

DRAFT

**BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
REGULAR MEETING
DECEMBER 10, 2024**

The Nueces County Hospital District Board of Managers met at 12:00 pm, December 10, 2024 in the NCHD Board Room at 555 N. Carancahua, Suite 950 – A Corpus Christi, Texas.

HOSPITAL DISTRICT REPRESENTATIVES:

Jonny F. Hipp	Administrator/CEO – ABSENT
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	Nueces County Attorney
Stephen Rybak	MDR
Sherry Robeson	MDR
Dom Dominguez	Christus Spohn Hospital
Megan Durning	Christus Spohn Hospital
Shah Islam, M.D.	Christus Spohn Hospital
Becky Rios	Christus Spohn Hospital – via Zoom
Cassidy Willie	Gjerset & Lorenz – via Zoom
Shane Foreman	3D Health – via Zoom
Richard Schechter	Attorney – via Zoom

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1. WELCOME

2. ROLL CALL OF BOARD OF MANAGERS

- Y John E. Valls, MBA, Chairman
- Y Vishnu V. Reddy, M.D., Vice Chairman
- X Sylvia Tryon Oliver
- Y Belinda Flores, R.N.
- Y Judge Mariana Garza
- Y Efrain Guerrero, Jr.
- Y Arthur Granado

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

A. Call to order – John E. Valls, Chairman.
The meeting was called to order at 12:21 p.m.

B. Establish quorum – Mr. Valls, Chairman.
A quorum was present with six members in attendance.

John E. Valls, MBA, Chairman – PRESENT
Vishnu V. Reddy, M.D., Vice Chairman – PRESENT
Belinda Flores, R.N., Member – PRESENT
Judge Mariana Garza, Member – PRESENT @ 12:34 p.m.
Efrain Guerrero, Jr., Member – PRESENT
Arthur Granado, Member – PRESENT
Sylvia Tryon Oliver, Member – 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. 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 refrain from discussion on such items. Conflicts discovered later in the meeting shall be disclosed at that time.

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5. **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.

**Dom Dominguez
Dr. Islam
Stephen Rybak
Sherry Robeson**

6. **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 Regular Meeting minutes of October 22, 2024.

B. Approve the following agreements:

1. Grant Agreement between the Hospital District and Coastal Bend Wellness Foundation in the amount of \$85,000 for COVID-19 diagnostic testing and other health care services for the residents of the District during the term October 1, 2024 - September 30, 2025.

2. Interlocal Cooperation Agreement between the Hospital District, Nueces County, and the Nueces Center for Mental Health and Intellectual Disabilities in the sum of \$2,550,000 for services relating to diversion of persons from jails or other detention facilities, including Crisis Intervention Teams (CIT), Jail Diversion (JD), Expansion of Mobile Crisis Outreach Team (MCOT), Jail-Based Competency Restoration (JBCR), Walk-In Crisis (WIC) clinic, and Forensic Asssertive Community Treatment (FACT) Team for the purpose of providing mental health services, including services for Associated substance abuse issues, during the term October 1, 2024 - September 30, 2025.

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3. Amendment No. 1 to Interlocal Agreement Regarding Jail Inmate Healthcare Services between Nueces County and Nueces County Hospital District for the term December 1, 2023 - November 30, 2024 to increase the amount of funding provided by the Agreement from \$4,547,036 to an amount not to exceed \$5,800,000 for costs incurred during said period.

4. Agreement Amendment #1 between Nueces County, Nueces County Hospital District, and Wexford Health Sources, Inc. in an amount not to exceed \$6,080,328 for Medical Services for the Nueces County Jail Facilities during the term December 1, 2024 - November 30, 2025.

C. Approve grant, sale, and conveyance of a perpetual easement and right of way to AEP TEXAS INC. for electric distribution lines relating to renovation of the Nueces County Medical Examiners Facility located on the former Memorial Medical Center campus owned by the Hospital District.

D. Receive closeout notice from the Texas Department of Emergency Management relating to Federal Emergency Management Agency reimbursement of COVID incident period-related Category Z costs in the amount of \$33,747.80 relating to Event 4485DR-TX, Project # 742188, PW # 01231.

Consent Agenda approved. Motion by Ms. Flores and seconded by Mr. Granado. MOTION CARRIED.

