

## **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., November 15, 2023 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 copy of this meeting is available upon request.

At approximately 6:11 p.m., the meeting was convened, and roll was called off 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	District Administrator
Mrs. Patricia Ojeda	Indigent Care Director
Mr. Hubert Oxford, IV	General Counsel for the District
Mrs. MaKayla Vidal	District CPA
Mr. Mo Danishmund	Chief Financial Officer, Riceland Hospital
Mr. Saad Javed	Winnie Community Hospital
Mrs. Michelle Hardy	Winnie Stowell Volunteer Emergency Medical Service (“WSVEMS) Staff
Dr. Robert Lyons	Coastal Gateway Health Center
Ms. Kaley Smith	Coastal Gateway Health Center
Mr. David Smith	LTC Group
Mr. Chris Rutledge	LTC Group
Mrs. Gloria Roemer	Seabreeze Beacon

#### **4. Public Comment**

President Murrell called on those present at the meeting to make any public comment but there were no public comments to be made.

#### **5. Review and approve minutes of October 18, 2023 Regular Meeting.**

President Murrell then called on the Board to return to Agenda Item 5, and to review and approve the minutes from the October 18, 2023 Regular Meeting. The Board then reviewed the minutes and did not have changes.

Consequently, Director Stramecki made a motion to approve the minutes from the October 18, 2023 Regular Meeting. This motion was seconded by Director Vratiss, and unanimously approved by all the Board Members present.

#### **6. Review and approve Accountant's report and financials report for monthly payment of invoices; and adopt any budget amendments, if necessary.**

Following the review and approval of the Minutes, President Murrell called on Mrs. MaKayla Vidal, the District's CPA, to present the financial reports for October 2023. (*See Exhibit "A-1"*). According to Mrs. Vidal, the financials for October were in order following the budget amendments that were approved during the previous meeting.

Upon the completion of October 2023 financials, Mrs. Vidal then asked the Board to turn their attention to the Treasurer's Report and Check Register. (*See Exhibit "A-2" and "A-3"*). According to Mrs. Vidal, the total invoices presented at the meeting amounted to \$324,184.57. She then reviewed individual invoices and explained that the payment to Coastal Gateway for \$93,802.96 was necessary to bring their bank balance back to \$250,000.00. In addition, Mrs. Vidal noted that the payment to Riceland Hospital was to repay the overpayment of DY-8 uncompensated care repayment demand. Otherwise, a complete list of the invoices to be paid is as follows:

Pending Expenses	For	Amount
Indigent Healthcare Solutions	Inv #76781	\$1,566.00
Brookshire Brothers	Indigent Care	\$3,115.77
Wilcox Pharmacy	Indigent Care	\$1,694.81
UTMB at Galveston	Indigent Care	\$23,521.97
UTMB Faculty Group	Indigent Care	\$3,761.63
Thompson Outpatient Clinic	Indigent Care	\$2,362.69
Alliance Medical Services	Indigent Care	\$530.00
Winnie Family Dental	SP Program	\$140.00
Kalos Counseling (Benjamin Odom)	Youth Counseling	\$340.00
Technology Solutions of Tx	Inv #1820	\$95.00
Felipe Ojedia-Yard Service	Inv #1043	\$350.00
Graciela Chavez-Office Cleaning	Inv #965965	\$120.00
Benckenstein & Oxford	Inv #509.12	\$19,760.00
Hubert Oxford	Legal Retainer	\$1,000.00
Makayla Vidal	Inv #00033	\$10,071.25
American Education Services	Grant S Stern-Student Loan	\$150.14
US Department of Education	Grant B Odom-Student Loan	\$720.62
Winnie Community Hospital	WCH DY8 Recoup Demand	\$147,856.73
Coastal Gateway	Grant Nov Request	\$93,802.96
J&W AC & Heating	Inv #365318	\$295.00
The Seabreeze Beacon	Inv #6889	\$300.00
Snider Law Firm	Inv Professional Svs	\$4,680.00
Teo Arteaga	Inv #080851 (CGHC-Landscaping)	\$7,700.00
Todd Swonke Agency	Inv #17258 Bond Renewal BW	\$50.00
Todd Swonke Agency	Inv #17259 Bond Renewal AS	\$50.00
Todd Swonke Agency	Inv #17262 Bond Renewal EM	\$50.00
Todd Swonke Agency	Inv #17263 Bond Renewal JR	\$50.00
Todd Swonke Agency	Inv #17261 Bond Renewal KV	\$50.00
Winnie Community Hospital	1/2 WCH Closing	\$3,141.34
<b>Total Pending Expenses:</b>		<b>\$324,184.57</b>

Next, Mrs. Vidal referred the Board to the Funds Summary section of the Treasurer's report, which is set forth below.

