

**BEXAR COUNTY BOARD OF TRUSTEES FOR
MENTAL HEALTH MENTAL RETARDATION SERVICES dba**

THE CENTER FOR HEALTH CARE SERVICES

Special-Called Board Meeting

Monday, December 12, 2011

3031 IH 10 West

San Antonio, Texas 78201

6:00 p.m.

MINUTES

TRUSTEES PRESENT:

Rebecca G. Brown, Chair
Dr. Dianna Burns-Banks, Vice-Chair
Harry Griffin, Treasurer
Mary Rose Brown, Secretary/Governmental Affairs
Daniel T. Barrett
Charles "Sam" Bowker
Dr. Richard P. Usatine
Ruben D. Zamora

STAFF PRESENT:

Mark A. Carmona, Deputy Chief Executive Officer
Charles H. Boone, Consulting Chief Operations Officer
Amy Becker, Long Term Care Services
Janice Bunch, Director, Human Resources
Gilbert Gonzales, Director, Communications & Diversion Initiatives
Robert C. Guevara, Controller
Cynthia A. Martinez, Director, Operations Business Supports
Karla Ramirez, Director, Opioid Addiction Treatment Services
Paul H. Sisler, Director, Information Services
John A. Smith, General Counsel
Terresa Smith, Executive Administrative Assistant
Doreen Vernon, Director, Long Term Care Services
(Attendance listing on file for other attendees)

GUESTS PRESENT:

Ryan Buba, Chesney Morales & Associates
Jason Walters, Chesney Morales & Associates
Roger Martinez, Beicker Martinez Engineering, Inc.
John Langan, PSI Inc.
Randy Barney, Cleary Zimmerman Engineers

CALL MEETING TO ORDER

Ms. Rebecca Brown, Board Chairman, called the Special-Called meeting of the Bexar County Board of Trustees dba The Center for Health Care Services to order at 6:02 p.m.

CERTIFICATION OF QUORUM

Mr. John Smith, General Counsel certified that a quorum of members were present.

I. SWEARING IN & INSTALLATION OF RE-APPOINTED BOARD MEMBER

Place 4 – Harry Griffin, Reappointed by the University Health System

Ms. Terresa Smith administered the Oath of Office to Mr. Harry Griffin who was reappointed by the University Health System for another two-year term through June 30, 2013.

II. REVIEW AND APPROVAL OF BOARD RETREAT & BUSINESS MEETING MINUTES – November 3rd and 4th, 2011

Dr. Usatine moved for approval of the minutes from the Board Retreat & Business Meeting of November 3 & 4, 2011. Ms. Brown asked that the minutes be modified on Page 13 – Adjournment, and be changed to read “Upon much discussion, no final conclusion was made”. Dr. Usatine modified his original motion to include the change. Mr. Barrett seconded the modified motion. Minutes approved, with noted change.

III. REVIEW AND APPROVAL OF THE CENTER’S ACQUISITION OF THE PROPERTY LOCATED AT 928 WEST COMMERCE STREET, SAN ANTONIO, TEXAS (FORMERLY KNOWN AS THE SAMMINISTRIES BUILDING)

Mr. Carmona reported that as requested by the Board of Trustees during previous discussion on the possible acquisition of the property located at 928 West Commerce, the results of the Due Diligence assessment conducted on the property will be covered in detail this evening by the subject matter experts involved. He briefly reviewed the Center’s intended purpose for the building and the next steps, if the decision is made to proceed with the acquisition of the aforementioned property. Mr. Carmona stated that although there are some details included on the assessment completed on the St. Vincent de Paul property, the primary focus for this evening is on the SAMM building. Ms. Brown noted that the planned utilization for this building is for office/clinic type use and not residential use. Mr. Carmona confirmed this and introduced Mr. Ryan Buba from Chesney Morales & Associates and asked him to introduce the team of people that are present this evening to speak to the specifics contained within the report.

Mr. Buba introduced the individuals present from Chesney Morales & Associates, Beicker Martinez Engineer, Inc., PSI Inc. & Cleary Zimmerman Engineers and then proceeded with a review of the presentation (copy on file). The following elements were reviewed (as noted in the presentation):

- Project Overview – SAMM Shelter & St. Vincent de Paul properties – Mr. Buba (Chesney Morales & Associates)
- Summary of Scope – SAMM Shelter & St. Vincent de Paul – Mr. Buba
- Architectural – Building condition (exterior, interior, renovation requirements) – Mr. Buba
- Structural – Both the three story and single story buildings – Mr. Martinez (Beicker Martinez Engineer, Inc.)
- Mechanical/Electrical/Plumbing – Building condition & renovation requirements - Mr. Barney (Cleary Zimmerman Engineers)
- Environmental – Phase/Overview, Hazardous Materials, Soil Contaminants – Mr. Langan (PSI Inc.)
- Recommendation – SAMM Shelter – Mr. Buba
- Estimated Cost Projections – SAMM Shelter & St. Vincent de Paul properties – Mr. Buba

