

MINUTES OF MEETING – DECEMBER 13, 2023
CENTRAL HEALTH
BOARD OF MANAGERS

On Wednesday, December 13, 2023, a meeting of the Central Health Board of Managers convened in open session at 5:05 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, Treasurer Museitif, Secretary Valadez, Manager Kitchen, Manager Martin, Manager Motwani, and Manager Zamora (arrived at 5:35 p.m.)

Board members present via video and audio: Manager Jones

PUBLIC HEARING

1. **Receive public comment on the proposed mandatory payment rate to be assessed on institutional healthcare providers during fiscal year 2024 under the local healthcare provider participation program (LPPF) in Travis County and how the revenue derived from those payments is to be spent, as required by Texas Health & Safety Code §298E.101.**

Clerk’s Notes: Discussion on this item began at 5:06 p.m. Ms. Katie Coburn, Director, Regional Healthcare Partnership, presented on the FY24 proposed mandatory payment rate. She announced that staff recommends that the Board adopt a 6:00% LPPF payment rate for FY24, which is the maximum amount allowable by law. The estimated revenue for the LPPF account is \$263 million and covers Intergovernmental Transfers (IGTs) during FY 24 for Uncompensated Care pool payments, the Comprehensive Hospital Rate Increase Program (CHIRP), and retroactive and current payments for the Hospital Augmented Reimbursement Program (HARP), and the Graduate Medical Education (GME) program.

The Public Hearing began at 5:11 p.m. Ivan Davila introduced 2 speakers for the Public Hearing.

Geronimo Rodriguez and Justin Flores spoke at the Public Hearing.

Manager Martin moved that that the Board close the Public Hearing.

Manager Valdez seconded the motion.

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

CONSENT AGENDA

- C1. **Approve the minutes of the Central Health Board of Managers November 15, November 27, and November 29, 2023 meetings.**
- C2. **Receive the Quarterly Investment Report and ratify Central Health Investments for November 2023.**

- C3. **Adopt the Fiscal Year 2024 Central Health Investment Policy as presented by the Travis County Cash/Investment Management Department as recommended by the Budget and Finance Committee.**
- C4. **Approve the Fiscal Year (FY) 2024 Broker/Dealer Applicants for conducting investment business with the Travis County Healthcare District (dba Central Health) as recommended by the Travis County Cash/Investment Management Department as recommended by the Budget and Finance Committee.**
- C5. **Approve the Calendar Year 2024 budget for Sendero Health Plans as recommended by the Budget and Finance Committee.**

At 5:16 p.m. Manager Valdez moved that the Board approve Consent Agenda Items C1 through C5.

Manager Museitif seconded the motion.

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

REGULAR AGENDA

- 1. **Discuss and take appropriate action on the proposed mandatory payment rate to be assessed on institutional healthcare providers during Fiscal Year 2024 under the local healthcare provider participation program (LPPF) in Travis County and how the revenue derived from those payments is to be spent, as required by Texas Health & Safety Code §298E.151.**

Clerk's Notes: Discussion on this item began at 5:16 p.m. Chair Bell announced that the presentation was shared during Public Communication and staff is available for questions.

Manager Kitchen moved that the Board approve the FY 24 LPPF mandatory payment rate at 6.00% of net patient revenue as recommended by staff.

Manager Brinson seconded the motion.

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

- 2. **Discuss and take appropriate action on a resolution honoring Dr. Charles Bell for his service as Chair of the Central Health Board.**

Clerk's Notes: Discussion on this item began at 5:19 p.m. Vice-Chair Cynthia Brinson presented Chair Bell with a resolution honoring his service on the Central Health Board.

Manager Motwani moved that the Board approve the resolution just read honoring Dr. Charles Bell for his service on the Central Health Board.

Manager Martin seconded the motion.

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

3. Discuss and take appropriate action on a resolution honoring Mike Geeslin for his service as President & CEO of Central Health.

Clerk's Notes: Discussion on this item began at 5:35 p.m. Chair Bell presented Mike Geeslin with a resolution honoring his service as President & CEO of Central Health.

Manager Museitif moved that the Board approve the resolution just read honoring Mike Geeslin for his service as the Central Health President and CEO.

Manager Brinson seconded the motion.

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

4. Approve the candidate recommendations made by the ad hoc Board Officer Nominations Committee for the following officer positions and elect the recommended candidates for calendar years 2024-25:

- a. Chairperson - Ann Kitchen;
- b. Vice-Chairperson - Cynthia Brinson; and
- c. Treasurer - Maram Museitif.

Clerk's Notes: Discussion on this item began at 6:01 p.m.

Manager Kitchen moved that the Board waive the term limitation of Section 6.8 of the Central Health Bylaws to allow Manager Museitif to serve as Treasurer.

Manager Martin seconded the motion.

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

Manager Kitchen moved that the Board waive the term limitation of Section 6.8 of the Central Health Bylaws to allow Manager Brinson to serve as Vice Chairperson.

Manager Zamora seconded the motion.

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

a. Chairperson – Ann Kitchen

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

b. Vice-Chairperson – Cynthia Brinson

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

c. Treasurer – Maram Museitif

Chairperson Charles Bell	For
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	For
Secretary Cynthia Valadez	Abstain
Manager Shannon Jones	Abstain

Manager Ann Kitchen	For
Manager Manuel Martin	For
Manager Amit Motwani	For
Manager Guadalupe Zamora	For

5. **Approve the recommendation made by the ad hoc Board Officer Nominations Committee regarding the Board Secretary position and appoint Manuel Martin as Board Secretary for calendar years 2024-25.**

Clerk’s Notes: Discussion on this item began at 6:08 p.m.

