

## **MINUTES FOR THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE WINNIE-STOWELL HOSPITAL DISTRICT**

The meeting of the Board of Directors of the Winnie-Stowell Hospital District (“District”) was noticed and filed pursuant to the Texas Open Meetings Act a full 72 hours prior to the opening of said meeting for 6:00 p.m. on the 18th of September, 2019 at the Winnie Community Hospital (“Hospital”) Conference Room, Broadway, Winnie Texas (a copy of said Notice being placed amongst the files of the District).

At approximately 6:02 p.m., the meeting was convened, and the roll was called of the members of the Board, to wit:

Ed Murrell, President  
Anthony Stramecki, Vice-President  
Robert “Bobby” Way, Treasurer  
Jeff Rollo, Secretary  
Raul Espinosa, Director

All said Board members were present less Director Rollo. In addition, to the above-named Board members, also present at the meeting were: Sherrie Norris, District Administrator; Patricia Ojeda, Indigent Care Director; Hubert Oxford, IV, General Counsel for the District; Saad Javed, Acting Administrator for Riceland Hospital; Mr. Mo Danishmund, Chief Financial Officer for Hospital; Chris Portner, General Counsel for Riceland Hospital; Mr. Wade Thibodeaux, the Hometown Press; and Gloria Roemer, Seabreeze Beacon.

After the introduction of the guest, President Murrell called on those present to recite the Pledge of Allegiance and the Pledge of Allegiance to the State Flag of Texas. He then asked for Public Comment and since there was none, he referred the Board to Agenda Item No. 4, to review and approve the minutes of the August 21, 2019 Regular Meeting and the August 22, 2019 Special Meeting. The minutes were examined by the Board and no changes were recommended.

Therefore, Director Stramecki made a motion to approve the minutes of the August 21, 2019 Regular Meeting and August 22, 2019 Special Meeting. This motion was seconded by Director Way with the unanimous consent of all Board members.

President Murrell then asked the Board to address Agenda No. 5, to review and approve financial reports; payment of invoices, and amend budget, if necessary. Attorney Oxford gave the financial and Treasurer's Report since Mr. Sticker was unable to attend the meeting. Attorney Oxford referred the Board to the District's Balance Sheet and Profit & Loss Budget vs. Actual statement as of August 31, 2019 and conveyed that everything appeared to be in order, but Mr. Sticker advised he would have budget amendments to be considered at the September 16, 2019 Regular Meeting. (See **Exhibit "A-1"**).

Next, Attorney Oxford discussed the Treasurer's Report, check register, and outstanding invoices to be considered. (See **Exhibit "A-2"**). Initially, Attorney Oxford asked the Board to review the invoices to be paid. Once the Board completed their review, he referred the Board to the funds available section of the report and explained that that the District had \$1,889,568.76 in funds available after the payment of the \$38,916.96 in expenses. Attorney Oxford was happy to inform the Board that in September, the District received an unexpectedly larger than usual sales tax payment of \$210,862.95. According to Attorney Oxford, this payment was the result of an audit by the Comptroller of Public accounts on several energy companies in the area and they determined these companies underpaid their sales taxes.

Thereafter, he referred the Board to the cash flow portion of the report that was updated since the last meeting when the District made the intergovernmental transfer ("IGT") for the Hospital's participation in the 1115 Waiver Program. According to Attorney Oxford, at the end of the year, he estimated that the District would have \$949,360.56 in cash available in its account

at Prosperity bank. Lastly, Attorney Oxford highlighted that Loan 14 and the District's line of credit would be paid off on September 30, 2019.

At the completion of the discussion concerning the financials, a motion was made by Director Way to approve the financials for August 2019, the September 18, 2019 Treasurer's reports, and invoices to be paid. This motion was seconded by Director Stramecki and unanimously approved by all Board members.

President Murrell then asked the Board to return to Agenda Item No. 6, Committee Reports. President Murrell called the Committee Chairpersons to provide any reports. There were no reports given except Director Stramecki confirmed that the Finance Committee needed to meet before the next meeting in order to discuss budget matters.

