

HARRIS HEALTH SYSTEM

HARRIS HEALTH SYSTEM

MINUTES OF THE BOARD OF TRUSTEES MEETING

Thursday, December 5, 2019

Board Room – Administration Building

Members Present:

Ms. Anne Clutterbuck, Chair
Dr. Kimberly Monday, Vice Chair
Ms. Linda Morales, Secretary
Dr. Arthur Bracey
Mr. Lawrence Finder
Dr. Ewan Johnson
Ms. Elena Marks
Mr. Art Morales
Ms. Alicia Reyes

Members Absent:

Others Present:

Mr. George Masi, President & Chief Executive Officer
Mr. Michael Hill, Senior Executive Vice President & Chief Operating Officer
Mr. Michael Norby, Executive Vice President & Chief Financial Officer
Dr. Ann Barnes, Executive Vice President & Chief Medical Officer
Ms.Carolynn Jones, Executive Vice President & Chief Compliance & Risk Officer
Dr. Nathan Deal, Executive Vice President & Administrator, Ben Taub Hospital
Ms. Patricia Darnauer, Executive Vice President & Administrator, Lyndon B. Johnson Hospital
Dr. Glorimar Medina-Rivera, Executive Vice President & Administrator, Ambulatory Care Services
Mr. Omar Reid, Senior Vice President, Human Resources
Ms. Victoria Nikitin, Senior Vice President, Finance
Ms. Karen Tseng, Senior Vice President, Population Health Transformation
Mr. David Webb, Interim Senior Vice President & Chief Information Officer
Dr. Yvonne Chu, General Director, Affiliated Medical Services
Dr. Joseph Garcia-Prats, Chair, Medical Executive Board
Dr. Kenneth Mattox, Chief of Staff, Ben Taub Hospital
Dr. Tien Ko, Chief of Staff, Lyndon B. Johnson Hospital
Dr. Mohammad Zare, Chief of Staff, Ambulatory Care Services
Ms. Desolyn Foy, Vice President, Advanced Analytics & Continuous Control Monitoring
Mr. Christopher Okezie, Vice President, System Operations
Mr. Jeffrey Vinson, Vice President & Chief Information Security Officer
Dr. Jennifer Small, Vice President & Associate Administrator, Ambulatory Care Services
Mr. R. King Hillier, Vice President, Public Policy and Government Relations
Ms. Catherine Mitchell, Interim Chief Executive Officer, Community Health Choice, Inc.
Mr. Brian Maude, Chief Financial Officer, Community Health Choice, Inc.
Mr. David Attard, Associate Administrator, Healthcare System Engineering

Ms. Amanda Calloway, Associate Administrator, Mission Advancement
Ms. Linda Kinchen, Director, Health Care for the Homeless Program
Dr. Elizabeth “Pepe” Greenlee, Associate Administrator of Quality Programs & Accreditation
Mr. Anthony Williams, Administrative Director, Deputy Compliance Officer
Ms. Sara Thomas, Attorney, Harris County Attorney’s Office
Mr. DeWight Dopslauf, Purchasing Agent, Harris County Purchasing
Ms. Peggy Boice, Harris County Judge Lina Hidalgo’s Office
Ms. Carole Lamont, Commissioner Steve Radack’s Office
Mr. Paul Shanklin, Commissioner Jack Cagle’s Office
Ms. Amber Weed, Commissioner Ellis’s Office
Administrative Staff
Guests
(Sign-in Sheets attached to permanent record)

I. Call to Order and Record of Attendance

Ms. Anne Clutterbuck, Chair, called the meeting to order at 9:05 a.m., and noted that a quorum was present. The attendance was recorded.

II. Approval of the Minutes of Previous Meeting

Motion 19.12-118

Moved by Dr. Kimberly Monday, seconded by Ms. Alicia Reyes, and unanimously passed that the Board approve the minutes of the November 7, 2019 and November 14, 2019 Special Called Board of Trustees meetings.

III. Announcements / Special Presentations

A. **Special Recognition** – Ms. Anne Clutterbuck, Board Chair, recognized Ms. Teosha Blaylock, Mr. Daniel Bustamante, and Dr. Melanie Johnson for their time and effort serving members of the CEO Search Committee. Additionally, Ms. Clutterbuck expressed her appreciation to Harris Health President and CEO, Mr. George Masi, as well as Harris Health Board of Trustees, Dr. Kimberly Monday and Mr. Art Morales, who also served on the committee.

B. **Special Announcement** – Ms. Anne Clutterbuck announced the appointment of Dr. Esmaeil Porsa the new President and Chief Executive Officer for Harris Health System. Ms. Clutterbuck stated that Dr. Porsa brings a wealth of leadership experience to help the system achieve its vision of becoming a premier healthcare system and is set to join Harris Health on March 2, 2020. Dr. Porsa stated that his hope and aspiration is to build on the already established values at Harris Health. Additionally, Dr. Porsa stated that his focus will include innovation in healthcare as well as establishing and expanding partnerships.

C. **Board Member Announcements** regarding Board member advocacy and community engagement.

Ms. Linda Morales announced that she and Ms. Clutterbuck were among the attendees to participate in the World AIDS Day Celebration at Thomas Street Health Center on December 4, 2019. Ms. Morales expressed her gratitude to the physicians, staff and leadership at Thomas Street for their dedication and commitment to Harris Health’s mission. Ms. Clutterbuck stated that the celebration also honored the 30th anniversary of the clinic,

noting the great strides Harris Health has made in HIV treatment and comprehensive testing. Mr. Finder expressed great appreciation to Mr. Elvin Franklin and Ms. Carolyn Truesdell as colleagues and former Harris Health System Board Chairs and recognized them for their many years of service and leadership at Harris Health.

IV. Public Comment

Ms. Cynthia Cole, Executive Director, Local #1550 – AFSCME, American Federation of State, County, and Municipal Employees, spoke regarding the grievance process and addressed issues related to the Harris Health System grievance policy. Ms. Cole introduced Ms. Janie George, former Harris Health employee, stating that Ms. George availed herself of the grievance process. However; she did not receive any written communication of reinstatement. Ms. Cole explained that Ms. George did receive notification once her reinstatement was overturned and at that time she was made aware that she would not be reinstated. Ms. Cole stated that Human Resources was not communicative regarding the reinstatement and repeal process. Additionally, Ms. Cole stated that inconsistencies exist within the policy related to the appellate process once a grievance decision has been made. Ms. Cole requested that the Board review the provision of the grievance policy.

