

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 May 2, 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
Gene Reed – Member

Directors Absent:

Kerry Morgan – Member
Sascha Kardosz – Member

Others Present:

Gerald Parton, CEO
Brandon Anzaldua, COO/CFO
Commie Hisey, D.O.
Melissa Cowey
Juli Clay
Amanda Frederick
Karen Iacuone
Leslie Janssen
Joni Leland
Chip Holmes, Ovation Healthcare
Woody White, Ovation Healthcare (Virtual)
David Anton, Ovation Healthcare (Virtual)

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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 Lisa Gindler.

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 Gonzales Healthcare Systems Foundation Meeting on March 15, 2023
- Minutes of the Regular Meeting on April 4, 2023
- Minutes of the Building Committee meeting on April 20, 2023
- Minutes of the Executive Committee meeting on April 24, 2023
- Minutes of the Finance Committee meeting on April 24th, 2023
- Cerner Implementation – Minor Equipment for Cerner Project
- Cerner Implementation – Change Healthcare Radiology Solutions Conversion to Cerner
- Cerner Implementation – Bedside Medical Device Integration (BMDI)
- Cerner Implementation – Cerner Build for Dr. Eska’s Clinic
- Cerner Implementation – Bottomline/Logical Ink Programs
- Cerner Implementation – West-Call Integration with Cerner
- Radiology Dictation System with Change Healthcare and Nuance
- Ratification of Bladder Scanner
- Emergency Department Internal Doors
- Service Agreement Between BDA KL Cleaning Services and Sievers Medical Clinic – Shiner
- Certified Annual Compliance for Chapter 312 Property Tax Abatement Agreement between BYK USA, Inc. and Gonzales Healthcare Systems
- Nursing Home QIPP Reports

Call to Order

Pledge of Allegiance

Invocation

Public Comment

Consent Agenda

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Consent Agenda continued...

The capital expenditure of the Emergency Department (ED) internal doors was pulled. Gerald Parton presented the safety plan for the ED and the need for updating the internal doors. Mr. Parton also reviewed each quote with the Board of Directors and recommended the lower bid for each door.

Motion was made and **approved** to accept the Consent Agenda as presented, along with the Emergency Department Internal Doors as presented. (Moted by Gene Reed, second by Lisa Gindler) There were seven votes for and no votes against the motion.

Motion was made and **approved** to accept the Compliance with HB 3834. The Governing Board of Directors Certification and Acknowledgement of Cyber Security Training and Audit for Gonzales Healthcare Systems for 2023 with an overall completion of 96.4%. (Motion by Lisa Gindler, second by Wayne South) There were seven votes for and no votes against the motion.

FINANCIAL REPORT AS PRESENTED BY BRANDON ANZALDUA:

Motion was moved and **approved** to accept the Financial Report for March 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

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

Consent Agenda Continued

Approve Consent Agenda

No Action Taken: Agenda Posting

Approve Salary Survey Scale

Financial Report

Approve Financial Report

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CEO REPORT AS PRESENTED BY GERALD PARTON:

CEO Report

Motion was moved and **approved** to accept the CEO Report as presented with the following documents:

- Town Hall Meetings
- Rounding
- EHR – Cerner
- Physician Contracts
- Construction Update
- Radiology Partners
- Salary Survey
- Gonzales Healthcare Systems Foundation
- Administrative Resident
- Recruitment - CFO
- Upcoming Events
- Department Reports
- GHS Newsletter – April 2023
- Hospital Week 2023 Events
- Cerner Update

(Motioned by Lisa Gindler, second by Gene Reed) There were seven votes for and no votes against the motion.

