

MINUTES OF MEETING – NOVEMBER 15, 2023
CENTRAL HEALTH
BOARD OF MANAGERS

On Wednesday, November 15, 2023, a meeting of the Central Health Board of Managers convened in open session at 6:58 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, Secretary Valadez, Manager Jones, Manager Martin, Manager Motwani, and Manager Zamora

Board members present via video and audio: Manager Kitchen

Absent: Treasurer Museitif and Vice Chairperson Brinson

Chair Bell announced that because a quorum of the Executive Committee was not able to be present in person for that meeting, the items on the Committee agenda would be taken up by the full Board of Managers in this meeting, which was posted for the same time and location.

PUBLIC COMMUNICATION

Clerk's Notes: Public Communication began at 6:59 p.m. Chair Bell announced that no speakers signed up for Public Communication.

EXECUTIVE COMMITTEE AGENDA

1. **Approve the minutes of the Central Health Executive Committee October 25, 2023 meeting.**

Clerk's Notes: Discussion on this item began at 7:00 p.m.

Manager Valadez moved that the Board approve the minutes of the Central Health Executive Committee October 25, 2023 meeting.

Manager Jones seconded the motion.

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

2. **Review and take appropriate action on the following:**
 - a. **the prioritization and tentative scheduling of items for consideration at future Central Health Board and Committee meetings; and**
 - b. **the proposed Calendar Year 2024 meeting dates for the Central Health Board of Managers.**

Clerk's Notes: Discussion on this item began at 7:01 p.m. Ms. Briana Yanes, Board Governance Senior Manager, shared the December tentative agenda items with Managers. Next, she shared the proposed Calendar Year 2024 meeting dates and asked Managers for approval.

Manager Jones moved that the Board recommend that the Board approve the proposed Calendar Year 2024 meeting dates for Central Health Board of Managers as recommended by staff.

Manager Valadez seconded the motion.

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

- 3. Discuss research and survey reports and their alignment with Board responsibilities and level of desired engagement, including but not limited to such reports regarding the monitoring of delivery of care, health outcomes, and other relevant information.**

Clerk's Notes: Discussion on this item began at 7:17 p.m. Mr. Mike Geeslin, President & CEO, and Chair Bell began an initial discussion with Managers on the type of reports that Managers would like to see in the future and their alignment with Board responsibilities.

- 4. Discuss and ratify the President & CEO's contract extension through December 31, 2023, and delegate authority to the Board Chair to negotiate additional contract extensions as necessary.**

Clerk's Notes: Discussion on this item began at 7:27 p.m.

At 7:28 p.m. Chairperson Bell announced that the Board was convening in closed session to discuss agenda item 4 under Texas Government Code §551.074 Personnel Matters and/or Texas Government Code §551.071 Consultation with Attorney.

At 8:19 p.m. the Board returned to open session.

Manager Valadez moved that the Board recommend that the Board ratify the President & CEO's contract extension through December 31, 2023, and delegate authority to the Board Chair to negotiate additional contract extensions as necessary.

Manager Martin seconded the motion.

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

- 5. Conduct the Central Health President & CEO Exit Interview.**

Clerk's Notes: Discussion on this item began at 7:27 p.m.

At 7:28 p.m. Chairperson Bell announced that the Board was convening in closed session to discuss agenda item 5 under Texas Government Code §551.074 Personnel Matters and/or Texas Government Code §551.071 Consultation with Attorney.

At 8:19 p.m. the Board returned to open session.

CONSENT AGENDA

- C1. Approve the minutes of the Central Health Board of Managers October 25, 2023 meeting.**
- C2. Receive and ratify Central Health Investments for October 2023.**
- C3. Approve two final candidates to move forward in the next steps of the President & CEO interviewing process as recommended by the ad hoc Succession Committee.**
- C4. Approve that in lieu of selecting an interim President and CEO for Central Health, that the Board follow Article IX, Section 9.2 under its bylaws, which states the Assistant Administrator as described in Section 281.027 of the Texas Health and Safety Code, perform all of the duties of the President and CEO necessary for the operation of the District until the Board concludes the President and CEO search and secures a candidate as recommend by the ad hoc Succession Committee.**
- C5. Approve action on revisions to the Central Health Amended and Restated Bylaws as recommended by the ad hoc Policy & Bylaws Committee.**
- C6. Approve the reappointment of Mr. Amit Motwani and Mr. Jeff Knodel to the Sendero Health Plans Board of Directors as recommended by the ad hoc Appointments Committee.**
- C7. Approve the reappointment of Ms. Patricia Young Brown to the Integral Care Board of Directors as recommended by the ad hoc Appointments Committee.**
- C8. Approve the proposed Calendar Year 2024 meeting dates for the Central Health Board of Managers as recommended by the Executive Committee.**
- C9. Ratify the President & CEO's contract extension through December 31, 2023, and delegate authority to the Board Chair to negotiate additional contract extensions as necessary as recommended by the Executive Committee.**
- C10. Approve action on a proposed FY 2024 Central Health funding plan of certain Sendero Health Plans claims and administrative costs as recommend by the Budget and Finance Committee.**

Clerk's Notes: Discussion on this item began at 7:21 p.m.

Manager Motwani moved that the Board approve Consent Agenda Items C1 through C7.

Manager Valadez seconded the motion.

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

Manager Amit Motwani
Manager Guadalupe Zamora

For
For

REGULAR AGENDA

- C10. Approve action on a proposed FY 2024 Central Health funding plan of certain Sendero Health Plans claims and administrative costs as recommend by the Budget and Finance Committee.**

Manager Martin moved that the Board approve Consent Agenda Item C10.

Manager Valadez seconded the motion.

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

- 1. 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 7:27 p.m.

At 7:28 p.m. Chairperson Bell announced that the Board was convening in closed session to discuss agenda item 1 under Texas Government Code §551.071 Consultation with Attorney.

At 8:19 p.m. the Board returned to open session.

- 2. 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 7:27 p.m.

At 7:28 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 8:19 p.m. the Board returned to open session.

- 3. 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 7:27 p.m.

At 7:28 p.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.

At 8:19 p.m. the Board returned to open session.

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

At 8:21 p.m. Manager Jones moved that the meeting adjourn.

Manager Zamora seconded the motion.

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

The meeting was adjourned at 8:22 p.m.

ATTESTED TO BY:


Charles Bell, Chairperson
Central Health Board of Managers


Cynthia Valadez, Secretary
Central Health Board of Managers