

**Wilson County Memorial Hospital District dba
Connally Memorial Medical Center
District Board Meeting Minutes
March 26, 2024**

Present Allison Lamberth, Board President
Marcelo Laijas
Larry Richardson
Justin Cook
Don Finley
Steve Browning
Nick Janysek
Randy Bruett

Absent

Also Present Bob Gillespie, CEO
Kyle Klein, CFO
Brandon McDowell, COO
Gary Williams, CNO
Karl Hittle, Endeavor
Curtis Rojas, Endeavor
Andrew Castillo, D and Co.
Barbara Meza, Accounting Director
Stefanie Anderson, Accounting
Katelyn Hogg, Marketing Associate
Paublina Marquez, Marketing Associate
Kimberly Jones, Executive Assistant

Call Meeting to Order

Mrs. Allison Lamberth - Board President called the meeting to order at 5:30 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 15, 2024

Mrs. Lamberth presented the February 15, 2024 Board Meeting Minutes for approval.

Action Taken

Motion made by Larry Richardson and seconded by Steve Browning to approve the February 15, 2024 Board Meeting Minutes as presented. Motion Carried.

Citizen Input – 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 4, 2024 regular election.

Action Taken

Motion made by Justin Cook and seconded by Marcelo Laijas to accept the Certification of Unopposed Candidates for the May 4, 2024 regular election. Motion Carried.

Approval of the Order of Cancellation for the May 4, 2024 regular election.**Action Taken**

Motion made by Marcelo Laijas and seconded by Don Finley to approve the Order of Cancellation for the May 4, 2024 regular election. Motion Carried.

Appoint two (2) Board Members to meet to canvass results of the May 4, 2024 regular election, at Connally Memorial Medical Center- Admin Conference Room.

Board Members Justin Cook and Nick Janysek volunteered and were appointed to attend the canvass results meeting and will meet **Wednesday May 8, 2024 at 1:00 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 the Stop Loss Carrier. Board discussion ensued.

Action Taken

Motion made by Larry Richardson and seconded by Nick Janysek to precede with moving forward with US Fire Option 1 as presented for the Stop Loss Carrier. Motion Carried.

Review, consider and take action regarding Finance Committee Items:**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 Marcelo Laijas and seconded by Justin Cook to approve the February Summary and Financial Analysis as presented. Motion carried.

FY 2023 Audit Report- Durbin and Company

Mr. Andrew Castillo of D and Co. reviewed the 2023 fiscal year audit report results and general information with the Board. Mr. Castillo stated the auditor's opinion 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 2023 Audit Report. Board Discussion was held throughout the audit report.

Action Taken

Motion made by Marcelo Laijas and seconded by Don Finley to approve the FY 2023 Audit Report as Presented. Motion Carried.

Endeavor Performance Fee for FY 2023

Mr. Karl Hittle reviewed the performance fee terms of the agreement with Endeavor Healthcare and explained to the Board that in FY2023 the performance fee was earned by exceeding budget targets as confirmed by the audit. Mr. Hittle asked the Board FY2022 Performance Fee of \$340,000 be paid to Endeavor Healthcare based on the Management Agreement.

Action Taken

A motion made by Marcelo Laijas and seconded by Randy Bruett to approve the Endeavor Performance Fee of \$340,000 for FY 2023 as presented. Motion Carried.

Property Insurance Renewals- Kyle Klein

Mr. Kyle Klein reviewed the proposed Property Insurance Renewals for \$193,851, which increased 31.9 percent from last year. Discussion ensued by the Board.

Action Taken

Motion made by Marcelo Laijas and seconded by Steve Browning to approve moving forward with the property insurance renewals as presented. Motion Carried

Texas A&M Rural Health Institute

Mr. Brandon McDowell requested \$22,000, to renew the 2-year agreement with Texas A&M Rural Healthcare Institute. This Service will assist by offering a Peer Review Board, as well as providing Benchmarking data, CME Credits and reporting. Board discussion ensued.

Action Taken

Motion made by Marcelo Laijas and seconded by Justin Cook to approve the 2 year Agreement with Texas A&M Rural Health Institute for Peer Review Services as presented. Motion carried.