Approve CEO Report

Gerald Parton provided a construction update and presented the printed boards to the attendees. The schematic phases are complete with very minor tweaks. Getting the blueprints now and engineering is starting their narrative to help with pricing. Currently looking at relocating the new central plant to the side of the current boiler room. The survey is complete and boring should be completed in the next three days. David Anton also discussed the two invoices received from the design/build team. This would be the 20% completion of work. The second invoice is for the preconstruction plan. Stephanie Kodack would like to see a line-item and work plan with all invoices. David clarified that the billing would be monthly based on the progress on the 30-day cycle but not to exceed the percentage complete. Weekly meetings will continue with the architects as well as the architects. Motion was made to **table** the construction invoices (Motioned by Lisa Gindler, second by Stephanie Kodack) There were seven votes for and no votes against the motion.

**Construction Update –
Tabled Invoices**

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Gerald Parton did ask that the Low Voltage Contract be **Tabled** as proposals were not ready to present.

Tabled Construction Low Voltage Contract

Motion was made and **approved** to accept the Equipment Planner Contract with MeqSI to build equipment list and budget, procurement of equipment, and full scope of work (Motioned by Lisa Gindler, second by Greg Tieken) There were seven votes for and no votes against the motion.

Approved Construction Equipment Planner Contract

Gerald Parton provided an update on the strategic plan for Gonzales Healthcare Systems. Greg Tieken asks to update the progress notes to follow the original strategic plan. No action taken.

Strategic Plan Update – No Action Taken

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

Ovation Healthcare Update- No Action Taken

Motion was made and **approved** to close the Open Session of Board of Directors meeting held on May 2nd, 2023, at 6:44 PM. (Motion by Greg Tieken, second by Lisa Gindler) There were seven votes for and no votes against the motion.

Adjourn Open Session

Meeting was called into Closed Session at 6:44 PM on April 4th, 2023, 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.

Call Meeting into Closed Session

Motion was made and **approved** to adjourn its Closed Session at 7:50 PM on May 2nd, 2023. (Motioned by Lisa Gindler, second by Greg Tieken) There were seven votes for and no votes against the motion.

Adjourn Closed Session

The meeting was called into Open Session at 7:50 PM on May 2nd, 2023.

Call Meeting into Open Session

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

Approve PI/Patient Safety

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Motion was made and **approved** to accept the Memorial Hospital Home Health Agency 4th Quarter QAPI Report as presented. (Motioned by Lisa Gindler, second by Gene Reed) There were seven votes for and no votes against the motion.

Approve Home Health 4th Quarter QAPI Report

Motion was made and **approved** to accept the credentialing application for Yong Du, M.D. Courtesy Nephrology Privileges. (Motioned by Stephanie Kodack, second by Gene Reed) There were seven votes for and no votes against the motion.

Approve Credentialing – Yong Du M.D. Nephrology

Motion was made and **approved** to accept the Radiology Telemedicine Schedule 1 credentialing privileges. (Motioned by Stephanie Kodack, second by Wayne South) There were seven votes for and no votes against the motion.

Approve Credentialing – Radiology Schedule 1

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

Approve Compliance Report

Motion was made and **approved** for CEO to continue negotiation with the recruitment of a Radiologist from the search committee (Motion by Greg Tieken, second by Gene Reed) There were seven votes for and no votes against the motion.

Approve to Continue Negotiations with Radiologist

Motion was made and **approved** to ratify the final contract with Gonzales Emergency Partners (GEP) (Motioned by Greg Tieken, second by Lisa Gindler) There were seven votes for and no votes against the motion.

Approve Emergency Physician Coverage Contract

Motion was made and **approved** to move forward with the construction financing with Prosperity Bank. (Motioned by Lisa Gindler, second by Stephanie Kodack) There were seven votes for and no votes against the motion.

Approve Construction Financing - Prosperity

In other business, the Board of Directors discussed July's Board of Directors meeting due to holiday. All in favor of moving the July meeting to July 11th, 2023.

Rescheduling July's Meeting to July 11th

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

Adjournment

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A handwritten signature in black ink, appearing to read "Kenneth Gottwald", written over a horizontal line.

Kenneth Gottwald
President

A handwritten signature in black ink, appearing to read "Stephanie Kodack", written over a horizontal line.

Stephanie Kodack
Secretary