

Minutes of the Regular Meeting of the Board of Directors

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

Directors Present:

Kenneth Gottwald – President
Greg Tieken – Vice President
Stephanie Kodack – Secretary
Wayne South – Member
Sascha Kardosz – Member
Gene Reed – Member
Kerry Morgan – Member
Lisa Gindler - Member

Directors Absent:

Tim Markham - Member

Others Present:

Gerald Parton, Interim CEO
Brandon Anzaldua, CFO
Lori Parker, CNO
Kathleen Koerner, D.O
Melissa Cowey
Juli Clay
Leslie Janssen
Christina Carlile
Amanda Frederick
Chip Holmes, QHR (Virtual)
Woody White
Jaime McCord, Texan Nursing Home
Ryan Harrington, Trinity

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

The Pledge of Allegiance was led by Gene Reed.

The Invocation was given by Kerry Morgan.

There was no one present for Public Comment.

Administration of the Oath of Office to Incoming At-Large Governing Board of Directors was taken by Gene Reed and Kerry Morgan.

Motion was made and **approved** to appoint Michael La Coste as Chief Executive Officer of Gonzales Healthcare Systems, effective July 18th, 2022. (Motioned by Gene Reed, seconded by Wayne South) There were eight votes for and no votes against the motion.

Kenneth Gottwald, President, appointed members to all standing Governing Board of Directors Committees.

- **Executive Committee:** Kenneth Gottwald, Greg Tieken, Stephanie Kodack, Wayne South
- **Finance Committee:** Greg Tieken, Stephanie Kodack, Kerry Morgan, Lisa Gindler
- **Building Committee:** Kenneth Gottwald, Tim Markham, Sascha Kardosz, Lisa Gindler, ex-officio David Malar
- **Bylaws Committee:** Gene Reed, Wayne South, Lisa Gindler

Ryan Harrington with Trinity Healthcare presented an update on the Texan and Magnolia Nursing Homes.

Amanda Frederick with Memorial Home Health Agency presented the Governing Body Orientation that included:

- Overall responsibility of the Governing Body
- Organization structure
- Confidentiality practices with signed confidentiality agreement
- Agency values, mission, goals
- Overview of services, programs, and initiatives
- Patient and employee grievance/complaint policies
- Confidentiality conflict of interest and disclosures policy
- Responsibilities in the Quality Assessment Performance Improvement (QAPI Program)
- Organizational Ethics

Call to Order

Pledge of Allegiance

Invocation

Public Comment

Oath of Incoming At-Large Governing Board of Directors.

Appointed Michael La Coste as CEO

Appointment of All Standing Committees

Trinity Healthcare Update

Memorial Home Health Agency Orientation

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Consent Agenda:

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

Consent Agenda Items:

- Minutes of the Budget Hearing on June 7th, 2022
- Minutes of the Regular Meeting on June 7th, 2022
- Minutes of the Finance Committee Meeting on June 27th, 2022
- Minutes of the Executive Committee Meeting on June 27th, 2022
- Nursing Home QIPP Reports
- Employment of Relatives Policy
- Patient Financial Assistance Program – Medically Indigent Program – Presumptive Financial Assistance Policy
- Memorial Hospital Home Health Agency Updated Policy and Procedure Manual
- Specialty Physician Space Lease Agreement Between Gonzales Healthcare Systems and The Spine Group
- Specialty Physician Space Lease Agreement Between Gonzales Healthcare Systems and Kirchner Women's Clinic PLLC
- Orchard Software HL7 Interfaces with Cerner Community Works

Motion was made and **approved** to accept the Consent Agenda as presented. (Motioned by Greg Tieken, seconded by Stephanie Kodack) There were eight votes for and no votes against the motion.

Motion was made and **approved** to adopt the resolution for the amended and restated Gonzales Healthcare Systems Retirement Plan. (Motioned by Stephanie Kodack, seconded by Lisa Gindler) There were eight votes for and no votes against the motion.

Motion was made and **approved** accept the Governing Board of Directors certification and acknowledgement of Cyber Security Training and Audit for Gonzales Healthcare Systems for 2022 at 93%. (Motioned by Lisa Gindler, seconded by Gene Reed) There were eight votes for and no votes against the motion.

Consent Agenda

Consent Agenda Items

Approve Consent Agenda

Approved Retirement Plan

**Approved certification and
acknowledgement for 2022
Cyber Security**

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FINANCIAL REPORT AS PRESENTED BY BRANDON ANZALDUA:

Financial Report

Motion was moved and **approved** to accept the Financial Report for June 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, seconded by Sascha Kardosz) There were eight votes for and no votes against the motion.

