

**Texana Center
Board of Trustees
Minutes
Date: July 22, 2015**

On the above date the regular meeting of the Texana Center Board of Trustees was held in the Auditorium in Building G at 4910 Airport Avenue in Rosenberg, Texas.

MEMBERS PRESENT:

Dianne Wilson, Board Chair
Dennis W. Young, Vice Chair
Anita Christensen, Secretary
Sue Pagan
J.C. Whitten
Willie Greer
Anita Christensen
May Tape

MEMBERS ABSENT:

Mary Rose Zalunkewicz
Randy Reichardt

STAFF PRESENT:

George Patterson, Chief Executive Officer
Amanda Darr, Chief Financial Officer
Shena Timberlake, Director, Behavioral Healthcare
Dot Preisler, Director, Human Resources
Tracey Shaw, Director, Development & Community Relations
Sheri Tulbot, Director, Authority and Admissions
Kevin Barker, Director, Provider Services
Kate Johnson-Patagoc, Director, IDD Specialized Services
Lori Marcus, Compliance Officer
Rhonda Hodges, Recording Secretary

GUESTS:

Scott Soland, Fort Bend Sheriff's Dept.
Larry Davis, Fort Bend NAMI
Melody Liu, Fort Bend NAMI
Pat Sumner, Fort Bend NAMI
Shirley Jennings, Fort Bend NAMI

I. CALL TO ORDER, INVOCATION, DETERMINATION OF QUORUM, RECOGNITION OF GUESTS, AND CORRESPONDENCE

The meeting was called to order at 9:03 A.M. by Dianne Wilson, Chair. Dennis Young said the invocation. The Board Chair determined there was a quorum present to conduct the meeting. Dianne welcomed guests who were in attendance. There was no correspondence to discuss.

II. RECOGNITION OF ABSENCES

Dianne recognized Randy Reichardt and Mary Zdmukewicz as being absent from the meeting.

III. PUBLIC COMMENT

Dianne recognized Pat Sumner as wanting to make a public comment.

Pat Sumner announced she was the new President of Fort Bend NAMI and wanted the Board to be able to put a name with her face. She provided information regarding the NAMI organization which included services in which they offer which includes assistance in many languages. They are here to advocate for Mental Health for all citizens of Fort Bend County. They are also advocating for a new club house as well as additional services for patients with mental health issues.

IV. APPROVAL OF MINUTES

- May 27, 2015 – Board of Trustees Meeting

Dianne questioned whether the Board had any additions or corrections to the minutes being submitted from the May 27, 2015 Board of Trustees meeting. Hearing no changes, she called for a motion.

A motion was made by J. C. Whitten to approve the minutes as submitted. Anita Christensen seconded the motion. Motion Carried.

V. CONSENT AGENDA ITEMS

- Approval of Leases

Dianne mentioned both group homes which are up for lease renewals were through The Arc of Fort Bend County. Kevin Barker confirmed both leases were comparable to other lease prices in the area. Dianne asked the Board if they had any questions. Hearing no questions, Dianne called for a motion.

Dianne asked Kevin if Texana was looking at any of the homes which are bank foreclosures as a means of owning a home rather than renting them. Kevin responded that there were no plans at this time to purchase any homes. Having the option of canceling a lease for situations where we may not have the clients to fill a home in the future provides the Center needed flexibility. There were no further questions.

A motion was made by J. C. Whitten to approve the Group Home Leases located at 6623 Grant Drive in Richmond and 5818 Wagon Wheel in Rosenberg as submitted. Sue Fagan seconded the motion. Motion Carried.

VI. THE BOARD WILL CONSIDER AND TAKE ACTION ON THE FOLLOWING ITEMS:

1. Review and Consider Approval of June 2015 Financial Reports and Fund Balance

Dianne asked Amanda Darr to provide the June 2015 Financial Reports and Fund Balance to the Board.

Amanda discussed that after the first ten months of operations for FY 2015 the Center has achieved an excess of expenditures over revenues of (\$952,892) primarily as a result of timing of payments for the DSRIP projects. All divisions, with the exception of DSRIP and IDD Provider Services, are in a positive operating position. The Center will be paid \$959,989 in DSRIP funds in July 2015 as a result of the metrics achieved through the 3-31-15 reporting period.

Amanda also provided the following highlights:

The BH Division has an excess of revenues over expenditures of \$569,703 primarily due to lapsed salaries/benefits and lower than budgeted expenditures for contract providers. As contained in a separate recommendation to the Board of Trustees, the excess of revenues over expenditures in the BH Division is being recommended to purchase 3.66 acres of land on Graeber Road in Rosenberg on which to build a facility to accommodate staff of new and growing programs, notably the Youth Empowerment Services (YES) Waiver which is experiencing a statewide rollout this summer.

