

**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., October 20, 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). An electronic version of this meeting is available upon request.

**1. Call the Meeting to Order**

At approximately 6:02 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, 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. David Sticker	District CPA
Mr. Mo Danishmund	Chief Financial Officer, Winnie Community Hospital (“Hospital”)
Mr. Chris Portner	Counsel, for Riceland Hospital
Mr. Saad Javed	Co-Chief Operating Officer, Hospital
Mr. Robert Jacobs	Clinical Manager for Riceland
Ms. Amber Lucia	Winnie Stowell Emergency Medical Services (“WSEMS”)
Mr. Wade Thibodeaux	Hometown Press
Ms. Gloria Roemer	Seabreeze Beacon

**2. Introduction of Guest**

**3. Pledge of Allegiance and Pledge to Texas Flag**

After the introduction of the guests, President Murrell called on those present to recite the Pledge of Allegiance and the Pledge of Allegiance to the State Flag of Texas.

**4. Public Comment**

This month, Ms. Gloria Roemer asked to make a public comment. Ms. Roemer congratulated the Board for the District's efforts for working on providing additional services to the residents of the District. She also informed the Board about the Wellness Center at Chambers Health and suggested the Board consider a Wellness Center when discussing the building of a Federally Qualified Health Center ("FQHC").

**5. Review and Approve Minutes of Previous Meeting(s): September 22, 2021.**

After the public comment by Ms. Roemer, President Murrell called on the Board to return to Agenda Item No. 5 to review and approve the minutes from September 22, 2021, Regular Meeting. The Board reviewed the minutes and had no further changes.

Consequently, Director Stramecki made a motion to approve the minutes of the September 22, 2021, Regular Meeting. This motion was seconded by Director Vratil, and unanimously approved by all the Board members.

**6. Review and approve financials report; payment of invoices; receive Accountant's report, and amend budget, if necessary.**

Turning to the District's financial reports, Mr. David Sticker was asked to discuss the District's year to date Balance Sheet and Profit & Loss Budget vs. Actual. (See [Exhibit "A-1"](#)). Mr. Sticker then reviewed the Balance Sheet and Profit & Loss Budget vs. Actual and advised the Board that everything was in order. Additionally, Mr. Sticker did inform the Board that he met with Attorney Oxford

and the two began preparing budget amendments that included the most updated Quality Improvement Payment Program (“QIPP”) figures that he would like to go over with the Finance Committee.

Upon the conclusion of the discussion of the Balance Sheet and Profit & Loss Statement, Attorney Oxford continued the discussion on the financials by addressing the Treasurer’s Report, check register, and outstanding invoices to be considered. (See [Exhibit “A-2”](#)). This month, Attorney Oxford asked the Board to table the Treasurer’s report until the upcoming Special Meeting that was tentatively scheduled for October 29, 2021.

Attorney Oxford asked that the report be tabled because the District was in the process of paying Loan 18 and was simultaneously receiving QIPP Yr. 4, Qtr. 4 Component 3, 4 and Lapsing funds. In addition, Attorney Oxford, Staff, and Mr. Sticker, needed time to discuss the transfers that were made on October 7, 2021 with LTC to make sure the ledger entries were correctly entered for the transfers within the Allegiance Bank accounts resulting from the payment of the Intergovernmental Transfer (“IGT”) reconciliation payment for Year 4; QIPP Component 2 payments for the last quarter in Year 4; and other miscellaneous Variance payments received.

Next, Attorney Oxford asked the Board to review the invoices to be paid and referred the Board to the list of invoices set forth below:

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Pending Expenses	For	Amount
Brookshire Brothers	Indigent Care	\$1,880.04
Wilcox Pharmacy	Indigent Care	\$737.54
UTMB at Galveston	Indigent Care	\$12,362.75
UTMB Faculty Group	Indigent Care	\$4,995.64
Barrier Reef Emergency Physician	Indigent Care	\$65.29
Indigent Healthcare Solutions	IC Inv #72582	\$1,109.00
American Education Services	S Stern-Student Loan	\$150.14
Penelope (Polly) Butler	Youth Counseling	\$85.00
Kalos Counseling (Benjamin Odom)	Youth Counseling	\$765.00
Gaidet Solutions	Youth-Irlen	\$1,600.00
Chambers Cty PHD#1	IC Dental	\$210.00
Chambers Cty PHD - ER	Indigent Care	392.33
\$25 Optical	IC Special Program	\$50.00
Benckenstein & Oxford	Inv #50233	\$21,125.00
Hubert Oxford	Legal Retainer	\$1,000.00
David Sticker	Inv #63	\$1,843.75
Technology Solutions of Tx	Inv #1631	\$75.00
Bonds & Ellis (Clay Taylor)	Inv #13139 (In re Abri)	\$612.50
Function4	Inv892142	\$114.25
Felipe Ojedia-Yard Service	Inv #1018	\$300.00
Graciela Chavez-Office Cleaning	Inv #8018601	\$100.00
The Hometown Press	Inv #3114	\$600.00
Seabreeze Beacon	Inv #5451	\$360.00
Anthem Accounts Payable	Refund for QY2A3	\$2,501.61
QIPP Refund UnitedHealthcare	Refund for QY2A3	\$399.69
<b>Total Pending Expenses</b>		<b>\$53,434.53</b>

Once the Board members completed their review of the invoices, the Board was asked if there were any additional questions or comments. Since there were none, Director Stramecki made a motion, which was seconded by Director Rollo, and the unanimous approval of the Board members to: a) approve the financials for August 2021; b) table the Treasurer's Reports; and c) pay the invoices presented. (See [Exhibits "A-1"](#), and ["A-2"](#)).

**7. Discuss and take-action on Committee Reports: a) Finance Committee; b) Indigent Healthcare Committee; c) Personnel Committee; and d) Hospital Liaison.**

No Committee had a report for this meeting.

**8. Receive reports, by:**

**a. Administrator's Report**

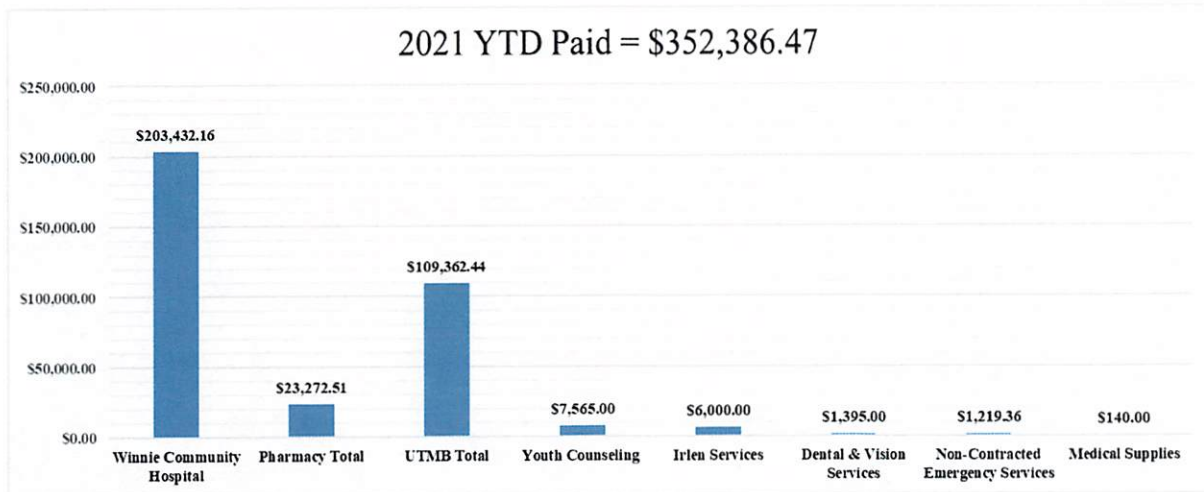
Mrs. Norris reported to the Board that the District's part-time employee resigned earlier in the month. Per Mrs. Norris, she did not have an explanation why she resigned but felt it was due to the need to spend more time with her family. Therefore, Mrs. Norris was going to revise the job description and post notice of the opening. In addition, Mrs. Norris asked for permission to distribute the unused personal protective equipment ("PPE") purchased for the Rice Festival. The Board agreed and recommended she contact the school district and other local charities. Before moving to the Indigent Care report, President Murrell, on behalf of the Board thanked staff for all their work and time spent at this year's Rice Festival passing out the PPE.

