



District Health Department & Home Health Agency
Serving Harrison, Nicholas, Scott & Bourbon County Home Health

MINUTES

WEDCO DISTRICT BOARD OF HEALTH MEETING

Wednesday, January 19, 2022

WEDCO District Health Department
Conference Room
302 Oddville Ave.
Cynthiana, Kentucky 41031

12:00 P.M.

Judge Barnett, Chairman

Tim Thompson, Vice Chairman

Members Present:

Harrison County

Dr. Derek Clarke
Brett Hines, OD
Alex Barnett, Judge Executive

Nicholas County

Judge Steve Hamilton
Becky Reid

Scott County

Jared Hollon
Tim Thompson
Dr. Horace Hambrick
Sherry Taylor

Members Absent:

Harrison County

Nicholas County:

Scott County:

Staff and Guests Present: Dr. Crystal Miller, Rachel Kendall, Marian Hayden, Allison Anderson, Paige Barnes, Crissy Bell, Gary Bruner, Greg Duncan, Robin Florence, Sandy Hedges, Mona Holman, Michelle Hunt, Toni Rae Maners, Taylor Moore, Susan Livingood, Charissa Parker, Lorrene Rawlins, Rhonda Roberts, Matt Simmons, Tony Smith, Samantha Stephens, Janet Tincher, Lisa Stout, Kathie Tucker, and Jennifer Lemmings

With a roll call showing quorum present, Judge Barnett called the meeting to order at 12:01 p.m.

MOTION #1

Dr. Clarke made a motion to approve the board minutes from January 4th and 13th, 2022. Becky Reid seconded the motion.

Tim Thompson shared that before they vote on minutes, he had a concern from a previous meeting. His concern was that staff are working long hours and not being compensated. He asked about the budget for overtime and how that is approved. Rachel Kendall responded that there is not a built in budget for overtime. The agency policy states that all overtime must be approved by the manager and Dr. Miller. Overtime is always approved if the need exists in a program. Dr. Miller has always been clear that overtime is prior approved and that no staff should be working overtime hours and not being compensated. Mrs. Kendall said she was questioned by the auditor in 2019 and 2020 regarding the overtimes expenses. WEDCO averaged approximately \$38K in 2019, and \$35K in 2020. Half of the overtime costs were in the Home Health program with Home Health accounting for \$16K each year. Mr. Thompson stated that he was confused by this statement that half of the overtime came from Home Health, but Home Health employees were saying they were not getting overtime. Mrs. Kendall stated that most of the overtime incurred was mainly for one home health employee. Mr. Thompson said he wanted to make certain that if employees are working overtime they getting compensated and as a Board they weren't keeping that from happening, or if Dr. Miller was preventing that from happening, he wanted to address that today. Mrs. Kendall clarified that WEDCO has never denied anyone overtime if the need existed.

Roll Call

Judge Barnett – Yes
Jared Hollon – Yes
Judge Steve Hamilton – Yes
Dr. Brett Hines – Yes
Dr. Horace Hambrick - Abstain

Sherry Taylor – RN – Yes (*Yes for Jan. 13, abstain from Jan. 4th as she was not present*)
Tim Thompson - Yes
Becky Reid – Yes
Dr. Derek Clarke - Yes

Alex Barnett stated that this meeting was called to continue addressing the concerns surrounding home health. After the last meeting, our employee base was down to 46% and is down more now. This Board feels very strongly that if Home Health would transition, they want someone that would take care of all of our employees, patients and programs. The only way to see if there is another option that checks all of the boxes is to do an RFP and see what is available. Judge Barnett shared that we have an attorney joining us to discuss the RFP process.