V. Consent Agenda Items

A. Recommended Committee Approvals

Motion 19.12-119

Moved by Dr. Arthur Bracey, seconded by Dr. Kimberly Monday, and passed that the Board approve agenda items V.A(1)a. through V.A(1)iii.)

1. Consideration of Purchasing Recommendations Requiring Board Approval (Items A(1)a. through A(1)iii.) (*See Attached Expenditure Summary: December 5, 2020*)

Motion 19.12-120

Moved by Dr. Kimberly Monday, seconded by Ms. Linda Morales, and unanimously passed that the Board accept agenda item V.A.2.

2. Approval of Twelve (12) New and/or Renewed Lease Agreements

- **Sareen Healthcare Center:** Second Year of a 5-Year Lease With Five (5) Year Renewal Options With India House, Inc. at 8888 West Bellfort, Houston, Texas 77031

TERM: December 1, 2019 – November 30, 2020

AMOUNT: Monthly Rate of \$11,577.98 (\$138,935.76/Yr.)

- **Robindell Clinic:** Second Year of a 5-Year Lease With Five (5) Year Renewal Options With Ridgeline Bellaire MOB LP. at 5420 Dashwood, Houston, Texas 77081

TERM: December 1, 2019 – November 30, 2020

AMOUNT: Monthly Rate of \$10,892.66 (\$130,711.89/Yr.)

- **9420 – 9250 Kirby Office and Warehouse:** Fifth Year of a 7-Year Lease With Two (2) 5-Year Options With Fuller Realty Partners, LLC. at 9240 – 9250 Kirby Drive, Houston, Texas 77054
TERM: January 1, 2020 – December 31, 2020
AMOUNT: Monthly Rate of \$237,106.20 (\$2,845,274.43/Yr.)
- **Monroe Same Day Clinic:** Second Year of a 5-Year Lease With Five (5) Year Renewal Options With Monroe Casco, Ltd. at 8539 Gulf Freeway, Houston, Texas 77017
TERM: January 1, 2020 – December 31, 2020
AMOUNT: Monthly Rate of \$16,913.84 (\$202,966.08/Yr.)
- **Dental Center:** Fifth Year of a 10-Year Lease With Houston Business Development, Inc. at 5220 – 5250 Griggs Road, Houston, Texas 77021
TERM: February 1, 2020 – January 31, 2021
AMOUNT: Monthly Rate of \$15,140.98 (\$181,691.80/Yr.)
- **East Mount Houston Eligibility Center:** Third Year of a 5-Year Lease (Final Renewal Option Exercised) With EM Center, Inc. at 12340 11737-C Eastex Freeway, Houston, Texas 77039
TERM: February 1, 2020 – January 31, 2021
AMOUNT: Monthly Rate of \$9,394.93 (\$112,739.10/Yr.)
- **Riverside Dialysis Center:** Third Year of a 3-Year Lease With Five (5) Automatic 1-Year Renewal Options With City of Houston at 3315 Delano Street, Houston, Texas 77004
TERM: March 1, 2020 – February 28, 2021
AMOUNT: Monthly Rate of \$7,839.83 (\$94,077.83/Yr.)
- **C.E. Odom Pediatric and Adolescent Health Center:** Fifth Year of a 5-Year Lease With One (1) 5-Year Renewal Options With 5516 Lockwood LLC. at 5516 Lockwood, Houston, Texas 77026
TERM: March 1, 2020 – February 1, 2021
AMOUNT: Monthly Rate of \$17,085.36 (\$205,024.34/Yr.)
- **Pasadena Pediatric and Adolescent Health Center:** Fifth Year of a 10-Year Lease With Pasadena Realty Partners, LLC. at 3925 Fairmont Parkway, Pasadena, Texas 77504
TERM: March 1, 2020 – February 28, 2021
AMOUNT: Monthly Rate of \$20,833.33 (\$249,999.96/Yr.)
- **Strawberry Health Center:** Fifth Year of a 5-Year Lease With Twenty-Nine (29) One-Year Renewal Option With City of Pasadena at 927 East Shaw Road, Pasadena, Texas 77506
TERM: March 1, 2020 – February 28, 2021
AMOUNT: Monthly Rate of \$11,775.25 (\$141,303.00/Yr.)

- **Sunset Heights Clinic:** Third Year of a 5-Year Lease With One (1) 5-Year Renewal Option With Benjamin Wu at 1623 Airline, Houston, Texas 77009

TERM: April 1, 2020 – March 31, 2021

AMOUNT: Monthly Rate of \$10,037.69 (\$120,452.33/Yr.)

- **Central Fill Pharmacy:** Third Year of a 5-Year Lease With One (1) 5-Year Renewal Option With Fuller Realty Partners, LLC. at 9230 Kirby Drive, Houston, Texas 77054

TERM: June 1, 2020 – May 31, 2021

AMOUNT: Monthly Rate of \$30,815.71 (\$369,788.52/Yr.)

Dr. Ewan Johnson inquired regarding the cost to lease office and warehouse spaces as opposed to purchase. Mr. David Attard, Associate Administrator, Healthcare Systems Engineering Administration, stated that Harris Health is evaluating the opportunity to relocate the property at Holly Hall and is currently reviewing initiatives with CBRE to vacate additional properties. Mr. Attard stated that Human Resources is considering telecommute opportunities to help reduce their carbon footprint. He mentioned that Holly Hall contains 240,000 square foot and that Harris Health is considering properties at approximately 160,000 square foot. Mr. Attard stated that he will provide the Board with an overview regarding lease versus purchase options at the February committee meeting.

Motion 19.12-121

Moved by Ms. Elena Marks, seconded by Dr. Kimberly Monday, and passed that the Board approve agenda items V.A.3.

