented. A roll call vote was taken as follows: George "Bud" Banker, yes; Nelson "Jerry" Cannon, yes; Dale De Korne, yes; Janet Cox, Abstain; Paul Erickson, Abstain; Eric Hendricks, no; Gayenell Gentelia, yes; Dr. R. Troy Stobert, yes; Tracy Nichol, yes; Stuart McKinnon, no; Diana Needham, yes; Melanie Pauch, yes; Robert "Bob" Barr, yes; Kim Stephens, yes; Bruce Zenner, yes; Karl Klimek, yes. 12 "AYES." 2 "Abstain" 2 "NAYS". Motion Carried.</u></b></p> <p>Mr. Wilson reminded the Board that an agenda topic later in the meeting would be covering the question of putting the hospital up for sale. He wanted to ensure the Board had an understanding that this topic was different than the topic of the possibility of KMHC converting to a not-for-profit.</p>	
<p>Committee Appointments – Discussion and Appointment by Board Chair</p> <ul style="list-style-type: none"> <li>• Executive/Finance Committee</li> <li>• Audit and Compliance Committee</li> <li>• Joint Conference and Ethics Committee</li> <li>• Nominating Committee</li> <li>• Board Quality, Safety and Patient Experience Committee</li> <li>• Strategic Planning Committee</li> <li>• Building Ad-Hoc Committee</li> <li>• Governance Committee (In Development)</li> </ul>	<p>Mr. Klimek thanked the Board members for their interest and providing input in Board Committee Appointments for the 2024 calendar year.</p> <p>The following recommendations were made by the Board Chair, Mr. Klimek, for committee appointments:</p> <p>Executive/Finance Committee will consist of the following members:</p> <ul style="list-style-type: none"> <li>• Dr. Troy Stobert (Chair)</li> <li>• Mr. Karl Klimek</li> <li>• Mr. George "Bud" Banker</li> <li>• Ms. Tracy Nichol</li> <li>• Mr. Nelson "Jerry" Cannon</li> <li>• Mr. Eric Hendricks</li> <li>• Ms. Diana Needham</li> </ul>	

Audit and Compliance Committee will consist of the following members:

- Dr. Troy Stobert (Chair)
- Mr. Dale De Korne
- Ms. Janet Cox
- Mr. Eric Hendricks
- Mr. Bruce Zenner
- Mr. Karl Klimek

Joint Conference and Ethics Committee will consist of the following members:

- Mr. Karl Klimek
- Mr. Nelson "Jerry" Cannon

Nominating Committee will consist of the following members:

- Ms. Kim Stephens (Chair)
- Mr. George "Bud" Banker
- Ms. Gaynell Gentelia
- Mr. Karl Klimek
- Mr. Nelson "Jerry" Cannon
- Ms. Diana Needham
- Bruce Zenner

Board Quality, Safety, and Patient Experience Committee will consist of the following members:

- Ms. Melanie Pauch (Chair)
- Ms. Janet Cox
- Mr. Gregory Bradley
- Mr. Paul Erickson
- Ms. Noreen Broering
- Mr. Karl Klimek

Strategic Planning Committee will consist of the following members:

- Mr. Nelson "Jerry" Cannon (Chair)
- Mr. Karl Klimek
- Mr. George "Bud" Banker
- Ms. Tracy Nichol
- Ms. Kim Stephens
- Mr. Robert "Bob" Barr
- Dr. Holmes
- Dr. Sailor