IDD Provider Services Division has an excess of expenditures over revenues of \$43,307 year to date and is at risk to end the year in a deficit situation. 17 of 26 group homes (65%) have a negative budget variance year to date and all 6 of the learning centers (100%) have a negative budget variance year to date. Either revenue projections are less than budgeted, expenses are greater than budgeted or a combination of both.

IDD Authority Services Division has an excess of revenues over expenditures of \$190,617 year to date. The Community First Choice (CFC) benefit went into effect 6/1/15 and as the Local Intellectual Developmental Disability Authority (LIDDA); Texana Center received \$166,516 in start-up funds. These funds will be used for costs associated with implementing this new program (e.g. computers, furniture, vehicles, testing materials, contract services for Determination of Intellectual Disability) as well as staff costs.

Amanda ended her review by discussing funds which were previously allocated by the Board towards the expansion of parking at 4910 Airport. She mentioned that Texana was able to complete the parking lot expansion without using all of the funds which were set aside for the project and asked that the Board consider re-allocating \$45,000 of these un-used funds towards the purchase of Automated External Defibrillators (AED) so that Texana can place one in each of our facilities. Following a brief discussion, Dianne asked the Board if there were any further questions from the Board. Hearing no questions, Dianne called for a motion.

A motion was made by Sue Fagan to approve the June 2015 Financial Reports as submitted and also approve the reallocation of \$45,000 of unused funds from the parking lot expansion project to now be used to purchase Automated External Defibrillators (AED) so that Texana will have an AED at every Texana facility. Willie Greer seconded the motion. Motion Carried.

2. Review and Consider Approval of Development Plan for the Property located in Pulshear

Dianne asked Tracey Shaw to provide an update on the Pulshear Capital Campaign.

Tracey provided an update to the Board regarding the Pulshear Capital Campaign. She mentioned George Patterson, Amanda Daur, Kevin Barker, Kate Johnson-Patagoc, Grant writer Christina Hall-Payne, Architect Rick Hollington and herself have been meeting to gather all

the information needed for a capital campaign grant request. They have been using Episcopal Health Foundation as our model, as their grant application is extremely thorough. As of this time, the best estimate is that Texana will need an \$8 million campaign to build the Fulshear Campus.

We are currently in the process of redeveloping the IDD Program to meet the needs of potential funders and to appeal to the next generation of families and their needs. The building will be designed to accommodate this new style program which we think will be a more sustainable model than our current program design.

Once the final layout has been designed Rick Hollington will produce renderings for capital campaign materials and he will work on an animated version of the campus for use in presentations to corporations, foundations and individuals.

Tracey mentioned she was working with Cheryl Stalinsky, who is the Economic Development Director of Fulshear, to pull together a local Capital Campaign Steering Committee. We have not met as yet but hope to do so shortly, so that we can recruit more members and then have a private event to launch.

Next, Tracey mentioned the need for re-establishing the Development Committee. This Development Committee would be responsible for overseeing Texana Center's fundraising program which includes capital campaigns, annual fund, fundraising events etc. and to make sure that all donors are respected and recognized in a timely manner.

Tracey mentioned she would like to further develop Texana Center as donor-centered non-profit organization and to do this will need Board involvement in the program. She would like representatives from Fort Bend, Waller and Wharton counties as that is where our focus will be. She ended her discussion by stating the Development Committee would be responsible for providing updates on the project to the Board.

Dianne thanked Tracey for her update. Dianne asked the Board members to consider making a donation towards this project so that Tracey can state to potential donors that she has the backing of 100% of the Texana Board. They were asked to get with Tracey directly to set it up if they can do so. Dianne asked if the Board if they had any further questions. Following a brief discussion, Dianne called for a motion.

A motion was made by J. C. Whitten to approve the Development Plan for the property located in Fulshear as submitted. Anita Christensen seconded the motion. Motion Carried.

3. Review and Consider Approval of FY 2016 Board of Trustees Meeting Schedule

Dianne presented the FY 2016 Board of Trustees meeting schedule to the Board. She mentioned it was decided to schedule six meetings for the year. Dates selected were centered on dates which were significant to Texana Center. She asked that the Board members add these meetings to their calendar for next year. Dianne asked if the Board had any questions concerning the meeting schedule. Hearing no questions, Dianne called for a motion.

Amanda provided a brief update to the Board on the FY 2016 Budget allocations. She mentioned the SLT would be bringing the FY 2016 Salary Classification Schedule to the Board at the September meeting and the FY 2016 Budget to the Board at the December meeting. This delay is due to delays in getting funding information from the State.

A motion was made by May Tape to approve the FY 2016 Board of Trustees meeting schedule as submitted. Willie Greer seconded the motion. Motion Carried.