7. **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. Legislative Committee:

1. Discuss and consider amending the 89th Texas Legislative Session Agenda. (**ACTION**)

Motion from Mr. Granado, to Amend Item 3-A1 to employee uniform legislation and able to hire commission peace officers.

**Motion by Judge Garza and seconded by Ms. Flores.
MOTION CARRIED.**

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B. Physician Needs Assessment:

1. Discuss and consider approving a Consulting Agreement with 3Dhealth for a comprehensive Nueces County physician needs assessment and patient access analysis, and authorize Administrator to execute the Agreement, subject to legal review. (*ACTION*)

Motion by Mr. Valls, Chairman to authorize Mr. Hipp to review agreement.

**Motion by Ms. Flores and seconded by Mr. Guerrero.
MOTION CARRIED.**

C. Marketing Initiatives:

1. Discuss and consider approving a scope of work agreement with MDR Advertising relating to the development of Hospital District marketing initiatives and campaigns, and authorize Administrator to execute the agreement, subject to legal review. (*ACTION*)

Motion by Mr. Valls, Chairman to authorize Mr. Hipp to negotiate agreement subject to legal review and bring back to the Board for ratification and then execute agreement on the Board level.

**Motion by Mr. Guerrero and seconded by Mr. Granado.
MOTION CARRIED.**

D. Administrator's Actions:

1. Ratify Administrator's action(s) performed as part of his duties directing the affairs of the Hospital District and/or as required by the Board of Managers; duties established pursuant to Texas Health and Safety Code, §281.026(e):

a. Engagement of Collier, Johnson & Woods, P.C., Certified Public Accountants to perform an audit of the Hospital District's financial statements of the governmental activities, each major fund, and the aggregate remaining fund information for the fiscal year ended September 30, 2024 (October 1, 2023 - September 30, 2024). (*ACTION*)

**Motion by Ms. Flores and seconded by Mr. Granado.
MOTION CARRIED.**

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E. Administrator's Briefing:

1. Next scheduled Board of Managers and Board Committee regular meetings (all meetings' dates, times, and locations are subject to change):

a. Finance Committee: Tuesday, January 28, 2025, 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: Tuesday, January 28, 2025, 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: Tuesday, January 28, 2025, 12:00 PM (Noon) in NCHD Board of Managers Meeting Room at 555 North Carancahua Street, Room 950-A, Corpus Christi, Texas 78401. (**INFORMATION**)

Dr. Reddy left meeting at 1:29 p.m.

Mr. Valls, Chairman asked for a 7 minute break 1:53 p.m.

8. 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 related/relating to *Nueces County Hospital District v. Purdue Pharma, Inc., et al.*, MDL PRETRIAL CAUSE NO. 2018-63587, in the 152d District Court of Harris County, Texas, pursuant to §551.071.

B. Consult with attorneys on matters relating to the Escrow Amendment Conditions Letter Agreement with CHRISTUS Spohn Health System Corporation, and related

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matters, pursuant to §551.071.

C. Consult with attorneys on matters relating to Mediation Notice received from CHRISTUS Spohn Health System relating to the Amended and Restated Membership Agreement, pursuant to §551.071.

D. Deliberate the Administrator's performance evaluation and related matters, pursuant to §551.074.

Mr. Valls, Chairman called for Closed Session at 2:00 p.m.

9. 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.

Mr. Valls, Chairman called for Open Session at 3:23 p.m.

A. Consider final action, decision, or vote on matters considered in the Closed Meeting:

1. Consider authorizing the Administrator to execute the Settlement participation and release forms regarding settlement offers from The Kroger Co. in the matter of Texas opioid multi-district litigation for the Hospital District in the matter of *Nueces County Hospital District v. Purdue Pharma, Inc., et al.*, MDL PRETRIAL CAUSE NO. 2018-63587, in the 152d District Court of Harris County, Texas. **(ACTION)**

**Motion by Mr. Guerrero and seconded by Mr. Granado.
MOTION CARRIED.**

2. Discuss and consider amending the Administrator's employment agreement. **(ACTION)**

No action taken as per Mr. Valls, Chairman.

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

No Action.

10. ADJOURN

Motion to adjourn by Mr. Valls, Chairman at 3:23 p.m.

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PRESIDING OFFICER:

John E. Valls, MBA, Chairman

ATTEST:

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