



**BOARD OF TRUSTEES
MEETING MINUTES OF**

October 26, 2017

METROCARE SERVICES

Board Meeting Minutes

October 26, 2017

A Regular Meeting of the Board of Trustees of Metrocare Services convened on Thursday, October 26, 2017 at 1345 River Bend Dr., Dallas, TX 75247 (Mustangs Conference Room).

II. Call to Order/Roll Call:

Ms. Jill Martinez welcomed everyone and called the meeting to order at 1:38 pm, a quorum was present.

Board Members Present:

Jill L. Martinez, Madamo Chairman
Dr. Leslie H. Secrest, Vice chairman
Corey Golomb, Board Secretary
Dee Salinas Gutierrez
Terry James
Jane Hamilton
Dr. Iris Session

Board Members Absent: Ms. Jasmine Crockett

Staff Present: Dr. John Burruss, Linda Thompson, Dr. Judith Hunter, Richard Buckley, Ken Medlock, Charlena Stark and Ratana DeLuca.

Guest present: Joel Geary, Erin Moore, Cimatie Best, Brooks Love, Ikenna Mogbo.

II. Citizen 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 Acceptance of the September 28, 2017 Board Meeting minutes. Ms. Martinez asked if anyone had any changes or corrections to the board minutes of September 28, 2017.

Motion: Dr. Secrest moved Acceptance of the September 28, 2017 board meeting minutes as presented. All were in favor, none opposed. Motion carried.

CHAIRMAN'S REPORT: Ms. Martinez referred to the handout with her report and provided information on the same.

- **Ad hoc Committee on CEO Evaluation and Compensation:** This committee will continue its work to develop a new structure for setting benchmarks, revise the survey, and establish any other processes as necessary. The current members on this committee are: Dr. Secrest, Terry James, as well as Ms. Salinas Gutierrez who has volunteered to serve on this committee.
- **Formation of a Meal for the Minds Ad hoc committee:** Ms. Martinez called for volunteers from the board to work with staff to increase the visibility and attendance at the Meal for the Minds. Ms. Martinez asked that those interested in being part of this committee to please contact her.

Meetings Structure: Ms. Martinez said that we will cast a vote at our December board meeting to dissolve the committee structure as it presently stands and have the committees become committees of the whole, the same as we do with the Legislative Action committee at present. The meeting will be kept as it currently stands on the fourth Thursday of the month.

2018 Strategic Initiatives: Ms. Martinez said that staff is finalizing the FY18 key performance indicators and this will be formalized by our next meeting. The strategic plan was developed at the August board retreat and approved in September.

Actions Identified at Retreat: Ms. Martinez said that she is working with board retreat facilitator, Mr. Jon Stigliano to create a board self-evaluation process including criteria and process.

Board Attendance: Ms. Martinez referred to Article V, Section 2 of the bylaws and said that attendance at all meetings is critical and failure to attend can result in removal from the board. Dr. Burruss said that Carvan Adkins will be here in January to provide the board training.

Board tours: Ms. Martinez requested that tours be set up for board members to visit our clinics and bridges be set up for our board members.

Upcoming Board and Committee meetings: The following committees will meet on Tuesday, November 21, 2017: The Clinical Services committee will meet at 11:30 am, followed by the Marketing and Development committee at approximately 11:50, and the Finance and Administration committee will follow at approximately 12:10 pm.

Ms. Martinez said we will not have a board meeting during the month of November. A combine November/December board meeting will be held on Thursday, December 7, 2017. This is the first Thursday in December. The Quality and Authority committee will convene at 12:45 and the Legislative Action Committee will meet as a committee of the whole. All the meetings will be held at this same site.

Board Liaison Reports:

Mental Health Advisory Committee (MHAC): This report was presented by Mr. Ikenna Mogbo, Operations Director for Housing. Mr. Mogbo said the committee met on October 9th and they had a quorum present. This meeting was one of several meetings that was set up to make up for the meetings where they did not meet due to a lack of a quorum. He provided highlights of the meeting and said the committee did not have any recommendations for board training. Their next meeting will be held on November 13th.

