



**BOARD MINUTES**  
**October 28, 2021**

**METROCARE SERVICES**  
**Board Meeting Minutes**

A Regular Meeting of the Board of Trustees of Metrocare Services convened on Thursday, October 28<sup>th</sup>, 2021. The meeting was held at 1345 River Bend Dr., Dallas, TX 75247 in the Mustangs conference room.

**CALL TO ORDER:**

Mr. James called the meeting to order at 1:35 pm. A quorum of the Board was in attendance.

**Board Members Present:**

Terry James	Leslie Secrest, M.D.	Dalia Salinas Gutierrez
Kenneth Bernstein	Dave Hogan	Noel O. Santini, M.D.
Anthony Farmer	Judge Martin Lowy (Ret.)	

**Staff Present:**

John Burruss, M.D.	Linda Thompson	Judith Hunter, M.D.
Richard Buckley	Kelli Laos	Tate Ringer

**Guest:** Stacy Cantú, Joel Geary, Tzegabrhan Kidane and other staff and guests were in attendance.

**CITIZEN COMMENTS:** No public comment was received.

**CHAIRMAN UPDATES:**

**Welcome new Board members:**

Mr. James welcomed new Board members, The Honorable Martin "Marty" Lowy and Ms. Stacy G. Cantú. Judge Lowy and Ms. Cantú introduced themselves and provided a brief background history. Mr. James said Ms. Cantú will go through board training prior to joining us at our next board meeting.

**Board Recognition:**

Mr. James presented Ms. Jill Martinez and Dr. Leslie Secrest with a Service Award on Behalf of the Board of Trustees and Employees at Metrocare Services. He thanked them for their commitment, their service, and the examples that they set for himself and others.

Dr. Burruss requested to address Dr. Secrest and Ms. Martinez. He said that Dr. Secrest has been encouraging, demanding, expectant and that's what we have needed. There were times when he pushed us forward despite that we might fail and we did fail at times, but we tried. But it was at his insistence that we keep doing better.

Dr. Burruss said that there are Board members who stand out in the history of Metrocare. Charlie Cullum, founder of Tom Thumb was the original Chair. Charlie Cooper, who we had a Board Room named after. But none of them served as long or with as much dedication as Ms. Jill Martinez. Dr. Burruss said that Ms. Martinez will go down as the longest serving "ever" Board member in the history of Metrocare. In those years, Ms. Martinez saw us go through an enormous amount of change, upheaval, growth, distress, and positive stress. Through all this Ms. Martinez

was there and ready to go downtown or to Austin, or wherever she was needed to make things right. Dr. Burruss thanked Ms. Martinez for doing all these and for doing it for so long, and so well and for joining this group that will always be in the history of Metrocare.

Mr. James invited Dr. Secrest and Ms. Martinez and the Board in general to return and share the institutional knowledge that they have at our Ad Hoc Committees.

Ms. Martinez and Dr. Secrest shared some of their experiences and knowledge, as well as advise for the new Board members. They thanked Metrocare for being part of this Board and the opportunity to serve in this organization.

**Board Officer Election:** Mr. James talked about Board member turnover coming up amongst the Board and said that his tenure is coming to an end at the end of January 2022. With that in mind he will not be seeking nor accepting nomination to serve again as Chair. We will hold a Board Officer Election at the December Board meeting.

**LCBH Check Presentation:**

Mr. Gary Keep from Lifenet Community Behavioral Health (LCBH) presented Metrocare with a check for \$200,000 as their annual "Commitment of Cash for our Homeless Services."

Mr. James thanked Mr. Keep for the support they provide to Metrocare and the people of this county.

**Update from the Ad Hoc committee to Review the Center Bylaws and Board Policies:**

Mr. James said these Board Polices come as a committee recommendation and asked if anyone had any questions.

❖ Proposed revision and Approval of Board Policies:

- **BP 1.07 on Payment of Damages, Legal Fees**

Discussion ensued under Part B – Settlement Approval. At the request of Judge Lowy, the amount of \$500,000 to resolve the disputed claims was edited to read \$100,000.

**Motion:** Judge Lowy moved Approval of BP 1.07 on Payment of Damages, Legal Fees with the changes requested. Ms. Salinas Gutierrez second and the motion carried unanimously.

