

Minutes of the Regular Meeting of the Board of Directors

The Governing Board of Gonzales Healthcare Systems met in a Regular Meeting on March 1, 2022, at 5:15 P.M. at THRIVE Healthplex Conference Room.

Directors Present:

Kenneth Gottwald – President
Stephanie Kodack – Secretary
Tim Markham – Member
Kerry Morgan – Member
Gene Reed – Member

Directors Absent:

Greg Tieken – Vice President
Wayne South – Member
Lisa Gindler – Member
Sascha Kardosz – Member

Others Present:

Gerald Parton, Interim CEO
Brandon Anzaldúa, CFO
Lori Parker, CNO
Commie Hisey, D.O.
Kathleen Koerner, D.O.
Sean Hattenbach, M.D.
Melissa Cowey
Juli Clay
Amanda Frederick
Joni Leland
Leslie Janssen
Chip Holmes, QHR
Woody White, QHR
Fletcher Brown

Minutes of the Board of Directors Meeting

March 1, 2022

Page Two

The meeting was called to order at 5:16 P.M. by Kenneth Gottwald – President.

The Pledge of allegiance was led by Gene Reed.

The Invocation was given by Tim Markham.

There was no one present for Public Comment.

Motion was made and **approved** to Call Meeting into Executive Session Pursuant to Section 161.032 of the Texas Health & Safety Code and Section 551.071 of the Texas Government Code.

(Motioned by Gene Reed, second by Kerry Morgan) There were five votes for and no votes against the motion.

Motion was made and **approved** to Call Meeting into Open Session at 6:04 P.M. (Motioned by Tim Markham, second by Stephanie Kodack)

Motion was made and **approved** to accept the Quality Assessment and Performance Improvement Report as presented in Executive Session. (Motion by Stephanie Kodack, second by Tim Markham) There were six votes for and no votes against the motion.

Motion was made and **approved** to accept the 2022 Performance Improvement Plan with corrections to be made as discussed in Executive Session. (Motion by Stephanie Kodack, second by Tim Markham) There were five votes for and no votes against the motion.

Motion was made and **approved** to accept the Compliance Report as presented in Executive Session. (Motion by Gene Reed, second by Tim Markham) There were five votes for and no votes against the motion.

Tabled Patient and Professional Services Contract Review. No report given due to Medical Staff meeting cancelled in February.

Motion was made and **approved** to accept the Compliance Report Regarding FMV for Physician Contracts as presented by hospital attorney. (Motioned by Stephanie Kodack, second by Tim Markham) There were five votes for and no votes against the motion.

CALL TO ORDER

PLEDGE OF ALLEGIANCE

INVOCATION

PUBLIC COMMENT

**CALL MEETING INTO
EXECUTIVE SESSION
PURSUANT TO SECTION
161.032 AND SECTION
551.071**

**CALL MEETING INTO OPEN
SESSION**

APPROVE QAPI REPORT

APPROVE 2022 PI PLAN

**APPROVE COMPLIANCE
REPORT**

**TABLED PATIENT AND
PROFESSIONAL SERVICES
CONTRACT REVIEW**

**APPROVE FMV FOR
PHYSICIAN CONTRACTS**

Minutes of the Board of Directors Meeting

March 1, 2022

Page Three

QHR Update as presented by Woody White:

- Woody mentions the QHR Health Annual Disclosure is in BoardPac for review.
- Woody explained the Comparison Ranking Charts; however, Gonzales Healthcare Systems is ranked differently due to the facility not being critical access.
- QHR Learning Institute is hosting a webinar for all board members on March 8th. Topic: Facility Master Planning, Building Updates, and Improvements

QHR UPDATE

Consent Agenda:

Kenneth Gottwald, President, asked if any items need to be removed for discussion.

Consent Agenda Items:

- Revised Minutes of Special Called Meeting on January 11th, 2022
- Minutes of Regular Meeting on February 1st, 2022
- Minutes of Executive Committee Meeting on February 22nd, 2022
- Facility Alert: Fire Policy
- Security Alert: Active Attack with a Weapon Policy
- Fire Safety: Electrical Equipment Policy
- COVID-19 Vaccine Requirement Policy
- Guadalupe Regional Medical Group Lease

CONSENT AGENDA ITEMS

Tabled Guadalupe Regional Medical Group Lease due to rental fees being adjusted.

Motion was made and **approved** to accept the Consent Agenda as presented. (Motioned by Gene Reed, second by Kerry Morgan). There were five votes for and no votes against the motion.

CEO REPORT AS PRESENTED BY GERALD PARTON:

- Gerald mentioned that on Monday, February 28th, 2022, the drawing was held for place on ballot for upcoming election. In the order of 1) Gene Reed, 2) David Malar, 3) Stephanie Kodack, 4) Kerry Morgan, 5) Sascha Kardosz 6) Tim Markham.