CHIEF EXECUTIVE OFFICER REPORT: Dr. Burruss referred to Ms. Thompson for the introductions. Ms. Thompson introduced Christian Hering from the Pre-Admission Screening and Resident Review program (PASRR).

Services Presentation – Mr. Hering presented the success story of a 54 year old female diagnosed with Down syndrome who has come a long way since she transitioned to the PASRR program.

The board and Dr. Burruss thanked Mr. Hering for his presentation.

Consideration of Acceptance of Chief Executive Officer Report for FY18 Key Performance Indicators through September 2017: This report was made a part of the packet. Dr. Burruss said he would forego an extensive summary of his report in the interest of getting to what's probably going to be a lengthy executive session. He said the theme is that there is quite a deal of attention in Texas right now on mental health care and the evolution of mental health care as we go forward. He said this is a very good thing compared to times in the past.

Ms. Martinez asked Dr. Burruss to address the MyAvatar part of his report. Dr. Burruss said that Netsmart's MyAvatar will be replacing PsychConsult when PsychConsult goes away in 2020. The transition will begin in the summer of 2018 with a final termination for this project scheduled for the summer of 2019. He said we plan to stop using PsychConsult before it gets pulled out of the market.

In reply to Dr. Secrest's question, Dr. Burruss said there is an increasing interest of Texas' legislators asking what to do for mental health care and how to continue to provide greater resources. Dr. Burruss gives great credit to the state legislature for continuing to apply new resources to mental health care even in times of budgetary shortfall during the most recent legislative session. He said that they are moving in directions that he had not seen in 20 years and he is optimistic and pleased with the way they seem to be going. Senator John Cornyn addressed this at the recent Meadows Mental Health Policy Institute conference. Sonja Gaines and Rep. Four Price are making a big difference for the State of Texas. Dr. Burruss said that the fact that these individuals speak at mental health meetings is a strong indicator of their interest and support.

Ms. Golomb asked if they have discussed anything about actual treatment centers and residential places. She said when students go to the hospital for treatment, it's often a short term stay. They get released in a couple of days and go back to getting in trouble. Dr. Burruss said he did not think that at this time there was an interest on the clinical side or in the state side in creating more long term care facilities or long term programs for kids to replace the state schools. Dr. Burruss said that Ms. Golomb is voicing the same concern that is voiced every single day across the state and there is no momentum right now for longer in-patient stays. There is momentum around out-patient programs so that once they get two, three or five days of in-patient treatment, there is something to transition to. He said this is a common discussion, but not about a more-lengthy in-patient stay.

Motion: Ms. Salinas Gutierrez moved Acceptance of the Chief Executive Officer Report for September 2017. All were in favor, none opposed. The motion carried.

REPORT OF THE FINANCE AND ADMINISTRATION COMMITTEE:

Dr. Secrest said the committee met last week and referred to Mr. Buckley to present the Finance and Administration report for September 2017.

Consideration of Acceptance of the Financial Report for September 2017 (unaudited): This report was made a part of the packet. Mr. Buckley said his report was presented in detail at the Finance committee and provided a couple of highlights since our meeting last week. He referred to page 144000 and highlighted September actual results versus last year actual results in that our DSRIP programs were previously budgeted in September 2016 and this year we budgeted in October. He said this will explain the shortfall in sales relative to last

year. The results will be seen in October. Additionally, there was a shortfall in budgeting last year, he said last year September had 21 days and this year it had twenty. A one day difference is 5 percent and that explains the variability with our actual/versus budget. This is a general overview of our financial results for the month and the bottom line is that we exceeded budget.

