

**MINUTES
BOARD OF MANAGERS – REGULAR MEETING
NUECES COUNTY HOSPITAL DISTRICT**

November 18, 2019

The of Nueces County Hospital District Board of Managers met at 12:00 p.m., Wednesday, October 16, 2019 in the NCHD Board Room at 555 N. Carancahua, Suite 950-A, Corpus Christi, Texas.

HOSPITAL DISTRICT REPRESENTATIVES:

Jonny F. Hipp, Administrator/CEO
Belinda E. Chism, Assistant Administrator, Administrative Services
Donna Littlefield, Director, Accounting & Finance
Wm. DeWitt Alsup, Attorney, Alsup Law Firm
Melissa Vela, Assistant County Attorney
Melissa Quintanilla, Executive Assistant/Human Resources
Carmina Hernandez Moreno, Administrative Assistant

OTHERS PRESENT:

| | |
|------------------|-------------------------------|
| Yasmene McDaniel | Corpus Christi Medical Center |
| John Michael | Hanson |
| Maggie Turner | Nueces County |
| Karla Ramirez | Behealthle |
| Sheene Edwards | Behealthle |

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1. **CALL TO ORDER** – Mr. Martinez, Chairman Pro Tempore
The Meeting was called to order by Mr. Martinez at 12:03 p.m.
 2. **ESTABLISHMENT OF QUORUM** – Mr. Martinez
A quorum was present with all members in attendance.

John Martinez – PRESENT
Sylvia Tryon Oliver – PRESENT

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John Valls – PRESENT
Belinda Flores – PRESENT
Vishnu V. Reddy, M.D. – PRESENT
Pamela L. Brower – PRESENT
Daniel W. Dain – PRESENT

3. **WELCOME** - Board welcomes newly-appointed Board members: John E. Valls, Pamela L. Brower, and Daniel W. Dain.

4. **PUBLIC COMMENT** – Requested Copy of “Request to Speak Sign – In Sheet” attached hereto and made part of these minutes for information.

No one to speak for public comment.

5. **CONSENT AGENDA** - See the "Consent Agenda" section of the preceding General Information page for an explanation of the Consent Agenda and for additional information.
 - A. Confirm posting of meeting's public notice.

 - B. Approve minutes of Board of Managers October 16, 2019 Regular Meeting.

 - C. Receive full listing of vendors as of November 14, 2019; listing pursuant to Board of Managers Bylaws, Article 2, §2.1 B and Texas Local Government Code, Chapter 176.

Approval of Consent Agenda Items (5) A-C.
On motion by Mr. Valls and seconded by Ms. Flores.
MOTION CARRIED.

Copy of complete list of vendors as of November 14, 2019 is attached hereto for information and made part of these minutes.

- D. Receive hospital providers' quarterly reports relating to certain Indigent Care Affiliation Agreements associated with participation in the Texas Healthcare Transformation and Quality Improvement Program Medicaid 1115 Waiver for the calendar quarter ended September 30, 2019:
 - 1) CHRISTUS Spohn Health System Corporation Hospitals: Alice, Beeville, and Kleberg (Consolidated Report);
 - 2) Corpus Christi Medical Center;
 - 3) DeTar Healthcare System; and

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- 4) Driscoll Children's Hospital.

Copies of Quarterly reports are attached hereto and made part of these minutes.

**On motion by Mr. Valls and seconded by Ms. Flores.
MOTION CARRIED.**

- E. Receive summary payment information on Nueces County health care expenditures for Fiscal Year 2019 and Fiscal Year 2020 year-to-date:
- 1) Salaries, benefits, supplies, and intergovernmental transfers at/for Corpus Christi/Nueces County Public Health Department;
 - 2) Emergency medical services provided in unincorporated areas of Nueces County;
 - 3) Supplemental and jail diversion program funding for Nueces Center for Mental Health and Intellectual Disabilities;
 - 4) Medical services provided at County correctional facilities:
 - a) Nueces County Jail; and
 - b) Nueces County Juvenile Detention Center;
 - 5) Funding for alcohol and drug abuse treatment programs:
 - a) Cenikor (Charlie's Place);
 - b) Council on Alcohol and Drug Abuse; and
 - c) Palmer Drug Abuse Program;
 - 6) Funding for diabetes prevention and supporting programs.