Guest, Marian Hayden, attorney with Cull and Hayden Attorney's, was introduced via zoom. Ms. Hayden shared that she has been an attorney in Frankfort for well over 25 years. Her expertise is in healthcare and regulatory, which includes a lot of Home Health agencies. She has a sub-expertise of helping health agencies transition out of the home health business. Because we are a state agency wanting to sell a CON and license, we have to go through the RFP process. Ms. Hayden has helped several agencies draft a request for purchase, specifically most recently those who were seeking RFP's on their home health divisions. Ms. Hayden then went through a presentation of a sample RFP and timelines. She shared with the board that the most specific items were dates and timelines in relation to the RFP, and those were highlighted for the board to see. The RFP would have to be advertised in the local paper, and since we are in multiple counties, we should advertise in every county participating. It is also advised to advertise with the Home Health Association, the Nursing Home Association, the Hospital Association, and certain brokers. Ms. Hayden advised that the RFP timeline remain concise and that she be listed as the contact for inquiries because it is part of the RFP process. This helps keep staff and board members at the local level out of the process, which eliminates showing favoritism toward one bidder or another. Any question from a potential bidder, in response to the RFP, will need to be done in writing to maintain the integrity of the RFP. As for the sale of Home Health, the board can list which services they require be provided in our district, and if preference is given to those who would entertain interviewing our staff. She recommends that we accept both paper and electronic bids. None will be opened until after the deadline to receive bids. If the board receives a bid and a counter offer is made, we can reserve that for ourselves. WEDCO also must set forth criteria for the evaluation of proposals and score them. Scoring and evaluation criteria will be subjective to the board's discretion. Board members' obligations are for the long term health and viability of the health department, so that has more than one element. One important element is obtaining a fair price for an asset you are selling. That is why there is a scoring piece that is directly related to the bid. However, that is not the only thing the board should consider. Board members should research the bidder's background and experience, looking at the education of the individuals associated with the bidder, the financial viability of the bidder, and the bidder's quality history. These can be tweaked, expanded, and there can be more than just these categories. Ms. Hayden also relayed that in her prior experience, our nurses and nurse aides will be highly sought after. You cannot mandate that a bidder hire anyone because they may find something in a background check that you were unaware of. However, it is fair to ask bidders to include in their proposal what their intention is in terms of interviewing and potentially offering jobs to existing staff and that could be part of the overall scoring process. This will all be done by an Executive Committee of the board. Once you choose the successful bidder, due diligence will begin with the contract, etc. Nothing should be announced to the public until the process is finalized in case there is an issue with the bidder backing out. Ms. Hayden

recommends this process proceed relatively quickly because you don't want to put the Home Health Director in a position of running an agency when staff start moving on, if that's their choice. Patients will start moving once the RFP starts. There will be some natural attrition when patients and physicians know there is going to be a transition because they want a little more guarantees.

Dr. Hines asked what is an example of a schedule? Ms. Hayden shared if the board votes to proceed with the RFP, the first step is to advertise the RFP. Theoretically, if you did that on February 1st – 4th, you could give potential bidders two – three weeks to respond. That would put the timeline at February 25th and then the subcommittee needs to understand that once those bids are unsealed, they need to be ready and need to have time available in their schedule to quickly get together, unseal them, and separately score them. Then they would come back together as a team and have a recommendation for the board. If you get those bids by February 25th a reasonable expectation would be to have that executive committee come together with a recommendation to the full board within about 3-4 days. We would give the bidder 2-3 weeks for due diligence.

MOTION #2

Tim Thompson made a motion for the executive committee of the board to pursue utilizing Ms. Hayden, Cull & Hayden Attorneys, to create and advertise a Request for Purchase of the WEDCO Home Health. Jared Hollon seconded the motion.

Roll Call

Judge Barnett – Yes
Jared Hollon – Yes
Judge Steve Hamilton – Yes
Dr. Brett Hines – Yes
Dr. Horace Hambrick - Abstain

Sherry Taylor – RN - Yes
Tim Thompson - Yes
Becky Reid – Yes
Dr. Derek Clarke - Yes

No further discussion. Motion passed without opposition.

MOTION #3

Dr. Derek Clarke made a motion to adjourn. Sherry Taylor seconded the motion.

Roll Call

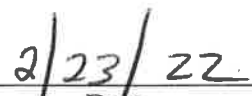
Judge Barnett – Yes
Jared Hollon – Yes
Judge Steve Hamilton – Yes
Dr. Brett Hines – Yes
Dr. Horace Hambrick - Abstain

Sherry Taylor – RN - Yes
Tim Thompson - Yes
Becky Reid – Yes
Dr. Derek Clarke - Yes

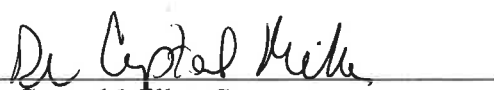
With no further items to discuss, the meeting was adjourned.



Judge Alex Barnett, Chairman



Date



Dr. Crystal Miller, Secretary



Date