EMERGENCE HEALTH NETWORK BOARD OF TRUSTEES

MINUTES

(Audio copy of the meeting is available upon request)

Emergence Health Network Board of Trustees (“EHNBOT”) Meeting
Thursday, November 3, 2016 at 4:08 PM
Central Administration, Boardroom, 201 E. Main St. Ste. 600, El Paso, Texas 79901
PRESENT: CINTRON, STOUT, PEYTON, MYER and DRISCOLL
ABSENT: ESCAMILLA

1. INTRODUCTORY ITEMS
   A. Call to Order and Certification of a Quorum
      Quorum was certified.
   B. Public Comment
      Aileen Cabral
      • When she was first recruited to work for EHN she was not aware of a mental health authority in the El Paso community. Ten months later not only has she gained knowledge of the Mental Health Authority but has now become a patient. Over the course of time of being employed she has gained 16 pounds, has been diagnosed with anxiety, depression and is currently being treated by a Psychologist, Chiropractor and also resorted to an acupuncturist to get healthy again. She will be on antidepressants for the next twelve months and suffers from panic attacks which have been given a strong sedative. Has shared this information to the board not to curry favor or to feel sorry but because mental health awareness is serious. She would like to remind all and the Board of Trustees that the mission on EHN is critical to the community and it lies upon all the trustees and executives of this organization. To ensure this organization is lead a managed in the most efficient, ethical and proper way to all mental health stakeholders.
      
      Eva Cabral
      • Is Aileen’s mother and wanted to let everyone know she is very concerned for her daughter. She is used to her being very strong and very hard working women and with very good work ethics. It breaks her to see what she is going through. She is constantly harassed and thinks everyone should be very proud to have someone like Aileen Cabral. She has a lot of knowledge and is faithful to her job and an overall good employee and does not know why she is being attacked. She has to find her own company; it is not her daughter anymore. Her daughter cannot attend functions with the family because she doesn’t feel right. She would like for everyone to be aware of what goes on at EHN and really look into this. She only wants her daughter back as a strong person that she is.
      
      Briana Dominguez
      • Is Aileen’s daughter and has seen her go through the stresses of a new organization and all the adjustments made. She is currently under a lot of stress in regards to
harassment but nothing she hasn’t been able to handle. She has gone through this type of stress but never has she seen her mother hospitalized. She is concerned of her mother’s hospitalization on Oct. 2\textsuperscript{nd} and diagnosed with anxiety and forced to take heavy medication was surprising to her. She has never seen her mom sedated and it’s an unfortunate thing to see. She is no longer able to sleep and hears her up at two and three in the morning not being able to get a full night sleep. She believes this case should be further looked at.

Rotilio Cabral

- Is a tax payer, Aileen’s father and a citizen of El Paso. EHN stands for an organization dedicated to help severe and persistent mental issues and intellectual disabilities without discrimination. His daughter Aileen Cabral head of Human Resources is by far one of the hardest workers he has even known. She attends work on a timely manner and has called her at 7:30 or 8:00 p.m. and is still at work. She will assist any employee of EHN with any complaint they might have. Would like to know from the Board of Directors and Executive team a plan of action following this meeting to combat tactics used from the CEO to enforce healing to the work environment. Discrimination, harassment and retaliation are all being done to his daughter by the CEO. How many of the EHN employees are being harassed and are afraid to say something. Mr. Cabral asking for the board members to do something to find out what is going on. As a tax payer he can gather people and find out what is going on with EHN. It came out on the newspaper that 3.4 million dollars of tax payer’s money was stolen. Promises have been broken to her daughter and money that she should be compensated but is not.

Evan Romo

- Is present in support of Aileen Cabral. He has known her for 6 months and has noticed how supportive she is of everyone around her. Just recently he has noticed that Ms. Cabral is undergoing a lot of stress. It is clear that this stress is being created by the work environment she is a part of. To see that some of the employees experience a mental health situation for themselves is concerning. Something needs to be done by the board members to handle this situation. It is hard to see her struggle from not getting any sleep.

2. REPORTS and PRESENTATIONS

A. Planning and Network Advisory Committee (PNAC) report.

Mr. Rene Hurtado reported on the following:

- The PNAC meeting held on Oct. 11 covered a variety of brief highlights. Discussed the Veterans One Stop Center and asking the veteran members that are currently active in the community to assist with recruiting more veterans into the One Stop Center.
- A live discussion was held on the upcoming holiday events to include a Veteran’s Appreciation Day and Career Fair at 9565 Diana.
- Mental Health First Aid – have decided to become ambassadors to the community and wear badges to actively recruit people to be part of the training. Updates were reported by Victor Ramirez, Mental Health First Aid Coordinator.
- The committee discussed a special focus group on children’s mental health that will take place early next month called Speak Your Mind Texas. Also, the results of the PNAC table that was manned at the recent NAMI Walk that helped to recruit additional members.

