

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

February 19, 2019

The of Nueces County Hospital District Board of Managers met at 12:15 p.m., Tuesday February 19, 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

OTHER(S) PRESENT:

Richard Schechter	N/A
Simon Ppwell	N/A
Jim Ragan	N/A
Bridgett Cook,	Collier Johnson & Woods
Lashae Kuykendall	Collier Johnson & Woods
Mike Davis,	NCMHID
Victoria Rodriguez,	NCMHID
Mark Hendrick,	NCMHID
Maggie Turner,	Nueces County
Comm. Joe A. "JAG" Gonzalez,	Nueces County, Pct. 1
Govind Nadkarni	Govind Development
Alyssa Weinhold,	Commissioner Brent Chesney
Jay Woodall,	CCMC
Estella Chapa	Christus Spohn

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1. **CALL TO ORDER** - Mr. Huseman, Chairman
The meeting was called to order by Mr. Huseman at 12:15 p.m.
 2. **ESTABLISHMENT OF QUORUM** - Mr. Huseman
A quorum was present.

Robert N. Corrigan, Member – PRESENT
Rodney J. Hart, Member – PRESENT

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John E. Valls, Member - PRESENT
Ted Daniel, Member – PRESENT
Sylvia Tryon- Oliver, Member – PRESENT

ABSENT BOARD MEMBERS

Claude “Cal” Jennings – ABSENT

3. **PUBLIC COMMENT**- None Requested Copy of “Request to Speak Sign-In Sheet” attached hereto and made part of these minutes for Information.

4. **CONSENT AGENDA**

- A. Approved minutes of September 7, 2018. Board of Manager’s meeting.

**Mr. Huseman motioned to approve the consent agenda and second by Mr. Valls and the Board of Managers approved September 7, 2018 minutes.
MOTION CARRIED.**

- B. Receive annual listing of new vendors as of February 13, 2019; annual listing presented pursuant to Board of Managers Bylaws, Article 2, §2.1B and Texas Local Government Code, Chapter 176.

Received listing of new vendors report and hereto for information made part of these minutes.

- C. 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 quarters ended September 30 and December 31, 2018:

- 1) CHRISTUS Spohn Health System Corporation Hospitals: Alice, Beeville, and Kleberg (Consolidated Report);
- 2) Corpus Christi Medical Center;
- 3) DeTar Health System; and
- 4) Driscoll Children’s Hospital.

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

- D. Receive summary information on medical and hospital care provided to the Nueces Aid population consistent with the CHRISTUS Spohn Health System

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Corporation Membership Agreement for Calendar Year ended December 31, 2018. (*Finance Committee*)

- E. Received summary payment information for fiscal ended September 30, 2018
And current fiscal year-to date:
- 1) Medical services at Nueces County juvenile detention facility;
 - 2) Emergency medical services in unincorporated areas of Nueces County;
 - 3) Supplemental funding for Behavioral Health Center of Nueces County; and
 - 4) Salaries, benefits, and supplies at Corpus Christi/Nueces County Public Health Department. (Finance Committee)
- F. 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):
- 1) Execution of Personal Services Agreement with former employee Dena B. Bruni for assistance and other services relating to the Nueces Aid Program and proposed revisions to the Nueces Aid Program Handbook; Agreement termed J January1 – December 31, 2019, amount not to exceed \$5000.00 during term.

5. **REGULAR AGENDA**

A. **Finance Committee:**

- 1) Receive and approve Annual Financial Report from Collier, Johnson & Woods, P.C., Certified Public Accountants on Nueces County Hospital District's governmental activities financial statements, major funds, and aggregate remaining funds for fiscal year ended September 30, 2018.
(***ACTION***)

As per Bridgett Cook w/ Collier Johnson & Woods, all NCHD's audit material presented of Basic Financial Statements & Governmental audit did not identify any deficiencies and no instances of non-compliance.

Copy of the Financial Statements reports is attached and hereto for information and part of these minutes.

**A motion by Mr. Corrigan was presented and second by Mr. Valls that they accept the Financial Reports and approved by the Board of Managers.
MOTION CARRIED**

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- 2) Receive revenue reports relating to CHRISTUS Spohn Health System Corporation Membership Agreement for fiscal year ended September 30, 2018 and current fiscal year-to-date. (**ACTION**)

Revenue reports were presented and discussed.

Copy of the revenue reports are attached hereto for information and part of these minutes.

A motion by Mr. Corrigan was presented and second by Mr. Valls that they accept the Financial Statements and approved by the Board of Managers. MOTION CARRIED

- 3) 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 months ended August 31, 2018 – January 31, 2019 (**ACTION**)

**Balance of Escrow Accounts were presented and discussed.
Spohn obligations to achieve certain milestones related to transition with Memorial in 2012 per the Membership Agreement.**

Copies of Bank of America Statements of investment period noted are attached hereto for information and made a part of these minutes.

A motion by Mr. Corrigan was presented and second by Mr. Valls that they accept the Escrow Statements and approved by the Board of Managers. MOTION CARRIED

- 4) 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 year-to-date:
- a) Texas Healthcare Transformation and Quality Improvement Program (Medicaid 1115 Wavier)
(1) Delivery System Reform Incentive Payment (DSRIP) pool; and

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- (2) Hospital Uncompensated Care (UC) pool.
- b) Disproportionate Share Hospitals (DSH) program:
- c) Network Access Improvement Program (NAIP); and
- d) Uniform Hospital Rate Increase Program (UHRIP) (**ACTION**)

Summary reports of IGT transfers, DRIP, DSH, NAIP and UHRIP were presented and discussed.

