

**MINUTES
BOARD OF DIRECTORS
MEDINA COUNTY HOSPITAL DISTRICT**

November 23, 2020

TIME AND PLACE:

THIS MEETING WILL BE HELD VIRTUALLY DUE TO GOVERNOR'S Proclamation 41-3746. At least a quorum of the board will be participating in accordance with the provisions of Sections 551.125 of the Texas Government Code that have not been suspended by order of the governor. Any person may join the meeting via GoToMeeting: <https://global.gotomeeting.com/join/247713077>
Access Code: 247-713-077 or by phone by calling: (312) 757-3121 Access Code: 247-713-077

PRESENT:

Tim Hardt, President
Dr. Carlton "Corky" E. Young, Vice President
Tony Johnson, Secretary
William "Bill" Bain, Director
Zachary Windrow, MD, Director

Janice Simons, Chief Executive Officer
Kevin Frosch, Chief Financial Officer
Billie Bell, Chief Nursing Officer
Louisa Cuellar, Recording Secretary
Randi Davis, Executive Administrative Assistant

ABSENT:

Lori Krieger, Director
Judy Winkler, Director
Geoff Crabtree, Methodist Healthcare System

GUESTS:

None.

**1. CALL TO ORDER
AND RECORD OF
ATTENDANCE**

Mr. Hardt called the meeting of the Medina County Hospital District Board of Directors to order at 6:00 p.m. He stated for the record that the Board of Directors has seven members with five members being present at that time and representing a quorum. Mr. Hardt congratulated the four members of the Board who were re-elected this year: Judy Winkler, Tony Johnson, Dr. Carlton "Corky" Young, and Dr. Zachary Windrow

2. PUBLIC COMMENT

None.

**3. NOMINATE AND
ELECT OFFICERS FOR
THE BOARD OF
DIRECTORS**

As members of the nominating committee, Mr. Bain and Mr. Johnson spearheaded the nominations. Mr. Johnson nominated Tim Hardt to serve as President of the Board of Directors for another term.

MOTION

Mr. Johnson made a motion to elect Tim Hardt as President of the Board of Directors. Dr. Young seconded.

VOTE

The motion passed unanimously.

Dr. Young nominated Tony Johnson to serve as Secretary of the Board of Directors for another term.

MOTION

Dr. Young made a motion to elect Tony Johnson as Secretary of the Board of Directors. Mr. Bain Seconded.

VOTE

The motion passed unanimously.

Mr. Bain nominated Dr. Carlton "Corky" Young to serve as Vice President of the Board of Directors for another term.

MOTION

Mr. Bain made a motion to elect Dr. Carlton "Corky" Young as Vice President of the Board of Directors. Mr. Johnson Seconded.

VOTE

The motion passed unanimously.

4. ASSIGNMENT OF COMMITTEES FOR THE BOARD OF DIRECTORS

Mr. Hardt discussed the assignment of committees for Board members. The decision was made for Board members to be assigned as follows:

- A. Facilities/Property & Equipment Management Committee
Mr. Bill Bain, Chair
Tim Hardt
Alternate-Any member of the Executive Committee
- B. Finance/Audit Committee
Dr. Carlton Young, Chair
- C. Marketing Committee
Judy Winkler, Chair
Alternate-Any member of the Executive Committee
- D. Nominating Committee
Mr. Bill Bain, Chair
Mr. Tony Johnson, Chair

**5. CONSENT AGENDA
Consider Approval of Minutes
A. Regular session of October 26, 2020**

The Minutes from the Regular Session of October 26, 2020 were approved as presented in the packet.

