

**EL PASO COUNTY HOSPITAL DISTRICT
BOARD OF MANAGERS MEETING MINUTES**

**TUESDAY, FEBRUARY 20, 2024 – 2:30 P.M.
EIGHTH FLOOR BOARD ROOM**

<u>PRESENT</u>	<u>OTHERS</u>
Henry Gallardo, Board Chair Joy Martinez, Board Vice-Chair (remote) Kristina Mena, Ph.D., Board Secretary Isidro Torres, Board Member Anna Perez, Ed.D., Board Member Steve DeGroat, Board Member <u>ABSENT</u> Miguel Fernandez, Board Member	R. Jacob Cintron, President & CEO Jennifer Carrasco, Exec. Asst. to the Board of Managers Michael Nuñez, District Chief Financial Officer Omar Villa, Chief Legal Officer Maria Zampini, COO Dr. Joel Hendryx, CMO Amy Daher, CNO Chris Chacon, CEO, UMC Surgical Hospital Eric Johansen, CQO Ryan Mielke, Director of Public Affairs Tony Castillo, General Counsel Ray Davis, CIO Jon Law, CSO Ruben Vogt, Asst. Admin., Government Relations Jose Rodriguez, CNO, UMC Surgical Hospital Jesus Reverol, Admin. Dir., Performance Excellence Don Berger, Director of Safety Operations Pat Valdez-Rios, Asst. Admin., Support Services Vanessa Kost, El Paso Health <i>Several others attended virtually.</i>

1, 2, & 3. CALL TO ORDER

Mr. Henry Gallardo, board chair, called the meeting to order at 2:32 p.m. on Tuesday, February 20, 2024. A quorum was established. No one signed up for public comment.

**4. Minutes of the Board of Managers meeting held on January 9, 2024.
(Tab A)**

There were no corrections to the meeting minutes that were previously distributed. The January 9, 2024 meeting minutes were approved as distributed.

CONSENT AGENDA

ACTION: MOTION to approve the consent agenda items #5-7 (listed below) was made by Mr. Torres and seconded by Dr. Perez. The vote was Mr. Gallardo, Yes; Ms. Martinez, Yes; Dr. Mena, Yes; Dr. Perez, Yes; Mr. Torres, Yes. Motion carried.

**5. Acknowledge receipt of the El Paso County Hospital District combined Financial Statements for November and December 2023.
(Tab B) (Finance Committee)**

**6. Approve and authorize the President and CEO to negotiate and execute an agreement with SG2/Vizient for consulting services.
(Tab C) (Finance Committee)**

**7. Approve the following Medical Staff requests:
(Tab D) (PAC Committee)**

1. Temporary Privileges
2. Initial Medical Staff Applications
3. Initial Allied Health Professional Applications
4. Medical Staff Reappointments and Renewal of Privileges
5. Allied Health Professional Reappointment and Renewal of Privileges
6. Additional Privileges
7. Change in Category Status/Privileges
8. Request for Leave of Absence/Resignation/Relocation
9. Suspensions and Reinstatements
10. Automatic termination per Bylaws Article VIII 8.1.6
11. Other Business
12. Focused Professional Practice Evaluations
13. Ongoing Professional Practice Evaluations

REGULAR AGENDA

8. Receive and take appropriate action on the CEO Report for the El Paso County Hospital District d/b/a University Medical Center of El Paso.

The Board of Managers received an update on behalf of EPCHD d/b/a UMC. Mr. Cintron presented on the following topics:

- UMC won the Quality Texas Foundation Regional Program Award for Performance Excellence
- UMC's CEO was appointed to the leadership board for the Trauma Center Association of America (TCAA)
- UMC Surgical Hospital's CEO, Chris Chacon, Welcomes Patients
- UMC's Dr. Gasco and his team performed UMC's first minimally invasive endoscopic surgery for lumbar foraminal disc herniation
- UMC's Sterile Processing Department hit 100% certified level
- State Leadership Visits

ACTION: MOTION to accept the CEO report was made by Mr. Torres and seconded by Dr. Perez. The vote was Mr. Gallardo, Yes; Ms. Martinez, Yes; Dr. Mena, Yes; Dr. Perez, Yes; Mr. DeGroat, Yes; Mr. Torres, Yes. Motion carried.

