

**Notice of Special Meeting of the Board of Directors
Chambers County Public Hospital District No. 1
5:30 P.M. November 17, 2022
OmniPoint Hospital Conference Room
Agenda**

1. Call to Order

- a. Confirmation of a quorum.
- b. Invocation.
- c. Pledge.
- d. Introduction of Guests.
- e. Review and Approve Minutes of Previous Meeting –September 6, 2022, September 22, 2022 (3), September 29, 2022, October 18, 2022, October 27, 2022 and November 3, 2022.

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. Discuss, Consider, and Take Action on, if necessary, Settlement of the Interim CEO's employment claims.

4. Discuss, Consider, and Take Action on, if necessary, to approve an employment agreement with new CEO.

5. Discuss, Consider, and Take Action on, if necessary, to add Robert Pascasio and Phil Hacker to the bank accounts and remove Paul Aslin and Karin Bradford from same accounts.

6. Discuss, Consider, and Take Action on, if necessary, to approve Allegiance Bank Note Funding to be secured with tax revenue.

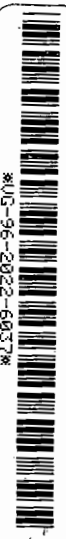
7. Discuss, Consider, and Take Action on, if necessary, to approve the purchase of D&O insurance.

8. Discuss, Consider, and Take Action on, if necessary, on reduction/elimination of senior executive positions.

Executive Session

The Board will meet in closed session pursuant to Sec. 551.074 of the TEXAS GOVERNMENT CODE to discuss personnel matters, and pursuant to Sec. 551.071 of the TEXAS GOVERNMENT CODE to discuss with its attorney, either in person or by telephone, matters which require confidentiality pursuant to the attorney client privilege and, if applicable, under to Sec. 551.085 of the TEXAS GOVERNMENT CODE to discuss a proposed new service or product line.

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



Section 161.032 of the TEXAS HEALTH AND SAFETY CODE and/or Sections 551.0771, 551.072, 551.074 and 551.085 of the TEXAS GOVERNMENT CODE.

Return to Open Session

9. Adjournment.

The next Regular Board Meeting is scheduled for Thursday, December 8, 2022, at 5:30 pm in the OmniPoint Hospital Conference Room.

Submitted by: Ann Newton, HR Generalist

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Heather H. Hawthorne, County Clerk

Recorded: *Walker*

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS FOR CHAMBERS COUNTY PUBLIC HOSPITAL DISTRICT NO. 1 HELD AT THE OMNIPOINT HEALTH HOSPITAL – CONFERENCE ROOM ON November 17, 2022, ANAHUAC, CHAMBERS COUNTY TEXAS BEGINNING AT 5:30 PM.

A special meeting of the Board of Directors of the Chambers County Public Hospital District No. 1 was conducted at OmniPoint Health Hospital – Conference Room in Anahuac, Texas on Thursday, November 17, 2022, beginning at 5:30 pm with the following Directors present:

Mike Emmons, Chairperson
Andy Legg, Vice-Chairperson
Linda Tinnerman, Secretary
Leslie Turner, Director
Geraldine Brown, Director

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 Ann Newton, HR Generalist; Sue Hawthorne; Gil Boullion; Gloria Roemer, Chris Jircik

The meeting was called to order at 5:30 pm by Chairperson Emmons, and it was determined that a quorum was present. Director Brown gave the invocation. Director Turner led the pledge.

A motion was made by Director Brown and seconded by Director Turner to approve the minutes of September 6, 2022 as presented. Motion carried unanimously.

A motion was made by Director Brown and seconded by Director Turner to approve the minutes of the regular meeting of September 22, 2022. Vice Chairperson Legg opposed.

A motion was made by Director Brown and seconded by Director Turner to approve the minutes of both special meetings on September 22, 2022 as presented. Motion carried unanimously.

A motion was made by Director Brown and seconded by Secretary Tinnerman to approve the minutes of September 29, 2022 as presented. Motion carried unanimously.

A motion was made by Secretary Tinnerman and seconded by Director Brown to approve the minutes of October 18, 2022 as presented. Motion carried unanimously.

A motion was made by Director Turner and seconded by Director Brown to approve the minutes of October 27, 2022 with the addition of Motion carried unanimously on CFO Candidate. Motion carried unanimously.

A motion was made by Director Brown and seconded by Vice Chair Legg to approve the minutes of November 3, 2022 with the inclusion of adding *Chairman Emmons questioned Vice Chair Legg's not supporting the Chair in negotiating employment of Robert Pascasio. Vice Chair Legg stated that Chairman Emmons had the full support of the Board just not his vote.* Motion carried unanimously.

Public Comment – There was no public comment.

Approve employment agreement with new CEO – A motion was made by Director Turner and seconded by Director Brown. After questions by Vice Chair Legg and discussion it was decided to move this item to Executive Session.

Executive Session:

A motion was made by Director Brown and seconded by Vice Chairman Legg to move into Executive Session at 6:06 pm. Motion carried unanimously.

A motion was made by Secretary Tinnerman and seconded by Director Turner to exit Executive Session at 7:08 pm. Motion carried unanimously.

Settlement of the Interim CEO's employment claims – A motion was made by Director Brown and seconded by Secretary Tinnerman to approve Director Turner and Vice Chairman Legg to settle the Interim CEO's employment claims.

Approve employment agreement with new CEO – A motion was made by Director Turner and seconded by Secretary Tinnerman to approve the employment agreement with new CEO as presented with no amendments. Director Brown and Vice Chairperson Legg opposed.

Add Robert Pascasio and Phil Hacker to the bank accounts and remove Paul Aslin and Karin Bradford from same accounts – A motion was made by Director Turner and seconded by Director Brown to approve the addition of Robert Pascasio and Phil Hacker to account numbers 0719, 0727, 0743, 0750, 0768, 8531, 8575, 8689, and 9539 and remove Paul Aslin and Karin Bradford from account numbers 0719, 0727, 0743, 0750, 0768, 8531, 8575, 8689, and 9539. Motion carried unanimously.

Approve Allegiance Bank Note Funding to be secured with tax revenue – A motion was made by Secretary Tinnerman and seconded by Director Brown to approve the Allegiance Bank Note Funding to be secured with tax revenue. Motion carried unanimously.

Approve the purchase of D&O Insurance – A motion was made by Director Brown and seconded by Director Turner to table the purchase of D&O Insurance. Motion carried unanimously.

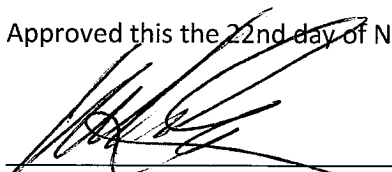
Reduction/elimination of senior executive positions – Tabled

The next Board meeting is scheduled for November 28, 2022 at 5:30 p.m.

Adjournment:

A motion was made by Secretary Tinnerman and seconded by Director Brown to adjourn the meeting at 7:19 pm. Motion carried unanimously.

Approved this the 22nd day of November, 2022.

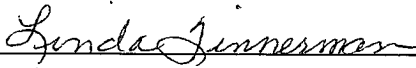


Mike Emmons, Chairperson
Board of Directors

SECRETARY'S CERTIFICATE

I, Linda Tinnerman do hereby certify that: I am the Secretary of Chambers County Public Hospital District No. 1 d/b/a 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 the 22nd day of November, 2022.



Linda Tinnerman, Secretary