	<p>Building Ad-Hoc Committee will consist of the following members:</p> <ul style="list-style-type: none"> <li>• Mr. Gregory Bradley (Chair)</li> <li>• Ms. Gayenell Gentelia</li> <li>• Mr. Paul Erickson</li> <li>• Mr. Dale De Korne</li> <li>• Mr. Karl Klimek</li> </ul> <p>Mr. Klimek noted that the recommendations included in the Board meeting packet for a proposed Governance Committee would be discussed as a later agenda topic in the meeting. Due to the Governance Committee being in a development stage only at this time, these recommendations would not be included in the approval of appointments at this time.</p> <p style="text-align: center;"><b><u>Motion was made and duly supported to approve the committee appointments as recommended, excluding the presented Governance Committee recommendations. A roll call vote was taken as follows: George "Bud" Banker, yes; Nelson "Jerry" Cannon, yes; Dale De Korne, yes; Janet Cox, yes; Paul Erickson, yes; Eric Hendricks, yes; Gayenell Gentelia, yes; Dr. R. Troy Stobert, yes; Tracy Nichol, yes; Stuart McKinnon, yes; Diana Needham, yes; Melanie Pauch, yes; Robert "Bob" Barr, yes; Kim Stephens, yes; Bruce Zenner, yes; Karl Klimek, yes. 16"AYES." 0 "NAYS". Motion Carried.</u></b></p>	
<p>Committee Reports          Act 47 Versus Not-For-Profit Ad-Hoc Committee Meeting 12-19-23          Open Discussion Regarding Role of Ad-Hoc Committee</p> <ul style="list-style-type: none"> <li>• Motion Made by Act 47/Not-for-Profit Ad-Hoc Committee</li> <li>• Committee Members Unanimously Concurred for the Recommendation to the Strategic Planning Committee for the Dissolution for the Act 47/Not-for-Profit Ad-Hoc Committee</li> </ul>	<p>Mr. Zenner reported the following from the meeting of the Act 47 versus Not-for-Profit Ad-Hoc Committee Meeting on 12-19-23:</p> <ul style="list-style-type: none"> <li>• A motion was made and unanimously supported for the Strategic Planning Committee to become the recipient of questions from the Board of Trustees relevant to the potential shift to a not-for-profit.</li> <li>• Committee members unanimously concurred for the recommendation to the Strategic Planning Committee for the Dissolution of the Act 47/ Not-for-Profit Ad-Hoc Committee.</li> </ul>	

<p>Strategic Planning Committee Meeting 01-15-24 Report from Act 47/Not-for-Profit Ad-Hoc Committee Meeting</p> <ul style="list-style-type: none"> <li>• Strategic Planning Committee RECEIVED Both Actions from the Act 47/Not-for-Profit Ad-Hoc Committee December 19, 2023 Meeting</li> <li>• Motion Made by the Strategic Planning Committee</li> </ul>	<p>Mr. Jerry Cannon reported that the Strategic Planning Committee met on January 15, 2024, and received both actions from the Act 47/Not-for-Profit Ad-Hoc Committee.</p> <p>As a result of the recommendations from the Act 47/Not-for-Profit Ad-Hoc Committee, the Strategic Planning Committee unanimously approved the following motion:</p> <p>Motion was made and duly supported to support the recommendations by the Act 47/Not-for-Profit Ad-Hoc Committee made on December 19, 2023, to recommend to the Full Board that the Strategic Planning Committee become the recipient of questions from the Board of Trustees relevant to the potential shift to a not-for-profit and to utilize legal counsel for written opinions in, as timely manner as possible. To recommend that counsel's responses, as well as Strategic Planning Committee's recommendations, be included in the monthly Board Packet. Also, for the Dissolution of the Act 47/Not-For-Profit Ad-Hoc Committee.</p> <p>After the Committee report was given, the following motion was by the Board:</p> <p><b><u>Motion was made and duly supported to approve the recommendations from the Act 47/Not-for-Profit Ad-Hoc Committee that the Strategic Planning Committee become the recipient of questions from the Board of Trustees relevant to the potential shift to a not-for-profit. Also, for the Dissolution of the Act 47/Not-For-Profit Ad-Hoc Committee. A roll call vote was taken as follows: George "Bud" Banker, yes; Nelson "Jerry" Cannon, yes; Dale De Korne, yes; Janet Cox, yes; Paul Erickson, yes; Eric Hendricks, yes; Gayenell Gentelia, yes; Dr. R. Troy Stobert, yes; Tracy Nichol, yes; Stuart McKinnon, yes; Diana Needham, yes; Melanie Pauch, yes; Robert "Bob" Barr, yes; Kim Stephens, yes; Bruce Zenner, yes; Karl Klimek, yes. 16 "AYES." 0 "NAYS". Motion Carried.</u></b></p>	
<p>Act 47 Versus Not-for-Profit</p> <ul style="list-style-type: none"> <li>• Q &amp; A Document</li> <li>• Interest in Selling KMHC</li> </ul>	<p>Mr. Cannon referenced a Q &amp; A document that was provided to the Board Members in the Board Packet. One of the questions in the Q &amp; A document pertained to the possibility of interest in selling KMHC.</p> <p>This is a question that has been discussed by the Board in the past and the consensus has been that the Board has had no desire to pursue a possible sale of KMHC.</p>	