**b. District Indigent Care Director Report**

Next, Mrs. Ojeda was called on to give the Indigent Care report. Mrs. Ojeda reported that in September 2021, the number of active clients enrolled in the indigent care program increased by four (4) to sixty-six (66) clients, and the Youth Counseling clients also increased by two (2) to seventeen (17) children. Furthermore, Mrs. Ojeda advised that year to date, the District has provided Irlen Services to ten (10) children; had three (3) indigent clients utilize the dental services; and one (1) client use the vision benefits.

Mrs. Ojeda then presented the Board with her monthly statistics. The statistics provided by Mrs. Ojeda are set forth in [Exhibit "B"](#) and summarized below.

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Subsequently, Mrs. Ojeda discussed highlights from her detailed report for September 2021, which are summarized below:

- Twelve (12) clients were on the Prescription Assistance Program, which saved the District \$7,990.54 for the month.
- The Riceland Contracted Reimbursement Rate Amount was down by \$600, from \$24,527.43.
- Otherwise, there were eight (8) referrals to UTMB, of which all were approved. Of the referrals, two (2) were expected to be major expenses totaling \$6,800.00.
- Looking forward, she also reported that one client was scheduled for a surgery at UTMB in November and the cost of the surgery was estimated to be \$17,400.00.

After her discussion of the indigent care report, Mrs. Ojeda asked the Board to review her complete report and contact her if there were any questions.

**c. District General Counsel Report**

Mr. Oxford advised that he had nothing major to report but he did inform the Board that through his research for another client, he did confirm that the District's

reimbursement rate of 41% to the Hospital for the treatment of indigent care was the correct amount to pay.

**d. LTC Report**

Staff presented the LTC Report for September 2021. ([See Exhibit “C”](#)). After the Board reviewed the reports, there were no questions.

**e. Hospital Report**

President Murrell then called on Mr. Javed to give the Hospital report for September 2021. Mr. Javid reviewed the monthly statistics but emphasized that the month of September 2021 surpassed August 2021 as the Hospital’s busiest month for several categories being reported, including 472 inpatient days. A copy of the report is below and attached as [Exhibit “D-1”](#).

Census	2021									Average	Texas Average
	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept		
ER Visits	167	170	184	225	231	256	265	248	270	224	
Conversion to Inpatient/observation	16	17	9	14	24	26	31	31	20	21	
Percentage	10%	10%	5%	6%	10%	10%	12%	13%	7%	9%	
Transferred out	7	7	12	8	17	13	12	5	10	10	
Percentage	4%	4%	7%	4%	7%	5%	5%	2%	4%	5%	
ER shifts covered by doctors	74%	51%	55%	68%	48%	60%	56%	58%	70%	60%	
Number Inpatient days	167	172	146	117	196	135	115	262	472	198	
Number Hospice days	0	13	7	22	7	5	18	19	0	10	
Number Swingbed days	0	50	35	20	83	26	114	58	39	47	
Number Observation days	31	12	18	33	35	32	36	20	19	26	
Total All Inpt. Days	198	247	206	192	321	198	283	359	530	282	
Average Inpatient days per day	6.39	8.52	6.65	6.40	10.35	6.60	9.13	11.58	17.67	9.25	1.63
CTs	66	66	60	68	73	61	68	47	74	65	
Xrays	248	240	309	292	250	305	318	383	410	306	
Ultrasounds	30	42	37	39	37	32	26	42	31	35	
Encounters - Adult Clinic	409	368	517	507	455	550	497	490	405	466	
Encounters - Pediatric Clinic	226	171	285	279	168	179	242	301	195	227	
Behavioral Health patients	0	0	0	0	0	11	18	18	14	15	
Physical Therapy	1	0	0	0	1	0	1	0	0	0	

At the completion of the discussion of the monthly statistics, Mr. Javed proceeded to inform the Board of Hospital activities since the last meeting. The matters discussed were:

- The Hospital’s laboratory inspection was postponed until December 6<sup>th</sup>, 2021.

- The infusion clinic was open the Hospital was administering Regeneron for Covid patients;
- The Hospital was administering Pfizer and Moderna vaccines daily;
- Likewise, the Hospital was still busy administering PCR and NAAT COVID-19 testing; and
- Marketing for Ventilator/Dialysis Program has resumed.

