

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

January 22, 2013

The Nueces County Hospital District Board of Managers met in **REGULAR SESSION** in the NCHD Board Room at 555 N. Carancahua, Suite 950-A, Tuesday, January 22, 2013 at 7:00 p.m., Corpus Christi, TX.

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
Catherine Heller, Assistant Nueces County Attorney
Sara G. Lopez, Administrative Specialist
Carmen H. Ramos, Administrative Assistant

OTHER(S) PRESENT:

Gary Eiland, Attorney, King & Spalding, LLP, Houston, TX
Brigid Cook, Partner, Collier, Johnson & Woods, P.C., Certified Public Accountants
Ann Fields, Accountant, Collier, Johnson & Woods, P.C., Certified Public Accountants
Lloyd S. Neal, Nueces County Judge

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1. **Call to Order** - Mr. Huseman, Chair
The meeting was called to order by Mr. Huseman at 7:01 p.m.
 2. **Establishment of Quorum** - Mr. Huseman
A quorum was present with all members in attendance.

Van Huseman, Chairman - PRESENT
Claude "Cal" Jennings, Vice Chair - PRESENT
Charles Wilson, Member - PRESENT
Raymond F. Wetegrove, Member - PRESENT
Rodney J. Hart, Member - PRESENT
Dan Winship, Member - PRESENT
Irma Caballero, Member - PRESENT

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
REGULAR SESSION
January 22, 2013**

3. **PUBLIC COMMENT**

Judge Loyd Neal asked county attorney to prepare information for county commissioners relating to next year's healthcare planning for the hospital district effective October 1, 2013, and whether it would be to our advantage to turn everything into OBAMA Care and see what the cost would be. If the savings is substantial, Commissioners Court will probably do that. He further stated with regards to indigent care, it's better off for the taxpayers of the county to turn all of the indigent into the OBAMA plan, what would prohibit the county/county judge from doing that.

4. **CONSENT AGENDA:**

On motion by Mr. Wilson, seconded by Mr. Jennings, the Board of Managers voted to accept, adopt, authorize(s) and/or ratify the following consent agenda items **A. 1) a & b; 2); B. 1) - 6)** as presented: **MOTION CARRIED.**

A. **BOARD OF MANAGERS:**

1) **Approve minutes of Board of Managers meetings:**

a) **Regular meeting of July 23, 2012:**

Received and approved the minutes of Board of Managers meeting of July 23, 2012; and

b) **Special meetings of August 20, 2012; August 27, 2012; September 17, 2012; October 16, 2012; and December 20, 2012:**

Received and approved the minutes of Board of Managers special meetings of August 20, 2012; August 27, 2012; September 17, 2012; October 16, 2012 and December 20, 2012.

2) Received and accepted listing of vendors as of January 15, 2013 pursuant to provisions of Board of Managers Bylaws, Section 2.1, Paragraph B and Texas Local Government Code, Chapter 176.

B. **FINANCE COMMITTEE:**

1) Received and accepted unaudited financial statements for the months and fiscal year-to-date periods ended July 31, 2012 - November 30, 2012 as presented. Copy of the unaudited financial statements are attached hereto and made a part of these minutes.

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
REGULAR SESSION
January 22, 2013**

- 2) Received and accepted payment information for fiscal year-to-date ended September 30, 2012 and December 31, 2012:
- a) Medical services at Nueces County juvenile detention facility;
 - b) Emergency medical services in unincorporated areas of Nueces County;
 - c) Supplemental funding for Nueces County Mental Health and Mental Retardation Center; and
 - d) Salaries, benefits, and supplies at Corpus Christi/Nueces County Public Health Department.

Copy of summary payment information is attached hereto and made a part of these minutes.

- 3) Received and accepted summary report of intergovernmental transfers relating to the Hospital District's participation in the Texas Health and Human Service Commission's Medicaid Disproportionate Share (DSH), Upper Payment Limit (UPL), and Transformation and Quality Improvement 1115 Waiver (Waiver) Program:
- a) DSH, UPL, and Waiver Program transfers for fiscal year ended September 30, 2012; and
 - b) Waiver Program transfer for fiscal quarter ended December 31, 2012.

Copies of NCHD's DSH/UPL and 1115 Waiver Program Intergovernmental Activity reports are attached hereto and made a part of these minutes.

- 4) Received and accepted investment reports and ratified related investment transactions:
- a) Quarterly Investment Report for fiscal quarter ended September 30, 2012;
 - b) Annual Investment Report for fiscal year ended September 30, 2012; and

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
REGULAR SESSION
January 22, 2013**

- c) No Interim Investment Transactions Report (no transactions) for period of October 1, 2012 - December 31, 2012.

Copies of Quarterly Investment and Annual Investment Reports for fiscal year ended September 30, 2012 are attached hereto and made a part of these minutes.

- 5) Received and accepted summary information relating to medical and hospital care provided to the Nueces Aid population consistent with the Indigent Care Agreement and the CHRISTUS Spohn Health System Corporation Membership Agreement:

- a) Imputed Claims Experience for CY 2012.