Mr. Buckley reported that JP Morgan Chase had given us a verbal agreement and formal term sheet on the Revenue Anticipation Note (RAN) loan for \$11 million dollars. This was officially received on Thursday contingent on the preliminary audit report which the auditors are working on now. We do not expect any material changes from the preliminary report provided to the board on the year end income of \$2.4M and EBITDA \$5.5M. This is a major milestone for us. When we borrow the \$11M in December we will get back approximately \$24M of which \$16M will probably be used. We will use \$5M to catch up with the IRS and our vendors and this will give us approximately \$8M cash on the balance sheet which based on general financing will get us through the remainder of the fiscal year. When we get into 2019 we are making the assumption that Chase Bank will do this again. Dr. Burruss thanked Dr. Hunter, and Ms. Thompson's group. He said beating budget was very important.

Mr. Buckley said we came to terms on the sale of the Skillman property which is the last of the properties Metrocare had for sale. The buyer is another non-profit and closing will occur during the first quarter of calendar 2018. We owe approximately \$1.7 million on these four buildings. Upon closing, we will pay off the loan in full which eliminates about \$8K a month or \$100K a year in interest cost. Metrocare will record the proceeds by signing a seven year lease on the one remaining building for one dollar a year over the course of seven years. This is approximately a cost of \$1M base on real estate trends. Accounting requires us to record the profit varied within the monthly charges and since we are not paying any rent we have to record monthly.

Ms. Martinez asked if we realized cash from this sale. Mr. Buckley said at closing we broke even and we are not out of pocket any money, give or take two percent. Dr. Burruss said there is another important piece to this. This loan was financed as an interest only amortization with a balloon payment at the end and we inherited this from LifeNet with no commitment on their part made towards the principal so we would have face the entire principal payment in another eighteen months or so. Getting away from that was very important for us.

Motion: Ms. Martinez said this comes as a committee recommendation and a second is not required. All were in favor, none opposed. The motion carried.

Consideration of Acceptance of the Human Resource Report for September 2017: This report was made a part of the packet. Mr. Buckley said this report was presented at committee and presented the following highlights. He said turnover will be a monthly discussion until our training program kicks in and helps to reduce the turnover. The uptick from the long term 29 percent trailing for the last months through the 24th of September is specifically related to the Netsmart contract where 23 Metrocare employees were officially terminated on August 31, and on September 1, they became Netsmart employees. This is the explanation for the uptick for the month of September. Mr. Buckley indicated that we will start reporting on the average length of employment for all of our employees. Next month this will become a Key Performance Indicator. Next, Mr. Buckley said that

a job offer was made to Norma Allen for the position of Director of our Human Resources Department. Ms. Allen has accepted the offer and will be joining the HR team on November 6th. Ms. Allen has 25 years of experience within the HR industry, she is a licensed attorney and for the better part of the last ten years she has been heading up the HR Department for Collin County Community College District.

Dr. Burruss thanked Mr. Ken Medlock for pitching in and being our strong HR leader in the interim.

Motion: Ms. Martinez said this comes as a committee recommendation and a second is not required. All were in favor, none opposed. The motion carried.

Consideration of Acceptance of the ISC Group, Inc., as Retirement Plan Administrator and Trustee: This report was made a part of the packet. Mr. Buckley said that as discussed in committee we are recommending moving to the ISC group for our retirement plan. We will be moving away from Valic, predominately based upon the grounds of dismal customer service. We do not expect a massive reduction in cost of the plan, this is a customer service issue more than anything.

Motion: Ms. Martinez said this comes as a committee recommendation and a second is not required. All were in favor, none opposed. The motion carried.

REPORT OF THE CLINICAL SERVICES COMMITTEE: Ms. Martinez referred to Mr. James for this report. Mr. James said the committee met on Tuesday, October 17th and referred to Dr. Hunter for this report.

Dr. Hunter said her report was thoroughly reviewed last Tuesday and there are no changes or updates since then. Mr. James asked Dr. Hunter to review the transition that will be coming up in the next few months. Dr. Hunter referred to Mr. Mogbo's report earlier in the meeting and the information that might have had come out of the hospital group. This is a reflections of what kind of space we're in in regards to the 1115 Waiver Projects. She said what she can tell us is that moving forward the things that she has been reporting on may drop off because those projects have gone away. We are in the current process of selecting milestone measurements and in establishing our baselines for some of those milestones. Dr. Hunter said she would not report on the project, per say, because we are in a measurement group.

