

**Notice of Regular Meeting of the Board of Directors
Chambers County Public Hospital District No. 1
5:30 P.M. October 28, 2021
Bayside Community Hospital Conference Room
Agenda**

1. **Call to Order**
 - a. Confirmation of a quorum.
 - b. Invocation by Mark Pagels.
 - c. Introduction of Guests.
 - d. Review and Approve Minutes of Previous Meeting(s) – September 30, 2021 (A)

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.

Consent Agenda

3. Review and Approve Committee Reports (B)
 - a. Compliance Report
 - b. Safety Committee

4. Review and Approve Operational Reports (C)
 - a. Chambers Community Health Center, Inc. (FQHC) Operations – No Quorum

5. Administrative Reports
CEO's Monthly Update Report (D)
 - a. Champagne Real Estate – West Chambers New Master Planned Community
 - b. Castle Therapy Partners
 - i. PT EMR Contract
 - c. Community Outreach
 - d. SmartCare 360
 - e. Survey Vitals
 - f. IT Cybersecurity Executive Summary
 - g. IT Update
 - h. New Structure for Agenda and Minutes
 - i. Safety Huddle
 - j. Patient Rounds/My Rounding & Studer Group
 - k. COVID in Rural America
 - l. Cindi Baldi/Board Communication
 - m. COVID Retention Bonus
 - n. Provider Compensation
 - o. ER/Urgent Care Bayside Hospital
 - p. Dr. Yazdani's Building
 - q. Global Enterprise Management
 - r. Marketing Plan 2022 (Jennifer Walsh)

Old Business:

6. FY 2020 Hospital Auditors Review – To Be Determined.



New Business

7. Discuss, Consider and Take Action on, if necessary, September 2021 Financials and Statistical Reports. (E)
8. Discuss, Consider and Take Action on, if necessary, Smart Buy Program for approval. (F)
9. Discuss, Consider and Take Action on, if necessary, November and December - Meeting Date Revisions. (G)
10. Discuss, Consider and Take Action on, if necessary, Judgement Resale Offer CV21544. (H)
11. Discuss, Consider and Take Action on, if necessary, Bayside Healthcare Foundation Bylaws and Meeting Date (January 2022). (I)
12. Discuss, Consider and Take Action on, if necessary, Policy on completing Minutes and Setting Agendas. (J)
13. Discuss, Consider and Take Action on, if necessary, IT Infrastructure Proposal.

Executive Session, if necessary –

Section 551.78: Discuss and Consider Medical Staff Reports and Quality Assurance/Process Improvement Reports.

- a. Hospital QAPI Report
- b. Credentials
- c. Policy and Procedure Manuals
- d. Bylaws of the Medical Staff
- e. Medical Staff – Rules and Regulations

Section 551.071: Consultation with Attorney.

Section 551.072: Deliberations about Real Property.

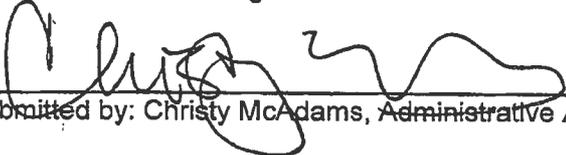
Section 551.074: Personnel Matters.

Section 551.085: Certain Deliberations by the Governing Board of a Public Hospital.

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.

14. Consider and Take Action, if necessary, regarding Executive Session items. (K)
15. Other.
16. Adjournment.

The next Board Meeting is to be determined.


Submitted by: Christy McAdams, Administrative Assistant

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS FOR CHAMBERS COUNTY PUBLIC HOSPITAL DISTRICT NO. 1 HELD AT THE BAYSIDE COMMUNITY HOSPITAL CONFERENCE ROOM ON OCTOBER 28, 2021, 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, October 28, 2021, beginning at 5:30 PM. with the following Directors present:

Theresa Greco, Chairperson
Marcia Smith, Vice-Chairperson
Leslie Turner, Secretary
Mike Emmons, Director
Geraldine Brown, Director (arrived late at 5:43 PM)

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).

