



**ECTOR COUNTY HOSPITAL DISTRICT
BOARD OF DIRECTORS
REGULAR BOARD MEETING
MAY 4, 2021 – 5:30 p.m.**

MINUTES OF THE MEETING

MEMBERS PRESENT:

Don Hallmark, President
Bryn Dodd, Vice President
Mary Lou Anderson
David Dunn
Wallace Dunn
Richard Herrera

MEMBERS ABSENT:

Ben Quiroz

OTHERS PRESENT:

Russell Tippin, President/Chief Executive Officer
Steve Ewing, Chief Financial Officer
Matt Collins, Chief Operating Officer
Steve Steen, Chief Legal Counsel
Christin Timmons, Chief Nursing Officer
Alison Pradon, Vice President of Development
David Chancellor, Vice President of Human Resources
Chaplain Doug Herget
Chaplain Farrell Ard
Dr. Donald Davenport, Chief of Staff
Dr. Timothy Benton, Vice Chief of Staff
Dr. Gary Ventolini, TTUHSC Permian Basin
Kerstin Connolly, Paralegal
Michaela Johnson, Executive Assistant to CEO

OTHERS PRESENT:

Various other interested members of the
Medical Staff, employees, and citizens

I. CALL TO ORDER

Don Hallmark, President, called the meeting to order at 5:35 p.m. in the Ector County Hospital District Board Room at Medical Center Hospital. Notice of the meeting was properly posted as required by the Open Meetings Act.

II. INVOCATION

Chaplain Farrell Ard offered the invocation.

III. PLEDGE OF ALLEGIANCE

Don Hallmark led the Pledge of Allegiance to the United States and Texas flags.

IV. MISSION/VISION OF MEDICAL CENTER HEALTH SYSTEM

Bryn Dodd presented the Mission, Vision and Values of Medical Center Health System.

V. AWARDS AND RECOGNITION

A. May 2021 Associates of the Month

Russell Tippin introduced the 2021 Associates of the Month as follows:

- Clinical – Isai Huerta, Paramedic Emergency Department
- Non-Clinical – Mary Elena Lopez, Care Management Assistant
- Nurse – Quinn Heath, RN Recovery Room

B. Unit HCAHPS High Performers

Christin Timmons, Chief Nursing and Experience Officer introduced the Unit HCAHPS High Performer

- 8C - 90th percentile in patient experience

C. Nursing Staff Recognition

Christin Timmons, Chief Nursing Officer, acknowledged all the nurses who have received a Daisy Award or Nurse of the Month, by presenting them with a certificate and flower.

VI. CONFLICT OF INTEREST DISCLOSURE BY ANY BOARD MEMBER

No conflicts were disclosed.

VII. PUBLIC COMMENTS ON AGENDA ITEMS

No comments from the public were received.

VIII. CONSENT AGENDA

- A. Consider Approval of Regular Meeting Minutes, April 6, 2021**
- B. Consider Approval of Special Board Meeting Minutes, April 14, 2021**
- C. Consider Approval of Joint Conference Committee, April 27, 2021**
- D. Consider Approval of Federally Qualified Health Center Monthly Report, March 2021**

David Dunn moved and Richard Herrera seconded the motion to approve the items listed on the Consent Agenda as presented. The motion carried unanimously.

IX. COMMITTEE REPORTS

A. Finance Committee

1. Quarterly Investment Report – Quarter 2, FY 2021
2. Quarterly Investment Officer's Certification
3. Financial Report for Month Ended March 31, 2021

4. Consider Approval of Master Services Agreement with R1 RCM Inc.

Bryn Dodd moved and Wallace Dunn seconded the motion to approve the Finance Committee report as presented. The motion carried unanimously.

X. TTUHSC AT THE PERMIAN BASIN REPORT

Dr. Gary Ventolini provided the TTUHSC at the Permian Basin Report for information only. No action was taken.

XI. PRESIDENT/CHIEF EXECUTIVE OFFICER'S REPORT AND ACTIONS

A. COVID-19 Update

Russell Tippin, President/CEO provided a report on Medical Center Hospital and the response to the COVID-19 virus.

There are currently 8 in-house patients. The demand for vaccines is dropping. The vaccine clinic that was scheduled at a local church was cancelled because no one signed up to receive the vaccine. The hospital is opening up to visitors, the MCH Auxiliary volunteers are back and the Ronald McDonald House is open.

This report was for information only. No action was taken.