Throughout the presentation questions were posed and discussion took place on the various areas reviewed to include the following subjects:

- Zoning of the SAMM Property – need to ensure that there is no issue with the Center's plans for the property since it is considered historic – purchase is contingent on there not being a problem;
- Re-Platting – verification with the City is underway on the actual plats included in the sale and then work to be done to re-plat to one lot;
- Proposed use for site – Re-location of the Northwest Outpatient Mental Health clinic to include the affiliation with CentroMed (integrated primary and behavioral healthcare), expectation of programmatic growth, and possible re-location of Eligibility & Enrollment (to the single story building);
- Building condition – roofs, flooring, walls etc. – building structurally very sound;
- Soil contamination and potential risk if the services provided in the future are residential – reviewed regulatory route process to resolve issue;
- Cost estimates – reviewed estimated costs for remediation and possibility of this amount being reduced if regulatory route is followed;
- Funds for project – reviewed currently known funding and possibility of Foundation funding;
- Appraisal of properties – SAMM and St. Vincent de Paul – The Center cannot pay more for either than the appraised value. If the Board recommends continuation on the purchase of the SAMM property then the next step is to get an appraisal conducted.

Following a detailed review of the Due Diligence results relating to the property located at 910 W. Commerce, Dr. Usatine moved that the Due Diligence Report be accepted by the Board of Trustees and that contingent on the result of the property appraisal that the Center proceed with the purchase to include approving the Center's President/Chief Executive Officer negotiating and executing the acquisition of the property. Mr. Griffin seconded the motion. Motion carried.

Ms. Brown noted appreciation to the members of the Board Finance Committee and staff for their work on this project. Mr. Carmona acknowledged Mr. Robert Guevara for his excellent work on this project.

IV. REVIEW AND APPROVAL ON THE CENTER'S AFFILITATION WITH CENTROMED (EL CENTRO DEL BARRIO)

Dr. Burns-Banks reported that the Board Planning & Operations Committee had a very detailed discussion on the Center's affiliation with CentroMed with Committee members asking several questions of staff to follow-up on. She stated that the goal of the affiliation with CentroMed is to merge primary and behavioral healthcare for Center patients which includes a lot of intricate details. Dr. Burns-Banks noted that she conversed with staff earlier today and received answers to the questions posed. Discussion followed on the proposed affiliation and on the questions raised by the Committee:

- Liability Insurance for Physicians – Texas Council Risk Management Fund will continue to cover liability insurance for physicians;
- Medicare Rule & Co-pay Collections – CentroMed will bill for services but will not bill for Center services if the patient is solely CentroMed's. Through the affiliation, the Center will be collecting co-pays for services by CentroMed;

- Capacity Demands – CentroMed has a requirement as an FQHC to refer patients for services but that does not mean that the Center has to provide services, if at capacity;
- Meaningful Use and Physician Requirements – The Center will be able to claim since the physician is a Center provider and Mr. Smith will ensure adequate language is included in the Professional Services Agreement to cover this. Mr. Sisler stated that the number of encounters is what determines who can claim the physician;
- PCP Relation and Continuity of Care Concerns – The plan is to have primary care services for all patients but if the patient already has a good relationship with their PCP then the Center will begin to develop a relationship with them but that this affiliation offers an opportunity for patients that do not have or are not using their PCP. The plan is to have both primary and behavioral health care appointments on the same day;
- Cash Inflow/outflows – The Center is making sure that it is equitable. Goal is to have this benefit within the community. Although the affiliation is not a financial boom for the Center, the plan is to not lose money.
- Use space and Parking needs – including this in the agreement so that details are clear; and
- Shared Patient Demographics – Future vision is to have one EMR system in place but have to start with utilizing both the Center's system (Anasazi) and CentroMed's system (Sevocity) with the plan to scan to share information.

Mr. Carmona stated that Methodist Healthcare Ministries is very excited about the future which is why they are funding this new service provision.

Dr. Burns-Banks moved that the Board of Trustees for The Center for Health Care Services approve the concept of the Center's Affiliation with CentroMed (El Centro del Barrio) and authorizes the development and implementation of a partnership between the Center and CentroMed to collaborate in the development of integrating physical and behavioral health care for the delivery of services in a joint use location, which will meet the community needs of both behavioral and mental health services and authorizes and directs the President/Chief Executive Officer in his capacity as the Executive of the Center to develop and execute all necessary legal contracts and other documentation necessary to carry out the Affiliation with CentroMed, under such terms as conditions as may be equitable and fair to both the Center and CentroMed, subject to legal review and approval by the Center's General Counsel, General Counsel for CentroMed, and by the Bureau of Primary Health Care (BHPC). Mr. Bowker seconded the motion. Motion carried.

Dr. Burns-Banks thanked staff for the research on items questioned following the presentation on this item at the Planning & Operations Committee meeting.

