

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., April 21, 2021 at the District’s Offices located at 520 Broadway, Winnie, Texas 77665, (a copy of said Notice being placed amongst the files of the District).

This meeting was held via videoconference to mitigate the spread of COVID-19. The meeting was duly posted pursuant to Texas Government Code 551.127 as modified by the December 6, 2020 Proclamation of Governor Abbott in which the Governor acted to maintain government transparency and continued government operations while reducing face-to-face contact for government open meetings. In addition, members of the public were able to participate and address the Board during the videoconference meeting and a recording of the meeting was made and is available to the public.

1. Call the Meeting to Order

At approximately 6:00 p.m., the meeting was convened, and the roll was called of the members of the Board, to wit:

Mr. Ed Murrell	President
Mr. Anthony Stramecki	Vice-President
Robert “Bobby” Way	Treasurer
Jeff Rollo	Secretary
Kacey Vratis	Director

All said Board members were present, except for President Murrell, thus constituting a quorum. In addition, to the above-named Board members, also present at the meeting were:

Mrs. Sherrie Norris	Administrator
Mrs. Patricia Ojeda	Indigent Care Director
Mr. Hubert Oxford, IV	General Counsel for the District

Mr. Mo Danishmund

Mr. Saad Javed

Mr. Chris Portner

Chief Financial Officer, Winnie
Community Hospital (“Hospital”)

Co-Chief Operating Officer, Hospital
General Counsel, Riceland Hospital

1. Pledge of Allegiance

After the introduction of the guest, Vice-President Stramecki called on those present to recite the Pledge of Allegiance and the Pledge of Allegiance to the State Flag of Texas.

2. Public Comment

Vice-President Stramecki asked for Public Comment but there was none.

3. Review and Approve Minutes of Previous Meeting(s): March 17, 2021.

Vice-President Stramecki then called on the Board to address Agenda Item No. 4, to review and approve the minutes of March 17, 2021 Regular Meeting. The minutes were examined by the Board and no changes were recommended.

Upon motion by Director Way, which was seconded by Director Vratis, and the unanimous consent of all the Board members present, the Board approved the minutes of the March 17, 2021 Regular Meeting.

1. Review and approve financials report; payment of invoices; receive Accountant’s report, and amend budget, if necessary.

Vice-President Stamecki then called on Attorney Oxford to present the District’s year to date Balance Sheet and Profit & Loss Budget vs. Actual for March 2021. (See Exhibit “A-1”). Attorney Oxford reviewed the income statement and informed the Board that District was on budget. However, Attorney Oxford anticipated the need to amend the budget slightly once the Quality Incentive Payment Program (“QIPP”) Year 5 numbers were published.

Upon the conclusion of the discussion of the Balance Sheet and Income Statement, Attorney Oxford continued the discussion on the financials by

addressing Treasurer’s Report, check register, and outstanding invoices to be considered. (See **Exhibit “A-2”**). First, Attorney Oxford asked the Board to review the invoices to be paid. These invoices totaled \$64,050.25. Per Attorney Oxford, this month’s invoices were higher than usual due to the UTMB invoice and the payment one-half of the VMG appraisals for three (3) new nursing facilities. A list of the invoices paid were as follows:

Pending Expenses	For	Amount
Brookshire Brothers	Indigent Care	\$683.79
Wilcox Pharmacy	Indigent Care	\$1,052.55
UTMB at Galveston	Indigent Care	\$23,763.31
UTMB Faculty Group	Indigent Care	\$3,522.71
Indigent Healthcare Solutions	IC Inv #71617	\$1,109.00
American Education Services	S Stern-Student Loan	\$150.14
Penelope (Polly) Butler	Youth Counseling	\$85.00
Nicki Holtzman	Youth Counseling	\$765.00
Gaudet Solutions	Youth-Irlen	\$1,000.00
Benckenstein & Oxford	Inv #50053	\$8,600.00
Hubert Oxford	Legal Retainer	\$1,000.00
David Sticker	Inv #50	\$1,781.25
Technology Solutions of Tx	Inv #1563 & 1554	\$265.00
Technology Solutions of Tx	Inv #1555 (SVDP)	\$2,655.00
Felipe Ojedia-Yard Service	Inv #1011	\$300.00
Graciela Chavez-Office Cleaning	Inv #08018595	\$100.00
Function 4 (Contract)	Inv # 854087	\$42.50
HMG (1/2 VMG Health-Appraisals)	Inv# 0044683	\$17,175.00
Total Pending Expenses		\$64,050.25

Once the Board completed the review of the invoices, Attorney Oxford referred the Board to the First Financial Bank & Interbank Account Reconciliation section of the report. Combined, the District had \$2,437,147.17 in the accounts, which was down substantially from the prior month because of the repayment of Loan 17a and 17b. Of the total funds deposited in these two (2) accounts, the unrestricted funds accounted for \$2,190,571.88. In addition, Attorney Oxford advised that the payments for QIPP Year 4 have been announced but not received. Of these funds, \$2,193,290.16 belonged to the District. Turning to the Fund Summary section and the total liquid funds available as of the meeting, per Attorney Oxford, the District’s net cash position was \$4,113,201.20 after the invoices were paid at the meeting.