	<p>Mr. Cannon stated that the Strategic Planning Committee recognizes the desire of our communities for Kalkaska Memorial Health Center to remain a thriving, independent, self-governing organization. Furthermore, the full KMHC Board of Trustees recognizes the potential benefits of investigating becoming a hospital organized as an independent not-for-profit, and voted 12-3 at the December 5, 2023, Board of Trustees' meeting to continue that due diligence process.</p> <p>Throughout the history of the investigation to transition from a hospital organized under Act 47 to a not-for-profit hospital, the KMHC Board of Trustees, and administration, have been adamant that the hospital is not for sale.</p> <p>Following the December 5, 2023, Board of Trustees' meeting, trustee McKinnon posed several questions to KMHC Board Chair Zenner. One of those questions was, "Could we presently sell the hospital at fair market value?"</p> <p>Legal counsel provided correspondence dated January 4, 2024, that a sale of the hospital at fair market value could be allowed under Section 9 of Act 47. The Strategic Planning Committee re-affirms its recommendation to the full Board of Trustees that although allowed, there is no current need to investigate a sale, as a sale would almost certainly lead to the loss of self-determination of KMHC's future."</p> <p>After receiving the Strategic Planning Committee's recommendation, the following motion was made by the Board of Trustees:</p> <p style="text-align: center;"><b><u>Motion was made and duly supported to reiterate that KMHC is NOT for sale. A roll call vote was taken as follows: George "Bud" Banker, yes; Nelson "Jerry" Cannon, yes; Dale De Korne, yes; Janet Cox, yes; Paul Erickson, yes; Eric Hendricks, yes; Gayenell Gentelia, yes; Dr. R. Troy Stobert, yes; Tracy Nichol, yes; Stuart McKinnon, yes; Diana Needham, yes; Melanie Pauch, yes; Robert "Bob" Barr, yes; Kim Stephens, yes; Bruce Zenner, yes; Karl Klimek, yes. 16 "AYES." 0 "NAYS". Motion Carried.</u></b></p>	
<p>Handouts for Government Unit Open Forums</p>	<p>Mr. Rogols provided the following update to the Board Members regarding the recent Township/Village Open Forums:</p> <ul style="list-style-type: none"> <li>• There were upwards of 50 Township and Village Board Members that attended the four sessions that were offered.</li> </ul>	

	<ul style="list-style-type: none"> <li>• The discussions during the sessions were both positive and very in-depth.</li> <li>• Every attendee received a packet containing the PowerPoint presentation as well as the background information that has been provided to the Board Members over the last several months pertaining to the Act 47 versus Not-for-Profit discussion.</li> <li>• There will be additional Open Forums scheduled for the Townships and Village as well as the Community in the near future.</li> </ul>	
<p>Governance Committee of the Board of Trustees</p>	<p>Mr. Klimek commented that today was a tough day for the KMHC Board of Trustees and that there are times that a Board has a need for a Governance Committee.</p> <p>Mr. Klimek then informed the Board Members of his plan to put together a group to discuss ideas of what a Governance Committee could look like and what value it could possibly add to the KMHC Board of Trustees. He reminded the Board that this potentially new Committee is only at an idea gathering stage at this time.</p>	
<p>Board Compensation</p>	<p>Mr. Rogols introduced the topic of Board Member compensation by informing the Board Members that he had <u>not</u> received a request for compensation from any Board Member.</p> <p>Mr. Rogols then educated the Board on the fact that the Township appointed Board Members are compensated by their respective Townships and the At-Large Members receive no compensation.</p> <p>There was a survey completed by KMHC in 2019 to obtain the range of compensation for the appointed Township Board Members and a proposal brought to the Board at that time for compensation for all Board Members.</p> <p>Mr. Rogols explained to the Board Members that it is not uncommon for Board Members to receive compensation as there are expectations that are required of Board Members, and he provided examples of those expectations.</p> <p>Mr. Rogols plans to work with the Governance Committee, if formed, on a proposal for a Board Member compensation plan.</p>	

