

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

October 16, 2012

The Nueces County Hospital District Board of Managers met in ***SPECIAL SESSION*** in the NCHD Board Room at 555 N. Carancahua, Suite 950-A, Tuesday, October 16, 2012 at 11:30 a.m., Corpus Christi, TX.

HOSPITAL DISTRICT REPRESENTATIVES:

Jonny F. Hipp, Administrator/CEO
Dena B. Bruni, Assistant Administrator, Administrative Services
Donna Littlefield, Director, Accounting and Finance
Wm. DeWitt Alsup, Attorney, Alsup & Alsup Law Firm
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
Frank Brogan, Member, Board of Directors, Christus Spohn Health System
Stephen Johnston, Vice President, Jennings & Company

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1. **Call to Order** - Mr. Huseman, Chairman
The meeting was called to order by Mr. Huseman at 11:37 a.m.
 2. **Establishment of Quorum** - Mr. Huseman
A quorum was present with five members in attendance.

Van Huseman, Chairman - PRESENT
Claude "Cal" Jennings, Vice Chair - PRESENT
Charles Wilson, Member - PRESENT

Rodney J. Hart, Member - PRESENT
Irma Caballero, Member - PRESENT

Dan Winship, Member - **ABSENT**
Raymond F. Wetegrove, Member - **ABSENT**

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Christus Spohn Health System Corporation

3. **Appoint directors to the Christus Spohn Health System Corporation Board of Directors pursuant to the Christus Spohn Health System Corporation Membership Agreement, Section 4.01(b) between Christus Spohn Health System Corporation, Christus Health, and the Hospital District; appoint directors and designate related appointment terms: ACTION**

On motion by Ms. Caballero, seconded by Mr. Jennings, the Board of Managers appointed Tony LaMantia, Richard Bowers and Frank Brogan to the Christus Spohn Health System Corporation Board of Directors pursuant to the Membership Agreement by and between Christus Spohn Health System Corporation, Christus Health and Nueces County Hospital District; with terms dates for each director listed below. **MOTION CARRIED.** Copy of Judge Neal's letter dated September 25, 2012 is attached hereto and made a part of these minutes

- a. Tony LaMantia - appointment term: October 1, 2012 - December 31, 2012;
- b. Richard Bowers - appointment term: October 1, 2012 - December 31, 2013; and
- c. Frank Brogan - appointment term: October 1, 2012 - December 31, 2014.

4. **Ratify agreement relating to designation of the Specified Annual Percentage for the period October 1, 2012 through September 30, 2013 pursuant to Section 7.03(a) of the Christus Spohn Health System Corporation Membership Agreement between Christus Spohn Health System Corporation, Christus Health, and the Hospital District - ACTION**

On motion by Mr. Jennings, seconded by Ms. Caballero, the Board of Managers ratified the agreement relating to designation of the Specified Annual Percentage for the period October 1, 2012 through September 30, 2013 pursuant to the Section 7.03(a) of the Christus Spohn Health System Corporation Membership Agreement by and between Christus Spohn Health System Corporation, Christus Health and Nueces County Hospital District. **MOTION CARRIED.** Copy of executed Christus Spohn Health System Corporation Annual Agreement Regarding Revenue Sharing Allocations (2012-2013) is attached hereto and made a part of these minutes.

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Texas Healthcare Transformation and Quality Improvement Program 1115 Waiver

5. Ratify Indigent Care Affiliation Agreements with certain affiliated hospitals located in the Texas Health and Human Services Commission's ("HHSC") Regional Healthcare Partnership ("RHP") Region 4 to memorialize the District's and hospitals' agreements to collaborate with each other and other RHP members to improve access of indigents to quality health care delivery system, and facilitate the hospitals' participation in the Texas Healthcare Transformation and Quality Improvement Program 1115 Waiver in accordance with HHSC's administrative rules codified at 1 Texas Administrative Code, §355.8201: ACTION

On motion by Mr. Jennings, seconded by Ms. Caballero, the Board of Managers ratified the Indigent Care Affiliation Agreements with affiliated hospitals located within the Texas Health and Human Services Commission's Regional Healthcare Partnership Region 4 to memorialize the District's and hospitals' agreements to collaborate with each other and RHP members to improve access of indigents to quality health care delivery system, and facilitate the hospitals' participation the Texas Healthcare Transformation and Quality Improvement Program 1115 Waiver. **MOTION CARRIED.** Copy of each executed Affiliation Agreement for each of the hospitals listed below are attached hereto and made a part of these minutes.

