

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
SPECIAL SESSION**

August 27, 2012

The Nueces County Hospital District Board of Managers will meet in ***SPECIAL SESSION*** in the NCHD Board Room at 555 N. Carancahua, Suite 950-A on Monday, August 27, 2012 at 5:30 p.m., Corpus Christi, TX.

HOSPITAL DISTRICT REPRESENTATIVES:

Jonny F. Hipp, Administrator/CEO
Dena B. Bruni, Assistant Administrator, Administrative Services
Donna Littlefield, Director, Accounting & Finance
Wm. DeWitt Alsup, Attorney, Alsup & Alsup Law Firm
Laura Jimenez, Nueces County Attorney
Catherine Heller, Assistant Nueces County Attorney
Sara G. Lopez, Administrative Specialist
Carmen H. Ramos, Administrative Assistant

OTHER(S) PRESENT:

Gary Eiland, Attorney, King & Spalding, LLP, Houston, TX
Rhianna Meyers, Reporter, Corpus Christi Caller Times

-
1. **Call to Order** – Mr. Huseman, Board Chairman
The meeting was called to order by Mr. Huseman at 5:33 p.m.

2. **Establishment of Quorum** - Mr. Huseman
A quorum was present with six members in attendance

Van Huseman, Chairman - PRESENT
Claude "Cal" Jennings, Vice Chair - PRESENT
Charles Wilson, Member - PRESENT
Raymond F. Wetegrove, Member - PRESENT
Rodney J. Hart, Member - PRESENT
Dan Winship, Member - PRESENT

Irma Caballero, Member - **ABSENT**

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
SPECIAL SESSION
August 27, 2012**

EXECUTIVE CLOSED SESSION

The Board of Managers entered into executively closed session at approximately 5:35 p.m., to discuss and/or deliberate on the following agenda item(s): **3. a & b**

3. **Consult with attorneys pursuant to Open Meetings Act, Texas Government Code, §551.071:**
- a. Matters relate to obligations of the Hospital District and Christus Spohn Health System Corporation under the existing Master, Lease, and Indigent Care Agreements, as amended: and
 - b. Matters related to possible new agreements and amendments to existing Master, Lease, or Indigent Care Agreements, as amended, between the Hospital District and Christus Spohn Health System Corporation.

Members of the Board of Managers, Administrator Jonny F. Hipp, Attorneys Wm. DeWitt Alsup, Gary Eiland, and Assistant County Attorney Catherine Heller, Assistant Administrator Dena B. Bruni, Director of Accounting and Finance Donna Littlefield remained for the executive closed session.

The Board of Managers ended its executively closed session at approximately 6:24 p.m., and reopened to public session.

OPEN MEETING

4. **Consider final action, decision, or vote on matters deliberated in Closed Meeting - (Action as Needed)**
Action taken in open session is noted under agenda item #5 below.
5. **Discuss and consider approving new agreements and amendments to existing agreements between the Nueces County Hospital District and Christus Spohn Health System Corporation; and authorize the Administrator to negotiate any necessary final terms, execute new agreements and amendment to existing agreements, execute any and all necessary related documents, and submit documents to Commissioners Court for approval: ACTION**
On motion by Mr. Jennings, seconded by Mr. Wetegrove, the Board of Managers

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
SPECIAL SESSION
August 27, 2012**

approved the new agreements and amendments to the existing agreements by and between Nueces County Hospital District and Christus Spohn Health System Corporation; and further authorizes the Administrator to negotiate any final terms as necessary; and execute any and all documents; and submit to Commissioners Court for approval. **MOTION CARRIED.** Copies of all executed agreements and amendments are attached hereto and made a part of these minutes.

