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REGULAR BOARD MINUTES

August 25, 2025

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A Regular Meeting of the Board of Trustees of Metrocare Services was convened on Thursday, August 25, 2025. The meeting took place at 1345 River Bend Dr., Dallas, TX 75247.

Call to Order:
Mr. Bernstein, Chairman, called the meeting to order at 1:40 pm. A quorum was confirmed with 8 board members present.

Trustees Present:
Kenneth Bernstein, Anthony Farmer, Stacy G. Cantu, Noel O. Santini, M.D., Jaime Walkowiak, Sonnia R. Ortega, Ivette Marquez and Ryan J. Garcia.

Public Comment:
The procedure for public comment was available at the meeting. There was no public comment received.

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

Guest present:
Joel Geary, Legal Counsel, Coco Salazar from Dallas County and other Metrocare staff were in attendance.

Chief Executive Officer – Staff Tenure Recognition:
Dr. Burruss acknowledged Ardashes Mirzatuny, M.D., for the 35 years he has dedicated to Metrocare. Dr. Burruss said that in his opinion Dr. Mirzatuny is the region's premier expert on the combination of intellectual disabilities and mental health. He is a long-serving member of Metrocare's medical staff with many leadership roles. He has been with us since 1990. Dr. Hunter said that Dr. Mirzatuny has been here longer than she has and she's learned from him. He is known throughout the center in all divisions as a kind of go-to person.

Board Acknowledgement to Past Board Member, Mr. Dave Hogan:
Mr. Dave Hogan was acknowledged for his years of service on the Metrocare board. Dr. Burruss said that, long before he was known to Metrocare, he had a pivotal role in the Dallas Police Department and their work with CIT programs and officers who were specialists in mental health situations. Mr. Bernstein and Dr. Burruss thanked Mr. Hogan for his service.

Chairman Updates:
Mr. Bernstein welcomed and introduced new board member, Mr. Ryan Garcia, who joined the staff and board members at last Saturday's board retreat. Mr. Bernstein ceded the floor to Mr. Garcia so that he could provide a short bio about himself.

Mr. Garcia said that professionally he works for an affordable housing developer. He also sits on the DHFC Board, who was at one point one of the largest Bond Issuer in the state. He said he is very familiar with bond processes and offered his assistance in upcoming bond needs.

In Memoriam: Mr. Bernstein shared the sad news of the passing of board member, Ms. Vicki Moore Rice. Ms. Rice passed away on July 5th, after her valiant battle with cancer. Before being appointed to our board, Ms. Rice worked closely with Metrocare during her time at the Dallas County Public Defender's office, regularly partnering with us on special projects and working closely through the Dallas Behavioral Health Leadership Team. Mr. Bernstein recognized her service to our mission, saying that she would accompany him and Dr. Burruss to their meetings with our County Commissioners. Ms. Rice was buried in her hometown in South Carolina and is survived by her husband and three children.

Dr. Burruss said that in addition to being fierce and loyal and wonderful she was delightful as a person. This show of affection showed when the Dallas County Commissioners Meeting had a moment to acknowledge her family and her commitment. He said that Ms. Rice has definitely made the place better and will be missed.

Board Retreat update:
Saturday, August 23: Mr. Bernstein said they had a good board retreat, and our two newest members were in attendance, Ms. Marquez and Mr. Garcia.

Board attendance: Roster inside the board members folders:
Mr. Bernstein said that we've had good attendance for the year. Dr. Burruss provided information on the number of meetings you can miss, without exceeding the amount allowed. He said that if you miss 4 meetings, that means that you have resigned.

Next board meeting: September 25, 2025, the same day as The Ribbon Cutting.

Board Liaison Reports:

Mental Health Advisory Committee: Mr. Bernstein requested a volunteer to serve under the Mental Health Advisory Committee (MHAC) and referred to Dr. Burruss. Dr. Burruss referred to the agenda item today that will go into depth on the MHAC and some changes to be proposed to the board. He recommended coupling these two items together. This item was tabled pending that discussion.

Ad Hoc Committee on the CEO Evaluation and Compensation:

- Recommendation of Appointment to the Ad Hoc Committee on the CEO Evaluation and Compensation:

Mr. Bernstein appointed Ms. Cantu as Chair of this committee with membership to also include Ms. Ortega and Mr. Garcia.