Approve Financial Report

Strategic Plan Update was presented by Gerald Parton. The Strategic Plan document will now be available for the board to view monthly, and a complete overview will occur after each fiscal year quarter.

Strategic Plan Update

CEO REPORT AS PRESENTED BY GERALD PARTON:

CEO Report

Motion was made and **approved** to accept the CEO Report as presented with the following items:

- Town Hall Meetings
- Rounding
- Construction Update
- Electronic Health Record: Cerner
- Emergency Air Medical Membership Proposal
- Compliance Assessment
- Float Fest Preparation
- Old Business Office Trailer
- Employee Engagement Survey
- UKG
- PolicyStat
- Specialty Clinic

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CEO REPORT AS PRESENTED BY GERALD PARTON CONTINUED:

- EMR Project Manager
- Quality and Safety Plan

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

QHR Update as presented by Chip Holmes via Microsoft Teams:

- Chip Holmes gave a brief overview of the projects Gonzales Healthcare Systems and QHR are working on together.

Motion was made and **approved** to Call Meeting into Closed Session Pursuant to the Provisions of Chapter 551 of the Texas Government Code; Section 551.071, Section 551.072, Section 551.073, Section 551.074, Section 551.076, Section 551.085, and Section 161.032 under the Texas Health & Safety Code. (Motion by Greg Tieken, seconded by Gene Reed) There were eight votes for and no votes against the motion

The Board of Directors of Gonzales Healthcare Systems convenes in Closed Session on July 5th, 2022, at 6:00 PM.

Motion was made and **approved** to adjourn its Closed Session at 6:05 PM. (Motioned by Kerry Morgan, seconded by Sascha Kardosz) There were eight votes for and no votes against the motion.

Meeting was called into Open Session on July 5th, 2022, at 6:12 PM. (Motioned by Gene Reed, seconded by Lisa Gindler) There were eight votes for and no votes against the motion.

Motion was made and **approved** to accept the Medical Staff Report as presented in Executive Session. (Motion by Stephanie Kodack, seconded by Kerry Morgan) There were eight votes for and no votes against the motion.

Motion was made and **approved** to accept the Updated Bylaws, Rules, and Regulations of the Medical Staff of Memorial Hospital as presented in Executive Session. (Motion by Gene Reed, seconded by Stephanie Kodack) There were eight votes for and no votes against the motion.

CEO Report Continued

Approve CEO Report

QHR Update

Call Meeting into Closed Session

Adjourn Closed Session

Call Meeting into Open Session

Approve Medical Staff Report

Approve Bylaws, Rules, and Regulations of the Med Staff of Memorial Hospital

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Motion was made and **approved** to accept the credentialing application for Matthew Darce, M.D. Emergency Department Privileges. (Motioned by Greg Tieken, seconded by Kerry Morgan) There were eight votes for and no votes against the motion.

**Approve Credentialing for
Matthew Darce, MD**

Motion was made and **approved** to accept the credentialing application for Rathu Ramachandran, M.D. Emergency Department Privileges. (Motioned by Stephanie Kodack, seconded by Kerry Morgan) There were eight votes for and no votes against the motion.

**Approve Credentialing for
Rathu Ramachandran, MD**

Motion was made and **approved** to accept the credentialing application for RadPartners Schedule 1 Privileges. (Motioned by Stephanie Kodack, seconded by Kerry Morgan) There were eight votes for and no votes against the motion.

**Approve Credentialing for
RadPartners Schedule 1**

Motion was made and **approved** to accept the Quality Assessment and Performance Improvement Report as presented in Executive Session. (Motion by Lisa Gindler, seconded by Kerry Morgan) There were eight votes for and no votes against the motion.

Approved QAPI Report

Motion was made and **approved** to accept the Compliance Report as presented in Executive Session. (Motion by Gene Reed, seconded by Lisa Gindler) There were eight votes for and no votes against the motion.

**Approved Compliance
Report**

In other business, Sascha Kardosz mentioned the flower beds need to be worked on.

Other Business: Flower Beds

Motion was made and **approved** to adjourn the meeting at 6:18 PM. (Motion by Wayne South, second by Gene Reed) There were eight votes for and no votes against the motion.

Adjournment



Kenneth Gottwald
President



Stephanie Kodack
Secretary