Notice of Regular Meeting of the Board of Directors
Chambers County Public Hospital District No. 1
5:30 P.M. December 15, 2020
Wellness Center at Bayside Conference Room
Agenda

Meeting Link:
https://chambershealth.my.webex.com/chambershealth.my/j.php?MTID=m8dde627cc427865c59cdee625f03a816
Meeting number: 126 134 8907
Password: CH20

1. **Call to Order**
   a. Confirmation of a quorum
   b. Invocation.
   c. Introduction of Guests.
   d. Review and Approve Minutes of Previous Meeting(s) – November 17, 2020

2. **Public Comment**-Speakers must sign in to speak. There is a three (3) minute time limit. At this time, any person with business before the Board of Directors not scheduled on the agenda may speak to the Board. This is a time for the Board to receive comments from the public, but not a discussion. No response by the Board is necessary and no formal action can be taken on these items at this meeting.

3. Election of Officers

4. Discuss, Consider and Take Action on, if necessary, Financial and Statistical Reports
   a. Chambers County Public Hospital District No. 1
   b. Tomball Rehab and Nursing

Consent Agenda

5. Review and Approve Committee Reports
   a. Compliance Report
   b. Policy Committee Report
   c. Budget Amendments
   d. Miscellaneous
   e. Liens for non-payment
   f. Benchmarking Program
   g. Safety Committee

6. Review and Approve Operational Reports
   a. Chambers Community Health Center, Inc. (FQHC) Operations
   b. Wellness Center at Bayside Operations
   c. Contract Review

7. Administrative Reports
   CEO's Monthly Update Report.
   - QIPP Program
   - Accident
   - Personnel Policy and Employee Handbook
   - Trauma Designation
   - West Chambers Medical Center/Mont Belvieu
   - COVID-19
   - Employee Health Insurance
   - Capital Budget
   - Marketing/Budget
   - Provider Contracts

UG-96-2020-5274

- Compliance Program
- Swing Bed
- Organizational Chart/Restructuring
- Medical Staff
- ER proposal
- Endeavor Report

Old Business

8. Board Education Plan: Select date for Board training and Board Retreat

9. SW Systems Contract Amendment Update.

10. **New Business**

Discuss, Consider and Take Action on, if necessary,

- Organizational Chart/Restructuring
- ER proposal

11. **Executive Session:**

Section 551.078; Discuss and Consider Medical Staff Reports and Quality Assurance/Process Improvement Reports.

a. Medical Staff QAPI Report
b. Hospital QAPI Report
c. Tomball QIPP 4 Quality Metrics Tracking
d. Tomball 5 Star Rating Summary Report
e. Tomball Quality Assurance and Performance Improvement Review Summary
f. Credentials

Miscellaneous

Section 551.085: Certain Deliberations by the Governing Board of a Public Hospital.
Section 551.074: Personnel Matters.
Section 551.072: Deliberations about Real Property.
Section 551.071: Consultation with Attorney.

12. Take Action, if necessary, regarding Executive Session Items

Pursuant to Subchapter D of the Texas Open Meetings Act, this Board reserves the right to discuss in Executive (Closed) Session, such matters, and subjects as are allowed under law.

13. Considers and Take Action, if necessary, regarding Executive Session

14. Other.

15. Adjournment.

The next Board Meeting is scheduled for Tuesday, January 26, 2021, at 5:30 p.m. in the Conference Room at the Wellness Center.

Submitted by: Ann Newton Administrative Assistant

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS FOR CHAMBERS COUNTY PUBLIC HOSPITAL DISTRICT NO. 1 HELD IN THE WELLNESS CENTER CONFERENCE ROOM ON DECEMBER 15, 2020, ANAHUAC, CHAMBERS COUNTY TEXAS BEGINNING AT 5:34 P.M.