President Murrell turned to Agenda Item No. 7 so that staff could provide their reports. The reports provided were as follows:

- a. **Administrator's Report:** Mrs. Norris had nothing to report.
- b. **District Indigent Care Director:** Mrs. Ojeda then informed the Board that she was in the process of attending the IHS Solution training and she was very excited about the information she was learning. In particular, she informed the Board that there were several reports she wanted to present at the next meeting that she felt would be very helpful. Otherwise, in August, Mrs. Jiminez stated that the number of clients participating in the District's Indigent program increased from eight-seven (87) to ninety-two (92). Likewise, she confirmed that the youth counselors met with a handful of patients, but she felt like the District needed to remind the East Chambers Independent School District of the services. Attorney Oxford informed her that the District had prepared a flier and he would send her a copy of it to bring to the counselors at East Chambers. She then reviewed the various categories of Indigent Care cost for the month and

explained that she still monitoring the pharmacy costs because over the escalating fees. Mrs. Jimenez did note that year to date, the District has spent \$171,797.12 for indigent care. The following is a summary of the District’s Indigent Care Cost in June that are set forth in more detail in **Exhibit “B”**.

Clients:	92							
Children Counseled:	13							
	Billed Amount	Medicaid Rate	% of Services	Actually Paid	Billed Amount	Medicaid Rate	% of Services	Actually Paid
<b>Summary by Facility</b>								
<b>Winnie Community Hospital</b>	\$112,050.40	\$45,940.67	53.24%	\$0.00	\$634,765.92	\$260,344.03	58.18%	\$0.00
<b>Pharmacy</b>								
Brookshire Brothers Pharmacy Corp	\$8,760.17	\$7,914.29	9.17%	\$7,914.29	\$66,853.43	\$60,155.75	13.44%	\$60,155.75
Brookshire Brothers Pharmacy Med	\$11.90	\$11.90	0.01%	\$11.90	\$98.30	\$8.50	0.00%	\$98.30
Wilcox Pharmacy	\$3,625.63	\$2,171.30	2.52%	\$2,171.30	\$20,230.59	\$13,254.45	2.96%	\$13,254.45
<b>Pharmacy Total</b>	<b>\$12,397.70</b>	<b>\$10,097.49</b>	<b>11.70%</b>	<b>\$10,097.49</b>	<b>\$87,182.32</b>	<b>\$73,418.70</b>	<b>16.41%</b>	<b>\$73,508.50</b>
<b>UTMB</b>								
UTMB Hospital	\$84,569.63	\$27,180.87	31.50%	\$27,180.87	\$316,291.59	\$93,329.45	20.86%	\$93,329.45
UTMB Physician Services	\$9,512.00	\$2,653.33	3.07%	\$2,653.33	\$62,552.00	\$19,905.33	4.45%	\$19,905.33
<b>UTMB Total</b>	<b>\$94,081.63</b>	<b>\$29,834.20</b>	<b>34.57%</b>	<b>\$29,834.20</b>	<b>\$378,843.59</b>	<b>\$113,234.78</b>	<b>25.30%</b>	<b>\$113,234.78</b>
Youth Counseling	\$425.00	\$425.00	0.49%	\$425.00	\$510.00	\$510.00	0.11%	\$510.00
<b>Grand Totals</b>	<b>\$218,954.73</b>	<b>\$86,297.36</b>	<b>100.00%</b>	<b>\$40,356.69</b>	<b>\$1,101,301.83</b>	<b>\$447,507.51</b>		<b>\$187,253.28</b>