6. Consider Approval of CNO Report

Ms. Bell highlighted several new staff members that recently joined the staff at Medina Healthcare System. Ms. Bell stated that the CT program at Medina Regional Hospital was re-accredited by the American College of Radiology (ACR) through 2023. Ms. Bell congratulated Tricia Conner, Imaging Director, as well as the entire imaging department for their continued success. Ms. Bell thanked the Board for their continued support with capital equipment and discussed the purchase of eight new glucometers to replace the old, outdated glucometers that were 15 years old. The total cost of the units was \$6,880. Ms. Bell also discussed the ED Metric highlights including the ED throughput times and transfer times. Ms. Bell explained that Medina Regional Hospital was well below the state and national averages for those categories. Finally, Ms. Bell discussed the most recent updates to the COVID testing measures. The PCR test is still the gold standard for testing and Medina Regional Hospital now has a four-plex test that tests for COVID, Flu A, Flu B, and RSV simultaneously with one specimen in-house. The turnaround time for that test is 30-40 minutes. Tony Johnson and Tim Hardt thanked Ms. Bell for her hard work and continued success.

7. Consider Approval of Rural Health Clinics Report

Ms. Simons reported clinic volumes were above budget for the month of October. There were a total of 4,127 visits in October, with 539 of those being telemedicine visits. Ms. Simons explained that telemedicine visits equated to 13.09% of all visits, so this platform of care is continuing with the COVID-19 pandemic. Ms. Simons stated that volumes in both the Hondo and Castroville clinics were above budget, with Hondo 5.3% above budget and Castroville 3.9% above budget. The Devine clinic was below budget by 6.7%. Overall for the month, Hondo reported a gain of \$43.3K, Devine reported a gain of \$15.6K, and Castroville reported a loss of \$25.3K. Ms. Simons stated that overall, this was a great first month of the fiscal year. Mr. Hardt asked if the law allowing for telemedicine visits to continue had been approved to continue. Ms. Simons stated that the law is still temporary until the end of the year, but that there was a bill coming through the pipeline that may extend telemedicine as a means of providing care to patients through 2024. The demand for these types of visits is still high, so Ms. Simons cannot foresee the telemedicine visits coming to an end any time soon. Dr. Zachary Windrow discussed potential upgrades to the technology component of telemedicine visits. Dr. Windrow stated that, although it is frustrating when the technology doesn't work, that overall the providers are all happy with the telemedicine platform and that these types of visits are an easier means of providing care to patients who do not wish to come to the clinic in person for their care. Ms. Simons stated that the technology upgrades will be led by Ashley Lowe and her team in the clinics. Many systems were compared, and one was chosen. Ms. Simons explained that the contract has been signed and this new system will be available at the beginning of the new year. It may take several weeks to integrate the new system and work out the kinks of the new technology.

There were no other changes to the Rural Health Clinics report presented in the Board packet.

8. Consider Medical Staff Report

Dr. Windrow reported there was no new information to present for the Medical Staff Report.

MOTION

Mr. Bain made a motion to approve the Consent Agenda. Mr. Johnson seconded.

VOTE

The motion passed unanimously.

9. CONSIDER PUBLIC CORRESPONDENCE REPORT

Mr. Johnson presented the public correspondence report in the Board packet. Mr. Johnson reported there were 25 questionnaires returned after care at MHS. There was one NEGATIVE comment. Mr. Johnson reported that one patient had some issues with her provider not listening to her concerns. This report was addressed at the appropriate level and has since been resolved. Mr. Johnson stated that the 24 remaining positive comments praised the clean facilities, as well as the friendly and helpful staff members. Mr. Hardt inquired if Mr. Johnson still physically conducts his research at the hospital facilities or if COVID-19 had prevented him from doing so. Mr. Johnson stated that he interfaces with Ms. Billie Bell to address any issues that arise.

MOTION

Dr. Young made a motion to approve the Public Correspondence Report as presented. Mr. Bain seconded.

VOTE

The motion passed unanimously.

10. CONSIDER CHIEF EXECUTIVE OFFICER'S REPORT

Ms. Simons started by thanking Mr. Tony Johnson for leading Medina Healthcare System in a small Veteran's Day ceremony that complied with social distancing guidelines. Although this event was smaller than in years past, Ms. Simons thanked Mr. Johnson for being so flexible and still succeeding in making the event moving and successful.

Ms. Simons stated that repairs to Specialty Clinic 1 had recently been started. Repairs included replacing the metal roof, and other repairs that the Facilities Committee will be presenting later in the meeting. Images of the current repairs were included in the report to highlight some of the projects that are underway at the specialty clinic location.

