



REGULAR BOARD MINUTES

January 25, 2024

METROCARE
Board Meeting Minutes
January 25, 2024

A Regular Meeting of the Board of Trustees of Metrocare convened on Thursday, January 25, 2024. The meeting was held at The Steven A. Cohen Military and Family Clinic at Metrocare. 16160 Midway Rd., #218 Addison, TX 75001.

CALL TO ORDER:

Mr. Bernstein, Chair, called the meeting to order at 1:34 pm and confirmed the presence of a quorum.

Trustees Present:

Kenneth Bernstein, Anthony Farmer, Dave Hogan, Noel Santini, M.D., Stacy G. Cantu, Jaime Walkowiak, Dr. Sam Yang and Sonnia R. Ortega.

Virtual Meeting Participation: Ms. Vickie Rice participated via zoom.

Public Comment:

No public comment was received.

Staff present:

John W. Burruss, M.D., Lucas Wilson, Judith Hunter, M.D., Ikenna Mogbo, Jennifer Wadsworth, Carolina Lasso and Tate Ringer.

Guest present:

Joel Geary, Noemi Gonzalez, and other staff and guests.

Chairman updates:

Mr. Bernstein referred to the board attendance report and said that following the rules on virtual participation we do have a quorum present on site, thus allowing Ms. Rice to join us via zoom. Mr. Bernstein referred to a vacancy in the Ad hoc Committee to Review the Center's Board Policies and Ms. Rice volunteered to serve in this committee.

Next board meeting: Mr. Bernstein said our next board meeting will be held on Thursday, February 22nd and reminded everyone that we will not hold a meeting in the month of March.

CONSENT AGENDA ITEM(s): November 2023 Reports

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 requests, 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.

1. Acceptance of the Chief Executive Officer Report

2. Acceptance of the Human Resources Report
3. Acceptance of the Facilities Division Report
4. Acceptance of the Information Technology Report
5. Acceptance of the Clinical Services Division Report
6. Acceptance of the Mental Health Services Division Report
7. Acceptance of the Housing Division Report
8. Acceptance of the Quality Management and Compliance Reports
9. Acceptance of the Local Intellectual and Developmental Disability Report
10. Acceptance of the Strategic Initiatives Report

CONSENT AGENDA ITEM(s): December 2023 Reports

11. Acceptance of the December 7, 2023, Regular Board Meeting Minutes
12. Acceptance of the Human Resources Report
13. Acceptance of the Information Technology Report
14. Acceptance of the Mental Health Services Division Report
15. Acceptance of the Housing Division Report
16. Acceptance of the Local Intellectual and Developmental Disability Report
17. Acceptance of the Strategic Initiatives Report

Mr. Bernstein requested to move items 13, and 15 to the Action agenda.

Motion: Dr. Santini moved to Accept the Consent agendas for November and December 2023 with the changes made and Ms. Cantu second. The motion carried unanimously.

Chief Executive Officer – Service Presentation:

ACT and OCR Services: Dr. Burruss called on Ms. Jennifer Torres, Director of Intensive Services in the Mental Health Division for Metrocare to present today's story.

ACTION AGENDA

CHIEF EXECUTIVE OFFICER REPORT:

Acceptance of the Chief Executive Officer Report for the FY24 Key Performance Indicator Progress through December 2023:

After a success story regarding the Forensic ACT Team and its engagement within the community, Dr. Burruss emphasized the increased efforts at community outreach and development of middle tiers of care, like ACT, FACT and IOP. Thereafter, he pointed out the final close on the purchase of the Elam Street clinical building. There were no questions.

Motion: Mr. Farmer moved Acceptance of the December 2023 Chief Executive Officer Report and Dr. Santini seconded. The motion carried unanimously.

FINANCE AND ADMINISTRATION REPORTS

Consideration to Receive the FY2023 - 22 Audited Financial Statements:

Mr. Chris Clark, a partner with the Audit Firm of FORVIS and Ms. Kayla March, CPA and Director of Healthcare and Private Equity provided the results of the **FY2023** financial audit, he said they also performed a Grants compliance – or “Single” audit, and they expect this to be completed in February. Mr. Clark said they are prepared to issue an unmodified opinion on the financial statements. He reported that there were no material weaknesses or significant deficiencies in internal controls to report to the board. He thanked Mr. Wilson, Mr. Jackson and the financial team for their assistance in getting the audit completed.