- **BP 4.05 on Write offs**

**Motion:** Dr. Secrest moved Approval of BP 4.05 on write offs. Judge Lowy second and the motion carried unanimously.

Mr. James recommended that the Board Policies get revisited every two years after the Legislative Session as there could be some level of potential change. This will help the Board keep up with changes in the law and the language that we are using.

**CONSENT AGENDA ITEMS:**

All consent agenda items are considered to be routine by the Board and will be enacted with one motion. There will be no separate discussion of items unless a Board Members so request, in which event, the item will be removed from consideration as an item of consent business and considered in its normal sequence with the other action items listed below in which case full discussion of the item may occur as necessary.

- ❖ Approval of the August 26, 2021, Board Minutes.

Mr. James moved to Approve Consent Agenda. There were no objections, and the motion carried unanimously.

## **CHIEF EXECUTIVE OFFICER**

### **SERVICE PRESENTATION:**

Cohen Clinic: Dr. Chelsea Fiduccia, Director of the Cohen Veteran's Clinic at Metrocare, provided the success story.

### **ACTION ITEMS:**

#### **Approval of the Chief Executive Officer Report for the FY21 Key Performance Indicator Progress through September 2021:**

This report was made a part of the Board Packet. Dr. Burruss discussed events from both August and September. He specifically elaborated on the status of ongoing negotiations with CMS regarding the 1115 Waiver extension, the Center's efforts during the pandemic – one million encounters between August 2020 and August 2021 – and the opportunity to lease the “triangle property” which will facilitate development of the Hillside project.

**Motion:** Mr. James moved Acceptance of the Chief Executive Officer Report for the FY21 Key Performance Indicator Progress through September 2021. Ms. Salinas Gutierrez second and the motion carried unanimously.

## **Finance and Administration Reports:**

### **Acceptance of the Financial Report for August 2021 (unaudited):**

This report was made a part of the Board packet. Mr. Buckley opened his report by referencing to P. 147203 – Management Discussion & Analysis – August YTD (12 months) and expanded upon the 3 Items highlighted for the Statement of Activities; McDermott Foundation Million Dollar Match, IRS Refund of Penalties, and Cohen Foundation Grant. Mr. Buckley then proceeded to note for the Statement of Net Position that since Metrocare is receiving material amounts of Restricted Donations (Capital Campaign), the format of the Cash Section of the Statement of Net Position has been categorized to comply with GASB 54. Mr. Buckley then referenced pages 147205 (Statement of Net Position – August YTD) and 147206 (Statement of Activities – August YTD). There were no questions posed for this item.

### **Acceptance of the Financial Report for September 2021 (unaudited)**

This report was made a part of the Board packet. Mr. Buckley then referenced page 147208 – Management Discussion and Analysis – September YTD – Fiscal 2022 – and proceeded to highlight the Directed Payment Program (DPP) and the delays in payment receipts negatively impacting the operating performance and cash balances of the Center. A series of questions were presented by Board Members to which both Dr. Burruss and Mr. Buckley responded.

**Motion:** Mr. Bernstein moved Acceptance of the Financial Reports for August and September 2021 (unaudited). Dr. Santini second and the motion carried unanimously.

**Approval of the FY 2022 Strategic Plan:**

This report was made a part of the Board packet. Ms. Ringer reviewed the FY2022 Strategic Plan and answered questions posed by the Board.

**Motion:** Mr. James moved to Approve the FY22 Strategic Plan. Judge Lowy second and the motion carried unanimously.

**Approval of Resolution Delineating the Board's Awareness of the Chief Executive Officer to negotiate, execute and sign certain collateralized Amended and Restated Loan Agreement dated December 26, 2019, by and between Metrocare Services and UMB Bank, N.A.**

**Approval of Resolution Delineating the Board's Awareness and Approval of the Chief Executive Officer and the Chief Administrative Officer's Execution of a Collateralize Loan Agreement dated October 28, 2021, between Metrocare Services and Texas Security Bank (TSB).**

Mr. Buckley referenced page 147215 to expand upon the purposes of the UMB and TSB Loan Packages being presented for signature for the Board Trustees Resolutions. Having discussed the purposes of the loans, Mr. Buckley submitted the Resolutions for Approval.

**Motion:** Dr. Secrets moved to Approve the Resolution between Metrocare Services and UMB Bank, and the Resolution between Metrocare Services and Texas Security Bank (TSB). Mr. Bernstein second and the motion carried unanimously.