**9. Discuss and take appropriate action to authorize the President and CEO to negotiate and execute a renewal agreement with Cerner for Regulatory Consulting Advisory Services.
(Tab E)**

Mr. Ray Davis, Chief Information Officer, presented the executive summary to the Board of Managers for review and discussion.

ACTION: MOTION to approve this agenda item as presented was made by Mr. DeGroat and seconded by Mr. Torres. The vote was Mr. Gallardo, Yes; Ms. Martinez, Yes; Dr. Mena, Yes; Dr. Perez, Yes; Mr. DeGroat, Yes; Mr. Torres, Yes. Motion carried.

**10. Discuss and take appropriate action to authorize the President and CEO to negotiate and execute an agreement with Cerner to implement the Discharge Process Optimization project and the Emergency Department (ED) LaunchPoint Solution.
(Tab F)**

Mr. Ray Davis, Chief Information Officer, presented executive summaries to the Board of Managers for review and discussion. The Board of Managers took action on both requests separately.

ACTION: MOTION to approve the Discharge Process Optimization project as presented was made by Mr. Torres and seconded by Dr. Mena. The vote was Mr. Gallardo, Yes; Ms. Martinez, Yes; Dr. Mena, Yes; Dr. Perez, Yes; Mr. DeGroat, Yes; Mr. Torres, Yes. Motion carried.

ACTION: MOTION to approve the Emergency Department (ED) LaunchPoint Solution as presented was made by Mr. DeGroat and seconded by Dr. Mena. The vote was Mr. Gallardo, Yes; Ms. Martinez, Yes; Dr. Mena, Yes; Dr. Perez, Yes; Mr. DeGroat, Yes; Mr. Torres, Yes. Motion carried.

11. Take appropriate action to appoint Dr. Eric Johansen, Chief Quality Officer, as the Patient Safety Officer in accordance with The Joint Commission standards.

ACTION: MOTION to approve the appointment of Dr. Eric Johansen, Chief Quality Officer, as the Patient Safety Officer in accordance with The Joint Commission standards made by Mr. DeGroat and seconded by Dr. Mena. The vote was Mr. Gallardo, Yes; Ms. Martinez, Yes; Dr. Mena, Yes; Dr. Perez, Yes; Mr. DeGroat, Yes; Mr. Torres, Yes. Motion carried.

**12. Take appropriate action on a resolution to re-appoint Mr. Steve DeGroat to the El Paso Children's Hospital Board of Directors for a second term commencing on April 1, 2024.
(Tab G)**

ACTION: MOTION to approve the re-appointment of Mr. Steve DeGroat to the El Paso Children's Hospital Board of Directors for a second term to commence April 1, 2024 was made by Dr. Mena and seconded by Mr. Torres. The vote was Mr. Gallardo, Yes; Ms. Martinez, Yes; Dr. Mena, Yes; Dr. Perez, Yes; Mr. DeGroat, Abstain; Mr. Torres, Yes. Motion carried.

13. Receive an update regarding reimbursement from the Federal Emergency Management Agency for COVID-19 related expenses.

Mr. Michael Nuñez, District Chief Financial Officer, provided an update regarding reimbursement from FEMA for COVID-19 related expenses. Mr. Nuñez noted the following:

- Timeline – Two versions (packages)
 - First version (0) – approximately \$16 million of covid costs incurred through about March 2021
 - Submitted back in 5/2021
 - Obligated by FEMA in 7/2021
 - Duplication of Benefits review – filed in 3/2023
 - Received approximately \$12.5 million thus far
 - Remaining funds will not be released until an additional review is conducted which will be done after the second version is reviewed.
 - Second version (1) – approximately \$57.5 million of covid costs incurred through June 2022
 - Combined 2 packages in 2/2023

- Worked with a project manager at FEMA to conduct a project review between 2/2023 through 9/2023
- Submitted the duplication of benefits review under the second package in 9/2023
- Submitted a model that maximizes UMC's costs in 12/2023
- Prepared to submit revised models of incurred costs if the submitted model is not accepted
- In total between the two versions there was approximately \$73.5 million total incurred covid costs of which approximately \$12.5 million has been received.
- Pending reimbursement of about \$61 million

ACTION: No action required.