Also Present were William Kiefer, CEO/CNO, Jay Hodges, CFO, Paul Aslin, COO, Kaley Smith, Clinics Executive Director, and Nellie Lunsford, Director of Business Development, Christy McAdams, Administrative Assistant, Kevin Reed, Reed & Claymon, Rachel Hisler, Sue Hawthorn, Dr. Redman, Dr. Capili, Pastor Mark Pagel, Jennifer Walsh. Dave Wilcox arrived at 6:07 PM.

The meeting was called to order by Chairperson Greco, and it was determined that a quorum was present. Minister Mark Pagel gave the invocation. Greco introduced guests.

Board reviewed the previous minutes. Director Emmons made a note for the record that he received his board packet late on Tuesday. Since he was at the Astros game, he has not had time to read the packet much less study it. He would like to begin receiving his board packet the Friday before the meeting so that he will have time to review it. Secretary Turner stated it is hard for him to review all the information on his phone. Attorney Reed stated that there is software that could help the board review their packets before meetings. Attorney Reed proceeded to state that the packets could be provided through the software and items could be added leading up to the meeting, especially if they would deter business operations. Vice-Chairperson Smith inquired if he were to get the packet at separate times in parts would that help any. Some other boards Reed works with have given board members iPads to also alleviate the difficulty. The board agreed that iPads would indeed help, and it was agreed that CH would purchase the iPads for the board (3 normal size for Greco, Brown, and Smith and two larger sizes for Turner and Emmons).

A motion was made to approve the minutes as reviewed by Secretary Turner and Vice-Chairperson Smith seconded the motion. The motion carried with Director Emmons abstaining from the vote.

Consent Agenda:

Compliance Report and Safety Report were reviewed by the board members. No questions.

Operational Reports were reviewed by the board. There was no quorum at the recent FQHC meeting so there were no FQHC Minutes to review.

CEO's Monthly Update Report given by William Kiefer.

IT update – CH is keeping Rick Groves and two onsite employees through the remainder of 2021. Offers have been made to Collier and Annette to transition from employees of Rick's, over to CH staff effective Monday of next week. A new director of IT has been hired – David Odom also begins Monday. Joe Ramirez was originally hired as Rick's replacement as IT Director, however, once his employment began, the organization notice some gaps so he will continue to work for CH as an IT Analyst.

Community Outreach – board reviewed pictures taken at several events for October. Employee Forums take place each Spring and Fall. Staff spirits are high and lots of prizes were given. Aslin and his Transformation Team are helping to define the OmniPoint Experience in 2022. The survey was given during the employee forum and 97% of staff is aware of the OmniPoint Experience expectation. Happy employees equal happy patients. Leaders use this forum to learn what staff want and need so that CH can continue to improve and focus on being people-centric.

River Branch Development is a 145-acre subdivision at the corner of 3180 and 565 near Subway and Chevron. There will be a business park where CH has been invited to place an office in the strip mall. There is also an option of buying land and building a free-standing office. This subdivision is planning on building between 500-700 homes south of I-10. Emmons stated that the board has already approved the renovation to WCMC and does not believe building another clinic that close would be wise. He said that a nice industrial clinic that caters to the commercial area might be a better use of funds. Kiefer reminded the board that he was not asking for any decisions to be made – he was simply providing information.

Castle Therapy - Even though we have been excited about bringing on Physical Therapy, it is not going to be possible. The model studied was similar to what Wise Health Systems used, however, Wise is not a critical access hospital, and we are. If we were to open a PT in Dayton it would be classified as an outpatient department of the hospital and the 35-mile rule comes into play. We would be less than 35 miles away from Atascocita and Liberty. We had put \$500k into our budget for PT but it, unfortunately, will not work. Reed agreed that his office was unable to find a work-around.

SmarterCare 360 partners with healthcare providers to provide white-glove service. It would be an add-on concierge service. The city of Dayton recently signed a contract with OmniPoint Experience. SmarterCare 360 adds a layer of artificial intelligence to the clinic portal. The platform was developed by physicians. The price is \$14.99 per life, per month. For example: BHISD has $300 \times \$15 = \4500 a month. We could tack this into the contract price next year but, if we wanted to start this sooner than renewal, we would have to consider picking up the cost. eCW might offer this service, and we believe we may have access to the same services, but they are just not turned on through that system. More research is being done and we will follow up at the next meeting.