**Ms. Littlefield explained to the Board of Managers the expenditures. Copies of expenditures are attached hereto and made part of these minutes.
On motion by Mr. Valls, seconded by Dr. Reddy.
MOTION CARRIED.**

- F. Ratify Administrator's action(s) performed as part of his duties directing the affairs of the Hospital District as required by the Board of Managers or by law; duties established pursuant to Texas Health and Safety Code, §281.026(e):
- 1) Letter Agreement extending current Frost Bank depository agreement through November 30, 2019;
 - 2) Engagement of Collier, Johnson, & Woods, P.C. Certified Public Accountants to perform an audit of the Hospital District's financial statements of the

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governmental activities, each major fund, and aggregate remaining funds for Fiscal year ended September 30, 2019.

- 3) Contract with Abel's Paving and Construction, Inc. for platting-related site improvements on Hospital District-owned property presently known as CHRISTUS Spohn Hospital Corpus Christi-Memorial (formerly known as Memorial Medical Center) located at 2606 Hospital Boulevard;

Mr. John Michael with Hanson provided an update re: CHRISTUS Spohn Hospital Corpus Christi - Memorial (formerly known as Memorial Medical Center) located at 2606 Hospital Boulevard. Mr. John Michael recommended Nueces County Hospital District to approve contract from Abel's Paving Construction. Copy of the contract is attached hereto and made part of these minutes.

- 4) Mutual termination of June 12, 2012 Letter Agreement with Health Management Associates, Inc, as amended, relating to consulting services and technical assistance associated with Hospital District's Anchor Entity duties and responsibilities under the Texas Health and Human Services Commission Section 1115 Waiver; termination effective November 1, 2019; and
- 5) Personal Services Contract with Linda K. Wertz relating to consulting services and technical assistance associated with Hospital District's Anchor Entity duties and responsibilities under the Texas Health and Human Services Commission Section 1115 Waiver; Contract period November 1, 2019 - September 30, 2020.

Contract with Linda K. Wertz for consulting personal services is attached hereto and made part of these minutes.

Board of Managers requested to invite Ms. Linda K. Wertz for a presentation on an update of the personal services contract.

On motion by Mr. Valls and seconded by Ms. Brower to approve Items (5) F, 4-5. MOTION CARRIED.

6. REGULAR AGENDA:

A. Community Mental Health Initiatives:

- 1) Receive report from Nueces Center for Mental Health and Intellectual Disabilities (NCMHID) on activities performed under Interlocal Agreement between Nueces County, NCMHID, and Hospital District relating to diversion of persons from jails or other detention facilities, provision of crisis intervention teams, expansion of mobile crisis outreach, and development of

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jail-based competency restoration. (*INFORMATION*)

MHID was not in attendance

- 2) Receive report on activities performed under Professional Services Agreement between Nueces County, BeHealthle, and the Hospital District relating to the Nueces County Community Collaborative Program/Jail Diversion Program. (*INFORMATION*)

An updated report on activities performed under Professional Services Agreement between BeHealthle was presented by Ms. Karla Ramirez. Copy of report is attached hereto and made part of these minutes.

- 3) Receive reports on activities performed under Professional Services Agreement between Nueces County, Meadows Mental Health Policy Institute, and the Hospital District relating to preparation of a comprehensive needs assessment for Nueces County that can serve as the basis for a systematic approach to providing services for mental illnesses and substance abuse disorders in the County. (*INFORMATION*)

Meadows Foundation was not in attendance.

B. Indigent Health Care:

- 1) Receive reports relating to Nueces Aid Program enrollment for the month ended October 31, 2019. (*INFORMATION*)

Copies of reports relating to Nueces Aid Program are attached hereto and made part of these minutes.

Discussion between Board Members about outreach and advertisement of the Nueces Aid Program. Mr. Hipp stated he would get some information and ideas for the Program. Mr. Martinez stated to move forward at the next Board Meeting.

- 2) Receive summary information on medical and hospital care provided to the Nueces Aid population consistent with the CHRISTUS Spohn Health System Corporation Membership Agreement for calendar year-to-date ended September 30, 2019. (*INFORMATION*)

Copy of NCHD Imputed Claims Experience for YTD September 30, 2019 is attached and hereto and made a part of these minutes.

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- 3) Receive and discuss information from CHRISTUS Spohn Health System Corporation relating to:
 - a) Medical aid and hospital care provided to the Nueces Aid Program population consistent with the CHRISTUS Spohn Health System Corporation Membership Agreement and related matters; and
 - b) Programs, projects, and/or activities at CHRISTUS Spohn Hospital Corpus Christi-Memorial and other Hospital District-owned facilities and related matters. (*INFORMATION*)

Copies of the above mentioned reports are attached hereto and made part of these minutes.