Ms. Simons said that Medina Healthcare System has had Jose Jimenez, Senior Consultant of Information Technology Services, on-site for several weeks to help with necessary upgrades and staffing shortcomings. Ms. Simons stated that Mr. Jimenez was offered the Director of Information Technology Services position, but that, after several internal issues, administration has chosen to not move forward with Mr. Jimenez as the Director of Information Technology Services at this time. The Hospital will continue to search for the right person to fill the Director of Information Technology Services position.

Ms. Simons discussed the Methodist Management Agreement. This agreement comes up every 4 years. Ms. Simons stated that if the Board does not decide to terminate the agreement, it will automatically renew for a successive four year term. This agreement was last signed in April 2017 and will be renewed again in April 2021 unless the Board collectively decides to terminate that agreement with the Methodist organization. Ms. Simons stated that doing nothing will result in the agreement automatically renewing for another four years. Mr. Hardt asked the Board if anyone had any objections to letting the agreement renew. There being no objections, Ms. Simons stated that the agreement will renew in April 2021.

Ms. Simons reported the results from the recent annual Employee Engagement Survey that was conducted in October 2020. Out of roughly 200 hospitals in the HCA system that Medina Regional Hospital compares with, Medina Regional Hospital landed in the third position. Ms. Simons praised the Board, administration, and employees of the hospital for continuing to make this organization such a great place and for voting Medina Regional Hospital number three this year.

Ms. Simons stated that there have been some updates to the COVID-19 vaccine situation. Ms. Simons reported that two companies have now reported extremely successful vaccination trials with roughly 95% efficacy. There are some issues with storage and delivery of the vaccine, including needing extremely cold temperatures that make shipping and storing the vaccine difficult for many facilities. There have been no changes to the hospital's application to be a vaccine distribution site yet, but the FDA will give 24-hours' notice when this information becomes available. Many associations have been putting out information regarding shipping and storage information, and will continue to update facilities as more information is known. Ms. Simons will update the Board when she knows more. Mr. Hardt asked about what our facility will need if we are chosen as a distribution site and Ms. Simons stated that the vaccine company will be largely responsible for the shipping and storage of the vaccine. Ms. Simons stated that many staff members have reported that they would opt to not take this first round of vaccines out of safety concerns. Mr. Hardt inquired about what Dr. Zachary Windrow thought about the vaccine from a provider standpoint. Dr. Windrow stated that this vaccine has been under a lot of harsh scrutiny from many organizations and that he believes it is most likely safe to take the vaccine. Dr. Windrow did express some uncertainty with taking newly developed vaccines. Ms. Simons stated that risk factors may play a role in who gets the vaccine and Dr. Windrow added that children should not be given the vaccine.

Ms. Simons reported on the current COVID numbers at Methodist. Ms. Simons stated that Methodist had reached a low of about 60 patients, but that these numbers are going back up recently with more people going out and relaxed mask requirements. Ms. Simons reported that roughly one third of all COVID patients now end up in the ICU, down from roughly one half as was being reported before. Dr. Windrow agreed that the treatments for COVID are improving as providers learn more about the virus and develop new ways to treat patients. The outcomes for positive patients are improving. There continue to be many positive cases in El Paso, with many of these patients being transported to other Methodist facilities throughout Texas, including San Antonio. Ms. Simons stated that Ms. Billie Bell had reported a handful of positive patients in the Medina Regional Hospital Emergency Department that tested positive and were successfully transported to other facilities with no issues. A physician from Methodist hosted a virtual informational session with the Medina Healthcare System providers recently that was educational.

Ms. Simons talked briefly about the Conceptual Site plan for the new Castroville Specialty Clinic. Ms. Simons stated that just to the north of the existing clinic space in Castroville will be the

location of the new specialty care facility. The existing rural health center will take over the roughly 3400 square foot building that is currently in place. There were several recent advertisements for the new specialists that will be coming to the specialty care in Castroville.

Finally, Ms. Simons reported that Dr. Ahmed, a neurosurgeon, has been brought on to provide neurosurgery specialty care to patients. His wife is a pediatrician and Medina Healthcare System is also going to be bringing her on as a team member as well in the near future, pending approval of her contract from the Board of Directors.

