

DRAFT

**BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
REGULAR MEETING
JANUARY 29, 2025**

The Nueces County Hospital District Board of Managers met at 12.:00 p.m., January 29. 2025 in the NCHD Board Room at 555 N. Carancahua, Suite 950 – A Corpus Christi, Texas.

HOSPITAL DISTRICT REPRESENTATIVES:

Jonny F. Hipp	Administrator/CEO
Belinda Espinoza	Asst. Administrator, Admin. Services
Donna Littlefield	Director, Accounting & Finance
John B. Martinez	General Counsel
Adam Robison	Legal Counsel
Melissa Quintanilla	Executive Assistant/Human Resources
Carmina Hernandez Moreno	Administrative Assistant

OTHERS PRESENT:

Jenny Dorsey	NC Courthouse Attorney
Jeremy Coleman	H. Boyd Hall Comm. Foundation
Johnny Paiyou	H. Boyd Hall Comm. Foundation
Connie Scott	Nueces County Judge
Dom Dominguez	Christus Spohn Hospital
Stephen Rybak	MDR
Sherry Robeson	MDR
Trey Kilbride	Gjerset & Lorenz Assoc. Attorney – via Zoom
David McElwain	Meeder – via Zoom
Tracy Morehead	- via Zoom

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1. WELCOME

2. ROLL CALL OF MEMBERS

- Vishnu V. Reddy, M.D., Vice Chairman
- Sylvia Tryon Oliver
- Belinda Flores, R.N.
- Mariana Garza, J.D.
- Efrain Guerrero, Jr.
- Georgia Neblett
- Karen O'Connor Urban

3. CALL TO ORDER, ESTABLISHMENT OF QUORUM, MEETING POSTING CONFIRMATION, AND CLOSED MEETING NOTICE:

A. Call to order – Sylvia Tryon Oliver, Member.
The meeting was called to order at 12:02 p.m.

B. Establish quorum – Ms. Oliver, Member .
A quorum was present with six members in attendance.

Sylvia Tryon Oliver, Member – PRESENT
Belinda Flores, R.N., Member – PRESENT
Mariana Garza, J.D., Member – PRESENT @ 12:20 p.m.
Efrain Guerrero, Jr., Member – PRESENT
Georgia Neblett, Member – PRESENT
Karen O'Connor Urban, Member – PRESENT
Vishnu V. Reddy, M.D., Vice Chairman – ABSENT

C. Confirm posting of Meeting's public notice in accordance with Texas Open Meetings Act, Texas Government Code, Chapter 551.

D. Public notice is hereby given that the Board of Managers may elect to go into Closed Meeting session(s) at any time during the meeting to discuss any matter(s) listed on the agenda when so authorized by the provisions of the Open Meetings Act, Texas Government Code, Chapter 551.

4. WELCOME NEW APPOINTEES TO THE BOARD OF MANAGERS: Georgia Neblett and Karen O'Connor Urban

5. ANNOUNCEMENT ON DISCLOSURE OF CONFLICTS OF INTEREST. Any Conflicts of Interest or Appearance of a Conflict of Interest with items on this agenda shall be declared at this time. Members with conflicts will refrain from voting and are asked to

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refrain from discussion on such items. Conflicts discovered later in the meeting shall be disclosed at that time.

6. **PUBLIC COMMENT** - Persons attending in-person and wishing to comment on any item(s) on the agenda or any subject within the Board's responsibilities must sign-in on the "Agenda Item Request to Speak" form provided at the entrance of the Board meeting room at least five (5) minutes prior to commencement of the meeting. Persons attending via audio or video conference and wishing to comment on any item(s) on the agenda or any subject within the Board's responsibilities must verbally notify the presiding officer of their desire to comment when the officer calls for public comment from those attending via audio and video conference. Commenters shall limit their comments to three (3) minutes, except that Commenters addressing the Board through a translator shall limit their comments to six (6) minutes.

Judge Connie Scott
Dom Dominguez
Jeremy Coleman

7. **CONSENT AGENDA** - The Consent Agenda consists of those agenda items which are routine, administrative in nature, not in need of separate attention, and which a member of the Board has not requested be discussed separately. If requested to be discussed separately, that agenda item will be removed from the Consent Agenda by the presiding officer to the Regular Agenda and discussed as a part of the Regular Agenda at the appropriate time. All remaining items listed under the Consent Agenda will be voted upon in a single vote:

A. Approve Board of Managers minutes:

1. Regular Meeting of December 10, 2024; and
2. Special Meeting of January 7, 2025.

B. Receive annual listing of vendors as of January 23, 2025; listing provided pursuant to Board of Managers Bylaws, §2.1.B and Texas Local Government Code, Chapter 176.