- 4) Receive and discuss update from CHRISTUS Spohn Health System Corporation relating to operation, construction, transition, planning, and/or demolition activities pursuant to Sections 3.5 and 3.9 of Amended and Restated Schedule 1 to Spohn Membership Agreement, as schedule to CHRISTUS Spohn Health System Corporation Amended and Restated Membership Agreement:
 - a) Operations of Dr. Hector P. Garcia - Memorial Family Health Center located on Hospital District-owned property at 2606 Hospital Boulevard, Corpus Christi, Texas;
 - b) Construction and/or demolition activities at CHRISTUS Spohn Hospital Corpus Christi-Shoreline located at 600 Elizabeth Street, Corpus Christi, Texas;
 - c) Transition of certain services from Hospital District-owned hospital presently known as CHRISTUS Spohn Hospital Corpus Christi-Memorial (formerly known as Memorial Medical Center) located at 2606 Hospital Boulevard to CHRISTUS Spohn Hospital Corpus Christi-Shoreline located at 600 Elizabeth Street, both facility locations in Corpus Christi, Texas; and
 - d) Planning orderly transition of services from Hospital District-owned hospital presently known as CHRISTUS Spohn Hospital Corpus Christi-Memorial (formerly known as Memorial Medical Center) located at 2606 Hospital Boulevard to CHRISTUS Spohn Hospital Corpus Christi-Shoreline located at 600 Elizabeth Street, both facility locations in Corpus Christi, Texas. (*INFORMATION*)

No update at this time for Section (6) B, 3-4

- 5) Receive information on potential amendment of Nueces Aid Program Handbook Covered Services Policy NA004, Section IV.G.5-6 relating to

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Outpatient Prescription Drug Services; amendment to increase the current prescription maximum for new and refilled prescriptions from 34 to 90 days for each medication. *(INFORMATION)*

Copy of Nueces County Hospital District, Indigent Health Care Program, Policy and Procedure attached hereto and made part of these minutes.

C. Finance Business:

- 1) Receive and approve investment reports and ratify related investment transactions:
 - a) Quarterly Investment Report for fiscal quarter ended September 30, 2019;
 - b) Report of interim investment transactions for period October 1, 2019 to date; and
 - c) Annual Investment Report for fiscal year ended September 30, 2019. *(ACTION)*

Ms. Littlefield presented the Quarterly Investment ending September 30, 2019, Interim Investment Transactions for period October 1, 2019 and the Annual Investment report for FY September 30, 2019.

Copies of above reports are attached hereto and made part of these minutes.

**On motion by Mr. Valls and seconded by Dr. Reddy.
MOTION CARRIED.**

- 2) Receive summary report of intergovernmental transfers made in support of local and other healthcare providers participating in Medicaid supplemental payment programs sponsored by the Texas Health and Human Commission from fiscal year ended September 30, 2019:
 - a) Texas Healthcare Transformation and Quality Improvement Program (Medicaid 1115 Waiver):
 - (1) Delivery System Reform Incentive Payment (DSRIP) pool; and
 - (2) Hospital Uncompensated Care (UC) pool.
 - b) Disproportionate Share Hospitals (DSH) program;
 - c) Network Access Improvement Program (NAIP);

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- d) Uniform Hospital Rate Increase Program (UHRIP); and
- e) Graduate Medical Education (GME). (*INFORMATION*)

Copies of reports are attached hereto and made part of these minutes.

- 3) Receive revenue reports relating to CHRISTUS Spohn Health System Corporation Membership Agreement for current Fiscal Year 2020 year-to-date. (*INFORMATION*)

Copies of revenue reports are attached hereto and made part of these minutes.

- 4) Receive monthly statement of escrow amounts deposited and/or withdrawn by CHRISTUS Spohn Health System Corporation; deposits pursuant to and consistent with Section 3.9.7 of Amended and Restated Schedule 1 to Spohn Membership Agreement, a schedule to CHRISTUS Spohn Health System Corporation Amended and Restated Membership Agreement; receive statements for month ended October 31, 2019. (*INFORMATION*)

Copies of monthly statement of escrow reports are attached hereto and made part of these minutes.