B. Consider Moving the June 1, 2021 Finance Committee and Regular Board Meeting to Thursday, June 3, 2021

Russell Tippin, President/CEO, suggested moving the June Board Meeting to Thursday, June 3, 2021, due to the Memorial Day Holiday. David Dunn moved and Richard Herrera seconded the motion to move the meetings to Thursday, June 3, 2021. The motion carried unanimously.

C. Ad-hoc Reports

The Regional Services Report was provided.

The search continues for a new Chief Medical Officer. A candidate was interviewed virtually.

The property tax numbers are up about 2% from the previous year. The tax rate will remain at \$0.15.

These reports were for information only. No action was taken.

XII. GUIDELINES CRITERIA AND RESOLUTION FOR TAX ABATEMENT

Steve Steen presented the Guidelines Criteria and Resolution for Tax Abatement for consideration and approval by the ECHD Board. The Resolution is as follows:

A RESOLUTION OF THE ECTOR COUNTY HOSPITAL
DISTRICT BOARD OF DIRECTORS, ADOPTING THE

GUIDELINES AND CRITERIA GOVERNING TAX
ABATEMENT AND BUSINESS INCENTIVES IN THE
REINVESTMENT ZONES AND ENTERPRISE ZONES; AND
DECLARING AN EFFECTIVE DATE.

WHEREAS, it has been at least two years since the Guidelines and Criteria were last adopted; and

WHEREAS, Section 312.002(c) limits the effective period to two years; and

WHEREAS, the Board of Directors wishes the Ector County Hospital District to continue to be eligible to participate in the tax abatement program; and

WHEREAS, the proposed Guidelines and Criteria comply with Chapter 312, Texas Tax Code; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ECTOR COUNTY HOSPITAL DISTRICT:

Section 1. That the facts stated in the preamble are found to be true and correct and are incorporated herein by reference.

Section 2. That the Guidelines and Criteria Governing Tax Abatement and Business Incentives in the Reinvestment Zones and Enterprise Zones, attached hereto as Exhibit "A," are approved and adopted.

Section 3. That this resolution and the Guidelines and Criteria shall be effective upon approval.

The foregoing resolution was approved and adopted on May 4, 2021, by the following vote: _____ in favor, _____ opposed.

Approved the 4th day of May, A.D., 2021.

Don Hallmark, Board President

ATTEST:

David Dunn, Board Secretary

David Dunn moved and Wallace Dunn seconded the motion to approve the Guidelines Criteria and Resolution for Tax Abatement as presented. The motion carried.

XIII. EXECUTIVE SESSION

Don Hallmark stated that the Board would go into Executive Session for the meeting held in closed session involving any of the following: (1) Consultation with attorney regarding legal

matters and legal issues pursuant to Section 551.071 of the Texas Government Code; (2) Deliberations regarding Real Property pursuant to Section 551.072 of the Texas Government Code; and (3) Deliberations regarding negotiations for health care services, pursuant to Section 551.085 of the Texas Government Code.

ATTENDEES for the entire Executive Session: ECHD Board members Don Hallmark, Bryn Dodd, Mary Lou Anderson, David Dunn, Richard Herrera, and Wallace Dunn, Russell Tippin, Steve Ewing, Steve Steen, Michaela Johnson and Kerstin Connolly.

Matt Collins, Chief Operating Officer, reported to the Board of Directors regarding the MCHS lease agreements during Executive Session and then was excused.

Adiel Alvarado, President for MCH ProCare, reported to the Board of Directors regarding ProCare provider agreements during Executive Session then was excused.

Steve Steen, Chief Legal Counsel, led the board in discussions about creating a non-profit entity and the resolution for such.

Executive Session began at 6:05 pm.
Executive Session ended at 7:15 p.m.

No action was taken during Executive Session.

XIV. ITEMS FOR CONSIDERATION FROM EXECUTIVE SESSION

A. Consider Approval of MCHS Lease Agreement

Don Hallmark presented the following MCHS Lease Agreements

- ProCare Family Medicine & Vascular Surgery. This is a 3 year term
- Dr. Ramos – This is a 2 year term.
- Dr. Davenport, Suite 400 – This is a 3 year term
- Dr. Davenport, Suite 470 – This is a 3 year term
- Dr. Furst, Suite 400 -This is a 3 year term
- Dr. Abijay, Suite 302 – This is 3 year term.

David Dunn moved and Richard Herrera seconded the motion to approve the MCHS property leases as presented. The motion carried.