3. Approval of Affiliation Agreements Between Harris County Hospital District d/b/a Harris Health System and Three (3) Educational Institutions

- Galveston College
Certificate and Associate of Applied Science in Radiation Therapy
4015 Avenue Q
Galveston, Texas 77550
- Texas Woman's University
Doctor of Physical Therapy
6700 Fannin Street
Houston, Texas 77030
- Texas Woman's University
Master of Occupational Therapy
P.O. Box 425648
Denton, Texas 76204

Motion 19.12-122

Moved by Ms. Elena Marks, seconded by Dr. Ewan Johnson, and passed that the Board approve agenda items V.A.4.

4. Notice of Appointments and Selection of New Service Chiefs.

Dr. Yvonne Chu, General Director, Affiliated Medical Services, reported that Dr. Guilherme Godoy, Assistant Professor, Department of Urology, Baylor College of Medicine, was appointed as the new Chief of Service for Urology at Ben Taub Hospital.

Motion 19.12-123

Moved by Dr. Kimberly Monday, seconded by Dr. Ewan Johnson, and passed that the Board approve agenda items V.A.5.

5. Acceptance of the Harris Health System Third Quarter Calendar Year 2019 Pension Plan Report.

Motion 19.12-124

Moved by Ms. Linda Morales, seconded by Dr. Kimberly Monday, and passed that the Board approve agenda items V.A.6.

6. Approval of a First Amendment to the Interlocal Affiliation Agreement to Provide Data to Texas Health and Human Services Commission Between Harris County Hospital District d/b/a Harris Health System and the University of Texas Health Science Center at Houston

{End of Consent Agenda}

VI. Miscellaneous Items

Motion 19.12-125

Moved by Ms. Linda Morales, seconded by Dr. Ewan Johnson, and passed that the Board approve agenda items VI.1.

1. Approval of the Proposed 2020 Harris Health System Board of Trustees Committee and Board Meetings Calendar

Ms. Elena Marks recommended that the Board focus on identifying what are governance related matters as opposed to operational matters and rely more on committees to review and approve various agenda items. Mr. Lawrence Finder stated there are some items that are legally required to come before the full Board however; there are other items that the Board has requested. Mr. Finder urged the Board to function more efficiently and to re-evaluate the items that are being presented to the Board. Ms. Sara Thomas, Vice President, Legal Affairs, stated that there is an opportunity to review what is statutorily required for Board review as well as opportunities for the Board to delegate its authority. Dr. Ewan Johnson stated that in the current climate as it relates to CMS, it will be a delicate balance to delegate authority as opposed to functioning at a high-level. Additionally, he stated that with the help of legal counsel, the Board should carefully assess this matter before making any changes. Ms. Linda Morales stated that she would like to collaborate with Ms. Marks on governance; however, she is concerned that operational matters may be overlooked. Ms. Morales stated that she would prefer a prolonged approach to the Board performing at a higher governance level.

Motion 19.12-126

Moved by Ms. Linda Morales, seconded by Ms. Elena Marks, and passed that the Board approve agenda items VI.2.

2. Approval to Ratify Community Health Choice Texas, Inc.'s Commencement of Litigation in Community Health Choice Texas, Inc. v. Texas Health and Human Services Commission, Cause No. D-1-GN-19-007758

Ms. Taylor Cooper, Director of Legal Affairs, Community Health Choice, stated Community Health Choice pursued litigation against Texas Health and Human Services Commission (HHSC) as a result of §533.004 of the Texas Government Code, which is titled Mandatory Contracts. She noted that this section requires HHSC to contract with managed care organizations such as Community Health Choice (CHC), which are wholly owned and operated by County hospital districts. Ms. Cooper stated that HHSC put out a request for proposal for their STAR+PLUS Medicaid program and CHC responded to that proposal on October 30, 2019. She noted that HHSC issued a notice on their website which included a list of managed care organizations who were awarded the contract, however; CHC was excluded from that list. She reported that on November 1, 2019, CHC filed for injunctive relief in Texas state court to ensure that HHSC is compliant with §533.004 of the mandatory contracting provision. Dr. Kimberly Monday inquired whether it has been determined if this is simply an oversight or if it was deliberate. Ms. Cooper confirmed that it was not an oversight and CHC is still gathering information to determine why there was a deliberate omission from the list. Ms. Catherine Mitchell, Interim Chief Executive Officer, Community Health Choice, Inc., stated that this omission could potentially impact 20,000 STAR+PLUS recipients however the greater concern is the STAR CHIP programs which are also up for re-procurement. Ms. Mitchell also stated that CHC expects an announcement within one (1) week and that there are approximately 280,000 members tied to those programs.

Motion 19.12-127

Moved by Ms. Linda Morales, seconded by Dr. Kimberly Monday, and passed that the Board approve agenda items VI.3. through VI.11.

3. Approval to Ratify Renewal of a Grant Award From the United States Department of Health and Human Services Health Resources and Services Administration (HRSA) to Harris County Hospital District d/b/a Harris Health System in an Amount Not Less Than \$256,938, Funded Under the Ryan White HIV/AIDS Treatment Extension Act of 2009 Part D, to Provide Outpatient Family Centered Care for Women, Infants, Children and Youth Living with HIV/AIDS for the Term August 1, 2019 Through July 31, 2020.
4. Approval to Ratify an Addendum to a Grant Agreement in a Prorate Amount of \$87,500.00 Between Harris County Hospital District d/b/a Harris Health System and The Houston Regional HIV/AIDS Resource Group (TRG) Funded by the Texas Department of State Health Services to Provide an AIDS Drug Assistance Program (ADAP) Enrollment Worker at Harris Health System for the Term September 1, 2019 Through March 31, 2020.

