REGULAR MEETING OF
THE BOARD OF DIRECTORS
NACOGDOCHES COUNTY HOSPITAL DISTRICT
May 27, 2025 @ 5:15 P.M.

Minutes

IN ATTENDANCE:
Philip Blackburn, President
David Schaefer, Vice-President
John McLaren, Secretary
John Sparks
Rikki Leigh Willoughby
Ahammed Hashim, M.D.

MEDICAL STAFF
Ahammed Hashim, M.D.

ABSENT
Robert Spurck, Legal Counsel

ALSO IN ATTENDANCE:
Rhonda McCabe, CEO
Lynn Lindsey, CFO
Stacy Garcia, VP Clinical Operations / CNO
Noella Crayton, Compliance Officer, Zoom
Ella B. Nobles

1. **CALL TO ORDER**: Philip Blackburn called the 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 are encouraged. Individuals who wish to speak during the public comment portion of the meeting must sign in before the meeting.

Public comments were invited in accordance with board policy. Individuals who signed in to speak addressed the board regarding **Item #15**. Speakers included:

- Wester Couch
- Jose Rubalcava
- Bridget Hughes
- Joshua Ponder/ On behalf of Dr. Wilkinson, ER
- Kim Pope

4. ADMINISTRATIVE REPORTS- INFORMATION ONLY

Report from CEO: Rhonda McCabe

- **CEO Report – Update on Operations and Board Calendar**

April and May were active months with several employee recognition events:

Nurses Week (May 4–10), Hospital Week (May 11–17), and EMS Week (May 18–24) were celebrated with daily staff appreciation activities, including cold brew coffee, snow cones, and a staff picnic.

The Employee Engagement Committee held a successful Silent Auction, raising over $12,000 to support employee events. Funds included $7,200 from the auction, $2,890 from a cabin raffle, and $2,700 in donations—sincere thanks to all who contributed.

A new Marketing Campaign will launch in June to promote ER services, using the tagline: *Think Fast, Think Memorial*, across social media, radio, and other platforms.

The Emergency Room experienced 46 Level 1 and 2 trauma activations in April, which is double the FY24 monthly average. This milestone reflects our ongoing commitment to high-level trauma care and supports our pursuit of a Level 3 trauma designation.

Geri Psych: We received our first Medicare payment in April. Following a soft opening to fine-tune processes, the unit is now ready for full-scale marketing.

Physician Recruitment: We continue to engage with several interested physicians.

Care First Clinic welcomed Maria Jenkins, FNP-C, who joins us with over a decade of experience. She is committed to providing compassionate, patient-centered care to our community.

Ms. Rhonda McCabe also provided remarks regarding Agenda Item #15.

The June Board calendar includes the following meetings:

Retirement Committee Meeting – June 2

Executive Committee Meeting – June 19

Regular Board Meeting – June 24

- **Report for CFO: Lynn Lindsey**

  Ms. Lindsey presented the financial reports to the Board of Directors.

- **Report from Compliance Officer**

  The Compliance Report will be presented in the Executive Session

5. 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 a single action.

5.1 Minutes of April 29, 2025, Regular Board Meeting and Special Board Meeting Minutes from May 13, 2025.

5.2 CFO Financial Report

Motion was made by David Schaefer to approve Consent Agenda items 5.1. and 5.2. The Motion was seconded by John McLaren and approved by the board.

6. **REPORT FROM MEDICAL EXECUTIVE STAFF COMMITTEE REQUIRING DISCUSSION, UPDATE, DELIBERATION, ACTIONS, AND/OR POSSIBLE APPROVAL.**

- Request for Approval of Medical Staff Appointments and Privileges

Motion was made by John McLaren to approve the Medical Staff Appointments and Privileges. The motion was seconded by John Sparks and approved by the board.

7. **UPDATE FROM BOARD RETIREMENT COMMITTEE. DISCUSSION AND POTENTIAL APPROVAL OF RETIREMENT COMMITTEE MEETING MINUTES FROM APRIL 07, 2025.**

Philip Blackburn provided the Board with an update on the Retirement Committee meeting held on May 13. This committee serves in an informational capacity and has been reviewing documents related to the pension plan.

Mr. Blackburn also shared details from his recent trip to Austin, Texas, where he had an informal meeting with representatives from the Pension Review Board (PRB). During that discussion, they addressed asset allocation recommendations, specifically evaluating a 60/40 allocation strategy and whether it would be considered aggressive or conservative.

Additionally, Mr. Blackburn informed the Board about initiating discussions to begin the process of reinstating ad valorem property taxes.

