

**METROCARE SERVICES**

**BOARD OF TRUSTEES  
MEETING MINUTES OF**

**January 28, 2010**

# METROCARE SERVICES

## REGULAR MONTHLY MEETING of the BOARD OF TRUSTEES

### MINUTES OF January 28, 2010

A Regular Meeting of the Board of Trustees of Metrocare Services convened at 1:35 p.m. on Thursday, January 28, 2010 at 1360 River Bend Drive, Dallas, Texas 75247.

#### I. Call To Order/Roll Call

Ms. Noble, Madame Chair, called the meeting to order at 1:35 pm. A quorum was present.

The following Trustees were present:

Ms. Julia P. Noble, Madame Chair  
Ms. Verlean Walton-Brooks, Secretary  
Mr. Greg Allbright  
Mr. Charles Cooper  
Mr. Craig Jeffery  
Dr. Carol S. North  
Ms. Sue Ringle  
Ms. Candy Sheehan

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

**Guest Present:** Marilyn Little-Commissioner Mayfield's office, Chris Davis-Commissioner Dickey's office and Drew Dixon from the Arc.

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 December 3, 2009.** Mr. Jeffery moved to approve the meeting minutes of December 3<sup>rd</sup>, 2009. Ms. Ringle seconded the motion. The motion carried.

#### **Madame Chair's Report**

**Announcement of Appointment of Ms. Candice (Candy) Sheehan to the Metrocare Board:** Ms. Noble introduced Ms. Candy Sheehan to the Metrocare Board. Ms Sheehan was appointed by Commissioner Mayfield to fill the void left by Ms. Elsa Rodriguez.

Ms. Noble announced that Ms. Katy Hubener forfeited her position on our Board when she filed to run for Justice of the Peace, Precinct 4. Ms. Sheehan agreed to serve as chair of the Legislative Action Committee which Ms. Hubener was chairing.

**Announcement of Committee Appointments:** Ms. Noble formally appointed Ms. Candy Sheehan to serve as chair of the Legislative Action Committee.

Dr. Carol North was appointed to chair the Provider Services Committee left vacant by Ms. Rodriguez departure. Dr. North will leave the Quality and Authority Committee since she will now chair the Provider Services Committee and will continue to serve on the Philanthropy Committee.

**Announcements:**

Ms. Noble said that on January 5<sup>th</sup> Ms. Rodriguez received a plaque of appreciation from Commissioner Mayfield and the Commissioners Court. Dr. Baker and Ms. Noble took this opportunity to present Ms. Rodriguez with an appreciation plaque from Metrocare.

Ms. Noble took this opportunity to say goodbye and give thanks to Mr. Cooper for his years of commitment to our clients and for leading this Board through trouble financial times. Mr. Cooper's replacement, Herbert H. Kamm, retired Col. USAF has been approved and will go through orientation next month.

**AdHoc Capital Improvement Committee:** Mr. Greg Allbright said he, along with Mr. Cooper and Ms. Noble performed tours of our different clinic sites between the months of October through January. Mr. Allbright said the committee has a set of recommendations they would like to present at the Finance and Administration committee at next month's meeting.

Ms. Noble announced that the Department of State Health Services has approved Mr. Frank Delgado's membership on the state Mental Health Planning and Advisory Council (MHPAC). Mr. Delgado will also head the 2010 Census initiative here at Metrocare.

Ms. Noble referred to the book "The Source" which Ms. Lori Palmer recommended at the Strategic Planning Session. She said the assignment for February is to read this book to start discussion on the content highlights.

**Next month's meetings:**

Tuesday, February 16, 2010 here at the River Bend facility in the Board Room

- 11:30 am - Provider Services Committee
- Immediately followed at approximately 12:15 pm by the Adhoc Succession Plan Committee
- Immediately follow at approximately 12:45pm by the Finance and Administration Committee.

Thursday, February 25<sup>th</sup> Committee and Board meetings here at the River Bend facility in the Board Room.

- 12:45 pm - Quality and Authority Committee
- 1:00 pm - Training Session – Dr. Ali from the Center of Excellence
- 1:30 pm - Board meeting. The Philanthropy Committee and the Legislative Committee will be presented as committees of the whole during the Board meeting.