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

6. **Discuss and take appropriate action on updates to Procurement Policies.**

Clerk’s Notes: Discussion on this item began at 6:11 p.m. Mr. Jeff Knodel, Chief Financial Officer, and Mr. Jonathan Morgan, Chief Operating Officer, presented purchasing policy updates. They shared their proposed amendments to the General Procurement Policy (PUR1-001) and Delegation of Purchasing Duties (PUR1-005).

Manager Museitif moved that the Board approve the revisions to the General Procurement Policy (PUR1-001) and the Delegation of Purchasing Activity Policy (PUR1-005) as presented by staff, modifying the staff draft to state that any use of delegated authority over \$100,000 must be reported back to the Budget and Finance Committee, rather than the original \$250,000.

Manager Martin seconded the motion.

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

7. **Receive training on open government statutes.**

Clerk’s Notes: Discussion on this item began at 6:57 p.m. Mr. David Duncan and Mr. Haseeb Abdullah, Assistant Travis County Attorneys- Health and Social Services Division, presented a Texas Open Government refresher, which included the Open Meetings Act and Public Information Act.

8. **Discuss Board compliance policies and procedures, including:**
- a. **CMP-001P Compliance Program Description Policy;**
 - b. **CMP-0010P Code of Conduct and Ethics for Board Members Policy;**
 - c. **CMP-006P Reporting and Non-Retaliation Policy;**

- d. **CMP-009P Duality and Conflict of Interest Policy; and**
- e. **CMP-009SOP Duality and Conflict of Interest Procedures.**

Clerk's Notes: Discussion on this item began at 7:19 p.m. Mr. McKenzie Frazier, Chief Compliance Officer, briefly reviewed all listed policies with the Board.

9. Receive and discuss a Central Health Enterprise state of the organization update.

Clerk's Notes: Discussion on this item began at 7:23 p.m. Mr. Mike Geeslin, President & CEO, presented a state of the organization update, which included an update on Q4 FY23 Central Health employee demographics and a look at the Central Health executives and the Medical Executive Board.

10. Receive updates on strategic objectives pursuant to the Fiscal Year 2024 Budget Resolution, as amended, including updates on work involving the delivery of health care, operations, and partnership initiatives.

Clerk's Notes: Discussion on this item began at 7:59 p.m.

At 8:00 p.m. Chairperson Bell announced that the Board was convening in closed session to discuss agenda item 10 under Texas Government Code §551.071 Consultation with Attorney.

At 8:42 p.m. the Board returned to open session.

11. Receive and discuss an update on the Co-Applicant Agreement involving Central Health and CommUnityCare Health Centers.

Clerk's Notes: Discussion on this item began at 7:49 p.m. Mr. Mike Geeslin, President & CEO, and Ms. Monica Crowley, Chief Strategy and Planning Officer & Sr. Counsel, gave a brief update on the Co-Applicant Agreement between Central Health and CommUnityCare Health Centers, including activities to date, future work, and awareness of potential for amendments which would require Board approval.

At 8:00 p.m. Chairperson Bell announced that the Board was convening in closed session to discuss agenda item 11 under Texas Government Code §551.071 Consultation with Attorney.

At 8:42 p.m. the Board returned to open session.

12. 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 7:57 p.m. Mr. Mike Geeslin, President & CEO, briefly stated that staff did not have any updates at this time and that information was continuing to flow.

13. 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 7:59 p.m.

At 8:00 p.m. Chairperson Bell announced that the Board was convening in closed session to discuss agenda item 13 under Texas Government Code §551.071 Consultation with Attorney.

At 8:42 p.m. the Board returned to open session.

14. **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 7:59 p.m.

At 8:00 p.m. Chairperson Bell announced that the Board was convening in closed session to discuss agenda item 14 under Texas Government Code §551.071 Consultation with Attorney.

At 8:42 p.m. the Board returned to open session.

15. **Discuss and take appropriate action on a Community Care Collaborative (CCC) Board appointment.**

Clerk's Notes: Discussion on this item began at 7:59 p.m.

At 8:00 p.m. Chairperson Bell announced that the Board was convening in closed session to discuss agenda item 15 under Texas Government Code §551.071 Consultation with Attorney and Texas Government Code §551.074 Personnel Matters.

At 8:42 p.m. the Board returned to open session.

Manager Martin moved that the Board approve the appointment of Jeff Knodel to the Community Care Collaborative Board as recommended by staff.

Manager Kitchen seconded the motion.

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

16. **Present an update on the President & CEO position and take appropriate action as necessary on a potential offer of employment for the position.**

Clerk's Notes: Discussion on this item began at 7:59 p.m.

At 8:00 p.m. Chairperson Bell announced that the Board was convening in closed session to discuss agenda item 16 under Texas Government Code §551.071 Consultation with Attorney and Texas Government Code §551.074 Personnel Matters.

At 8:00 p.m. the Board returned to open session.

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

Manager Valadez moved that the meeting adjourn.

Manager Brinson seconded the motion.

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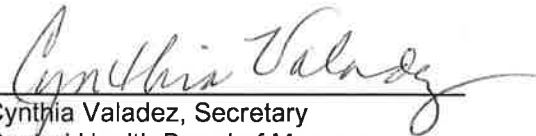
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	For
Secretary Cynthia Valadez	For
Manager Shannon Jones	For
Manager Ann Kitchen	For
Manager Manuel Martin	For
Manager Amit Motwani	For
Manager Guadalupe Zamora	For

The meeting was adjourned at 8:43 p.m.

ATTESTED TO BY:



Charles Bell, Chairperson
Central Health Board of Managers



Cynthia Valadez, Secretary
Central Health Board of Managers