- a. Bay Area Healthcare Group Ltd. d/b/a Corpus Christi Medical Center;
- b. Christus Spohn Health System Corporation d/b/a:
 - (1) Christus Spohn Hospital Alice;
 - (2) Christus Spohn Hospital Beeville; and
 - (3) Christus Spohn Hospital Kleberg;
- c. Christus Spohn Health System Corporation d/b/a Christus Spohn Hospital Corpus Christi;
- d. Driscoll Children's Hospital; and
- e. Victoria of Texas, LP d/b/a DeTar Healthcare System.

Mr. Eiland stated there are certain certifications that have to be made by the district relating to governmental transfers. In the past, under what had been made certifications would have been prepared and approved at the time of the IGT; but under the new 1115 Waiver HHSC requires certain certifications and basically advocate that you are making a certification on behalf of those entities and that they are in compliance with the new 1115 Waiver.

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6. **Approve certification relating to intergovernmental transfers for use as the non-federal share of supplemental payments to affiliated hospitals under the Texas Health and Human Services Commission administrative rules codified at 1 Texas Administrative Code, §355.8201, and authorize Administrator to execute certifications and related documents: ACTION**

On motion by Mr. Jennings, seconded by Ms. Caballero, the Board of Managers approved certification relating to intergovernmental transfers for use as the non-federal share of supplemental payments of affiliated hospitals under the Texas Health and Human Services Commission's administrative rules codified at 1 Texas Administrative Code, §355.8201; and further authorizes the Administrator to execute certifications and related documents, as needed and noted below. **MOTION CARRIED.** Copy of the Certification of Governmental Entity Participation for Hospital Affiliates Version 2012-1 (09/05/2012) is attached hereto and made a part of these minutes.

- a. Certification of Governmental Entity Participation for Hospital Affiliates; and
- b. Joint Certification of Nueces County Hospital District and Christus Spohn Health System Corporation.

Mr. Hipp reported agenda item 6.b above relating to Joint Certification to Joint Certification of Nueces County Hospital District and Christus Spohn Health System Corporation have not been approved by the state.

7. **Approve Amendment No. 1 to the professional services Letter Agreement with Health Management Associates to expand the scope of services to increase the project amount, and to extend the term for continuing maintenance of the Regional Healthcare Partnership, Region 4 healthcare plan and submission of related annual data as required the Texas Healthcare Transformation and Quality Improvement Program 1115 Waiver organized by the Texas Health and Human Services Commission, and authorize Administrator to execute Amendment - ACTION**

On motion by Mr. Wilson, seconded by Mr. Jennings, the Board of Managers approved Amendment No.1 to the professional services Letter Agreement with Health Management Associates to expand the scope of services to increase the project amount, and to extend the term of continuing maintenance fo the Regional Healthcare Partnership, Region 4 healthcare plan and submission of related annual data as required the Texas Healthcare Transformation and Quality Improvement Program 1115 Waiver organized the Texas Health and Human Services Commission; and further authorizes the Administrator to execute Amendment as presented. **MOTION CARRIED.** Copy of letter from Linda K.

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Wertz, Managing Principal of Health Management Associates and dated June 12, 2012; and Amendment No. 1 are attached hereto and made a part of these minutes.

Ad Valorem Tax Property

8. **Adopt Board of Managers Resolution approving Del Mar College's request for Nueces County Hospital District to convey to Del Mar College its interest in real property, namely Tax Account No. 1772-0000-0020; Lot 2 Copps Subdivision in the City of Corpus Christi, Nueces County, Texas, according to the map or plat thereof, recorded in volume 24, page 51, Map Records of Nueces County, Texas 1502 Tarlton Street, Corpus Christi, Texas - ACTION**

On motion by Mr. Hart, seconded by Mr. Jennings, the Board of Managers adopted a Board of Managers Resolution approving Del Mar College's request for Nueces County Hospital District to convey to Del Mar College its interests in real property, namely Tax Account No. 1772-0000-0020; Lot 2 Copps Subdivision in the City of Corpus Christ, Nueces County, Texas. **Original executed resolution is attached hereto and made a part of these minutes;** and a copy of letter dated April 14, 2011 from Mark Escamilla, Ph.D., President Del Mar College to County Judge Loyd Neal are attached hereto and made a part of these minutes.

Mr. Hipp reported he received a congratulatory letter from HHSC's Kyle L. Janek, M.D. relating to completion of agreement for continuation partnership by and between Christus Spohn Health System Corporation and Nueces County Hospital District.

9. **Adjourn**

There being no further business, the meeting adjourned at 11:54 a.m

PRESIDING OFFICER:

Van Huseman, Chairman
Board of Managers
Nueces County Hospital District

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ATTEST:

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

Wm. DeWitt Alsup, General Counsel
Nueces County Hospital District