

Feel the Difference

Minutes of the Regular Meeting of the Board of Directors

The Governing Board of Gonzales Healthcare Systems met in a Regular Meeting on March 14th, 2023, 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
Tim Markham – Member
Lisa Gindler – Member
Sascha Kardosz – Member
Kerry Morgan – Member

Directors Absent:

Gene Reed – Member

Others Present:

Brandon Anzaldua, COO/CFO
Commie Hisey, D.O.
Kathleen Koerner, D.O.
Melissa Cowey
Juli Clay
Amanda Frederick
Karen Iacuone
Leslie Janssen
Chip Holmes, QHR (Virtual)
Woody White, QHR (Virtual)
Suzette Duhe, QHR (Virtual)
David Anton, QHR (Virtual)

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The meeting was called to order at 5:19 P.M. by Kenneth Gottwald – President.

The Pledge of Allegiance was led by Tim Markham.

The Invocation was given by Wayne South.

There was no one present for Public Comment.

Consent Agenda:

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

Consent Agenda Items:

- Minutes of the Regular Meeting on February 7th, 2023
- Minutes of the Gonzales Healthcare Systems Foundation Special Called Meeting on February 15th, 2023
- Minutes of the Gonzales Healthcare Systems Foundation Meeting on February 15th, 2023
- Minutes of the Building Committee Meeting on February 27th, 2023
- Minutes of the Executive Committee Meeting on February 27th, 2023
- Minutes of the Finance Committee Meeting on February 27th, 2023
- Surgery Drills
- MagView Interface with Cerner
- Omnicell Interface
- Change Healthcare Amendment for Interqual Conversion to Cerner
- Ratification of Dietary Fryer Approval
- Ratification of Reveal Imaging Station Approval
- Ratification of Office 365 Renewal Approval
- Medical Director Agreement Between Gonzales Healthcare Systems and Thomas Kaspar, M.D.
- Healthcare First Sales Agreement with Memorial Hospital Home Health Agency
- Specialty Physician Space Lease Agreement Between Gonzales Healthcare Systems and Victoria Kidney & Dialysis
- Specialty Physician Space Lease Agreement Between Gonzales Healthcare Systems and The Spine Group
- Specialty Physician Space Lease Agreement Between Gonzales Healthcare Systems and Jeff Echols, D.C

Call to Order

Pledge of Allegiance

Invocation

Public Comment

Consent Agenda

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Consent Agenda continued...

- Nursing Home QIPP Reports
- Gonzales Healthcare Systems Foundation Bylaws

No items were pulled for discussions. Motion was made and **approved** to accept the Consent Agenda as presented (Motioned by Greg Tieken, second by Wayne South) There were seven votes for and no votes against the motion. Sascha Kardosz was not present at this time.

FINANCIAL REPORT AS PRESENTED BY BRANDON ANZALDUA:

Motion was moved and **approved** to accept the Financial Report for January 2023 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
- Departmental Charge/Supply Expense Report
- Receivable, Payor Mix and Collections
- Cash Comparison
- Trend Report
- Capital Expenditure Report
- Investment Schedule
- Tax Report
- THRIVE Healthplex
- Foundation

(Motioned by Lisa Gindler, second by Tim Markham) There were eight votes for and no votes against the motion.

CEO REPORT AS PRESENTED BY BRANDON ANZALDUA:

- Town Hall Meetings
- Rounding
- EHR – Cerner
- Physician Contracts
- Construction Update
- Radiology Partners
- Salary Survey

Consent Agenda Continued

Approve Consent Agenda

Financial Report

Approve Financial Report

CEO Report

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- Gonzales Healthcare Systems Foundation
- Administrative Resident
- Texas Mutual Workers' Compensation Insurance
- Recruitment
- QHR Assessments 2023
- Public Request
- Gonzales ISD Foundation Casino Night
- Gonzales Chamber of Commerce Banquet
- QHR Leadership 2023 Conference – March 7th, 8th, 9th
- Upcoming Events
- Department Reports
- GHS Newsletter – March 2023
- Cerner Update

(Motioned by Tim Markham, second by Greg Tieken) There were eight votes for and no votes against the motion.

