

Minutes of the Regular Meeting of the Board of Directors

The Governing Board of Gonzales Healthcare Systems met in a Regular Meeting on Tuesday, November 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
Wayne South - Member

Directors Absent:

Sascha Kardosz – Member
Kerry Morgan – Member
Gene Reed – Member

Others Present:

Patty Stewart	Juli Clay
Woody White	Robert Camarillo
Joni Leland	Lori Parker
Carol Villareal	Mike Mikesh
Holly Danz	David Schroeder
Sherri Koepp	Leslie Janssen
Melissa Cowey	Shawntel McCune
Toni Perales	Rikki Baldwin, M.D.
Commie Hisey, D.O.	Kathleen Koerner, D.O.
Kneeley Lawdermilk	

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

CALL TO ORDER

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Those present recited the Pledge of Allegiance and the invocation was given by Lisa Gindler.

PUBLIC COMMENT: None

Patty Stewart introduced Kneeley Lawdermilk from Durbin & Associates who presented the Financial Audit for Fiscal Year Ending June 30, 2019 and the Cost Report for Fiscal Year Ending June 30, 2019.

Motion was moved and **approved** to accept the Financial Audit Report for Fiscal Year Ending June 30, 2019 as presented. (Motion by Lisa Gindler, second by Greg Tieken) There were six votes for and no votes against the motion.

Motion was moved and **approved** to accept the Cost Report for Fiscal Year Ending June 30, 2019 as presented, and to authorize the CEO to sign the final report for submission. (Motion by Lisa Gindler, second by Timothy Markham) There were six votes for and no votes against the motion.

Leslie Janssen presented the annual Governing Board HIPAA Training Update.

Motion was moved and approved to move the meeting into Executive Session Pursuant to the Following Sections of the Texas Governmental Code:

Section 161.032 of the Texas Health and Safety Code – Deliberation of Information or Reports from a Compliance Officer, and
Section 551.074 – Personnel Matters

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

Motion was moved and approved to move the meeting into Open Session. (Motion by Timothy Markham, second by Greg Tieken) There were six votes for and no votes against the motion.

**PLEDGE OF
ALLEGIANCE AND
INVOCATION**

***PRESENTATION OF
AUDIT REPORT AND
COST REPORT FOR
FYE 06/30/19**

**APPROVE AUDIT
REPORT FOR
FYE 06/30/19**

**APPROVE COST
REPORT FOR
FYE 06/30/19**

**ANNUAL HIPAA
TRAINING**

**CALL MEETING INTO
EXECUTIVE SESSION**

**CALL MEETING INTO
OPEN SESSION**

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There was no action to be taken resulting from the Executive Session.

The President asked if there were any items included on the Consent Agenda that need to be removed for discussion. No items were pulled for discussion.

- Minutes of the Regular Meeting on October 1, 2019
- Minutes of the Special Called Meeting on October 17, 2019
- Marketing Report
- Business Development Report
- Nursing Report
- Rural Health Clinic Report
- Information Technology Progress Report
- Home Health Administrator Report
- Thrive Healthplex Report
- Gonzales Healthcare Systems Foundation Report
- HHS Reports

Motion was moved and **approved** to accept the Consent Agenda as presented. (Motion by Greg Tieken second by Stephanie Kodack) There were six votes for and no votes against the motion.

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

Motion was moved and **approved** to accept the Amendment to the Medical Staff Bylaws, Rules and Regulations as presented. (Motion by Lisa Gindler, second by Timothy Markham) There were six votes for and no votes against the motion.

***CONSENT AGENDA**

**APPROVE CONSENT
AGENDA**

***APPROVE MEDICAL
STAFF REPORT**

***APPROVE
AMENDMENT TO
MEDICAL STAFF
BYLAWS**

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Motion was moved and **approved** to accept the Credentialing Application for Misha McCauley, RN, for Obstetric Medical Screening Exams, as presented. (Motion by Lisa Gindler, second by Greg Tieken) There were six votes for and no votes against the motion.