The community relations report was presented to the Board.

There were no changes to the CEO report presented in the board packet.

MOTION

Mr. Bain made a motion to approve the CEO report as presented. Mr. Johnson seconded.

VOTE

The motion passed unanimously.

**11. CONSIDER
FINANCIAL REPORT**

**A. Consider
approval of the
October 2020
Financial
Report**

Dr. Young mentioned that October was a straightforward month in terms of finances. Dr. Young stated that the 340B income was high for the month, due to an administration facet with the pharmacy company. Dr. Young stated that this will not continue to be an ongoing trend in the coming months. Dr. Young asked if any members of the Board had any questions for himself or Kevin. Dr. Young asked if Dr. Zachary Windrow or Mr. Tony Johnson had any specific questions since they were not present during the financial report presentation during the Finance committee meeting.

There were no changes to the report presented in the board packet.

MOTION

Dr. Young made a motion to approve the Financial Report for October 2020 as presented during the Finance Committee meeting. Mr. Tony Johnson seconded.

VOTE

The motion passed unanimously.

**12. REVIEW, CONSIDER,
AND APPROVE
RESOLUTION FOR
PAYBACK OF USDA
LOAN #97-02 IN THE
TOTAL AMOUNT OF
\$1,740,076.14
PAYABLE DECEMBER
1, 2020**

Ms. Simons stated that the Board has been talking about paying down some of the accrued debt, and that the Board is in a position to do that at this time. The Medina Healthcare System initially had 5 bonds, and is now down to 2 remaining bonds to pay off. This loan, in the total amount of \$1,740,076.14, payable December 1, 2020, is one of those remaining to be paid off. Ms. Simons stated that it is the recommendation of the hospital administration to go ahead and pay off that loan in cash. Dr. Young further reiterated that the Finance Committee has discussed this loan repayment before, and cleared up any concerns regarding paying off the loan as well as the new Castroville specialty facility. As Chair of the Board Finance Committee, Dr. Young also recommends that the Board approves paying off USDA Loan #97-02.

MOTION

Dr. Young made a motion to approve the Resolution for Payback of USDA Loan #97-02 in the total amount of \$1,740,076.14, payable December 1, 2020. Mr. Bill Bain seconded.

VOTE

The motion passed unanimously.

**13. REVIEW, CONSIDER,
AND APPROVE
ARCHITECTURAL FEE
IN THE TOTAL
AMOUNT OF**

Ms. Simons explained that the \$84,000.00 will cover the architectural fee as presented by Edward Garza and his architectural group. Ms. Simons stated that she believes the Castroville Specialty clinic project will cost between \$1,200,000 and \$1,400,000, but that this item is simply to approve the fee to engage the architect and his firm.

**\$84,000.00 FOR
SPECIALTY CLINIC IN
CASTROVILLE**

MOTION

Mr. Bain made a motion to approve the payment of the Architectural Fee in the total amount of \$84,000 for a Specialty Clinic in Castroville as presented in the Board packet. Dr. Zachary Windrow seconded.

VOTE

The motion passed unanimously

**14. REVIEW, CONSIDER,
AND APPROVE
ANNUAL STAFFING
PLAN EVALUATION**

Ms. Bell discussed the results of the annual evaluation. There were no safe harbor reports in this evaluation. Ms. Bell also reported that there were no validated complaints related to staffing issues, as well as no Medina Regional Hospital nurses that were reported to the State Board of Nursing. Ms. Bell reported that the hospital nursing turnover rate was 18% which is higher than administration would like but can be explained by the COVID-19 pandemic. The current industry report in Texas is 18.2%. Ms. Bell included the nursing HCAHPS percentile rank in her staffing report, as well as some possible Nursing Initiative Considerations for FY2021.

MOTION

Mr. Bain made a motion to approve the Annual Staffing Plan Evaluation as presented in the Board packet. Dr. Zachary Windrow seconded.

