



## **REGULAR BOARD MINUTES**

September 26, 2024

**METROCARE**  
**Board Meeting Minutes**  
**September 26, 2024**

A Regular Meeting of the Board of Trustees of Metrocare convened on Thursday, September 26, 2024. The meeting was held at 1345 River Bend Drive, Dallas, TX 75247 (Mustangs Conference Rm.)

**CALL TO ORDER:**

Mr. Bernstein, Chairman, called the meeting to order at 1:32 pm. A quorum was confirmed with 9 board members in attendance.

**Trustees Present:**

Kenneth Bernstein, Anthony Farmer, Dave Hogan, Noel O. Santini, M.D., Stacy G. Cantu, Jaime Walkowiak, Vickie Rice, Dr. Sam Yang and Sonnia R. Ortega.

**Public Comment:** No public comment was received.

**Staff present:**

John W. Burruss, M.D., Kelli Laos, Lucas Wilson, Judith Hunter, M.D., Jennifer Wadsworth, Ikenna Mogbo, Carolina Lasso, Tate Ringer and Russ Abercrombie.

**Guest present:**

Joel Geary, Tzeggabrhan Kidane, Coco Sanchez and other Metrocare staff were in attendance.

**Chairman Updates:**

Mr. Bernstein referred to the FY24 Board attendance sheet and asked the board members to please provide notice if they plan to be out as they make their travel plans for next year.

**Annual meetings with Dallas County Commissioners:** Mr. Bernstein said that they have finished the meetings with Dallas County Commissioners, and he explained the formal aspect of the meetings indicating that the Annual Budget, as well as staff compensation. In the Spring, we will present the Annual Audit as expected under state law. He encouraged the board members that have not participated in these meetings to make every effort to do so. The commissioners are provided with important perspectives on what we do and how we do it.

**Meal for the Minds (M4M):** Mr. Bernstein reminded of this event which begins at 11:00 am on Thursday, October 24 at the Renaissance Dallas Hotel off of I-35/Stemmons Fwy. The board meeting will follow immediately at the hotel.

**Consent Agenda: August 2024 Reports**

*All consent agenda items are considered to be routine by the Board and will be enacted with one motion. There will be no separate discussion of items unless a Board Member so requests, in which event, the item will be removed from consideration as an item of consent business and considered in its normal sequence with the other action items listed below in which case full discussion of the item may occur as necessary.*

1. Acceptance of the August 22, 2024, Regular Board Meeting Minutes
2. Acceptance of the FY24 Fourth Quarter Reports on Finance
  - Quarterly Investment Report
  - Community Service Contracts over \$100,000 & Non-Community Service Contracts over \$25,000
  - Lease Obligations over \$25,000
  - Legal Expenses
  - Purchases of Goods, Services and Equipment over \$15,000
  - Participation by Historically Underutilized Businesses (HUB)
3. Acceptance of the FY24 Fourth Quarter Report on Salary Adjustments over \$5K
4. Acceptance of the Information Technology Report
5. Acceptance of the Housing and Homeless Services Report
6. Acceptance of the Quality Management/Compliance & Medical Records Report
7. Acceptance of the Local Intellectual and Development Disability Report
8. Acceptance of the FY24 Fourth Quarter Report on LIDDA Performance Measures
9. Acceptance of the Texas Department of Health and Human Services Commission Performance Contract Allocation and Summary for FY 2024 and FY 2025
10. Acceptance of the Strategic Initiatives Report

**Motion:** Ms. Rice moved to Accept the Consent Agenda for August 2024 as presented and Mr. Hogan second. The motion was unanimously approved.

**Dr. Burruss said that today he added another item to the agenda, the celebration of Ms. Jerryline "Jerry" Holacka:** Dr. Burruss began by celebrating Ms. Jerry Holacka, who is retiring from the agency after 32 years of service. This was followed by a success story from Nicolette Betancourt, a Licensed Marital and Family Therapist from the Cohen Clinic.

Dr. Burruss congratulated the Cohen Metrocare Clinic who has led the entire Cohen Network in the roll out of a new software program called Phreesia that's going to be used for intake, payment processing and other things for the whole system.

**Action Agenda:**

**Acceptance of the Chief Executive Officer Report for August 2024:**

Dr. Burruss referred to his report of agency operations. The final client number from FY2024 of 51,492 unique individuals was broken down into 78% MH, 17% LIDDA and 5% DDP. Metrocare achieved 7 out of 15 FY24 KPIs, though the agency is doing very well. The CEO suggested that this further supports the fact that these are not, in fact, key performance indicators as any business meeting less than half of their key metrics would be in a difficult position, while Metrocare is thriving. Dr. Burruss referred to Chief Housing Officer, Mr. Mogbo to provide an update on the Housing Forward Program.