B. Chief Financial Officer’s report on Emergence Health Network financials.

Ms. Roxie Samaniego reported the following points:
• First month of monthly budgeting is complete. Not many variances. Revenue over expenses after normalized with the 1115 Waiver and are at a decrease of $468k for the month of September. Leaving a budget decrease of $663k due to lower net fee for service due to existing/new program divisions that are still pending hiring; expected to go up within the next several months.

• Salaries & Benefits – 90 budgeted vacancies that are still not filled at an average of $40k plus benefits that account for the $382k that was not spend.

• Lower supplies cost – $24k represents minor equipment that different cost cents and divisions budgeted, however it was not spent and will be available in the future.

• Budget to actuals – a decrease of $416k; last year at this time there was a decrease of $209k. Higher Dayhab revenue and began collecting at the new location in February of 2016.

• Higher Salaries & Benefits – more FTE’s this year compared to last year by approximately 54 fulltime employees.

• Higher contract cost – Telemed services and services within the jail that account for at least $150k of the $170k.

• Lower capital expenditures – incurring capital expenditures from last year regarding leasehold improvements at the Chase location. Other expenses include a $6k decrease in fuel cost on fleet management.

• Health Fund – a decrease of $100k; currently running on a calendar year. Working with the Health Fund representative to hopefully changing from a calendar year to a fiscal year. During the first month of the fiscal year there were claims that exceeded the premiums received.

• Sun City – EAP has moved within EHN. The revenue collected is being spent on client cost.

• Balance Sheet – are currently at a 2 to 1 ratio; more assets needed to pay the bills with the next twelve months. The AP days are less due to now paying on vendor terms instead of net 30. No late fees were incurred.

C. **Chief Executive Officer’s report regarding current EHN program operations.**

Ms. Kristi Daugherty reported on the following:

• EHN’s Crisis Services received 5-year certification by the American Association of Suicidology (AAS).

• All IDD Departments received above 95% Customer Satisfaction ratings for the month of August. Additional monies were received from the state on crisis services for IDD these are being issued after the fact for the 2016 plan that was submitted. The plan for 2017 has also been submitted and pending approval. This will allow EHN to set up partnership with the community stakeholders for alternative placement with individuals of IDD who go into crisis. Currently setting up a crisis respite that is for individuals with IDD when experiencing a crisis. A partner in the community currently has the facility and EHN will partner with the private provider to transitioned back to the community.

• State Representative Joe Moody presented a State Delegation briefing during an EHN Director & Supervisor Meeting. He was also present at the Legislative meeting held at Chase.

• Chief of Substance Use Division, Mr. David Baquera graduated from the SAMSHA Project Fit, a national program designed to healthcare leader’s design effective MH/SU programming.

• Chief Medical Officer presented at the Courage Conversations Suicide Prevention Conference for the Department of Homeland Security.
• One of EHN’s challenges consists of a growth in the MH adult intake, placing pressure on clinic targets and GR dollars; currently working on a plan to address access points. Currently one of the centers in Texas that have not started a wait list. Also, speaking to UMC to find ways to prevent a wait list. Currently no formal policy and procedure from the state; looking into not going by first come first basis but by acuity. Mr. Cintron would like for the following to be presented at next Board’s meeting: detail on capacity constraints, specific areas, process on how to stratify so those in more need are not dropped and alternative solutions to look at.

• Two trips were taken with the IDD consumers to Morgan’s Wonderland. This is the 5th annual trip. Total amount raised from a concert was approximately $14k dollars; 22 individuals attended to include 12 staff members due to a one to one when traveling out of town. Places visited included Riverwalk, Ripley’s Believe it or Not, Wax Museum, Oriental Garden and The Alamo. A presentation of this event will be presented at next month’s Board meeting to include the presence of some clients.