***APPROVE
CREDENTIALING
APPLICATION FOR
MISHA MCCAULEY,RN**

Motion was moved and **approved** to accept the Credentialing Application for Brian Forzani, M.D., Courtesy Staff, Pain Management, as presented. (Motion by Stephanie Kodack, second by Lisa Gindler) There were six votes for and no votes against the motion.

***APPROVE
CREDENTIALING
APPLICATION FOR
DR. FORZANI**

BUILDING COMMITTEE REPORT: Patty reported that she had solicited bids for a consultant to provide a limited structural review of the current building before we proceed with the facility master plan. She recommends that we sign the proposed agreement with WJE out of San Antonio at a total cost of \$9490.00. Patty also reported that the Shiner Clinic remodeling is proceeding and they are currently waiting on the plumber to finish. (Timothy Markham left the meeting)

***BUILDING
COMMITTEE REPORT**

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

***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

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(Motion by Greg Tieken, second by Stephanie Kodack)
There were five votes for and no votes against the motion.

**APPROVE FINANCIAL
REPORT**

Motion was moved and **approved** to accept the bid from Progressive Commercial Aquatics, Inc. for pool repairs at thrive Healthplex as presented. (Motion by Lisa Gindler, second by Greg Tieken) There were five votes for and no votes against the motion.

***APPROVE BID FOR
POOL REPAIRS**

Motion was moved and **approved** to accept the proposal from Siemens, Inc. for Clinical Education for Radiology Users as presented. (Motion by Stephanie Kodack, second by Lisa Gindler) There were five votes for and no votes against the motion.

***ACCEPT PROPOSAL
FOR CLINICAL
EDUCATION FOR
RADIOLOGY USERS**

Motion was moved and **approved** to accept the proposal from UniqueDigital for VMWare for the IT System as presented. (Motion by Lisa Gindler, second by Greg Tieken) There were five votes for and no votes against the motion.

***ACCEPT PROPOSAL
FOR VMWARE**

Motion was moved and **approved** to accept the Services Agreement with ChartSpan Medical Technologies for Chronic Care Management Services for Rural Health Clinic Patients as presented. (Motion by Greg Tieken, second by Wayne South) There were five votes for and no votes against the motion.

***ACCEPT SERVICES
AGREEMENT WITH
CHARTSPAN MEDICAL
TECHNOLOGIES**

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

***APPROVE QAPI
REPORT**

Motion was moved and **approved** to accept the Third Amendment to the Agreement with T-Systems to Comply with Regulatory Requirements as presented. (Motion by Greg Tieken, second by Lisa Gindler) There were five votes for and no votes against the motion.

***ACCEPT AMENDMENT
TO THE T-SYSTEMS
AGREEMENT**

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Motion was moved and **approved** to accept the Agreement for Subscription Fee with T-Systems to Add Radiology Orders for CT Scans as presented. (Motion by Lisa Gindler, second by Stephanie Kodack) There were five votes for and no votes against the motion.

***APPROVE AGREEMENT
WITH T-SYSTEMS**

Motion was moved and **approved** to accept the proposal from Allscripts for the FollowMyHeart Level 1 Patient Portal Subscription as presented. (Motion by Stephanie Kodack, second by Lisa Gindler) There were five votes for and no votes against the motion.

***APPROVE PROPOSAL
FROM ALLSCRIPTS**

Motion was moved and **approved** to accept the Employee Christmas Gift proposal as presented. (Motion by Lisa Gindler, second by Greg Tieken) There were five votes for and no votes against the motion.

***APPROVE EMPLOYEE
CHRISTMAS GIFT
PROPOSAL**

Motion was moved and **approved** to accept the minutes from the Safety Committee Meeting on July 17, 2019 as presented. (Motion by Stephanie Kodack, second by Wayne South) There were five votes for and no votes against the motion.