- a. Christus Spohn Health System Corporation Membership Agreements;
 - b. Fifth Amendment to the Master Agreement;
 - c. August 2012 Amendment to Lease Agreement;
 - d. Second Amendment to the Revised and Restated Indigent Care Agreement; and
 - e. Memorandum of Understanding Relating to Termination of the Membership Agreement.
- ~~~~~

On motion by Mr. Jennings, seconded by Mr. Wetegrove, the Board of Managers adopted Resolutions 6, 7, 8, & 9 and their attachments and or exhibits as applicable and are listed below: **MOTION CARRIED.**

6. **Adopt Board of Managers Resolution relating to supplemental funding in Hospital District's Fiscal Year 2013 (October 1, 2012 - September 30, 2013) Operating Budget for Nueces County Mental Health and Mental Retardation Community Center and approving related matters - ACTION**

Original executed Resolution and its Exhibit #1 Nueces County Mental Health Mental Retardation Community Center Funding Schedule Fiscal Year 2012 - 2013 (October 1, 2012 - September 30, 2013) are attached hereto and made a part of these minutes.

7. **Adopt Board of Managers Resolution relating to provision of funding for certain Nueces County related healthcare expenditures in the Hospital District's Fiscal Year 2013 (October 1, 2012 - September 30, 2013) Operating Budget and approving related matters - ACTION**

Original executed Resolution and its Exhibit #1 Nueces County Healthcare Services Funding Schedule Fiscal Year 2012 - 2013 (October 1, 2012 - September 30, 2013) are attached hereto and made a part of these minutes.

MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
SPECIAL SESSION
August 27, 2012

8. **Adopt Board of Managers Resolution approving Hospital District's Fiscal Year 2013 (October 1, 2012 - September 30, 2013) Annual Budget; approve Annual Budget consisting of related fiscal year Business Plan, Operating Budget, and Capital Budget, approval pursuant to Texas Health and Safety Code, §281.09(b)**
ACTION

Original executed Resolution and Nueces County Hospital District Operating Budget, including Capital Budgets (Version I) for Fiscal Year 2012 - 2013 are attached hereto and made a part of these minutes.

9. **Adopt Board of Managers Resolution recommending to Commissioners Court adoption of the current tax rate for Hospital District's Fiscal Year 2013 (October 1, 2012 - September 30, 2013) Annual Budget to reduce future planned annual budget deficit amounts - ACTION**

Original executed Resolution recommending Commissioners Court adoption of the Hospital District's current tax rate (\$0.162428 per \$100 valuation) for Hospital District's Fiscal Year 2013 and to reduce future planned annual budget deficit amounts as presented. Resolution is attached hereto and made a part of these minutes.

10. **Approve and confirm Nueces County Commissioners Court's nomination to the Christus Spohn Health System Board of Trustees to fill vacant position for term expiring December 2013; Hospital District approval and confirmation pursuant to Second Amendment to Master Agreement, Section 10.5(b) - ACTION**

On motion by Mr. Hart, seconded by Mr. Wetegrove, the Board of Managers approved and confirmed Nueces County Commissioners Court's nomination of Mr. Richard Bowers to the Christus Spohn Health System Board of Trustees to fill a vacant position of which the term expires December 2013. **MOTION CARRIED.** Copy of letter dated August 22, 2012 from County Judge Loyd Neal is attached hereto and made a part of these minutes.

11. **Adopt Calendar Year 2013 meeting schedule for Board of Managers and Board Committee meetings - ACTION**

On motion by Mr. Wilson, seconded by Mr. Jennings, the Board of Managers adopted Calendar Year 2013 meeting schedule as presented. **MOTION CARRIED.** Copy of Calendar Year 2013 meeting schedule is attached hereto and made a part of these minutes.

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
SPECIAL SESSION
August 27, 2012**

12. **Adjourn**

There being no further business, the meeting adjourn at 6:31 p.m.

PRESIDING OFFICER:

Van Huseman, Chairman
Board of Managers
Nueces County Hospital District

ATTEST:

Jonny F. Hipp, Secretary
Board of Managers
Nueces County Hospital District

Wm. DeWitt Alsup, General Counsel
Nueces County Hospital District