### **Board Liaison reports:**

**MH Advisory Committee (Chairman: Mr. Leonard Keesee; Board Liaison: Mr. Greg Allbright):** Mr. Keesee said the Mental Health Advisory Committee convened on October 5, 2009 at the Bachman Recreation Center for a Town Hall meeting. Staff and committee members helped serve ice cream to about 55 consumers that showed up for the meeting. The meeting lasted a little over an hour. Mr. Keesee presented the needs and gaps that were identified. Mr. Allbright said that most of these consumers were thankful for the services they receive from Metrocare. Mr. Keesee said the meeting was positive overall.

**Intellectual and Developmental Disability Planning/Network Advisory Committee (Chairman: Gracie Sifuentez; Board Liaison: Ms. Verlean Walton-Brooks):** Ms. Walton-Brooks referred to Ms. Linda Thompson for this report. Ms. Thompson said the IDD PAC/NAC committee did not meet due to a lack of a quorum. The next meeting is schedule to take place on the second Tuesday in February.

### **Chief Executive Officer's Report:**

**Consideration of Acceptance of Chief Executive Officer's Report:** Dr. Baker presented a verbal summary of his report and spoke of two new research projects. He said one is a genetic project for people with depression using DNA to determine which anti-depressant works best. The second study is a first grade Schizophrenia study looking at an alternative to traditional treatment. Dr. Osman Ali, the Liaison with UT Southwestern Medical School is taking the lead in both of these studies. Dr. Baker said a meeting was held with Los Barrios Unidos, the Local Community Health Center to talk about the possibility of purchasing a primary care doctor from them. This doctor will be specifically for the use of some of Metrocare's intensive programs such as Homeless Services, ECI and our Fostering Program. He said the financials are doing well.

Discussion ensued around Indicator number 3 and the HCS group home.

A motion was made by Mr. Cooper to accept the Chief Executive Officer's Report for December 2009. Ms. Walton-Brooks seconded. The motion carried.

Ms. Noble announced that Dr. Baker has been selected to be a delegate from the Dallas County Medical Society to TMA.

### **Finance and Administration Committee**

**Consideration of Approval of the Financial Report for November 2009 (unaudited):**

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

Mr. Jeffery said acceptance of the Financial Report for November and December 2009 comes as a committee recommendation. Ms. Noble said a second is not required. Motion carried.

**Consideration to Approve the Change of Banks from Bank of America to JPMorgan Chase Bank, NA:** Mr. Munson said a Request for Proposal (RFP) was sent out and six responses were received back. The Center decided to go with JPMorgan Chase Bank, NA because of the cost savings to the Center of approximately \$15K a year. Per Board Policy 4.01 management is now requesting the approval of the Board of Trustees to open these new accounts with JPMorgan Chase Bank, NA.

Mr. Jeffery said this was a committee recommendation. Ms. Noble said a second is not required. Motion carried.

**Consideration of Approval of Emergency Succession Plan:** Mr. Jeffery said at the request of the Board management has completed an Emergency Succession Plan. He referred to Mr. Munson for a report of the same. Mr. Munson said an Emergency Succession Plan was put in place for the Chief Executive Position and the other 6 Senior Management positions. He said this plan will ensure continuous coverage in case of an unplanned absence by someone in a key position. Several modifications to job descriptions were made to backup this plan.

Mr. Jeffery said this was a committee recommendation. Ms. Noble said a second is not required. Motion carried.

**Consideration of Approval of the Audited FY09 Financial Statements:** Mr. Munson introduced Ms. Diane Terrell from the Auditing Firm of Davis, Kinard & Co., P.C. Ms. Terrell said her firm has issued an unqualified opinion on the financial statements of Metrocare Services for the year ending August 31, 2009. The financial statements were presented in all material respects in accordance with generally accepted accounting principles (GAAP). There were no findings in the testing of the grants, nor did they have any findings regarding internal control over financial reporting. They are pleased to report that there were no disagreements with management on accounting issues or regarding estimates made in the financial statements. There were no difficulties in completing or performing the audit. There were no proposed audit adjustments. She said she was pleased to report that there were no advisory comments for management this year.

