

**NORTHEAST HOSPITAL AUTHORITY
BOARD OF DIRECTORS MEETING
July 28, 2022**

The Board of Directors of the Northeast Hospital Authority met in regular session at Memorial Hermann Northeast, Administrative Conference Room, 4th Floor South Tower, 18951 Memorial North, Humble, Texas 77338. The meeting was open to the public as posted on the City of Humble website.

Present:

Roy Hearnberger, President
Robert Panzarella, M.D., Vice President
Tim Baker, Treasurer
Roger Brown, Ed.D., Secretary
Mike Legoudes, Board Member
Mark Mitchell, Board Member (Via Zoom)

Not in attendance:

Mike Hardage, Board Member

The following were also in attendance:

Justin Kendrick, CEO, Memorial Hermann Northeast and Memorial Hermann Woodlands
Michelle Lee, Byers Lee, P.C.
Brooke Baugh, Wolford Group
Carol Prince, Northeast Hospital Foundation, Committee Member
Loren Smith, Olson & Olson, L.L.P.
Kaela Olson, Olson & Olson, L.L.P.

I. Call to Order

Roy Hearnberger called the meeting to order at 8:08 AM.

II. Public Comments and Receipt of Petitions; *[At this time, anyone will be allowed to speak on any matter other than personnel matters or matters under litigation, for length of time not to exceed three minutes. No Board discussion or action may take place on a matter until such matter has been placed on an agenda and posted in accordance with law - GC, 551.042.]*

The only guest was Carol Prince, a Committee Member of the Northeast Hospital Foundation. She attended today's Board of Directors' and Board of Trustees' meeting to participate in the discussion regarding the cultivation event and In the Pink (these items are on the agenda for the Foundation).

III. Memorial Hermann Northeast Report – **Justin Kendrick, Memorial Hermann Northeast CEO for Memorial Hermann Northeast and Memorial Hermann Woodlands presented this item.**

IV. Consideration and possible action regarding the minutes from the June 23, 2022 meeting.

Robert Panzarella made a motion to approve the minutes from the June 23, 2022 meeting. Mike Legoudes seconded the motion and the motion carried unanimously.

V. Consideration and possible action regarding the digitization of contents of storage and the Board's the record retention policy.

No action was taken on this item. A quote will be presented at next meeting.

VI. Consideration and possible action regarding the election of NHA Board Officers and the appointment of NHF Board members.

Robert Panzarella made a motion to approve the officers as follows:

- ❖ **Roy Hearnberger, President**
- ❖ **Robert Panzarella, Vice President**
- ❖ **Roger Brown, Secretary**
- ❖ **Tim Brown, Treasurer**
- ❖ **Mike Hardage, Officer for All Purposes**

Mike Legoudes seconded the motion and the motion carried unanimously.

VII. Consideration and possible action regarding the annual payment due under the grant agreement with Memorial Hermann Foundation for the Humble ISD Health Clinic in the amount of \$607,628.00.

No action was taken on this item.

VIII. Consideration and possible action to approve Tim Baker's 4 hours of continuing education for the Texas PFIA Training.

Robert Panzarella made a motion to approve and cover costs of Tim Baker's 4 hours of continuing education for the Texas PFIA Training. Mike Legoudes seconded the motion and the motion carried unanimously.

IX. Consideration and possible action regarding the Letter of Discontinuance from Mass Mutual.

Item IX was discussed in conjunction with Item X below.

- X. Consideration and possible action regarding the Liquidation Option Election Form.

Roger Brown made a motion to elect Option 1, One Sum Liquidation Value Distribution on the Liquidation Option Election Form. Tim Baker seconded the motion and the motion carried unanimously.

- XI. Consideration and possible action regarding the Plan Termination Benefit Election.

Roger Brown made a motion to approve Mass Mutual Plan Termination Benefit Election form. Robert Panzarella seconded the motion and the motion carried unanimously.

- XII. Consideration and possible action regarding ratification of the D&O insurance policy/approval of the expenditure (\$17,339 paid on 6/25/2022).

Michelle Lee confirmed that payment was made. No action needed to be taken on this item.

- XIII. Consideration and possible action regarding approval of Meeder Investment Report.

Tim Brown made a motion to approve the Meeder Investment quarterly report. Robert Panzarella seconded the motion and the motion carried unanimously.

- XIV. Finance/Insurance/Compliance Report.

Michelle Lee gave this report. Further discussion by Tim Brown.

- XV. Ambulance Purchase Oversight Committee Report.

No discussion by Mike Legoudes regarding this report.

- XVI. Foundation Board Report.

No report presented but instead meeting to follow Board of Directors' Meeting.

- XVII. Retirement Plan Committee Report.

- XVIII. Other Reports and Visitor Welcome.

- XIX. President's Report.

Roy mentioned that "they" have been trying to set up a tour of the new wing of the hospital. The tour date/time is August 30, 2022, from 3-4 pm. Jennifer Namie to post a Notice of Possible Quorum.

NE Hospital Authority Board of Directors' Meeting Minutes
July 28, 2022

XX. Other Business.

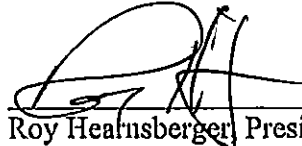
Roy received a call from the Mayor (not an official request) about the City adding another fire truck [sic – he meant ambulance] and funding from the Foundation for acquiring same.

Discussion by Mike Legoudes regarding response time of EMS through time patient is transferred/released to health facility.

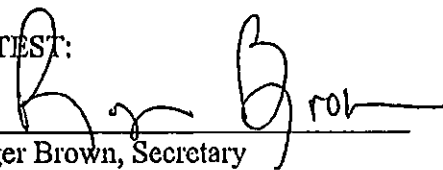
Roy Hearnberger requested that Mike Legoudes obtain more information on City's inquiry regarding additional ambulance and City's inquiry regarding defibrillators. These matters may be items on the next agenda.

XXI. Adjourn

Mike Legoudes made a motion to adjourn at 09:09 a.m. Robert Panzarélla seconded the motion and the motion carried unanimously.



Roy Hearnberger, President

ATTEST:


Roger Brown, Secretary