

**LEXINGTON-FAYETTE COUNTY HEALTH DEPARTMENT
PRIMARY CARE CENTER
GOVERNING COUNCIL**

November 15, 2007

MINUTES

		PRESENT	ABSENT
MEMBERS:	Toni Brown	X	
	Lynne Flynn	X	
	Dennis Kelly, MD		X Excused
	Samuel Matheny, MD	X	
	William Rasinen	X	
	Helen Reese	X	
	James Sleet	X	
	James Reese	X	
	Andrea Tapia	X	
	Herman Hardesty	X	
	Randy Breeding	X	
	Rosa Martin	X	

STAFF PRESENT: Melinda Rowe, MD, MBA/MPH, Commissioner
Cindy Derer, DMD, BOH Representative
Stephen Castle, CFO
Roger Reynolds, FO
Rice Leach, MD, PC Executive Director
Deborah Stanley, MD, PC Medical Director
Kyle Black, PC Business Officer
Sandy Price, RN, PC Team Leader
Natalie Bentley, PC Business Service Coordinator
Linda Phelps, PC Executive Assistant

GUEST: Roberta Harding, Guest
Gary Wallace, MD, BOH Member
Marge Keller, DNS, BOH Member

November 15, 2007 at 5:55 PM Chairperson, Lynne Flynn called the Primary Care Governing Council meeting to order.

CALL TO ORDER

GC Roll was called and a **quorum was declared**. Chair Flynn asked that Executive Session be added to the Agenda for evaluation of the PC Executive Director. **Toni Brown motioned that the Agenda be adopted with the addition of Executive Session. James Sleet seconded. Motion carried**

**DECLARATION OF
QUORUM & ADOPTION
OF AGENDA**

Helen Reese made a motion to accept October 16, 2007 minutes. Toni Brown asked for clarification of statement by Dr. Matheny on page

APPROVAL OF MINUTES

4. Dr. Matheny clarified statement to read “might wish to keep status quo”. Ms. Reese restated the motion to accept amended minutes. Seconded by James Sleet. Motion carried

BOH Report to be included in Old Business.

Dr. Leach said everything listed on our HRSA project officer’s list has been addressed except developing a “continuity of operation plan” to describe how we would operate if the building went off line (lost power, a fire or Health Records was flooded etc) and commented, “We need to fix this soon”.

The BOH approved the Fee Schedule at their November 12th meeting; the new fees will become effective January 2008.

Dr. Stanley reviewed productivity graphs for Medical, Dental and School Based Clinic encounters and as well as Pharmacy’s prescriptions.

Dr. Stanley said the Medical encounters exceeded the monthly goal for October 2007.

Dr. Stanley informed the Council a letter of notification would be provided to new adult patients informing the patients that habit forming and narcotic medications may not be prescribed. The letter will be given to new adult patients at the initial registration.

Dr. Stanley told the Council the productivity numbers was achieved due to all the hard work of all PC staff; clerks, CMAs, nurses, health records, pharmacy and dental staff. Dr. Stanley requested Council members if they have the opportunity to please let staff know they understand the work required and that Council is aware of the productivity numbers.

Dr. Matheny said the committee spent the last hour reviewing the audit and there are not any outstanding features that need to be called to the Council’s attention. However, there is one page that is new in the audit; page 8 of audit shows breakdown of revenues for PC and shows allocation of tax appropriations to PC versus PH.

Summary Audit at December’s meeting.

Randy Breeding said, “the opinion was an unqualified opinion”.

James Reese stated there were not any policies submitted to the Policy Committee and they did not meet.

Helen Reese stated the Program Committee did not meet.

Toni Brown reported she received and reviewed application of Roberta Harding, Professor of Law with UK who is with us this evening.

Dr. Matheny said he has known her for a number of years and she is one of our real outstanding citizens of the county. Council would be real blessed to have her and her background in criminal law would be very useful.

BOH REPORT

EXECUTIVE DIRECTOR’S REPORT

MEDICAL DIRECTOR REPORT

FINANCE COMMITTEE

POLICY COMMITTEE

PROGRAM COMMITTEE

NOMINATING COMMITTEE

Ms Brown recommended Ms. Harding for member at large. James Sleet seconded the motion. Motion carried. Welcome Ms. Harding.

OLD BUSINESS

Dr. Rice Leach said the BOH passed a motion which approved the concept of reorganizing the PC division of the Health Department to become a 501(c) (3) tax exempt organization. He listed some of the reasons for supporting a tax exempt organization for the new members. There are a lot of reasons for this but the fundamental one is the State Department for Public Health has a set of rules applicable to any health department that constrain the ability of the Primary Care Center to behave the same as the other primary care centers in Kentucky. Staff observed that successful primary care centers associated with health departments are 501(c) (3) organizations. The motion does not specify a specific governance system for the relationship between the BOH and Primary Care System. **The motion states the staff of the Health Department is to develop a Business Plan in support of this reorganization to be presented to the BOH on December 10, 2007.** Several things need to be considered such as revenue to turn it on (legal fees), may change Medicaid reimbursement rate (decrease), and we need a new information system. Currently our revenue is less than we anticipated. The Dental and Pharmacy programs continually run deficits but both could be money makers if we change the mix of patients to increase the percent of paying patients to 60% paying-40% uninsured from the current 40% paying-60% uninsured.

The key decision, noted in the coordinating task force discussion is to define clearly “What Fayette County wants this Primary Care Center to be?” We assume that the County wants PCC to stay in place, to be part of BOH, to grow, and to take care of people but because of the financial situation. We need to acknowledge that to do this requires us to generate more revenue and that means we must change the patient mix to raise more revenue to be able to take care of the medically indigent.