B. Consider Approval of MCH ProCare Provider Agreements

Don Hallmark presented the following renewal:

- Tabitha Pittman, PA. This is a 2 year renewal for Urgent Care.
- Dr. Avelino Garcia. This a 3 year renewal for Obstetrics/Gynecology.

Don Hallmark presented the following new agreements:

- Brian Griffin, NP. This is a 3-year agreement for Critical Care.
- Brittini Young, NP. This is a 3-year agreement for Cardiology.
- Dr. Bangalore Shankar. This is a 3-year agreement for Anesthesia.

David Dunn moved and Richard Herrera seconded the motion to approve the ProCare provider agreements as presented. The motion carried.

C. Resolution to Create Non-profit Entity

Don Hallmark presented the following Resolution:

**RESOLUTIONS OF ECTOR COUNTY HOSPITAL DISTRICT
BOARD OF DIRECTORS
REGARDING FORMATION OF ECHD VENTURES**

The Board of Directors (the "Board") of Ector County Hospital District (the "District")

hereby adopts the following resolutions:

RESOLVED, that the Board has determined that it is in the best interests of the District to form ECHD Ventures (the "Corporation"), a Texas nonprofit corporation, of which the District will be the sole Member, for the purposes of establishing an entity to aid and act on behalf of the Member to accomplish any governmental purpose of the Member. Among other purposes, the Corporation is organized to contract, collaborate, or enter into a joint venture with any public or private entity and to become a member in and/or owner of a limited liability company as necessary or convenient to carry out the functions of or provide services on behalf of the Member, pursuant to Section 285.091 of the Texas Health and Safety Code.

RESOLVED, that the Certificate of Formation of the Corporation attached hereto as Exhibit A is approved for filing in the office of the Secretary of State of the State of Texas. The secretary of the Corporation is hereby instructed to file in the minute book of the Corporation the Certificate of Formation issued to the Corporation by the Secretary of State of the State of Texas, together with the duly certified duplicate of the Certificate of Filing of the Corporation attached thereto, as part of the permanent records of the Corporation;

FURTHER RESOLVED, that the bylaws attached hereto as Exhibit B are hereby approved and adopted as the bylaws of the Corporation, and that the secretary of the Corporation is hereby instructed to place a copy of such bylaws in the minute book of the Corporation as part of the permanent records of the Corporation;

FURTHER RESOLVED, that the secretary of the Corporation is hereby authorized and directed to certify to the adoption of such bylaws as the bylaws of the Corporation;

FURTHER RESOLVED, that each of the following persons is hereby appointed to the office of the Corporation set forth before his or her name to serve until his or her successor shall have been duly elected and qualified, unless he or she shall have been sooner removed or he or she resigns:

<u>Office</u>	<u>Name</u>
President	Russell Tippin
Secretary	Matt Collins

FURTHER RESOLVED, that the proper officers of the Corporation are authorized and directed to open an account in the name of the Corporation with any national or state banking association deemed proper by such officer;

FURTHER RESOLVED, that the proper officers of the Corporation are authorized and directed to execute such signature cards and other documents in connection with such account as may be necessary or advisable and to certify to the adoption of any resolutions relating to such account, such resolutions being hereby adopted;

FURTHER RESOLVED, that the fiscal year of the Corporation shall be January 1 to December 31;

FURTHER RESOLVED, that the proper officers of the Corporation are hereby authorized and directed for and in the name of and on behalf of the Corporation to take any and all action, execute any instruments and documents, and incur any expenses which may be or become necessary, desirable or proper to carry out, put into effect and make operative any portion or portions of the foregoing resolutions; and

FURTHER RESOLVED, that each and every action taken by any officer or authorized representative on behalf of the Corporation prior to the date of adoption of the foregoing resolutions, which would have been authorized by the foregoing resolutions but for the fact that such actions were taken prior to such date, be, and each hereby is, ratified, approved, confirmed and adopted as duly authorized acts of the Corporation, in all respects and for all purposes.

Approved the 4th day of May, A.D., 2021.

Don Hallmark, Board President

ATTEST:

David Dunn, Board Secretary

Richard Herrera moved and David Dunn seconded the motion to approve the Resolution as presented. The motion carried.

D. Inpatient Rehabilitation Agreement with Encompass Health

No agreement was presented.

XV. ADJOURNMENT

There being no further business to come before the Board, Don Hallmark adjourned the meeting at 7:17 p.m.

Respectfully submitted,



David Dunn, Secretary
Ector County Hospital District