At the end of the discussion, the Board was asked if there were any additional questions or comments. Since there were none, Director Rollo made a motion, that was seconded by Director Vratis, and the unanimous approval of the Board members to: a) approve the financials for March 2021; b) adopt the Treasurer's Reports; and c) pay the invoices presented. (See Exhibits "A-1" and "A-2").

1. Discuss and take-action on Committee Reports:

No Committee had a report for this meeting.

4. Receive reports, by:

a. Administrator's Report

Mrs. Norris informed the Board that she needed a final attendance account for this summer's Texas Healthcare Trustees conference in San Antonio, Texas scheduled for July 22-24th, 2021. Per Mrs. Norris, she needed confirmation of the who was going to attend because she needed to reserve hotel rooms and attendance at the conference itself. After discussion on the cost for hotel rooms and the conference as well as cancellation cost, it was agreed that all the Directors would attend except for Directors Murrell and Rollo. In addition, Administrator Norris, Indigent Care Director Ojeda, and Attorney Oxford would also attend. Attorney Oxford informed the Board that he would reimburse the District for his costs.

b. District Indigent Care Director Report

Mrs. Ojeda reported that in March 2021, the District lost eight (8) clients for the indigent care program, which brought the total to forty-one (41) indigent clients. However, the number of youth enrolled in the youth counseling program increased to six (60clients and the District served three (3) Irlen's patients. Otherwise, Mrs. Ojeda presented the Board with her monthly statistics and here reports set forth in **Exhibit "B"** and summarized below.

	January	February	March
Indigent Clients:	43	49	41
Youth Counseling:	5	4	6
Irlen Services:	2	2	3

	Jan	Feb	Mar	YTD Totals
	Paid Amount	Paid Amount	Paid Amount	Paid Amount
Pharmacy	\$3,672.42	\$2,637.65	\$1,736.34	\$8,046.41
Winnie Community Hospital	\$24,456.91	\$25,297.82	\$12,258.18	\$62,012.91
UTMB Total	\$2,514.91	\$1,765.57	\$28,088.34	\$32,368.82
Non-Contracted Services	\$0.00	\$118.78	\$0.00	
Youth Counseling	\$510.00	\$510.00	\$850.00	\$1,870.00
Irlen Services	\$0.00	\$500.00	\$1,000.00	\$1,500.00
Totals	\$31,154.24	\$30,829.82	\$43,932.86	\$105,798.14

For additional details of the indigent care report, please **Exhibit “B”**.

c. District General Counsel Report

Attorney Oxford did not have anything discuss other than matters involving specific agenda items remaining in the meeting and asked to reserve his comments as the agenda items were addressed.

d. LTC Report

The LTC Group submitted their monthly report for the Board to review. After a review of the report, the Board had no questions. (See **Exhibit “C”**).

e. Hospital Report

Mr. Saad Javid gave the Hospital’s report for March 2021 and started the report by highlighting the monthly statistics. A copy of the report is set forth below and attached as **Exhibit “D”**.

Census	Jan	Feb	Mar	Average
ER Visits	167	170	184	174
Conversion to Inpatient/observation	16	17	9	14
<i>Percentage</i>	<i>10%</i>	<i>10%</i>	<i>5%</i>	<i>8%</i>
Transferred out	7	7	12	9
<i>Percentage</i>	<i>4%</i>	<i>4%</i>	<i>7%</i>	<i>5%</i>
ER shifts covered by doctors	<i>74%</i>	<i>51%</i>	<i>55%</i>	<i>60%</i>
Average Inpatient days per day	167	172	146.00	162
Average Hospice days per day	0	13	7.00	7
Average Swingbed days per day	0	50	35	28
Average Observation days per day	31	12	18.00	20
Total All Inpt. Days	198	247	206	217
Average All Inpt. days per day	6.39	8.52	6.65	7.19
CTs	66	66	60	64
Xrays	248	240	309	266
Ultrasounds	30	42	37	36
Encounters - Adult Clinic	409	368	514	430
Encounters - Pediatric Clinic	226	171	287	228
Behavioral Health patients	0	0	0	0
Physical Therapy	1	0	0	0

In addition, Mr. Javed reported that the Hospital has administered 15,000 Covid-19 vaccines. Furthermore, the Hospital has begun work on the HVAC generator and expects the new telemetry system to be installed within ninety (90) days. Otherwise, the Hospital has hired a new Director of Nursing and was interviewing for the Assistant Director of Nursing position.

