

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS FOR CHAMBERS COUNTY PUBLIC HOSPITAL DISTRICT NO. 1 HELD AT BAYSIDE COMMUNITY HOSPITAL CONFERENCE ROOM ON SEPTEMBER 28, 2023 ANAHUAC, CHAMBERS COUNTY TEXAS BEGINNING AT 5:30 PM

A regular meeting of the Board of Directors of the Chambers County Public Hospital District No. 1 was conducted at Bayside Community Hospital Conference Room in Anahuac, Texas on Thursday, September 28, 2023, 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 (via telephone; departed 6:40)

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 Robert Pascasio, CEO; Ann Newton, Administrative Assistant; Nellie Lunsford, Director of Development; Cathy Muscat, RN, DON; Sue Hawthorne, The Progress; Misty DeHoyos, Director of Radiology (arrived 5:45, departed 6:29)

The meeting was called to order by Chairperson Emmons, and it was determined that a quorum was present. Secretary Tinnerman gave the invocation. Director Turner led the pledges.

Introduction of Guests

Public Comment

Consent Agenda -

- 2. Review and Approve Minutes of Previous Meetings**
 - a. September 7, 2023 Budget Hearing Meeting**
 - b. September 7, 2023 Regular Meeting**
- 3. Board Education**
- 4. Financial Report**
- 5. Administrators Report**
 - a. HR Report**
 - b. Marketing Report**
 - c. CCHC Executive Director Report**

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

Action Agenda

6. Adopt FY2024 Tax Rate: A motion was made by Secretary Tinnerman and seconded by Director Turner to adopt the No-New Revenue Tax Rate of \$0.21674 per \$100 valuation. Motion carried unanimously.

7. Nurse Staffing Committee Report: Cathy Muscat, DON told the board that the committee reviewed the nurse staffing for day/night shifts and low acuity/high acuity. A motion was made by Vice Chairperson Legg and seconded by Secretary Tinnerman to accept the Nurse Staffing Committee Report as presented. Motion carried unanimously.

8. Acquisition of New Nurse Call System:

A motion was made by Secretary Tinnerman and seconded by Vice Chairperson Legg to approve the acquisition of new nurse call system which will be mostly funded by a SORH grant written by Nellie Lunsford, with the understanding that it is bought with next year's capital budget expenditures. Motion carried unanimously.

9. CT Scan Extended Warranties – Vice Chairperson Legg said that he didn't see this in the budget. Mr. Pascasio said that he did not know if it was that he only did the salaries/wages in the budget, and that Mr. Hacker handled the rest.

Misty said that the service contract for the CT at the hospital expires October 17th. She said that this is a discounted contract. Misty said that last year the cost was \$80,000 and this year it is \$55,000.

After much discussion a motion was made by Vice Chairperson Legg and seconded by Director Turner to approve the PM contract only for \$2,500 a month and upgrade later on. Secretary Tinnerman voted nay.

10. Organization Operating Manuals

a. Medical Staff Bylaws, Rules & Regulations

b. Department P&P Manuals

Dr. Capili discussed the Medical Staff By-laws, Rules & Regulations. He said there were not really a lot of changes and it was approved by the medical staff.

A motion was made by Secretary Tinnerman and seconded by Director Turner to approve the appointment of Paul Biluan, FNP-C to Courtesy Staff and the re-appointments of Leonidas Andres, MD, ER Staff; Vivian Valdes, FNP-C, Active Staff; Brandi Sawyer, FNP-C, Courtesy Staff; Reagan Meuth, FNP-C, Courtesy Staff; Courtney Babcock, FNP-C, Courtesy Staff as recommended by the Medical Staff. Motion carried unanimously.

A motion was made by Vice Chairperson Legg and seconded by Director Turner to approve the Department P&P Manuals as presented. Motion carried unanimously.

11. Kitchen Ceiling Repairs: Mr. Pascasio informed the board that he is comfortable with either company.

A motion was made by Vice Chairperson Legg and seconded by Secretary Tinnerman to authorize the Director of Plant Operations to choose the most appropriate company to repair the kitchen ceiling. Motion carried unanimously.

12. District Insurances Programs

a. Employee Health

b. District P/GL, Cyber, D&O, Crime, Auto, WC

c. CCHC P/GL, D&O

A motion was made by Chairperson Emmons and seconded by Vice Chairperson Legg to approve the District Insurance Programs to include Employee Health, District P/GL, Cyber, D&O, Crime, Auto, WC, CCHC P/GL, D&O as presented.

Chairperson Emmons said that next Spring the board needs to look into the cost of the health insurance for the employees.

13. District Policies & Procedures

a. Travel Policy (Revised)

b. Educational Reimbursement Program

c. Grievance

Mr. Pascasio informed the board that the Travel Policy (revised) now applies to any/all associated with the District and removes any/all payment for alcoholic beverages. The Educational Reimbursement Program is to encourage and support a "grow our own program". The Grievance is a standard HR policy, the District did not have a policy in place.