A Regular Meeting of the Board of Directors of the Chambers County Public Hospital District No. 1 was conducted in the Wellness Center Conference Room, Anahuac, Texas on Tuesday, December 15, 2020 beginning at 5:34 p.m. with the following Directors present:

Theresa Greco, Vice Chairperson;
Marcia Smith, Secretary;
Leslie Turner, Director;
Geraldine Brown, Director;
Mike Emmons, Director; by WebEx

Pursuant to a Notice under the Open Meetings act duly filed and posted a full 72 hours prior to the opening of said meeting (a copy being placed amongst the files of the District).

Also present were William Kiefer, CEO; Ann Newton, Administrative Assistant; Kaley Smith, MHA, Clinics Executive Director; Prentice Sanders, CFO; Misty DeHoyos, Aleta Bettis, Brittney Strickland, Nellie Lunsford. Janice Jircik, Sue Hawthorne. Rick Groves, Dr. Isaac & Katie Van Sligtenhorst. Dr. Anthony Capili, M.D. Chief of Staff, Gary Cook, PA-C

The meeting was called to order by Vice Chairperson Greco and it was determined that a quorum was present. Secretary Smith gave the invocation.

Verbal Roll Call: Theresa Greco, Marcia Smith, Leslie Turner, Mike Emmons here.

Previous Minutes: A motion was made by Director Turner and seconded by Secretary Smith to approve the minutes of November 17, 2020 as presented. Motion carried unanimously.

Public Comment: None.

Financial and Statistical Reports Chambers County Public Hospital District No. 1:

Prentice informed the Board:

- Consolidated Balance Sheet – $12.3 million in cash. 228 days cash on hand
- Accounts Receivable $2.4 million
- $15,000.000 million total assets, $24 million with land
- Liabilities $7,000.000 million $6.200,000 unearned revenue
- Income Statement has Revenues $2.300,000 million $1.8 from Hospital Outpatient $462,000 from clinics with a net revenue of $616,000
- Other revenue – $115,000
- Operating $732,000
- Expenses $1.4 million
- Loss of $675,000 add back in grants and taxes brings a total loss of $375,000 for the month of November
- YTD 2nd month of FY total revenue $1.5 expenses $2.9 loss $1.3 million YTD
- $625,000 loss for the year
- Taxes coming in December/January

Director Emmons said we had $11.7 million now we have $12 million. Yes.

A motion was made by Director Turner and seconded by Secretary Smith to approve the Financial and Statistical Reports – Chambers County Public Hospital District No. 1 as presented. Motion carried unanimously.

Mr. Kiefer stated that the Organization participates with a nursing home. The Organization owns the license (CHOW). They retain the financials/controls. He also stated that the CEO is supposed to make site visits and meet Administrator to see quarterly metrics. Historically this was not done. He has asked his Executive Assistant to reach out to set up meetings with these folks along with the folks that produce the financial reports for the meetings

Hopefully by next meeting we will be able to discuss in more detail.

Consent Agenda:

Some of these items are in the packet. Ann and I discussed the items and we will be taking some of them off for now. We are working on the policies.
Budget amendments will be taken off.
Lien on our assets – Mr. Kiefer discussed the lien against the hospitals assets from the IRS. Ann has been working on it and now everything has been paid. Quickest way is to pay what we owed to get it resolved. It shows that we are paid in full and that we will receive our money back on the interest/penalties.

CEO's Monthly Report:

It has been a busy 4 weeks.

ER Contract – worked with the providers specifically Gary Cook, PA-C. We know the history and the ER was covered by our local providers. We moved to an outside agency which was Southwest and they are not great. We now have Concord, which has better physician's, but we have had a few challenges. They had 12 days to get the providers together. We are having some quality issues and have been coordinating with Concord. We have told them that some of them we do not want back. When I started here, Gary had tendered his resignation but now he has rescinded in order to work in the ER. The 'Gary Model' (as we now refer to it), has a provider A and provider B, which cover the main shifts during the week, then the Provider C cover the weekend shifts. The providers will now take call onsite, instead of from their home, going forward.
A recommendation was made to bring it back in house with local providers.

A motion was made by Secretary Smith and seconded by Director Turner to approve the ER Contract as presented to go with local providers. Motion carried unanimously.