Survey Vitals was discussed and the concept of moving to the new platform which would include HCAHPS and clinic surveys. Paul has seen this survey program and worked with it while at Wise Health Systems. It includes a 3-year contract and is around \$1K cheaper than the current contract. We will keep this in mind for after our current contract expires. Emmons questioned how much it costs and who will enter the data. Aslin stated that it is around \$3,500 and it comes straight from the ER or clinic visit. Once a patient is discharged, the information is provided directly to Survey Vitals, and they send the survey follow up to each patient.

Mandry Security Risk Assessment and Report – At this point, CH has 8 firewalls protecting our company; they recommend those be combined into one firewall. \$150K is the estimated cost to do this. Kiefer

recommends that we update our system and get one firewall due to increase the risk of ransomware attacks where records are being stolen. The new IT Director will perform additional research and give more information soon.

Emmons asked about the possibility of recording Board Meetings and streaming YouTube videos of board meetings. Attorney Reed stated that we are already meeting the obligations of the open meetings act. Reed commented that it is possible for a recording to be made as a backup measure for the record taker. Once the minutes have been typed, reviewed, and approved by the board, the video should then be deleted. The concern with streaming videos is that a competitor could be watching to learn more about the organization's strategy.

Safety Huddles are happening each morning and they include stressing the spirit of transparency. The group can discuss any questions, problems, or accomplishments. Clinics will begin to use that time to discuss plans for the day. Rounding regularly helps increase communication with the staff. Staff is being trained to round; Senior Team is taking call and rounding on staff across all facilities. Communication is spreading across the system with employees. Kiefer is also rounding on physicians. Physician-driven and admin led administration is our goal. Redman and Kiefer are going to a leadership conference in December, and it promises to bring exciting ideas for the future. Emmons asked how many providers we have now – the answer was 16. Rounding is important to create a healthy culture and best practices. MyRounding software is being investigated as a way to record and track individual rounding for the organization. The software is part of the Studer products.

Covid in Rural America is an article included in the board packet to show information about how rural areas are living through and responding to the COVID virus.

Cindi Baldi is going to work possibly with the board in the future. Nathan Watkins was asked if he was interested in the position, but he stated that he did not have ample time to do provide CH with additional services.

COVID Retention bonus – Kiefer suggests \$1,000 for full-time employees and \$500 for part-time employees. Emmons stated that the board has already handed out a lot of money. Kiefer advised that the bonuses would come from COVID funds. Kiefer reminded the board that many healthcare organizations are doing this, and it becomes a question of the value of work done on the backs of the employees who work in the heat and in the parking-lot taking care of our patients. Greco answered that yes salary adjustments were approved last month but that only served to bring staff to market value and these employees are skipping vacations and working the front lines. Kiefer said CH is offering nursing staff a 5K sign-on bonus, in other areas a 30K sign-on bonus is offered, with an additional 10K a week. Our staff could easily leave here and make tons more which would leave us having to backfill staff. McAdams will add subject to the next agenda for a formal vote by the board.

CH is looking into the idea of running Urgent Care out of the ER. Kiefer reported that we are researching the process and pitfalls. This service would help the central Chambers community have an option of urgent care without having to drive to Mont Belvieu. Greco and Smith said they have wanted to bring that service to the area for a while but have always been told it could not be accomplished. Kiefer will continue the research and bring more information and policies to review and consider. No question, it would be a huge benefit to the community, especially mid-county taxpayers.

Dr. Yazdani is retiring, and his building is for sale. Kiefer and Aslin have toured the building and it is an older building. The question is does CH look at buying the building or take the chance that someone else could come in and set up shop as a competitor. Turner asked how much business he has – Kiefer stated that Yazdani has around 300 established patients. Greco suggested that since we do not need the building urgently, we should wait a while.

Global Enterprise Management is currently in 4 states and has been in business for 15 years. GEM partners with Texas corporate-run nursing homes. The contract is with outside doctors who are credentialed in their nursing homes. Reed says that on the face of it looks like it is a good program and would lead to a significant income, but the organization will continue to research. There would be no changes for the patient – same doctor and service the visit would just become an FQJC visit.