CEO REPORT

Minutes of the Board of Directors Meeting

March 1, 2022

Page Four

CEO Report Continued:

CEO REPORT

- COVID-19 cases are declining and starting March 2nd, 2022, visitation will now be activated to LEVEL 1.
- Will be updating the mask policy. Vaccinated employees will have the option to not wear a mask in the outer facilities: Business Office, THRIVE Healthplex, and Home Health Office.
- Culture of Care Project continues and is being led by Erika Sundrud and Michele Back. Both have been onsite and met with multiple leaders, which then helped create a SWOT analysis. Conference call occurs weekly for updates.
- Gerald presented photos from around the facility and gave recommendations for future construction projects, which would also include a bid to sale. Currently waiting for another plan and cost estimate from the contractor and architect who was on site February 15th.
- Cafeteria Flooring Project was completed on February 25th; however, contractors will be back on site to correct mismatched flooring colors.
- The Nurse Call System has been functional since it was first placed. They are just finishing the connection between the Patient Careboards and EHR for data to flow over. Completion of this project is set for mid-April.
- The Employee Engagement Survey will be scheduled to go live in April.
- This month we celebrated THRIVE Healthplex's 5th Anniversary. Also, starting April 1st, memberships and rental spaces fees will be increasing.
- Home Health reported their highest census ever.
- Recommendation was given by Gerald; require the visiting Medical Staff to have courtesy privileges. Also revising rent schedule.
- Gerald also presented the Culture of Safety and Practitioner Health report from Dr. Berkowitz.
- Gerald recommended that a Special Board Meeting should be called on March 22nd to discuss and compare the future EMR Systems. Gerald thanked Brandon Anzaldua for taking the lead of this project.
- Tim suggested that a manager gives education monthly in order to keep in touch and discuss needs. Dr. Hisey also

Minutes of the Board of Directors Meeting

March 1, 2022

Page Five

CEO Report Continued:

mentioned the need OR is needing new equipment: Scale Back Pro and Auto Scope Washer. He will ask OR manager to send capital expenditure report to the board for approval.

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

APPROVE CEO REPORT

FINANCIAL REPORT AS PRESENTED BY BRANDON ANZALDUA:

FINANCIAL REPORT

Motion was moved and **approved** to accept the Financial Report for January 2022 as presented with the following documents:

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

(Motioned by Gene Reed, second by Tim Markham) There were five votes for and no votes against the motion.

Durbin and Co, LLP Financial Audit Report Presented by Brandon Anzaldua

**FINANCIAL AUDIT REPORT -
TABLED**

After full discussion this audit report was **tabled** with the following questions: 1) Why is there a material weakness this year opposed to previous audits. The determination on Discovery's part that something is a material weakness? 2) Note 16 states that we can't hire the CEO/CFO away from QHR in the event of termination of QHR's contract. 3) Need an explanation of GAAP vs. GASB. Brandon to follow up with auditing firm and present at next meeting.

Minutes of the Board of Directors Meeting

March 1, 2022

Page Six

Motion was made and **approved** to accept the purchase of Dragon Medical One/PowerMic Mobile Licenses with Nuarice as presented. (Motioned by Stephanie Kodack, second by Tim Markham). There were five votes for and no votes against the motion.

**CAPITAL EXPENDITURE –
DRAGON MEDICAL
ONE/POWERMIC MOBIL
LICENSES WITH NUANCE**

Motion was made and **approved** to ratify the purchase of OPTI CCA-TS 2 Analyzer as presented. (Motioned by Stephanie Kodack, second by Tim Markham). There were five votes for and no votes against the motion.

**CAPITAL EXPENDITURE –
OPTI CCA-TS 2 ANALYZER**

President Kenneth Gottwald discusses the need to revise the Board of Director Bylaws. Members to include Gene Reed, Lisa Gindler, and Wayne South.

**APPOINT BOARD OF
DIRECTOR BYLAW
COMMITTEE**

Motion was made and **approved** for next Governing Board Meeting to be held on April 12th, 2022, at 5:15PM at THRIVE Healthplex. (Motioned by Gene Reed, second by Tim Markham) There were five votes for and no votes against the motion.

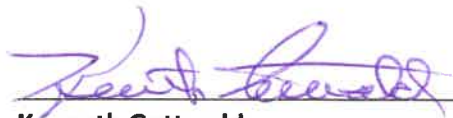
**NEXT BOARD MEETING –
APRIL 12TH, 2022**

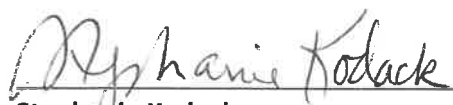
President Kenneth Gottwald made an announcement regarding the upcoming Chamber of Commerce 100th Banquet on April 7th. Tables have been purchased.

**ANNOUNCEMENT –
CHAMBER BANQUET**

Motion was made and **approved** to adjourn the meeting at 7:25 PM. (Motion by Gene Reed, second by Kerry Morgan) There were five votes for and no votes against the motion.

ADJOURNMENT



Kenneth Gottwald
President

Stephanie Kodack
Secretary