Mr. Mogbo provided an update on the additional 175 PSH slots and 7 FTE that were just awarded to Metrocare through the Housing Forward competitive bid process to dissolve City Square's PSH program. Mr. Bernstein asked about any assumed liabilities or noncompliance matters that Metrocare might be taking on in this transition. Mr. Mogbo explained that the risk would be held by Housing Forward, not Metrocare.

**Motion:** Ms. Cantu moved Acceptance of the Chief Executive Officer Report for the FY24 Key Performance Indicator Progress through August 2024 and Mr. Hogan second. The motion was unanimously approved.

**Acceptance of the Real Estate, Property and Space Management Strategic Plan:**

Dr. Burruss added final thoughts regarding the Real Estate, Property and Space Management Strategic Plan that was discussed by Ms. Eliza Solender during the earlier training. He pointed out a new report on page 148683 of this board packet that will regularly provide anticipated space needs based on grant applications and new program expectations. This was in response to the trustee's request for more lead-time in expected property transaction approvals. The Bowser and Rawlins pro formas were also referenced on page 148710, the last page of the Strategic Plan. The CEO pointed out that currently, during calendar 2024, the properties are already cash-flow positive to over \$292,000 with anticipated growth year-over-year to reach nearly \$550,000 by 2032. He stressed that this was true despite the calculations being "fully loaded" to include debt coverage, insurance, maintenance, management, etc.

**Motion:** Ms. Walkowiak moved Acceptance of the Real Estate, Property and Space Management Strategic Plan and Mr. Hogan second. The motion was unanimously approved.

**Finance and Administration Reports:**

**Acceptance of the Financial Report for August 2024 (Unaudited):**

Mr. Wilson reviewed the September 2024 interim financial statements. He called out specific variances related to Directed Payment Program (DPP) Revenues & how they are expected to increase as Metrocare goes through the audit process. He also spoke about the variances to benefit & pharmacy expenses. The variances offset due to a reclassification of employee prescriptions filled by the Metrocare pharmacy to a benefits expense to be captured for Charity Care.

**Motion:** Dr. Santini moved Acceptance of the Financial Report for August 2024 and Ms. Walkowiak second. The motion was unanimously approved.

**Resolution Delineating the Board's Awareness and Approval of the Chief Executive Officer's Execution of a \$20MM Metrocare Advance Term Loan with Texas Capital Bank (TCB):** Mr. Wilson requested board approval to proceed with the execution & closing on the annual Revenue Anticipation Note for Working Capital with Texas Capital Bank as presented in May 2024. He explained that Metrocare did explore a tax-exempt option, but Management ultimately determined that the best use of time & money was to proceed with the existing offer by Texas Capital Bank. He also advised the board of the recommendation to draw down the remaining \$12.5 million of the Bond Anticipation Note placed with Texas Capital Bank in March 2023. He indicated that the funds have to be drawn down no later than October 10<sup>th</sup>.

Mr. Wilson referred to the Hillside Construction project, he said that this is approximately 45% complete & still on track for completion by late summer 2025. He also reminded the board that the L/K SNOP construction project has been placed on hold while Management takes a different approach after receiving engineering information that would significantly increase the cost of the project.

**Motion:** Mr. Hogan moved Approval of the Chief Executive Officer's Execution of a \$20MM Metrocare Advance Term Loan with Texas Capital Bank and Ms. Cantu second. The motion was unanimously approved.

**Recommendation to Approve the Master Services Agreement/Contract between Eleos Health Inc., and Metrocare Services:**

Mr. Wilson reviewed the proposed Eleos AI contract & how we arrived at the pricing schedule. Ms. Wadsworth & Mr. Abercrombie provided the board with an overview of how this Artificial Intelligence software product will interface with myAvatar & improve many efficiencies and accuracy for the clinical staff in documentation.

**Motion:** Ms. Rice moved to Approve the Master Services Agreement/Contract between Eleos Health Inc. and Metrocare Services and Mr. Hogan second. The motion was unanimously approved.

**Acceptance of the Human Resources Report for August 2024:**

Ms. Laos and Ms. Rosado presented the monthly report, highlighting the continued success in turnover reduction and encouraged board members to review the employee participation in retirement and Metrocare's medical plan, with emphasis on expected increase in employee participation with enhancements to benefit package coming with the next open enrollment.

**Motion:** Ms. Cantu moved to Approve the Human Resources report for August 2024 and Mr. Hogan second. The motion was unanimously approved.

