

Board of Trustees Meeting Agenda

October 10, 2022 | 6 PM Dinner | 6:15 PM Education | 6:30 PM Call to Order | Conf C

Meeting Purpose: JCHC Organizational Update

Leader: Merlin Miller

Facilitator: Bryan Hunger

Recorder: Nanette Everly

Time	Presenter	Topic	Objective	Documents
6:15 PM	Gaila Oschwald	Hospital Compare	Info	
1 min	Merlin Miller	Call to Order Regular Meeting	Info	
2 min	Bryan Hunger	Connect to Purpose	Info	
1 min	Merlin Miller	Consent Agenda & Minutes 9/1/22 and 9/22/22	Approval	
1 min	Merlin Miller	Public Participation	Info	
5 min	Dr. Karimova	Medical Staff Report	Approval	Tab 1
15 min	Larry Peach	Financial Report –August □ Municipal Securities Disclosure Policy (Annual)	Info Approval	
	Bryan Hunger	CEO Report □ Med Staff Bylaws, Rules & Regs – Annual Review	Info Approval	
1 min	Merlin Miller	Chair Report	Info	
1 min	Merlin Miller	Adjourn to Closed Session	Approval	
	Julie Greeson	Closed Session – QI Report Iowa Code 21.5.1 (I) To discuss patient care quality improvement initiatives, marketing & pricing strategy or similar proprietary information in a meeting of health care provider (hospital.28E) where disclosure would harm groups' competitive position and no public purpose would be served by public disclosure.	Info	
1 min	Merlin Miller	Closed Session Ends QI Report	Approval	
1 min	Merlin Miller	Adjournment	Approval	

Meeting Participants: Merlin Miller, Greg Hanshaw, Joneane Parker, Julie Greeson, Trent Hammes, Bob Keller, Renee Rebling, Dr. Karimova, Leadership Team, Nanette Everly

Excused:

Next Meeting Date: Monday, November 7, 2022 | 6:30 PM | Conf Room C | QI Comm 5-6 PM

Tab 1

Medical Staff Executive Committee Report for Board Meeting – 10/10/22:

- Applications:
- Stephen Cox, MD – Courtesy-ER
 - Matthew Fleming, MD – Consulting (Mercy Path)
 - Aaron Klein, MD – Consulting (Mercy Path)
 - David M. Larson, MD – Consulting (Mercy Path)
 - Natalie Matics, MD – Consulting (Mercy Path)

Status **Active** PolicyStat ID : **8679881**



Origination 09/2018
Last 10/2020
Approved
Effective 10/2020
Last Revised 09/2018
Next Review 10/2021

Owner [Larry Peach](#)
Area [Finance](#)

Policies and Procedures Re: Municipal Securities Disclosure

Affected Departments:

ADMIN, FIN

Purpose(s) / Objective(s):

As an issuer of municipal securities (bonds and/or notes, referred to herein as "Bonds"), Jefferson County Hospital (the "Issuer") has adopted the policies and procedures set forth herein (collectively, the "Disclosure Policy") to guide the Issuer's actions with respect to (1) the disclosure document (often referred to as the "official statement") for publicly-offered bond transactions and (2) ongoing disclosures associated with outstanding bond issues (also known as "continuing disclosure").

This Disclosure Policy includes the following elements: (1) disclosure training for officials responsible for producing, reviewing and approving disclosure; (2) establishment of procedures for review of relevant disclosure, and (3) ensuring that any procedures established are followed.

Background:

The anti-fraud provisions of federal securities laws apply to municipal securities such as the Issuer's Bonds. The U.S. Securities and Exchange Commission (the "SEC") can bring enforcement actions against the Issuer, members of its governing body, government employees and officials, and professionals working on the bond transaction. This Disclosure Policy is designed to provide the necessary policy framework and accompanying procedures for compliance by the Issuer with its disclosure responsibilities.

