

**Wilson County Memorial Hospital District dba
Connally Memorial Medical Center
District Board Meeting Minutes
March 17, 2022**

Present Tom Miller, Board President
Allison Lamberth
Larry Richardson
Don Finley
Bonna Reed
Nick Janysek

Absent Marcelo Laijas
Justin Cook

Also Present Bob Gillespie, CEO
Kyle Klein, CFO
Gary Williams, CNO
Karl Hittle, Endeavor
Curtis Rojas, Endeavor
Barbara Meza, Accounting Director
Andrew Castillo, Durbin and Company
Bryan Williams, Durbin and Company
Katelyn Hogg, Marketing Associate
WCN Representative
Kimberly Jones, Executive Assistant

Call Meeting to Order

Mr. Tom Miller - Board President called the meeting to order at 6:00 p.m.

Pledge of Allegiance / Texas Pledge / Reflection

Roll Call of Board

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

Approval of the Board Meeting Minutes – February 17, 2022

Mr. Miller presented the February 17, 2022 Board Meeting Minutes for approval.

Action Taken

Motion made by Allison Lamberth and seconded by Larry Richardson to approve the February 17, 2022 Board Meeting minutes as presented. Motion carried.

Citizen Update – None

**Review, consider and take action regarding any of the following issues:
Board of Director Business**

Order of Elections: Acceptance of the Certification of Unopposed Candidates of the May 7, 2022 regular election.

Action Taken

Motion made by Larry Richardson and seconded by Allison Lamberth to approve the Order of Cancellation for the May 7, 2022 regular election. Motion Carried.

Approval of the Order of Cancellation for the May 7, 2022 regular election.**Action Taken**

Motion made by Bonna Reed and seconded by Nick Janysek approve the Order of Cancellation for the May 7, 2022 regular election. Motion Carried.

Appoint 2 Board Members to meet for the Canvass results of the May 7, 2022 regular election, at Connally Memorial Medical Center- Large Conference Room.

Board Members Larry Richardson and Tom Miller volunteered and were appointed to attend the canvass results meeting and will meet **Tuesday May 10th, 2022 at 6:00 pm.**

Review, consider and take action regarding any of the following items:**Healthcare Insurance Renewal Update**

Mr. Kyle Klein reviewed the Annual Employee Health Insurance Stop Loss Carrier options and recommended going with US Fire Option 1, as our Stop Loss Carrier. Board discussion ensued.

Action Taken

Motion made by Allison Lamberth and seconded by Nick Janysek to precede with moving forward with US Fire Option 1 as our Stop Loss Carrier. Motion Carried.

Review, consider and take action regarding Finance Committee Items:**FY 2021 Audit Report- Durbin and Company**

Mr. Andrew Castillo of Durbin and Company reviewed the 2021 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 2021 Audit Report. Board Discussion was held throughout the audit report.

Action Taken

Motion made by Allison Lamberth and seconded by Bonna Reed to approve the FY 2021 Audit Report as Presented. Motion Carried.

Endeavor Performance Fee for FY 2021

Mr. Karl Hittle reviewed the performance fee terms of the agreement with Endeavor Healthcare and explained to the Board that in FY2021 the performance fee was earned by exceeding budget targets as confirmed by the audit. Mr. Hittle asked the Board FY2021 Performance Fee of \$340,000 based on the Management Agreement.

Action Taken

A motion made by Allison Lamberth and seconded by Don Finley to approve the Endeavor Performance Fee of \$340,000 for FY 2021 as presented. Motion Carried.

February Summary and Financial Analysis

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

Action Taken

Motion made by Allison Lamberth and seconded by Don Finley to approve the February Summary and Financial Analysis as presented. Motion carried.

Countywide Opioid Settlement

Mr. Bob Gillespie reviewed the Countywide Opioid Settlement and discussed that Texas is coming together to participate as a whole rather than individually.