Funds Summary	Totals
Prosperity Operating (Unrestricted)	\$471,299.09
First Financial DACA (Unrestricted)	\$12,835,800.25
First Financial DACA (Restricted)	\$2,215,345.93
First Financial Money Market (Restricted)	\$229,487.48
TexStar (Restricted)	\$730,393.71
FFB CD Balance	\$8,200,000.00
<b>Total District Funds</b>	<b>\$24,682,326.45</b>
Less First Financial (Restricted)	(\$2,215,345.93)
Less TexStar Reserve Account	(\$730,393.71)
Less LOC Outstanding	(\$2,142,255.33)
Less First Financial Money Market (Restricted)	(\$229,487.48)
Less Committed Funds (See Total Commitment)	(\$2,373,123.81)
Cash Position (Less First Financial Restricted)	<b>\$19,133,975.53</b>
Pending Expenses	\$324,184.57
Ending Balance (Cash Position-Pending Expenses)	<b>\$19,458,160.10</b>
*Total Funds (Ending Balance+LOC Outstanding+QIPP Funds Outstanding+Outstanding Chow Loans)	<b>\$29,155,642.24</b>

According to Mrs. Vidal, the Total Funds as of the meeting were \$29,155,642.24, which is \$2,509,217.99 more than the last meeting's Treasurer's Report. The reason for this increase is due to the receipt of fourth Quarter QIPP Year 6, Component 3, 4, and Lapsing Funds.

Next, Mrs. Vidal updated the Board on the Hospital's repayment for the DY-8 Uncompensated Care. Through November 15, 2023, the District had made \$887,140.38 of the \$2,306,431.87 in payments. However, the District has given the Hospital credit for \$81,352.66 in Indigent Care Payments and thus the balance owed by Riceland was \$805,814.72. In addition, Mrs. Vidal informed the Board that the balance owed by Gulf Coast for the six CHOW loans was \$1,949,165.38, which reflects the payments of \$1,850,834.62 from the original \$3,800,000.00 advance.

Lastly, Mrs. Vidal asked the Board to reference the First Financial DACA (Unrestricted) balance of \$12,385,800.25 and asked the Board if staff had authority to transfer the funds to the District's money market account at First Financial Bank where it can draw a higher interest rate. After some discussion, the Board agreed that Staff could transfer \$9,000,000.00 from the DACA agreement to the First Financial Money Market account.

President Murrell then called for a motion to approve the financials, Treasurer's Report, and payment of invoices. In response, Director Stramecki made a motion to approve: (i) the October 2023 financials; (ii) the Treasurer's Report; (iii) pay the outstanding invoices and approve the Check Register; and (iv) authorize Staff to transfer \$9,000,000.00 from the Commercial Account (i.e., DACA account) at First Financial Bank to the District's Money Market Account at the same bank. *See Exhibit "A-1", "A-2", and "A-3"*). This motion was seconded by Director Vratis and unanimously approved by all the Board Members present.

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

Next, President Murrell asked the Committees if there were any reports but there were none. He then called on staff to present their reports.

