

Minutes of the Regular Meeting of the Board of Directors

The Governing Board of Gonzales Healthcare Systems met in a Regular Meeting on Monday, December 9, 2019 at 5:15 P.M. in the Conference Room at thrive Healthplex.

Directors Present:

Kenneth Gottwald- President
Greg Tieken - Vice President
Lisa Gindler – Member
Timothy Markham – Member (Arrived: 6:21PM)
Kerry Morgan – Member
Gene Reed – Member
Wayne South - Member

Directors Absent:

Stephanie Kodack – Secretary
Sascha Kardosz – Member

Others Present:

Patty Stewart	Juli Clay
Brandon Anzaldua	Lori Parker
Woody White	Robert Camarillo
Joni Leland	Mike Mikesh
Commie Hisey, D.O.	Carol Villareal
Shawntel McCune	Holly Danz
Rikki Baldwin, M.D.	

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

CALL TO ORDER

The Pledge of Allegiance was recited.

PLEDGE

The Invocation was given by Greg Tieken.

INVOCATION

**Minutes of the Board of Directors Meeting
December 9, 2019
Page Two**

PUBLIC COMMENT: None

Motion was moved and approved to move the meeting into Executive Session Pursuant to Section 551.071 of the Texas Governmental Code for a consultation with the Attorney regarding the Fair Market Value Assessment. (Motion by Greg Tieken, second by Lisa Gindler) There were six votes for and no votes against the motion.

CALL MEETING INTO EXECUTIVE SESSION

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

CALL MEETING INTO OPEN SESSION

Motion was moved and approved to accept the Fair Market Value Assessment as presented. (Motion by Kerry Morgan, second by Lisa Gindler) There were six votes for and no votes against the motion.

***APPROVE FAIR MARKET VALUE REPORT**

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.

***APPROVE CONSENT AGENDA**

- Minutes of the Regular Meeting on November 5, 2019
- Minutes of the Special Called Meeting on November 26, 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

**Minutes of the Board of Directors Meeting
December 9, 2019
Page Three**

Motion was moved and **approved** to accept the Consent Agenda as presented. (Motion by Lisa Gindler, second by Gene Reed) There were six votes for and no votes against the motion.

***APPROVE CONSENT
AGENDA**

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

***APPROVE MEDICAL
STAFF REPORT**

Motion was moved and **approved** to accept the Amendment to the Medical Staff Bylaws, Rules and Regulations as presented. (Motion by Greg Tieken, second by Gene Reed) There were six votes for and no votes against the motion.

***APPROVE
AMENDMENT TO THE
MEDICAL STAFF
BYLAWS**

Motion was moved and **approved** to accept the Professional and Patient Care Services Review for 2019 as presented. (Motion by Lisa Gindler, second by Wayne South) There were six votes for and no votes against the motion.

***APPROVE
PROFESSIONAL AND
PATIENT CARE
SERVICES REVIEW FOR
2019**

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

***APPROVE
CREDENTIALING
APPLICATION FOR
LAUREN BURNS, R.N.**

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

FINANCIAL REPORT (CONTINUED):

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

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

Motion was moved and **approved** to accept the bid for \$96,587, with trade-in and warranty, from GE for the Anesthesia Machine for Surgery as presented. (Motion by Gene Reed, second by Kerry Morgan) There were six votes for and no votes against the motion.

Motion was moved and **approved** to accept the proposal from Olympus for \$16,000 for a Colonoscope for Surgery as presented. (Motion by Lisa Gindler, second by Kerry Morgan) There were six votes for and no votes against the motion.

Motion was moved and **approved** to accept the proposal for the Radiology Server Upgrade for \$68,936.84 as presented. (Motion by Kerry Morgan, second by Wayne South) There were six votes for and no votes against the motion.

Timothy Markham arrived at 6:21P.M.

Motion was moved and **approved** to accept the proposal from Progressive Commercial Aquatics, Inc. for replacement and maintenance of the heaters for both pools at thrive Healthplex as presented. (Motion by Wayne South, second by Lisa Gindler) There were seven votes for and no votes against the motion.

***APPROVE FINANCIAL REPORT**

***APPROVE BID FOR ANESTHESIA MACHINE**

***APPROVE BID FOR COLONOSCOPE**

***APPROVE BID FOR RADIOLOGY SERVER UPGRADE**

T. MARKHAM ARRIVED

***APPROVE BID FOR REPLACEMENT AND MAINTENANCE OF BOTH POOL HEATERS**

**Minutes of the Board of Directors Meeting
December 9, 2019
Page Five**

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

***APPROVE THIRD
AMENDMENT TO
T-SYSTEMS
AGREEMENT**

Patty Stewart asked the Board to table approval of the Amendment to the HHS Services Agreement.