Copy of NCHD's Imputed Claims Experience for Calendar Year 2012 as if Adjudicated January 1, 2012 through December 31, 2012 is attached hereto and made a part of these minutes.

- 6) Received and accepted summary information relating to Nueces Aid population utilization for the period of January 1, 2012 - December 31, 2012:

- a) Prescription Program; and
- b) Prescription Program by volume by month.

Copies of NCHD's Imputed CY 2012 Pharmacy Program Net Costs and Nueces Aid Indigent Population Pharmacy by Volume of Rx's by Year are attached hereto and made a part of these minutes.

5. REGULAR AGENDA:

A. FINANCE COMMITTEE:

- 1) **Accept independent auditor's report from Collier, Johnson & Woods, P.C., Certified Public Accountants on Hospital District's financial statements for fiscal year ended September 30, 2012 - ACTION**
Ms. Cook presented the independent auditor's annual financial report for the Nueces County Hospital District's fiscal year ended September 30, 2012. She referenced the Table of Contents beginning with the

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
REGULAR SESSION
January 22, 2013**

Independent Auditor's Annual Report, Management's Discussion and Analysis, and Basic Financial Statements. Highlights are noted in detail in the handout relating to the financial audit.

The Management Discussion and Analysis (MD & A) is prepared by NCHD management as required by GASB 34 as supplemental information of the financial statements. There were no deficiencies noted in the internal controls over financial reporting, and the auditor's report expresses an unqualified opinion.

After presentation of the independent auditor's report, on motion by Mr. Wilson, seconded by Mr. Winship, the Board of Managers accepted the auditor's report from Collier, Johnson & Woods, P.C., Certified Public Accounts for fiscal year ended September 30, 2012 as presented.

MOTION CARRIED.

2) **Receive revenue reports relating to CHRISTUS Spohn Health System Corporation Membership Agreement: - INFORMATION**

- a) Membership Revenue Report for fiscal quarter ended December 31, 2012.

B. **PLANNING COMMITTEE:**

1) **Receive information on the Regional Healthcare Partnership created by the Texas Healthcare Transformation and Quality Improvement Program Medicaid 1115 Waiver organized by the Texas Health and Human Services Commission:**

- a) Receive summary information on Regional Healthcare Partnership, Region 4 Plan submitted to the Texas Health and Human Services Commission on December 31, 2012. **INFORMATION**

2) **Adopt Board of Managers Resolution supporting legislation in 83rd Texas Session relating to use of Hospital District funds for intergovernmental transfers to the Texas Health and Human Services Commission for the non-federal share of Medicaid supplemental, waiver-related, and other similar payments to healthcare providers**

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
REGULAR SESSION
January 22, 2013**

located in or outside of the District and authorize Administrator to pursue adoption of legislation - ACTION

On motion by Mr. Winship, seconded by Mr. Wetegrove, the Board of Managers adopted a resolution supporting legislation relating to the use of Hospital District funds for intergovernmental transfers to the Texas Health and Human Services Commission for the non-federal share of Medicaid supplemental, waiver-related, and other similar payments to health care providers located in or outside of the District; and further authorizes the Administrator to pursue adoption of legislation as presented. **MOTION CARRIED.** Original executed resolution is attached hereto and made a part of these minutes.

C. INDIGENT CARE PROVIDER'S BRIEFING - INFORMATION:

No briefing provided at this time.

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 population consistent with the Indigent Care Agreement and 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.

D. ADMINISTRATOR'S BRIEFING (INFORMATION): Mr. Hipp

- 1) Calendar Year 2013 Board and Committee Meeting Schedule; and
- 2) Next Scheduled Board and Committee Meetings:
 - a) March 26, 2013:
 - (1) Planning Committee at 5:30 PM;
 - (2) Finance Committee at 6:15 PM;
 - (3) Quality Management Committee at 7:00 PM; and

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
REGULAR SESSION
January 22, 2013**

(4) Board of Managers at 7:45 PM.

Mr. Hipp announced the Texas Medical Foundation (TMF) reports will be presented to Quality Management Committee and Board of Managers at the March meetings. Also to be discussed at the March board meeting is the new wireless connection at NCHD relating to committees and board packet information. Paper packets can still be issued to any board member who would like to continue receiving paper/hard copies.

6. CLOSED MEETING:

EXECUTIVE CLOSED SESSION

The Board of Managers entered into executively closed session at approximately 7:40 p.m., to discuss and or deliberate on the following agenda item(s): **6. A. 1**

- A. Consult with Hospital District's attorneys pursuant to Open Meetings Act, Texas Government Code, §551.071:
 - 1) Matters relating to the CHRISTUS Spohn Health System Corporation Membership Agreement and September 2012 Amendment to the Lease Agreement with CHRISTUS Spohn Health System Corporation.

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

The Board of Manager ended its executively closed session at approximately 8:16 p.m., and reopened to public session.

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 relating to matters discussed and or deliberated in closed session.

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
REGULAR SESSION
January 22, 2013**

8. ADJOURN

There being no further business, the meeting adjourned at 8:18 p.m.

PRESIDING OFFICER:

Van Huseman, Chairman
Board of Managers
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