When bonds are issued and publicly offered, an Official Statement will be prepared on behalf of the Issuer. The official statement is the disclosure document that sets forth the terms associated with the bond issue, and this document will be used to market and sell the Issuer's bonds.¹ In addition, for

transactions larger than \$1 million in size that include an official statement, the Issuer enters into a continuing disclosure certificate, agreement or undertaking (the “CDC”). The CDC is a contractual obligation of the Issuer, pursuant to which the Issuer agrees to provide certain financial information filings (at least annually) and material event notices to the public. The CDC is necessary to allow the bond underwriters to comply with SEC Rule 15c2-12. As noted below, filings under the CDC must be made electronically at the Electronic Municipal Market Access (EMMA) portal (www.emma.msrb.org).

Accordingly, this Disclosure Policy addresses the following three aspects of disclosure: (1) preparation and approval of official statements in connection with new bond issues; (2) on-going continuing disclosure requirements under a CDC; and (3) education of staff and elected officials with respect to disclosure matters.

¹Under federal law issuers of municipal securities are primarily responsible for the content of their disclosure documents (the official statement), regardless of who prepared the document. An issuer does not discharge its disclosure obligations by hiring professionals to prepare the official statement. An issuer has “an affirmative obligation” to know the contents of its official statement, including the financial statements. Finally, executing an official statement without first reading the document to ascertain whether it is accurate may be reckless (the basis for certain anti-fraud causes of action by the SEC).

Policy(s):

A. **Primary (New) Offerings of Bonds – Official Statements of the Issuer**

In connection with issuance of its publicly-offered Bonds (Bonds sold via the public market, through a broker-dealer known as an “underwriter”), the Issuer will prepare (or cause its hired professionals to prepare) a disclosure document commonly known as an “official statement.” This official statement is the document that describes the issuance of the Bonds to the marketplace and as such, under federal law, the official statement cannot contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement therein, in the light of the circumstances under which they were made, not misleading. To ensure the Issuer’s official statements are properly prepared and reviewed, the Issuer adopts the procedures set forth in Appendix I hereto.

B. **Continuing Disclosure Compliance (CDC Compliance)**

The Issuer has entered into, or may in the future enter into, CDCs in connection with its bond issues. Under these contractual agreements, the Issuer has agreed to provide to the marketplace certain financial information and notices of material events. The Issuer will file, or cause to be filed, necessary items under the CDCs in a searchable electronic format at the Electronic Municipal Market Access (EMMA) portal (www.emma.msrb.org).

To ensure compliance with its contractual continuing disclosure obligations, the Issuer adopts the procedures set forth in Appendix II hereto.

C. **Systematic Training of Staff and Governing Body Members**

In addition to the specific procedures adopted under the Disclosure Policy, the Issuer understands that ongoing training of both staff and members of the governing body is essential to successful compliance with the Issuer’s disclosure obligations. Accordingly, the Issuer has implemented the following training procedures (which may be implemented with the

assistance of counsel to the Issuer):

1. **Annual Training.** The Chief Financial Officer is responsible for scheduling annual training of Issuer employees regarding disclosure and financial reporting requirements of the federal securities laws. Such training shall include a complete review of this Disclosure Policy, Rule 15c2-12 and the material events required to be reported pursuant to such Rule, and a complete overview of the Issuer's obligations under the federal securities laws.
2. **Specific Training.** When appropriate, the Chief Financial Officer shall conduct (or cause to be conducted) training with individuals on those persons' specific roles and responsibilities in the disclosure and financial reporting process.
3. **Governing Body Training.** Not less than once every two years, the Chief Financial Officer shall schedule a training session for the Issuer's governing body on this Disclosure Policy and the disclosure and financial reporting requirements of the federal securities laws.