• Department recognition for the month consists of the Reimbursement/Collection Pre-authorization. Michelle Aponte-Pacheco currently oversees this department with the assistance of Elisa Navarro. The primary functions of Reimbursement Collections Preauthorization is to verify benefits, eligibility, secure authorization and insure compensation is obtained for all billed services. This division also monitors any trends regarding denials and under paid or over paid accounts. The team is comprised of 16 dedicated employees who are tasked with maintaining the accounts receivables and collections. Each employee of the team collaborates closing our contracted third party care representatives TMHP, Medicare, four different managed Medicaid plans and 53 commercial plans. In fiscal year 2016 the total collections were $10,844,000 for MH and IDD which included TMHP Medicare MCO’s. Denial rate facility wide was less than 5%. During this fiscal year the department provided training to the front office clinical staff, medical staff as well as enhanced individualized training and to all new reimbursement staff. During fiscal year 2016 the Revenue Cycle Administrator attended three Reimbursement Consortiums bringing back valuable information which was used to advance in the current billing system. The department introduced themselves individually: Elizabeth Flores, Lorraine Morales, Kristal Ramirez, Patricia Mendoza, Esperanza Duarte, Irma Marioni, Sandra Galvan, Vanessa Chavez, Guadalupe Calzada, Blanca Salazar, Lizet Bernal, Yesenia Thornburg, Lilia Castro, Kristina Maese, Maria Mota, Renne Garcia, Nora Campos and Laura Nunez.

3. REGULAR AGENDA

A. Discuss and take appropriate action regarding minutes of the Board of Trustees meetings held on September 22, 2016.

EHNBOT Action: Motion to approve minutes. Driscoll moved/Peyton seconded. Motion Carried (5/0)

B. Discuss and take appropriate action regarding delegation of certain CEO duties.

Under Ms. Daughtery’s contract she has the ability to appoint one individual to essentially sign contracts and sign on behalf of EHN during her absence due to travel or illness. Also, the contract allows for Ms. Daughtery to appoint any or all executive level individual officers to sign off up to $5k. During the Executive Committee it was discussed to assign the CFO to executive contracts in the CEO’s absence. Mr. Cintron has requested for this assignment to be in writing as an official document stating the designee subject to board approval in the CEO’s absence. If ever there was a removal of the designee to also be documented. The Development Department oversees a lot of events that would require smaller amount and
concluded that $5k would be allowed to execute. Tewiana Norris, Chief of Nursing also oversees the nursing division to include the EOU and at times theirs small contracts that need to be executed to make sure the operating unit is running adequately. Ashley Sandoval oversees the MH Division which consists of the largest division. Ms. Daugherty would like to designate Roxie Samaniego, Chief Financial Officer to the full execution of contracts. Also, Rene Hurtado, Chief Development Officer, Tewiana Norris, Chief of Nursing, Ashley Sandoval, Chief Operating Officer of Mental Health and Roxie Samaniego, Chief Financial Officer for the $5k contract limit. Ms. Daugherty will report on a quarterly basis to the Executive Committee an amount of contracts being executed.

**EHNBOT Action:** Motion was made for the delegate for Ms. Daugherty’s full authority in her absence for Interim CFO, Roxie Samaniego. Stout moved/Meyer seconded. Motion carried (5/0)

**EHNBOT Action:** Motion was made to authorize Roxie Samaniego, Ashley Sandoval, Tewiana Norris, and Rene Hurtado to serve as the CEO’s delegates in any contract that does not exceed $5k. Stout moved/Driscoll seconded. Motion Carried (5/0)

C. Discuss and take appropriate action regarding EHN priorities for the upcoming Texas Legislative Session.

The Legislative Session will go into session in January 2017. A multitude of bills will pass and affect the operations rather significantly. In preparation every year EHN prepares legislation priorities that are shared with the El Paso Litigation and policy makers across the state to inform them about the priorities and needs for the upcoming session. Information from the Texas Council was used to prepare the document and also spoke to the sister centers. A Legislative Forum was also conducted a couple weeks ago and asked member of the community to review and add or subtract anything that would be appropriate. This document is broken into several sections that include Budget, Integrated Care – allowing LMHA to provide both primary care and substance abuse services, Behavioral Health Services, IDD Services – protecting the role of what community centers do for the IDD population and bring valuable providers and a authority for those individuals who enter criminal justice, Criminal Justice Issues, Veterans Issues – protecting the funding of Senate Bill 55 to open the One Stop Center, Access to Care, Parity, Medical Expansion, Suicide Prevention, Formulary Use and IT Improvements. Upon approval of this particular document it will then be taken forward for the advocates that will be going to Austin to advocate for mental health IDD issues. This document will be shared with the Chamber, County and the city and will also be uploaded on the EHN website. Updates will be provided throughout the session and also scheduling community updates and hopefully not has any major surprises and come out with a successful legislation. Mr. Cintron recommended using resources with San Antonio, Dallas to leverage the state senators and legislative to help with legislative issues.

