



TETAF Board of Directors Meeting
Tuesday, August 15, 2017, at 6:00 p.m. CDT
Wyndham Garden Hotel – Austin, TX
Meeting Minutes

1. Welcome and Call to Order

The meeting was called to order by Dr. Raj Gandhi at 18:17. Dr. Gandhi announced that Chairman Brian Eastridge was called up for service and is unable to attend the meeting today. Dr. Gandhi provided his apologies for the meeting time change to 6:00 p.m. and for the meeting actually starting late today at 6:15 p.m. He stated that a major agenda item to be addressed today will be the governance report by Integrated Healthcare Strategies (IHS). Dr. Gandhi further expressed his thanks to all who participated in the data collection process performed by HIS. He encouraged the audience to please express their ideas/concerns as presentation is presented.

2. Board Member Roll Call – Dinah Welsh

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| Present: | Scott Christopher | Absent: | Brian Eastridge |
| | Courtney Edwards | | Lisa Hutchison |
| | Raj Gandhi | | Lisa Price - <i>Resignation</i> |
| | Robin Garza | | Craig Rhyne |
| | Jim Parisi | | |
| | Ricky Reeves | | |
| | Kathy Rodgers | | |
| | Robert Saunders | | |
| | Lori Vinson | | |
| | Dudley Wait | | |
| | Hilary Watt | | |

A Quorum is established at the opening of the meeting.

TETAF staff Dinah Welsh, Brenda Putz, Courtney DeBower, Debbie Nichols and Kathy Clayton were also in attendance.

Representatives from the Department of State Health Services were present.

Around-the-room introductions by name and RAC were performed.

3. Treasurer's Report

Financial Report

Mr. Jim Parisi reviewed an overhead presentation of the TETAF financial summary, a profit & loss statement, and a balance sheet with the audience. He noted that TETAF has enjoyed a \$211,000 net cash flow over first 10 months of the fiscal year. He also pointed out that the TETAF year-to-date net income is \$154,000 better than budget expectations. Mr. Parisi reviewed revenue and expense highlights Profit & Loss spreadsheet ending June 30, 2017. He closed the presentation with a review of the TETAF balance sheet, ending June 30, 2017, of \$1,265,759.

Budget Proposal

Mr. Parisi reviewed the FY 17-18 budget recommendations offered by the TETAF Finance committee. Budget planning for additional monies from participating TQIP facilities was included. Expenses recommended in this proposed budget include retaining legal counsel and additional FTE for TQIP administration and surveys. Ms. Welsh commented that the proposed budget does include staff merit increases. Mr. Parisi and Ms. Dinah Welsh confirmed that there is no allocation in this budget for MATCH surveys yet, as that process will not be operational during this fiscal year. Mr. Ricky Reeves questioned if any additional ‘reserves’ were budgeted. Mr. Parisi replied that there are no reserves budgeted, but surplus income this year will go to reserves. There was a question if the continued utilization of a hired lobbyist would be continued. Ms. Welsh confirmed that Mr. Brian Yarbrough will continue to be utilized. Ms. Kathy Rodgers made a motion to approve the proposed budget as presented. Mr. Robert Saunders provided a second to the motion. There was no additional discussion. The motion passed without any opposition and no members abstaining.

4. TETAF Governance Restructuring Update

Mr. Jim Rice with Integrated Healthcare Strategies announced that the initial Governance Enhancement Plan (GEP) was presented to the TETAF Board earlier today, and that there are plans to discuss further tomorrow. Mr. Rice commented that implementation of a new governance model will require modification of the bylaws, and his organization has suggested legal counsel assistance for revising the TETAF Bylaws.

Ms. Kelly Prchal then addressed the audience and reviewed the background and processes utilized in creating the GEP. An overhead presentation of the Project Overview to include “Discovery”, “Design” and “Development” was reviewed. Ms. Prchal discussed the four-stage approach of their project, which included assessment of current status, stakeholder interviews and surveys, SWOT analysis, and finally identifying project findings/recommendations. Ms. Prchal then presented a review of the interview themes, which included governance procedures, roles and responsibilities, strategic planning opportunities, RAC membership, RAC tensions and representation, and efficiency/use of resources. She closed her presentation with a review of the SWOT summary. Mr. Rick Antonisse questioned the values being reported for the number of respondents to the survey.

Mr. Rice followed with a review of the GEP recommendations. Handouts of the GEP and an overhead presentation were made available for the audience members. Mr. Rice stressed again that legal counsel needs to be retained by TETAF for a resource moving forward. The twenty-three recommendations were presented, followed by an overhead illustration of the Governance model being proposed. This model suggests a 47 member General Assembly, a 17 member Board of Directors, and 6 Councils (each chaired by a Board member). The proposed Councils would include Finance/Audit, Survey Designation, Advocacy, Education, Governance, RAC Chairs. Mr. Rice stated that each council would have a charge, a work plan and regular reporting to the Board. The Executive Committee of the proposed GEP would be composed of the 6 Council Chairs and the TETAF Chief Executive Officer. The audience was also informed that this proposal included a purposeful differentiation of TETAF from GETAC, which could include periodically having the TETAF meetings not necessarily in conjunction with the GETAC meetings. Mr. Rice concluded by stressing that the project’s goal is to have a new TETAF Board seated by January 1, 2018.

The floor was then opened for audience comments and questions.