D. Other Business:

- 1) Receive update on initial process for referring potentially qualified Nueces Aid Program enrollees to CHRISTUS Spohn Health System for evaluation toward voluntary enrollment in a health insurance exchange plan offered by CHRISTUS Health Plan. (*INFORMATION*)

Copy of the above mentioned report are attached hereto and made part of these minutes.

- 2) Approve cooperative contingent fee counsel professional services agreement amongst Nueces County Appraisal District, Corpus Christi Independent School District, City of Corpus Christi, County of Nueces, Del Mar College, and Nueces County Hospital District with Phipps Deacon Purnell PLLC relating to matters associated with property tax litigation for tax years 2018, 2019, and 2020; and authorize Administrator to execute agreement. (*ACTION*)

Mr. Valls presented to the Board information regarding the cooperative contingent fee counsel for professional services

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agreement. Mr. Tom Wheat, Attorney presented to the Board the updated fees and expenses relating to the services. Mr. Alsup explained and updated the Board on the effective date and contingent fee agreement. Copy of Agreement is attached hereto and made part of these minutes.

Mr. Martinez motioned to approve once the County signs the agreement. On motion by Dr. Reddy and seconded by Ms. Brower to approve contingent on signature and/or approval from the County. All approved for the exception of Mr. Valls who is abstaining from the vote. MOTION CARRIED.

E. Board of managers Business:

- 1) Elect Board of Managers Officers to take office January 1, 2020; elections pursuant to Board of Managers Bylaws, §2.2.A:
 - a) Board Chairman; and
 - b) Board Vice-Chairman. (*ACTION*)

Mr. Valls on motion nominated Mr. John Martinez to continue as Chairman effective January 1, 2020, Ms. Flores seconded and all Board Members agreed.

Mr. Valls on motion nominated Ms. Oliver to serve as Vice-Chair effective January 1, 2020 and seconded by Dr. Reddy and all Board Members agreed. MOTION CARRIED.

- 2) Board Chairman Pro Tempore or Chairman-Elect to appoint Chair and members of Standing Board Committees pursuant to Board of Managers Bylaws, §2.5.A:
 - a) Quality Management Committee;
 - b) Finance Committee; and
 - c) Planning Committee. (*ACTION*)

Mr. Martinez stated he will appoint the chair and allow some time for the Chair to decide who they would like to be in their committee's.

Mr. Martinez recommendrd and appointed Mr. Valls for Quality Management Committee, appointed Ms. Brower for Finance Committee and appointed Dr. Reddy for Planning Committee.

On motion by Mr. Valls and seconded by Dr. Reddy.

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MOTION CARRIED.

- 3) Discuss and consider creation of a Special Board Bylaws Review Committee to review the Board's current Bylaws and recommend changes; Committee creation and appointments authorized by Board of Managers Bylaws, §2.5.A.
- a) Create Special Board Bylaws Review Committee; and
 - b) Board Chairman Pro Tempore or Chairman-Elect to appoint Committee Chair and members. *(ACTION)*

Mr. Martinez chose the Special Board Committee's and nominated Mr. Dain for the Special Board Bylaws Review Committee.

Mr. Martinez suggested to create a Legislative Committee and for Ms. Flores to be named Chair. Mr. Martinez would like to be able for the Legislative Committee to coordinate with Legislators, County Judge and County Commissioners to make sure goals are aligned. To be discussed on next Board Meeting in December 2019.

**On motion by Mr. Valls and seconded by Dr. Reddy.
MOTION CARRIED.**

- 4) Confirm 2019 and 2020 Board of Managers Meeting dates. *(ACTION)*

Mr. Martinez presented table to motion on tentative dates for December 2019 meeting. On motion by Mr. Valls and seconded by Ms. Flores. MOTION CARRIED.

- 5) Adopt dates for tours of Hospital District-owned and selected indigent health care provider facilities. *(ACTION)*

**Mr. Martinez presented table to motion on dates for tours
On motion by Mr. Valls and seconded by Dr. Reddy
MOTION CARRIED.**

F. Administrator's Briefing:

- 1) Future Board of Managers meeting:
 - a) Next Scheduled Regular Board Meeting: December 17, 2019, 12 Noon (date/time subject to change).

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7. ADJOURN

Motion by Ms. Oliver and seconded by Ms. Flores. Meeting adjourned at 3:02 p.m.

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PRESIDING OFFICER

John B. Martinez, Chairman Pro Tempore
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