Next, Mr. Danishmund informed the Board that as of night of the meeting, the Hospital had sixteen (16) overnight patients, of which four (4) are covid positive. Lastly, Mr. Danishmund turned in invoices for the four (4) ventilators and Covid-19 testing machine and asked for reimbursement. (See Exhibit "E"). In response, Director Stramecki, asked staff to reconcile the invoices and make a recommendation at the next Board meeting.

1. Discuss and take-action, if necessary, to engage auditor to perform the 2020 Audit.

Attorney Oxford reported that the District had still not received the auditor's engagement letter and asked the Board to table until the next meeting.

The Board concurred and then Director Vratiss made a motion to table Agenda Item No. 8. Director Way seconded the motion and it was unanimously approved by the Board members present.

5. Discuss and take-action, if necessary, on approving grant request by: a) Winnie Community Hospital for staffing reimbursement for Covid-19 shots; and b) St. Vincent DePaul for a generator

Director Stramecki asked to lead the discussion on this agenda item but in light of the fact that President Murrell was not present, and St. Vincent DePaul had not produced a grant application or three (3) bids, the matters discussed would be tabled until the next meeting.

Thereafter, the Board began a discussion on the Winnie Community Hospital's grant request for staffing reimbursement to administer Covid-19 shots. Vice-President Stramecki stated that in his opinion, the list of employees the Hospital was seeking reimbursement needed to be paired down to non-administrative employees. Second, Vice-President Stramecki questioned whether the Hospital will be reimbursed for the employees through the cost report. Director Vratiss stated that she was all in favor of helping with employees who were hired to administer shots but for the other employees re-assigned to give covid shots, she would consider giving a "covid bonus" or "incentive pay". Attorney Oxford stated that he felt that at the next meeting, the Hospital would be in a better position to give a definitive reimbursement request amount because the shot volumes were steadily decreasing. Before concluding the discussion, the Board discussed the collateral benefits from administering the shots in the form of increased patient volume. Lastly, it was agreed that Attorney Oxford would send representatives for the Hospital an e-mail to inquire about the list of non-

administrative personnel and whether the Hospital was seeking reimbursement for the employees on their cost report.

Director Way then made a motion to table Agenda Item No. 10 until the next meeting. Director Rollo seconded the motion and it was unanimously approved by the Board members present.

6. Discuss and take-action, if necessary, on amending the Personnel Policy to provide for a retirement plan and to discuss retirement plan alternatives.

This agenda item was discussed briefly because staff expressed an interest in finding a retirement plan where they could set aside pre-tax dollars for retirement. However, the retirement plans they have identified require employer participation. The Board explained that they were not currently prepared to participate in retirement plans, but this is something to consider during budget discussion. However, the Board did agree if staff could find a firm that would provide a plan without the employer participation that they would consider the request at the next meeting.

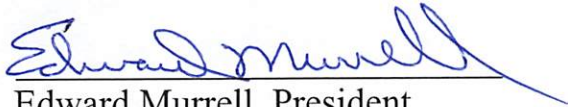
Consequently, Director Way made a motion to table Agenda Item No. 10 until the next meeting, if necessary. Director Rollo seconded the motion and it was unanimously approved by the Board members present.

7. Discuss and take-action, if necessary, on approving the Intergovernmental Transfer for withheld Uncompensated Care funds for DY6.

Staff informed the Board that the District recently received notice of an upcoming IGT for the DY 6 Uncompensated Care year to pay withheld funds. (See Exhibit "F") According to Staff, the amount of the IGT on behalf of the hospital, was expected to be \$1,618.15 and the return was going to be \$3,692.71. If the Board agreed to make the IGT, the last day to submit the funds for payment was May 5, 2021. Attorney Oxford suggested authorizing staff to make an IGT of up to \$1,700.00.

The Board agreed. Thereafter, Director Rollo made a motion to authorize staff to make an IGT for up to \$1,700.00 IGT so that the Hospital may receive DY 6 Withheld Funds. This motion was seconded by Director Way and approved with the unanimous vote of all the Board members present.

President Murrell then called for any other such matters before the Board. There being none, the Board discussed the date for the upcoming meeting, and it was agreed to hold the next Regular Meeting on May 19, 2021. Afterwards, at 7:21 p.m., a motion was made by Director Rollo 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