**Acceptance of the Facilities Division Report for August 2024:**

Mr. Boyd said that the Hillside schedule is on point for completion in September 2025 with plans for 1330 and 1345 River Bend to move in October 2025. He next referred to the Lancaster Kiest and Special Needs Offenders Campus, saying that they are re-evaluating with input from Dr. Hunter and Ms. Wadsworth. He said it was too expensive to fix everything that was wrong with the old building so the plan has evolved to raze that building and start from scratch. They are meeting with the contractors to come up with a new design. Mr. Boyd then referred to 9696 Skillman and said that Housing staff have moved to the 3<sup>rd</sup> floor of the building to allow the Child and Adolescent SUD Services to backfill their former location in the Skillman clinic building. The preliminary space plan has been completed and they will commence the design in the coming weeks.

**Motion:** Ms. Walkowiak moved Acceptance of the Facilities Division Report for August 2024 and Mr. Hogan second. The motion was unanimously approved.

**Provider Services Reports:**

**Acceptance of the Clinical Services Division Report for August 2024:**

Chief Medical Officer, Dr. Hunter brought attention to the recent teaching award received by Dr Kehinde Obikoya by the American Academy of Psychiatry and the Law. She also emphasized recent feedback from Texas Health and Human Services regarding

outstanding performance by Metrocare's ECI team, including the team serving more babies than contractually required.

**Motion:** Ms. Rice moved Acceptance of the Clinical Services Division Report for August 2024 and Mr. Hogan second. The motion was unanimously approved.

**Acceptance of the Mental Health Division Report for August 2024:**

Chief Clinical Officer, Ms. Jennifer Wadsworth presented the Mental Health Division Report which outlined recent funding opportunities for new programs. Ms. Wadsworth described a \$3 million award to partner with the Dual Diagnosis Drug Court of Dallas County to assist individuals with felony drug charges in the transition from residential treatment to the community. Ms. Wadsworth described a \$2 million award to partner with the Dallas County Probate Court for Assisted Outpatient Treatment (AOT). Ms. Wadsworth described that Metrocare was in the final stages for \$1 million of Opioid Abatement Funds to expand adolescent outpatient treatment and Medication Assisted Treatment (MAT). Lastly, Ms. Wadsworth described the funding approved by NTBHA to expand evidence-based practices, which included a team to travel for an international conference for Tool for Measurement of Assertive Community treatment. Ms. Wadsworth reviewed the KPIs. Dr. Santini asked about the rolling 12 months for KPI 7. Questions were answered.

**Motion:** Ms. Rice moved Acceptance of the Mental Health Division Report for August 2024 and Mr. Hogan second. The motion was unanimously approved.

**Local Intellectual and Developmental Disability Division Reports:**

**Acceptance of the Texas Department of Health and Human Services Commission LIDDA Performance Contract Allocation and Summary for FY2024 and FY2025.**

Chief Authority Officer, Ms. Carolina Lasso referred to the Consent Agenda and presented HHS attachment F-2, which details the allocations for fiscal years 2024 and 2025, as outlined on page 148659. Dr. Burruss said that the County approved the full HHSC expected local match of over \$858,000 at their most recent commissioner's meeting and thanked the county representatives in the room, as well as the commissioners, for their support in this matter.

**Motion:** Ms. Rice moved Acceptance of the Texas Department of HHSC LIDDA Performance Contract Allocation and Summary for FY2024 and FY2025 and Mr. Hogan second. The motion was unanimously approved.

**EXECUTIVE SESSION: (Discussion only – Closed to the Public)**

Announcement of Closed Session in Accordance with the Texas Government Code:

§ 551.074 – CEO's FY24 and FY25 compensation and incentive payments as outlined in the August 2023 contract.

Mr. Bernstein closed the meeting at 3:07 pm

**RETURN TO OPEN SESSION:**

Mr. Bernstein opened the meeting at 3:56 pm and declared tat there was no action taken during closed session.

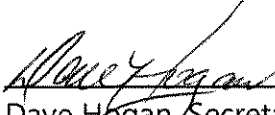
**ACTION TAKEN AS A RESULT OF EXECUTIVE SESSION:**

- Approval of the CEO's FY24 and FY25 compensation and contractual incentive payments

After returning to the open session, Trustee Cantu moved that Dr. Burruss' FY25 merit salary increase be 4.5%, that the contractual \$20,000 401(a) account deposit be completed, that the FY24 Incentive Bonus payment be \$65,000 per the agreement from September 2023, and that the FY25 Incentive structure be approved as presented by the ad hoc committee. Mr. Hogan seconded. The motion carried by unanimous approval.

Dr. Burruss and Mr. Bernstein will sign the document to preserve this agreement and provide a copy to Mr. Geary. The meeting adjourned at 3:57 pm.

Minutes approved by:

  
Dave Hogan, Secretary

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