Ms. March provided a power point presentation that covered highlights from the audit report and touched on the implementation of GASB-87 Accounting Standards for Lease Agreements and GASB-96 for Information Technology Arrangements in 2023. She said that there were no difficulties, disagreements on contentious accounting issues.

Dr. Burruss thanked our colleagues at Forvis for helping to facilitate an audit question in the Parkland agreement.

Motion: Ms. Walkowiak moved to Receive the **FY 2023-22** Audited Financial Statements and Mr. Hogan seconded. The motion carried unanimously.

Acceptance of the Center’s Financial Statements for November and December 2023 (unaudited):

Mr. Wilson provided an update of the financial statements for the month of December & Year to Date FY24. He highlighted the variances to budget of operating revenues & expenses along with explanations of the variances. He also highlighted the current Days Cash on Hand of 56.44 which is higher than the stated annual goal of greater than 50. He discussed briefly the current state of the investments along with expected maturity dates & returns. When questioned by the board members regarding the current performance of KPIs, he provided an update & action plan to get them in line with the annual goal. There were no questions posed for the November Financial reports.

Motion: Ms. Cantú moved Acceptance of the Financial Statements for November 2023 and December 2023 and Mr. Hogan seconded. The motion carried unanimously

Consideration of Approval of Resolution to Allow Tax Exempt Financing:

Mr. Geary said that this resolution to pursue an alternative bond issuance was tabled last month to get clarification on the exact wording needed. The solution was to remove the language with the consent of the underwriters as this is a tax issue. They were able to remove the language in question and now we have a basic resolution that authorizes the management team to move forward with these projects but with the requirement that the matter come before the board again to approve any issuance.

Motion: Dr. Santini moved to Approve the Resolution to Allow Tax Exempt Financing and Ms. Cantu seconded. The motion carried unanimously.

Acceptance of the Facilities Division Report for December 2023:

Mr. Kevin Boyd, Chief Facilities Planning & Construction Officer presented a slide deck of photos showing the progress of construction of the Hillside campus redevelopment project. Mr. Boyd also shared two-time lapse videos of Hillside's Construction and provided an update of the design for the LK/SNOP campus redevelopment project. During this portion of the facilities update, he shared several conceptual renderings of the project which were developed by the architect, KAI.

Motion: Dr. Santini moved Acceptance of the Facilities Division Report for December 2023 and Ms. Walkowiak seconded. The motion carried unanimously.

Acceptance of the Information Technology Report for December 2023:

Mr. Abercrombie, Chief Information Officer, updated the Board on his impressions and findings from an IT security risk analysis. The update was broken down into three main sections:

1. Perimeter (Internet entry locations throughout the Company)
This area of security is in very good shape. Best-in-class systems have been installed and continually monitor ingress and egress network traffic. Long Lam's security team is doing a very good job maintaining a secure environment.
2. Security Education
The employee is considered the weakest link in the security program and must be continually monitored, educated, and tested to maintain the highest level of vigilance and protection possible. The Security Team is doing an excellent job with this portion of the program.
3. Four identified weaknesses
 - a. Employee phones on MCS Staff Wi-Fi
Move these phones to the guest Wi-Fi network
 - b. No 802.1x certificate-based secure Wi-Fi.
Implement an 802.1x certificate based Wi-Fi solution. Testing of solution is underway
 - c. Terabytes of data/files not classified or located
Netwrix software solution has been purchased and is being implemented
 - d. Password management & application access not fully under control
OKTA is being implemented which will take care of password management and secure access to applications

Motion: Ms. Cantú moved Acceptance of the Information Technology Report for December 2023 and Mr. Hogan seconded. The motion carried unanimously.

PROVIDER SERVICES REPORTS

Acceptance of the Clinical Services Division Report for December 2023:

Dr. Hunter, Chief Medical Officer, provided more details regarding the low numbers of trainees coming through ACER, year to date. She referenced FY 2023 numbers for this same time period and indicated that they were very similar to FY 2024. She emphasized that ACER would see a significant increase in trainees in the month of January as new trainees start their semesters. This includes the addition of medical students from the TCU Burnett School of Medicine."

Motion: Mr. Hogan moved Acceptance of the Clinical Services Division Report for December 2023 and Dr. Santini seconded. The motion carried unanimously.