Philip Blackburn requested a motion to approve the Retirement Committee meeting minutes from May 13, 2025. John McLaren made the motion, which was seconded by Rikki Leigh Willoughby. The motion was approved by the Board.

8. **PRESENTATION BY PRINCIPAL FINANCIAL GROUP RE: INVESTMENT REVIEW NACOGDOCHES MEMORIAL DEFINED BENEFIT PLAN.**

Dan Sirdoreus, CIMA, with Principal Financial Group, presented the Investment Advisory Report and the Investment Policy Statement for the Nacogdoches Memorial Hospital Defined Benefit Plan covering the period July 1, 2024 – March 31, 2025. No action was required at this time.

9. **DISCUSSION AND POTENTIAL APPROVAL REGARDING ENGAGEMENT OF SNELL & WILMER AGREEMENT FOR LEGAL SERVICES.**

Motion was made by David Schaefer to approve the Engagement Agreement with Snell & Wilmer for legal services. The motion was seconded by Dr. A. Hashim and was approved by the board.

10. **DISCUSSION AND POTENTIAL APPROVAL OF SETTLEMENT AGREEMENT WITH CERNER.**

Motion was made by David Schaefer to approve the Settlement Agreement with Cerner. The motion was seconded by John Sparks and was approved by the board.

11. **DISCUSSION AND POTENTIAL APPROVAL OF MASTER SERVICE AGREEMENT.**

Motion was made by John McLaren to approve the Master Service Agreement with SteriCycle Medical Waste. The terms of the agreement remain unchanged, except for an updated vendor name. The motion was seconded by Rikki Leigh Willoughby and was approved by the board.

12. **DISCUSSION AND POTENTIAL APPROVAL OF LIVITY SOW # 4.**

- Discussion of this item is scheduled for Executive Session.

13. **DISCUSSION AND POTENTIAL APPROVAL OF PHYSICIAN EMPLOYMENT AGREEMENT.**

- Discussion of this item is scheduled for Executive Session.

14. **DISCUSSION AND POTENTIAL APPROVAL OF NOMINATING A NEW BOARD MEMBER TO REPLACE JUSTIN SOWELL.** Motion was made by John McLaren to take no action on this item. The motion was seconded by John Sparks. Dr. Hashim abstained from voting. The motion carried.

15. **DISCUSSION AND POTENTIAL EMPLOYMENT OF JOSH ABELL, MHA, FOR CHIEF EXECUTIVE OFFICER FOR NACOGDOCHES MEMORIAL HOSPITAL DISTRICT.**

- Discussion of this item is scheduled for Executive Session.

Motion was made by John Sparks to move Items: 12, 13, and 15 into Executive Session for further discussion. The motion was seconded by Dr. Hashim and was approved by the board.

16. **THE BOARD WILL MEET IN CLOSED SESSION (AS APPLICABLE) PURSUANT TO:**

- Tex. Gov't Code §551.071, .129 (consultation with attorney) and/or 551.072 (deliberation on the purchase, exchange, lease, or value of real property) regarding letter of intent(s) related to the hospital and hospital campus.

- Tex. Gov't Code §551.074 (deliberation on the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee)
- Tex. Gov't Code §551.076, .089 (deliberation on security issues)
- Tex. Gov't Code §551.078, .0785 (deliberation involving confidential patient medical records)
- 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)
- Tex. Health & Safety Code §161.031, .032 (disclosure of medical information and peer review)

17. **CONVENE TO EXECUTIVE SESSION @ 6:26 P.M.**

18. **RETURNED TO OPEN SESSION @ 8:30 P.M.**

- **Item No. 12 Discussion and Potential Approval of Livity SOW #4.** Dr. Hashim made a motion to approve proceeding with Livity Statement of Work (SOW) #4, with appropriate measurement metrics in place. The Motion was seconded by Rikki Leigh Willoughby and was approved by the board.

- **Item No. 13 Discussion and Potential Approval of Physician.** John McLaren made a motion to approve the Physician Employment Agreement. The motion was seconded by John Sparks and was approved by the board.

- **Item No. 15 Discussion and Potential Employment of Josh Abell, MHA, for Chief Executive Officer for Nacogdoches County Hospital District.** - Following the discussion, the board unanimously agreed that no action would be taken at this time.

- The Compliance Report was presented during the Executive Session. No Action taken at this time.

19. **BOARD REQUEST FOR NEW INFORMATION AND/OR REPORTS**

An individual Board member may request a report or new information in a regular board meeting by majority vote of the Board. No additional request was made.

20. **ADJOURNMENT:** Motion made by John Sparks to adjourn the meeting. The motion was seconded by Philip Blackburn, and the board approved. Adjourned @ 8:32.

Philip Blackburn, President

John McLaren, Secretary