

Minutes of the Regular Meeting of the Board of Directors

The Governing Board of Gonzales Healthcare Systems met in a Regular Meeting on Tuesday, March 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
Timothy Markham - Member
Kerry Morgan - Member
Gene Reed - Member

Directors Absent:

Sascha Kardosz - Member

Others Present:

John Hughson	Lori Parker
Ken Ward	Toni Perales
Patty Stewart	Carol Villareal
Toni Perales	Robert Camarillo
Juli Clay	Holly Danz
Melissa Collazo	Wayne South
Kathleen Koerner, D.O.	Commie Hisey, D.O.
Humberto Rivas, M.D.	

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

Dr. Gottwald welcomed Wayne South who will fill the position vacated by Katie Garrett in May 2019.

CALL TO ORDER

**INTRODUCTION OF
WAYNE SOUTH**

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The Board presented a gift of appreciation to Katie Garrett for her many years of service as Precinct 4 Director.

**PRESENTATION TO
KATIE GARRETT**

The President asked if there were any items included on the Consent Agenda that need to be removed for discussion. The board requested that #5, Marketing Report, #6, Nursing Report, and #12, Space Lease Agreement with Byron Neely, M.D., be removed for discussion.

***CONSENT AGENDA**

- Minutes of the Regular Meeting on February 5, 2019
- Minutes of the Special Called Meeting on February 12, 2019
- Minutes of the Executive Committee Meeting on February 26, 2019
- Minutes of the Building Committee Meeting on February 12, 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.

Marketing Report: Chuck Snyder from BCI was available via telephone conference to discuss current issues and strategies for improving the feedback from social media activities.

Nursing Report: Lori Parker, Chief Nursing Officer, presented a new staffing matrix for review and approval. This matrix was developed by the Nurse Council and is recommended for approval by the board.

Dr. Neely's Lease Agreement: This was pulled and not recommended for approval.

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Motion was moved and **approved** to accept the Consent Agenda with comments and changes noted above. (Motion by Gene Reed, second by Lisa Gindler) There were seven votes for and no votes against the motion.

***APPROVE CONSENT
AGENDA (CONTINUED)**

Motion was moved and **approved** to accept the Medical Staff Report for February 2019 as presented. (Motion by Timothy Markham, second by Stephanie Kodack) There were seven votes for and no votes against the motion.

***APPROVE MEDICAL
STAFF REPORT**

Motion was moved and **approved** to accept the Credentialing Application for Austin Potter, M.D., Emergency Department, as presented. (Motion by Lisa Gindler, second by Greg Tieken) There were seven votes for and no votes against the motion.

***APPROVE
CREDENTIALING
APPLICATION FOR
DR .POTTER**

Motion was moved and **approved** to accept the Credentialing Application for Danny Farley, M.D., Emergency Department, as presented. (Motion by Gene Reed, second by Lisa Gindler) There were seven votes for and no votes against the motion.

***APPROVE
CREDENTIALING
APPLICATION FOR
DR. FARLEY**

Motion was moved and **approved** to accept the Credentialing Application for Satyendra Arya, M.D., Emergency Department, as presented. (Motion by Gene Reed, second by Greg Tieken) There were seven votes for and no votes against the motion.

***APPROVE
CREDENTIALING
APPLICATION FOR
DR. ARYA**

Motion was moved and **approved** to accept the Credentialing Application for Marshall Bishop, M.D., Courtesy Staff, Family Medicine as presented. (Motion by Greg Tieken, second by Stephanie Kodack) There were seven votes for and no votes against the motion.

***APPROVE
CREDENTIALING
APPLICATION FOR
DR. BISHOP**

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

***APPROVE
CREDENTIALING
APPLICATION FOR
DR. MILLARE**

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Motion was moved and **approved** to accept the Financial Report for January 2019 as presented, with the following documents:

- 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 Timothy Markham)
There were seven votes for and no votes against the motion.

Motion was moved and **approved** to accept the proposal to purchase a Bone Density Testing Sonometer for Occupational Health Services as presented, with the three year warranty. (Motion by Kerry Morgan, second by Timothy Markham) There were seven votes for and no votes against the motion.

Motion was moved and **approved** to ratify the purchase of the Blood Bank Refrigerator for the Laboratory as presented. (Motion by Greg Tieken, second by Kerry Morgan) There were seven votes for and no votes against the motion.

Motion was moved and **approved** to accept the QAPI Report as presented. (Motion by Gene Reed, second by Kerry Morgan) There were seven votes for and no votes against the motion.

***FINANCIAL REPORT**

***APPROVE PURCHASE
OF BONE DENSITY
TESTING SONOMETER**

***RATIFY PURCHASE OF
BLOOD BANK
REFRIGERATOR**

***APPROVE QAPI
REPORT**

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Motion was moved and **approved** to table the appointment of the Precinct 4 Governing Board Director until May 2019. (Motion by Greg Tieken, second by Timothy Markham) There were seven votes for and no votes against the motion.

Motion was moved and **approved** to accept the 2018 Annual Rural Health Clinic Report for Sievers Medical Clinic with the updated CLIA certification date. (Motion by Lisa Gindler, second by Stephanie Kodack) There were seven votes for and no votes against the motion.

Motion was moved and **approved** to accept the 2018 Annual Rural Health Clinic Report for Sievers Medical Clinic-Waelder as presented. (Motion by Lisa Gindler, second by Stephanie Kodack) There were seven votes for and no votes against the motion.