A motion was made by Secretary Tinnerman and seconded by Director Turner to approve the Travel Policy (revised), Educational Reimbursement Program and the Grievance District Policies & Procedures as presented. Motion carried unanimously.

14. Audit/Cost Report Firm Engagement:

The Board considered competing proposals from Durbin & Co. and Forvis for the statutorily required audit. Administration recommended that the Forvis proposal be accepted. The Board discussed the pros and cons of each entity, including cost, familiarity, and current work projects.

A motion was then made by Vice Chairperson Legg and seconded by Director Turner to approve Durbin & Co as this year's Audit/Cost Report Firm. Motion carried unanimously.

15. Counsel Engagement: Tabled at this time.

16. District Organization Chart:

Mr. Pascasio told the board that it is pretty well explained in your packet and Administration respectfully request the board's approval.

Director Turner asked we didn't have a marketing department before? Mr. Pascasio said no and that this was just a structural change. We are just adding Marketing which is Janice. Development which is Nellie has been there. He said that Marketing is the only change. The last organization chart was approved in April/May of this year.

A motion was made by Vice Chairperson Legg and seconded by Secretary Tinnerman to approve the District Organization Chart as presented. Chairman Emmons voted nay.

17. Chambers County Indigent/Inmate ILA –

Director Turner asked what's the difference between this agreement and the other one?

Mr. Pascasio said that inmates have been added and our attorney has modified the agreement for regulatory statutes. It allows the County to express concerns regarding billing/invoicing. Indigent and inmate care are under the same umbrella.

Director Turner asked do you see us making any money?

Mr. Pascasio said this is a break even proposition and that it is really to mend fences with the County.

Vice Chairperson Legg asked has the County approved the agreement? Mr. Pascasio said yes the County approved it two weeks ago.

Vice Chairperson Legg asked if we had a clause to get out of the agreement? Mr. Pascasio said yes it has a 30 day out for either party.

Chairperson Emmons said we need to make money with the County.

A motion was made by Secretary Tinnerman and seconded by Vice Chairperson Legg to approve the Chambers County Indigent/Inmate ILA as presented. Chairperson Emmons voted Nay.

18. Appoint/Remove Bank Signatories:

Chairperson Emmons said that he would like to appoint Britney Strickland.

Mr. Pascasio said that we had discussed before the meeting that typically you have a couple board members on the accounts as well.

A motion was made by Secretary Tinnerman and seconded by Vice Chairperson Legg to remove Claude "Phil" Hacker as a signatory from all bank accounts and add Britney Strickland, Director of HIM to all accounts as Stellar Bank. Motion carried unanimously.

EXECUTIVE SESSION

A motion was made by Vice Chairperson Legg and seconded by Director Turner to move into Executive Session at 6:58 pm. Motion carried unanimously.

Return to Open Session

A motion was made by Vice Chairperson Legg and seconded by Director Turner to exit Executive Session at 8:26 pm. Motion carried unanimously.

15. Counsel Engagement:

A motion was made by Chairperson Emmons and seconded by Vice Chairperson Legg Administrator/CEO is authorized to engage counsel as discussed – passed 4 - 0

19. Recruitment Activities/Efforts

a. District QA/PI Director

b. CFO

A motion was made by Vice Chairperson Legg and seconded by Secretary Tinnerman to approve the UHC Solutions to identify and recruit a new QA/PI Director for the District. Motion carried unanimously.

A motion was made by Vice Chairperson Legg and seconded by Secretary Tinnerman to approve the CFO Separation and Release Agreement without restrictions. Motion carried unanimously.

20. Organization Strategic Plan:

A motion was made by Vice Chairperson Legg and seconded by Director Turner to authorize CEO to move forward with the acquisition as discussed for strategic plan. Motion carried unanimously.

21. QIPP Program:

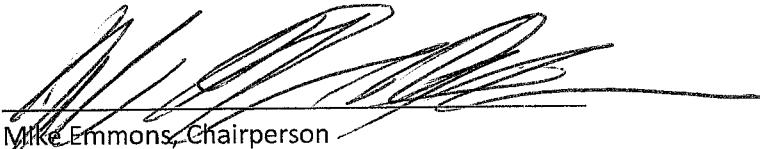
Mr. Pascasio announced that a bit over \$200,000 from the QIPP program will need to be paid to some of the nursing homes and insurance companies. However, New Light reports that while Chambers Health

received the money they cannot identify where the money went.
No action taken.

Adjournment:

A motion was made by Vice Chairperson Legg and seconded by Director Turner to adjourn the meeting at 8:29 pm. Motion carried unanimously.

APPROVED this the 26th day of October, 2023.

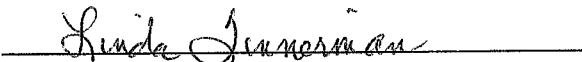


Mike Emmons, Chairperson
Board of Directors

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 Chambers 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.

IN WITNESS WHEREOF I have hereunto set my hand this the 26th day of October, 2023.



Linda Tinnerman, Secretary
Board of Directors