5. Approval to Ratify a Second Amendment to an Agreement Between Harris County Hospital District d/b/a Harris Health System and the City of Houston Health Department/Bureau of HIV/STD and Viral Hepatitis Prevention in the Amount of \$72,552.00, Funded by the Centers for Disease Control and Prevention to Provide Routine HIV Screening Services at Harris Health System for the Extended Term January 1, 2018 through March 31, 2020.
6. Approval to Ratify an Existing Grant Agreement Between Harris County Hospital District d/b/a Harris Health System and Baylor College of Medicine in the Amount Not to Exceed \$69,288.00 to Provide Prevention of Hepatocellular Carcinoma (HCC) for the Extended Term August 31, 2018 Through February 29, 2020.
7. Approval to Ratify an Existing Grant Agreement Between Harris County Hospital District d/b/a Harris Health System and Baylor College of Medicine in the Amount Not to Exceed \$445,624.00 to Expand Cancer Prevention for the Extended Term August 31, 2018 Through August 30, 2020.
8. Approval to Ratify an Existing Grant Agreement Between Harris County Hospital District d/b/a Harris Health System and Baylor College of Medicine in the Amount Not to Exceed \$137,991.00 to Increase HPV Vaccine Uptake and Completion for the Extended Term August 31, 2018 Through February 29, 2020.
9. Approval to Renew a Grant Agreement in the Amount of \$345,000 Between Harris County Hospital District d/b/a Harris Health System and the Texas Department of State Health Services (DSHS) to Provide an HIV Transmission Prevention Program Throughout the State of Texas and a Centering Parenting and Pregnancy Program to Harris Health System Patients and Congenital Syphilis Project Throughout Harris County for the Term January 1, 2020 Through December 31, 2020.
10. Approval of a Grant Agreement in the Amount of \$20,000 Between Harris County Hospital District d/b/a Harris Health System and The University of Texas Health Science Center of Houston School of Public Health to Provide the We Can Do More (WCDM) Houston Project for the Term January 1, 2020 Through December 31, 2020.
11. Approval to Accept an Award Between Harris County Hospital District d/b/a Harris Health System and The University of Texas MD Anderson in the Amount of \$111,587.84 for Community Farm at LBJ Hospital.

Motion 19.12-128

Moved by Ms. Linda Morales, seconded by Dr. Kimberly Monday, and passed that the Board approve agenda items VI.12.

12. Approval of a Secure Sockets Layer (SSL) Certificate Subscriber Agreement Between the Harris County Hospital District d/b/a Harris Health System and Surescripts, LLC.

Motion 19.12-129

Moved by Ms. Linda Morales, seconded by Dr. Kimberly Monday, and passed that the Board approve agenda items VI.13.

13. Review and Discussion Regarding Grants Less Than \$50,000 From Harris County Hospital District Foundation to Harris County Hospital District d/b/a Harris Health System Executed By the Harris Health System President and CEO [**Quarterly Report**]

VII. Strategic Discussions

A. Review of the Harris Health System Organizational Structure

Mr. George Masi, President and Chief Executive Officer (CEO), led the discussion regarding the Harris Health System Organizational Structure Partnership. He mentioned that the changes to the organization structure were based upon the guidance from CMS. The Executive team addressed the Board by presenting their modified roles and respective portfolios. Executive Leadership includes the following: Dr. Ann Barnes, Chief Medical Officer; Dr. Glorimar Medina, Interim Senior Vice President, Quality and Patient Safety; Ms.Carolynn Jones, Executive Vice President & Chief Compliance and Risk Officer; Mr. Michael Hill, Interim Chief Operation Officer (COO); and Dr. Maureen Padilla, Executive Vice President & Chief Nursing Executive. Mr. Finder inquired regarding cybersecurity's role within the organizational structure. Ms. Jones stated that cybersecurity is a part of the compliance structure which is overseen by Mr. Jeffrey Vinson, Vice President of Chief Information Security. Mr. Finder recommended that Mr. Vinson and the cybersecurity team are included on the organizational chart as well as have a direct reporting line to the COO. Dr. Johnson inquired whether Ms. Jones has an adequate number of staff in order to be effective in her role. Ms. Jones stated that an evaluation will need to take place after the organization responds accordingly to the CMS survey. Dr. Johnson expressed the importance of cybersecurity, stating that CISCO cybersecurity should rise to a higher level and perhaps report directly to the CEO. Dr. Kimberly Monday inquired in what manner is the quality of outsourced service being identified. Ms. Desolyn Foy, Vice President, Advanced Analytics & Continuous Control Monitoring, stated that her team will be working closely with the quality team as well as purchasing and legal to review metrics and audit contracts on a continuous basis. Dr. Maureen Padilla provided a brief overview regarding the realignment of the nursing structure in which the Chief Nursing Officers and their portfolios report directly to the Chief Nursing Executive.

B. Harris Health System Legislative Initiatives

1. Update, Discussion and Possible Action Regarding Activities in Austin Relating to Legislative/Regulatory Issues Impacting Harris Health System, the 86th Legislative Session, and the Harris Health System Legislative Platform.
2. Update, Discussion and Possible Action Regarding Pending Federal Legislative and Policy Issues Affecting Harris Health System.

Mr. King Hillier provided brief overview regarding the state and federal legislative updates which include the rising pressure to resolve the budget impasse in addition to the impeachment process against President Trump. Mr. Hillier expressed his concern regarding a new proposed rule by CMS, which could have a detrimental effect on Texas as it relates to Medicaid financing. He reported that in Texas, a little over fifty (50) percent of Medicaid is financed through Intergovernmental Transfers (IGT) and the Local Provider Participation Fee (LPPF). He stated that the new rule could put into question which types of tax dollars can be put up for federal match.

Additionally, Mr. Hillier mentioned that this does not pose an issue for Harris Health; however, smaller counties could be affected. Mr. Hillier stated that his concern is whether CMS will rule that the LPPF is no longer a viable funding mechanism. He mentioned that the State has met with the Lieutenant Governor's office as there is a great deal of concern surrounding the proposed CMS rule and that there is approximately \$10B at stake. Mr. Hillier provided an update on State legislative affairs, stating he has been working closely with our colleagues at Parkland Hospital and University Health System - San Antonio to engage the House and Senate leadership and to ensure that key stakeholders are on board regarding the CHC litigation. He stated that key stakeholders will be ready to execute a plan of action depending on the court's decision. A copy of the report is available in the permanent record.

VIII. General Action Items

A. Item(s) Related to Joint Conference Committee

Motion 19.12-130

Moved by Dr. Arthur Bracey, seconded by Ms. Linda Morales, and unanimously passed that the Board accept agenda item VIII.A.1.