4. Review and Consider Approval of FY 2016 Board of Trustees Committee Assignments

Dianne presented the FY 2016 Board of Trustees Committee Assignments to the Board. She mentioned the only change made was to replace Carolyn Bilsky with Randy Reichardt. Dianne mentioned the Chairs of each of the committee's would be responsible for calling a meeting on an as needed basis. Dianne asked the Board if there were any questions. Hearing no questions, she called for a motion.

A motion was made by J. C. Whitten to approve the FY 2016 Board of Trustees Committee Assignments as submitted. Dennis Young seconded the motion. Motion Carried.

5. Review and Consider Approval of FY 2016 Election of Officers for the Texana Center Board of Trustees

Dianne presented the FY 2016 Election of Officers to the Board. She mentioned she would continue as the Board Chair, Dennis Young would continue as the Vice-Chair and that Anita Christensen would continue as the Secretary. Dianne asked if the Board had any questions. Hearing no questions, she called for a motion.

A motion was made by May Tape to approve the FY 2016 Election of Officers for the Texana Center Board of Trustees as submitted. J. C. Whitten seconded the motion. Motion Carried.

6. Annual Review and Approval of Procedure on Investment and Cash Management

Amanda provided the Board with the current Procedure on Investment and Cash Management. She mentioned the recommendation is that the Board of Trustees perform an annual review of the Texana Center Procedure on Investment and Cash Management as required by the Public Funds Investment Act of Texas. She asked that the Board approve the Procedure as there are no recommended changes to the procedure at this time.

Dianne asked the Board if they had any questions for Amanda concerning the Procedure on Investment and Cash Management. Hearing no questions, she called for a motion.

A motion was made by Sue Hogan to approve the Procedure on Investment and Cash Management as submitted. Willie Greer seconded the motion. Motion Carried.

7. Review and Consider Authorization of Plan to Purchase Land for Future Behavioral Healthcare Services Development

Dianne asked Amanda to provide the information on the plan to purchase land for future BH Development.

Amanda provided the following information:

The Behavioral Healthcare (BH) Division has reached full capacity in all existing facilities in the Fort Bend County area. With the continued expansion of new and existing programs there is no space to house these programs/employees. Based on the attached Space Needs Assessment we anticipate the need to build a 12,000 – 15,000 square foot building to accommodate our current needs as well as provide capacity for continued future growth. This

BH facility would not be a "clinic" location that would have patients seen on a daily basis, but would rather house program staff that primarily provide services out in the community. This facility would also contain several meeting rooms for staff meetings as well as a large training room to provide expanded capacity for large meetings both in the BH Division and for Texana Center as a whole.

The purchase of the land would be on a cash basis and paid for from excess revenues over expenditures in the FY 2015 Operating Budget. Through the first 10 month of the year (June 30th) the BH Division has excess revenues over expenditures of \$569,703.

As the lowest funded community center in the state for BH service on a per capita basis, Texana Center is poised to receive additional funds from the Department of State Health Services (DSHS). During the recent legislative session \$53 million in new funding for outpatient mental health and equity was approved. The plan to allocate the new equity funds will be based on the median per capita funding level and is expected to be in the range of \$1.5 million per year for Texana Center. We plan to submit a request to DSHS to use a portion of this new funding as a down payment on the construction of a building to address our space needs. The staff will begin working with an architect to develop a formal plan for this facility.

Amanda asked that the Board of Trustees consider authorizing the purchase of 3.66 acres located on Graeber Road near Airport Avenue in Rosenberg, Texas for a sales price not to exceed \$318,859 without the need for having the land appraised and also authorization for Amanda Darr, Chief Financial Officer or George Patterson, Chief Executive Officer, to sign and execute all documents related to the purchase. In cases where third party financing is involved in the purchase of land or a building an independent appraisal is required by the financial institution. As Texana Center will be purchasing the land on a cash basis an appraisal is not required to meet this purpose. The Senior Leadership Team has been working with a realtor to identify potential properties in the area and through this market search has determined that the price being paid for the property on Graeber Road is favorably priced based on current market conditions and that the expending dollars for an appraisal is not warranted.

Dianne mentioned she would like to see the Board consider in the future, the additional purchase of 28 acres located near our West Campus. Dianne asked the Board if they had any further questions. Hearing no questions, Dianne called for a motion.

