

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
REGULAR SPECIAL MEETING
AUGUST 31, 2021**

The Nueces County Hospital District Board of Managers met at 10:00 a.m., Tuesday, August 31, 2021 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
Mary Esther Guerra	Assistant County Attorney – via Zoom
Melissa Quintanilla	Executive Assistant/Human Resources
Carmina Hernandez Moreno	Administrative Assistant

OTHERS PRESENT:

Dr. Xavier Gonzales	Director of Mental Health
Deanna Michelle King	Asst. to NC Comm. Roberto G. Hernandez
Francisco Zamora	NC Chief of Admin. Services
Becky Rios	Christus Spohn – via Zoom
Maggie Turner	Asst. to Judge Canales – via Zoom
Chris Nicosia	CCMC - via Zoom
Belinda Hinojosa – Persohn	Nueces County Atty. – via Zoom
Ankit Sanghavi	Texas Health Institute – via Zoom
Adam Robison	Attorney – via Zoom
Joe A. Gonzalez	Nueces County Commissioner – via Zoom
Jared Konczal	Gjerset & Lorenz LLP - via Zoom
Barbara Canales	Nueces County Judge – via Zoom
C. Sande	- via Zoom
Danielle Robinson	- via Zoom

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1. WELCOME

2. ROLL CALL OF BOARD OF MANAGERS

- Daniel W. Dain, Chairman
- Sylvia Tryon Oliver, Vice-Chairman
- Belinda Flores, RN
- Vishnu V. Reddy, M.D.
- John E. Valls, M.B.A.
- Mariana Garza, J.D.
- Efrain Guerrero, Jr.

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

- A. Call to order – Ms. Sylvia Tryon Oliver, Vice Chairman.
The meeting was called to order by Ms. Oliver at 10:20 a.m.
- B. Establish quorum – Ms. Oliver
A quorum was present with six members in attendance.

Sylvia Tryon Oliver, Vice-Chairman – PRESENT
Belinda Flores, RN, Member, - PRESENT
Vishnu V. Reddy, M.D., Member – PRESENT – via Zoom
John E. Valls, M.B.A., Member – PRESENT
Mariana Garza, J.D., Member – PRESENT
Efrain Guerrero, Jr., Member – PRESENT
Daniel W. Dain, 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. **WORKSHOP SESSION** - Workshop Session is an open meeting for the limited purposes of information gathering and discussion between the Board of Managers and staff on the Workshop's listed agenda item(s) without taking action on the listed item(s) during

the Workshop. Public comment will not be accepted during the Workshop Session.

A. Fiscal Year 2022 Budget (October 1, 2021 - September 30, 2022) and related matters.

B. Fund balance projections for Fiscal Years 2022 - 2028.

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.

**Judge Barbara Canales – via Zoom
Comm. Joe A. Gonzalez – via Zoom
Deanna Michelle King**

6. **REGULAR AGENDA** - The Regular Agenda consists of those agenda items which are non-routine, not administrative in nature, or otherwise in need of separate attention. Each Regular Agenda item will be voted upon separately if action is required:

A. Fiscal Year 2022 Budget:

1. Adopt Board of Managers Resolution committing an amount of the September 30, 2021 fiscal year-end General Fund balance to the subsequent fiscal year for unpaid intergovernmental transfers relating to Demonstration Year No. 10 of the Texas Healthcare Transformation and Quality Improvement Program Section 1115 Waiver (Uncompensated Care and Delivery System Reform Incentive Payment Programs) and other supplemental and directed payment programs sponsored by the Texas Health and Human Services Commission. (**ACTION**)

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**Motion by Mr. Valls and seconded by Ms. Flores.
MOTION CARRIED.**

2. Adopt Board of Managers Resolution relating to approval of the Member Revenue Allocation Percentage for the period October 1, 2021 - September 30, 2022 pursuant to Section 5.03(a) of the Amended and Restated CHRISTUS Spohn Health System Corporation Membership Agreement. (***ACTION***)

**Motion by Mr. Valls and seconded by Ms. Garza.
MOTION CARRIED.**

Noted per Mr. Hipp, for the record Mr. Valls and Ms. Flores stepped out at 12:09 p.m due to conflict of interest.