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

A motion by Mr. Corrigan was presented and second by Mr. Valls that they accept the IGT and approved by the Board of Managers. MOTION CARRIED

- 5) Receive and approve unaudited financial statements for months and fiscal year-to date periods ended July 31 – December 31, 2018. (**ACTION**)
- 6) Receive and approve investment reports and ratify related investment transactions:
 - a) Quarterly Investment Reports for fiscal quarters ended September 30, 2018 And December 31, 2018; and b) Annual Investment report for fiscal year ended September 30, 2018
 - b) Annual Investment report for fiscal year ended September 30, 2018 (**ACTION**)

Copy of the Financial Statements reports is attached and hereto for information and part of these minutes.

A motion by Mr. Corrigan was presented and second by Mr. Valls that they accept the Financial Reports and approved by the Board of Managers. MOTION CARRIED

B. Other Business:

- 1) Reappoint Mr. Tony LaMantia as Director to CHRISTUS Spohn Health System Corporation's Board of Directors for three-year term commencing

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January 1, 2019 and ending December 31, 2021; receive and consider Nueces County Commissioners Court's nomination; concur with Court's nomination and appoint nominee for aforesaid term; appointment pursuant to CHRISTUS Spohn Health System Corporation Amended and Restated Membership Agreement, Article III, Section 3.01(b). **(ACTION)**

Mr. Huseman motioned for approval to reappoint Mr. LaMantia, motion from Mr. Valls and second by Mr. Daniel. MOTION CARRIED.

- 2) Adopt legislative agenda for the 86th Texas Legislative Session:
- 3) Establish sale goals for Request for Proposals on sale of Hospital District-owned real property presently known as CHRISTUS Spohn Hospital Corpus Christi- Memorial (formerly known as Memorial Medical Center) located at 2606 Hospital Boulevard, Corpus Christi, Texas and other adjacent and nearby properties. **(ACTION)**
- 4) Receive initial 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 jail-based competency restoration. **(INFORMATION)**

Mr. Mark Henderick presented and explained a brief overview of what program NCHMID

Copy of the NCHMID flyer is attached and hereto for information and part of these minutes.

- 5) Receive 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

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- b) Construction and/or demolition activities at CHRISTUS Spohn Hospital Copus 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)**

Ms. Estela Chapa with Christus Spohn gave a brief overview of the Christus Spohn Memorial Family Health Center. Also discussed transition of the services to the Christus Spohn Hospital Shoreline located at 600 Elizabeth Street.

C. Indigent Care Provider's Briefing:

- 1) Receive and discuss information from CHRISTUS Spohn Health System Corporation (Provider) 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)**

D. Administrator's Briefing:

- 1) Next Scheduled Board of Managers and Board Committee meetings (all meetings, dates, and times shown are tentative):
 - a) Board Meeting: March 26, 2019; meeting start time to be determined; and
 - b) Board committee Meetings: March 26, 2019; meeting start times to be

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determined:

- (1) Planning Committee;
- (2) Finance Committee; and
- (3) Quality Management Committee (*INFORMATION*)

Mr. Hipp addressed the Board of Managers that the meetings due to legislation meetings are subject to change.

6. **CLOSED MEETING** – 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; the Texas Health and Safety Code, Chapter 161, 161.031, 161.0315 and 16.032; and the Texas Occupations Code, Chapters 151 and 160; and that the Board specifically expects to go into a closed session(s) on the matters listed below. In the event the Board elects to go 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, final vote shall be either: (a) in the open meeting covered by the Notice upon reconvening of the public meeting; or (b) at the subsequent public meeting of the Board upon notice thereof, as the Board shall determine pursuant to applicable laws.

A. Consult with attorneys on matters related to sale of Hospital District-owned real property presently known as CHRISTUS Spohn hospital Corpus Christi-Memorial (formerly known as Memorial Medical Center) located at 2606 Hospital Boulevard, Corpus Christi, Texas and other adjacent and nearby properties; consultation pursuant to Open Meetings Act, Texas Government Code, 551.071.

B. Consult with attorney on matters relating to litigation against opioid drug Manufactures, promoters, and distributors responsible for causing and contributing to an epidemic of opioid addiction in Nueces County, including but not limited to Purdue Pharma, Endo Pharmaceuticals, Janssen Pharmaceuticals, Insys Therapeutics, the McKesson Corporation, Cardinal health and AmerisourceBergen for violations of the DTPA, fraud, unjust enrichment, negligence, violations of the federal Controlled Substances Act, civil conspiracy and any other related causes of action, and the related matters; consultation pursuant to Open Meetings Act, Texas Government Code, 551.071.

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EXECUTIVE CLOSED SESSION

Executive Closed Session held at 12:50 p.m.

7. OPEN MEETING

Reopened to Public Session at 1:25 p.m.

8. Consider action on item(s) covered during Closed Meeting. (***ACTION AS
NEEDED***)

No action taken in open session

9. ADJOURN

On Motion with Mr. Huseman, seconded by Mr. Corrigan, the Board of Managers voted to adjourn the meeting at p.m. 1:50 p.m.

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PRESIDING OFFICER:

Van Huseman, Chairman
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