

**Wilson County Memorial Hospital District dba
Connally Memorial Medical Center
District Board Meeting Minutes
March 18, 2021**

Present Tom Miller, Board President
Allison Lamberth
Marcelo Laijas *
Larry Richardson
Jeff Jordan

Absent Justin Cook
Sam Carter
James Rethaber

Also Present Bob Gillespie, CEO
Kyle Klein, CFO
Brandon McDowell, COO
Gary Williams, CNO
Karl Hittle, Endeavor
Curtis Rojas, Endeavor *
Dr. Len Profenna *
Barbara Meza, Accounting Director *
Katelyn Hogg, MA *
WCN
Kimberly Jones, EA

* via video conference

Call Meeting to Order

Mr. Tom Miller- Board President called the meeting to order at 6:06 p.m.

Pledge of Allegiance / Texas Pledge / Reflection

Roll Call of Board

The Board President called the roll of the Board and a quorum was present.

Approval of the Board Meeting Minutes – February 18, 2021

Mr. Miller presented the February 18, 2021 Board Meeting Minutes for approval.

Action Taken

Motion made by Larry Richardson and seconded by Jeff Jordan to approve the February 18, 2021 Board Meeting minutes as presented. Motion Carried.

Citizen Input – none

Review, consider and take action regarding Finance Committee Items:

FY 2020 Audit Report- Durbin and Company

Mr. Kyle Klein introduced Andrew Castillo of Durbin and Company. He reviewed the 2020 fiscal year audit report results and general information with the Board. Mr. Castillo stated the auditor's opinion and stated the report is a clean opinion, meaning the audit found the financial reports to be in compliance with general accepted accounting principles. He discussed the various audit adjustments in detail and highlighted various results of the 2020 Audit Report. Board Discussion was held throughout the audit report.

Action Taken

Motion made by Allison Lamberth and seconded by Larry Richardson to approve the FY 2020 Audit Report as Presented. Motion Carried.

February Summary and Financial Analysis

Mr. Kyle Klein, CFO, presented the financial information for the month of February. The Board held discussion and questions regarding the information provided in the Summary and Financial Analysis.

Action Taken

Motion made by Allison Lamberth and seconded by Jeff Jordan to approve the February Summary and Financial Analysis as presented. Motion Carried.

MOB Loan Payoff

Mr. Kyle Klein reviewed the Medical Office Building Bond Payoff Analysis. Board Discussion Ensued.

Action Taken

The Board of Directors Tabled MOB Loan Payoff for a later date.

Endeavor Performance Fee for FY 2020

Mr. Karl Hittle reviewed the performance fee terms of the agreement with Endeavor Healthcare and explained to the Board that in FY2020 the performance fee was earned by exceeding budget targets as confirmed by the audit. Mr. Hittle asked the Board FY2020 Performance Fee of \$340,000 based on the Management Agreement.

Action Taken

A motion made by Allison Lamberth and seconded by Larry Richardson to approve the Endeavor Performance Fee of \$340,000 for FY 2020 as presented. Motion Carried.

Agreement with Leonardo Profenna, MD- Wound Care

Mr. Gillespie reviewed the Agreement for Leonardo Profenna, MD with the Board. Board discussion ensued.

Action Taken

A motion made by Jeff Jordan and seconded by Allison Lamberth to approve the Physician Agreement for Dr. Profenna as presented. Motion Carried.

Agreement with Mosaab Hasan, MD- Gastroenterology

Mr. Gillespie reviewed the Agreement for Mosaab Hasan, MD with the Board. Board discussion ensued.

Action Taken

A motion made by Larry Richardson and seconded by Jeff Jordan to approve the Physician Agreement for Dr. Profenna as presented. Motion Carried.

Vocera Badge Communications Service Agreement – Brandon McDowell

Mr. Brandon McDowell requested approval from the Board to purchase the yearly service agreement for Vocera badge communications. Vocera Badges are wearable technology for communications between departments. Board discussion ensued.

Action Taken

A motion made by Allison Lamberth and seconded by Jeff Jordan to approve the purchase the yearly Service Agreement for the Vocera Badges for \$13,000 as presented. Motion Carried.

MVP (Maintenance Value Plan) – Brandon McDowell

Mr. Brandon McDowell requested approval from the Board to purchase the yearly service agreement for the MVP (Maintenance Value Plan) for \$48,000. This Maintenance Value Plan will consolidate multiple vendor service contracts into one managed contract. Customized for vendors and equipment we want included using a self insured approach for preventative maintenance or maintenance needs.

Action Taken

A motion made by Allison Lamberth and seconded by Larry Richardson to approve the purchase the yearly Service Agreement for the MVP (Maintenance Value Plan) for \$48,000 as presented. Motion Carried.

Annual /Quarterly/Month Board Reports

Annual Home Health Report

Mr. Bob Gillespie asked for approval of the Annual Home Health Report that Mrs. Caitlyn Thayer presented at February's Board Meeting.
Board Discussion ensued.

Action Taken

A motion made by Larry Richardson and seconded by Allison Lamberth to approve the Annual Home Health Report as presented. Motion Carried.

Quarterly Investment Report – Kyle Klein

Mr. Kyle Klein reviewed our current investment accounts. Board Discussion ensued.

CEO Report – Bob Gillespie

Mr. Bob Gillespie reviewed the following updates:

- *COVID-19 Stats Update
- *PPE Update
- *State Nurses
- *Surgical Services
- *Vaccination Update
- *Personnel Committee
- *Strategic Planning Committee

Discussion ensued with the Board Members on the items above.

Executive Session

The Board President called for Closed Session.

The Board Members convened into Closed Session at 7:41 pm on 3/18/2021.

Reconvene to Open Session

The Board President called for Open Session.

The Board Members convened into Open Session at 8:16 pm on 3/18/2021.

Section Texas 551.072 Deliberations Regarding Property
No Action Taken

Section Texas 551.085 Deliberation of Governing Board of Certain Providers of Health Care Services.
No Action Taken

With no further business, the meeting adjourned.



Marcelo Laijas, Board Secretary