Mr. Dain not present to vote, was also noted for the record.

3. Adopt Board of Managers Resolutions relating to approval of the Fiscal Year 2022 Annual Budget covering the period October 1, 2021 - September 30, 2022 (“Annual Budget”):

- a. Resolutions incorporating funding in the Annual Budget for:
 1. Nueces Center for Mental Health and Intellectual Disabilities; and
 2. Nueces County-related healthcare expenditures; and

- b. Resolution approving Annual Budget, approval pursuant to Texas Health and Safety Code, §281.091(b); Annual Budget includes:
 1. General Fund;
 2. Tobacco Fund;
 3. Indigent Care Fund; and
 4. Capital Budget. (***ACTION***)

**Motion by Dr. Reddy and seconded by Ms. Garza.
MOTION CARRIED.
Revised budget information attached hereto.**

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**Noted per Mr. Hipp, for the record Mariana Garza stepped out at 12:13 p.m. and continued attending through telephone conference.
Also for the record Mr. Hipp announced Mr. Valls and Ms. Flores back to the meeting at 12:14 p.m.**

B. Network Access Improvement Program:

1. Approve Medicaid Network Access Improvement Program Intergovernmental Transfer Responsibility Contract with Texas Health and Human Services Commission for the term September 1, 2021 - August 31, 2022 and authorize Administrator to execute the Contract. (***ACTION***)

**Motion by Mr. Valls and seconded by Ms. Flores.
MOTION CARRIED.**

C. Administrator's Actions:

1. Ratify Administrator's action(s) performed as part of his duties directing the affairs of the District and/or as required by the Board of Managers; duties established pursuant to Texas Health and Safety Code, §281.026(e):
 - a. Ratify execution of Grant Agreement with Amistad Community Health Center providing support for COVID-19 diagnostic testing and other health services for residents of the Hospital District during the period September 1, 2021 - August 31, 2022; and
 - b. Ratify execution of Grant Agreement with Coastal Bend Wellness Foundation providing support for COVID-19 diagnostic testing and other health services for residents of the Hospital District during the period September 1, 2021 - August 31, 2022. (***ACTION***)

**Motion by Mr. Valls and seconded by Mr. Guerrero
MOTION CARRIED.**

D. Other Business:

1. Adopt Calendar Year 2022 Board of Managers meeting dates and times. (***ACTION***)

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**Motion by Mr. Valls and seconded by Mr. Guerrero.
MOTION CARRIED.**

2. Receive supporting documentation relating to Administrator's achievement of Employment Agreement-related performance goals during fiscal year-ended September 30, 2020 and approve related payment. (*ACTION*)

**Motion by Mr. Valls and seconded by Ms. Flores.
MOTION CARRIED.**

7. **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 and the Board specifically expects to go into a closed session(s) on the matters listed below pursuant to the Act, §551.071 (Consultations with Attorney). 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, 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:

A. Consult with attorneys on matters relating to litigation against opioid drug manufacturers, 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 Deceptive Trade Practices Act, fraud, unjust enrichment, negligence, violations of the federal Controlled Substances Act, civil conspiracy and any other related causes of action, and related matters.

B. Consult with attorneys on matters relating to litigation against drug manufacturers and others for conspiring to fix prices, committing fraud, and illegally raising the price of insulin.

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C. Consult with attorneys on matters related to Hospital District-owned real property.

D. Consult with attorneys on matters relating to Amended and Restated Membership Agreement between the Hospital District and CHRISTUS Spohn Health System Corporation.

8. **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.

9. Consider final action, decision, or vote on matters considered in the Closed Meeting. (***ACTION AS NEEDED***)

No action taken.

10. **ADJOURN**

**Motion to adjourn by Ms. Oliver. Motion by
Mr. Valls and seconded by Ms. Flores.
Meeting adjourned at 12:25 p.m.**

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PRESIDING OFFICER

Sylvia Tryon Oliver, Vice-Chairman

ATTEST:

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

Wm Dewitt Alsup, General Counsel
Nueces County Hospital District