QIPP Program – Quality Improvement Performance Program – I told you that I thought we had found another nursing home. Nellie has taken me to visit with a lot of folks. Visited with the nursing home in Mont Belvieu. I asked the owner if she participated in the QIPP and she said no. She owns three facilities, they are located in Pasadena, Trinity and Mont Belvieu. She is interested in participating with us, we had a meeting with Trent Krienke our attorney to explain how QIPP works.

If we were to take on these three nursing homes it would net the Organization around $2.0 million. She put me in contact with a gentleman that he and his brother has two nursing homes, one in Webster and one in League City that may be interested in participating in the QIPP. This program has been in effect for about 7 years and the program is not anticipated to go away. We have two and looking to add 5 more.

We have been given a list of nursing homes they may be eligible to join the QIPP. This is big money for us. Exciting and a great opportunity.

Accident - we own two (2) vehicles. An employee flipped one of our trucks and totaled it. We are making our insurance claim. Following our internal protocol.
Geraldine – will we be replacing this vehicle. Ongoing for now.
Marcia – what was it used for. Transportation to/from all 4 sites

Personnel Policy and Employee Handbook – going to be reviewing in the Senior Leadership Team. Some revisions have been discussed but never put into place. Need to update/change some things in the handbook. When complete you will be provided a copy with the changes highlighted so it will be easier to approve.

Trauma Designation – we will be pursuing this designation again. Elaine Duhon, RN has received an application to be completed. We will need to be re-surveyed. I will provide updates as we go along.

West Chambers Medical Center/Mont Belvieu – spent quite a bit of time over at West Chambers, Nellie has introduced me to city manager, Dr. Poole and others. We have a footprint there. We will be re-evaluating the financials to find out the percentage of each clinic separately. This information will be presented to the Board when complete.
There is tremendous opportunity in the West Chambers area. We have the 3 lots south of us. Then BHISD owns 10 acres.
Community leaders here said that Dr. Poole is a very influential person. He set up a foundation about 10 years ago and it now has about a $12 billion base. Met with him and his CFO yesterday. He is willing to partner with us.

COVID-19 – Dr. Isaac has taken the lead on being our COVID expert. Staying up to date with all regulations. We have set up weekly meetings. We have changed our screening process. Purchasing automated kiosks to take temps on employees and patients for all sites.
Natalie has been working on building a whole new HR department and policies. Ann did a good job as best she could with all her other duties.

Employee Health Insurance – Natalie will be looking into this. This is very big expense for the organization and for the employee's dependents/spouse. Looking into maybe doing a co-op and bring in other entities as well as BHISD. This is a big goal.

Capital Budget – Prentice sent out a request to all managers. The total is $2.2 million worth of capital needs at this time. The needs have been prioritized with the number 5's being the most needed which is about $300,000.
Theresa – is this all new equipment. Yes
WCMC – needs a new CT Scanner. We will be going over this in July and will complete the Capital Budget in August, then we'll have our marching orders come October 1.

Marketing/Budget – I think Chambers Health is asleep, we need to wake it up. WCaB and Hospital are tucked away and not very visible. Going to look at more signage. Our clinics are dark and asleep at night as well. Will be putting up flood lights on both clinics. We will have Christmas lights next year. Need to do more at WCMC. I've asked Nellie, who is now over Business Development, to put a marketing budget together.
WCMC –has been servicing the area for 15 years. Everywhere I go everybody talks about how great WCMC.

Secretary Smith asked if we had a float this year? No
Director Brown asked if we were talking about our brand for the marketing? Yes
We're going to standardize all our emails.

Provider Contracts – working with them the next several months. Going to re-vamp how we pay them the salary structure it is very antiquated at this time. We will be re-structuring them. Newest is RVU (relative value units) right now they are reimbursed by visit. We will reward/incentivize the providers by using quality scores and productivity, among several other key items.

Compliance Program – Natalie, the new HR Director, will be assuming the Compliance duties from Nellie.

