

# Minutes of Board of Managers - Special Meeting

## The Board of Managers Nueces County Hospital District

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A Board of Managers - Special Meeting of the Board of Managers of Nueces County Hospital District was held Tuesday, January 7, 2025, beginning at 12:00 PM in the Board of Managers Meeting Room

555 N. Carancahua Street, Room 950-A  
Corpus Christi, Texas 78401

### 1. WELCOME

### 2. ROLL CALL OF BOARD OF MANAGERS

- \_\_\_ John E. Valls, MBA, Chairman
- \_\_\_ Vishnu V. Reddy, M.D., Vice Chairman
- \_\_\_ Sylvia Tryon Oliver
- \_\_\_ Belinda Flores, R.N.
- \_\_\_ Mariana Garza, J.D.
- \_\_\_ Efrain Guerrero, Jr.
- \_\_\_ Arthur Granado

### 3. CALL TO ORDER, ESTABLISHMENT OF QUORUM, MEETING POSTING CONFIRMATION, AND CLOSED MEETING NOTICE:

- A. Call to order.
- B. Establish quorum.
- C. Confirm posting of Meeting's public notice in accordance with Texas Open Meetings Act, Texas Government Code, Chapter 551.
- D. Public notice is hereby given that the Board of Managers may elect to go into Closed Meeting session(s) at any time during the meeting to discuss any matter(s) listed on the agenda when so authorized by the provisions of the Open Meetings Act, Texas Government Code, Chapter 551.

### 4. ANNOUNCEMENT ON DISCLOSURE OF CONFLICTS OF INTEREST. Any Conflicts of Interest or Appearance of a Conflict of Interest with items on this agenda shall be declared at this time. Members with conflicts will refrain from voting and are asked to refrain from discussion on such items. Conflicts discovered later in the meeting shall be disclosed at that time.

5. **PUBLIC COMMENT** - Persons attending in-person and wishing to comment on any item(s) on the agenda or any subject within the Board's responsibilities must sign-in on the "Agenda Item Request to Speak" form provided at the entrance of the Board meeting room at least five (5) minutes prior to commencement of the meeting. Persons attending via audio or video conference and wishing to comment on any item(s) on the agenda or any subject within the Board's responsibilities must verbally notify the presiding officer of their desire to comment when the officer calls for public comment from those attending via audio and video conference. Commenters shall limit their comments to three (3) minutes, except that Commenters addressing the Board through a translator shall limit their comments to six (6) minutes.

6. **REGULAR AGENDA** - The Regular Agenda consists of those agenda items which are non-routine, not administrative in nature, or otherwise in need of separate attention. Each Regular Agenda item will be voted upon separately if action is required:

A. Discuss and consider approval of an Interlocal Agreement between Nueces County and Nueces County Hospital District relating to the provision of certain County employee benefits, including but not limited to health insurance, to Hospital District employees and other related matters; initial term October 1, 2024 - September 30, 2025. **(ACTION)**

B. Discuss and approve updated 89th Texas Legislative Session Bill drafts. **(ACTION)**

C. Receive 2025 Board of Managers and Board Committees meeting dates/times. **(INFORMATION)**

7. **CLOSED MEETING** - Public Notice is hereby given that the Board of Managers may go into closed meeting session(s) at any time during the meeting to discuss any matter(s) listed on the agenda, when so authorized by the provisions of the Open Meetings Act, Texas Government Code, Chapter 551. *To the extent there has been a past practice of distinguishing items for public deliberation and those for executive session, the public is advised that the Board is departing from that practice, and reserves the right to discuss any listed agenda items in a closed meeting when authorized by law to do so.* When the Board goes into closed session(s) regarding an agenda item(s), the section(s) of the Open Meetings Act authorizing the closed session will be publicly announced by the presiding officer. Should any final action, final decision, or final vote be required in the opinion of the Board with regard to any matter considered in closed session(s), then the final action, final decision, or final vote shall be either: (a) in the open meeting covered by the Notice upon reconvening of the public meeting; or (b) at a subsequent public meeting of the Board upon notice thereof, as the Board shall determine pursuant to applicable laws. The Board specifically expects to go into a closed session(s) on the matters listed below pursuant to the Act, §551.071 and §551.074.

A. Consult with attorneys on matters relating to dispute resolution demand received from CHRISTUS Spohn Health System relating to the Amended and Restated Membership Agreement, pursuant to §551.071.

- B. Consult with attorneys matters relating to the Amended and Restated Membership Agreement between Hospital District and CHRISTUS Spohn Health System Corporation, pursuant to §551.071.
- C. Consult with attorneys on matters relating to CHRISTUS Spohn Health System's commitments to future graduate medical education and their emergency medicine residency program, pursuant to §551.071.
- D. Consult with attorneys on matters relating to provisions of the Administrator's Employment Agreement, pursuant to §551.071 and §551.074.

8. **OPEN MEETING** - Following the Closed Meeting, the Board of Managers will reconvene the Open Meeting prior to taking any action(s) on matters considered in the Closed Meeting or adjourning the meeting.

A. Consider final action, decision, or vote on matters considered in the Closed Meeting:

1. Discuss and consider authorizing the Administrator to enter into a Letter Agreement with CHRISTUS Spohn Health System Corporation granting the Hospital District the ability to exercise a call right to provide for potential early access to certain leased assets in exchange for disbursing remaining escrow funds to CHRISTUS Spohn Health System and in acknowledgment of CHRISTUS Spohn Health's System's achievement of its green space commitment pursuant to Schedule 1, Section 3.9.7 of Amended and Restated Membership Agreement between Hospital District and CHRISTUS Spohn Health System Corporation, as amended, and resolving CHRISTUS Spohn Health System Corporation's December 2, 2024 Mediation Notice under Membership Agreement. **(ACTION)**
2. Discuss and consider disbursement of remaining escrow funds to CHRISTUS Spohn Health System Corporation in accordance with Item 8.A.1 above, and authorize the Administrator to execute related documents. **(ACTION)**
3. Receive a document dated November 14, 2024 on CHRISTUS Spohn Health System's letterhead that included statements concerning Spohn's commitment to future graduate medical education and their emergency medicine residency program and direct incorporation of the document/statements into the Hospital District's January 7, 2025 board meeting into meeting minutes. **(ACTION)**
4. Discuss and consider directing incorporation of the statements and commitments made by CHRISTUS Spohn Health System Corporation's Chief Executive Officer during the Hospital District's January 7, 2025 board meeting into meeting minutes. **(ACTION)**
5. Discuss and consider amending provisions of the Administrator's Employment Agreement. **(ACTION)**

6. Discuss and consider final action, decision, or vote on other matters considered in Closed Meeting. (***ACTION AS NEEDED***)

9. **ADJOURN**

10. Public Meeting Posting Notice.