

MEETING of the JOHN M. SCOTT HEALTH CARE COMMISSION
 Wednesday, June 10, 2015
 Minutes

		Present	Absent	Excused
Commissioners				
Sue Grant	MCHD	X		
Brandi Sweeney	BFHC	X		
Dr. John Couillard	BROS			
Dr. David Wyse	MCDS	X		
Donna Hartweg	9 th DNA	X		
	OSF			X
Dr. Scott Hamilton	2PC			X
	UW			X
Dr. James Swanson	MCMS	X		
Laura Grant	MCCA	X		
Staff				
Deb Skillrud		X		

Ms. Sue Grant, chairperson, called the meeting to order at 5:36 pm.

Minutes of the May 13, 2015 - Scott Commission Meeting:

The May 13, 2015 minutes were reviewed. Ms. Hartweg reported a correction under Staff Administrator report that Dr. Hamilton commented on services going up for Mental Health Services and Meds. Dr. Swanson made a motion to approve the minutes. Following a second by Ms. Laura Grant, the minutes were approved.

Staff Administrator's Report - Ms. Skillrud presented YE Profit and Loss vs Actual. Net Income was 5.4% of budgeted amount of \$421,072 for FY2016. Monthly expenses totaled \$11,297.11.

Activity Report indicates 3 new applications approved for service. Six health referral orders were completed. Thirteen dental (adult to private dental) procedures were completed. One medical equipment & supplies was issued. Eleven Prescriptions were paid with an average cost of \$23.58. No Mental health prescriptions were paid in May. One adult dental client was served at clinic with three procedures. Twenty-one maternal/child trips were reported for 31 passengers. Thirty-three cancer trips were reported for 18 passengers.

Ms. Skillrud provided a copy of the 1999 revised Investment Policy to each Scott Commission member.

Ms. Skillrud reported an update to the City Council for Donna Hartweg and Susan Albee Grant's third terms. Updates were made to the Scott Commission Member List for FY2016.

Ms. Skillrud spoke with Dr. Doran regarding being back on the board if the Scott Commission recommends him to the OSF position and if the OSF Governing Body accepts this recommendation.

Investment Committee - Brandi Sweeney will join the Investment Committee following the June 22, 2015 City Council meeting. Ms. Skillrud will get the Investment Committee together by the last week in June.

Ms. Skillrud provided documentation regarding Dr. Hamilton's response to Mental Health meds increasing.

Election of Chairman and Vice-Chairman - Chairman Grant is willing to chair for another year and Ms. Hartweg has offered to be Vice-Chairman for one year. Dr. Swanson made a motion to approve followed by a second by Ms. Laura Grant. These terms are for one year with the option of being re-elected. Ms. Hartweg mentioned that the Vice-Chairman position does not automatically move into the Chairman position.

Ms. Hartweg discussed the Strategic Planning meeting facilitator. She provided a one-page summary regarding Pat Grogg. Ms. Hartweg brings a recommendation to the Commission for Ms. Grogg to facilitate at \$100 per hour. Ms. Grogg would meet with stakeholders prior to the Strategic Planning meeting which will be held in September. Dr. Swanson made a motion to hire Pat Grogg to facilitate Strategic Planning Session for the Scott Commission in September 2015. Ms. Hartweg seconded and the motion carried.

Ms. Skillrud introduced Mr. Tom Herr, JMS Trust Attorney. Mr. Herr's firm, Dunn Law Firm, has been involved with JMS Trust many years ago, and re-engaged when Ruth Ann Fraker in 2009. Historically, their services have been limited to the financial records for the courts. This was done every 5 years or so and became problematic because it was so infrequent.

At this point, Ms. Skillrud ran into some specific questions regarding details of compensation and the governing documents to present to the court. Details of the life cycle of foundations cycle for review. Mr. Herr shared some concerns regarding three areas: formal process for compensation committee, the need for an Investment Committee and a formalized process to report investments in the board packet (possibly quarterly) to stay in compliance with the court order, an issue of who is looking at the accounting. The documents that are assembled for the courts are pieced together. A separate clean audit is desired from an outside source from the City and the Township auditor. We need to eliminate piecing together reports from both the City and Township.

Discussion followed regarding what direction the John M. Scott Trust will do going forward to accomplish the purpose of the Trust. It could be that the Declaration of Trust should be amended. The City could decide to have a 501(c)(3). The City of Bloomington could step out of the whole organization with court oversight.

Updates to the legal documents should be reviewed after the Strategic Planning meeting and direction has been taken. Mr. Herr represents the Trustees. The Scott Commission was originally charged with an advisory role as documented, but has taken over an administrative role to manage the day-to-day. The Attorney General does not scrutinize much. Mr. Herr does not have any concerns regarding the Attorney General because they are answering all of the questions. It is routine to have the Attorney General involved.

The City is not able to take over the Trust fund dollars.

A question was raised regarding the population served. Mr. Herr did not see any documentation regarding limitations to the City of Bloomington. It was meant to serve and supplement the hospitals. The geographic scope can be discussed in the Strategic Planning meeting.

From where we were, Mr. Herr said things are much cleaner administratively. Receipts and disbursements transactions would be helpful, as well as an annual statement of Assets and Liabilities and an investment report either from the Investment Committee or an accountant. The court report should be done every year.

The problem is that the lawyer, the City, and the Township have different ways of reporting accounting. Strategic planning should address the accounting aspect.

Chairman Grant questioned how much liability the Scott Commission members have if something were not in order or if funds were missing. Mr. Herr mentioned that, as a Board Member, they are acting as a Fiduciary. Their biggest duty is the duty of care and a duty to account. This is technically an advisory board which, in de facto, is acting as an administrative board so Mr. Herr thinks the Scott Commission may have some liability. Since the Scott Commission is not the City, it does not have governmental immunity. Mr. Herr recommended Directors and Officers insurance for the Commission, but the insurance company may not insure because this is a Commission.

All three legal documents should be updated to smooth out issues and meld together, but the Trust is the document. The By-laws are the by-laws of the board but it should be in line with the Trust. These are lawyer concerns. A resolution should be drafted to show who is authorized to sign checks. An audit report would resolve these types of issues. We may want to start with a comprehensive audit and then switch to a limited audit.

Mr. Herr closed with his comment that the good news is that JMS Trust is a gift to our community. We have money to do what needs to be done. Sometimes the challenge is finding what needs to be done. In banks, the regulations are strangling small business. Mr. Herr does not want to be an impediment to us doing the work that needs to be done, but JMS still needs to report to the court. There may be a reluctance to spend money on an audit because of how much it costs, but it needs to be done. We are streamlined with staff and have the money to provide an independent comprehensive audit.

The court is not pressing the Attorney Firm. Mr. Yoder is not caught up yet from tax season. Mr. Herr does not have a time frame. Ms. Skillrud provided Mr. Herr with financials to the Board of Trustees. He liked this report and thinks that the actual figures need to be incorporated into the court reports for necessary detail.

After the Strategic Planning meeting and the court date, Mr. Herr is welcomed back to speak with the Scott Commission.

Dr. Swanson moved to adjourn the meeting with a second from Dr. Wyse.

Respectfully submitted,

Deb Skillrud