1. Acceptance of the Medical Executive Board Report for November 2019.

Dr. Joseph Garcia-Prats, Chair, Medical Executive Board, presented the Medical Executive Board (MEB) Report for November 2019. He recognized Ms. Jones regarding her efforts to delineate the necessary actions to be carried out in response to the CMS report. He also highlighted a plan of action to address to the national shortage of intravenous immunoglobulin (IVIG), which was accepted by the Medical Executive Board. Dr. Garcia-Prats emphasized the need for compliance in proof of vaccination against influenza among physicians and faculty. He reported that currently 98% of faculty as well as 96% of house staff were compliant. Dr. Garcia-Prats stated that in efforts to reduce expenses, the annual medical staff retreat will be held at an alternating venue between Baylor College of Medicine and UT-Health Science Center Houston. Additionally, Dr. Garcia-Prats stated that this year's guest speaker will be Dr. Robert S. Hendler, who will be presenting on the topic of the Future of Quality and Safety after a CMS Review. A copy of the report is available in the permanent record.

Motion 19.12-131

Moved by Dr. Ewan Johnson, seconded by Ms. Linda Morales, and passed that the Board approve agenda item VIII.A.2. Dr. Monday and Dr. Arthur Bracey recused from discussion and decision regarding this agenda item.

2. Approval Regarding the Credentialing Changes for Members of the Harris Health System Medical Staff (November 2019) Subject to Review of Files for Discussion.

Dr. Garcia-Prats presented the November 2019 credentialing changes for the members of the Harris Health System medical staff. He reported that there were thirty-eight (38) initial appointments, forty-nine (49) reappointments, six (6) resignations, one (1) change/add privileges, and zero (0) files for discussion in Executive Session .

Additionally, Dr. Garcia-Prats stated that there are currently 418 physicians and advanced practice providers that have privileges, however, privileges were extended to include medical screening exams as a recommendation of CMS. A copy of the report is available in the permanent record.

Motion 19.12-132

Moved by Ms. Alicia Reyes, seconded by Dr. Kimberly Monday, and passed that the Board approve agenda item VIII.A.3.

3. Approval Regarding the Revised Harris Health System Medical Staff Bylaws

Dr. Garcia-Prats stated that first revision was regarding the language to address the qualifications and approval required regarding qualified medical personnel performing medical screening exams.

Motion 19.12-133

Moved by Ms. Linda Morales, seconded by Ms. Alicia Reyes, and passed that the Board approve agenda item VIII.A.4.

4. Approval Regarding the Revised Harris Health System Medical Staff Rules and Regulations

Dr. Garcia-Prats highlighted the modifications to the Medical Staff Rules and Regulations which addresses CMS requirements related to the anesthesia and the various components of examinations.

B. Item(s) Related to Quality Committee

1. Review and Discussion Regarding Harris Health System Executive Quality Scorecard.

Dr. Ann Barnes led the discussion on the Harris Health System Executive Scorecard. She stated that based on the Alvarez & Marsal assessment as well as the CMS survey, Harris Health is strengthening the quality assurance and improvement structure as part of the corrective action plan. She mentioned that there is active recruitment of a Chief Quality and Patient Safety Officer as well as an Infection Prevention Expert. Dr. Barnes stated that the intent is to hire an interim individual for the two aforementioned positions until the position can be permanently filled. Dr. Barnes also mentioned providing a Quality workshop in March 2020 to the Board which will allow for an in depth review of the current scorecard metrics. A copy of the scorecard is available in the permanent record.

2. Review and Discussion Regarding Harris Health System Quarterly Restraint and Seclusion Report.

Extensive discussion regarding Harris Health System Quarterly Restraint and Seclusion Report was held at the Quality Committee meeting on November 14, 2019.

3. Presentation Regarding a High Reliability Vision and Commitment to Zero Harm.

Dr. Michael Shabot, Founding Partner, Relia Healthcare Advisors, provided a presentation regarding a High Reliability Vision and Commitment to Zero Harm. He provided a high-level overview regarding healthcare organizations, how healthcare differentiates from many other industries, and how to obtain a hospital patient goal of zero (0). Dr. Shabot stated that a high reliability organization (HRO) can be achieved by changing the process under which an organization works. He mentioned that high reliability organizations operate under very trying conditions all the time and yet manage to have fewer than their fair share of accidents. Dr. Shabot explained that there are five (5) principles to achieve mindfulness which includes: 1) preoccupation with failure, 2) sensitivity to operations, 3) reluctance to simplify interpretations, 4) commitment to resilience, and 5) deference to expertise. Dr. Shabot noted that becoming a HRO cannot happen without Board commitment. He expressed the importance of safety as the number one priority, stating that safety must be Harris Health's core value. He stated that leadership behavioral expectations change when safety is the core value. Additionally, Dr. Shabot explained that Board commitment allows for transparency, reliable results, a just accountable culture, and delegate authority to the executive leadership and medical staff. Dr. Shabot stated that according to the American College of Healthcare Executives (ACHE) the CEO commitment includes six (6) domains: 1) vision, 2) trust, respect, and inclusion, 3) board engagement, 4) leadership development, 5) just culture, and 6) behavior expectations. Additionally, Dr. Shabot stated that the goal is to commit to develop, communicate, and execute on an organizational vision of zero harm to patients, families, and the workforce. He mentioned that a culture of safety affects the whole organization, not just clinical units. He noted that safety culture training is not just training for the nurses, pharmacists, technician, but all personnel. Dr. Shabot explained that safety culture training include three (3) steps: 1) set behavior expectations, 2) educate, and 3) reinforce and build accountability. Additionally, Dr. Shabot noted that there are five (5) high reliability behaviors which include: 1) attention to detail, 2) communicate clearly, 3) questioning attitude, 4) best practice, and 5) support each other. Dr. Shabot stated that in order to achieve a high reliability organization, Boards should perform the following: 1) approve a Board resolution stating the commitment to safety as a core value, 2) allocate a large share of Board agenda time for quality indicators and programs, 3) commit to Board representation at key quality and safety committee meetings, 4) commit to a standing practice of recognizing selected employee's safety and quality achievements at Board meetings, 5) Clarify medical staff and executive staff roles related to high reliability, 6) send a communication to employees that confirms Board support for the Harris Health System policy, principles and practice of a Just and Accountable Culture, and 7) commit to quality and safety continuing education for the Board, executives and employees. Dr. Shabot stated that Relia Healthcare Advisors will submit their final assessment report in January 2020. A copy of the presentation is available in the permanent record.