<p>Nominating Committee Meeting 02-15-24 Member at Large Application Review</p>	<p>Mr. Klimek introduced Ms. Stephens to provide the report for the recent meeting of the Nominating Committee.</p> <p>Ms. Stephens referenced the three applications included in the Board packet for the two open member At-Large vacancies.</p> <p>Ms. Stephens provided the Nominating Committee's recommendation to the Board for the At-Large vacancies of:</p> <ul style="list-style-type: none"> <li>• Lynnette Cervone</li> <li>• Charlie Stiehl</li> </ul> <p>Discussion ensued regarding the third applicant being held for future openings.</p> <p><b><u>Motion was made by Mr. Cannon and duly supported by Ms. Gentelia to appoint Ms. Lynnette Cervone and Mr. Charlie Stiehl to fill the two vacant At-Large Member positions on the Board.</u></b></p> <p>Discussion ensued about the terms for the potential new At-Large Members.</p> <p><b><u>After Amendment, motion was made by Mr. Cannon and duly supported by Ms. Gentelia to appoint Ms. Lynnette Cervone to a Member At-Large term ending in 2026 and Mr. Charlie Stiehl to a Member At-Large term ending in 2027. A roll call vote was taken as follows: George "Bud" Banker, yes; Nelson "Jerry" Cannon, yes; Dale De Korne, yes; Janet Cox, yes; Paul Erickson, yes; Eric Hendricks, yes; Gayenell Gentelia, yes; Dr. R. Troy Stobert, yes; Tracy Nichol, yes; Stuart McKinnon, yes; Diana Needham, yes; Karl Klimek, yes. 12 "AYES." 0 "NAYS". Motion Carried.</u></b></p>	<p>Ms. Whiting will retain the application for the third applicant for possible future vacancies of At-Large Members.</p>
<p>Board Quality, Safety, and Patient Experience Community Member Application Review</p>	<p>Ms. Stephens referenced the two applications included in the Board packet for potential Board Quality, Safety, and Patient experience Community Members.</p> <p>The recent change to the Board of Trustee By-Laws would allow the Board to chose up to three individuals to fill this role.</p> <p><b><u>Motion was made by Mr. Zenner and duly supported by Ms. Nichol to appoint Ms. Anderson and Ms. Knight to the role of Board Quality, Safety, and Patient Experience Community Member for a two-year term. A roll call vote was taken as follows: George "Bud" Banker, yes; Nelson "Jerry" Cannon, yes; Dale De Korne, yes; Janet Cox, yes;</u></b></p>	

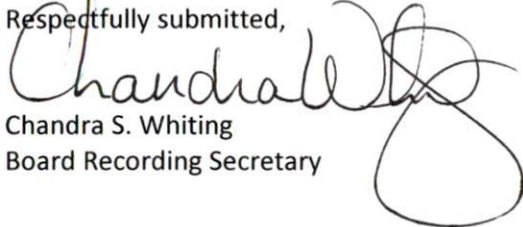
	<p><u><b>Paul Erickson, yes; Eric Hendricks, yes; Gayenell Gentelia, yes; Dr. R. Troy Stobert, yes; Tracy Nichol, yes; Stuart McKinnon, yes; Diana Needham, yes; Melanie Pauch, yes; Robert "Bob" Barr, yes; Kim Stephens, yes; Bruce Zenner, yes; Karl Klimek, yes. 16"AYES." 0 "NAYS". Motion Carried.</b></u></p>	
<p>Audit and Compliance Committee Meeting 02-20-24 Professional Services Agreement Compensation Review</p> <ul style="list-style-type: none"> <li>• Dr. JP Milliken</li> <li>• Dr. Kayleigh White</li> <li>• Dr. Eden Elfrink</li> </ul>	<p>Mr. Rogols informed the Board that when hospitals participate in Medicare and Medicaid, they are required to ensure that compensation is within fair market value.</p> <p>KMHC uses benchmark data to ensure that the compensation provided is within the fair market value.</p> <p>Mr. Rogols provided an overview of the three physician employment agreements that were discussed in the Audit and Compliance Committee meeting:</p> <ul style="list-style-type: none"> <li>• Dr. JP Milliken</li> <li>• Dr. Kayleigh White</li> <li>• Dr. Eden Elfrink</li> </ul> <p>The compensation plans were determined as being within fair market value.</p>	
<p>Board Chair Report Munson Healthcare Update</p>	<p>Mr. Klimek informed the Board that KMHC has a seat on the Munson Healthcare Board of Directors. This seat has been occupied by the past Board Chair, Mr. Zenner, and will be transitioned to the new Board Chair, Mr. Klimek.</p> <p>Mr. Zenner informed the Board he will be attending a meeting of the Munson Healthcare Governance Board on February 21, 2024. He did not have an update to report at this time for Munson Healthcare.</p> <p>Mr. Zenner announced his resignation from the Munson Healthcare Board. Mr. Zenner recommended Mr. Klimek to be appointed to the Munson Healthcare Board of Directors and it was supported by Mr. Banker.</p> <p><u><b>Motion was made and duly supported to recommend Mr. Klimek to be appointed to the Munson Healthcare Board of Directors. All "AYE". Motion carried.</b></u></p> <p>Mr. Klimek updated the Board on a recent introductory visit with Mr. Ed Ness and Ms. Rachel Roe at Munson Healthcare.</p>	