V. CONSENT AGENDA

PLANNING & OPERATIONS COMMITTEE – Dr. Dianna Burns-Banks, Chair

1. Ratification of the Child and Adult Care Food Program Application with the Texas Department of Agriculture for the Provision of Food Services for the Day Activity Habilitation Services (DAHS) Program
2. Ratification of the Contract with the University Health System for the Provision of Pharmacotherapy Services for the Substance Abuse Program

Dr. Burns-Banks moved for approval of the Consent Agenda items. Dr. Usatine seconded the motion. Motion carried.

VI. INDIVIDUAL ITEMS FOR CONSIDERATION AND DISCUSSION**FINANCE COMMITTEE – Harry Griffin, Chair****1. Review and Acceptance of the Center's Financial Statements for the Month of October 2011:**

Mr. Guevara reported that the Center ended the month of October 2011 with a positive contribution to fund balance of \$256,492 and a year to date balance of \$366,888. He noted that the projected performance through October 2011 equates to \$152,025 which is \$214,863 more than projected.

Mr. Guevara reviewed the following areas on the Center's financial situation:

- Service revenues;
- Position vacancies – approximately 50% is due to PCY expansion;
- Monthly personnel cost (payroll);
- Daily Billable Services Revenues;
- The Gain/Loss Per Month information;
- The Center's Fund Balance - at \$7,888,116;
- The Center's Investments in Tex Pool – decreased \$1,399,426 in current month; interest earned for the month of \$643; with all Tex Pool investments being in compliance with the Center's Investment Policy and the Public Funds Investment Act.
- The Center's ratio for Salary and Fringe - as a percentage of operating expense is 71.98% which is slightly above the upper comfort range of 70%;
- The Center's Cash Flow Year to Date - with it showing after in-flows and out-flows an ending balance of \$8,614,653;
- Days of Operation for the Center are at 52 but that this does not include the funds set aside for the Capitol Improvement Fund or the 3% match for the 457(b) Retirement plan; and
- NGM Status.

Mr. Guevara stated that the November 2011 Financials are currently being finalized but that a Budget Amendment will be submitted with the financials due to the change in the Medicaid Rehabilitation rate reduction which affects the Center's highest volume of service provision.

A brief discussion followed regarding the Center's cash availability, the investments with Tex Pool, and the progress of work underway within Long Term Care Services and Medical Services to meet budget.

Dr. Usatine moved for Acceptance of the Center's Financial Statements for the Period Ending October 31, 2011. Mr. Zamora seconded the motion. Motion carried.

2. Review and Approval of the First Amendment to the Memorandum of Understanding for Local Match between the Center and the Bexar County Hospital District d/b/a University Health System

Mr. Guevara reported that the Local Match requirement, as outlined in the Center's Performance Contract with the Department of State Health Services, has resulted in a decrease this Fiscal Year which results in the Center's sponsor, the University Health System (UHS), providing less funds for Local Match.

Mr. Griffin moved for Approval of the First Amendment to the Memorandum of Understanding for Local Match between the Center and the Bexar County Hospital District d/b/a University Health System. Mr. Barrett seconded the motion. Motion carried.

VII. EXECUTIVE SESSION

There were no items presented during Executive Session this month.

VIII. OPEN SESSION

There was nothing presented during Executive Session to take formal action on.

IX. ADJOURNMENT

Prior to adjournment Mr. Boone reported on the status of the IH 35 Enterprise to include noting that the Interlocal Agreement between the three Center's has been signed and approved. He briefly noted that work continues on this initiative and that all major projects are moving forward.

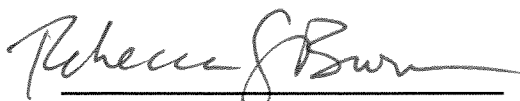
Ms. Brown asked each member of the Board of Trustees to review the Tipping Point information noted in the Branding report in the Board Retreat minutes approved today and to think about what area they would be most interested in being a part of. She added that she will not be present at the January 2012 Board Executive Committee meeting and that Dr. Burns-Banks will Chair the meeting in her absence.

General announcements were made to include:

- Ms. Brown thanking her Board member colleagues for all the work they do and the value they bring to the Center;
- The Center's recent designation as a National Health Service Core Provider at several of its locations which allows for assistance on loans for Center clinical staff;
- Wishing Mr. Carmona a Happy Birthday;
- Appreciation to Dr. Burns-Banks from Calidad staff and clients for the donation made by her of the TV for the program at Drexel;
- Re-allocation of funding that in previous years went to the Patrician movement into other local agencies, to include the Center;
- Success call to a community leader by a consumer's brother on how PCY has significantly helped his brother and how much happier a person he is now;
- Appreciation to Dr. Usatine and Dr. Burns-Banks for coordinating the vaccinations and health fair for PCY; and
- Appreciation to NuStar for their sponsorship of a Church Golf Tournament that enables bibles to be given to individuals at Haven for Hope.

There being no further business to discuss, by consensus the meeting adjourned at 8:30 p.m.

Passed and approved this 30th day of January, 2012



Rebecca G. Brown
Chairman, Board of Trustees



Mary Rose Brown
Secretary/Governmental Affairs