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### **Minutes of the Regular Meeting of the Board of Directors**

The Governing Board of Gonzales Healthcare Systems met in a Regular Meeting on Thursday, February 5, 2019 at 5:15 P.M. in the Conference Room at thrive Healthplex.

#### **Directors Present:**

Kenneth Gottwald- President  
Greg Tieken - Vice President  
Stephanie Kodack - Secretary  
Lisa Gindler - Member  
Sascha Kardosz - Member  
Timothy Markham - Member  
Kerry Morgan - Member  
Gene Reed - Member

#### **Directors Absent:**

None

#### **Others Present:**

John Hughson	Lori Parker
Ron Vigus	Jose Castro
Patty Stewart	Carol Villareal
Joni Leland	Toni Perales
Juli Clay	Kathleen Koerner, D.O.
Sean Hattenbach, M.D.	Shannon Williams

The meeting was called to order at 5:15 P.M. by the President, Kenneth Gottwald.

**CALL TO ORDER**

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The President asked if there were any items included on the Consent Agenda that need to be removed for discussion. The board requested that #6, Marketing Report, #12, HHS Report, and #13, Space Lease Agreement with Byron Neely, M.D., be removed for discussion.

**\*APPROVE CONSENT  
AGENDA**

- Minutes of the Regular Meeting on January 3, 2019
- Minutes of the Special Called Meeting on January 8, 2019
- Minutes of the Building Committee Meeting on January 8, 2019
- Minutes of the Building Committee Meeting on January 15, 2019
- Minutes of the Building Committee Meeting on January 29, 2019
- Marketing Report
- Nursing Report
- Rural Health Clinic Report
- Home Health Administrator Report
- thrive Healthplex Report
- Gonzales Healthcare Systems Foundation Report
- HHS Report
- Space Lease Agreement Renewal with Byron Neely, M.D.
- Cancellation of Space Lease Agreement with John Holcomb, M.D. (Review Only)

Marketing Report: Lisa Gindler stated it does not seem like we are getting much activity on the Social Media Report and it does not seem particularly successful. Stephanie Kodack stated that we need more information from Google Analytics to determine the success of the Facebook campaign. Sascha Kardosz stated we need to post more information about the organization and our services on these sites, not just upcoming events. We need to contact BCI to determine how to improve this campaign. We will ask them to attend future meetings to address these issues.

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**CONSENT AGENDA (CONTINUED):**

Space Agreement: The board decided to table approval of the agreement until the physician account is current and in good standing.

HHS Report: Jose Castro reported that we are doing a complete inspection and review of the fire alarm device system to determine where each device is located and identified correctly on the panel. He is recommending the board approve the item on the agenda and the proposal from Firetron to conduct this review.

Motion was moved and **approved** to accept the Consent Agenda with noted comments and changes. (Motion by Stephanie Kodack, second by Kerry Morgan) There were eight votes for and no votes against the motion.

Motion was moved and **approved** to accept the Medical Staff Report for January 2019 as presented. (Motion by Greg Tieken, second by Stephanie Kodack) There were eight votes for and no votes against the motion.

Motion was moved and **approved** to accept the proposed amendment to the Medical Staff Bylaws, Rules and Regulations as presented. (Motion by Lisa Gindler, second by Stephanie Kodack) There were eight votes for and no votes against the motion.

Motion was moved and **approved** to accept the Performance Improvement Plan for Gonzales Healthcare Systems as presented. (Motion by Stephanie Kodack, second by Timothy Markham) There were eight votes for and votes against the motion.

Motion was moved and **approved** to accept the Credentialing Application for Rohitumar Patel, M.D., Emergency Department, as presented. (Motion by Lisa Gindler, second by Timothy Markham) There were eight votes for and no votes against the motion.

**\*APPROVE CONSENT  
AGENDA (CONTINUED)**

**\*APPROVE MEDICAL  
STAFF REPORT**

**\*APPROVE AMENDMENT  
TO MEDICAL STAFF  
BYLAWS**

**\*APPROVE  
PERFORMANCE  
IMPROVEMENT PLAN**

**\*APPROVE  
CREDENTIALING FOR  
DR. PATEL**

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Motion was moved and **approved** to accept the Credentialing Application for Roy Kendrick, M.D., Emergency Department, as presented. (Motion by Greg Tieken, second by Timothy Markham) There were eight votes for and no votes against the motion.