<p>Recommendation for Update to Board of Trustees Job Description Document</p>	<p>Mr. Klimek referenced the recommended update to the current Board Member Job Description Form included in the Board Member’s packet.</p> <p>The change to the document is being requested to match the verbiage of the recent Board of Trustees By-Law change pertaining to the Board Quality, Safety, and Patient Experience Committee.</p>	<p>Ms. Whiting will add this item back to the March Board Agenda for the Board to approve the update.</p>
<p>CEO Report Intensive Outpatient Geri-psych Program</p>	<p>Mr. Raymond educated the Board about an intensive outpatient geriatric psychiatry program that will be coming to KMHC.</p> <p>The program will offer group therapy sessions. Some of the target patients will be recent widow/widowers, recent long-term care, and assisted living residents.</p> <p>KMHC plans to renovate the old emergency department space to be able to offer this new service with a target start date of mid-summer 2024.</p>	
<p>LTC Facility Plan Update</p>	<p>Mr. Rogols provided an update to the Board regarding the progress of the promises made to the community for the 2017 levy, thus far KMHC has implemented the a new Medical Pavilion, expanded the number of physicians, added Chemotherapy, as well as built a new Emergency Department and In-patient unit.</p> <p>The last step in KMHC’s fulfillment of the promises to the community regarding the 2017 levy involves the Long-Term Care (LTC) facility plan. KMHC plans to be well on the way to completing this project by 2026.</p> <p>Mr. Cannon and Mr. Raymond then shared with the Board a presentation for an infrastructure refresh project for LTC as a beginning step in the LTC facility update.</p> <p>The LTC refresh project would have an overall estimated cost for renovation of \$1,009,299.00.</p> <p>Discussion ensued and Mr. Cannon and Mr. Raymond answered questions regarding the proposed refresh project and future facility plans.</p>	

	<p><b><u>Motion was made and duly supported to approve the Long-Term Care refresh project as presented. A roll call vote was taken as follows: George "Bud" Banker, yes; Nelson "Jerry" Cannon, yes; Dale De Korne, yes; Janet Cox, yes; Paul Erickson, yes; Eric Hendricks, yes; Gayenell Gentelia, yes; Dr. R. Troy Stobert, yes; Tracy Nichol, yes; Stuart McKinnon, yes; Diana Needham, yes; Melanie Pauch, yes; Robert "Bob" Barr, yes; Kim Stephens, yes; Bruce Zenner, yes; Karl Klimek, yes. 16"AYES." 0 "NAYS". Motion Carried.</u></b></p> <p>A board member asked how the cost of the LTC refresh project would be covered. This was addressed that the project would be paid for with cash from operations.</p>	
<p>Open Dialogue from Members</p>	<p>There was no additional comment from Board Members at this time.</p>	
<p>Public Comment</p>	<p>A member of the community commented that they understand that the hospital is not for sale. They questioned if KMHC were to change to a not-for-profit, how would the Board Members be selected by the Townships. This was addressed that the Board is currently doing due diligence and looking into article of incorporation and by-laws, that would as closely as possible, mirror the structure that KMHC has today.</p> <p>A community member questioned what would happen with the five-year individual tax "credit" that KMHC currently offers taxpayers if KMHC changed to a not-for-profit. Response: It would be the intention of KMHC to apply the prior five years as it is done today. There would not be any additional future credit without a future tax levy.</p> <p>Ms. Cervone thanked the KMHC Board of Trustees and is honored to have been selected to serve on the Board as an At-Large Member.</p>	
<p>Future Topics for Discussion 2023 KMHC Board Self Evaluation Survey Results</p>	<p>Mr. Klimek informed the Board Members of a newly added section to the Board Meeting Agenda titled Future Topics for Discussion. Mr. Klimek then invited Board Members to get topics to him that they would like to see added to the agendas for future discussion.</p> <p>An example was provided for a future topic of discussion that will be added; the Board will revisit the 2023 KMHC Board Self Evaluation Survey results.</p>	
<p>Upcoming Events/Conferences</p>		

	Next Full Authority Board of Trustees Meeting on March 19, 2024.	
Adjournment	Upon proper motion the meeting was adjourned at 9:12 PM.	

Respectfully submitted,



Chandra S. Whiting  
Board Recording Secretary