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Minutes of the Regular Meeting of the Board of Directors

The Governing Board of Gonzales Healthcare Systems met in a Regular Meeting on June 6, 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
Kerry Morgan - Member

Directors Absent:

Tim Markham – Member
Sascha Kardosz – Member
Gene Reed – Member
Lisa Gindler – Member

Others Present:

Gerald Parton, CEO
Brandon Anzaldua, COO/CFO
Commie Hisey, D.O.
Melissa Cowey
Juli Clay
Amanda Frederick
Leslie Janssen
Joni Leland
Steve Poteet
Chip Holmes, Ovation Healthcare
David Anton, Ovation Healthcare (Virtual)
Andrew Clark, Naman Howell Smith & Lee

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The meeting was called to order at 5:45 P.M. by Kenneth Gottwald – President.

The Pledge of Allegiance was led by Kenneth Gottwald.

The Invocation was given by Kerry Morgan.

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 April 19, 2023
- Minutes of the Regular Meeting on May 2, 2023
- Minutes of the Executive Committee meeting on May 25, 2023
- Minutes of the Finance Committee meeting on May 25, 2023
- Cerner Power Chart Touch
- Human Resource Construction for New Office Space
- THRIVE Healthplex Pool Heater
- Amendment to Provider Participation Agreement with Main Street Rural Health, LLC
- Service Organization of Southeast Texas Emergency Department Staffing Service Agreement
- County Agreement for PHI Cares Membership for Gonzales County ESD #1
- Pre-Employment Requirements Policy
- Nursing Home QIPP Reports

Gerald Parton asks to defer the Pre-Employment Requirement Policy to next meeting.

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

Call to Order

Pledge of Allegiance

Invocation

Public Comment

Consent Agenda

Pre-Employment
Requirement Policy Deferred

Approved Consent Agenda

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Andrew Clark provided an explanation of where we were in the process for the construction bond. Prosperity has provided the pay scheduled, pre-filed with the Attorney General Office, and fund on June 14, 2023. Mr. Clark did confirm that we can use this for equipment purchases if needed. Motion was made and **approved** to accept the adoption of a resolution authorizing the issuance of \$15,000,000 Gonzales Healthcare Systems Hospital Revenue Bonds, Series 2023. (Motion by Greg Tieken, second by Wayne South) There were five votes for and no votes against the motion.

Approve 15 million Revenue Bond for Construction Project

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

Ovation Healthcare Update

Construction Project Update was presented by David Anton focusing on budget and scheduling. Schematics is complete at this time and currently in design development. Architect includes mechanical, electrical, plumbing, and structural engineers. Also working on the medical equipment plan and budget, which should be completed next week.

Construction Project Update

Motion was made and **approved** to accept the February and March Invoices for the construction project. (Motion by Greg Tieken, second by Kerry Morgan) There were five votes for and no votes against the motion.

Approve February and March Invoices for Construction

Motion was made and approved to move forward with the Low Voltage Contract with 3D Technology. (Motion by Stephanie Kodack, second by Wayne South) There were five votes for and no votes against the motion.

Approve Low Voltage Contract

Motion was made and **approved** to appoint Crystal Cedillo, Tax Assessor-Collector, as the individual to calculate and prepare the 2023 no-new revenue and voter-approval tax rates for Gonzales Healthcare Systems. (Motion by Kerry Morgan, second by Wayne South) There were five votes for and no votes against the motion.

Approve Appointment of Crystal Cedillo, Tax Assessor-Collector

Motion was made and **approved** to accept the property insurance renewal. (Motion by Greg Tieken, second by Stephanie Kodack) There were five votes for and no votes against the motion.

Approve Property Insurance Renewal

Motion was made and **approved** to accept the general indemnity between Gonzales Healthcare Systems and Mohrmann's Pharmacy. (Motion by Stephanie Kodack, second by Kerry Morgan) There were five votes for and no votes against the motion.

Approve General Indemnity with Mohrmann's Pharmacy

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FINANCIAL REPORT AS PRESENTED BY BRANDON ANZALDUA:

Financial Report

Motion was moved and **approved** to accept the Financial Report for April 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 Greg Tieken, second by Wayne South) There were five votes for and no votes against the motion.

Approve Financial Report

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
- Recruitment for CFO, Dietician Coverage, and new ER group
- Upcoming Events
- Department Reports
- GHS Newsletter – June 2023
- Cerner Update
- Board Self Assessments
- 2024 Strategic Plan Calendar

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CEO Report Continued...

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

Approve CEO Report

Motion was made and **approved** to close the Open Session of Board of Directors meeting held on June 6, 2023, at 7:25 PM. (Motion by Greg Tieken, second by Kerry Morgan) There were five votes for and no votes against the motion.

Closed Open Session

Meeting was called into Closed Session at 7:28 PM on June 6, 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.

Closed Session

Motion was made and **approved** to adjourn its Closed Session at 8:00 PM on May 2nd, 2023. (Motioned by Stephanie Kodack, second by Kerry Morgan) There were five votes for and no votes against the motion.

Adjourn Closed Session

The meeting was called into Open Session at 8:01 PM on June 6, 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 Kerry Morgan) There were five 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 Greg Tieken, second by Wayne South) There were five votes for and no votes against the motion.

Approve PI/Patient Safety

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

Approve Credentialing – Martin Munroe, M.D.

Motion was made and **approved** to accept the Radiology Telemedicine Schedule 1 Credentialing Privileges. (Motioned by Kerry Morgan, second by Wayne South) There were five votes for and no votes against the motion.

Approve Credentialing – Schedule 1

Motion was made and **approved** to accept the Compliance Report as presented in Executive Session. (Motion by Stephanie Kodack,

Approve Compliance Report

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Compliance Report Continued...

second by Greg Tieken) There were five votes for and no votes against the motion.

Motion was made and **approved** for Amendment to Physicians Services Agreement with Christopher Walker, M.D. (Motion by Stephanie Kodack, second by Kerry Morgan) There were five votes for and no votes against the motion.

Approve Amendment - Walker

Motion was made and **approved** for Amendment to Physicians Services Agreement with Doc 4 Kids, P.A. (Motion by Greg Tieken, second by Stephanie Kodack) There were five votes for and no votes against the motion.

Approve Amendment – Doc 4 Kids

Motion was made and **approved** for Amendment to Physicians Services Agreement with John Thomas, M.D. (Motion by Kerry Morgan, second by Wayne South) There were five votes for and no votes against the motion.

Approve Amendment - Thomas

Motion was made and **approved** for Amendment to Physicians Services Agreement with MVH Medical Group P.A. (Motion by Kerry Morgan, second by Greg Tieken) There were five votes for and no votes against the motion.

Approve Amendment – MVH Medical Group

No action taken on THRIVE Healthplex Employee Update.

No action taken on Chief Executive Officer Position Transition Plan.

Dr. Gottwald announced that next regular meeting will be on July 11, 2023 at THRIVE Healthplex, starting at 5:15 PM. Also, Gonzales Healthcare Systems Bylaw Committee will schedule a meeting prior to Board of Directors meeting on July 11, 2023.

Announcements

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

Adjournment



Kenneth Gottwald

President



Stephanie Kodack

Secretary