



BOARD MINUTES
June 30, 2022

METROCARE SERVICES

Board Meeting Minutes

A Regular Meeting of the Board of Trustees of Metrocare Services convened on Thursday, June 30, 2022. The meeting was held at 1345 River Bend Dr., Dallas, TX 75247 (Mustangs Rm.)

CALL TO ORDER:

Mr. Bernstein called the meeting to order at 1:03 p.m. There was a quorum of the board in attendance.

Trustees in Attendance:

Kenneth Bernstein, Anthony Farmer, Noel Santini, M.D., Stacy Cantu, Jaime Walkowiak and Vickie Rice.

Trustees absent (excused)

Dave Hogan, Hon. Martin Lowy and Alejandro Zavala.

Staff Present:

John Burruss, M.D., CEO

Guest: Joel Geary, General Counsel, and Dana Krieg, Compensation consultant.

EXECUTIVE SESSION:

Discussion only: Closed to the public.

Announcement of Closed Session in Accordance with Texas Government Code § 551.071
Consultation with Attorney to seek advice on legal matters and § 551.074 To discuss personnel matters:

- § 551.071 – Discussion regarding potential contractual agreements with Dallas County Hospital District (Parkland).
- § 551.074 – Discussion regarding the FY23-27 Chief Executive Officer contract and bonus per the current contract.

Closed Session: 1:04 pm

Open Session: Mr. Bernstein returned to Open Session at 2:42 pm and said that there was no action taken during Executive Session.

REGULAR BOARD MEETING:

Mr. Bernstein called the meeting to order at 2:42 p.m.

Trustees in attendance:

Kenneth Bernstein, Anthony Farmer, Noel Santini, M.D., Stacy Cantu, Jaime Walkowiak and Vickie Rice.

Trustees absent (excused):

Dave Hogan, Honorable Martin Lowy, and Alejandro Zavala.

Staff Present:

John Burruss, M.D., Linda Thompson, Judith Hunter, M.D., Kelli Laos, Richard Buckley Tate Ringer, Karen Moore, and Ariana Guilford.

Guest: Joel Geary

CITIZEN COMMENTS: No public comment was received.

ACTION TAKEN AS A RESULT OF EXECUTIVE SESSION:

Mr. Bernstein said that the Board discussed the Approval of the FY23-27 CEO Contract, but they would postpone taking any action on this at this time. He said that they did have a motion for the amount and approval of the bonus payment for the current contract. Mr. Bernstein said that there are two aspects of the bonus. One is fixed which is just the increase in cash reserves from the \$1MM to the \$2.3 MM, and the other is the discretionary bonus. Mr. Bernstein entertained a motion for approval.

Consideration of Approval of Bonus payment per the current contract:

Motion: Ms. Cantu moved to Approve the payment of the maximum discretionary of fifty thousand dollars (\$50K). Mr. Farmer second. None opposed, the motion carried unanimously.

CHAIRMAN UPDATES:

Mr. Bernstein referred to Ms. Thompson.

Board Self-Assessment – Ms. Thompson said that as part of the accreditation process for CARF, board members are asked to complete an assessment of the Board as a whole and an individual assessment. Metrocare's current accreditation expires in January 2023. CARF is scheduled to conduct their re-accreditation process of the organization in November 2022. We are asking each board member to complete both documents and return to Martha by July 22nd.

Next Board meeting: August 25th. Mr. Bernstein said that it is critical to be here at the August meeting to talk about Parkland, the CEO Contract and other business.

Board Retreat: This is scheduled for September 10th, at which point they will talk strategy, but they will also talk KPI's and how this will fit into the new employment contract for Dr. Burruss.

BOARD LIAISON REPORTS:

Texas Council of Community Centers Update:

Mr. Bernstein said he was at the Texas Council meeting and referred to Dr. Burruss for an update. Dr. Burruss said that this was the first robust return to Texas Council meetings. He said the Texas Council intentionally creates a curriculum for Trustees and provide sessions design for what will be of pertinence to the board in addition to some of the clinical things that we do. Our own, Ms. Jill Martinez, former Metrocare Board Chair, was the recipient of one notable award, the "Gladdie Fowler Award" which is the most notable "Lifelong Achievement Award" given to Trustees. Ms. Martinez was the longest ever serving Metrocare Board member at eleven years. She had a video and acknowledgement in front of hundreds of peers from the Texas Council. Dr. Burruss encouraged the Board to attend these meetings.

Mental Health Advisory Committee:

Ms. Laos presented 2 applications for committee member approval; both applicants were approved by the board.

IDD Planning Advisory Committee:

Ms. Thompson provided an update saying that on July 14th and 16th the Local Intellectual and Development Disability Authority is hosting an information session regarding the Medicaid Waiver Services, such as the Home and Community Based Services (HCS) and the Texas Home Living (TxHmL). One session will be held in English and the other in Spanish. Both meetings will be held at this same site. The Local Needs Survey is being hand delivered by staff and we will be compiling and bringing the results to the Board.

CONSENT AGENDA ITEMS:

Mr. Bernstein read the following: 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 Member 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 Minutes – Regular Board Meeting, May 26, 2022

Approval of Appointment to the Mental Health Advisory Committee

- Cindy Montgomery
- San Juanita Sosa

Proposed Revision and Approval of Board Policy 3.02

- Open Door Policy for Compliance

Approval of the FY22 Third Quarter Report on Finance

- Quarterly Investment Report
- Community Service Contracts over \$100,000 & Non-Community Service Contracts over \$25,000
- Lease Obligations over \$25,000
- Legal Expenses
- Purchases of Goods, Services and Equipment over \$15,000
- Participation by Historically Underutilized Businesses (HUB)

Approval of the Human Resources Report for May 2022

Approval of the FY22 Third Quarter Reports on Salary Adjustments over \$5,000

Approval of the Quality and Authority Report for May 2022

Approval of the FY22 Third Quarter Reports on Service Delivery

Approval of the FY22 Third Quarter Reports on Quality Management

Approval of the Strategic Initiatives Report for May 2022

Motion: Ms. Cantu moved to Approve the Consent Agenda items as presented and Ms. Walkowiak second. The motion carried by unanimous consent.

