

**REGULAR MEETING OF
THE BOARD OF DIRECTORS
NACOGDOCHES COUNTY HOSPITAL DISTRICT
January 28, 2025 @ 5:15 P.M.**

Minutes

IN ATTENDANCE:

Philip Blackburn, President
David Schaefer, Vice-President
John Sparks
Justin B. Sowell
Rikki Leigh Willoughby
Ahammed Hashim, M.D.

MEDICAL STAFF

Ahammed Hashim, M.D.

ABSENT

John McLaren, Secretary

ALSO IN ATTENDANCE:

Rhonda McCabe, CEO
Lynn Lindsey, CFO
Stacy Garcia, VP Clinical Operations / CNO
Cindi Reynolds-Huber, CPHRM, CPCS
Scott Skelton, Legal Counsel
Holli Baze, Legal Counsel
Ella B. Nobles

1. **CALL TO ORDER:** Philip Blackburn called the regularly scheduled board meeting to order at 5:15 p.m.
2. **WELCOME VISITORS:** Philip Blackburn welcomed all the visitors.

3. COMMENTS FROM THE AUDIENCE

Public comments on any topic at regular monthly Board meetings is encouraged. Individuals who wish to speak during the public comment portion of the meeting must sign in before the meeting.

- No one signed in to speak.

4. APPOINTMENT OF NEW DIRECTOR – DR. HASHIM

4.1 Discussion and Appointment of New Director – David Schaefer made a motion to approve the appointment of Dr. Ahammed Hashim, M.D., as a new director. The motion was seconded by John Sparks and approved by the board.

4.2 Administer Oath of Office to New Director – Oath of Office given by Scott Skelton, Legal Counsel.

5. ADMINISTRATIVE REPORTS- INFORMATION ONLY

5.1 Report from CEO:

Ms. McCabe presented the CEO report to the board:

- This month, EMS celebrated its 50th anniversary as a part of the hospital.
- The hospital received a Certificate of Excellence from Gulf Coast Regional Blood Center. We held four blood drives with 116 donors, doubling the numbers of donors compared to 2021. The next blood drive is scheduled for March.
- The Geri-Psych service line continues to progress, with anticipated opening date April 2025
- The Change of Ownership (CHOW) process is in its final stages of completion.

Board Calendar: The next board meeting is scheduled for Tuesday, February 25, 2025, at 5:15 p.m.

5.2 Report for CFO:

Lynn Lindsey presented the financial reports.

6. DISCUSSION AND POSSIBLE BOARD APPROVAL OF CONSENT AGENDA

Any board member may request that any, or all, of the items on the consent agenda be removed and considered as a separate item. If no such request is made, all items on the consent agenda may be approved by single action.

- 6.1** Minutes of December Meeting (12/17/24 and Board Retreat (1/14/25)
- 6.2** CFO Financial Report
- 6.3** Resolution Authorizing District/Board Representatives at Financial Institutions

Motion was made by David Schaefer to approve the Consent Agenda items 6.1, 6.2, and 6.3. The motion was seconded by Rikki Leigh Willoughby and board approved.

7. REPORT FROM MEDICAL EXECUTIVE STAFF COMMITTEE REQUIRING DISCUSSION, UPDATE, DELIBERATION, ACTIONS, AND/OR POSSIBLE APPROVAL, INCLUDING MINUTES OF MEDICAL STAFF COMMITTEES

- 7.1 Request for Approval of Medical Staff Appointments and Privileges:** Motion was made by David Schaefer to approve Medical Staff Appointments, Privileges and Policies and Procedures. The motion was seconded by John Sparks and the board approved.

**PLEASE SEE CERTIFIED MEMORANDUM
(PROVIDED AS SUPPLEMENT TO AGENDA AND MEETING MINUTES)**

- 7.2 Request for Approval of Medical Staff Rules and Regulations & Staff Bylaws:** Motion was made by David Schaefer to approve Medical Staff Rules and Regulations and Medical Staff Bylaws. The motion was seconded by John Sparks and the board approved.