Motion: Ms. Martinez said this comes as a committee recommendation and a second is not required. All were in favor, none opposed. The motion carried.

REPORT OF THE QUALITY & AUTHORITY COMMITTEE: The following report were presented as a committee of the whole. Ms. Martinez referred to Ms. Salinas Gutierrez for this report. Ms. Salinas Gutierrez referred to Ms. Thompson.

Consideration of Acceptance of the Quality Management Report for September 2017:

This report was made part of the packet. Ms. Thompson said she would piggyback to the success story on the PASRR program and said another component of this program consists of Quality Service Reviews (QSRs). Ms. Thompson referred to her report and spoke to the lawsuit that was filed against the Texas Department of

Aging and Disability Services (DADS) now the Texas Health and Human Services Commission (HHSC). HHSC contracted with Crosswinds Consulting to conduct the QSRs of the implementation of policies, procedures, and improvements relating to the PASRR process. We've had interviews conducted by the Department of Justice and Disability Rights when the reviewers are out in the nursing facilities visiting. Since Hurricane Harvey, the visits to South Texas have stopped so the number of reviews in the rest of the state have increased significantly. We are receiving e-mails almost weekly requesting information on nursing facility residents.

Ms. Thompson provided information on two Administrative Hearings with individuals that challenged the results of the Determination of Intellectual Disability (DID). She said the Eligibility Determination Unit (EDU) serves as the front door and they complete the assessments that qualify people for state funded services. These two individuals were not deemed eligible for services as people with an intellectual disability.

Metrics: Ms. Thompson said there was an external review conducted earlier in the year by the City of Irving. A written report was received in September with the results. One area of concern noted was the timely expenditure rate of the funds for the program. The City of Irving would like to see Metrocare improve the internal process to increase the rate of expenditures or adjust the request amount for the program each year.

A new metric for Eligibility Determination is the number of evaluations that are completed within the 30 day time frame which is a requirement from our Performance Contract with the state. During the month of September the division conducted 44 evaluations, 38 of those were completed within the 30 day time frame.

Ms. Thompson provided a verbal summary of the Critical Incidents for the month of September.

Mr. James inquired on the new metric for EDU and what went into developing what the goal was going to be. Ms. Thompson said that per our contract, 100 percent of all evaluations that are completed are required to be out the door to the family within 30 days of the date the individual was evaluated. She measured this by the number of total evaluations that were conducted. Ms. Golomb asked if we were asked to do an action plan when an annual review is conducted and we're not at 100 percent. Linda said that it depends on who is included in the sample. In reply to Ms. Golomb statement, she said that this gets fixed before. Linda said that beginning FY18 the state is implementing financial sanctions when there are repeated findings. This metric allows us to make sure there are no repeat findings in this area.

Mr. James referred back to the City of Irving findings and asked for what kind of expenditures they are looking at. Ms. Thompson said they are looking at Case Management services or the number of people in the housing program. Each year we receive a specific amount of money, which has to be used serving the individuals in this program. There is an expectation that the funds will be used within the 12 month period.

Motion: Ms. Martinez called for a motion to accept the Quality Management report for September 2017. Mr. James moved to approve. All were in favor, none opposed. The motion carried.

Bylaws Revisions:

Ms. Thompson said the Bylaws were revised in December 2015 and they did not include the option of disseminating information by electronic mail. Since then there was a request for an option to utilize electronic mail as a means of disseminating information to the board, as well as disbanding the current committee meeting structure. The board has the option based on the current wording under Article VII, Section I of leaving the wording as is or removing this. The way the Bylaws are currently structured it will take a Resolution to be able to add committee. There is also information that indicates that a Resolution is required to disband the committees. Ms. Thompson said that the Bylaws will be restructured to either leave the wording in Article VII, Section I or totally remove this.

