

METROCARE SERVICES

**BOARD OF TRUSTEES
MEETING MINUTES OF**

August 27, 2009

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REGULAR MONTHLY MEETING of the BOARD OF TRUSTEES

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A Regular Meeting of the Board of Trustees of Metrocare Services convened at 1:30 p.m. on Thursday, August 27, 2009 at 1360 River Bend Drive/Dallas, Texas 75247.

I. Call To Order/Roll Call

Ms. Noble, Madame Chair, called the meeting to order at 1:30 pm. A quorum was present.

The following Trustees were present:

Ms. Julia P. Noble, Madame Chair
Ms. Elsa Rodriguez, Vice Chair
Ms. Verlean Walton-Brooks, Secretary
Mr. Greg Allbright
Mr. Charles Cooper
Ms. Katy Hubener
Mr. Craig Jeffery
Dr. Carol S. North
Ms. Sue Ringle

Staff Present: Dr. James Baker, Linda Thompson, Kyle Munson, Sandy Stephens, Tom Clark, Dr. Judith Hunter and other Metrocare staff.

Guest Present: Mr. Drew Dixon, the Arc of Dallas, Marilyn Little, Commissioner Mayfield's office.

II. **CITIZENS' COMMENTS:** The procedure for public comments was available at the meeting for those interested. No public comment was received.

III. ISSUES TO BE CONSIDERED:

— **Consideration of approval of the Minutes of the Metrocare Services Board meeting for June 26, 2009.** Ms. Ringle made a motion to approve the meeting minutes of June 26, 2009. Mr. Cooper seconded the motion. The motion carried and the minutes of the Metrocare Board meeting for June 26, 2009 were approved as presented.

Madame Chair's Report:

Board Presentation to Mr. Fred Orr: At the request of Ms. Noble, Mr. Cooper presented a plaque from the staff and Board members of Metrocare to Mr. Fred Orr in honor of his years of service to the Center. Mr. Orr thanked the Board and staff from Metrocare for the opportunity given to him to serve on this Board.

Next Board Meeting: Ms. Noble announced that the next Board meeting would be on the fourth Thursday of the month, September 24th at 1:30pm. Mr. Alex Smith from the North Texas Behavioral Health Authority will provide training at 12:45 pm.

Next Committee meetings: Provider services will meet on Thursday, September 17th, 2009 at 11:30 am, followed by the Finance and Administration Committee meeting beginning at approximately 12:15pm. The Quality and Authority Committee will meet at 12:30 pm on Thursday, September 24, 2009 right before the Board meeting. The Philanthropy Committee will meet on Thursday, September 24, 2009 as a committee of the whole during the Board meeting.

Strategic Planning Sessions: On Saturday, September 12th, the Board and senior managers will hold the first of two strategic planning sessions at The Radisson Hotel off of Mockingbird and I-35. The second session will be held on Saturday, October 3rd in the same location.

Ad Hoc Capital Improvement Committee: Ms. Noble announced the formation of an Ad Hoc Capital Improvement Committee to review the space needs for all Metrocare Services operations and the current condition of all facilities. The committee will make recommendations to the Board detailing space needs priorities and facility change and/or reconditioning. Mr. Allbright will chair the committee and Mr. Cooper and Ms. Noble will serve on the committee.

Board Liaison Reports

MH Advisory Committee (Chairman: Mr. Leonard Keese; Board Liaison: Mr. Allbright): Mr. Keese said that the committee met on August 3rd and reviewed the past two Town Hall meetings. He said the committee believes the process is worthwhile, but expressed disappointment at the relatively low-turn out of consumers at the last two Town hall meetings. The committee recommended holding a third Town hall meeting for all of Metrocare's mental health services and suggested making this off campus, at a centrally located facility, easily accessible and with a bus line. The committee recommended Bachman Recreation Center. There was intense discussion at the committee in reference to how best to promote this event.

There were no questions posed for Mr. Keese.

IDD PAC/NAC Committee Report (Chair: Ms. Gracie Sifuentez; Board Liaison: Ms. Walton-Brooks): In the absence of Ms. Sifuentez, Ms. Walton-Brooks referred to Ms. Linda Thompson for the presentation of the IDD PAC/NAC report.

Ms. Thompson said the Intellectual and Developmental Disability Planning/Network Advisory Committee (IDD PAC/NAC) met on August 11th. A draft of the FY10 Local Plan was presented to the PAC for its review and approval. The IDD PAC/NAC recommended the FY10 Local Plan for approval.

The PAC recommended three new committee members for Board approval.

Ms. Thompson presented the General Revenue Benefit Plan for FY10 and said this remains unchanged from the previous year. Enrollment activities continue for individuals identified by the Department of Aging and Disability Services (DADS) to receive slots.

For Board training, the PAC recommended that Board members shadow a service provider to gain insight into the consumer needs.

There were no questions posed for Ms. Thompson.

