

**Notice of Special Meeting of the Board of Directors
Chambers County Public Hospital District No. 1
9:00 A.M. January 25, 2022
OmniPoint Community Conference Room
Agenda**

1. **Call to Order**
 - a. Confirmation of a quorum.
 - b. Invocation.

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.

Old Business - Workshop

3. Training for iPad and BoardEffect Software.

4. Discuss, Consider and Take Action on, if necessary, Policies for Board of Directors.
 - a. Preparation of Agenda for Meeting of Board of Directors
 - b. Management of Spending, Purchasing, and Contracting by District
 - c. Preparation of Minutes of Meetings of Board of Directors
 - d. Employee Travel

5. Discuss, Consider and Take Action on, if necessary, William Kiefer's Moving Expenses.

6. Discuss, Consider and Take Action on, if necessary, William Kiefer's salary increase effective date October 10, 2021.

7. Discuss, Consider and Take Action on, if necessary, Conflict of Interest Forms for 2022.

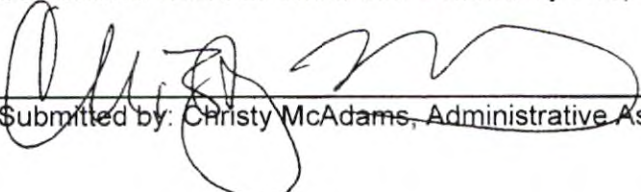
8. Discuss, Consider and Take Action on, if necessary, Marcia Smith's Contract.

9. Discuss, Consider and Take Action on, if necessary, Ordering Election for May 7, 2022.

10. Discuss, Consider and Take Action on, if necessary, OmniPoint Health Organizational Chart.

11. Adjournment.

The next Board Meeting is scheduled for Thursday, January 27, 2022, at 5:30 p.m. in the Conference Room at OmniPoint Community Hospital.


Submitted by: Christy McAdams, Administrative Assistant



MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS FOR CHAMBERS COUNTY PUBLIC HOSPITAL DISTRICT NO. 1 HELD IN THE OMNIPOINT HOSPITAL CONFERENCE ROOM ON January 25, 2022, ANAHUAC, CHAMBERS COUNTY TEXAS BEGINNING AT 9:00 a.m.

A special meeting of the Board of Directors of the Chambers County Public Hospital District No. 1 was conducted in the Conference Room of the OmniPoint Hospital, Anahuac, Texas on Tuesday, January 25, 2022, beginning at 9:00 a.m. with the following Directors present:

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

Also Present: William Kiefer, CEO, Jay Hodges, CFO, Paul Aslin, COO, Christy McAdams, Admin. Assistant, Nellie Lunsford, Executive Director of Business Development, Gloria Roemer, Andy Legg, Sue Hawthorne, Kevin Reed via Zoom

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

The meeting was called to order by Chairperson Greco at 9:12 a.m. and it was determined that a quorum was present. Sue Hawthorne gave the invocation.

Old Business:

A BoardEffect Video was played for the board. McAdams offered to assist with any issues with the new software.

Policy – Preparation of Agenda for Meeting of BOD - Attached

No changes to Purpose. 1st Bullet under Policy – Changes President of BOD to Board Chair. 2nd Bullet – President changes to CEO and Board Chair and add in “via hand delivery or email. 2nd Bullet – 2 business days – changed to 6 business days; add CEO and Board Chair will post instead of may post. 3rd bullet – change President to CEO and Board Chair. 4th bullet – move or both; add CEO and Board Chair; Add the following at the bottom of 4th bullet: Board members will include the following information in a request:

- name of board members making the request
- requested agenda item in the form it should appear on the agenda
- if the item is for discussion, action or both
- if the item is to be reviewed in open or closed session
- the board meeting date the agenda item request is for
- if a board workshop is being requested.