The Board of Managers convened Executive Session at 3:20pm.

EXECUTIVE SESSION

14. Receive a report from the Hospital Performance Improvement Committee Environment of Care, pursuant to Texas Health and Safety Code §161.032 and Texas Government Code §551.001.

Report received. No action required.

15. Discuss information relating to proposed service lines or product lines of hospital district, pursuant to Texas Government Code §551.085(a)(2).

Discussed.

16. Discuss performance goals under the CEO Agreement, pursuant to Texas Government Code §551.074.

Discussed.

17. Discuss the employment agreement of the President and Chief Executive Officer, pursuant to Texas Government Code §551.074.

Discussed.

Any action taken as a result of this discussion will be taken at the opening of this meeting after closed session, or at a subsequent meeting

OPEN SESSION

The Board of Managers re-convened Open Session at 5:36pm.

18. Take appropriate action on an amendment to the agreement with Outreach Strategists for consulting services, and, authorize the President and CEO to negotiate and execute the amended agreement.

ACTION: MOTION to authorize the President and CEO to negotiate and execute an amended agreement with Outreach Strategists as discussed in executive session was made by Mr. DeGroat and seconded by Dr. Mena. The vote was Mr. Gallardo, Yes; Ms. Martinez, Yes; Dr. Mena, Yes; Dr. Perez, Yes; Mr. DeGroat, Yes; Mr. Torres, Yes. Motion carried.

19. Take appropriate action based on the discussion of the performance goals under the employment agreement of the President and Chief Executive Officer.

Based on the discussion during executive session, the Board of Managers took action in open session. The following motions were read into record by Mr. Omar Villa, Chief Legal Officer:

1. Approve the annual evaluation of the President and Chief Executive Officer and adjust the base compensation for the President and CEO retroactive to October 1, 2023, pursuant to the discussion in executive session.

ACTION: MOTION #1 as read into record by Mr. Villa was made by Mr. DeGroat and seconded by Dr. Mena. The vote was Mr. Gallardo, Yes; Ms. Martinez, Yes; Dr. Mena, Yes; Dr. Perez, Yes; Mr. DeGroat, Yes; Mr. Torres, Yes. Motion carried.

2. Approve the fiscal year 2023 incentive compensation for the President and CEO, pursuant to the discussion in executive session.

ACTION: MOTION #2 as read into record by Mr. Villa was made by Mr. DeGroat and seconded by Dr. Perez. The vote was Mr. Gallardo, Yes; Ms. Martinez, Yes; Dr. Mena, Yes; Dr. Perez, Yes; Mr. DeGroat, Yes; Mr. Torres, Yes. Motion carried.

3. Approve the fiscal year 2024 incentive compensation plan for the President and CEO.

ACTION: MOTION #3 as read into record by Mr. Villa was made by Mr. DeGroat and seconded by Dr. Mena. The vote was Mr. Gallardo, Yes; Ms. Martinez, Yes; Dr. Mena, Yes; Dr. Perez, Yes; Mr. DeGroat, Yes; Mr. Torres, Yes. Motion carried.

20. Take appropriate action based on the discussion of the employment agreement of the President and Chief Executive Officer.

Based on the discussion during executive session, the Board of Managers took action in open session. The following motion was read into record by Mr. Omar Villa, Chief Legal Officer:

Approve and authorize the Chair of the Board of Managers to execute the first amended and restated employment agreement, the amendment to the 2020 deferred compensation plan, and the 2024 deferred compensation plan of the President and CEO.

ACTION: MOTION as read into record by Mr. Villa was made by Dr. Perez and seconded by Mr. DeGroat. The vote was Mr. Gallardo, Yes; Ms. Martinez, Yes; Dr. Mena, Yes; Dr. Perez, Yes; Mr. DeGroat, Yes; Mr. Torres, Yes. Motion carried.

21. Adjournment.

Board of Managers meeting adjourned at 5:40pm.


Henry Gallardo, Board Chair


Kristina Mena, Ph.D., Board Secretary