This would entail the following:

-Phipps Ortiz Talafuse PLLC – Counsel for Wilson County Memorial Hospital District and Wilson County

- Participation Form and Release

 - Governmental Entity

 - Texas Settlement Agreement dated February 7, 2022

 - Monetary payments would be applicable after the Effective Date: July 1, 2022

 - Future Programs

 - Treatments

- Texas Subdivision and Special District Election and Release Form

 - Release of All Pending Cases

- Texas Subdivision Election and Release Form

 - Bound by all Agreements set forth by the State

 - Release Janssen or a Release entity concurrently

-Consulted Counsel

-Signed Agreements with the added stipulation

“I have all necessary power and authorization to execute this Texas Participation Form on behalf of the Governmental Entity, subject to final board approval.”

Action Taken

A motion made by Allison Lamberth and seconded by Bonna Reed to approve moving forward with the Participation Form, Texas Subdivision and Special District Election and Release Form and Texas Subdivision Election and Release Form. Motion Carried.

Agreement with Cynthia Gonzalez, MD – Family Practice

Mr. Gillespie reviewed the new Agreement for Dr. Cynthia Gonzalez with the Board. Board discussion ensued.

Action Taken

A motion made by Allison Lamberth and seconded by Don Finley to approve the new Physician Agreement for Dr. Gonzalez as presented. Motion Carried.

DePuy Ortho Screw Set

Mr. Bob Gillespie requested \$18,000, to purchase the ortho hardware removal set for Dr. Krause's surgery cases. The new set also includes a variety of removal options for hard to extract hardware. Board discussion ensued.

Action Taken

Motion made by Allison Lamberth and seconded by Bonna Reed to approve the purchase of the DePuy Ortho Screw Set as presented. Motion carried.

Ascom Nurse Call System

Mr. Bob Gillespie requested the purchase of Ascom Nurse Call System for \$210,000. This system will replace end of life nurse call systems. Will include 64-bed and procedure room replacement with pull strings, assist and code blue notifications. New analytics and operations dashboard for real time alerts. Breakaway connectors to protect wall boxes from damage when the bed is removed. Board discussion ensued.

Action Taken

Motion made by Allison Lamberth and seconded by Nick Janysek to approve the purchase of the Ascom Nurse Call System as presented. Motion carried.

Mr. Bob Gillespie reviewed upcoming Capital requests to include:

- April
 - HVAC Project
 - Meditech Hosting Agreement
- May
 - Surgery Floor Replacement
 - C-Arm Equipment Proposal
- June
 - Parking Lot Proposal
- To Be Determined – December Installation
 - CT Analyzer with Angiogram Capabilities

CEO Report – Bob Gillespie

Bob Gillespie reviewed the following updates:

- Covid Update
 - RMOC Staff – 1 ICU RN
 - 0 Covid Patients on Floor
 - 0 Staff Out
 - No Mortalities due to Covid during this wave
- Met with
 - Floresville EDC and La Vernia EDC
 - Physician Recruitment
 - Support Staff Needs
- State Representation – Mr. Guillen
 - Discussed amendments to our charter
 - By-Laws
 - Purchasing Process
- Alamo College
 - Medical Assistant
 - Phlebotomy
 - Certified Nursing Assistant
- Monday, March 21st – Deadline Vaccine Mandate
 - Ministerial Alliance

- Religious Exemption
- Physician Committee
 - Medical Exemption
- Pain Management
- “Tea for the Soul” with Chaplain Birdie
- “Canine Therapy” with ESD#2 and ESD#4
- Consolata Golf Tournament
 - Supporters

Discussion ensued with the Board Members on the items above.

Executive Session

The Board President called for a Closed Session.

The Board Members convened into Closed Session at 6:56 pm on 03/17/2022.

Reconvene to Open Session

The Board President called for an Open Session.

The Board Members convened into Open Session at 7:14 pm on 03/17/2022.

Section Texas 161.032 Medical & Safety Code

Medical Staff Credentials

Action Taken

Motion made by Larry Richardson and seconded by Bonna Reed to approve the Medical Staff Credentials as presented. Motion carried.

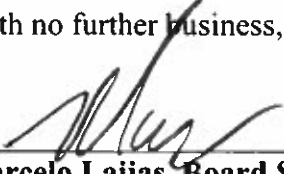
Section Texas 551.072 Deliberations Regarding Property

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