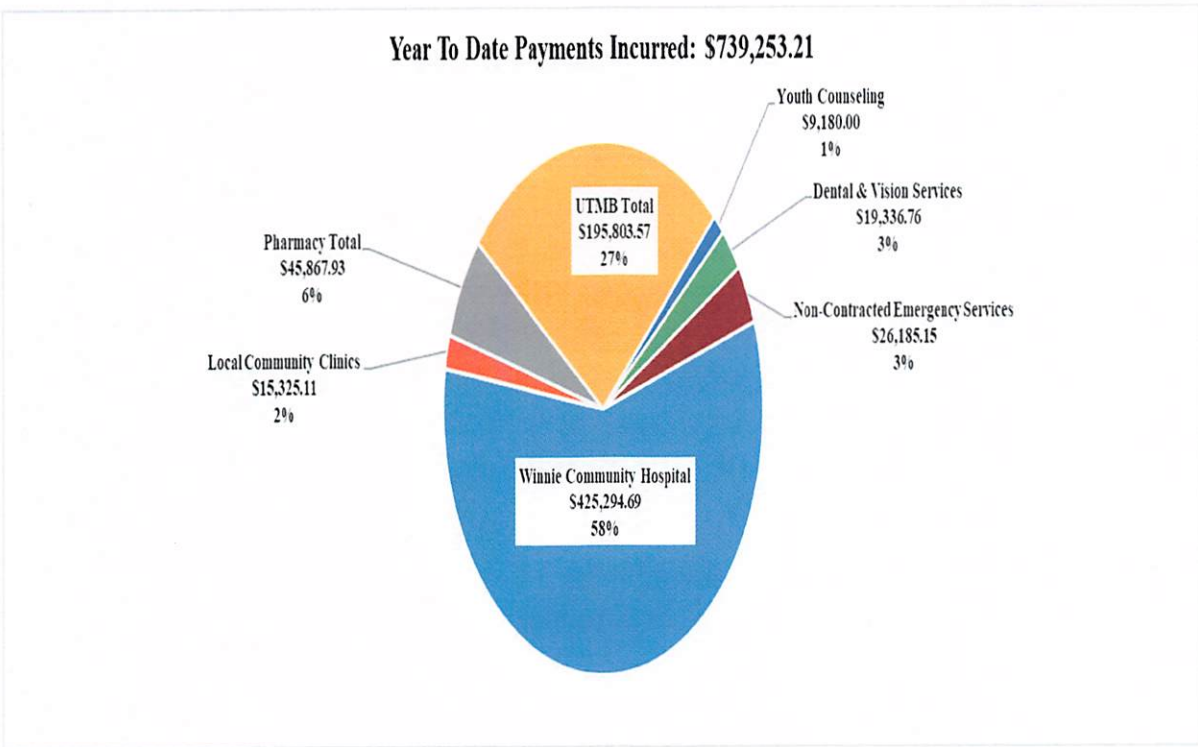
8. Receive reports, by:

a. Administrator's Report

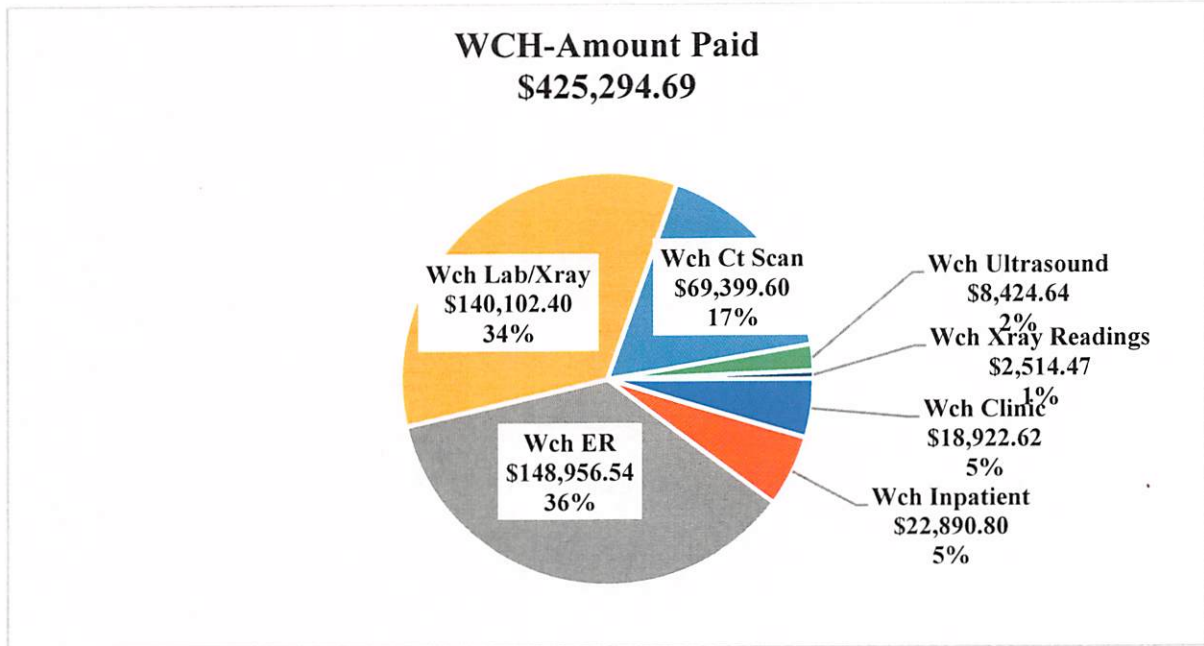
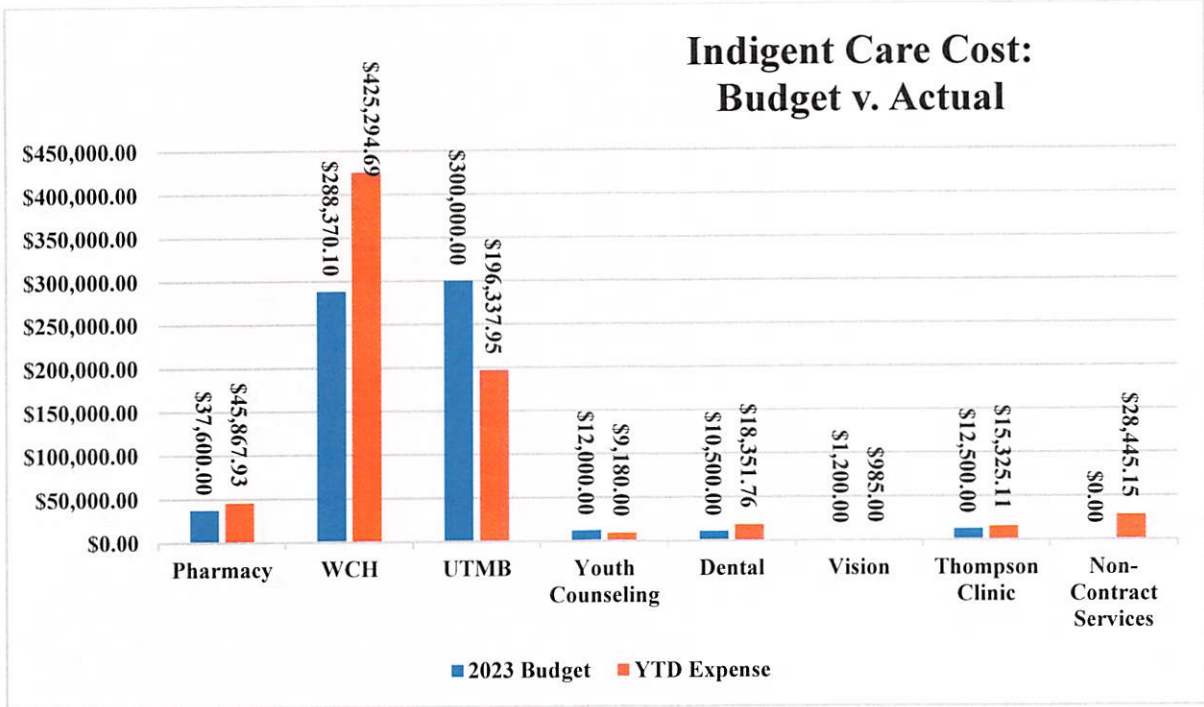
The District's Administrator advised that she had nothing to report.

b. District Indigent Care Director Report

Next, President Murrell called on Mrs. Ojeda for the Indigent Care Director Report. Mrs. Ojeda reviewed her monthly report on active clients and the District's programs and then directed the Board to the monthly reports and the following charts and asked if there were any questions. (See Exhibit "B"). There were none.



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**c. District General Counsel Report**

Attorney Oxford did not have anything further to report that was not discussed in the Indigent Care Report or to be discussed later in the meeting.

#### d. Coastal Gateway Report

Turning to the Coastal Gateway report, Ms. Kaley Smith, Coastal Gateway's ("Clinic") Chief Executive Officer, presented the Clinic's monthly report. Some of the matters discussed were as follows:

- Mrs. Smith announced that the Grand Opening event was a huge success and she thanked those Board Members who were able to attend.