Ms. Thompson said that by law we are required to provide this information 28 days prior to any changes to our Bylaws. We will bring this back to the board at our December 7th board meeting for a vote. Dr. Secrest requested leaving Section I as is. Mr. Joel Geary agreed with Dr. Secrest that the bylaws as written are fine. Ms. Thompson confirmed that the only change would be the inclusion of wording pertaining to electronic mail for disseminating information.

Consideration of Acceptance of Quality and Authority Services Committee Minutes for September 28, 2017.

Ms. Martinez called for a motion to accept the Quality & Authority Services Committee minutes for September 28, 2017.

Motion: Ms. Golomb moved to accept the minutes as presented. All were in favor, none opposed. Motion carried.

REPORT OF THE MARKETING & DEVELOPMENT COMMITTEE: Ms. Hamilton referred to Ms. Stark for this report.

Consideration of Acceptance of the Marketing and Development Report for September 2017: This report was made a part of the packet. Ms. Stark said this report was provided in detail at the committee and provided the following highlights. Ms. Stark said she was not present at the committee, but there was interest in helping us solicit sponsorships for the Meal for the Minds. Ms. Stark provided some history on the Auxiliary and said the auxiliary was formed several years ago to help support a Kids closet for our foster program and for the child and adolescent programs. Since this project started, Metrocare has grown significantly and we now serve children and adolescents at Skillman & LBJ, Midway & LBJ, Grand Prairie as well as Samuel and Hillside at Westmoreland. With these multiple locations dispersed throughout Dallas County, a centralized closet is not the best scenario. We actually closed the physical location this summer and we distributed the clothing to all five Child & Adolescent centers. We also have seen more people in various areas, including folks at BB&T, Parkland Hospital expressing interest in volunteering engagement opportunities. What the Marketing & Development department is doing is really looking at widening the net to come

up with various ideas for volunteer and supporter engagement so we can again tap into large networks. Our Auxiliary members will always be included and encouraged to participate. We are looking at a blanket drive in December and we welcome participation from a large range of folks. Ms. Stark reinforced that as the agency continues to grow we continue to look at what is best going to meet the needs today and tomorrow in widening the net to create multiple opportunities for engagement. Ms. Stark said there were no changes to the Marketing and Development report.

Motion: Ms. Martinez said this comes as a committee recommendation and a second is not required. All were in favor, none opposed. The motion carried.

REPORT OF THE LEGISLATIVE ACTION COMMITTEE:

Ms. Golomb called on Ms. Stark for this report.

Consideration of Acceptance of the Legislative Action Report for September 2017: This report was made a part of the packet. Ms. Stark referred to her report and said this has an allocation spreadsheet produced by HHSC. She said what is really revealing is that if you go to the NTBHA line it shows the number of people served which is 22,732 compared to Harris County which served 12,454. On the line to the left it shows the number of new adults we attracted which is at 1,688 compare to Harris County at 507. Ms. Stark said this report is very telling to see the great work that our service providers are providing and how many people we are actually treating in our area. Ms. Martinez inquired on the numbers for the children. Dr. Burruss replied that the state still does not have clear data that they confirmed with NTBHA on the children's targets to be determined.

Motion: Ms. Golomb moved to accept the Legislative Action Committee Report for September 2017. All were in favor, none opposed. The motion carried.

- III. Executive Session: Announcement of Closed Session in Accordance with Subchapter D, Section 551.071 of the Texas Open Meetings Act (Chapter 551 of the Government Code) to receive advise from counsel about pending or contemplated litigation and/or settlement. The meeting closed at 2:47 pm.**

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- IV. Return to Open Session:** Ms. Martinez opened the meeting at 3:36 pm and declared that no action was taken during closed session.

- V. Meeting Adjournment:** There being no further business to come before the Board, Ms. Martinez adjourned the meeting at 3:36 pm.

Minutes approved by:



Ms. Corey Golomb, Secretary

Minutes distributed by: Martha L. Toscano
Executive Assistant to the CEO/Board Liaison