**\*APPROVE  
CREDENTIALING FOR  
DR. KENDRICK**

Motion was moved and **approved** to accept the Credentialing Application for Pamela Gougler, M.D., Emergency Department, as presented. (Motion by Timothy Markham, second by Sascha Kardosz) There were eight votes for and no votes against the motion.

**\*APPROVE  
CREDENTIALING FOR  
DR. GOUGLER**

Motion was moved and **approved** to accept the Credentialing Application for Mary Betterman, M.D., Courtesy Staff, Radiology, as presented. (Motion by Timothy Markham, second by Sascha Kardosz) There were eight votes for and no votes against the motion.

**\*APPROVE  
CREDENTIALING FOR  
DR. BETTERMAN**

Motion was moved and **approved** to accept the Credentialing Application for Timothy Wagner, M.D., Courtesy Staff, Family Practice, as presented. (Motion by Lisa Gindler, second by Greg Tieken) There were eight votes for and no votes against the motion.

**\*APPROVE  
CREDENTIALING FOR  
DR. WAGNER**

Motion was moved and **approved** to accept the Credentialing Application for Steven Zielinski, M.D., Courtesy Staff, Neurosurgery, as presented. (Motion by Timothy Markham, second by Lisa Gindler) There were eight votes for and no votes against the motion.

**\*APPROVE  
CREDENTIALING FOR  
DR. ZIELINSKI**

Motion was moved and **approved** to accept the Credentialing Application for Jackson Hamilton, M.D., Courtesy Staff, Radiology, as presented. (Motion by Timothy Markham, second by Lisa Gindler) There were eight votes for and no votes against the motion.

**\*APPROVE  
CREDENTIALING FOR  
DR. HAMILTON**

Motion was moved and **approved** to accept the Financial Report for December 2018 as presented, with the following documents:

**\*FINANCIAL REPORT**

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**FINANCIAL REPORT (CONTINUED):**

- Balance Sheet
- Cash Flow Sheet
- Current Month and YTD Income Statement Compared to Last Year
- Current Month and YTD Income Statement Compared to Budget
- Departmental Charge/Expense Report
- Receivable, Payor Mix and Collections
- Graphs
- Trend Report
- Investment Schedules
- Capital Expenditure Report
- Tax Report
- Accounts

(Motion by Greg Tieken, second by Lisa Gindler) There were eight votes for and no votes against the motion.

Motion was moved and **approved** to accept the proposal from Firetron for the Fire Alarm Detector System as presented. (Motion by Stephanie Kodack, second by Timothy Markham) There were eight votes for and no votes against the motion.

The board discussed the QAPI Report. Lori Parker distributed the Medication Error Report and stated that she believes we need extended hours from the RePas System for evenings and weekends to reduce the number of errors. The board agreed and asked Administration to add the extended hours and obtain some other options to improve the medication error rate.

Motion was moved and **approved** to accept the QAPI Report as presented. (Motion by Lisa Gindler, second by Timothy Markham) There were eight votes for and no votes against the motion.

There was no discussion or action taken regarding the Shiner Commercial Property Company, LLC agreement.

**\*FINANCIAL REPORT  
(CONTINUED)**

**\*APPROVE PROPOSAL  
FOR FIRE ALARM  
DETECTOR SYSTEM**

**\*QAPI REPORT**

**\*SHINER COMMERCIAL  
PROPERTY CO, LLC**

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Motion was moved and **approved** to accept the proposal for the Nuclear Camera Services Agreement upon review and approval from our attorney. (Motion by Timothy Markham, second by Lisa Gindler) There were eight votes for and no votes against the motion.

**\*APPROVE PROPOSAL  
FOR NUCLEAR CAMERA  
SERVICE AGREEMENT**

Motion was moved and **approved** to appoint Michael Mikesch as the Administrator of Memorial Hospital Home Health Agency. (Motion by Lisa Gindler, second by Stephanie Kodack) There were eight votes for and no votes against the motion.

**APPOINT MICHAEL  
MIKESH AS HOME  
HEALTH  
ADMINISTRATOR**

Motion was moved and **approved** to accept the Memorial Hospital Home Health Agency Third Quarter 2018 Quality Assurance Performance Improvement Report as presented (Motion by Lisa Gindler, second by Stephanie Kodack) There were eight votes for and no votes against the motion.