4. Review and Discussion Regarding the Harris Health System Staffing Advisory Committee's Semi-Annual Evaluation of the Nurse Staffing Plan and Aggregate Staffing Variance.

Ms. Monica Manthey, Staffing Advisory Committee Chair, BTH, led the discussion regarding the Harris Health System Staffing Advisory Committee's Semi-Annual Evaluation of the Nurse Staffing Plan & Aggregate Staffing Variance. She stated that the Texas Health and Safety Code requires hospitals to create staffing advisory committees

in facilities where 60% of the registered nurses (RNs) spend at least 50% of their time conducting direct patient care. Ms. Manthey stated that there is one staffing advisory committee per hospital which includes a registered nurse from quality. She noted that the committee meets no less than quarterly to discuss challenges and issues related to staffing and to make recommendations to leadership regarding any changes. Ms. Manthey mentioned that the staffing plan is reviewed twice a year to determine if it meets the elements required. Additionally, Ms. Manthey stated that the following nurse-sensitive quality indicators are being monitored to assess the effectiveness of the Nurse Staffing Plan: 1) patient falls, 2) central line associated blood stream infections, 3) catheter associated urinary tract infection, and 4) communication with nurses. Ms. Manthey reported that the staffing committee at BTH consists of seventeen (17) nurse clinicians and received a response rate of 100%. She reported that 90% of those respondents agreed with the staffing plan, 9% of respondents disagreed, and 1% strongly disagreed. She stated that the required elements of the staffing plan include nursing characteristics such as skill mix, clinical experience, and clinical expertise. From the prospective of all direct care nurses the following were elements of the highest level of disagreement: 1) staffing plan takes into account relevant patient characteristic, i.e., (age, functional ability, and severity of illness), and 2) the charge nurse should not have a patient care assignment. Ms. Patricia Wanza, Staffing Advisory Committee Chair, LBJ, reported that the staffing committee consists of nineteen (19) nurse clinicians at LBJ with a response rate of 100%. She reported that 83% of those respondents agreed with the staffing plan, 14% of respondents disagreed, and 3% strongly disagreed. The elements with the highest level of disagreement were that staffing is adequate and that the charge nurse should not have a patient care assignment. Dr. Monday inquired whether the presenters believe that Dr. Shabot's recommendations are achievable for nurses. Ms. Manthey stated that Dr. Padilla has stressed the importance of a Just and Accountable Culture so that nurses feel more empowered to speak up and to be an advocate for the patients. Ms. Elena Marks inquired about the charge nurse having an assignment. Dr. Padilla explained that Harris Health has not always budgeted for the free charge nurse however; it has currently been approved to develop a staffing plan to allow for free charge nurse who doesn't take patient loads. She stated that this cannot be effectuated until vacancies have been completely filled. Ms. Wanza reported that Harris Health held two (2) career fairs and recruited fourteen (14) RNs for LBJ and an additional twenty (20) RN positions offered. Dr. Garcia-Prats inquired regarding the current coverage as it relates to unit clerks, stating that the unit clerks would be of great assistance to our nurses. Dr. Padilla responded that there is currently sixteen (16) hour unit clerk coverage that is approved in the staffing plan. Ms. Morales inquired which units are in high-need for nurses. Dr. Padilla stated that the medical surgical units at Ben Taub have a large vacancy rate; however, there are challenges across all health systems. Additionally, Dr. Padilla stated that the revised staffing plan and budgeting will enable staffing for 100% of unit beds and that career fair attendance will remain a high priority. A copy of the evaluation is available in the permanent record.

Motion 19.12-134

Moved by Dr. Ewan Johnson, seconded by Dr. Arthur Bracey, and passed that the Board approve agenda item VIII.A.5.

5. Approval of the Harris Health System Fiscal Year 2020 Nurse Staffing Plans for Ben Taub and Lyndon B. Johnson Hospitals

Motion 19.12-135

Moved by Dr. Ewan Johnson, seconded by Dr. Arthur Bracey, and passed that the Board approve agenda item VIII.A.6.

6. Approval of the Harris Health System Nursing Services Policies, Plans and Reports Requiring Governing Body Approval

Motion 19.12-136

Moved by Dr. Ewan Johnson, seconded by Dr. Arthur Bracey, and passed that the Board approve agenda item VIII.A.7.

7. Approval of the Revised Harris Health System Nursing Services Bylaws

C. Item(s) Related to Budget & Finance Committee

Motion 19.12-137

Moved by Dr. Kimberly Monday, seconded by Ms. Elena Marks, and unanimously passed that the Board approve agenda item VIII.C.1.

1. Approval to Appoint Ms. Kari McMichael as a Committee Member to the Harris County Hospital District 401K and 457(b) Administrative Committee and the Pension and Disability Administrative Committee Effective as of February 4, 2020.

Motion 19.12-138

Moved by Ms. Anne Clutterbuck, seconded by Ms. Alicia Reyes, and unanimously passed that the Board accept agenda item VIII.C.2.

2. Approval of the Third Amendment to Harris County Hospital District 401K Plan.

Motion 19.12-139

Moved by Ms. Anne Clutterbuck, seconded by Dr. Kimberly Monday, and unanimously passed that the Board accept agenda items VIII.C.3 through VIII.C.6

3. Acceptance of the Harris Health System October 2019 Financial Report Subject to Audit.

Mr. Norby presented the Harris Health System October 2019 Financial Report subject to audit. He reported a \$4.1M positive variance in net patient revenue is primarily related to the Medicare DSH add-on payment. He noted that October expenses of \$140M were \$7.1M or 5.3% greater than budget expectations with an operating loss for the month of \$6M compared to a budgeted loss of \$3.8M.

Mr. Norby reported an operating margin of \$51.9M against a budgeted \$22.2M. He stated that Harris Health can expect further deterioration of the operating margin as a result of the remediation response to CMS. A copy of the report is available in the permanent record.

4. Approval of the Addition of a Pension Plan Funding Statement to Policy No. 6.28 Retirement Plans for Eligible Employees

Mr. Norby presented the Addition of a Pension Plan Funding Statement to Policy No. 6.28 Retirement Plans for Eligible Employees. Mr. Norby stated that the 86th Legislature require the governing body of a retirement system to adopt a written funding policy that details the governing body's plan for achieving a funding ratio of the system that is equal to or greater than 100%. He mentioned that there were no substantial changes to the actual plan. A copy of the report is available in the permanent record.