- Rick Antonisse acknowledged that a lot of work has been performed and the initial GEP offers TETAF and stakeholders alternatives. He comments that the schedule for completing the GEP project is very aggressive and he thinks TETAF and RAC Boards need more time to review, discuss, determine and provide feedback. Mr. Antonisse recommends that the TETAF Board not act on this this week. He further recommends that TETAF hold Board member elections in November and allow the 'new' Board to decide on a change in governance structure. Mr. Rice replied that a modification of the TETAF bylaws is needed initially.
- Ms. Christine Reeves agrees RAC Boards should be able to review the recommendations and be provided time to return comments. Ms. Reeves questions if even all 22 RACs responded to the survey. She recommends a single repository for stakeholder feedback. Dr. Gandhi clarifies that the TETAF Board not voting tomorrow. He agrees that 30 days should ample time for RAC Board feedbacks.
- Mr. Darrell Pile expressed that the report provided is a great job. He identifies the three primary service areas that TETAF needs to focus on. He questions how the General Assembly will get Board member nominations for the new structure. Mr. Rice states that there will have to be defined criteria for the 17 Board member positions. Mr. Pile suggests that this Board make recommended Board defined criteria. Mr. Pile requests a 45 day feedback window.
- Mr. Ernesto Gonzales commented that he has issue that the Board member running the Councils will be in control. He also expressed his frustration with the stagnant Board turnover.
- Ms. Wanda Helgesen questioned if the current bylaws allow for the Board to approve this model restructure. She further asked if the General Assembly member could be a TETAF Board member. The answer was yes.
- Ms. Christine Reeves stated that she thinks there will be more representation from the RACs if a RAC person is serving on the Board of Directors.
- Ms. Wanda Helgesen said that she desires a nomination process that would offer some degree of protection to the current Board members.
- Mr. Rick Antonisse noted that this is potentially a complex process moving forward. He said the previous nomination process was simplistic. Mr. Antonisse agrees that RACs should be able to define the two representatives from their RACs. Mr. Antonisse also questioned if TETAF staff support has been considered that will be necessary to support the new governance structure. The answer was yes.
- Ms. Sally Snow agrees that there is value in determining expertise and competencies of Board members.
- Mr. Darrell Pile stated TETAF should hire an Attorney to draft skeletal bylaws for the Board to review quickly.
- Ms. Christine Reeves commented that TETAF should not get too burdened with the Board member representation from various area/disciplines, but rather needed and required competencies and expertise. The audience was informed that TETAF's future plan is to move forward as soon as possible with due diligence.
- Dr. Raj Gandhi requested a show of hands to move forward with stakeholder feedback in 30-45 days and for getting an Attorney to work on bylaws to vote on in November 2017.
- Mr. Dudley Wait strongly suggests that we push hard to get a governance model designed and approved as soon as possible. He added that TETAF should not be delayed with decision-making to move forward, but rather let any delays be caused by the complexity of implementing the new model.
- Mr. Jim Parisi and Mr. Ricky Reeves both stated that they are not willing to vote on the report today. They want to be allowed time for further review and interpretation of the proposed model.

- Mr. Dudley Wait said that TETAF needs to set up a period of time this week for stakeholder's to share their input on the draft proposal. Mr. Rice and Ms. Prchal both expressed that they will welcome all input from stakeholders on August 16, 2017 any time before 3 p.m.; at which time they have to catch a plane home.
- Mr. Ricky Reeves asked if an Attorney available now. Ms. Welsh replied yes, with budget approval during this meeting we can retain her now. Ms. Welsh provided a review of the Attorney being targeted for employment for TETAF.
- Ms. Welsh confirms to the audience that there will be meeting space for a TETAF Board meeting at 7 a.m. on August 16, 2017. Mr. Dave Reimer asked how stakeholders will be aware if there are any changes resulting from Board meeting in the morning. Mr. Rice stated he will create a 1-page summary of comments/plans. Dr. Raj Gandhi announced that September 29th will be the deadline to get stakeholder feedback to TETAF.

5. TETAF Legislative Update

Mr. Brian Yarbrough provided the update. He reported that the called legislative special session has been convening with 20 specific things requested by the Texas Governor to address. He said that the special session ended today, and it appears that the legislators will have completed about 10 of these things. Mr. Yarbrough expressed his thanks to everyone for their assistance and input during the regular legislative session this year. He stated that it is unknown if another 30-day session will be convened. Mr. Yarbrough announced that it was announced to today that there is a Texas redistricting question raised that may also trigger an additional legislative session.

6. TETAF Perinatal Services Update

Ms. Brenda Putz provided the update. She announced that the development and maturation of the Perinatal survey process continues to move forward and is proving productive. She stated that TETAF has completed 35 surveys and has another 35 surveys scheduled.

7. MATCH Executive Summary to the Board

The TETAF Board was provided this summary document for review prior to the meeting. The summary is requesting TETAF Board approval to explore, research and potentially seek approval from the Texas Department of State Health Services to conduct validation surveys for hospitals seeking maternal-child (MATCH) designation by the State. Ms. Putz requested TETAF Board approval to move forward. Ms. Hilary Watt provided a motion supporting the request to further pursue this potential service line. Ms. Lori Vinson provided a second for the motion. There was no further discussion. There was no opposition to the motion. No one abstained. Ms. Putz announced that the MATCH rules are scheduled to be approved May 2018.

8. TETAF Secretary's Report

Mr. Scott Christopher stated that the draft minutes for the May 9, 2017 TETAF Board meeting have been made available for review. There were no additions or corrections identified as necessary. Ms. Hilary Watt provided a motion to approve the minutes as presented, with Mr. Ricky Reeves seconding the motion. There was no further discussion and no opposition voiced.

9. Texas TQIP Update

Dr. Raj Gandhi stated that the workgroup will meet this week, with nothing further to report at this time.

10. Open Discussion

There was no additional information or announcements provided.

11. August Action Items

All items requiring action have already been completed.

12. Adjournment

The meeting was adjourned by Dr. Gandhi at 8:17 p.m.

Scott Christopher, Secretary