

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
SPECIAL MEETING
AUGUST 29, 2022**

The Nueces County Hospital District Board of Managers met at 10:00 a.m., Monday, August 29, 2022 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
Mary Esther Guerra	Assistant County Attorney
Melissa Quintanilla	Executive Assistant/Human Resources
Carmina Hernandez Moreno	Administrative Assistant

OTHERS PRESENT:

Dr. Xavier Gonzales	Director of Mental Health
Mike Davis	MHID
Mark Hendrix	MHID
Rebecca Rios	Christus Spohn Hospital – via Zoom

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1. WELCOME

2. ROLL CALL OF BOARD OF MANAGERS

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

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**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 10:06 a.m.

B. Establish quorum – Ms. Oliver
A quorum was present with five members in attendance.

Sylvia Tryon Oliver, Vice – Chairman – PRESENT
Belinda Flores, R.N., Member – PRESENT
Vishnu V. Reddy, M.D., Member – PRESENT @ 10:12 a.m.
John E. Valls, M.B.A., Member – PRESENT
Efrain Guerrero Jr., Member – PRESENT
Mariana Garza, J.D., Member – 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.

4. **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.

No one to speak in Public Comment

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5. **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. Funds Commitment to Subsequent Fiscal Year:

1. Adopt Board of Managers Resolution committing an amount of the September 30, 2022 fiscal year-end General Fund balance to the subsequent fiscal year for payment of obligated, but not yet requested intergovernmental transfers relating to supplemental payment programs operated by the Texas Health and Human Services Commission during Fiscal Year 2022. (*ACTION*)

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

B. Membership Revenue Allocation:

1. Adopt Board of Managers Resolution relating to approval of the Member Revenue Allocation Percentage for the period October 1, 2022 - September 30, 2023 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 Mr. Guerrero.
MOTION CARRIED.**

C. Fiscal Year 2023 Budget:

1. Adopt Board of Managers Resolutions incorporating funding into the Fiscal Year 2023 Annual Budget (October 1, 2022 - September 30, 2023) for:
a. Nueces County-related healthcare services expenditures; and
b. Nueces Center for Mental Health and Intellectual Disabilities matching funds. (*ACTION*)

**Motion by Mr. Guerrero and seconded by Dr. Reddy.
MOTION CARRIED.**

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2. Adopt Board of Managers Resolution approving Fiscal Year 2023 Annual Budget (October 1, 2022 - September 30, 2023), approval pursuant to Texas Health and Safety Code, §281.091(b); Annual Budget includes:
 - a. General Fund;
 - b. Tobacco Fund;
 - c. Indigent Care Fund; and
 - d. Capital Budget. (*ACTION*)

Mr. Valls abstained from voting, stated has a conflict and can't vote.

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

**Dr. Reddy stepped out of the meeting at 10:39 a.m.
Meeting still in order with a quorum of four members.
Dr. Reddy reentered the meeting at 10:47 a.m.**

D. Calendar Year 2023 Meeting Schedule:

1. Adopt Calendar Year 2023 Board of Managers meeting dates and times.
(*ACTION*)

**Motion by Mr. Valls and seconded by Dr. Reddy.
MOTION CARRIED.**

6. 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 and §551.074. 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:

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A. Consult with attorneys on matters relating to the Administrator's Employment Agreement for the period October 1, 2022 - September 30, 2026.

Ms. Oliver called for Close Session at 11:01 a.m.

7. **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.

Ms. Oliver called for Open Session at 11:38 a.m.

8. Consider final action, decision, or vote on matters considered in the Closed Meeting:

A. Approve Administrator's Employment Agreement for the period October 1, 2022 - September 30, 2026 and authorize Board Vice-Chairman to execute Agreement. (***ACTION***)

**Motion by Mr. Valls to approve agreement for the period October 1, 2022 – September 30, 2026 as presented and authorize Vice-Chairman to execute agreement.
Seconded by Mr. Guerrero.
MOTION CARRIED.**

B. Other action(s) as needed.

None taken.

9. **ADJOURN**

**Motion to adjourn by Ms. Oliver.
Motion by Ms. Flores and seconded by Dr. Reddy.
Meeting adjourned at 11:39 a.m.**

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PRESIDING OFFICER

Sylvia Tryon Oliver, Vice – Chairman

ATTEST:

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

ABSENT

Wm Dewitt Alsup, General Counsel
Nueces County Hospital District