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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 Tuesday, August 6, 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
Kerry Morgan - Member
Gene Reed – Member
Wayne South - Member

Directors Absent:

Timothy Markham – Member

Others Present:

Patty Stewart	Juli Clay
Ron Vigus	Robert Camarillo
Joni Leland	Lori Parker
Carol Villareal	Mike Mikesh
Cynthia Green	Holly Danz.
David Schroeder	Shawntel McCune
Commie Hisey, D.O.	Jared Vinson

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. Dr. Hisey asked if #7, Marketing Report, could be pulled for discussion.

Marketing Report: Dr. Hisey stated that Dr. Vicente Quintero was upset that we will be having another dermatologist providing services here and that he was not consulted. Patty said that she would reach out to Dr. Quintero about this issue. Dr. Hisey asked if the medical staff could be involved when we are planning to bring new consultants on board.

***CONSENT AGENDA**

- Minutes of the Regular Meeting on July 2, 2019
- Minutes of the Special Called Meeting on July 15, 2019
- Minutes of the Special Called Meeting on July 24, 2019
- Minutes of the Executive Committee Meeting on July 22, 2019
- Minutes of the Executive Committee Meeting on July 30, 2019
- Minutes of the Building Committee Meeting on July 3, 2019
- Marketing Report
- Business Development Report
- Nursing Report
- Rural Health Clinic Report
- Home Health Administrator Report
- Thrive Healthplex Report
- Gonzales Healthcare Systems Foundation Report
- HHS Reports
- Specialty Physician Space Lease Agreement with Eye Associates of South Texas (Renewal)
- Specialty Physician Space Lease Agreement with Terri Quebedeaux, DPM (Renewal)
- Specialty Physician Space Lease Agreement with Robert Ryan, M.D. (Renewal)
- Specialty Physician Space Lease Agreement with Vincente Quintero, M.D. (Renewal)

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CONSENT AGENDA (CONTINUED):

- Specialty Physician Space Lease Agreement with Victoria Voge, M.D. (Renewal)
- Specialty Physician Space Lease Agreement with Amy Trost, Hearing Instrument Specialist (Renewal)

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

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

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

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

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

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

***CONSENT AGENDA
(CONTINUED)**

***APPROVE MEDICAL
STAF REPORT**

***APPROVE
CREDENTIALING
APPLICATION FOR
DR. BARKER**

***APPROVE
CREDENTIALING
APPLICATION FOR
DR. GARZA**

***APPROVE
CREDENTIALING
APPLICATION FOR
DR. KENDRICK**

***APPROVE
CREDENTIALING
APPLICATION FOR
DR. MONEY**

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Motion was moved and **approved** to accept the Credentialing Application for Kody Selzer, M.D., Active Staff (Provisional), Family Medicine, with Requirement for Monitoring of Cesarean Sections, Tubal Ligations or Occlusions as Specified, as presented. (Motion by Lisa Gindler, second by Gene Reed) There were eight votes for and no votes against the motion.

***APPROVE
CREDENTIALING
APPLICATION FOR
DR. SELZER**

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

***APPROVE
FINANCIAL REPORT**

- 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
- Trend Report
- Investment Schedules
- Capital Expenditure Report
- Tax Report
- Accounts

(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 bid from Office Furniture for furniture for the Outpatient and Emergency Room lobbies for \$17,017.71 as presented. (Motion by Greg Tieken, second by Kerry Morgan) There were eight votes for and no votes against the motion.

***APPROVE PURCHASE
OF FURNITURE FOR
OUTPATIENT AND ER
LOBBIES**

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Motion was moved and **approved** to table approval of the bids for construction of an ADA ramp at thrive Healthplex, pending the receipt of additional information. (Motion by Sascha Kardosz, second by Lisa Gindler) There were eight votes for and no votes against the motion.

***TABLE APPROVAL OF
ADA RAMP AT THRIVE**

Motion was moved and **approved** to table approval of the bids to replace the receiving entrance door in Central Supply, pending the receipt of additional information. (Motion by Stephanie Kodack, second by Sascha Kardosz) There were eight votes for and no votes against the motion.

***TABLE APPROVAL OF
RECEIVING ENTRANCE
DOOR IN CENTRAL
SUPPLY**

Motion was moved and **approved** to ratify the invoice for repairs to the boiler for the Lap Pool at thrive Healthplex as presented. (Motion by Lisa Gindler, second by Greg Tieken) There were eight votes for and no votes against the motion.

***RATIFY INVOICE FOR
REPAIRS TO LAP POOL
BOILER AT THRIVE**

Motion was moved and **approved** to accept the proposal from WellSky for EMR Software for Home Health as presented, based on the recommendations from our attorney. (Motion by Kerry Morgan, second by Stephanie Kodack) There were eight votes for and no votes against the motion.

***APPROVE PROPOSAL
FROM WELLSKY FOR
HOME HEALTH EMR**

Motion was moved and **approved** to accept the bids for Information Technology Software and Equipment as presented. (Motion by Stephanie Kodack, second by Greg Tieken) There were eight votes for and no votes against the motion.

***APPROVE BIDS FOR
IT SOFTWARE AND
EQUIPMENT**

Motion was moved and **approved** to accept the QAPI Report as presented. (Motion by Stephanie Kodack, second by Sascha Kardosz) There were eight votes for and no votes against the motion.

***APPROVE QAPI
REPORT**

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Motion was moved and **approved** to receive the 2019 Effective and Rollback Tax Rate Calculations from the Gonzales County Tax Assessor-Collector as presented. (Motion by Greg Tieken, second by Sascha Kardosz) There were eight votes for and no votes against the motion.