Texas Council of Community MHMR Center's Meeting (Board Liaison: Ms. Noble): Ms. Noble presented a written report of the Texas Council meeting that she attended on August 8, 2009. Ms. Noble spoke to the Texas Council budget for FY10. She said this ~~increased from last year's budget and is a little over~~ has \$200K increase over last year's budget for federal initiative purposes. This translates to a raise in dues of \$10K for Metrocare.

Ms. Noble presented a written report in which she thanked all the Board members and staff that attended the Texas Council's 24th Annual Conference held in Ft. Worth.

Ms. Sue Ringle spoke to the fees charged to attend this event. She said ~~she~~ Metrocare paid the full amount of \$315.00 and she could only attend one day. Ms. Noble said she will recommend one-day fees next time she's in Austin.

Chief Executive Officer's Report:

Consideration of Acceptance of Chief Executive Officer's Report: Dr. Baker referred to page 11373 of his report and provided a verbal summary of the same.

Mr. Allbright made a motion to accept the Chief Executive Officer's Report for July 2009 and Ms. Walton-Brooks seconded the motion. The motion carried.

Finance and Administration Committee

Mr. Craig Jeffery said the committee met last Thursday and asked Mr. Munson to present the Financial Reports for June and July 2009.

Consideration of Approval of the Financial Report for June 2009 (unaudited): Mr. Munson presented a verbal summary of the written financial statements for the month of June 2009.

Consideration of Approval of the Financial Report for July 2009 (unaudited): Mr. Munson presented a verbal summary of the written financial statements for the month of July 2009.

Mr. Jeffery said the committee recommended acceptance of the Financial Report for June and July 2009. Ms. Noble said a second is not required, as the recommendation came from the committee. Motion carried.

Consideration of Acceptance of the FY10 Business Plan: Mr. Munson presented a verbal summary of the written FY10 Business Plan.

Mr. Jeffery said this was a committee recommendation. Ms. Noble said this was a committee recommendation and does not require a second. Motion carried.

Consideration of Acceptance of FY10 Budget Plan: Mr. Munson presented a verbal summary of the written FY10 Budget Plan.

Mr. Jeffery said this was a committee recommendation. Ms. Noble said this was a committee recommendation and does not require a second. Motion carried.

Consideration of Acceptance of DADS Performance Contract for FY's 2010 and 2011: Ms. Thompson presented a verbal summary of her written report and the allocation summary.

Mr. Jeffery said this was a committee recommendation. Ms. Noble said this was a committee recommendation and does not require a second. Motion carried.

Consideration of Approval of Letter of Intent with NorthSTAR Behavioral Health Managed-Care Company: Mr. Munson presented a verbal summary of the proposed changes in the FY2010 proposed agreement between ValueOptions and Metrocare Services. He said that management seeks the Board's approval for the Chief Executive Officer to enter into the FY2010 NorthSTAR Provider Agreement with ValueOptions. This agreement will be effective October 1, 2009.

Mr. Jeffery said this was a committee recommendation. Ms. Noble said this was a committee recommendation and does not require a second. Motion carried.

Consideration of Approval of Revision to Board Policy 4.03 on Unreserved Net Assets: Mr. Munson said the only changes recommended for Board Policies 4.03 is the restatement of the Center mission and changes to reflect the current name of the center.

Mr. Jeffery said this was a committee recommendation. Ms. Noble said this was a committee recommendation and does not require a second. Motion carried.

Consideration of Acceptance of Engagement Letter from the External Audit Firm of Davis Kinard & Co., PC for FY09: Mr. Munson said this is the second year Metrocare engages the audit firm of Davis Kinard and Co., PC to perform an external financial and compliance audit. The estimated total fees for this audit will not exceed \$55K, unchanged from the prior year.

Mr. Allbright asked if the auditors look at the Center's Board policies. Mr. Munson said that Metrocare reviews and updates all the Board policies every five years. Our Center's attorney, Mr. Doug Barnes, as well as Sam Bordovsky from DADS and the ECI auditors, also review them.

Mr. Jeffery said this was a committee recommendation. Ms. Noble said this was a committee recommendation and does not require a second. Motion carried.

Consideration of Acceptance of Managements Response to Hillside Campus Purchase Offer: Mr. Munson said the Center received a letter of intent in late July from Incap Fund for the Hillside Campus and their latest offer was for \$3.5 million. He said their initial offer had been \$1.0 million. Mr. Munson said at the recommendation of Metrocare's representatives, the Center is declining the offer with no counteroffer.

Mr. Jeffery moved to approve Managements Response to Hillside Campus Purchase Offer. Mr. Cooper seconded, motion carried.

Report of the Provider Services Committee

Ms. Elsa Rodriguez asked Mr. Tom Clark to present his report.

Consideration of Acceptance of Behavioral Health Service Delivery Report for July 2009: Mr. Clark presented a verbal summary of his written report.