**EHNBOT Action:** Motion to adopt and maintain the funding for the Texas Veterans Commission, expand services, and protect the course in place. Stout moved/Driscoll seconded. Motion Carried (5/0)

D. Discuss and take appropriate action regarding revision of the Employee Grievance Policy.

Recommendation to the board for outside counsel to be engaged if ever an investigation of the CEO is taken place for the protection of all parties. It is recommended to add to the Grievance Policy a proposed language to Paragraph 4, Section 1: The Executive Committee is authorized to engage outside counsel on behalf of EHN for purposes of conducting any investigation and providing legal advice regarding the grievance filed against the CEO.

**EHNBOT Action:** Motion was made for the board to approve the amendment made to the Grievance Policy in Paragraph 4, Section 1: The Executive Committee is authorized
to engage outside counsel on behalf of EHN for purposes of conducting any investigation and providing legal advice regarding the grievance filed against the CEO. Dr. Myer moved/Peyton seconded. Motion Carried (5/0)

E. Discuss and take appropriate action regarding awarding of contract for Human Resources Information System (HRIS) vendor.

As EHN transitioned from the County HR and bringing it internal. The Human Resources division has done a great job in reviewing the needs for the center as far as the employees are concerned. EHN went out to bid for an online self served HR portal and believed to have found it with Datis. This will allow easy employee access updates and effective management to reports and information needed. The employees will be able to update bank information as it is currently manual right now. Eleven individuals served in the selection committee and four bids selected and three were selected for a live presentation. The committee was comprised of HR Personnel, Finance Division and IT. After an extensive review the committee selected Datis as the vendor. Customer reviews were also performed. The vendor will be onsite for implementation. The cost of the HRIS system is $140k with a 2 year term and a 6 month notification if agreed to select another vendor.

EHNBOT Action: Motion was made to award the bid to Datis to approve and authorize CEO to execute contract with Datis for the HRIS System. Driscoll moved/Dr. Myer seconded. Motion Carried (5/0)

4. EXECUTIVE SESSION

The Board of Trustees went into executive session at 5:19 PM on November 3, 2016 to discuss items 4A, 4B, 4C, 4D and 4E. Present at executive session was Mr. Jacob Cintron, Comm. David Stout, Ms. Kathleen Peyton, Dr. Rick Myer, Mr. David Driscoll, Attorney Mr. Omar Villa, Attorney Mr. Michael Wyatt, Attorney Holly Lytle and Jessika Franco. Attorney Michael Wyatt left the proceeding at 5:48 PM. The board concluded executive session at 6:15 p.m.

A. Discuss grievance filed against Kristen Daugherty pursuant to Texas Gov't Code Sec. 551.074.
B. Discuss FY 2017 CEO incentive goals pursuant to Texas Gov't Code Sec. 551.074.
C. Consultation with attorney regarding legal claim of Aileen Cabral pursuant to Texas Gov't Code Sec. 551.071.
D. Consultation with attorney regarding legal claim of Ariana Drobet pursuant to Texas Gov't Code Sec. 551.071.
E. Consultation with attorney regarding engagement of outside counsel in handling employment-related matters pursuant to Texas Gov't Code Sec. 551.071.

5. Open Session

The Board of Trustees returned to Open Session at 6:20 p.m. Mr. Cintron stated that no action was taken for items 5A, 5C, and 5D.

The Board of Trustee returned to Open Session at 8:34 p.m.

A. Discuss and take appropriate action regarding grievance filed against Kristen Daugherty.

EHNBOT Action: No action taken.

B. Discuss and take appropriate action regarding FY 2017 CEO incentive goals.
EHNBOT Action: Motion to adopt FY 2017 CEO metrics out of town travel center savings from 4% to 8%. Stout moved/Driscoll seconded. Motion carried (5/0)

C. Discuss and take appropriate action regarding legal claim of Aileen Cabral.
EHNBOT Action: No action.

D. Discuss and take appropriate action regarding legal claim of Ariana Drobet.
EHNBOT Action: No action.

E. Discuss and take appropriate action regarding engagement of outside counsel in handling employment-related matters.
EHNBOT Action: Motion to approve and authorize Board Chair to hire or engagement outside counsel on behalf of EHN after consultation with in-house counsel. Driscoll/Dr. Myer seconded. Motion carried (5/0)

Ms. Daugherty announced the November Board meeting falls on Thanksgiving. Regular committees for the month of November will run as usual. It is proposed to have a joint November/December Board meeting. Ms. Franco will contact the board members for meeting dates.

6. ADJOURNMENT
THE MEETING ADJOURNED AT 6:23 P.M.

Approval Date: 12/7/2016
By: Dravid Driscoll

David Driscoll, Board Secretary