David Anton provided a construction update. The schematic phases are almost complete. Will start to move into the design and development phase. Weekly meetings will continue with the architects as well as the architects and contractor will be onsite along with the architects starting next week. Also starting to work on equipment needs within the space and interior finishes. No action taken.

Geotechnical Engineering Service Proposals were presented. Motion was made and **approved** to accept the proposal with the limits set for negotiations as discussed with our CEO and consultant, David Anton. (Motioned by Stephanie Kodack, second by Kerry Morgan) There were eight votes for and no votes against the motion.

Topographic Survey Proposals were presented. Motion was made and **approved** the Topographic Survey at the discretion of our CEO and David Anton for a bid not to exceed the \$18,760 from Barton and Associates. (Motioned by Stephanie Kodack, second by Sascha Kardosz) There were eight votes for and no votes against the motion.

CEO Report Continued

Approve CEO Report

Construction Update – No Action Taken

Approve Geotechnical Engineering Service Proposal

Approve Topographic Surveying Proposal

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Ovation Healthcare Update as presented by Chip Holmes. No action taken.

- Thanked Melissa Cowey for working with Ovation Healthcare to get reports completed.
- Thanked the Board Members for their attendance at the Leadership Conference in Arizona.
- Introducing the new name change from QHR to Ovation Healthcare.
- Care Management Leader, Mayra, was onsite and will have a report soon.
- CFO position update on recruitment. Woody has a few more resumes to review.
- Held the Monthly Organizational Review meeting on February 20th, 2023.
- Chip also gave a update on their contract with Gonzales Healthcare Systems. We are currently in a 90-day window. Starting our 23rd year with QHR.

Motion was made and **approved** to close the Open Session of Board of Directors meeting held on March 14th, 2023, at 6:19 PM. (Motion by Wayne South, second by Kerry Morgan) There were eight votes for and no votes against the motion.

Motion was made and **approved** to Call Meeting into Closed Session at 6:35 PM 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 Stephanie Kodack, second by Kerry Morgan) There were eight votes for and no votes against the motion.

Motion was made and **approved** to adjourn its Closed Session at 7:13 PM on March 14th, 2023. (Moted by Tim Markham, second by Stephanie Kodack) There were eight votes for and no votes against the motion.

The meeting was called into Open Session at 7:14 PM on March 14th, 2023. (Moted by Tim Markham, second by Stephanie Kodack) There were eight votes for and no votes against the motion.

Ovation Healthcare Update

Adjourn Open Session

Call Meeting into Closed Session

Adjourn Closed Session

Call Meeting into Open Session

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Motion was made and **approved** to accept the Medical Staff Report as presented in Closed Session. (Motion by Stephanie Kodack, second by Greg Tieken) There were eight votes for and no votes against the motion.

Approve Medical Staff Report

Motion was made and **approved** to accept the Performance Improvement and Patient Safety Report as presented in Closed Session. (Motion by Tim Markham, second by Wayne South) There were eight votes for and no votes against the motion.

Approve PI/Patient Safety

Motion was made and **approved** to accept the credentialing application for Christopher Yutzy, D.O. Emergency Department Privileges. (Moted by Greg Tieken, second by Tim Markham) There were eight votes for and no votes against the motion.

Approve Credentialing – Christopher Yutzy, D.O Emergency Department

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

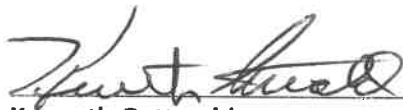
Approve Compliance Report

Emergency Department Physician Coverage was discussed in Executive Session, no action was taken.

No Action taken on Emergency Department Physician Coverage

Motion was made and **approved** to adjourn the meeting. (Motion by Wayne South, second by Lisa Gindler) There were eight votes for and no votes against the motion.

Adjournment



Kenneth Gottwald
President



Stephanie Kodack
Secretary