<b>Summary by Service Provided</b>								
	Billed Amount	Medicaid Rate	% of Services	Actually Paid	Billed Amount	Medicaid Rate	% of Services	Actually Paid
Prescription Drugs	\$12,397.70	\$10,097.49	11.70%	\$10,097.49	\$147,903.12	\$98,494.03	20.85%	\$98,494.03
WCH Clinic	\$9,308.40	\$3,816.45	4.42%	\$0.00	\$81,876.12	\$33,569.22	7.10%	\$0.00
WCH ER	\$22,401.00	\$9,184.41	10.64%	\$0.00	\$219,218.00	\$89,879.38	19.02%	\$0.00
WCH Inpatient	\$52,855.65	\$19,556.59	22.66%	\$0.00	\$52,855.65	\$19,556.59	4.14%	\$0.00
WCH Observation	\$43,016.00	\$17,636.56	20.44%	\$0.00	\$60,271.00	\$24,711.11	5.23%	\$0.00
WCH Outpatient Surgery	\$0.00	\$0.00	0.00%	\$0.00	\$0.00	\$0.00	0.00%	\$0.00
WCH Labs	\$5,188.00	\$2,127.08	2.46%	\$0.00	\$52,903.00	\$21,690.23	4.59%	\$0.00
WCH Physical Therapy	\$3,946.00	\$1,617.86	1.87%	\$0.00	\$27,745.00	\$11,375.45	2.41%	\$0.00
WCH Ultrasound	\$2,756.00	\$1,129.96	1.31%	\$0.00	\$8,907.00	\$3,651.87	0.77%	\$0.00
WCH Lab/Xray	\$7,281.00	\$2,985.21	3.46%	\$0.00	\$97,520.00	\$39,983.20	8.46%	\$0.00
WCH CT Scan	\$11,234.00	\$4,605.94	5.34%	\$0.00	\$19,339.00	\$7,928.99	1.68%	\$0.00
WCH Xray	\$5,344.00	\$2,191.04	2.54%	\$0.00	\$45,492.80	\$18,652.04	3.95%	\$0.00
WCH Optical Specialist	\$0.00	\$0.00	0.00%	\$0.00	\$2,920.00	\$1,197.20	0.25%	\$0.00
Lab/Xray readings	\$1,576.00	\$646.16	0.75%	\$0.00	\$18,574.00	\$7,615.34	1.61%	\$0.00
UTMB Outpatient	\$31,713.98	\$7,624.28	8.83%	\$7,624.28	\$263,435.94	\$73,772.86	15.61%	\$73,772.86
UTMB Anesthesia	\$3,174.00	\$999.41	1.16%	\$999.41	\$8,354.00	\$4,954.41	1.05%	\$4,954.41
UTMB Physician Services	\$6,338.00	\$1,653.92	1.92%	\$1,653.92	\$54,198.00	\$14,950.92	3.16%	\$14,950.92
Youth Counseling	\$425.00	\$425.00	0.49%	\$425.00	\$510.00	\$510.00	0.11%	\$0.00
<b>Grant Totals</b>	<b>\$218,954.73</b>	<b>\$86,297.36</b>	<b>100.00%</b>	<b>\$20,800.10</b>	<b>\$1,162,022.63</b>	<b>\$472,492.84</b>		<b>\$192,172.22</b>

c. **District General Counsel:** Attorney Oxford presented the Board with a packet of information regarding Senate Bill 944 involving the Open Meetings Act and electronic communications. Attorney Oxford advised the Board that as of September 1, 2019, all electronic media such as text messaging and e-mails needed to be subject to the District’s document retention policy. (See **Exhibit “C”**). Therefore, if there has been any electronic communication involving the District prior to the Board meeting, the Board and staff needed to gather this information and secure it pursuant to the District’s document retention policy.

d. **LTC Report:** Attorney Oxford referred the Board to the LTC Executive Report submitted for August 2019. *See Exhibit “D”*.

e. **Hospital Report:** Mr. Javed distributed the Hospital’s monthly report for August 2019 and discussed the highlights of the report. (*See Exhibit “E”*). Mr. Javed recognized that while the number of emergency room visits went down in August compared to July (i.e., 226 to 202 patients), the percentage of the patients who were converted to inpatient cases increased from nine (9) to seventeen (17). Moreover, the average in patients days remained roughly the same at 3.29 compared 3.32 in July. Otherwise, all the other measurements increased in August from July except the number of ultrasounds and physical therapy patients. In addition to the statistics, Mr. Saad stated that he believed the Hospital expected to 100% of the physician’s shifts covered in September and that the Hospital recently purchased several pieces of equipment that were needed and new furniture for in patient rooms. In response, the Board thanked the Hospital for all their efforts to keep them informed and for working so hard to make improvements at the Hospital.