Procedure(s):

Appendix I

Written Procedures for Preparing Official Statements

- A. At the commencement of a financing, the Chief Financial Officer shall develop or cause its finance team to develop a plan for preparation of the official statement and a schedule that allows sufficient time for all required work, including the appropriate review and participation by members of the financing team and knowledgeable issuer staff.
- B. The Chief Financial Officer shall be responsible for managing the preparation process for the official statement, and shall obtain the assistance of other participants within the Issuer and legal and financial professionals, as necessary and appropriate.
- C. The Chief Financial Officer shall be responsible for developing a program for coordinating staff review of the disclosure information and obtaining formal sign-off from staff on the disclosure documents.
- D. The Chief Financial Officer shall ensure that any previous failure to fully comply with continuing disclosure obligations during the prior five-year period is disclosed in the official statement.
- E. The Issuer's governing body shall be given not less than 7 days to review an official statement prior to being asked to vote on its approval, absent extenuating circumstances.

Appendix II

Written Procedures Re: Continuing Disclosure

- A. The Chief Financial Officer shall be responsible for compliance with the Issuer's obligations under continuing disclosure agreements, undertakings or certificates (the "CDC"), including without limitation annual filings, material event notice filings, voluntary filings and other filings required by the CDC.
- B. Prior to execution of a CDC in connection with a bond issue, the CDC shall be discussed with bond counsel, the underwriter and financial advisor to ensure a full understanding of issuer

- obligations.
- C. The Chief Financial Officer shall have primary responsibility for ensuring that statements of releases of information relating to the Issuer's finances to the public that are reasonably expected to reach investors and the financial markets, including website updates, press releases and market notices, are accurate and not misleading in any material respect. The Chief Financial Officer, the CEO and the Community Relations Manager shall work together to ensure that all public statements and the information released by the Issuer are accurate and not misleading in all material respects.
 - D. The Chief Financial Officer shall be responsible for compiling and maintaining a list of all outstanding bond issues subject to continuing disclosure, noting the applicable filing dates.
 - E. The Chief Financial Officer shall be responsible for assembling and maintaining copies of the final CDC and final Official Statements for each applicable bond issue, together with any third-party Dissemination Agent Agreements, if applicable.
 - F. The Chief Financial Officer shall document and track the required information to be filed, including dates such information is filed.
 - G. The Chief Financial Officer shall be responsible for registering for continuing disclosure filing email reminders from the "EMMA" website (<http://emma.msrb.org>).
 - H. At least 30 days prior to the earliest filing deadline listed on the Disclosure Table, the Chief Financial Officer shall begin the process of compiling necessary information required by the CDCs (and coordinate with outside professionals hired to compile this information, if applicable).
 - I. At least 10 days prior to each filing deadline, the Chief Financial Officer shall determine whether all necessary items have been compiled for filing pursuant to the CDC requirements (including review with outside professionals if applicable).
 - J. At least 3 days prior to each filing deadline, the Chief Financial Officer shall file (or cause any Dissemination Agent to file) the necessary items on the EMMA website. After filing, the Chief Financial Officer shall confirm that all items have, in fact, been filed on EMMA as required, and shall note the filing date on the Disclosure Table.
 - K. In addition to continuing disclosure filings, the Chief Financial Officer shall be responsible for determining whether any of the following "listed events" has taken place and if so, discuss the same with its external legal and financial professionals and cause the filing of notice to be made on EMMA within ten business days of such events:
 - 1. Principal and interest payment delinquencies;
 - 2. Non-payment related defaults, if material;
 - 3. Unscheduled draws on debt service reserves reflecting financial difficulties;
 - 4. Unscheduled draws on credit enhancements reflecting financial difficulties;
 - 5. Substitution of credit or liquidity providers, or their failure to perform;
 - 6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;

7. Modifications to rights of security holders, if material;
8. Bond calls, if material, and tender offers;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the securities, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or similar event of the obligated person;
13. The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material.

L. The Chief Financial Officer shall be responsible for coordinating and filing any voluntary information with EMMA, after consultation with the Issuer's legal and financial professionals.

Documentation:

N/A

Additional Info:

N/A

Related Form(s):

N/A

Resources:

N/A

Approval Signatures

Step Description	Approver	Date
Policy Committee	Nancy Hesseltine: Quality Assurance	10/2020
	Larry Peach: CFO	10/2020

