



REGULAR BOARD MINUTES

February 23, 2023

METROCARE
Board Meeting Minutes
February 23, 2023

A Regular Meeting of the Board of Trustees of Metrocare convened on Thursday, February 23, 2023. 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 1:53 pm. A quorum was present with seven members of the Board in attendance.

Trustees in attendance:

Kenneth Bernstein, Anthony Farmer, Dave Hogan, Noel O. Santini, M.D., Jaime Walkowiak and Vickie Rice.

Trustees absent (excused):

Judge Martin Lowy and Ms. Stacy Cantu.

CITIZEN COMMENTS: No public comment was received.

Staff present:

Kelli Laos, Judith Hunter, MD., Jennifer Wadsworth, Carolina Lasso, Lucas Wilson, Ikenna Mogbo, Kevin Boyd, and other staff.

Guest present: Joel Geary, Tzegabrhan Kidane, and Brooks Love.

CHAIRMAN UPDATES:

FY23 Board Attendance:

A handout with the board members monthly attendance was included in the members binders for review and possible edits.

Committee Assignments and Election of Board Officers:

Mr. Bernstein said that we no longer have any committees, but we have the two Ad hoc Committees which are the Ad hoc Committee to review the Board Policies and the Ad hoc committee that reviews the CEO contract. The two advisory committees are the Mental Health Advisory Committee (MHAC) and the Intellectual and Developmental Disability Planning Network Advisory committees (IDD/PNAC). He said this structure seems to be working well given the size of our board and the various commitments they all have, and they will continue this committee structure. He asked the board to reach out to him if they would like to discuss further.

Mr. Bernstein said that with Mr. Zavala's departure this left a board liaison position vacant in the IDD/PNAC and asked for a volunteer from the board to fill this position. Ms. Lasso said this meeting takes place on a quarterly basis and we meet upstairs in the Administration conference room from 6 – 7 pm. Mr. Hogan indicated that he would like to continue as the Board Liaison on the MHA Committee.

Dallas News: Mr. Bernstein referred to an article in the Dallas News and said that Dallas mayor Eric Johnson appointed a new task force for homelessness and our own, Ikenna Mogbo will be part of the mayor's task force along with 9 others.

CONSENT AGENDA ITEM(s):

All consent agenda items are considered to be routine by the Board and will be enacted with one motion.

1. Approval of Minutes - Regular Board meeting January 26, 2023
2. Approval of Revision to Board Policies:
 - 3.03 Code of Conduct
 - 7.01 Policy on Research
 - 8.01 Ownership of Computer and Information Systems
3. Approval of the Quality and Compliance Division Report for January 2023
4. Approval of the Clinical Services Division Report for January 2023
5. Approval of the Mental Health Division Report for January 2023
6. Approval of the Strategic Initiatives Report for January 2023

Motion: Mr. Hogan moved to Approve the Consent agenda as presented and Mr. Farmer second. The motion carried unanimously.

CHIEF EXECUTIVE OFFICER REPORT – SERVICE PRESENTATION:

Crisis Intervention Services – Carrie Parks, MS, Director of IDD Provider Services

Ms. Parks provided the success story of Ms. T, a 28-year-old female who was referred to the crisis program. Ms. Parks fielded questions from the board members.

ACTION AGENDA

CHIEF EXECUTIVE OFFICER REPORT:

Staff Recognition: Mr. Carlos Bernal was recognized for his 39 years of service at Metrocare. Ms. Carrie Parks presented Mr. Bernal with a service award.

Approval of the Chief Executive Officer Report for the FY23 Key Performance Indicator through January 2023:

These reports were made part of the Board packet. Ms. Laos provided further comment regarding the appointment of Mr. Mogbo to the Dallas Mayor Eric Johnson's Task Force to review homelessness plans commenting that the committee includes significant members of the community invested in addressing homelessness. Board members asked

Mr. Mogbo a series of questions regarding the focus and authority of the task force. Ms. Laos then led a discussion, to include Joel Geary, regarding the importance of Metrocare Board Members utilizing their Metrocare email to conduct Metrocare business. Ms. Laos also reinforced to the board members that any client related inquiries sent to Dr. Burruss will be addressed appropriately but given privacy rules, staff will not be able to respond to board members with details including acknowledgement that an individual is in services. This discussion included recognition that as board members, our trustees will be contacted by community members seeking help and all inquiries

should be shared with Dr. Burruss with confidence that appropriate follow up will occur. Ms. Laos then invited Mr. Wilson to discuss the finance related topics from the CEO report including the consideration to approve the Guaranteed Maximum Price Construction Contract with Whiting-Turner and a Bond Anticipation Note.

Motion: Mr. Hogan moved Approval of the Chief Executive Officer Report for the FY23 Key Performance Indicator through January 2023 and Ms. Rice second. The motion carried unanimously.

Consideration to Approve the Guaranteed Maximum Price Construction contract with Whiting-Turner for the development of the Hillside Campus Behavioral Health Innovation Center:

Mr. Wilson opened the discussion by referencing page 148014 and noting the Hillside Campus Total of \$89,527,728. Mr. Wilson also indicated that any alternatives that Metrocare selects during the construction process are not included in the Shared Savings calculation with Whiting-Turner. Mr. Wilson walked through the tiered approach to the Shared Savings that is reflected on page 148014 in the middle of the page.

Staff fielded questions regarding the Rawlins and Bowser properties. 51:13

Motion: Mr. Hogan moved to Authorize the management team through its financial officer and the executive officer to further pursue and negotiate the execution of loans up to an amount of \$26 million with Texas Capital Bank with a bond offering with eventual issuance to replace the note.

