

METROCARE SERVICES

**BOARD OF TRUSTEES
MEETING MINUTES OF**

June 28, 2012

METROCARE SERVICES

REGULAR MONTHLY MEETING of the BOARD OF TRUSTEES

MINUTES OF June 28, 2012

A Regular Meeting of the Board of Trustees of Metrocare Services convened on Thursday, June 28, 2012 at 1360 River Bend Dr, Dallas, Texas 75247 in the Charles Cooper Board Room.

I. Call To Order/Roll Call

Ms. Noble, Madame Chair, declared a quorum present and called the meeting to order at 1:35 pm.

The following Trustees were present:

Ms. Julia P. Noble, Madame Chair
Ms. Verlean Walton-Brooks, Vice Chair
Ms. Jill L. Martinez, Board Secretary
Dr. Carol S. North
Ms. Mary Lynne Broomfield
Mr. David Gutierrez
Ms. Judy N. Myers
Ms. Brenda K. Richardson

Staff Present: Dr. James Baker, Linda Thompson, Kyle Munson, Dr. Judith Hunter, Tom Clark, Sandy Stephens and other Metrocare staff.

II. CITIZENS' COMMENTS: The procedure for public comments was available at the meeting for those interested. No public comment was received.

III. ISSUES TO BE CONSIDERED:

Consideration of Approval of the Minutes of the Metrocare Services Board Meeting for May 24, 2012. Ms. Noble called for the approval of the May 24, 2012 Board minutes.

Motion: Ms. Martinez moved for the Approval of the Board meeting minutes of May 24, 2012 as presented. Mr. Gutierrez seconded, and the motion carried.

Madame Chair's Report

Madame Chair Report: Ms. Noble thanked the Board of Trustees and the Senior Management Team for their participation in the June 16th Board retreat. She said this meeting provided guidance to the search committee to see more clearly the attributes the Center is looking for in our new leader.

Consideration of Approval of Modifications to Strategic Plan: Ms. Noble presented a handout of the Strategic Plan with two modifications under strategy two for Board approval; 8) Integrate primary service into our service delivery system and 9) Expand our Center for Education and Research (CER).

Motion: Ms. Martinez made a motion for the Approval of Modifications to the Strategic Plan. Ms. Walton-Brooks seconded, and the motion carried.

Texas Council Report: Ms. Noble presented a report of the Texas Council's 27th Annual Conference and thanked Ms. Myers, Mr. Gutierrez, Ms. Thompson and Ms Stephens for their participation.

Next Committee and Board meeting schedule: Ms. Noble said that there are no standing committee or Board meetings scheduled in July. She said if there is a need for a special called meeting then a notice will be sent out as soon as possible. The search committee will continue to meet on Thursdays at 3:30 pm in the Charles Cooper Board Rm., until further notice.

During the month of August both the committee meetings and the board meeting occur in the same week.

- On the third Tuesday, August 21st the Provider Services Committee will meet at 11:30 am with the Philanthropy Committee meeting following immediately after at approximately 12:15 pm and the Finance and Administration Committee following at approximately 1:00 pm. The meetings will be held at 1360 River Bend Dr., in the Charles Cooper Board Rm.
- 12:45 Quality and Authority Committee meeting
- 1:00 Board Training
- 1:30 Board meeting. The Legislative Committee will meet as a committee of the whole during our Board meeting. The Board will meet on the 4th Thursday of the month, August 23rd, at the same site.

Ad hoc CEO Search Committee Update: Ms. Walton-Brooks presented a brief update on the CEO Search Committee and said the committee is presently updating the CEO job description. She said that six executive search firms have submitted their proposals for review. Mr. Munson developed a matrix for the search committee to use while reading through each of these proposals and score them according to their findings. The results of the scores will be discussed at the July 12th search committee meeting and a selection will be made.

Chief Executive Officer's Report:

Services Presentation: Ms. Anne Vidacovich, presented the story of a twelve year old girl served by our children's services. She said through therapy sessions and with her immediate families support this young lady has been able to overcome her sadness and depression. The client made posters in English and Spanish to help other children in the same situation have the courage to come forward. Her posters were submitted in a contest for DSHS Children's Mental Health Awareness Creativity Contest and she received first

place. The client is doing well in school and her family continues to support her.

Consideration of Acceptance of Chief Executive Officer's Report:

Dr. Baker presented a brief summary of the centerwide indicators for the month of May 2012. Vacant prescriber positions negatively impacting performance have been filled, but the Center will not be back where it needs to be financially until September.

Motion: Ms. Walton-Brooks made a motion to accept the Chief Executive Officer's Report for May 2012. Mr. Gutierrez seconded, and the motion carried.

Finance and Administration Committee: Ms. Noble called on Mr. Munson to present his report.

Consideration of Acceptance of the Financial Report for May 2012 (unaudited): Mr. Munson said that this report was presented in detail at the Finance and Administration Committee.

Motion: Ms. Noble said the committee recommended the acceptance of the Financial Report for May 2012 and a second is not required, as the recommendation came from the committee. Motion carried.

Consideration of Acceptance of the FY12 Third Quarter Reports on Finance, and Information Systems: Mr. Munson said that this report was presented in detail at the Finance and Administration Committee and remains unchanged.

Motion: Ms. Noble said the committee recommended the acceptance of the Financial Report for May 2012 and a second is not required, as the recommendation came from the committee. Motion carried.

Consideration of Approval of Revision to Board Policy 5.10 on Salary Administration: Mr. Munson said the only change to Board Policy 5.10 was the date and everything else remained the same.