VOTE

The motion passed unanimously

**15. CONSIDER
APPROVAL OF
FACILITIES
COMMITTEE
MEETING MINUTES
A. November 2, 2020**

Mr. Hardt began the discussion of the minutes, calling attention to the Specialty Clinic 1 refresh item that is being discussed at the current meeting. Mr. Hardt explained that approval of the \$84,000 architectural fee will go toward this item. Mr. Hardt also discussed the \$90,000 repairs/upgrades to Specialty Clinic 1. The Facilities Committee recommends that both items be passed based on their discussion within the committee and with hospital administration.

MOTION

Mr. Bain made a motion to approve the Facilities Committee Meeting minutes from November 2, 2020 as presented. Mr. Johnson seconded.

VOTE

The motion passed unanimously

**16. REVIEW, CONSIDER,
AND APPROVE
EMPLOYMENT OF A
PART-TIME
PEDIATRICIAN
DR. NAFISA AHMED**

Ms. Simons reported that in recent community needs assessments, the community has identified the need for a pediatrician in Medina County. Dr. Nafisa Ahmed is married to Dr. Osama Ahmed, the neurosurgeon recently brought on by Medina Healthcare System. Dr. Nafisa Ahmed will only be practicing part-time at the hospital facilities, and will be hired by Medina Healthcare System. Ms. Simons stated that Dr. Ahmed will be paid \$132.00 per hour, and will be employed from 8-12 hours every week. Ms. Simons is hopeful that Dr. Ahmed will love practicing here and noted the possibility of changing her contract in the future to include more time here locally. Dr. Windrow added that it is the recommendation of the medical staff to bring Dr. Ahmed on board as well.

MOTION

Dr. Windrow made a motion to approve the employment of pediatrician Dr. Nafisa Ahmed on a part-time basis. Mr. Johnson seconded.

VOTE

The motion passed unanimously

**17. REVIEW, CONSIDER,
AND APPROVE
REPAIRS/UPGRADES
OF SPECIALTY CLINIC**

Mr. Hardt explained that repairs and upgrades had been itemized by Norman Terrill, Director of Plant Operations. Ms. Simons reiterated that the Facilities Committee as well as hospital administration was asking for roughly \$90,000.00 to upgrade Dr. John Meyer's old building. Mr. Hardt inquired if this would be a temporary fix for the building or if these upgrades would help

**1 IN THE AMOUNT
OF \$90,000.00**

improve the building for some time to come. Ms. Janice stated that these upgrades would really help with the beautification of the location, as well as improving many of the necessary structural upgrades that need to be made to the existing structure to make the building safe and easily accessible for patients.

MOTION

Dr. Windrow made a motion to approve the repairs/upgrades to Specialty Clinic 1 in the amount of \$90,000.00 as presented in the packet. Dr. Young seconded.

VOTE

The motion passed unanimously

**18. REVIEW, CONSIDER,
AND APPROVE
MEDICAL STAFF
RECOMMENDATION
ON TELEMEDICINE
CREDENTIALING**

Mr. Hardt noted that this item is similar to and included in the next item, so he went ahead and asked that they were presented to the board simultaneously.

There was no motion taken on this item.

**19. REVIEW, CONSIDER,
AND APPROVE
REVISIONS TO THE
MED STAFF BYLAWS**
**A. Added 4.2.7
Telemedicine
Credentialing
guidelines**

Ms. Bell stated that the Telemedicine Bylaws were updated to include specific language as required of the hospital system. Ms. Bell said that the only addition was one section that stated that anyone granted privileges for telemedicine services does so within the scope of their practice. This is included to meet the new condition of participation, and was approved by the medical staff at their meeting as well.

MOTION

Dr. Young made a motion to approve the revisions to the Medical Staff Bylaws as presented in the Board packet. Mr. Bain seconded.

VOTE

The motion passed unanimously

20. EXECUTIVE SESSION

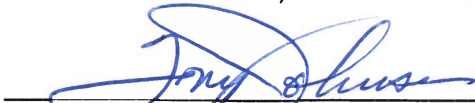
The Board of Directors of Medina Regional Hospital District did not go into Closed Session, this date of November 23, 2020.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 6:45 p.m.



Tim Hardt, President



Tony Johnson, Secretary