

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
REGULAR MEETING
NOVEMBER 14, 2023**

The Nueces County Hospital District Board of Managers met at 12:00 p.m. November 14, 2023, in the NCHD Board Room at 555 N. Carancahua, Suite 950 – A Corpus Christi, Texas.

HOSPITAL DISTRICT REPRESENTATIVES:

| | |
|--------------------------|--------------------------------------|
| Jonny F. Hipp | Administrator/CEO |
| Belinda Espinoza | Asst. Administrator, Admin. Services |
| Donna Littlefield | Director, Accounting & Finance |
| Mary Esther Guerra | Assistant County Attorney |
| John B. Martinez | General Counsel |
| Melissa Quintanilla | Executive Assistant/Human Resources |
| Carmina Hernandez Moreno | Administrative Assistant |

OTHERS PRESENT:

| | |
|-------------------|-------------------------------|
| Jenny Dorsey | Nueces County Attorney |
| R. David McElwain | Meeder Investments |
| Eric Evans | Corpus Christi Medical Center |
| Hilda Dalfonso | Corpus Christi Medical Center |
| Ruben Pedraza | NCMS President |
| Julie Herrick | Nueces County Resident |
| Craig Pedersen | EM Residency |
| Shani Italiya | EM Residency |
| Michael Brodeur | EM Residency |
| Guy Youngblood | EM Residency |
| John Herrick | EM Residency |
| Tyler Adams | EM Residency |
| Katheine Hoffman | EM Residency |
| Ben Lesson | ER Residency |
| Thomas Rogers | ER Residency |
| Marilyn Brodeur | ER Residency (Spouse) |

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Veronica Wilson
Olivia Grett

As follow also present – via Zoom:

| | |
|-----------------|---------------------------|
| Adam Robison | Attorney – via Zoom |
| Lynn Carrasco | Christus Spohn – via Zoom |
| Becky Rios | Christus Spohn – via Zoom |
| Debra Looper | Christus Spohn – via Zoom |
| Craig Desmond | Christus Spohn – via Zoom |
| Shaun Antonio | EM Residency – via Zoom |
| Dr. Tylor Kock | EM Residency – via Zoom |
| Kim Leeson | EM Residency – via Zoom |
| JD Canbron | EM Residency – via Zoom |
| Justin Hacnik | EM Residency – via Zoom |
| Gina Cunningham | - via Zoom |
| Layla Embree | - via Zoom |
| Peter Richman | - via Zoom |
| Kayla Shorten | - via Zoom |
| Leigh Strobe | - via Zoom |
| Griffin | - via Zoom |

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1. WELCOME

2. ROLL CALL OF BOARD OF MANAGERS

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

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

- A. Call to order – Mr. John E. Valls, Chairman.
The meeting was called to order by Mr. Valls at 12:10 p.m.
- B. Establish quorum – Mr. Valls, Chairman.
A quorum was present with six members in attendance.

John E. Valls, MBA, Chairman – PRESENT
Sylvia Tryon Oliver, Member – PRESENT
Belinda Flores, R.N., Member – PRESENT
Judge Mariana Garza, Member – PRESENT @ 12:15 p.m.
Efrain Guerrero, Jr. Member – PRESENT
Arthur Granado, Member – PRESENT
Vishnu V. Reddy, M.D., Vice Chairman – 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.

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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.

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.

**Eric Evans
Craig Pedersen
Shani Italiya
Michael Brodeur
Marilyn Brodeur
Ruben Pedraza**

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 minutes:

1. Regular Meetings of September 26 and October 24, 2023; and
2. Special Meeting of November 3, 2023.

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B. Receive listings of new vendors for September and October 2023; listings provided pursuant to Board of Managers Bylaws, §2.1.B and Texas Local Government Code, Chapter 176.

C. Receive summary payment information on Nueces County health care disbursements for Fiscal Year 2023 year-to-date:

1. Salaries, benefits, supplies, and intergovernmental transfers at/for City of Corpus Christi/Nueces County Public Health District;
2. Emergency medical services provided in unincorporated areas of Nueces County;
3. Supplemental and jail diversion program funding for Nueces Center for Mental Health and Intellectual Disabilities;
4. Medical services provided at County correctional facilities:
 - a. Nueces County Jail; and
 - b. Nueces County Juvenile Detention Center;
5. Funding for alcohol and drug abuse treatment programs:
 - a. Cenikor (Charlie's Place);
 - b. Council on Alcohol and Drug Abuse; and
 - c. Palmer Drug Abuse Program;
6. Funding for diabetes prevention and supporting programs;
7. Public health grants; and
8. Legal and professional fees.

D. Receive summary imputed claims information on medical and hospital care provided to the Nueces Aid Program population consistent with the CHRISTUS Spohn Health System Corporation Amended and Restated Membership Agreement for fiscal year-to-date periods-ended September 30 and October 31, 2023.

E. Receive fiscal year-to-date Specified Annual Percentage-related revenue reports; revenue receipts pursuant to CHRISTUS Spohn Health System Corporation Amended and Restated Membership Agreement, Section 5.03.

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F. Receive monthly statement of escrow amounts deposited and/or withdrawn by CHRISTUS Spohn Health System Corporation; deposits pursuant to and consistent with Schedule 1 to CHRISTUS Spohn Health System Corporation Amended and Restated Membership Agreement; receive statement for months-ended September 30 and October 31, 2023.