Dr. Kelly is absent but from communications with him I think Dr. Kelly would say the governance is what matters because the operational issues can be addressed no matter what organizational structure is adopted.

Dr. Matheny asked Dr. Leach how he was being pressured from BOH/Dr. Rowe. Dr. Leach replied that there is significant pressure to accomplish the assignment given by the Coordinating Committee and the motion passed earlier in the week. He used the words “Code 1, vacations have been cancelled.” He noted that it is tough to write a business plan in the usual sense because the mission, goals, and objectives are still a work in progress.

James Reese commented we need to market ourselves better.

Dr. Rowe commented the business plan may look more like an implementation plan.

Chair Flynn reminded GC members that Primary Care Center has a Council but was reminded in prior meetings that this being a new establishment of a new organization, a 501(c) (3); a new board could be appointed with new members.

Chair Ms. Flynn asks members to review the new governance models and identify as preferred, acceptable, and unacceptable models as requested by the coordinating group. After lengthy discussion of the pros and cons of each option discussed at the Coordinating Committee and with consideration of other models, the Council moved the following:

1. Acceptable: Family Health Center Model. NEWCO (new entity filler name) Board members with 51% consumer majority [***needs more details. ALL models must maintain 51% consumer majority***] **The PCGC amended this model to indicate that appointments are made by the BOH from a slate of nominations submitted by the PCC Governing Board.**

2. Preferred but amended: Executive Board Model. The COH and BOH Chair would serve on NEWCO Board Executive Committee. **Instead, the amended preferred model would have the current Council remain in place and continue to be the governing board for the new 501(c) Commissioner would be a (non-voting) ex-officio member of the Council and there would be a Board of Health member appointed as a voting member. The self appointing nature of the Council should continue. The Executive Committee would include 4 elected GC Officers and 1 BOH Representative.**

3. Unacceptable: Lake County Model. BOH becomes the NEWCO Board and must change constituency to meet HRSA guidelines (and Governing Council is disbanded or absorbed in the BOH). **The current statutes regarding the composition of the board of health make this impossible.**

4. Unacceptable: Independent Model. Completely independent organization. BOH contracts indigent primary care services to NEWCO to maintain HRSA grant.

5. Acceptable: Hazard UK Model. Self-appointing NEWCO board with BOH appointed representative with veto authority over executive director selection. **Amended to mutual hiring process involving the BOH member of the Governing Board and drop the "veto authority" language and insert the mutual hiring process language instead.**

6. Unacceptable: Status quo--Do Nothing Model. Governance of the organization remains the same. Already unanimously declared "unacceptable" at the coordinating committee.

Bill Rasinen moved to accept model number 2 as preferred model with amendments. Randy Breeding seconded. Motion carried. Consensus from discussion was models numbered 1 and 5 were deemed as acceptable and models numbered 3, 4, and 6 are unacceptable.

Guiding Principles:

- 1). Primary Care will provide all of the episodic and chronic medical care including all primary care services such as family medicine, pediatrics, adult medicine and women's health. **Bill Rasinen move to accept Herman Hardesty seconded. Motion carried.**
- 2) All dental services will be in Primary Care
- 3) Pharmacy services will be in Primary Care
- 4) Other services which will be under the purview of primary care will be: School based health centers, homeless centers, behavioral health, and ancillary services. **Numbers 2, 3, and 4 Toni Brown moved to accept. Cindy Derer seconded. Motion carried.**
- 5) Current health tax support applied to primary care will continue at the current level for _ year(s), and then will be renegotiated with representatives from the health department in that negotiation to be presented jointly to the BOH. **This item was tabled by consensus because it was too complex to decide in the time remaining at the meeting.**
- 6) There will be a separate information system which will integrate the clinical and financial services for the primary care center. Negotiations will take place to determine the current assignment of personnel FTE's needed to facilitate this move and maintenance. **Dr. Matheny moved to accept. Randy Breeding seconded. Motion carried.**
- 7) The current HR services will be used for current employees; discussions will ensue concerning future employees after a certain date to determine if they will continue to be County employees. **James Reese moved to table; maybe negotiate later. Bill Rasinen seconded. Motion carried.**
- 8) Audit will proceed once these principles are adopted to clarify the current assets and liabilities of the primary care clinic. **James Reese move to accept (audit before business plan – financial analysis). Herman Hardesty seconded. Motion carried.**
- 9) The document as submitted for review was changed to read: All administrative responsibility will be delegated to the Executive Director. The Executive Director will have a direct reporting line to the Governing Council and not to the administration of the Lexington-Fayette County Health Department. The executive director will prepare a monthly report for the Board of Health. **Bill Rasinen moved to accept as amended and the addition of a monthly report to BOH. James Reese seconded.**

Questions: health tax, any county funding, if expansion grants in Bourbon County would we have authority, service to out-of-county residents,

services, and HRSA requirements.

Toni Brown completed her term on the Governing Council and was presented a plaque recognizing her 6 years of contributions.

RECOGNITION
/ANNOUNCEMENTS

Dr. Rowe announced that the Coordinating Meeting will be December 5, 2007 at 5:30 PM. There will be an opportunity to discuss legal and state questions handled at this meeting.

Chairperson, Lynne Flynn adjourned the regular business meeting at 7:55 PM and excused all but the Governing Council Members. Council elected to go to Executive Session

ADJOURNMENT

Executive Session held for evaluation of the PC Executive Director.

Upon return from Executive Session the performance evaluation recommended for Dr. Rice Leach by the Executive Committee was adopted. Executive Session adjourned at 8:05 p.m.

EXECUTIVE SESSION

APPROVED: _____

Chairperson

Secretary

Date