Motion: Ms. Cantu moved to Accept the Appointments to the Ad Hoc Committee on the CEO Evaluation and Compensation as presented and Ms. Marquez second. The motion was unanimously approved.

Ad Hoc Committee to Review the Center's Board Policies and Bylaws:
Mr. Farmer said that they've made progress and have gone through all of the required board policies that they needed to review and revise. He thanked Ms. Cantu and the newest member, Ms. Walkowiak. Mr. Bernstein said that the cycle to review each of these board policies is every three years and they can be found in BoardEffect. Mr. Bernstein thanked Mr. Farmer and the committee for keeping up a good pace, reviewing and revising all of the board policies.

Consent Agenda:
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.

June Board Packet: May 2025 Reports

1. Acceptance of the Chief Executive Officer report
2. Acceptance of the Financial Report for May 2025 (unaudited)
3. Acceptance of the Human Resources report
4. Acceptance of the Facilities Division report
5. Acceptance of the Information Technology report
6. Acceptance of the Clinical Services Division report
7. Acceptance of the Mental Health Services Division report
8. Acceptance of the Housing Division report
9. Acceptance of the Quality Management and Compliance report
10. Acceptance of the Local Intellectual and Developmental Disability & ACER report
11. Acceptance of the Strategic Initiatives report

July Board Packet: June 2025 Reports

12. Acceptance of the Chief Executive Officer report
13. Acceptance of the Financial Report for June 2025 (unaudited)
14. Acceptance of the FY25 Third Quarter Reports on Finance
    - Quarterly Investment Report
    - Community Service Contract over $100,000 & Non-Community Services Contract over $25,000
    - Legal Expenses
    - Purchases of Goods, Services and Equipment over $15,000
    - Participation by Historically Underutilized Business (HUB)

15. Acceptance of the Human Resources report
16. Acceptance of the Facilities Division report
17. Acceptance of the Information Technology report
18. Acceptance of the Clinical Services Division report
19. Acceptance of the Mental Health Services Division report
20. Acceptance of the Housing Division report
21. Acceptance of the Quality Management and Compliance report
22. Acceptance of the Local Intellectual and Developmental Disability & ACER report
23. Acceptance of the Strategic Initiatives report

August Board Packet: July 2025 Reports

24. Acceptance of May 22. 2025, Regular Board Meeting Minutes
25. Proposed Revision and Approval of Board Policies:
    - 1.07 Payment of Damages, Legal Fees Employment
    - 4.01 Fiscal Management
    - 4.04 Mileage and Travel Expenses
    - 4.07 Real Property Acquisition and Disposition and Facility Construction
    - 4.08 Leasing of Real and Personal Property
26. Acceptance of the Human Resources report
27. Revision to BP 4.02 Administration, Purchasing of Goods, Supplies, Services Equipment and Capital Assets (information only)
28. Acceptance of the Information Technology report
29. Acceptance of the Clinical Services Division report
30. Acceptance of the Mental Health Services Division report
31. Acceptance of the Housing Division report
32. Acceptance of the Quality Management and Compliance report
33. Acceptance of the Local Intellectual and Developmental Disability & ACER report
34. Strategic Initiatives Report

Motion: Ms. Cantu moved to Accept the Consent Agendas for June, July and August and Ms. Walkowiak second. The motion was unanimously approved.

Chief Executive Officer - Service Presentation:

Ms. Selena Milles, Director of the Early Childhood Intervention Program (ECI) did a presentation showing pictures of the soft opening they had in April to welcome children and their families to Metrocare's new "We Rock the Spectrum" gym. This program, located in Desoto, provides social skills groups and activities for children across the autism spectrum, though all children are welcome.

ACTION AGENDA:

Acceptance of the Chief Executive Officer Report for the FY25 Key Performance Indicators through July 2025.

Dr. Burruss reviewed the agency KPIs through July.

Motion: Mr. Garcia moved Acceptance of the Chief Executive Officer Report for July 2025 and Dr. Santini second. The motion was unanimously approved.

Acceptance of the FY26 Key Performance Indicators:

Ms. Kelli Laos, Chief Operating Officer, reviewed the changes made to the FY26 KPI's and said that they kept some the same, and replaced others.

Motion: Mr. Farmer moved Acceptance of the FY26 Key Performance Indicators and Dr. Santini second. The motion was unanimously approved.

