

MINUTES OF MEETING – OCTOBER 25, 2023
CENTRAL HEALTH
BOARD OF MANAGERS

On Wednesday, October 25, 2023, a meeting of the Central Health Board of Managers convened in open session at 7:03 p.m. remotely by toll-free videoconference and in person at the Central Health Administrative Offices. Clerk for the meeting was Briana Yanes.

Board members present at Central Health: Chairperson Bell, Vice Chairperson Brinson, Secretary Valadez, Manager Jones (departed at 7:33 p.m.), Manager Kitchen, Manager Martin, and Manager Motwani

Absent: Manager Zamora and Manager Museitif

CONSENT AGENDA

- C1. Approve the minutes of the Central Health Board of Managers August 30, September 6, and September 25, 2023 meetings.**
- C2. Receive and ratify Central Health Investments for September 2023.**
- C3. Approve an Interim President & CEO, as recommend by the ad hoc Succession Committee.**
- C4. Approve the procedures and timeline to be used by the Appointments Committee to solicit, evaluate, and recommend candidates for new appointments and reappointments to outside boards and committees as discussed and amended in the ad hoc Appointments Committee.**
- C5. Approve the steps to be followed by the Appointments Committee to submit a recommendation to the Central Health Board of Managers for a candidate to be appointed to outside boards and committees as discussed and amended in the ad hoc Appointments Committee.**
- C6. Approve the minimal experience criteria of the candidates being considered for new appointments as recommended by the ad hoc Appointments Committee.**
- C7. Approve action on an update on Sendero Health Plans financials and proposed FY 2024 Central Health funding plan of certain Sendero Health Plans claims and administrative costs, as recommend by the Budget and Finance Committee.**
- C8. Approve action on revisions to the Central Health Amended and Restated Bylaws, as recommended by the ad hoc Policy & Bylaws Committee.**

Manager Jones moved that the Board approve Consent Agenda Items C1, C2, and C4 through C7.

Manager Martin seconded the motion.

Chairperson Charles Bell	For
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	Absent
Secretary Cynthia Valadez	For
Manager Shannon Jones	For
Manager Ann Kitchen	For
Manager Manuel Martin	For
Manager Amit Motwani	Absent
Manager Guadalupe Zamora	Absent

Consent items C3 and C8 were postponed to a later meeting date.

REGULAR AGENDA

- 1. Receive the Performance Tracking Plan and Key Performance Indicators (KPIs) as part of the Board adopted Healthcare Equity Implementation Plan.**

Clerk's Notes: Discussion on this item began at 7:09 p.m. Jeff Knodel, Chief Financial Officer; Monica Crowley, Chief Strategy & Planning Officer & Sr. Counsel; and Abhi Sharma and Danielle Sreenivasan from Guidehouse presented a summary of the overarching performance tracking plan and key performance indicators.

- 2. Receive and discuss an update on the Central Health and Integral Care collaboration.**

Clerk's Notes: Discussion on this item began at 7:51 p.m. Mr. Mike Geeslin, President & CEO, and Mr. Jonathan Morgan, Chief Operations Officer, briefly announced that Central Health prepared an addendum to an existing contract, that Integral Care currently has it, and that it is under review by their legal counsel. Once it is signed, implementation can begin quickly.

Questions were answered in closed session.

At 7:57 p.m. Chairperson Bell announced that the Board was convening in closed session to discuss agenda item 2 under Texas Government Code §551.071 Consultation with Attorney.

At 8:25 p.m. the Board returned to open session.

- 3. Discuss and take appropriate action on Central Health owned or occupied real property and potential property for acquisition, lease, or development in Travis County, including pending issues and next steps in the redevelopment of the Central Health Downtown Campus, administrative offices of Central Health Enterprise partners, and new developments in Eastern Travis County.**

Clerk's Notes: Discussion on this item began at 7:56 p.m.

At 7:57p.m. Chairperson Bell announced that the Board was convening in closed session to discuss agenda item 3 under Texas Government Code §551.071 Consultation with Attorney and Texas Government Code §551.072 Deliberation Regarding Real Property.

At 8:25 p.m. the Board returned to open session.

Manager Brinson moved that the Board delegate authority to the President & CEO to execute a lease on terms similar to or better than as presented by staff in closed session.

Manager Valadez seconded the motion.

Chairperson Charles Bell	For
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	Absent
Secretary Cynthia Valadez	For
Manager Shannon Jones	Absent
Manager Ann Kitchen	For
Manager Manuel Martin	For
Manager Amit Motwani	For
Manager Guadalupe Zamora	Absent

4. **Discuss updates on matters related to a Performance Review contracted by Travis County, including delegations to the President & CEO to execute necessary agreements between Central Health and Travis County, and Mazars USA.**

Clerk's Notes: Discussion on this item began at 7:54 p.m. Mr. Mike Geeslin, President & CEO, briefly announced that Central Health staff have weekly meetings with Mazars USA. Currently, information is flowing, and staff has a secure file transfer set up to where they can push large amounts of data through so that Mazars can access anything they need to review.

5. **Receive and discuss a briefing regarding *Travis County Healthcare District d/b/a Central Health v. Ascension Texas f/k/a Seton Healthcare Family*, Cause No. D-1-GN-23-000398.**

Clerk's Notes: Discussion on this item began at 7:56 p.m.

At 7:57 p.m. Chairperson Bell announced that the Board was convening in closed session to discuss agenda item 5 under Texas Government Code §551.071 Consultation with Attorney.

At 8:25 p.m. the Board returned to open session.

6. **Receive and discuss a briefing regarding *Birch, et al. v. Travis County Healthcare District d/b/a Central Health and Mike Geeslin*, Cause No. D-1-GN-17-005824 in the 345th District Court of Travis County.**

Clerk's Notes: Discussion on this item began at 7:56 p.m.

At 7:57 p.m. Chairperson Bell announced that the Board was convening in closed session to discuss agenda item 6 under Texas Government Code §551.071 Consultation with Attorney.

At 8:25 p.m. the Board returned to open session.

7. **Confirm the next regular Board meeting date, time, and location.**

At 8:26 p.m. Manager Valadez moved that the meeting adjourn.

Manager Motwani seconded the motion.

Chairperson Charles Bell	For
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	Absent
Secretary Cynthia Valadez	For
Manager Shannon Jones	Absent
Manager Ann Kitchen	For
Manager Manuel Martin	For
Manager Amit Motwani	For
Manager Guadalupe Zamora	Absent

The meeting was adjourned at 8:26 p.m.


Charles Bell, Chairperson
Central Health Board of Managers

ATTESTED TO BY:


Cynthia Valadez, Secretary
Central Health Board of Managers