**Approval of the Human Resources Report for September 2021:**

This report was made part of the Board packet. Mr. Buckley referenced page 147220 and said turnover increased due to today's market. We just recently lost our own recruiter, and we are actively looking for a second recruiter. The rest of the report stands as presented. Mr. Buckley provided an update on the progress of the Phase 1 implementation of the Center-wide Compensation Analysis. He explained that all salary ranges for each position were subjected to a market analysis and effectively raised to meet the parameters of the new ranges. All employees falling below the minimum of the new ranges automatically received pay increases to meet the minimum of their respective pay grades. More than half of all employees were positively impacted and Center-wide the increases amounted to ~5% increase and were within Budget. Mr. Buckley then went on to explain Phase 2 commenced to review all employees not impacted by Phase 1 to subjectively analyze each employee relative to the minimum, median and maximum points within their respective salary ranges. Phase 2 is anticipated to be completed by December 2021. Forecasts for Phase 2 also indicate an ~ 5% increase and are within Budget.

The Board then presented a series of questions related to Employee turnover and the impact the Compensation Analysis is expected to achieve. Dr. Burruss and Mr. Buckley responded to these questions.

**Motion:** Mr. James moved to Approve the Human Resources Report for August and September 2021. Dr. Secret second and the motion carried unanimously.

**Approval of the Facilities Services Report for September 2021:**

This report was made a part of the board packet. Mr. Buckley presented the Facilities Report by referencing page 147233. He said the election of the General Contractor was made last Friday and they have scheduled a kickoff meeting two weeks from now.

A series of questions were presented by Board Members and were responded to by Dr. Burruss and Mr. Buckley.

**Motion:** Mr. James moved to Approve the Facilities Services Report for August and September 2021. Judge Lowy second and the motion carried unanimously.

### **Quality and Authority Report:**

#### **Approval of the Quality and Authority Report for September 2021:**

This report was made part of the board packet. Ms. Thompson reviewed the changes to the Diagnostic Codes for Persons with a Related Condition. The remainder of the report was presented as submitted.

**Motion:** Judge Lowy moved to Approve the Quality and Authority Report for September 2021. Mr. Bernstein second and the motion carried unanimously.

### **Provider Services Report:**

#### **Approval of the Clinical Services Division Report for September 2021:**

This report was made part of the board packet. Dr. Hunter presented the Clinical Services report for September 2021 without changes.

**Motion:** Mr. Bernstein moved to Approve the Clinical Services Report for September 2021. Dr. Santini second and the motion carried unanimously.

#### **Approval of the Mental Health Division Report for September 2021:**

This report was made part of the board packet. Ms. Laos review key performance indicators for the mental health division, highlighting that the division continues to meet and/or exceed all metrics.

**Motion:** Mr. James moved Acceptance of the Mental Health Division Report for September 2021. Dr. Secrest second and the motion carried unanimously.

### **Strategic Initiatives Report:**

#### **Approval of the Strategic Initiative Report for September 2021:**

This report was made a part of the Board packet. Ms. Ringer presented the activities for the Strategic Initiatives department for the months of August and September in the board reports and elaborated on details to some of the key events. The agency met a \$1 million challenge grant from the McDermott Foundation. This grant was budgeted for FY22 but was actually received earlier than expected. Of particular note, the Philanthropy team is excited to announce that we secured a location at the State Fair of Texas for an event: "Mindfulness with Metrocare" to be held on October 10<sup>th</sup>, 2021. The date in the board report was incorrectly stated as 10/20/21. The 2020

Annual Report was published in August in time for North Texas Giving Day in September. In conjunction with Human Resources, Strategic Initiatives expanded Metrocare's Leadership programming and launched three tracks for FY22. The Culture Champions team was nominated and selected for FY22. Ms. Ringer also presented the FY22 Strategic Plan for approval by the Board.

**Motion:** Mr. James moved Acceptance of the Strategic Initiative Report for September 2021. Mr. Bernstein second and the motion carried unanimously.

Mr. James gave Kudos to Ms. Ringer and Ms. Cass for the event at the State Fair of Texas.

**Meeting Adjournment:** There being no further business to come before the Board, Mr. James adjourned the meeting at 3:44 pm.

Minutes approved by:

  
Terry A. James, Chairman

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