***APPROVE SAFETY
COMMITTEE MEETING
MINUTES FROM 07/17/19**

COMPLIANCE ISSUES REPORT: Juli Clay presented the following report:

***COMPLIANCE ISSUES
REPORT**

- We received one complaints on the Compliance Hot Line. However, we did not receive adequate information to be able to investigate the complaint and reported this back to the company who will forward to the complainant.
- The OIG exclusion list was last updated in November 2019, with no issues reported.
- 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.

COMPLIANCE ISSUES REPORT (CONTINUED):

- We have zero malpractice data reflecting our hospital experience and the experience of individuals physicians who we have appointed to the medical staff.
- Infection Prevention Education was presented to the Auxiliary members.
- All Physician Agreements are current, with the exception of Dr. Kavanaugh. It was approved but he has not signed and returned the agreement.
- The Compliance Committee met on October 30, 2019.
- The board was reminded to complete the Board Self-Assessment.
- HIPAA Security Audit was completed for September and October.
- Payroll Audit was completed on October 26th with no issues noted.
- Nursing Home Reports were included with the packet with new quality components noted.
- RAC Audit: No new audits were received.
- There were no denials reported.
- Refunds: \$5,465 total turned in with \$4500 in Paragon and \$565 in NextGen.
- Risk Management and Concerns were reported and the information is attached.

Motion was moved and **approved** to accept the Records of Board Meetings Policy as amended to add that public records are available from Administration. (Motion by Stephanie Kodack, second by Greg Tieken) There were five votes for and no votes against the motion.

Motion was moved and approved to accept the 2019 Blank Template for Specialty Physician Space Lease Agreements as presented. (Motion by Stephanie Kodack, second by Greg Tieken) There were five votes for and no votes against the motion.

***COMPLIANCE ISSUES
REPORT
(CONTINUED)**

***APPROVE RECORDS
OF BOARD MEETINGS
POLICY**

***APPROVE 2019 BLANK
TEMPLATE FOR
SPECIALTY PHYSICIAN
SPACE LEASE
AGREEMENTS**

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Motion was moved and approved to accept the Code of Conduct Policy as presented. (Motion by Greg Tieken, second by Stephanie Kodack) There were five votes for and no votes against the motion.

***APPROVE CODE OF CONDUCT POLICY**

Motion was moved and approved to accept the Employment – General Practices: Separation of Employment Policy and Rehiring Former Employees Policy as presented. (Motion by Greg Tieken, second by Lisa Gindler) There were five votes for and no votes against the motion.

***APPROVE EMPLOYMENT/ GENERAL PRACTICES POLICY**

The Board tabled approval of the Review of Gonzales Healthcare Systems Contracts and Agreements Policy pending additional information.

TABLE REVIEW OF GHS CONTRACTS AND AGREEMENTS POLICY

The Board tabled approval of the Management of Capital Assets Policy as presented pending additional changes.

TABLE MANAGEMENT OF CAPITAL ASSETS POLICY

CEO REPORT: Patty Stewart stated we have completed the Wage and Benefits Review and recommended that the Board approve the changes to the payroll for the FYE 2020 Budget as presented.

***CEO REPORT**

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

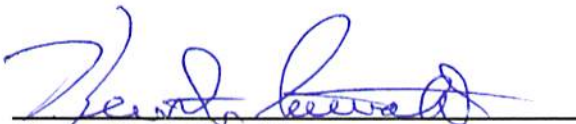
Woody White reported that an offer was made for the CFO replacement. He also reported that the QHR Board Retreat will be held on March 3rd – 5th in Arizona.

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

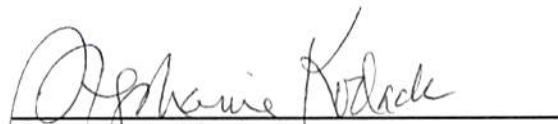
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Motion was moved and **approved** to adjourn the meeting. (Motion by Gene Reed, second by Greg Tieken) There were five votes for and no votes against the motion.

ADJOURNMENT



Kenneth Gottwald
President



Stephanie Kodack
Secretary