Recommendation to Revise the MH Advisory Committee Charter to more align with CCBHC:

Ms. Wadsworth, Chief Clinical Officer, outlined CCBHC criteria related to advisory councils and requested that the board consider changes to the MHAC charter to more closely align while also removing limits that have prevented quorums. Specifically, the request was to remove term limits and allow virtual participation. With that, Ms. Ivette Marquez volunteered and was appointed as trustee member.

Finance and Administration Reports

Acceptance of the Financial Report for July 2025 (unaudited)

Mr. Lucas Wilson, Chief Financial Officer, reviewed Metrocare's financial statements for July 2025. The presentation included the year-to-date net margin compared to budget, highlighting key variances in both revenues and expenditures. The report also addressed cash flow status, reserves, and other significant financial indicators.

Motion: Ms. Cantu moved Acceptance of the Financial Report for July 2025 (unaudited) and Ms. Walkowiak second. The motion was unanimously approved.

Recommendation to Approve Metrocare Revenue Anticipation Note Series 2025 (Texas Capital Bank Bond Issuance):

Discussion was held regarding the proposed issuance of the Metrocare Revenue Anticipation Note Series 2025 through Texas Capital Bank. Consensus was that further review and timing considerations remain outstanding, and no formal action was taken at this meeting. (This item was tabled until the September board meeting.)

Recommendation of Approval of Commercial Card Program with Texas Capital Bank.

The committee reviewed management's recommendation to establish a Commercial Card Program with Texas Capital Bank. Mr. Wilson explained the program structure, benefits for working capital management, and expected vendor payment efficiencies. After discussion, the committee recommended approval of the Commercial Card Program.

Motion: Mr. Garcia moved Approval of the Commercial Card Program with Texas Capital Bank and Dr. Santini second. The motion was unanimously approved.

Acceptance of the FY26 Operating Cash, Capital, and Grants Budgets under the Finance Section:

Mr. Wilson presented the FY26 budgets covering operating cash, capital expenditures, and grant funding. The presentation included major revenue and expense assumptions, funding priorities, and alignment with Metrocare's strategic initiatives.

Motion: Ms. Cantu moved Approval of the FY26 Operating Cash, Capital, and Grants Budgets under the Finance Section and Mr. Farmer second. The motion was unanimously approved.

Acceptance of Engagement letter with the External Audit Firm of Forvis Mazars, LLP for FY2025: Mr. Lucas Wilson, Chief Financial Officer, reviewed the contract with Forvis Mazars:

Mr. Wilson reviewed the engagement letter with Forvis Mazars, LLP for the external audit of FY2025. The engagement fee was confirmed at $150,000. Discussion included scope of services, audit timeline, and prior experience with the firm.

Motion: Mr. Garcia moved Acceptance of the Engagement letter with the External Audit Firm of Forvis, Mazars, LLP for FY2025 and Dr. Santini second. The motion was unanimously approved.

Acceptance of the Facilities Division Report for July 2025:

Mr. Kevin Boyd, Chief Facilities Planning & Construction Officer, presented an update on the activities taking place at Hillside and said that they are at 90% complete and should receive the Certificate of Occupancy by the 25th of September.

Motion: Ms. Walkowiak move Acceptance of the Facilities Division Report for July 2025 and Ms. Marquez second the motion. The motion was unanimously approved.

Information only: Recommendation of Changes to BP 4.02 Purchases of Goods, Supplies, Services, Equipment & Capital Assets: (Information only)

Mr. Wilson noted that changes to BP 4.02 were recommended per guidance from HHS. As this policy update involves governance oversight, the item was referred to the Ad Hoc Committee to Review the Bylaws and Board Policies. No action was taken at this meeting as the matter was for information only.

EXECUTIVE SESSION:

Announcement of Closed Session in Accordance with Texas Government Code:

- § 551.074 – Deliberation regarding the CEO's compensation for FY26

Closed meeting at: 3:13 pm

Return to Open Session: 3:53 pm

Action Taken as a Result of Executive Session:

Mr. Bernstein proposed that the CEO's salary for next year be increased by 3% as of September 1, 2025, and acknowledged the annual, contractual $20,000 "deferred compensation" deposit to the CEO's 401K.

Motion: Mr. Garcia moved to approve the Chief Executive Officer's Compensation for FY26 and Ms. Cantu second. The motion was unanimously approved.

Meeting Adjournment: There being no further business to come before the Board, Mr. Bernstein adjourned the meeting at 3:54 pm.

Minutes approved by:

Stacy Cantu

Stacy G. Cantu, Secretary

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