- The CEO attended a roundtable meeting at Spindletop in October and now the Clinic and Spindletop have a Memorandum of Understanding (MOU) to collaborate on projects or on mutual patients.
- Dr. Lyons and the CEO attended the Texas Association of Community Health Centers (TACHC) Conference in Austin on October 30, 2023 – November 1, 2023. While there, the CEO was invited to attend a meeting in Austin hosted by TACHC in the first part of December for health centers looking to apply for Look Alike (LAL) status.
- The Clinic's first Mobile Mammo day took place on October 31, 2023 and had a total of twenty-three (23) women who had their annual mammogram completed.
- The laboratory interface with Riceland is underway but there was no estimated completion date. It was the CEO's hope that this interface would be live in 2024.
- The Clinic awarded the bid for the signage but it had not been installed yet.

**e. LTC Report**

The Board was then directed to the October 2023 LTC Report and President Murrell called on Mr. David Smith with LTC to review the report. Mr. Smith then went through the monthly report and highlighted areas of improvement and concern for the various District nursing facilities. (See Exhibit “C”).

**f. Hospital Report**

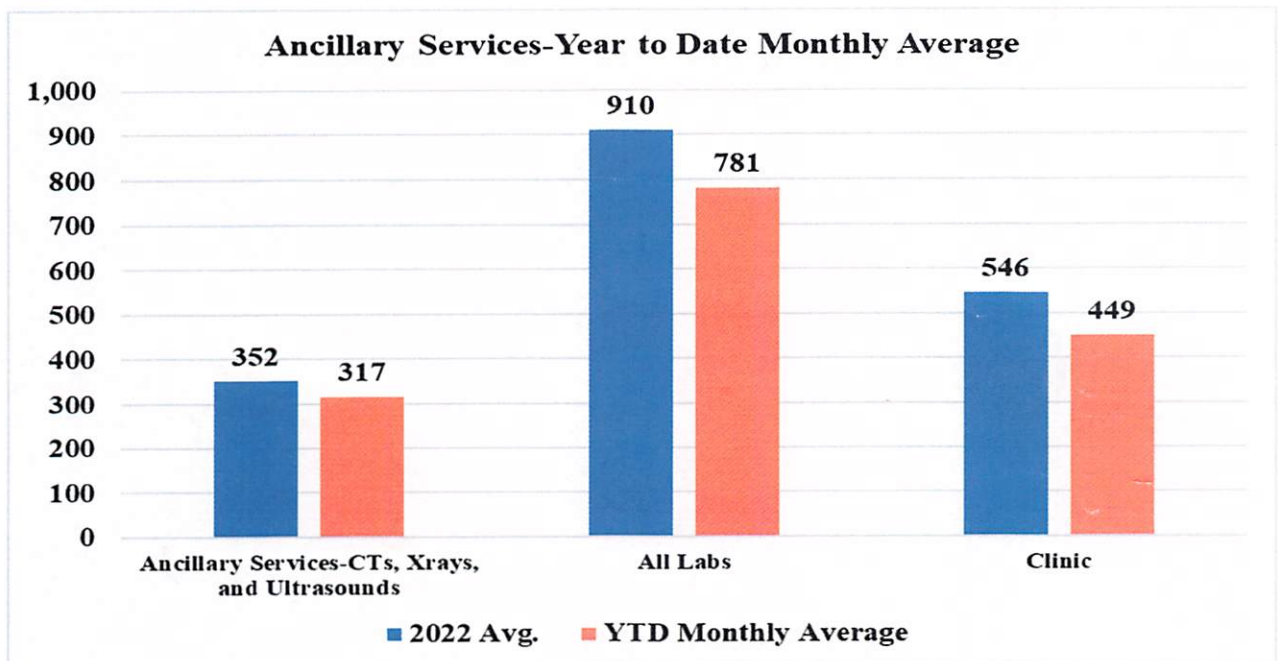
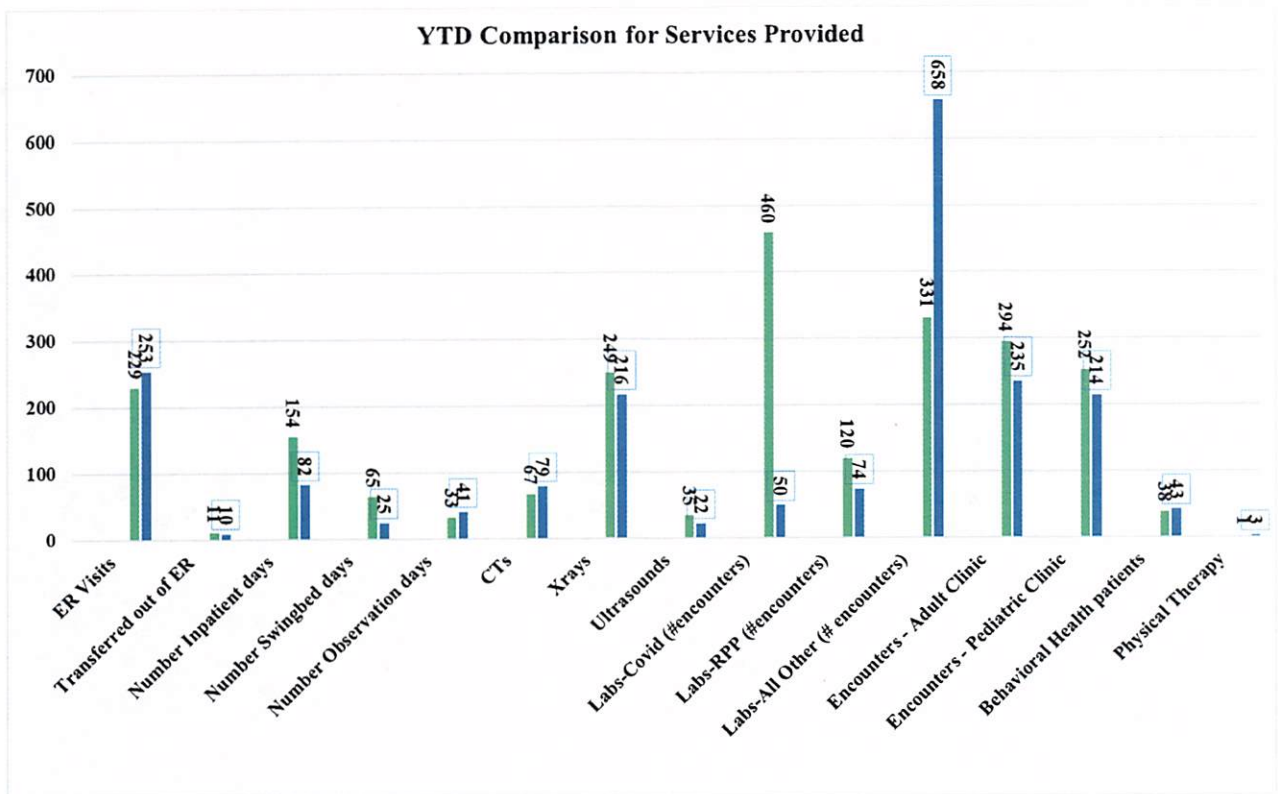
President Murrell then asked the Board to move forward and discuss Agenda Item 8(f) and called on Mr. Javed to present the Hospital report. Mr. Javed thanked President Murrell for the courtesy and then distributed and discussed the Hospital’s monthly report for October 2023:

Census	2023											YTD Monthly Average
	2022	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	
ER Visits	229	220	207	257	233	278	280	291	268	264	235	253
Conversion to Inpatient/observation	20	26	26	29	14	23	29	23	27	35	24	26
Percentage	9%	12%	13%	11%	6%	8%	10%	8%	10%	13%	10%	10%
Transferred out of ER	11	10	8	13	11	5	6	11	12	13	8	10
Percentage	5%	5%	4%	5%	5%	2%	2%	4%	4%	5%	3%	4%
ER shifts covered by doctors	4%	0%	0%	0%	13%	0%	0%	3%	0%	0%	3%	2%
Number Inpatient days	154	108	130	83	58	65	66	56	77	100	79	82
Number Hospice days	4	5	0	5	2	10	0	0	0	0	0	2
Number Swingbed days	65	14	59	16	16	20	26	32	33	8	23	25
Number Observation days	33	48	23	46	20	50	33	36	40	60	51	41
Total All Inpt. Days	255	175	212	150	96	145	125	124	150	168	153	150
Average Inpatient days per day	8.41	5.65	7.57	4.84	3.20	4.68	4.17	4.00	4.84	5.60	4.94	4.95
CTs	67	58	80	78	106	92	75	88	54	86	73	79
Xrays	249	203	215	282	216	214	188	209	228	193	212	216
Ultrasounds	35	33	27	41	29	21	11	19	12	22	6	22
Labs-Covid (#encounters)	460	90	72	48	11	16	29	23	100	69	37	50
Labs-RPP (#encounters)	120	179	184	87	34	54	27	9	25	68	71	74
Labs-All Other (# encounters)	331	669	611	714	655	705	678	707	709	606	524	658
Encounters - Adult Clinic	294	227	211	298	224	246	241	240	227	245	200	236
Encounters - Pediatric Clinic	252	210	236	268	226	181	157	169	298	197	201	214
Behavioral Health patients	38	40	47	46	45	44	42	42	39	37	44	43
Physical Therapy	1	1	2	1	2	4	4	2	4	1	7	3