Ms. Rodriguez said this was a committee recommendation. Ms. Noble said a second is not required, as the recommendation came from the committee. Motion carried.

Consideration of Acceptance of the Developmental Disabilities Provider Services Report for July 2009: Dr. Baker presented a verbal summary of the Developmental Disability Provider Services report.

Ms. Rodriguez said the committee recommended the acceptance of the Developmental Disabilities Report for July 2009. Ms. Noble said a second is not required, as the recommendation came from the committee. Motion carried.

Consideration of Approval of Communities Foundation Partnership Memorandum of Understanding: Mr. Stephens presented the collaboration agreement among Metrocare Services, Central Dallas Ministries, Central Dallas Community Development Corporation, Metro Dallas Homeless Alliance, Dallas County Jail Mental Health Steering Committee, the University of Texas Southwestern Medical Center and Communities Foundation of Texas. She said this agreement allows for the operation of a program to serve the homeless with chronic mental illness, and it is required in preparation for securing the needed funding for the implementation of this project.

Ms. Rodriguez said this was a committee recommendation. Ms. Noble said this was a committee recommendation and does not require a second, as the recommendation came from the committee. Motion carried.

A Resolution will be prepared for this Memorandum of Understanding.

Consideration of Approval of Intensive Behavioral Program: Ms. Thompson presented a verbal summary of her written report. She said the information for this new program was presented to the IDD PAC/NAC and they recommended for Board approval.

Ms. Rodriguez said this was a committee recommendation. Ms. Noble said a second is not required, as the recommendation came from the committee. Motion carried.

Report of the Quality and Authority Services Committee

Ms. Walton-Brooks referred to Ms. Thompson for the presentation of her report.

Consideration of Acceptance of the Quality Management Report for July 2009: Ms. Thompson presented a verbal summary of the Quality Management Report.

Consideration of Approval of Local Plan for FY10: Ms. Thompson presented a verbal summary of the Local Plan for FY10.

Consideration of Acceptance of Appointment to the Intellectual and Developmental Disability Planning/Network Advisory Committee: Ms.

Thompson said the IDD PAC/NAC recommended the following individuals to serve in the IDD PAC/NAC committee.

- Agnes "Ann" Keller
- Michael Jones
- Madaland Jones

Ms. Walton-Brooks said the Quality and Authority Committee recommended the approval of the Quality Management Report for July 2009, the Approval of the Local Plan for FY10 and the Acceptance of Appointment of these three individuals to the IDD PAC/NAC committee. Ms. Noble said a second is not required, as the recommendation came from the committee. Motion carried.

Report of the Philanthropy Committee

Ms. Ringle asked for a motion to approve the Philanthropy Committee minutes for August 27, 2009. Mr. Allbright so moved. Mr. Cooper seconded. Motion carried.

Consideration of Acceptance of the Development and Community Education Report for July 2009: Ms Stephens presented a verbal summary of her written report and spoke of the upcoming departmental activities.

- September 21st, Metrocare will celebrate its 2nd luncheon, "Meal for the Minds", at the Belo Mansion.
- October 10th, the Grand Prairie Air Hogs bike run supporting Metrocare's foster care program.
- Ms. Stephens spoke of the first endowment ever created by Metrocare, the Homan Endowment.

Ms. Stephens said the Center, with the support and encouragement of the Board will start to investigate initiatives in the corporate world. This project would assist a business by providing mental health services to their employees.

The Grants Committee met during the month of July. All active grants were reviewed and no action was required at this time.

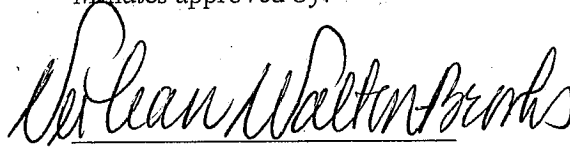
Mr. Allbright moved to approve the Development and Community Education Report for July 2009. Mr. Cooper seconded. Motion carried.

IV. EXECUTIVE SESSION: At a duly posted meeting of the Board of Trustees of Metrocare Services, wherein a Quorum of the Board of Trustees first convened in Open Session, a portion of the meeting was closed after the presiding officer announced that a Closed Session would be held to receive information relating to personnel issues, and she identified the section(s) 551.074 of the Texas Open Meetings Act (Chapter 551 of the government Code) under which the closed meeting was to be held. The Board went into closed session at 3:40 pm.

V. RECONVENE INTO OPEN SESSION: At 4:30 pm the presiding officer reconvened the Board into Open Session and said that no action requiring a vote was taken during the Closed Session.

VI. **MEETING ADJOURNMENT:** There being no further business to come before the Board, the meeting adjourned at 4:30 pm.

Minutes approved by:

A handwritten signature in cursive script, reading "Verlean Walton-Brooks".

Verlean Walton-Brooks, Secretary

Minutes recorded, transcribed and distributed by:

Martha L. Toscano

Assistant to the CEO and Metrocare Board of Trustees