5. Approval of a Resolution Setting the Rate of Mandatory Payment for the Harris County Hospital District Local Provider Participation Fund

Mr. Norby presented a Resolution Setting the Rate of Mandatory Payment for the Harris County Hospital District Local Provider Participation Fund (LPPF). He stated the recommendation is to set the amount of the quarterly mandatory payment to be collected in January 2020 as not to exceed 0.70% of the net patient revenue of an institutional health care provider located in the district. Therefore, the third quality assessment approval amount is 0.46%. A copy of the report is available in the permanent record.

6. Approval of Subsidy Payments to Community Health Choice, Inc. for the Health Insurance Marketplace Non-Federal Premium Payments for Eligible Harris Health Patients for CY2020

Mr. Norby presented the Subsidy Payments to Community Health Choice, Inc. for the Health Insurance Marketplace Non-Federal Premium Payments for Eligible Harris Health Patients for CY2020. Harris Health has partnered with Community Health Choice, Inc. to assist in the enrollment of eligible Harris Health patients into the appropriate Marketplace plan(s). Mr. Norby stated that for calendar year 2020, CHC, Inc. will utilize contracted agents to facilitate the enrollment process and will accept non-federal payments from Harris Health on behalf of the patients enrolled. The total premium subsidies shall not exceed \$35M for the insurance coverage term of January 1, 2020 through December 31, 2020. A copy of the report is available in the permanent record.

7. Presentation Regarding the Year-End (Q3) 2019 National Association of Insurance Commissioners Filing for Community Health Choice, Inc.
8. Presentation Regarding the Year-End (Q3) 2019 National Association of Insurance Commissioners Filing for Community Health Choice Texas, Inc.

Mr. Brian Maude, Chief Financial Officer, Community Health Choice, Inc. presented the Year-End (Q3) 2019 National Association of Insurance Commissioners Filing for Community Health Choice, Inc (CHC, Inc.) and Community Health Choice Texas, Inc. (CHCT, Inc.).

Mr. Maude reported positive variances for the third quarter for both legal entities. He reported a net income of \$29M and a net capital of \$74.9M for CHC, Inc. Mr. Maude also reported a favorable third quarter as it relates to average membership of 100,308. He stated that CHCT, Inc. improved by approximately \$5M; however, there is still a deficit year-to-date. Mr. Maude stated that CHCT, Inc. reported \$92.2M in capital and an RBC of 261.93% for the quarter ending September 30, 2019. Additionally, Mr. Maude stated that CHCT, Inc. reported an average membership of 272,529 which was unfavorable to budget by approximately 1,500 members. A copy of the report is available in the permanent record.

IX. Item(s) Related to the Health Care For the Homeless Program

Motion 19.12-140

Moved by Mr. Lawrence Finder, seconded by Mr. Art Morales, and unanimously passed that the Board approve agenda item IX.A.

A. Approval of the Following Reports for the Health Care for the Homeless Program as Required by the United States Department of Health and Human Services, Which Provides Funding to the Harris County Hospital District d/b/a Harris Health System to Provide Health Services to Persons Experiencing Homelessness Under Section 330(h) of the Public Health Service Act Health Care for the Homeless Program.

- 3rd Quarter Quality/Patient Satisfaction
- 3rd Quarter Budget Expense Report
- Sliding Fee Scale Discount Evaluation

Dr. Jennifer Small, Vice President & Associate Administrator, Ambulatory Care Services, led the discussion regarding the Health Care for the Homeless Program (HCHP) Operational Update, Third Quarter Quality and Patient Satisfaction, Third Quarter Budget Quality, and Sliding Fee Scale Discount Evaluation. She reported that Harris Health has seen approximately 1,529 unduplicated patients for total of 2,734 patient visits for the month of October 2019. Dr. Small stated that since 2015, Harris Health has experienced an 8.5% increase in total visits of patients who are utilizing the sliding fee discount program. She reported that in 2018 approximately 10,000 of total consumers were 100% and below of the federal poverty level. Additionally, Dr. Small reported an increase of 10-15% of Medicaid patients as a result of a new women and children's shelter at the Star of Hope. Dr. Small mentioned that the HCHP continuously strives to improve the patient experience of the Harris County homeless population. An integral part of this assessment includes the patient's perception of the care received at our shelter-based facilities. The ratings for each indicator include a range from poor (1), fair (2), good (3) and very good (4). Dr. Small reported that Harris Health year-to-date totals range from 3.6 through 3.8. Dr. Small stated that the HCHP corrective action plan was submitted last month and that she will notify the Board when the remaining two (2) conditions are lifted by CMS. A copy of the report is available in the permanent record.

X. Item(s) Related to the Harris Health System Nursing Ad Hoc Committee

Motion 19.12-141

Moved by Dr. Kimberly Monday, seconded by Ms. Alicia Reyes, and unanimously passed that the Board approve agenda item X.1.

1. Review and Discussion of the Proposed Harris Health System Ad Hoc Nursing Recruitment and Retention Committee Charter

Ms. Morales led the discussion of the Proposed Harris Health System Ad Hoc Nursing Recruitment and Retention Committee Charter. She stated that the purpose of the Committee is to address and promote solutions to critical nursing recruitment and retention challenges. Ms. Morales noted that the Committee shall meet every other month or more frequently as necessary or appropriate. Ms. Morales stated that the committee will consist of the following individuals:

Committee Chair: Linda Morales

Committee Members:

- Dr. Arthur Bracey, Board Member
- Dr. Ewan Johnson, Board Member
- Alicia Reyes, Board Member
- Board Chair, Ex-Officio Member
- Dr. Joseph Garcia-Prats, Chair, Medical Executive Board
- Amanda Callaway, Associate Administrator, Mission Advancement
- Victoria Nikitin, Sr. VP Finance
- Maureen Padilla, EVP, Chief Nursing Executive
- Omar Reid, SVP, Human Resources
- Pamela Russell, Associate Administrator, Nursing Operations

XI. Executive Session

At 12:31 p.m., Ms. Clutterbuck stated that the Board would enter into Executive Session under Texas Gov't Code Ann. §551.071, Texas Gov't Code Ann. §551.085, Texas Health & Safety Code Ann. §161.032, Texas Occupations Code Ann. §160.007 and Texas Occupations Code Ann. §151.002.