C. Receive summary payment information on Nueces County health care disbursements for Fiscal Year 2025 year-to-date:

1. Salaries, benefits, and supplies at/for the City of Corpus Christi/Nueces County Public Health District;
2. Emergency medical services provided in unincorporated areas of Nueces County;

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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); and
- b. Council on Alcohol and Drug Abuse;

6. Funding for diabetes prevention and supporting programs; and

7. Public health grants. (*Finance Committee*)

D. Receive summary imputed claims information on medical and hospital care provided to the Nueces Aid Program population consistent with the CHRISTUS Spohn Health System Corporation Amended and Restated Membership Agreement for fiscal year-to-date period-ended December 31, 2024. (*Finance Committee*)

E. Receive fiscal year-to-date Specified Annual Percentage-related revenue reports; revenue receipts pursuant to CHRISTUS Spohn Health System Corporation Amended and Restated Membership Agreement, Section 5.03. (*Finance Committee*)

F. Receive monthly statement of escrow amounts deposited and/or withdrawn by CHRISTUS Spohn Health System Corporation; deposits pursuant to and consistent with Schedule 1 to CHRISTUS Spohn Health System Corporation Amended and Restated Membership Agreement; receive statement for month-ended December 31, 2024. (*Finance Committee*)

G. Receive statement of amounts deposited to and/or withdrawn from Local Provider Participation Fund for fiscal year-to-date; deposits and withdrawals pursuant to Board of Managers Order authorizing participation in a health care provider participation program pursuant to Texas Health and Safety Code, Chapter 298C, as amended. (*Finance Committee*)

H. Receive summary report of cumulative actual intergovernmental transfers (IGTs) made in support of local and other healthcare providers participating in Medicaid directed and supplemental payment programs sponsored by the Texas Health and Human Services Commission (HHSC), and receive estimates of provider payments resulting from the IGTs:

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1. Directed Payment Programs - IGTs for HHSC's Medicaid managed care organization payments to healthcare providers that support overall Medicaid program goals and objectives:
 - a. Aligning Technology by Linking Interoperable Systems for Client Health Outcomes Program (ATLIS);
 - b. Comprehensive Hospital Increase Reimbursement Program (CHIRP);
 - c. Network Access Improvement Program (NAIP); and
 - d. Texas Incentives for Physicians and Professional Services (TIPPS); and
2. Supplemental Payment Programs - IGTs for HHSC Medicaid payments made to hospitals, separate from and in addition to base payments, for achieving certain goals or to support health care providers that see significant numbers of uninsured or persons without much money:
 - a. Disproportionate Share Hospital (DSH);
 - b. Graduate Medical Education (GME);
 - c. Hospital Augmented Reimbursement Program (HARP); and
 - d. Hospital Uncompensated Care (UC). (*Finance Committee*)

I. Receive reports relating to Nueces Aid Program enrollment for the month-ended December 31, 2024:

1. Total Persons and Households Enrolled;
2. Enrollment Summary;
3. Denials;
4. Application Processing Summary; and
5. Enrollment by Zip Code. (*Finance Committee*)

**Consent Agenda Approved. Motion by Efrain Guerrero
and seconded by Georgia Neblett. MOTION CARRIED.**

8. **REGULAR AGENDA** - The Regular Agenda consists of those agenda items which are non-routine, not administrative in nature, or are otherwise in need of separate attention. Each Regular Agenda item will be voted upon separately if action is required:

A. **Finance Committee:**

1. Financial Statements:
 - a. Receive and approve unaudited financial statements for the month and fiscal year-to-date periods ended September 30, October 31, November 30, and December 31, 2024. (**ACTION**)

**Motion by Belinda Flores and seconded by Efrain Guerrero.
MOTION CARRIED.**

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2. Investment Report:

- a. Receive and approve Quarterly Investment Report for fiscal quarter-ended September 30, 2024 and ratify related investment transactions. (***ACTION***)

David McElwain updated Investment Report.

**Motion by Mariana Garza and seconded by
Efrain Guerrero.**

MOTION CARRIED.

B. Legislative Committee:

1. Discuss and consider amending the Hospital District's Legislative Agenda for 89th Texas Legislative Session. (***ACTION***)

**Motion by Mariana Garza and seconded by
Georgia Neblett.**

MOTION CARRIED.

C. Interim Legislative and Finance Committees' Business:

1. Discuss and consider deferring the Finance and Legislative Committees' monthly business to the Board of Managers during the period February - June 2025. (***ACTION***)

Motion by Belina Flores and seconded by Georgia Neblett.
MOTION CARRIED.

D. Employee Health Insurance:

1. Discuss and consider approval of amended Interlocal Agreement between Nueces County and Nueces County Hospital District relating to the provision of certain County employee benefits, including but not limited to health insurance to Hospital District employees and other related matters; initial term October 1, 2024 - September 30, 2025; and authorize Administrator to negotiate final details as needed and execute Agreement. (***ACTION***)

Item 8. D.1. Table.

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E. Marketing Initiatives:

1. Discuss and consider approving an agreement with MDR Advertising relating to the development of marketing initiatives and campaigns, and authorize Administrator to execute the agreement. *(ACTION)*

Item 8. E. 1. Table.