CHIEF EXECUTIVE OFFICER - SERVICE PRESENTATION:

Dr. Burruss said that there was none to present at this time.

ACTION ITEMS:

CHIEF EXECUTIVE OFFICER REPORT:

Approval of the Chief Executive Officer Report for the FY21 Key Performance Indicator Progress through May 2022:

This report was made part of the Board packet. Dr. Burruss highlighted some of the items in his report before presenting the results of the Content Pilot branding initiative. This detailed and extensive evaluation included input from trustees, management, staff, community stakeholders and clients. In the end, the report recommended maintaining the Metrocare name with a new, updated tagline and logo. It has been decades since this was addressed and the trustees were very receptive, unanimously endorsing the change as recommended.

Motion: Mr. Bernstein moved Acceptance of the Chief Executive Officer Report for the FY22 Key Performance Indicator through May 2022, and Dr. Santini second. The motion carried unanimously.

Consideration of DDP Group Home parameters for Board pre-approval for the Chief Executive Officer to Enter into the Purchase Contracts:

Dr. Burruss referred to the handout placed in each of the board members folders describing the desired parameters for pre-approval of the homes. We need to purchase three new IDD group homes under the presumed parameters of the Dallas County ARPA commitment of \$5M for housing. Mr. Geary gave a brief explanation.

Motion: Dr. Santini moved for the Pre-approval of the DDP Group Home parameters for Dr. Burruss, Chief Executive Officer, to Enter into the Purchase Contracts, and Ms. Walkowiak second. The motion carried unanimously.

FINANCE AND ADMINISTRATION REPORTS:

Acceptance of the Financial Report for May 2022 (unaudited):

This report was made a part of the Board packet. Mr. Buckley opened his report by referencing Page 147456 and noting the continuing impact the labor market has had on Metrocare's financial results specifically related to Salaries and its impact on the Changes in Net Assets (Net Income). Mr. Buckley then addressed the Board Resolution for the \$15 million Loan Package with UMB detailing the reasons and uses for the loans from the IGT for the DPP programs, capital improvements and purchases and operating cash flow needs. Addressing questions from the Board, Mr. Buckley closed his report.

Motion: Ms. Walkowiak moved Acceptance of the Financial Reports for May 2022 (unaudited), and Ms. Cantu second. 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.

Dr. Burruss said this is the annual UMB updated Resolution. In reply to Mr. Bernstein's question, Dr. Burruss said that our relationship with UMB continues to be a very good one.

Motion: Ms. Cantu moved to Approve the 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., and Ms. Walkowiak second. The motion carried unanimously.

Approval of the Facilities Department Report for May 2022:

This report was made a part of the Board packet. Mr. Buckley opened his report by referencing Page 147465 and noting the status of the Feasibility Study being performed by Forvis as required for the Bond Anticipation Notes (BAN). Although only required for the BAN, Parkland is requesting to review the Feasibility Study prior to their approval of helping to finance the Hillside Campus development. Numerous questions were asked by Board Members that were answered by both Dr. Burruss and Mr. Buckley.

Motion: Dr. Santini moved Approval of the Facilities Depart Report for May 2022, and Ms. Walkowiak second. The motion carried unanimously.

QUALITY and AUTHORITY SERVICES - COMPLIANCE REPORT:

Approval of the FY22 Third Quarter Report on Compliance:

This report was made a part of the Board packet: Ms. Moore reported that the Policy Management solution and the Incident Management solution implementation is near completion. Charlet Cornelious, an active member of the Texas State Bar Paralegal Division has accepted the role on Sr. Contract Administrator. She will begin on July 25, 2022. There were no repeat offenders in the Phishing Campaign.

Motion: Ms. Cantu moved Approval of the FY22 Third Quarter Report on Compliance, and Ms. Rice second. The motion carried unanimously.

PROVIDER SERVICES REPORT:

Approval of the Clinical Division Services Report for May 2022:

This report was made a part of the Board Packet. Dr Hunter reported positive feedback from the nurse practitioners about the new productivity bonus. She explained that the bonus paid \$5 for each Med Unit above 105% of the expected benchmark. While a quality bonus has not yet been set up, Dr Hunter is looking forward to working on a bonus based on a measurable quality metric."

Motion: Ms. Walkowiak moved to Approve the Clinical Services Division Report for May 2022, and Ms. Cantu second. The motion carried unanimously.

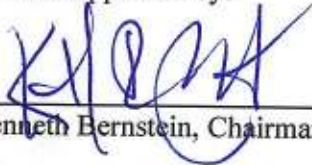
Approval of the Mental Health Division Services Report for May 2022:

This report was made a part of the Board Packet. Ms. Laos reported that division continues to do well despite the pandemic and workforce shortage challenges. Discussed how Metrocare is refining recruiting process for licensed positions to include increased salary, remote flexibility and possible sign-on/retention bonuses. Ms. Laos addressed question from Dr. Santini regarding what is included in a Care Coordination Community Partner Visit.

Motion: Dr. Santini moved Approval of the Mental Health Division Report for May 2022, and Ms. Walkowiak second. The motion carried unanimously.

Meeting Adjournment: There being no further business to come before the Board, Mr. Bernstein adjourned the meeting at 3:57 pm.

Minutes approved by:



Kenneth Bernstein, Chairman

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