Once all the staff reports were presented, President Murrell moved to Agenda Item No. 8., to discuss and take action, if necessary, on considering performance-based pay increases for certain staff. President Murrell reminded the Board that this agenda item was to discuss a payment to Mrs. Yani Jaminez for her efforts in learning Administrator’s job duties in July and August as discussed at the February 20, 2019 Regular Meeting. Mrs. Norris confirmed that Mrs. Jaminez sufficiently performed the duties of Administrator while she was out of the country and therefore, should be paid the incentive payment. In regard to the amount of the payment, there was a significant discussion about the length of time from which any payments should be calculated and the amount of the payment on an hourly basis but ultimately, the Board agreed that she needed to be paid \$3.50 for each hour worked between July 1, 2019 through August 30, 2019 . Consistent

with this agreement, Director Way made a motion to pay Mrs. Jiminez \$3.50 per hour for the hours worked between July 1, 2019 and August 31, 2019. This motion seconded by Director Stramecki unanimously approved by all the Board members present.


Subsequently, the Board was directed to Agenda Item No. 9, to discuss and take action, if necessary, on approving a revised agreement with the University of Texas at Galveston Medical Branch. Mrs. Ojeda informed the Board that the prior agreement expired at the end of August 2019 and she was informed by the staff at UTMB that they would be submitting a new agreement in the near future. However, as of the meeting, she had not received the agreement and therefore, recommended that this matter be tabled until the October 2019 Regular Meeting. The Board concurred and Director Stramecki made a motion to table Agenda Item No. 9. Director Stramecki's motion was seconded by Director Way and unanimously approved by all the Directors present.

Turning to the last action item on the agenda, Agenda Item No.10, to discuss and take action, if necessary, on approving Statement of Ethics and Transparency, President Murrell called on Director Way to discuss the matter. Director Way explained that State Representative Middleton attempted to get a number of governmental entities to sign the transparency documents (i.e., Resolution and Policy) following actions by the Chambers County Commissioner's Court that Representative Middleton felt were unfair to the residents of the County. (*See Exhibit "F-1" and "F-2"*). Director Way then explained that the documents called for a higher standard of notice when issuing bonds to incur debt in hopes of giving residents of taxing entities a better chance of being informed and to have a voice in the decisions to incur debt through public financing. In addition, Attorney Oxford explained that he modified the documents to make them applicable to the District. As such, he altered the penalty section of the Policy since the District's officers do

not answer to the Chambers County Clerk or District Attorney. Instead, Attorney Oxford revised the Policy to state that if a Board member or staff violates the Policy, the violation could be grounds for automatic removal subject to Chapter 87 of the Local Government Code. Overall, Attorney Oxford stated that he believed the policy being considered was reasonable and certainly something that the District was already doing, or he was willing to recommend be done if the situation arose.

President Murrell then called for any other such matters before the Board. There being none, the President Murrell reminded the Board of the Special Meeting on August 22, 2019 at 9:00 a.m. and confirmed there would be a quorum at the meeting. Afterwards, he discussed the date for the upcoming meeting, and it was agreed to hold the meeting on October 16, 2019, at 6:00 p.m. Thereafter, at 7:47 p.m., a motion was made by Director Stramecki to adjourn the meeting. This motion was seconded by Director Way and unanimously approved by all the Board members present.

  
Edward Murrell, President

  
Anthony Stramecki, Vice-President