Olympus Lease Agreement

Mr. Brandon McDowell requested \$115,000, for a 2-year agreement with Olympus. This equipment lease agreement for GI equipment is based on total amount of procedure volume and covers 11 pieces of equipment; scopes, pumps and video monitor. Board discussion ensued.

Action Taken

Motion made by Marcelo Laijas and seconded by Don Finley to approve the 2-year equipment lease agreement with Olympus as presented. Motion carried.

Agreement Devraj Nayak, M.D., Cardiology – Chief Medical Officer

Mr. Gillespie reviewed with the Board the amended agreement for Dr. Nayak to oversee Radiologist Assistant in addition to his current responsibilities. Board discussion ensued.

Action Taken

A motion made by Marcelo Laijas seconded by Randy Bruett to approve the amended Physician Agreement with Dr. Devraj Nayak as presented. Motion Carried.

Monthly /Annual/ Monthly Reports**Quality Assurance Performance Improvement Plan 2024****Annual QAPI Plan– Valerie Vick**

Mr. Gary Williams presented Annual QAPI Plan for 2024 to the Board. Mr. Gary Williams commented that not much had changed since last year, other than changing the CMO from Dr. Profenna to Dr. Devraj Nayak removing hyperbaric and wound care from the plan. Discussion ensued by the Board.

Action Taken

A motion made by Justin Cook and seconded by Randy Bruett to approve the Annual QAPI Plan for 2024 as presented. Motion Carried.

Annual Infection Control Plan – Sue Tackitt

Mr. Gary Williams presented the Infection Control Plan for 2024 to the Board. Mr. Williams commented that there were no major modifications from last year's plan, other than some wording variations.

Action Taken

A motion made by Don Finley and seconded by Larry Richardson to approve the Annual Infection Control Plan for 2024 as presented. Motion Carried.

Quarterly Marketing Report – Katelyn Hogg

Mrs. Hogg reviewed the following:

- Groundbreaking event – Friday, April 5th
- Thomas Wilson, MD, ENT
- Eric Miller, MD, Pain Management
- Michelle Torres, NP, Cardiology
- Consolata Golf Tournament, Saturday, April 6th

Investment Report Update- Kyle Klein

Mr. Kyle Klein updated the Board on what the cash needs would be for the remainder of the year. The Board of Directors agreed with Mr. Klein's recommendation to increase the investment amount in secured Certificates of Deposit by \$2 Million. Board Discussion Ensued.

CEO Report – Bob Gillespie

Mr. Gillespie reviewed the following with the Board of Directors:

- Business Office
 - Clearing House – Clinic
 - Changing Clearing House
- Contract Negotiations with Payors
 - Upcoming Meetings
- Quality Department
 - 5 Star Measures
 - Partnering THA
- Phishing Incident
 - Home Health
 - Annual Report in April
 - Beginning the Process of evaluating Hospice Care
 - Physician Visits
 - April 8th – Urology Candidate
 - April 12th – Ortho Candidate
 - April 19th – Urology Candidate
 - June 21st – Primary Care Candidate
 - July – TBD – Ortho Candidate
- Building Update
 - April 3rd
 - Attending the City of Floresville Planning and Zoning Meeting
 - Preliminary Plat Approved
 - Approval for Site Permit
 - April 11th
 - Attending City of Floresville City Council Meeting
 - Preliminary Plat has been approved
 - Approval for Site Permit
 - April 15th

- Foundation
- Prayers
 - Emma Rodriguez
 - Renee Salesberry

Executive Session

The Board President called for a Closed Session.

The Board Members convened into Closed Session at 6:31 pm on 03-26-2024.

Reconvene to Open Session

The Board President called for an Open Session.

The Board Members convened into Open Session at 6:58 pm on 03-26-2024.

Section Texas 161.032 Medical & Safety Code

Medical Staff Credentials

Action Taken

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

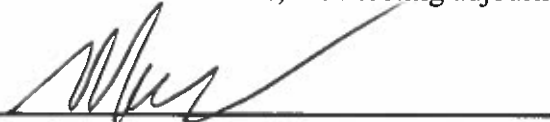
Section Texas 551.072 Deliberations Regarding Property

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

