

**Texana Center
Board of Trustees
Minutes
Date: July 25, 2018**

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 Fagan
Mary desVignes-Kendrick
Willie Greer
Mary Rose Zdunkewicz
Randy Reichardt
John Robson

STAFF PRESENT:

George Patterson, Chief Executive Officer
Amanda Darr, Chief Financial Officer
Shena Timberlake, Director, Behavioral Healthcare
Dot Preisler, Director, Human Resources
Sheree Prather, Director, Development & Community Relations
Sheri Talbot, Director, IDD Authority and Admissions
Rhonda Hodges, Recording Secretary

STAFF ABSENT:

Kevin Barker, Director, IDD Provider Services
Kate Johnson-Patagoc, Director, IDD Specialized Services
Lori Marcus, Compliance Officer

GUESTS:

Michelle Lovelace, Fort Bend Clubhouse
Tomanique Grant, Fort Bend Clubhouse
Monique Cortes, Fort Bend Clubhouse
Kenny Sumner, Fort Bend NAMI

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

Dianne Wilson, Chair, called the meeting to order at 9:00 A.M. Dennis Young said the invocation. The Board Chair determined there was a quorum present to conduct the meeting. Dianne welcomed guests who attended. There was no correspondence to discuss.

II. RECOGNITION OF ABSENCES

Dianne recognized Kevin Barker and Kate Johnson-Patagoc as being absent from the meeting.

III. PUBLIC COMMENT

Dianne recognized Michelle Lovelace, Tomanique Grant, Monique Cortes, and Kenny Sumner as wanting to make a public comment.

Michelle Lovelace, Tomanique Grant and Monique Cortes each provided information on the Fort Bend County Clubhouse.

Kenny Sumner read a statement from Pat Sumner. He requested BH consider placing patient forms and a listing of all services provided on the Internet for clients to complete.

IV. APPROVAL OF MINUTES

- **March 28, 2018 – Board of Trustees Meeting**

Dianne questioned whether the Board had any additions or corrections to the minutes being submitted from the March 28, 2018 Board of Trustees meeting. There were no questions or updates needed; therefore, Dianne called for a motion.

Mary Zdunkewicz made a motion to approve the minutes as submitted. Sue Fagan seconded the motion. **Motion Carried.**

Mary desVignes-Kendrick reminded the Board and SLT that she would still like to have a discussion with Texana and the Board on "Disaster Services". Dianne asked Rhonda to add it as an agenda item for the October Board Meeting.

V. CONSENT AGENDA ITEMS

1. **Board Committee Assignments**

Dianne referred the Board to the Board Committee Assignments for FY 2019. She mentioned there were no changes in assignments

from last year. There were no questions or comments from the Board.

2. Leases

Kevin Barker, Director of IDD Provider Services, submitted updated Lease information on the Brazos Glen Group Home and the Learning Center at Wharton. There was no change in either of the Lease payments. Dianne noted that the Landlord listed for the Learning Center at Wharton was incorrect and that it should reflect the Arc of Wharton as the Landlord.

Kate Johnson-Patagoc, Director of Specialized Services, submitted updated Lease information on the Brazos Professional Building located in Sugar Land. The ECI program is currently using this leased space. There was no change in the renewal of this lease.

There was no additional information requested of the Board.

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

1. Review and Consider Approval of FY 2018 Audit Engagement

Dianne asked Amanda Darr to present information for the FY 2018 Audit Engagement.

Amanda mentioned the Center was required to obtain a comprehensive financial and compliance audit each year in accordance with the Texas Health and Safety Code Section 534 and the Health and Human Services Commission's "Guidelines for Annual Financial and Compliance Audits of Community MHMR Centers". She reminded the Board that a Center could engage the same audit firm for no more than any six consecutive years. Amanda said it was Texana's recommendation that the Board of Trustees approve the Audit Engagement of Eide Bailly to provide the Annual Financial Audit for the year ended August 31, 2018 for an amount not to exceed \$33,400. She mentioned the firm would present the Audit findings to the Board at the January 2019 meeting.

Dianne questioned what Texana paid for last year's audit. Amanda responded that Texana paid \$32,450 last year and that this year's payment would represent a 3% increase, which is in line with other agency's audits. Dianne called for a motion from the Board.

Mary Zdunkewicz made a motion to approve the FY 2018 Audit Engagement as submitted. Sue Fagan seconded the motion. **Motion Carried.**

2. Review and Consider Approval of the FY 2019 Board of Trustees Meeting Schedule

Dianne presented the proposed FY 2019 Board of Trustees meeting schedule to the Board. She briefly discussed the past years when we went from eleven meetings a year to six meetings a year. For FY 2019, the recommendation to the Board of Trustees is that there will be four scheduled meetings (October, January, April and July). This will allow the Board to achieve their governance oversight in accordance with the Board Policies in a more efficient manner. Anita Christensen questioned why the October meeting didn't reflect the 4th Wednesday of the month. Amanda responded that the date changed as Dianne was going to be out of town. Following a short discussion, the October date was changed to the 24th. Dianne called for a motion.

Randy Reichardt made a motion to approve the FY 2019 Board of Trustees Meeting Schedule accepting the change for the October meeting to be October 24th instead of October 17th. Dennis Young seconded the motion. **Motion Carried.**

3. Annual Review of Investment and Cash Management Procedure

Dianne asked Amanda to present.

Amanda mentioned it was the recommendation 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 mentioned the Procedure complied with the Public Funds Investment Act of Texas and that there were no recommended changes to the procedure at this time.