8. DISCUSSION AND APPOINTMENT OF BOARD MEMBERS TO BOARD COMMITTEES

- 8.1 Executive Committee:** Phillip Blackburn, President; David Schaefer, Vice-President; and John McLaren, Secretary
- 8.2 Quality Committee:** Rikki Leigh Willoughby, John Sparks and David Schaefer

8.3 Strategy and Planning Committee:

- Board Members: Philip Blackburn, Justin Sowell, and David Schaefer
- Staff: Cindi Reynolds (Director of Risk and Compliance), Stacy Garcia (VP Clinical Operations/Chief Nursing Officer), and Dr. Hashim (Chief of Staff)

8.4 Retirement Committee: Philip Blackburn, John McLaren, and Dr. Hashim; and two Community members

- Glenda Webb
- Robbie Marshall

Motion was made by Rikki Willoughby to approve 8.1. 8.2 and 8.3. The motion was seconded by John Sparks and the board approved. **The charter for the Strategy and Planning Committee needs to be clarified. This committee consists of four board members.**

Motion was made by David Schaefer to take 8.4 Retirement Committee to Executive Session for discussion.

9. DISCUSSION AND POTENTIAL APPROVAL OF CPS MSA AND STATEMENT OF WORK –

Motion made by Justin Sowell to approve CPS MSA and Statement of Work contract. Motion was seconded by Philip Blackburn and the board approved. David Schaefer abstained.

Philip Blackburn stated that the board would now move into Executive Session to discuss Items 8.4, 10, 11 and 12.

10. DISCUSSION AND POTENTIAL APPROVAL OF LIVITY STATEMENT OF WORK TWO - This item will be discussed in Executive Session.

11. DISCUSSION AND POTENTIAL APPROVAL OF HHSC PAYMENT PLAN FOR RECOUPMENT - This item will be discussed in Executive Session.

12. DISCUSSION AND POTENTIAL APPROVAL OF ECAPITAL, TERM SHEET - This item will be discussed in Executive Session.

13. CLOSED SESSION: Convened to Closed Session 5:48 p.m.

- 13.1** Tex. Gov't Code §551.071, .129 (consultation with attorney)
- 13.2** Tex. Gov't Code §551.072 (deliberation on issues with real property)
- 13.3** Tex. Gov't Code §551.074 (deliberation on personnel matters)
- 13.4** Tex. Gov't Code §551.076, .089 (deliberation on security issues)
- 13.5** Tex. Gov't Code §551.078, .0785 (deliberation involving confidential patient medical records)
- 13.6** Tex. Gov't Code §551.085 (deliberation on contract negotiations for services or product lines and relating to a proposed new service or product line)
- 13.7** Tex. Health & Safety Code §161.031, .032 (disclosure of medical information and peer review)

RETURNED TO OPEN SESSION: @ 7:15 p.m. with Items: 8.4, 10, 11 and 12.

Item: 8.4 Retirement Committee: Philip Blackburn, John McLaren, and Dr. Hashim; and two Community members

- **Glenda Webb**
- **Robbie Marshall**

Motion made by John Spark to approve the Retirement Committee with Philip Blackburn, John McLaren, Dr. Hashim, Glenda Webb and Robbie Marshall. Motion seconded by Dr. Hashim and the remaining board approved. David Schaefer abstained.

Item:10. DISCUSSION AND POTENTIAL APPROVAL OF LIVITY STATEMENT OF WORK TWO

Motion made by David Schaefer to approve LIVITY STATEMENT OF WORK TWO pending additional clarification of SOW THREE moving forward. Motion seconded by John Sparks and the board approved.

Item: 11. DISCUSSION AND POTENTIAL APPROVAL OF HHSC PAYMENT PLAN FOR RECOUPMENT

Motion made by Dr. Hashim to approve the HHSC Payment Plan for Recoupment. Motion seconded by Rikki Leigh Willoughby and the board approved.

Item: 12. DISCUSSION AND POTENTIAL APPROVAL OF ECAPITAL, TERM SHEET - Motion made by David Schaefer that we proceed with the approval of the term sheet with alternate terms presented by ECAPITAL. Motion seconded by John Sparks and the board approved.

ADJOURNED: Justin Sowell made a motion to adjourn. The motion was seconded by John Sparks and

approved by the board. The meeting was adjourned at 7:17 p.m.


Philip Blackburn, President
David Schaefer, Vice-President