Upon the completion of the monthly report, Mr. Danismund asked to respond to complaints about the lab hours and the CT Machine being down in August 2021. According to Mr. Danismund, the Lab was fully staffed and open after hours and weekends. Likewise, Mr. Danismund provided the Board with e-mail correspondence evidencing the dates that the CT Machine was not functioning due to a burned-out bulb. (See [Exhibit “D-2”](#)). Per Mr. Danismund, the machine’s bulb quit working on Friday, August 6, 2021, and staff called for service the next day. The machine was serviced on Wednesday, August 11, 2021, and placed back in service. In response to questions about a service contract, Mr. Danismund responded that because of this incident and the age of the machine, the Hospital has entered into a service contract to maintain the machine. In response, the Board thanked the Hospital for their efforts to reconcile these two (2) issues.

**9. Discuss and take-action, if necessary, to approve funding agreement with WSEMS for operating and staffing transport van.**

The Board was then asked to address Agenda Item No. 9, in particular the funding agreement for staffing the transport van. President Murrell called on attorney Oxford and Ms. Lucia, with the WSEMS to discuss. The two asked the Board on guidance with questions involving the proposed agreement. Specifically, the matters that needed clarification were:

1. Changing the scope of the agreement to allow the Transport Ambulance to respond to Emergency calls within the District so long as the response follows Federal and State rules (i.e., not outside of the transport ambulance’s legal authority);
2. Whether it permissible to allow the ambulance to respond to mutual aid calls outside of the ambulance;



3. If the WSEMS would be allowed to utilize the additional EMT Basic operator funded by the District to respond to emergency and emergency transport calls; and
4. The Board considered the WSEMS's request to increase the funding for the additional position to account for a higher hourly wage rate and benefits.

After the discussion, the Board agreed, subject to a motion, second, and majority vote, to approve items 1-3 above. As to the increase in funding the Board did not agree to raise the funding from \$125,000.00 as initially agreed with the caveat that this can be revisited after the position is filled and after information is gathered on the Transport Ambulance's usage.

Additionally, the Board asked that whenever the EMS submits their monthly invoice that they include a brief report that provides: 1) number of calls made in the month using the Transport Ambulance; 2) amount invoiced to any third parties for the calls; 3) year to date funds paid by third parties for the Transport Ambulance services; 4) year to date staffing expenses for the additional EMT Basic position; and 5) any other information that may be helpful to the District such as transfers delayed because operators were operating the ALS ambulance. Ms. Lucia agreed to provide the reports as requested.

Lastly, there was discussion to make sure that the additional EMT Basic Operator was to be a new position on the EMS schedule. That is, if the EMS current staffing provides for one EMT working the night shift and two during the day shift, it is the District's intent that the staffing levels would increase to two (2) night shift EMTs and three (3) day shift operators. Regarding how this additional position is to be staffed, the District's Board left that up to the EMS. For example, rather than hire two (2) full time staff members, the District's Board discussed alternative staffing ideas such as hiring three (3) part time employees. Again, Ms. Lucia agreed to the District's terms.

Thereafter, a motion was made by Director Stramecki to authorize the inclusion of items 1-3 above in the proposed funding agreement for staffing between the District and WSEMS. This motion was seconded by Director Vratis, and unanimously approved by all the Board members.

**10. Discuss and take-action, if necessary, to approve increasing the daily and three (3) transfer amount at Allegiance Bank.**

President Murrell then called on Staff to discuss a request to increase the Allegiance transfer limits for the daily limit of \$4,750,000.00 and the three (3) day aggregate limit of \$6,000,000.00. According to Staff, the transfer limit needed to be increased to account for the addition of fourteen (14) nursing facilities. The options discussed were to increase the daily limit to \$6,350,000.00 and the three (3) day limit to \$10,000,000.00 or to increase the daily limit to \$6,350,000.00 and leave the three (3) day limit at \$6,000,000.00. After consideration, the Board and Staff agreed that if the District raised its daily limit to \$6,350,000.00 and left the three (3) day limit at \$6,000,000.00, there should be sufficient transfer amounts to make the necessary transfers and Staff could utilize the three (3) day limit to make transfers on days when transfers are not usually made.

A motion was then made by Director Stramecki to increase the transfer limits at Allegiance Bank to allow a daily limit of \$6,350,000 and to leave the three (3) day daily limit at \$6,000,000.00. This motion was seconded by Director Vratis, and unanimously approved by all the Board members.

**11. Discuss and take-action, if necessary, to renew the line of credit at Allegiance Bank.**

Once the Agenda Item was introduced by President Murrell, Attorney Oxford asked that this Agenda Item be tabled because the District has not received loan renewal documents from Allegiance Bank. The Board agreed and Director Stramecki made a motion to table the agenda item. This motion was seconded by Director Rollo, and unanimously approved by all the Board members.