Dennis mentioned there was a misspelling on the word "and" in the first sentence under "Background". It should reflect "an". There were no other questions from the Board. Dianne called for a motion.

Dennis Young made a motion to approve the Investment and Cash Management Procedure as submitted. Sue Fagan seconded the motion. **Motion Carried.**

4. Review and Consider Approval of FY 2019 Nomination of Officers of the Board of Trustees of Texana Center

Dianne asked Sue Fagan to present the recommendation of the Nominating Committee for the Officers of the Board of Trustees of Texana Center for the FY 2019 fiscal year.

Sue mentioned Nominating Committee recommended Dianne Wilson remain as Chair, Dennis Young remain as Vice-Chair and Anita Christensen remain as Secretary of the Board. She also mentioned she contacted both Anita and Dennis and they both agreed to remain in those positions.

Dianne asked if the Board had any questions for the Committee. Hearing none, Dianne called for a motion.

Mary Zdunkewicz made a motion to approve the FY 2019 Nomination of Officers as recommended by the Nominating Committee. Sue Fagan seconded the motion. **Motion Carried.**

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

1. Report on April ED Consortium & Texas Council

Dianne and George provided a brief update on the April Executive Director's (ED) Consortium and Texas Council meetings, which included the need to meet with State Officials after the November elections. Dianne mentioned she would like to see Texana invite Legislators to Texana in October or November so we can let them know of our needs. George mentioned Rick Miller invited him once again to be on his District Advisory Committee for Mental Health.

Dianne mentioned she was going to miss the August Texas Council meeting, but if any Board members or SLT had any issues or questions they would like her to address with the Texas Council, to send her an email and she would do so.

George said he would be at the August meeting for the ED Consortium and would be happy to attend the Texas Council meeting the next day.

Amanda Darr suggested Dianne might send someone to represent Texana at the August Texas Council Board of Trustee's meeting. Amanda provided a lengthy discussion of some strategies the Texas Council is working on focusing on building a sustainable system of care for Adults with Serious Mental Illness. Building on the existing framework of the Medicaid STAR + PLUS program, promoting

access to care for the SMI Target population through an 1115 waiver amendment and expanding the Certified Community Behavioral Health Clinics are all aspects being discussed as part of the planning.

Following a lengthy discussion, Dianne directed the Board to the next agenda item.

2. FY 2018 June Financial Report

Dianne asked Amanda to provide the June 2018 financial report.

Amanda began her report by providing the Board with an update on the ECI Program. She reported the "ECI Funding Application" for next year was submitted to ECI and although they approved it, the overall funding per child is still inadequate. She provided a brief review of all the changes in the ECI division to become a Primary Service Provider Model.

Dianne mentioned there was going to be push back at the State level to increase the funding for ECI.

Next, Amanda provided a review of BH's financials. She mentioned the BH Division currently had a deficit of 1.4 million dollars. She explained that most of the negative variance was a result of the expenses associated with the flooding from Hurricane Harvey. She explained that Texana was still working with FEMA for the Wharton Clinic and the Texas Council Risk Management Fund for the Columbus Clinic. Amanda said Texana was expecting to recover 47% from FEMA for the cost in Wharton, which will result in about \$900,000 by the end of August. Amanda mentioned on the positive side, Sheree Prather and her staff has been successful in getting a donation from two different grants totally \$184,000 from Americares and Rebuild Texas. They have plans to make a second request to Rebuild Texas in hopes of narrowing the shortfall. The Insurance we had in place for Wharton did not cover anything since the clinic was located in the flood plain. Amanda mentioned Texana was still expecting \$250,000 payment from the Texas Risk Management Fund for the Columbus Clinic, a total of \$150,000 for Senate Bill 292, and a \$475,000 carryover payment in DSRIP funds for the Crisis Center for last year. She ended her discussion of the June BH Financials by mentioning in overall she expected to receive approximately 1.8 million dollars to be booked by the end of the year, which will put them back in good shape.

Next, Amanda also mentioned for DSRIP 2.0, Shena and her team were working on the Regional Healthcare Partnership Plan Update. The IGT for the plan update has been submitted, and we will receive an additional 1.2 million dollars from DSRIP. Texana's leadership will be deciding as a group where to allocate those dollars to meet our goals.

Amanda ended her review by briefly discussing the IDD Provider Services Financials. Kevin has made several changes in restructuring his department, which included closing group homes, combining Learning Centers, reduction of staff, restructuring of positions, putting a hold on waiver services, and implementing a plan certifying group homes from 3 to 4 beds. All of these cost saving measures are being implemented through a plan by IDD Services and will be incorporated into the FY 2019 budget to achieve a balanced budget.

VIII. EXECUTIVE SESSION

There was no Executive Session during this meeting.

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

- Deliberation Regarding Current, Pending, or Anticipated Litigation
 - Boson v. Texana Center

There was no Executive Session during this meeting.

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

- Deliberation Regarding Current, Pending, or Anticipated Litigation
 - Boson v. Texana Center

X. NEXT BOARD OF TRUSTEES MEETING

Dianne announced the next Board of Trustees meeting would be on October 24, 2018

XI. ANNOUNCEMENTS

There were no announcements.

XII. ADJOURN

The meeting adjourned at 10:36 A.M.

Respectfully submitted,



Rhonda Hodges
Recording Secretary

Approved:



Dianne Wilson Date
Board Chair