

**DRAFT**

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

**August 19, 2014**

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The Nueces County Hospital District Board of Managers met in **SPECIAL SESSION** in the NCHD Board Room at 555 N. Carancahua, Suite 950-A, Corpus Christi, TX on Tuesday, August 19, 2014 at 6:00 p.m.

**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 Law Firm  
Laura Jimenez, Nueces County Attorney  
Catherine Heller, Assistant County Attorney  
Sara G. Lopez, Administrative Specialist  
Carmen H. Ramos, Administrative Assistant

**OTHER(S) PRESENT:**

Gary Eiland, Attorney, King & Spalding, LLP., Houston, TX  
Adam Robison, Attorney, King & Spalding, LLP, Houston, TX  
Oscar O. Ortiz, Nueces County Commissioner, Pct. 3  
Solomon Ortiz, Jr.  
Angela Leal, Board Member, Westside Business Association  
S. Loyd Neal, Nueces County Judge  
John Michael, P.E., Naismith Engineering, Inc.

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1. **Call to Order** - Mr. Huseman, Chairman  
The meeting was called to order by Mr. Huseman at 6:01 p.m.
  2. **Establishment of Quorum** - Mr. Huseman  
A quorum was present with six members in attendance.

Van Huseman, Chairman - PRESENT  
Raymond F. Wetegrove, Member - PRESENT  
Dan Winship, Member - PRESENT  
Robert N. Corrigan, Member - PRESENT  
Irma Caballero, Member - PRESENT  
Rodney J. Hart, Member - PRESENT

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Claude "Cal" Jennings, Vice Chairman - **ABSENT**

3. **PUBLIC COMMENT** - Person(s) wishing to comment 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 Board meeting. See the "Public Comment" section of the preceding General Information page for additional Public Comment-related information.

Original Request to Speak in public session sign-in sheet and sign-in showing individual(s) in attendance is attached hereto for information and made a part of these minutes.

Presentation was made by Angela Leal, Board Member, Westside Business Association. After a brief discussion and presentation, Ms. Leal read a written petition requesting that any and all negotiations by Nueces County Hospital District and Christus Spohn Health System cease and desist commencing August 20, 2014 through January 1, 2015. This time frame would allow more time for the community's input into the negotiations by both entities; the formation of a new committee with community representatives; committee would conduct studies regarding the plan's effect to the indigents and community.

Original Petition to Temporarily Suspend Negotiations between Nueces County Hospital District and Christus Spohn Health System is attached hereto for information and made a part of these minutes.

4. **CONSENT AGENDA:**

**Ratify Administrator's Employment Agreement for employment term October 1, 2014 - September 30, 2018 - ACTION**

On motion by Ms. Caballero, seconded by Mr. Corrigan, the Board of Managers ratified as presented the Administrator's Employment Agreement for an employment term of October 1, 2014 - September 30, 2018. **MOTION CARRIED.**

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5. REGULAR AGENDA:

- A. Receive briefing from Administrator on progress of negotiations with CHRISTUS Spohn Health System Corporation about proposed material alteration of Hospital District-owned real property formerly known as Memorial Medical Center located at 2606 Hospital Boulevard, Corpus Christi, Texas; possible amendment to CHRISTUS Spohn Health System Corporation Membership Agreement - INFORMATION

Mr. Hipp reported NCHD and CSHS held its first negotiations meeting and characterized the all-day meeting as very productive. The morning discussion centered around indigent care, trauma center services, psych services and the residency training programs at Memorial. Afternoon part of the meeting was committed to special operations issues, financial aspects, operational issues, and demolition of Memorial. No agreement has been made on any of the items and terms discussed. This is the beginning of the negotiation process and we're not even near the center or end of the negotiations. For instance, psych services are of major importance to judges, county attorney, police chief and sheriff's department regarding the 72 hour commitments. He further stated additional meetings may be needed.

Mr. Wetegrove personally would like to see more detail on these issues. Mr. Hart stated CSHS has told us what they want to do, what they propose. However, the community would greatly benefit from why they want to do it. The important question is why?

Mr. Huseman stated it's the consensus of the Board of Managers that nothing will be done until the hospital district have assurances from Christus Spohn Health System Corporation regarding any and all issues discussed.

EXECUTIVE CLOSED SESSION

The Board of Managers entered into executive closed session at approximately 6:35 p.m., to discuss and/or deliberate on the following agenda item(s): 6.A. 1- 4:

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6. **CLOSED MEETING - See the "Closed Meeting" section of the preceding General Information page for additional closed Meeting-related information.**

A. Consult with Hospital District attorneys to seek legal advice on legal matters pursuant to Open Meetings Act, Texas Government Code, §551.071(2):

- 1) Matters related to CHRISTUS Spohn Health System Corporation Membership Agreement relating to proposed material alteration of Hospital District-owned real property formerly known as Memorial Medical Center located at 2606 Hospital Boulevard, Corpus Christi, Texas; and related legal matters:
- 2) Matters related to pending negotiations with CHRISTUS Spohn Health System Corporation about proposed material alteration of Hospital District-owned real property formerly known as Memorial Medical Center located at 2606 Hospital Boulevard, Corpus Christi, TX;
- 3) Matters relating to proposal to replace Hospital District-owned real property formerly known as Memorial Medical Center located at 2606 Hospital Boulevard, Corpus Christi, Texas with a new ambulatory health center and then demolishing Memorial Medical Center, including matters relating to ownership, demolition, consent to demolition, procedural steps relating to demolition; and related legal matters; and
4. Matters relating to encumbrances, easements, and/or restrictions associated with Hospital District-owned real property located at or adjacent to 2606 Hospital Boulevard, Corpus Christi, Texas; and related legal matters.

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

The Board of Managers ended its executively closed session at approximately 8:13 p.m., and reopened to public session.

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**7. OPEN MEETING:**

- A. Discuss final action, decision, or vote on matters deliberated in Closed Meeting (Action as Needed).

There was no action taken in open session regarding agenda items discussed/and or deliberated in closed session.

**8. ADJOURN**

There being no further business, and on motion by Mr. Winship, seconded by Mr. Wetegrove the meeting adjourned at 8:15 p.m.

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**PRESIDING OFFICER:**

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Van Huseman, Chairman  
Board of Managers  
Nueces County Hospital District

**ATTEST:**

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

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Wm. DeWitt Alsup, General Counsel  
Nueces County Hospital District