**12. Discuss and take-action, if necessary, on continuing the Hospital lunch program through October 2021.**

Staff was called to discuss this Agenda Item. Staff asked for a motion to authorize the continuance of the weekly lunches for the Hospital through October 2021 and then asked the Board if they wanted to continue the lunch program through November 2021. The reason Staff considered continuing the program through November was because the nurses assigned the Hospital by the State were going to continue working through the end of the month. At the end of a discussion on whether to provide the lunches one a month, by-weekly, or weekly in November, the group decided to continue the lunches on a weekly basis in November

Consequently, Director Way made a motion to fund the weekly lunches for Hospital staff in October and November 2021. This motion was seconded by Director Vratis, and unanimously approved by all the Board members.

**13. Discuss and take-action, if necessary, to receive FQHC report by THRIVE.**

Attorney Oxford was called on to discuss the THRIVE report. Attorney Oxford informed the Board that the report was not complete and requested that this Agenda Item be tabled until the October 29, 2021, Workshop. As with the prior request to table an Agenda Item, the Board agreed and then Director Stramecki made a motion to table the agenda item. This motion was seconded by Director Vratis, and unanimously approved by all the Board members.

**14. Discuss and take-action, if necessary to fully fund the ECISD medical expenditures based on the 2020-2021 expenses incurred.**

Lastly, President Murrell asked the Board to consider Agenda Item No. 14, to increase the funding for the East Chambers Independent School District (“ECISD”) funding to the expenditures based on the 2020-2021 expenses incurred. According to President Murrell, the District has been funding the medical expenditures to the ECISD in the amount \$180,000.00 per year for several years after reviewing the information provided by ECISD during the September 22, 2021, Regular Meeting, he believed it was time to consider increasing the funding level.

Per President Murrell in 2020-2021, the ECISD spent \$25,869.92 more on the categories approved by the Board than they were paid. In 2021-2022, the deficit will increase to \$38,135.00. A summary of the line items and totals for 2020-2021 and 2021-2022 is set forth below.

<b>Category</b>	<b>District's Budget</b>	<b>2020-2021 Expenditure</b>	<b>2021-2022 Budget</b>
Insurance	\$50,000.00	\$51,327.00	\$52,000.00
Therapy and Related Contracted Services (partial)	\$9,000.00	\$1,260.00	\$2,100.00
Nursing Salary/Benefits (2-Partial)	\$100,000.00	129,201.32	\$127,935.00
Nursing Supplies/Expenses (partial)	\$20,000.00	\$23,946.60	\$36,000.00
Immunizations (partial)	\$1,000.00	\$135.00	\$100.00
<b>Totals</b>	<b>\$180,000.00</b>	<b>\$205,869.92</b>	<b>\$218,135.00</b>

The Board then discussed the annual payment and the value to the children of the District. It was unanimously agreed that the money paid to ECISD was well spent. As such, the Board agreed to increase the annual payment amount to the 2021-2022 budget level of \$218,135.00 retroactive to the beginning of September 2021 when the ECISD fiscal year began.

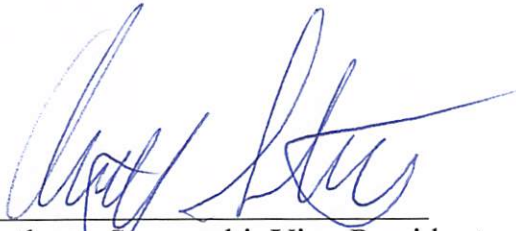
At the end of the discussion, Director Stramecki then made a motion to increase the annual funding for ECISD from \$180,000.00 per year to \$218,135.00 starting September 1, 2021. This motion was seconded by Director Way and unanimously approved by all the Board members except Director Vratis who abstained from voting.

Thereafter, President Murrell then called for any other such matters before the Board. There being none, the Board then confirmed the date for the upcoming FQHC Workshop on October 29, 2021, at 9:00 a.m. and the next Regular Meeting

on November 17, 2021. A motion was made by Director Stramecki at 8:10 p.m., to adjourn the meeting. This motion was seconded by Director Vratis and unanimously approved by all the Board members present.



Edward Murrell, President



Anthony Stramecki, Vice-President