**TABLE APPROVAL OF
HHE AMENDMENT**

Motion was moved and **approved** to accept the Laser Safety Committee Meeting Minutes from December 13, 2017 as presented. (Motion by Greg Tieken, second by Gene Reed) There were seven votes for and no votes against the motion.

***APPROVE LASER
SAFETY COMMITTEE
MEETING MINUTES
FROM 12/13/17**

Motion was moved and **approved** to accept the Laser Safety Committee Meeting Minutes from November 15, 2019 as presented. (Motion by Lisa Gindler, second by Kerry Morgan) There were seven votes for and no votes against the motion.

***APPROVE LASER
SAFETY COMMITTEE
MEETING MINUTES
FROM 11/15/19**

Motion was moved and **approved** to accept the Safety Committee Meeting Minutes from October 19, 2019 as presented. (Motion by Gene Reed, second by Wayne South) There were seven votes for and no votes against the motion.

***APPROVE SAFETY
COMMITTEE MEETING
MINUTES FROM
10/19/19**

BUILDING COMMITTEE REPORT: Patty reported that plumbing and concrete work started after Thanksgiving. She reported we should have a report on the status of repairs needed in the original building within the next three weeks.

**BUILDING COMMITTEE
REPORT**

**Minutes of the Board of Directors Meeting
December 9, 2019
Page Six**

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

***BUILDING COMMITTEE
REPORT**

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

***CONTRACTS
COMMITTEE REPORT**

COMPLIANCE ISSUES REPORT: Juli Clay presented the following report:

***COMPLIANCE ISSUES
REPORT**

- We received zero complaints on the Compliance Hot Line.
- 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.
- We have zero malpractice data reflecting our hospital experience and the experience of individuals physicians who we have appointed to the medical staff.
- HIPAA Security Audit was completed for EMR's on October 16th and October 31st.
- HIPAA Security Audit was completed on November 26th with no issues.
- Payroll Audit was completed on November 18th with no issues noted.
- RAC Audit: No new audits were received.
- There were no denials reported.
- Refunds: \$19,883.82 total turned in with \$18,240.65 in Paragon and \$1,643.17 in NextGen.
- Audit to ensure compliance with the Department of Labor on exempt employee requirements was completed with no issues noted.

**Minutes of the Board of Directors Meeting
December 9, 2019
Page Seven**

Motion was moved and **approved** to accept the Physician Space Lease Agreement with Kathleen Koerner, D.O. as presented. (Motion by Lisa Gindler, second by Gene Reed) There were seven votes for and no votes against the motion.

***APPROVE SPACE
LEASE AGREEMENT
WITH DR. KOERNER**

Motion was moved and **approved** to accept 2019 Physician Contract Audit Report as presented. (Motion by Kerry Morgan, second by Greg Tieken) There were seven votes for and no votes against the motion.

***APPROVE 2019
PHYSICIAN CONTRACT
AUDIT REPORT**

Motion was moved and **approved** to accept the 2019 Physician Space Lease Audit Report as presented. (Motion by Lisa Gindler, second by Kerry Morgan) There were seven votes for and no votes against the motion.

***APPROVE 2019
PHYSICIAN SPACE
LEASE AUDIT REPORT**

Motion was moved and **approved** to accept the Renewal of the Agreement for Services with Mohrmann's Pharmacy as presented. (Motion by Timothy Markham, second by Greg Tieken) There were seven votes for and no votes against the motion.

***APPROVE RENEWAL
OF AGREEMENT WITH
MOHRMANN'S
PHARMACY**

Motion was moved and **approved** to accept the On-Call, Call-Back Policy as presented. (Motion by Timothy Markham, second by Lisa Gindler) There were seven votes for and no votes against the motion.

***APPROVE ON-CALL,
CALL-BACK POLICY**

Motion was moved and **approved** to accept the Review of Major Hospital Contracts and Agreements Policy as presented. (Motion by Gene Reed, second by Wayne South) There were seven votes for and no votes against the motion.

***APPROVE REVIEW OF
MAJOR HOSPITAL
CONTRACTS POLICY**

CEO REPORT: Patty Stewart stated that QHR will be on-site the second week in December to gather input from leaders and physicians regarding the proposals from Cerner and Meditech for a new EHR system. Once complete, he will present an analysis to help assist us in making the right decision.

***CEO REPORT**

**Minutes of the Board of Directors Meeting
December 9, 2019
Page Eight**

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

**APPROVE CEO
REPORT**

Woody White reported that QHR will be looking for a new RVP for our facility.

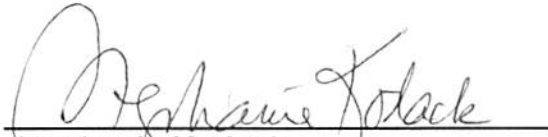
QHR UPDATE

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

ADJOURNMENT



**Kenneth Gottwald
President**



**Stephanie Kodack
Secretary**