**\*APPROVE THIRD  
QUARTER HOME  
HEALTH QAPI REPORT**

The board tabled action to approve the 2018 Rural Health Clinic Annual Reports for Sievers Medical Clinic and Sievers Medical Clinic-Waelder until final reports are received.

**TABLE RHC ANNUAL  
REPORTS**

**BUILDING COMMITTEE REPORT:** Timothy Markham reported that the committee has met with Alan Jacobs to discuss the cost for updating four existing hospital rooms. The estimated cost is approximately \$400,000. The committee will continue to discuss this as a potential project. The board discussed setting up one bariatric room to accommodate larger patients.

**BUILDING COMMITTEE  
REPORT**

**NOMINATING COMMITTEE REPORT:** The committee interviewed two potential replacements to fill the Precinct 4 Director position - Wayne South and JoNell Ortman. Sascha Kardosz reported that the committee is recommending the appointment of Wayne South to fill the unexpired term.

**NOMINATING  
COMMITTEE REPORT**

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Motion was moved and **approved** to accept the recommendation of the Nominating Committee to appoint Wayne South to fill the unexpired term of the Precinct 4 Director position. (Motion by Lisa Gindler, second by Timothy Markham) There were eight votes for and no votes against the motion.

**APPOINTMENT OF  
PRECINCT 4  
DIRECTOR**

**COMPLIANCE ISSUES REPORT:**. Juli Clay presented the following report:

**\*COMPLIANCE  
ISSUES REPORT**

- We have received no complaints on the Compliance Hot Line.
- The OIG exclusion list was last updated on January 10, 2019 with no issues reported.
- We are in compliance with the OIG exclusion list of providers and have determined we are in compliance with all employees, vendors and ordering physicians who provide services to Gonzales Healthcare Systems. We are also in compliance with our Board of Directors.
- We have zero malpractice data reflecting our hospital experience and the experience of individuals physicians who we have appointed to the medical staff.
- All Physician Space Lease Agreements are current. One physician is three months behind on rental for \$900.00. A letter has been sent requesting payment.
- Refunds: \$4,109.74 (Paragon \$3,140.85 and Nextgen \$968.89) with nothing out of the ordinary reported. Refunds are prepared by our Business Office and audited by our Chief Accountant for accuracy. A review is done on patient refunds to ensure money cannot be moved to another account with an outstanding balance.
- HIPAA Audit was completed on 02/05/19 with no issues noted.
- Payroll Audit was completed on 01/23/19 with no issues noted.
- There were no RAC audits conducted.
- Denials: We had 0 denials.

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**COMPLIANCE ISSUES REPORT (CONTINUED):**

- Billing Issues: The U8 Modifier issue claims have been refiled and they have been reprocessed. We continue to work on updating our PPO Agreement with Blue Cross Blue Shield. We are working to resolve a UHC issue regarding claims billed under the wrong NPI. We are going back and forth with BCBS on claims that were not processed correctly.
- The Medical Staff received EMTALA, Compliance and HIPAA on January 15 ,2019.

Motion was moved and **approved** to accept the Addendum to the Craig Cardiovascular Center, P.A. Agreement as presented. (Motion by Lisa Gindler, second by Sascha Kardosz) There were eight votes for and no votes against the motion.

**CEO REPORT:** John Hughson presented the following information:

- John introduced Shannon Williams who will be on-site for a couple of days to review our current electronic health record system and do a comparative analysis of what our needs are.
- John stated that we need to consider doing a cybersecurity risk assessment on our entire system. The board agreed and John will seek bids before the next meeting.

Motion was moved and **approved** to accept the CEO Report. (Motion by Lisa Gindler, second by Stephanie Kodack) There were eight votes for and no votes against the motion.

**PUBLIC COMMENT:** None

**\*COMPLIANCE  
ISSUES REPORT  
(CONTINUED)**

**\*CEO REPORT**

**PUBLIC COMMENT**



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Motion was moved and **approved** to adjourn the meeting. (Motion by Stephanie Kodack, second by Lisa Gindler) There were eight votes for and no votes against the motion.

**ADJOURNMENT**



**Kenneth Gottwald  
President**



**Stephanie Kodack  
Secretary**