Approval of real estate design-build contract with "Sol Home Construction, LLC" for a cost not to exceed \$1,300,000 for the development of three detached single-family structures upon individual lots for the housing of up to four unrelated individuals receiving IDD Services from Metrocare.

Mr. Mogbo, Chief Housing Officer fielded questions from Mr. Bernstein in response to who "Sol Home Construction" is and what they do. Mr. Mogbo said that the gentleman that worked on the design for our Hillside location branched off and created his own company with very experienced people. The company is a very innovative green energy efficient building company that does structural insulated panels that come prefabricated and are very efficient and more cost effective than traditional construction.

In reply to a question posed by Ms. Ortega, he said that we interviewed other companies regarding this project, but they wanted to do conventional construction at a higher cost. We have the advantages of the environmental impact being so low and the cost being better so that we can do more with the design. In terms of the MWBE we are looking at the contract which has a mandate for us to follow the same kind of percentage as Hillside, 40% being the aspiration.

Conversation ensued regarding the meeting that Mr. Bernstein and Dr. Burruss had with Dr. Ronica Watkins, Budget Director and Mr. Charles Reed, Assistant County Administrator and Budget Analyst from Dallas County regarding the backup of unpaid invoices. Dr. Burruss confirmed the receipt of a check in the amount of \$2.9M from Dallas County. Mr. Bernstein said that Commissioner Sommerman and Shay Cathey from Judge Jenkins office were also present, and he feels that this helped reinforce the significance and urgency of this matter.

Dr. Burruss said the second topic of this meeting was the failure to respect the full match for the LIDDA over so many years. Dr. Watkins committed to try this spring for the current

fiscal year and to pretty much ensure that this is going to be on the plate for the fiscal year 2025. Dr. Burruss said that Mr. Geary has connected with the County Civil County Attorney.

Motion: Dr. Santini moved to Approve the real estate design-build contract with "Sol Home Construction, LLC" for a cost not to exceed \$1,300,000 and Ms. Walkowiak seconded. The motion carried unanimously.

Acceptance of the Housing Division Report for December 2023:

Mr. Mogbo, Chief Housing Officer referred to the Bowser properties saying that the property has been fully renovated and completed as of January 22nd and the pre-leased apartment is done and fully occupied.

The Rawlins property has 30 units which were occupied and as each unit is renovated, we will be moving tenants to them. Currently 10 units have been completed, 4 are waiting for appliances to be delivered, 5 are at various levels of renovations, we have 8 that are vacant, and we are in the process of renovation, 3 are still occupied but we hope to have them vacant by the end of January. They are month-to-month and they have been given eviction notices to vacate the premises by the end of November which has failed so we may have to go through the eviction process.

Mr. Mogbo said we processed a Request for Proposal (RFP) to change property management to a different company. On the first round we received one proposal that was excessive, so we plan to do another round. Quincy Hogan is ironing the details with Ms. Tameka Cass.

Mr. Mogbo fielded questions from board member, Ms. Ortega explaining that the individuals residing at these apartments have been given the opportunity to move to a remodeled apartment, but they have declined the offer. They refuse to leave their residential units and we cannot leave those units in the conditions that they are. Dr. Burruss provided an example of what would happen if they stayed and later, they decide to move out. He said it would be difficult to get the construction team to return for just one unit at a time to finish the last three.

Motion: Mr. Hogam moved Acceptance of the Housing Division Report for December 2023 and Dr. Santini seconded. The motion carried unanimously.

QUALITY MANAGEMENT AND COMPLIANCE REPORTS

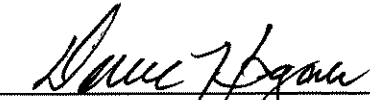
Acceptance of the Quality Management and Compliance Services Division Reports for December 2023:

Dr. Burruss said Ms. Laos is out with Covid and he would entertain any questions. If there are no questions, he will let the report stand as is.

Motion: Ms. Cantu moved Acceptance of the Quality Management and Compliance Services Division Reports for December 2023 and Ms. Walkowiak seconded. The motion carried unanimously.

Meeting Adjournment: There being no further business to come before the Board, Mr. Bernstein adjourned the meeting at 3:37 p.m.

Minutes approved by:


Dave Hogan, Secretary