John presented information on the proposed budget amendment regarding salaries to include a 3% cost of living increase fo all employees retroactive to July 1, 2018 and effective on the employees anniversary date.

Motion was moved and **approved** to accept the proposal for the budget amendment as presented. (Motion by Greg Tieken, second by Timothy Markham) There were seven votes for and no votes against the motion.

Motion was moved and **approved** to accept the proposal from Creel Group for a complete Compensation and Benefits Review Project for Gonzales Healthcare Systems as presented. (Motion by Timothy Markham, second by Lisa Gindler) There were seven votes for and no votes against the motion.

Motion was moved and **approved** to accept the proposal from QHR for the IT Risk Assessment Project. (Motion by Lisa Gindler, second by Greg Tieken) There were seven votes for and no votes against the motion.

***TABLE
APPOINTMENT OF
PRECINCT 4
DIRECTOR**

***APPROVE 2018
RHC ANNUAL REPORT
FOR SIEVERS MEDICAL
CLINIC**

***APPROVE 2018
RHC ANNUAL REPORT
FOR SIEVERS MEDICAL
CLINIC-WAELDER**

***APPROVE BUDGET
AMENDMENT FOR
SALARY ADJUSTMENT**

***APPROVE PROPOSAL
FROM CREEL GROUP**

***APPROVE PROPOSAL
FROM QHR FOR IT
RISK ASSESSMENT
PROJECT**

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Motion was moved and **approved** to accept the Contract Amendment with UBEO Services as presented. (Motion by Kerry Morgan, second by Lisa Gindler) There were seven votes for and no votes against the motion.

***APPROVE CONTRACT
AMENDMENT WITH
UBEO SERVICES**

Motion was moved and **approved** to accept the Mohrmann's Pharmacy Provider Agreement as presented. (Motion by Lisa Gindler, second by Stephanie Kodack) There were seven votes for and no votes against the motion.

***APPROVE
MOHRMANN'S
PHARMACY PROVIDER
AGREEMENT**

Motion was moved and **approved** to table action on the proposal from The Compliance Team for the Shiner Rural Health Clinic Project pending additional discussion. (Motion by Greg Tieken, second by Lisa Gindler) There were seven votes for and no votes against the motion.

***TABLE ACTION ON
PROPOSAL FROM THE
COMPLIANCE TEAM**

Motion was moved and **approved** to accept the 340B Agreement with SunRx as presented. (Motion by Lisa Gindler, second by Stephanie Kodack) There were seven votes for and no votes against the motion.

***APPROVE 340B
AGREEMENT WITH
SUNRX**

Motion was moved and **approved** to accept the 340B Agreement with HEB as presented. (Motion by Lisa Gindler, second by Greg Tieken) There were seven votes for and no votes against the motion.

***APPROVE 340B
AGREEMENT WITH
HEB**

BUILDING COMMITTEE REPORT: There was no Building Committee Report.

**BUILDING
COMMITTEE REPORT**

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 February 5, 2019 with no issues reported.

COMPLIANCE ISSUES REPORT (CONTINUED):

***COMPLIANCE ISSUES
REPORT**

- 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.
- One physician agreement is out of compliance. Dr. Craig's agreement expired February 28, 2019 and will be presented for renewal at the March meeting.
- Refunds: \$10,323.14 (Paragon \$7,043.07 and Nextgen \$3280.07) 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 02/28/19 with no issues noted.
- Payroll Audit was completed on 02/28/19 with no issues noted.
- There were no RAC audits conducted.
- Denials: We had 0 denials.
- Billing Issues - During 340B Audit, discovered need fo U8 modifier for outpatient Medicare Claims. Still working to update BCBS PPO Agreement.

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CEO REPORT: John presented information on the proposed plans for rural health clinic in Shiner. After discussion on the plans available as presented to the Building Committee, the board stated they would like to make a general motion to move forward with this project.

Motion was moved and **approved** to move forward with the Shiner Rural Health Clinic Project. (Motion by Lisa Gindler, second by Greg Tieken) There were six votes for and one vote against (Kerry Morgan) the motion.

Motion was moved and **approved** to accept the proposal from The Compliance Team for applying for the Shiner Rural Health Clinic. (Motion by Lisa Gindler, second by Greg Tieken) There were six votes for and one vote against (Kerry Morgan) the motion.

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

QHR Update: Ken Ward announced that Bob Vento is no longer with QHR but there are no changes to our regional team or our service contract.

Motion was moved and **approved** to call the meeting into Executive Session pursuant to Section 551.074 of the Texas Governmental Code for the purpose of reviewing the Performance Action Plan for the Chief Executive Officer. (Motion by Gene Reed, second by Lisa Gindler) There were seven votes for and no votes against the motion.

***CEO REPORT**

***SHINER RURAL
HEALTH CLINIC
PROJECT**

***APPROVE
PROPOSAL FROM
THE COMPLIANCE
TEAM**

**APPROVE CEO
REPORT**

QHR UPDATE

EXECUTIVE SESSION

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Motion was moved and **approved** to call the meeting into Open Session. (Motion by Gene Reed, second by Greg Tieken) There were seven votes for and no votes against the motion.

ADJOURNMENT

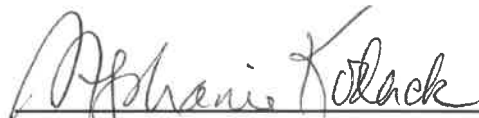
No action was taken resulting from Executive Session.

PUBLIC COMMENT: None

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



**Kenneth Gottwald
President**



**Stephanie Kodack
Secretary**