FINANCE AND ADMINISTRATION REPORTS

Acceptance of the Center's Financial Statements for the period ending January 2023 (unaudited):

This report was made a part of the board packet. Mr. Wilson opened his report by referencing the Board Communication on page 148017 and noting the variance percentages related to operational revenues and expenses. Mr. Wilson then made reference to the variance of \$14 million to budget in non-Operating revenues for fiscal year 2023, noting that the primary variance is due to unpaid funds from Dallas County

that consist of \$2 million for COVID Funds, \$4 million for Housing Funds and \$9 million for Hillside Funds.

Mr. Wilson concluded his report by referencing the increased salaries expenses on page 148020 that have been incurred due to increased recruitment and the salary compression analysis that was accompanied by a retroactive payment for eligible staff accounting for \$2.2 million in increased expenses YTD.

Mr. Wilson fielded questions regarding MCO non-payments and said other Community Centers like ours are experiencing the same problems with some of them not having received any payments at all.

Motion: Dr. Santini moved to Accept the Financial Statements for the period ending February 2023. Mr. Hogan second. The motion carried unanimously.

Approval of Resolution Delineating the Board's Awareness and Approval of the Chief Executive Officer, the Chief Operating Officer, and the Chief Financial Officer, Execution of a Loan with TCB, Texas Capital Bank.

Mr. Wilson opened the discussion by reference to page 148023 and directing attention to the middle of the page. He explained the intent to seek approval to increase the total credit exposure for the Bond Anticipation Note from \$20 million to \$26 million. Mr. Wilson provided the intended breakdown and use of funds as follows: \$13.5 million in the form of a fixed term note funded at closing for redevelopment of the LK/SNOP campus and the construction of a new Southside Dallas children's clinic; \$12.5 million in the form of a draw down, floating rate note intended to be a contingency for the Hillside Campus. Draw down on the \$12.5 million would require Board review and approval.

Motion: Mr. Hogan moved to Approve the Resolution Delineating the Board's Awareness and Approval of the Chief Executive Officer, the Chief Operating Officer, and the Chief Financial Officer, Execution of a Loan with TCB, Texas Capital Bank and Ms. Walkowiak second. The motion carried unanimously.

Approval of the Human Resources Report for January 2023:

This report was made part of the Board packet. Ms. Laos and Ms. Guilford presented the Human Resources Report, highlighting the continued success with lowering the employee turnover rate. Trustee, Dr. Santini asked for information regarding employee terminations, giving top reasons documented by employees when completing exit interviews. Leadership agreed to include voluntary termination reasons in next board report. The board and leadership also discussed need to ensure employee retention efforts focused on more than just salary while recognizing the impact that the recent increases have had on staff.

Ms. Laos and Ms. Guilford fielded questions from the board.

Motion: Dr. Santini moved to Accept the Human Resources Report for January 2023. Mr. Farmer second. The motion carried unanimously.

Approval of the Facilities Department Report for January 2023:

This report was made part of the Board packet. Mr. Boyd referred to his report and said the Hillside project is on track. The next projects are the Lancaster Kiest Clinic (LK) and the Special Needs Offenders Program (SNOP) with the latter being a complete teardown to make room for a new building. Referring to the LK clinic he said some of the layout and fixtures will stay. They plan to have conceptual planning and stakeholder sessions. Ms. Wadsworth said they will model this clinic after the Grand Prairie clinic which has been very successful.

Mr. Boyd fielded questions from the board.

Motion: Ms. Walkowiak moved Approval of the Facilities Department Report for January 2023 and Mr. Hogan second. The motion carried unanimously.

PROVIDER SERVICES REPORT:

Approval of the Housing Division Services Report for January:

This report was made a part of the board packet. Mr. Mogbo discussed the ongoing difficulties staffing the Housing and Homeless Services QMHP positions. He went on to speak about the completion of the 54-unit Rawlins Chateau complex purchase. Mr. Mogbo explained that the reason the total bedrooms increased significantly more than the number of people housed was due to unfilled vacancies. He explained that there should be a significant increase in the number housed over the next few months as units are renovated and the filled.

Motion: Ms. Walkowiak moved Approval of the Housing Division Report for January 2023 and Dr. Santini second. The motion carried unanimously.

AUTHORITY SERVICES REPORT:

Approval of the Local Intellectual and Developmental Disability Report for January 2023:

This report was made a part of the board packet. Ms. Lasso referred to KPI 4 and said that the Eligibility and Determination Unit (EDU), which is the department that determines if an individual is eligible for IDD services completed a total of 65 evaluations for the month of January, exceeding their expected goal for the month. She said that this increase is due to the department now being fully staffed and recently hiring a clinician with experience to help with the evaluations.

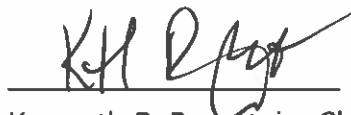
Referring to KPI 5 Ms. Lasso said for the month LIDDA had a total of 2,331 type A contacts. While this was an increase from previous months, LIDDA remains below target in this area.

In reply to Dr. Santini, Ms. Lasso said that there is still a possibility to get on track with this KPI due to the recent compression and recruiting efforts from HR to assist LIDDA in hiring qualified service coordinators. She said type A contacts means that we can see the consumer multiple times per month.

Motion: Dr. Santini moved Approval of the Local Intellectual and Developmental Disability Report for January 2023 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 3:53 p.m.

Minutes approved by:

A handwritten signature in black ink, appearing to read 'KR Bernstein', is written over a horizontal line.

Kenneth R. Bernstein, Chairman