***RECEIVE THE
2019 EFFECTIVE
AND ROLLBACK
TAX RATE
CALCULATIONS**

Motion was moved and **approved** to propose a tax rate of \$0.3094 for 2019 for Gonzales Healthcare Systems. (Motion by Greg Tieken, second by Sascha Kardosz) There were eight votes for and no votes against the motion.

***PROPOSE THE
2019 TAX RATE
OF \$0.3094**

Motion was moved and **approved** to accept the Memorial Hospital Home Health Agency Quality Assurance Performance Improvement Report for First Quarter 2019 as presented. (Motion by Stephanie Kodack, second by Lisa Gindler) There were eight votes for and no votes against the motion.

***APPROVE HOME
HEALTH QAPI
REPORT FOR
FIRST QUARTER
2019**

BUILDING COMMITTEE REPORT: Patty Stewart reported the committee met with representatives from O'Connell Robertson to discuss some changes. They were very receptive to the ideas discussed. The committee will meet later this month to finalize plans and move forward with a contract.

***BUILDING
COMMITTEE
REPORT**

Motion was moved and **approved** to accept the Building Committee Report as presented. (Motion by Sascha Kardosz, second by Kerry Morgan) There were eight votes for and no votes against the motion.

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 July 10, 2019 with no issues reported.

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***COMPLIANCE ISSUES REPORT (CONTINUED):**

- We are in compliance with the OIG exclusion list to 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 Agreements are current.
- 340B CAP has been submitted – nothing new to report.
- 2019 340B Annual Audit was completed on June 25, 2019 and we are waiting on the report.
- The 2019 340B Audit was completed on June 25, 2019.
- The Compliance Committee had the quarterly meeting on July 24, 2019.
- Refunds: \$22,152.01 (Paragon \$22,152.01 and Nextgen \$0.00) 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. One Paragon account was a patient whose insurance terminated two days before care was given had to be fully refunded.
- HIPAA Audit was not completed
- Payroll Audit was not completed.
- RAC Audit: The case discussed in June came back still saying it was billed wrong. We have appealed and still been denied. So, we will show one billing error on our occurrence rating. The board asked us to attempt to clear through the Clearinghouse and if not, to write letters to congressional representatives to try to expunge our record.

***COMPLIANCE ISSUES
REPORT
(CONTINUED)**

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***COMPLIANCE ISSUES REPORT (CONTINUED):**

- We have two new RAC audits and have identified issues with physician documentation that resulted in DRG changes.
- Denials: We had 0 denials.
- Billing Issues: No issues noted.

Motion was moved and **approved** to utilize the Board Self-Assessment Tool from Texas Healthcare Trustees for the annual board self-evaluation as presented. (Motion by Lisa Gindler, second by Sascha Kardosz) There were eight votes for and no votes against the motion.

Motion was moved and **approved** to accept the Specialty Physician Space Lease Agreement with Austin Maternal Fetal Medicine-HCA Group as presented. (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 Vendor Access Policy as presented. (Motion by Kerry Morgan, second by Sascha Kardosz) There were eight votes for and no votes against the motion.

Motion was moved and **approved** to accept the Introductory Employment Period Policy as presented. (Motion by Kerry Morgan, second by Lisa Gindler) There were eight votes for and no votes against the motion.

Motion was moved and **approved** to accept the Annual Employee Performance Review Policy as presented. (Motion by Stephanie Kodack, second by Sascha Kardosz) There were eight votes for and no votes against the motion.

Motion was moved and **approved** to accept the Substance Abuse Policy as presented. (Motion by Stephanie Kodack, second by Lisa Gindler) There were eight votes for and no votes against the motion.

***COMPLIANCE
ISSUES REPORT
(CONTINUED)**

***APPROVE THT
BOARD SELF-
ASSESSMENT TOOL**

***APPROVE SPACE
AGREEMENT WITH
AUSTIN MATERNAL
FETAL MEDICINE-
HCA GROUP**

***APPROVE VENDOR
ACCESS POLICY**

***APPROVE
INTRODUCTORY
EMPLOYMENT
PERIOD POLICY**

***APPROVE ANNUAL
EMPLOYEE
PERFORMANCE
REVIEW POLICY**

***APPROVE
SUBSTANCE ABUSE
POLICY**

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CEO REPORT: Patty Stewart, Interim CEO, presented the following information:

***CEO REPORT**

- The initial report from The Creel Group on the Wage and Benefits Review is attached for review. The next step will be to place employees on the proposed scale as appropriate and determine how to roll out changes and amend the budget. We will look at the positions with the most disparate salaries as our first priority. We will start this process as soon as the annual scoring period for employee evaluation is completed, so that we can see where the rates currently stand.
- Board members who attended the Annual Texas Healthcare Trustees Conference in San Antonio reported on the various topics highlighted at the conference.
- QHR Update: Ron Vigus reported that QHR will host a Boot Camp in September for middle managers. He reported that Woody White is our new Financial AVP. He also stated that Wayne South had attended Board Basics Training and that Lori Parker would attend the Annual CNO Conference this month.

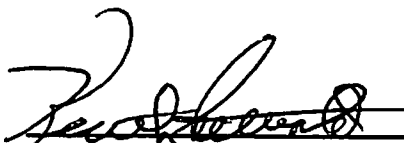
Motion was moved and **approved** to accept the CEO Report as presented. (Motion by Greg Tieken, second by Timothy Markham) There were eight votes for and no votes against the motion.

PUBLIC COMMENT: None.

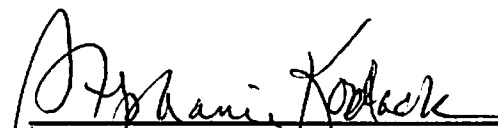
PUBLIC COMMENT

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

ADJOURNMENT



Kenneth Gottwald
President



Stephanie Kodack
Secretary