*A motion was made by J. C. Whitten to approve the purchase of 3.66 acres located on Graeber Rd. in Rosenberg, TX for a sales price not to exceed \$318,859 without the need for an appraisal of the land and also to authorize George Patterson or Amanda Darr to sign and execute all documents related to this purchase. Anita Christensen seconded the motion.
Motion Carried.*

VII. THE BOARD WILL DISCUSS THE FOLLOWING ITEMS WITH NO ACTION REQUIRED:

I. Update on Community First Choice

Sheri Talbot provided the Board with a written report on Community First Choice (CFC) which was included in the packet of information. She provided a brief summary on the implementation which included information on the FY2015 Budget, Process Planning, Operations Planning, MCO Network, Enrollment, Challenges and Opportunities. She also recognized Maribel Burgos, the CFC Supervisor who has been helpful in getting CFC information out for other Centers to access. Sheri informed the Board that anyone who

inquires about this service, need to understand that CFC is only available to people who have Medicaid.

Dianne thanked Sheri for working so hard on this project and for her update.

2. Update on Home and Community-based Services (HCS) Audit

Kevin provided an update to the Board on the recent HCS Audit. He mentioned there were only two minor citations. He also mentioned one of the biggest compliments he received had to do with the Direct Care staff. The auditors were impressed with how knowledgeable the staff was with the client's medical needs which included any special diets. Kevin complimented his entire team for implementing programs and working together to ensure a successful audit.

Dianne thanked Kevin and his team for a successful audit. She also mentioned being a guardian of a family member in a group home that she has a first knowledge of how great the staff is.

3. Discuss Formation of Development Committee

Tracey Shaw discussed the need to once again form a Development Committee. Tracey mentioned she would like to re-form a committee for the Julshear and eventually the Wharton projects. She would like to get more Board involvement so would like to have someone from Fort Bend, Waller and Wharton Counties be included on the Committee. Tracey will directly contact specific Board members she would like to participate on the Committee.

Dianne thanked Tracey for her update.

4. Update on Medical, Behavioral and Psychiatric Support Program

Kate provided a brief update on the Medical, Behavioral and Psychiatric Support Program (HUB). She mentioned the State decided to create Regional HUBS which had expertise in Behavioral, Psychiatric and Medical services for people with Intellectual and Developmental Disabilities (IDD) because they recognized that not all services were being provided equally across the State. She mentioned our Region originally included Harris County, Gulf Coast, and Texana Center but that later, Tri-County asked if they could join our region which was determined made sense. Through discussions with these Centers it was decided that Texana would be the HUB for the Region due to their expertise. As the HUB for the region, Texana will be expected to provide training, consultations, and peer review on topics as needed for the other Centers. Kate briefly discussed the start up process and is in the process of determining what training and assistance is needed in the other Centers. She also mentioned there would be learning collaborative with other HUBS to ensure the best practices are being used across the State.

Dianne thanked Kate for her update.

5. Reappointments to the Texana Board of Trustees

George announced that Dianne Wilson, May Tapc, Sue Fagan, Willie Greer, and Mary Dzunkevicz were re-appointed to serve on the Texana Board for another two years. Dianne informed the Board that this would be her last two years on this Board and recommended the Board start thinking about who could be her successor as the Board Chair.

VIII. AN EXECUTIVE (CLOSED) SESSION WILL BE HELD FOR THE FOLLOWING PURPOSES:

The Board entered into Executive session at 10:40 A.M. to discuss the following cases.

- Deliberation Regarding Current, Pending, or Anticipated Litigation
 - Madhu Rao v. Texana Center
 - Puleo v. Texana Center
 - Jessica Spencer and Shalaina James v. Texana Center

IX. EXECUTIVE SESSION RETURN TO OPEN SESSION AND CONSIDER TAKING ACTION ON THE FOLLOWING:

- Deliberation Regarding Current, Pending, or Anticipated Litigation

The Board returned to open session at 10:45 A.M. with no action to consider.

X. OTHER BUSINESS

Dianne asked George if she could ask a few questions about a few of the items on the SUT Wish List. She asked for updates regarding access for all children to receive services, the development of an Outreach unit, the improvement of overall retention of employees, mortgages and upgrades to all Texana Facilities. After a brief discussion, she asked George to update the listing and add a review of the new listing to the agenda for the August meeting.

She also requested the following items be added to the Board agenda for the August meeting:

- Potential purchase of up to 30 acres on Airport
- List of Current Mortgages
- List of which Facilities Need to be Updated

XI. NEXT BOARD OF TRUSTEES MEETING – August 26, 2015

XII. ANNOUNCEMENTS

Anita announced they would be doing the CEO Assessment at the August meeting and said she would be compiling the information and sending it to the Board prior to the meeting for their review.

Shena provided an update on her first Audit of the Crisis Center. The auditors were only there for about 45 minutes and overall her audit was great!

XIII. ADJOURN

The meeting adjourned at 11:25 A.M.

Respectfully submitted,

Rhonda Hodges
Rhonda Hodges
Recording Secretary

Approved:

Dianne Wilson 8/26/15

Dianne Wilson Date
Board Chair