F. Board of Managers Business:

1. Elect Board of Managers Officers for the period January 30, 2025 - September 30, 2025; elections pursuant to Texas Health and Safety Code, §281.023(a) and Board of Managers Bylaws, §2.2.A:
 - a. Chairman;
 - b. Vice-Chairman; and
 - c. Confirm appointment of Administrator as Board of Managers Secretary as provided by Texas Health and Safety Code, §281.023(b). *(ACTION)*

Nominations for Chairman: Two votes for Belinda Flores from Mariana Garza and Efrain Guerrero. Motion by Efrain Guerrero and seconded by Karen O'Connor Urban. MOTION CARRIED.

Nomination for Vice Chairman was Tabled.

2. Chairman-Elect's appointment of Committee Chairs and members to Standing and Special Committees for the term of January 30, 2025 - September 30, 2025; appointments pursuant to Board of Managers Bylaws, §2.5.A, and §2.5.B:
 - a. Standing Committees:
 1. Finance;
 2. Planning;
 3. Quality Management; and
 - b. Special Committees:
 1. Legislative; and
 2. Other Special Committees. *(ACTION)*

Item. F. 2. Table.

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3. Discuss and consider amending the 2025 Board of Managers and Board Committees meeting schedule. (*ACTION*)

Item F. 3. Table.

G. Administrator's Briefing:

1. Receive executed Consulting Agreement with 3dhealth for comprehensive Nueces County physician needs assessment and patient access analysis. (*INFORMATION*)
2. Receive executed Disbursement Request relating to final disbursement under Escrow Agreement between Nueces County Hospital, CHRISTUS Spohn Health System Corporation, and Argent Institutional Trust Company. (*INFORMATION*)
3. Receive executed Escrow Amendment Conditions Letter Agreement between the Nueces County Hospital District and CHRISTUS Spohn Health System Corporation relating to the release and disbursement of remaining Escrow Funds to CHRISTUS Spohn and establishment of a call right to the Hospital District relating to certain real properties leased under the Amended and Restated Membership Agreement. (*INFORMATION*)
4. Receive executed Administrator's Employment Agreement for the term October 1, 2024 - September 30, 2028. (*INFORMATION*)
5. Supplemental legislative support during the 89th Texas Legislative Session. (*INFORMATION*)
6. Next scheduled Board of Managers and Board Committee regular meetings (all meetings' dates, times, and locations are subject to change):
 - a. Finance Committee: February 25, 2025 at 11:15 AM in NCHD Board of Managers Meeting Room at 555 North Carancahua Street, Room 950-A, Corpus Christi, Texas 78401;
 - b. Legislative Committee: February 25, 2025 at 11:45 AM in NCHD Board of Managers Meeting Room at 555 North Carancahua Street, Room 950-A, Corpus Christi, Texas 78401; and
 - c. Board of Managers: February 25, 2025 at 12:00 PM in NCHD Board of Managers Meeting Room at 555 North Carancahua Street, Room 950-A, Corpus Christi, Texas 78401. (*INFORMATION*)

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9. **CLOSED MEETING** - Public Notice is hereby given that the Board of Managers may go into closed meeting session(s) at any time during the meeting to discuss any matter(s) listed on the agenda, when so authorized by the provisions of the Open Meetings Act, Texas Government Code, Chapter 551. *To the extent there has been a past practice of distinguishing items for public deliberation and those for executive session, the public is*

advised that the Board is departing from that practice and reserves the right to discuss any listed agenda items in a closed meeting when authorized by law to do so. When the Board goes into closed session(s) regarding an agenda item(s), the section(s) of the Open Meetings Act authorizing the closed session will be publicly announced by the presiding officer. Should any final action, final decision, or final vote be required in the opinion of the Board with regard to any matter considered in closed session(s), then the final action, final decision, or final vote shall be either: (a) in the open meeting covered by the Notice upon reconvening of the public meeting; or (b) at a subsequent public meeting of the Board upon notice thereof, as the Board shall determine pursuant to applicable laws. The Board specifically expects to go into a closed session(s) on the matters listed below pursuant to the Act, §551.071.

A. Consult with attorneys on matters relating to dispute resolution demand received from CHRISTUS Spohn Health System relating to the Amended and Restated Membership Agreement, pursuant to §551.071.

B. Consult with attorneys on matters relating to employee health insurance, pursuant to §551.071.

Sylvia Tryon Oliver called for Closed Session at 2:12 p.m.

10. **OPEN MEETING** - Following the Closed Meeting, the Board of Managers will reconvene the Open Meeting prior to taking any action(s) on matters considered in the Closed Meeting or adjourning the meeting.

Sylvia Tryon Oliver called for Open Session at 2:35 p.m.

A. Discuss and consider final action, decision, or vote on matters considered in Closed Meeting. (**ACTION AS NEEDED**)

No Action Taken.

11. **ADJOURN**

Motion to adjourn by Sylvia Tryon Oliver at 2:35 p.m.

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PRESIDING OFFICER:

Sylvia Tryon Oliver, Member

ATTEST:

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