Policy – Preparation of Minutes for Meeting of BOD - Attached

Purpose – change President to Board Chair. Policy 2.1 – Change designated by the CEO to say and board secretary. It was agreed that McAdams will complete the typed Minutes of each meeting and send those to Secretary Turner the minutes to review and edit if changes are needed. Corrections are sometimes needed for clarity. No changes to 2.2 and 2.3. 2.4 – Change President to CEO; remove tape

voice from fist sentence. Change second sentence to read The recordings shall be destroyed after minutes have been prepared. Third sentence remove the word tape. Add sentence at the end of 2.4 to say "No electronic recordings are allowed during executive/closed sessions. No changes to 2.5 and 2.6. 3 to read Executive/Closed Session. 3.1 remove the word either in first sentence and remove "or make a recording of the proceedings". 3.2 Change President to the Board Chair and Board Secretary. It was decided that in executive session Turner will take notes and give to McAdams to type the Certified Agenda for the group. No changes to 3.3. 3.4 – add an executive/closed. No changes to 3.5. 3.6 – remove "or recording of an executive session" in first sentence. No changes to 3.7. 3.8 change the word administration to administrative.

A break was taken from 10:36 – 10:44 a.m.

Employee Travel Policy – Attached

Authorization – remove Administrator. Policy – add the word "all" employees. No changes to purpose. Scope – remove the word Administrator. Procedure – no changes to A. Add B. to say All employee travel should be pre-approved by their department manager. CEO travel outside of Texas should be pre-approved by the Board of Directors. C. -change remove the words "and Board Chairman". Add sentence at the end of C. to read "Once CFO has reviewed and approved all spending against the policy, the Board Chairman and Secretary will provide final approval. If the Board Chair or Secretary is not available, then two other board members can sign on their behalf." No changes to D and E. II – Spouse/Companion Travel – Shall now read "CCPHD#1 will not be responsible for any expenses incurred as a result of a spouse or other traveling companion unless they are participating in activities where their expenses are clearly for District business, i.e., provider recruitment, community events, etc. Sections III, IV, V, VI, VII, VIII have no changes. Section IX B. – Added Prepaid expenses could include hotel reservations and conference fees as an example. Removed Any travel expenses paid in advance by CCPHD#1 in advance (Less Payments Made by CCPHD#1 in advance) so they are deducted from the grand total expenses." Section IX C. – Second Sentence changed to read "Any questions will be brought to the attention of the Director of Accounting and approved by the COO and CFO prior to processing any payment.

Policy – Management of Spending, Purchasing, and Contracting by District – Attached

Change the word Hospital to District in entire document. No changes to Purpose and Policy. A motion was made to change the amount on spending to \$25,000.00 by Secretary Turner and seconded by Chairperson Smith. Director Emmons and Director Brown abstained from the vote. Greco voted for the motion. Motion carried with a three to two vote. A situation is not considered an emergency if you have 72 hours to make a decision. If the decision affects a patient's care/life – it is considered an emergency. Procedures – 1st paragraph – Changed the amount from \$50,000 to \$25,000. 4th paragraph – Sentence changed to add Chief Financial Officer and Chief Operating Officer's of the District. 6th paragraph - Section A. – changed to read - Items less than \$10,000.00 or general and medical supply purchases of \$25,000.00 or less and purchased through the district's GPO or other reputable vendor shall not require bid. GPO is Group Purchasing Organization – ours is Alliant but our purchasing department searches for the best price. 2. Building Repairs and Maintenance – Change to \$25,000 from \$50,000 twice in the 1st paragraph. 2nd paragraph – add – non-emergency and change \$49,999.99 to \$24,999.99. 3rd paragraph – remove "the

Executive Committee, or the Building Committee". 4th paragraph – remove "Building Committee for recommendation, and to the".

3. Equipment Repairs and Maintenance – 1st paragraph – change from \$50,000 to \$25,000. 2nd paragraph add non-emergent. Change amount from \$49,999.99 to \$24,999.99. 3rd paragraph add non-emergent.

4. Education and Travel – remove Administrator. Change last sentence to read "Travel and education expenses for the CEO will be included in the budget and approved by CFO, the Board Chair, and the Board Secretary.