Swing Bed – Malinda Albritton has been hired back with the Organization. She has been working very hard. We actually had a meeting with Angela Ammons about her swing bed program that she put together. Malinda is now sending out emails to 24 hospitals to let them know how many beds we have available for swing bed patients. Nellie/Janice will be her face out in the community. We have purchased some items to be put in the rooms so they will look more 'homey'.

Medical Staff – We will be revamping how the Medical Staff meetings are conducted.

Endeavor Report – This report was completed before I arrived. The board wanted to transition away from the old CEO. Initially it was requested by Kevin Reed our attorney. The report was not given to the leadership team after completion because of the CEO still being here. I visited with Kevin and he said that he can share now. I've created a work plan from the recommendations of the report.
Goal, Resolution, Responsible Leader and completion date this is a rough draft. Will share with my senior team. This is preliminary.

Organization Chart/Restructuring - Angela Ammons nice working relationship. Alan Richman principle of Innovative Capital. He works with hospitals like ours. He does replacement facilities from start-finish. We're going to need this in the future. His firm will come in and do feasibility studies of what is needed and then develop financing for the project. More information to come.

Organizational Chart – which addresses both boards. Placed a dotted line in between the 2 boards. CEO to the clinic board. I attended the FQHC meeting last week, I was very well warm/received by them and Kaley.

CFO, DON, Clinics Executive Director, Business Development, and HR Director report to the CEO.

I believe this structure will help us move forward.

I am a nurse as well. I've had some discussions with Theresa about me taking over the CNO position as well.

A motion was made by Secretary Smith and seconded by Director Turner to approve the Consent Agenda as presented. Motion carried unanimously.

OLD BUSINESS:

Board Education Plan: Select date for Board training and Board Retreat: discussed previously about both boards working together. Want to gather both boards and go to Mont Belvieu 22nd or 29th of January for Board Retreat and training. It will be a long day. Arrive around 10:00 am until about 7:00 pm. Work a couple hours eat and start up again for about 4-5 hours then have dinner and go home. In that

session, the FQHC attorney, Marcie Zakheim will visit with attendees for about an hour and half. She will explain the co-applicant agreement and the responsibilities of both boards.
The Senior Team will be going through the Board booklets and will be presenting snippets for you. Both boards will be trained in governance. The training will take place on Friday, January 22nd at either Eagle Pointe or Floyd's.

San Antonio –strategic planning. Janice has done a great job setting this up.
Both boards, John Henderson from TORCH and bringing in some key individuals from the region who will help us with our planning. Go in on Friday February 12th in the afternoon, work a little bit that day go to dinner and then start early on Saturday with breakfast, work, dinner and then you will have Sunday to do what you want.
Cindi Baldi – will facilitate the planning along with the Senior Team for the next 3-5-7 years.

Director Brown asked if there is a strategic plan in place already? The last one was done in 2016.

At the last meeting we discussed the resurfacing of the parking lot at the Hospital. Cowboy's went down to $10,700 and we get the extras.

SW Systems Contract Amendment Update: Executive Session.

NEW BUSINESS:

Organization Chart/Restructuring:

ER proposal:

Elect Board Officers:

A motion was made by Director Turner and seconded by Secretary Smith to approve the Board Officers as follows:

Chair – Theresa Greco
Vice Chair – Marcia Smith
Secretary – Leslie Turner
Director – Geraldine Brown
Director – Mike Emmons

Executive Session: The Board of Directors met in Closed Executive Session under Sections 551.085 and 551.074 at 7:13 o'clock p.m.

Open Session: The Board of Directors returned to Open Session at 9:33 o'clock p.m.

A motion was made by Vice Chairperson Smith and seconded by Director Brown to approve the Amendment to William Kiefer's Employment Agreement. Motion carried unanimously.

Adjournment:

A motion was made by Vice Chairperson Smith and seconded by Director Brown to adjourn the meeting at 9:34 o'clock p.m.

APPROVED this the 26th day of January, 2021.

Theresa Greco

THERESA GRECO, CHAIRPERSON
BOARD OF DIRECTORS

Leslie Turner

LESLIE TURNER, SECRETARY
BOARD OF DIRECTORS