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The following are charts summarizing the report set forth above:



Otherwise, Mr. Danishmund thanked the Board for their time and stated that he had nothing else to report.

**9. Discuss and take-action, if necessary, on approving personnel contract.**

President Murrell then called on the Personnel Committee to discuss and review the proposed Agreement for Program Consulting Services with Mrs. Ojeda, who is retiring on December 31, 2023. (See **Exhibit "D"**). After a review of the Agreement, the Personnel Committee recommended that Mrs. Ojeda be paid \$75.00 per hour as an independent contractor to assist with the training of her replacement and to provide additional services to the District as needed. In addition, the Personnel Committee agreed with the provisions in the Agreement that Mrs. Ojeda be capped at thirty (30) hours per week and if additional hours were needed, these additional hours would need to be approved by the District's administrator. However, the Board did clarify that it was their expectation that the number of hours worked by Mrs. Ojeda should decrease as the new hire for her position became more comfortable with the position.

After the discussion on engaging Mr. Ojeda to serve as an advisor to the District, a motion was made by Director Stramecki to approve Agreement for Program Consultant Services as proposed and set forth in **Exhibit "D"**. This motion was seconded by Director Vratis and unanimously approved by all the Board Members.

**10. Discuss and take-action, if necessary, on approving acquisition of additional nursing facilities and the opening of necessary operations accounts.**

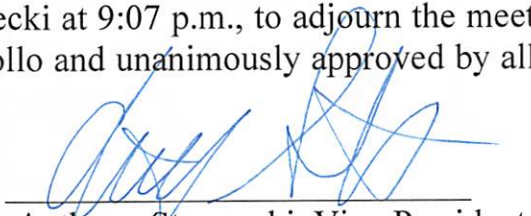
Before addressing Agenda Item No. 10, President Murrell at 7:45 p.m. called the Board into Executive Session to consultant with the Attorney pursuant to Chapters 551.071 of the Texas Government Code; to discuss personnel matters as provided by Chapter 551.074; and to discuss Health Care Services as provided by Chapter 551.085.

After discussing certain matters as provided for in the sections of the Texas Government Code set forth above, the Board returned from Executive Session at 9:04 p.m.

Subsequently, a motion was made by Director Way to: i) timely acquire the additional nursing facilities presented to the District prior to December 1, 2023 and execute the necessary transfer agreements after they have been reviewed and approved by General Counsel; ii) authorize the President to execute the necessary Change of Ownership documents for the newly approved nursing facilities; iii) authorize staff to negotiate with First Financial Bank the terms of a CHOW loan agreement for the HSM facilities to be acquired and to present for approval at the December 20, 2023 Regular Meeting; iv) authorize the approval of the appropriate bank resolutions with First Financial Bank for the nine (9) HSM facilities, and Stellar Bank for the remaining new facilities, v) authorize offering CHOW advances for new nursing facilities subject to the terms and conditions as discussed during Executive Session; vi) authorize the upcoming Intergovernmental Transfer for second half of QIPP year 7; and vii) authorize the President to enter into agreements with First Financial Bank to assist with nursing home operations. This motion was seconded by Director Stramecki and unanimously approved by all the Board Members present.

At the end of the discussion of the agenda items, President Murrell called for any other such matters before the Board. There being none, the Board then confirmed the date for the next Regular Meeting to be on December 20, 2023. A motion was then made by Director Stramecki at 9:07 p.m., to adjourn the meeting. This motion was seconded by Director Rollo and unanimously approved by all the Board Members present.

  
Edward Murrell, President

  
Anthony Stramecki, Vice-President