X. Reconvene

At 2:26 p.m., Ms. Anne Clutterbuck reconvened the meeting and stated that no action was taken in Executive Session.

- A. Discussion Regarding Financial Planning Information Related to the Negotiation Between Harris County Hospital District d/b/a Harris Health System and Baylor College of Medicine and The University of Texas Health Science Center at Houston for the Arrangement or Provision of Medical Services, Pursuant to Texas Gov't Code Ann. §551.085, and Possible Action Regarding This Matter Upon Return to Open Session.

No action was taken.

- B. Consultation with the County Attorney Regarding *United States and State of Texas ex. rel. Vaughn v. Harris County Hospital District, et al.*, Case No. 4:17-CV-02749; in the United States District Court for the Southern District of Texas Pursuant to Tex. Gov't Code Ann. §551.071, and Possible Action Regarding This Matter Upon Return to Open Session.

No action was taken.

- C. Consultation with the County Attorney Regarding Board of Trustees Members Conflict of Interest Policy Pursuant to Tex. Gov't Code Ann. §551.071, and Possible Action Regarding This Matter Upon Return to Open Session.

No action was taken.

- D. Report by the Chief Medical Officer Regarding Quality of Medical and Health Care, Pursuant to Texas Health & Safety Code Ann. §161.032, Texas Occupations Code Ann. §160.007, and Texas Occupations Code Ann. §151.002 to Receive Peer Review and/or Medical Committee Report in Connection with the Evaluation of the Quality of Medical and Health Care Services, and Possible Action Regarding This Matter Upon Return to Open Session.

No action was taken.

- E. Report by the Senior Vice President of Corporate Compliance Regarding Compliance with Medicare, Medicaid, HIPAA and Other Federal and State Health Care Program Requirements and a Status of Fraud and Abuse Investigations, Pursuant to Texas Health & Safety Code §161.032, and Possible Action Regarding This Matter Upon Return to Open Session.

No action was taken.

- F. Consultation with the County Attorney and Discussion with the Senior Vice President of Corporate Compliance Regarding the Second Amendment to the Agreement Between Harris Health System and Alvarez & Marsal Healthcare Industry Group LLC, Pursuant to Texas Health & Safety Code §161.032 and Texas Gov't Code §551.071, and Possible Action Regarding This Matter Upon Return to Open Session.

Motion 19.12-142

Moved by Ms. Elena Marks, seconded by Dr. Ewan Johnson, and unanimously passed that the Board approve agenda item X.F.

Harris Health, by and through its Board of Trustees, ratifies the Second Amendment of the Agreement Between Harris Health System and Alvarez & Marsal Healthcare Industry Group LLC, to Add Survey Response and Implementation Advisory Services in an Amount Not to Exceed \$2,270,000.00.

- G. Consultation with the County Attorney Regarding Settlement Pertaining to the Reimbursement of Claims Pursuant to a Contract with OptumRx Administrative Services, LLC, Pursuant to Tex. Gov't Code Ann. §551.071, and Possible Action Regarding This Matter Upon Return to Open Session.

Motion 19.12-143

Moved by Ms. Elena Marks, seconded by Dr. Ewan Johnson, and unanimously passed that the Board approve agenda item X.G.

Harris Health, by and through its Board of Trustees, approves and hereby authorizes settlement pertaining to the reimbursement of certain client services for pharmacy benefit management pursuant to a contract with OptumRx Administrative Services, LLC., in the amount of \$10,402.13 payable to Harris Health. George V. Masi, President/CEO of Harris Health, is authorized to execute any agreement, release, or any other necessary documents to effect this settlement.

H. Consultation with the County Attorney Regarding Civil Action No. 4:18-CV-4572; *Sean P. Reilly v. Harris Health System*; in the United States District Court for the Southern District of Texas, Houston Division Pursuant to Tex. Gov't Code Ann. §551.071, and Possible Action Regarding This Matter Upon Return to Open Session.

Motion 19.12-144

Moved by Ms. Elena Marks, seconded by Dr. Ewan Johnson, and unanimously passed that the Board approve agenda item X.H.

Harris Health, by and through its Board of Trustees, approves and hereby authorizes settlement related to Civil Action No. 4:18-CV-4572; *Sean P. Reilly v. Harris Health System*, in an amount not to exceed \$98,000.00 plus costs. George V. Masi, President/CEO of Harris Health, is authorized to execute any agreement, release, or any other necessary documents to effect this settlement.

I. Consultation with the County Attorney Regarding HRSA Compliance Matters Pursuant to Tex. Gov't Code Ann. §551.071, and Possible Action Regarding This Matter Upon Return to Open Session.

No action was taken.

J. Consultation with the County Attorney Regarding Joint Engagement Proposal for Physicians Fee-For-Service and Managed Care Incremental Payment Opportunity Pursuant to Tex. Gov't Code Ann. §551.071, and Possible Action Regarding This Matter Upon Return to Open Session.

No action was taken.

XI. Adjournment

Moved by Ms. Alicia Reyes, seconded by Dr. Ewan Johnson, and unanimously accepted to adjourn the meeting.

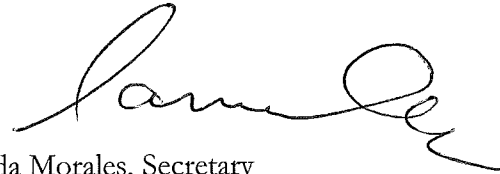
There being no further business, the meeting adjourned at 2:28 p.m.

I certify that the foregoing are the Minutes of the meeting of the Board of Trustees of the Harris County Hospital District d/b/a Harris Health System held at the Administration Building in Houston, Texas on December 5, 2019.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Anne Clutterbuck". The signature is written in a cursive style with a large initial "A".

Anne Clutterbuck, Chair
Board of Trustees

A handwritten signature in black ink, appearing to read "Linda Morales". The signature is written in a cursive style with a large initial "L".

Linda Morales, Secretary
Board of Trustees

Recorded by Yasmin Othman