Mr. Jeffery moved to approve the Audited Financial Statements for FY09. Ms. Noble said a second is not required, as the recommendation came from the committee. Motion carried.

Both Kyle and Dr. Baker commended Mr. Joe Corlew for all of his hard work.

#### **Report of the Provider Services Committee**

**Consideration of Acceptance of Medical Staff Services Report for December 2009:** Dr. Hunter presented a verbal summary of the Medical Staff Services report for December 2009.

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Dr. North moved for the acceptance of the Medical Staff Services Report for December 2009. Ms. Noble said a second is not required, as the recommendation came from the committee. Motion carried.

**Consideration of Acceptance of Behavioral Health Service Delivery Report for December 2009:** Mr. Clark presented a verbal summary of the Behavioral Health Service Delivery report for the month of December 2009.

**Consideration of Appointment to the Mental Health Advisory Committee:**

- Susana E. Mendez

Mr. Clark said the MH Advisory Committee has approved the nomination of Ms. Susana E. Mendez to serve on this committee.

Dr. North said the committee recommended the acceptance of the Behavioral Health Service Delivery Report for December 2009 and the Appointment of Susana E. Mendez to serve on the Mental Health Advisory Committee. 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 December 2009:** Ms. Cosens presented a verbal summary of the Developmental Disability Provider Services report for December 2009.

Dr. North said the committee recommended the acceptance of the Developmental Disabilities Provider Services Report for December 2009. 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**

**Consideration of Acceptance of the Quality Management Report for December 2009:** Ms. Thompson presented a verbal summary of the Quality Management Report for December 2009. Ms. Walton-Brooks said this comes as a committee recommendation. Ms. Noble said a second is not required, as the recommendation comes from the committee. Motion carried.

**Consideration of Approval of Revision to Board Policy 1.02:** Ms. Thompson said there are no changes except for the date. Ms. Walton-Brooks said this comes as a committee recommendation. Ms. Noble said a second is not required, as the recommendation comes from the committee. Motion carried.

#### **Report of the Philanthropy Committee**

**Consideration of Acceptance of the Development and Community Education Report for December 2009:** Ms. Stephens presented a verbal summary of her written report for December.

Ms. Ringle moved for the approval of the Development and Community Education Reports for December 2009. Mr. Allbright seconded. Motion carried.

#### **Report of the Legislative Committee**

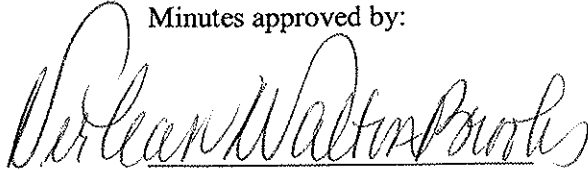
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**Consideration of Acceptance of the Legislative Action Report for December 2009:** Mr. Luna presented a verbal summary of his written report for December.

Ms. Sheehan moved for the approval of the Legislative Action Report for December 2009. Mr. Albright seconded. Motion carried.

- IV. EXECUTIVE SESSION:** Ms Noble announced that a Closed Session would be held in Accordance with Subchapter D. Section §551.072 of the Texas Open Meetings Act (Chapter 551 of the Government Code) to deliberate the purchase, exchange, lease, or value of real property; specifically, Metrocare property at 1353 North Westmoreland, Dallas, Texas 75211 because deliberation in an open meeting would have a detrimental effect on the position of the center in negotiations with a third person. The Board went into closed session at 3:00 pm.
- V. RECONVENE INTO OPEN SESSION:** At 4:03 pm the presiding officer reconvened the Board into Open Session and said that no action requiring a vote was taken during Closed Session.
- VI. MEETING ADJOURNMENT:** There being no further business to come before the Board, the meeting adjourned at 4:03 pm.

Minutes approved by:



Verlean Walton-Brooks, Secretary

Minutes recorded, transcribed and distributed by:  
Martha L. Toscano  
Assistant to the CEO and Metrocare Board of Trustees

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