5. Services - Change to \$25,000 from \$50,000 twice in the section.

6. Contracts/Agreements - Change to \$25,000 from \$50,000 twice in the 2nd paragraph. 3rd paragraph – change amount from \$50,000 to \$24,999.99. Last sentence remove the word local.

8. Sole Source Product or Vendor – 2nd paragraph - Change to \$25,000 from \$50,000 twice in the paragraph.

9. Capital Equipment – 2nd paragraph - Change to \$25,000 from \$50,000 and add "and Board will be notified." 2nd sentence – add "more than" instead of or more; and change to \$25,000 from \$50,000. Change 10% to 15% and change the words "shall be considered non-budgeted" to "will require board approval".

11. Wage and Salary Administration – remove from the last sentence "which may delegate this responsibility to the Finance Committee or another Committee". Remove the next 3 paragraphs.

12. Budget – 1st paragraph – change the 2nd sentence to read "Expenses included in the annual budget are considered approved upon approval of the budget and do not require further approval". Add the following statements: Capital Expenses: If an individual capital purchase exceeds the budgeted amount by 15% board approval is required. Any non-budgeted expenditure requires approval pursuant to the terms of this policy. Operating Expenses: If a departmental operating expense exceeds the budget for a quarter by 15% or more, those expenses will be reviewed with the Board.

13. General – Last paragraph – change to \$25,000 from \$50,000.

A break was taken for lunch from 11:46 a.m. – 12:22 p.m.

William Kiefer's Moving Expenses – Upon hiring Kiefer the board agreed to pay up to \$20,000 for his moving expenses. The total cost was \$22,843.80. The amount was approved and paid for by the District through Greco. Greco stated that she was under the impression that she was delegated by the board to negotiate Kiefer's contract and his was part of that contract.

A motion was made by Director Emmons to disapprove of the overpayment of the \$2,283.80 and have Kiefer repay the amount to the District. The motion was seconded by Secretary Turner. Motion carried.

William Kiefer's Salary Increase Effective Date – Kiefer's salary increase was approved on December 7, 2021 at a Board Workshop, however, there was not an effective date stated. Kiefer's original contract date was 11/16/2020. The CH staff received salary increases on 10/10/2021. Emmons stated that retro back pay is illegal according to Jim Maddox 's ruling in May of 1989. Reed stated that he can look for that ruling but he does not believe that it would be illegal to back pay Kiefer.

A motion was made to set the salary increase effective date to 12/7/2021 by Vice Chair Smith and seconded by Secretary Turner. Motion carried.

Conflict of Interest Forms for 2022 – signed by all Board members.

Ordering Election for May 7, 2022 – signed by all Board members.

A motion was made by Director Emmons to Order the Election for May 7, 2022 and seconded by Secretary Turner. Motion carried unanimously.

OmniPoint Health Organizational Chart – The name of organization and clinics changed.

A motion was to approve the OPH Organizational Chart as is by Director Brown and seconded by Chairperson Smith. Motion carried unanimously.

Marcia Smith's Contract - at 12:56 p.m. Vice Chair Smith left the meeting. Smith's contract for housekeeping at Dayton Clinic should have been brought before the board in August for a vote but it was inadvertently left out of the meeting.

A motion was made by Director Brown to approve Smith's contract and seconded by Secretary Turner. Director Emmons abstained from the vote. Motion carried.

Adjournment:

A motion was made by Secretary Turner to adjourn meeting and seconded by Director Brown at 1:05 p.m. Motion carried unanimously.

Approved this 28th the day of February, 2022.




THERESA GRECO, CHAIRPERSON
BOARD OF DIRECTORS

SECRETARY'S CERTIFICATE

I, Leslie Turner do hereby certify that: I am the Secretary of Chambers County Public Hospital District No. 1 DBA OmniPoint Health (hereinafter the "District") that these are true and correct minutes reflecting the discussion and actions of the Board of Directors of the District at a regular or special meeting held on the date shown above and entered in the permanent records of the District; that the meeting was duly and regularly called and held in accordance with the bylaws of the District.

IN WITNESS WHEREOF I have hereunto set my hand this 28th day of February, 2022.



Leslie Turner, Secretary