G. Receive statement of amounts deposited to and/or withdrawn from Local Provider Participation Fund for fiscal year-to-date; deposits and withdrawals pursuant to Board of Managers Order authorizing participation in a health care provider participation program pursuant to Texas Health and Safety Code, Chapter 298C, as amended.

H. Receive summary report of cumulative estimated provider payments and actual intergovernmental transfers made in support of local and other healthcare providers participating in Medicaid supplemental and directed payment programs sponsored by the Texas Health and Human Services Commission (HHSC):

1. Directed Payment Programs - Medicaid managed care organization payments to healthcare providers that support overall Medicaid program goals and objectives:

- a. Comprehensive Hospital Increase Reimbursement Program (CHIRP);
- b. Network Access Improvement Program (NAIP);
- c. Texas Incentives for Physicians and Professional Services (TIPPS);
- d. Uniform Hospital Rate Increase Program (UHRIP); and

2. Supplemental Payment Programs - HHSC-directed payments made to hospitals for achieving certain goals or to support health care providers that see significant numbers of uninsured or persons without much money:

- a. Disproportionate Share Hospitals (DSH) program;
- b. Graduate Medical Education (GME);
- c. Hospital Uncompensated Care (UC) pool; and

3. Phase-Out Programs:

- a. Delivery System Reform Incentive Payment (DSRIP) pool.

I. Receive reports relating to Nueces Aid Program enrollment for the months-ended September 30 and October 31, 2023:

1. Total Persons and Households Enrolled;
2. Enrollment Summary;
3. Denials;
4. Application Processing Summary; and

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5. Enrollment by Zip Code.

Consent Agenda approved. Motion by Ms. Flores and seconded by Mr. Guerrero. 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. **Finance:**

1. **Financial Statements:**

a. Receive and approve unaudited financial statements for the month and fiscal year-to-date period ended September 30, 2023. (***ACTION***)

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

2. **Investment Report:**

a. Receive Quarterly Investment Report for fiscal quarter-ended September 30, 2023. (***INFORMATION***)

David McElwain from Meeder Investments presented.

B. **Foreign Trade Zones:**

1. Discuss and consider a request from Aransas Terminal Company, LLC (ATC) for a Letter of Non-Objection relating to ATC's intent to establish a wind turbine components-related Foreign Trade Zone on Harbor Island at 118 Hwy. 361, Port Aransas, Texas; consider approval of a related Payment In Lieu of Taxes Agreement between ATC and the Hospital District; and consider related matters. (***ACTION***)

2. Discuss and consider a request from Cimbar Resources Inc. (CR) for a Letter of Support/Non-Objection relating to CR's intent to establish a mineral processing-related Foreign Trade Zone at 322 Manning Road, Corpus Christi, Texas, and related matters. (***ACTION***)

Both Items on 7. (B) 1& 2, table by Mr. Valls.

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**Motion by Mr. Granado and seconded by Judge Garza.
MOTION CARRIED.**

C. Board of Managers Business:

1. Discuss and consider rescinding or modifying the October 24, 2023 Board of Managers action related to nominations for consideration of appointment to the CHRISTUS Spohn Health System Corporation's Board of Directors; appointments by Hospital District pursuant to Article III, Section 3.01(b) of the CHRISTUS Spohn Health System Corporation Amended and Restated Membership Agreement. (*ACTION*)

**Motion to rescind by Mr. Granado and seconded by
Judge Garza. MOTION CARRIED.**

D. FEMA COVID-19 Pandemic Cost Recovery Application:

1. Receive update on the matter of Arbitration Agreement between the Federal Emergency Management Agency ("FEMA"), Texas Division of Emergency Management, and Nueces County Hospital District relating to Hospital District's arbitration request before the United States Civilian Board of Contract Appeals ("CBCA") in the matter identified as CBCA 7792-FEMA, In the Matter of Nueces County Hospital District. (*INFORMATION*)

E. 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. Execution of Personal Services Agreement with Patricia A. Shipton for legislative consulting services during the Texas Legislature's Special Sessions. (*ACTION*)

b. Execution of Personal Services Agreement with Joel J. Romo for legislative consulting services during the 88th Texas Legislature's Special Sessions. (*ACTION*)

**Motion by Mr. Granado and seconded by Ms. Oliver on
Item 7. E. (a) & (b) MOTION CARRIED.**

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8. ADMINISTRATOR'S BRIEFING:

A. Next scheduled Board of Managers regular meeting (meeting date, time, and location are subject to change):

1. Board of Managers: Tuesday, December 12, 2023, 12 Noon in NCHD Board of Managers Meeting Room at 555 North Carancahua Street, Room 950-A, Corpus Christi, Texas 78401. (**INFORMATION**)

9. **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 relating to nominations for consideration of appointment to the CHRISTUS Spohn Health System Corporation's Board of Directors.

10. **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.

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

No Action taken.

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11. ADJOURN

**Mr. Valls called to adjourn. Motion by Mr. Granado
and seconded by Mr. Guerrero. Meeting adjourned at 1:17 p.m.**

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PRESIDING OFFICERS:

John E. Valls, MBA, Chairman

ATTEST:

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