Motion: Ms. Noble said this comes as a committee recommendation and a second is not required, as the recommendation came from the committee. Motion carried.

Consideration of Approval of the Internal Audit Report: Mr. Munson presented a brief summary of the Internal Audit Report and said the Center is moving forward in implementing changes to the Policies and Procedures on Professional Conduct and Ethics.

Motion: Ms. Noble said this comes as a committee recommendation and a second is not required, as the recommendation came from the committee. Motion carried.

Consideration of Acceptance of Engagement Letter for the External Audit Firm of Davis Kinard & Co, PC for FY12: Mr. Munson said this engagement letter is unchanged with the previous year's engagement letter. He said it contains a cap of \$55K on the fees we pay, same as the previous year.

Motion: Ms. Noble said this comes as a committee recommendation and a second is not required, as the recommendation came from the committee. Motion carried.

Report of the Provider Services Committee: Dr. North referred to Dr. Hunter to present her report.

Consideration of Acceptance of Medical Staff Services Report for May 2012: Dr. Hunter provided highlights of her report. She said two medical staff positions remain vacant. Temporary staff will cover the vacant positions until they are filled. The new primary care physician comes on site on July 2nd.

Motion: Ms. Noble said this comes as a committee recommendation and a second is not required, as the recommendation came from the committee. Motion carried.

Consideration of Acceptance of Behavioral Health Service Delivery Report for May 2012: Mr. Clark presented a summary of his report, including information in the two audits that occurred during the month. The report was presented in detail at the Provider Services Committee. There were no changes to this report.

Motion: Ms. Noble said this comes as a committee recommendation and a second is not required, as the recommendation came from the committee. Motion carried.

Consideration of Acceptance of the Developmental Disabilities Report for May 2012: Mr. Clark said the developmental disabilities provider division report was presented at the Provider Services Committee in detail. There were no changes to this report.

Motion: Ms. Noble said this comes as a committee recommendation and a second is not required, as the recommendation came from the committee. Motion carried.

Report of the Quality and Authority Services Committee: Ms. Walton-Brooks said the Quality and Authority Committee met right before the Board meeting and approved the following. She asked if there were any questions posed for these items.

Consideration of Approval of the Quality Management Report for May 2012:

Consideration of Acceptance of FY12 Third Quarter Reports on Service Delivery:

Consideration of Acceptance of FY12 Third Quarter Reports on Quality Management and Research:

Motion: Ms. Walton-Brooks said the committee recommended the Approval of the Quality Management Report for May 2012, the Acceptance of the FY12 Third Quarter Reports on Service Delivery and the Acceptance of the FY12 Third Quarter Reports on Quality Management and Research. Ms. Noble said a second is not required, as the recommendation came from the committee. Motion carried.

Report of the Philanthropy Committee: Ms. Martinez referred to Ms. Stephens for the Philanthropy Committee report for the month of May.

Consideration of Acceptance of the Development and Community Education Report for May 2012: Ms. Stephens said her report was presented in detail at the Philanthropy Committee last week.

Motion: Ms. Noble said this comes as a committee recommendation and a second is not required, as the recommendation came from the committee. Motion carried.

Report of the Legislative Action Committee: Ms. Broomfield referred to Mr. Hernandez to provide the Legislative Action Committee report for the month of May. Dr. Baker presented this report in Mr. Hernandez absence.

Consideration of Acceptance of the Legislative Action Committee Report for May 2012: Dr. Baker said Mr. Hernandez will be contacting the members of the Board to schedule visits with our Legislators.

Motion: Ms. Walton-Brooks moved to accept the Legislative Action Committee Report for May 2012. Ms. Broomfield seconded. The motion carried.

- IV. EXECUTIVE SESSION:** Ms. Noble requested staff and guests excuse themselves from the meeting room at 2:30 p.m. while the Board and legal counsel go into executive session in Accordance with Subchapter D, Section §551.071 and §551.074 of the Texas Open Meetings Act (Chapter 551 of the Government Code) for the purpose of Consulting with Attorney and discussing personnel matters. She explained that no action would be taken in executive session.

❖ CEO Search

- V. RETURN TO OPEN SESSION:** Ms. Noble invited staff and guests to rejoin the Board at 3:04 pm. The following items were deliberated in closed session and presented for approval in open session.

Consideration of Approval of Revision to Chief Executive Officer Job Description: The Board of Trustees gave their approval for the revision to the Chief Executive Officer job description.

Motion: Ms. Walton-Brooks made a motion to approve the Revision to Chief Executive Officer Job Description. Ms. Martinez seconded, and the motion carried.

Consideration of Approval of Engagement of Executive Search Firm for Chief Executive Officer: The Board gave their approval for the Ad hoc CEO Search committee to retain a search firm if the decision is made prior to the August board meeting.

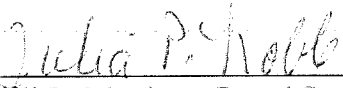
Motion: Ms. Walton-Brooks made a motion to approve the engagement of an executive search firm for the Chief Executive Officer. Ms. Richardson seconded, and the motion carried.

Consideration of Approval of Budget for Executive Search Firm: The Board approved a budget of \$150,000 for the executive search firm process.

Motion: Ms. Walton-Brooks made a motion to approve the budget for engagement of an executive search firm budget. Ms. Broomfield seconded, and the motion carried.

VI. MEETING ADJOURNMENT: There being no further business to come before the Board, the meeting adjourned at 3:03 pm.

Minutes approved by:



Jill L. Martinez, Board Secretary
Julia P. Noble, Madame Chair

Minutes distributed by:
Martha L. Toscano
Assistant to the CEO and Metrocare Board of Trustee