There is a new nursing home that wants to partner with us, and the CHOW starts today. This will provide us with an additional \$480K a year. This item is not on the agenda but since it is an urgent decision we need to know if there are any strong objections. If not, we can start filing documents and vote at the next meeting. Reed confirmed that this is almost the same amount to help offset the Physical Therapy income we are having to leave behind.

Dr. Ferdous has officially signed a contract with CH. We have also begun the process to pursue the Trauma Designation for our hospital – and expect to be designated in 2022. CLIA Inspection was completed in two days and a big congratulations to the lab for passing inspection. Dr. Sami will begin seeing cardiology patients in January 2022 at the Dayton Clinic.

Jennifer Walsh presented the marketing plan to transition from CH to **OmniPoint** Health. The new logo and storefront in Dayton were shown along with various other marketing material. Greco agreed that the new logo looks world-class.

Jennifer Walsh and Sue Hawthorne left at 7:55 PM and the board took a quick break. The break ended at 8:07 PM.

New Business:

Hodges reviewed the Financial Highlights for September 2021.

A motion was made to approve the financials as presented by Vice-Chairperson Smith and Director Emmons seconded the motion. The motion carried unanimously.

Texas SmartBuy Program has been in effect since 1979 and since we are an entity of the state, we can take advantage of participating in this program. The program issues procurement cards and gives us the ability to use vendors contracted through the state which will help save CH money with some lower prices. Greco asked how much the program costs and Jay stated that it is around \$100 for a non-refundable application fee.

A motion was made to approve the Texas SmartBuy Program by Vice-Chairperson Smith and Director Brown seconded the motion. The motion carried unanimously.

The November board meeting was originally scheduled for the day of Thanksgiving and needs to be moved. The group agreed to skip the November meeting and move the December meeting to December 9th.

A motion was made to approve the December meeting on the 9th at 5:30 by Vice-Chairperson Smith and Director Brown seconded the motion. The motion carried unanimously.

Judgement Resale Offer CV21544 was reviewed. Tax sale of the property.

A motion was made to approve the Resale offer as presented by Vice-Chairperson Smith and Director Brown seconded the motion. Director Emmons abstained from the vote. The motion carried.

Bayside Healthcare Foundation's name needs to transition to OmniPoint Foundation. Board members should start to consider influential people from our community that may be a benefit to our Foundation. Reed stated that McAdams should send out dates in January that are options for a foundation meeting and invite this board to the meeting. Reed will help us book the financials and update the bylaws.

Policies on completing and filing the minutes and setting agendas was tabled until the next meeting so that the board would have more time to review carefully.

IT Infrastructure Proposal was tabled until the next scheduled meeting.

A motion to go into Executive Session was made by Vice-Chairperson Smith and seconded by Secretary Turner. All parties were in favor and the motion carried unanimously. Board moved to come out of Executive Session at 8:42 PM.

At 8:53PM the board came out of executive session to review Hospital QAPI Report, Policy and Procedure Manuals, Bylaws of the Medical Staff, and Medical Staff – Rules and Regulations.

A motion was made by Vice-Chairperson Smith to approve the Hospital QAPI Report, Policy and Procedure Manuals, Bylaws of the Medical Staff, and Medical Staff – Rules and Regulations. Director Brown seconded the motion. The motion carried unanimously.

A motion to go into Executive Session was made by Vice-Chairperson Smith and seconded by Director Brown. All parties were in favor and the motion carried unanimously. Board moved to closed session at 8:57 PM.

A motion was made to approve Credentialing of the following by Vice-Chairperson Smith and seconded by Director Brown. The motion carried unanimously.

- Reagan Meuth
- Ellen Walthal
- Courtney Babcock
- Brandi Sawyer
- David Arabie
- Vivian Valdes
- Heather Hagen
- Tawna Williams
- Leah Ford
- Edwin Morgan

Adjournment:

A motion was made by Secretary Turner to adjourn, and Director Emmons seconded the motion. All parties were in favor and the motion carried unanimously. Meeting adjourned at 9:39 PM.

Approved this 9th the day of December 2021.

A handwritten signature in blue ink that reads "Theresa Greco". The signature is written in a cursive style with a long horizontal stroke extending to the right.

THERESA GRECO, CHAIRPERSON
BOARD OF DIRECTORS