



**RICE HOSPITAL DISTRICT
BOARD OF DIRECTORS MEETING**
NOVEMBER 29, 2022
7:00pm

BOARD MEMBERS PRESENT:

Joan Matthews
Mark Anderson
Audrey Schneider
Vicki Powers, Secretary/Treasurer

Joe McCreary
Jamy Dingler
Jeff Frnka, Vice Chair

GUESTS PRESENT:

Kurt Sunderman, CEO
MaryJo Spanihel, PM
Sanjuana Martinez, Administrative Assist.

Charlie Slaton (*via Videoconference*)
Rosemarie George, CNO
Dina Hermes, Corporate CFO (*via Videoconference*)

ABSENT:

Joe Mike Spanihel, Chairman

Billy Hefner

I. CALL TO ORDER

The regular meeting of the Rice Hospital District was called to order by Jeff Frnka, Vice Chair at 7:05 p.m.

II. INVOCATION

Mark Anderson gave the invocation for all present.

III. BOARD EDUCATION

501c3 – Kurt Sunderman, CEO

Kurt Sunderman gave an update of the 501c3 conversion. (See Attachment A)

IV. APPROVAL OF MEETING MINUTES

Vicki Powers moved, and Audrey Schneider seconded to approve the October 24, 2022 minutes. The motion carried. (See Attachment B)

V. PUBLIC COMMENT

None

VI. OLD BUSINESS

A. Advise/Consent: RHD Audit Report - Dina Hermes, Corporate CFO
Joan Matthews moved, and Jamy Dingler seconded to approve the RHD Audit Report as submitted. The motion carried. (See Attachment C)

VII. NEW BUSINESS

A. Advise/Consent: December RHD Meeting – Kurt Sunderman, CEO
After a brief discussion the board stated that the board will meet before December 15. Meeting tentative date is December 8th at 6pm or December 12th at 6pm.

VIII. REPORTS

A. **LLC Board Report** – Jamy Dingler, CAHRMC, LLC Chair

Jamy Dingler report for the 5:30 pm RMC, LLC Board meeting:

- Dina Hermes, Rose George, MaryJo Spanihel, and Sanjuana Martinez presented the Dashboard report.
- Dina Hermes presented the monthly financials.
- Charlie Slaton presented his board resignation.
- The board appointed the new operating board members.
- The board approved the Multiple Employer Welfare Association and combined the employee benefits.
- The board approved some leases and agreements.
- The board approved the new operating bylaws.
- The board approved the employee merit increase and Christmas bonuses.
- Rosemarie George gave the Nursing, QAPI, and Safety report.
- MaryJo Spanihel gave the RMA report.
- Charlie Slaton gave the CAH report.
- Kurt Sunderman gave the Behavioral Health, Telemedicine, and CEO report.

B. **Finance Report** -Dina Hermes, Corporate CFO

Dina Hermes presented the financial reports, she reported that the Hospital District had total revenue of \$170,592.09 and a total income of \$148,093.00 for the month of October 2022. (See Attachment D)

C. **CAH Report** - Charlie Slaton, CAH President

Charlie Slaton congratulated Kurt Sunderman for explaining to everyone the 501c3 transition process. He informed that the lawyers are working on the donation agreement.

D. **CEO's Report** – Kurt Sunderman, CEO

Kurt Sunderman gave his written monthly CEO report. (See Attachment E)

IX. CLOSED SESSION

Texas Gov. Code Title 5 Section 551.072 Deliberation about Real Property.

- A. Real Estate Lease (CAHRMC, LLC dba Rice Medical Center, Rice Medical Associates – Eagle Lake & east Bernard)
- B. Consultation with Attorney Regarding Property Lease
- C. Deliberation about Gifts and Donation of Hospital Operations

The meeting convened to executive session at 7:45pm and reconvened at 7:51pm

X. OPEN SESSION

The Board will reconvene in open session to consider and take action, if any, on real estate as necessary to provide certain strategic planning work on behalf of the District.

A. **Action Item:** Terminate Existing Real Estate Lease (Eagle Lake Community Hospital & Rice Medical Foundation)

Vicki Powers moved, and Joan Matthews seconded to terminate the existing real estate lease agreements. The motion carried.

B. **Action Item:** Foundation Lease (Hospital & Rice Medical Associates – Eagle Lake)

Joe McCreary moved, and Joan Matthews seconded to table this item to next meeting. The motion carried. (See Attachment F)

C. Action Item: CAHRMC, LLC Lease (Rice Medical Associates – East Bernard)
Vicki Powers moved, and Audrey Schneider seconded to table this item to next meeting.
The motion carried. (See Attachment G)

D. Action Item: CAHRMC, LLC Sublease (Hospital & Rice Medical Associates –
Eagle Lake)
Joan Matthews moved, and Vicki Powers seconded to table this item to next meeting.
The motion carried. (See Attachment H)

E. Action Item: Indigent Care Agreement
Vicki Powers moved, and Joan Matthews seconded to approve the Indigent Care
Agreement as submitted. Jamy Dinger abstained from voting. The motion carried. (See
Attachment I)

F. Action Item: Member Substitution Agreement
Joan Matthews moved, and Jamy Dinger seconded to table this item to next meeting.
The motion carried. (See Attachment J)

G. Action Item: CAH Donation Agreement
Vicki Powers moved, and Joan Matthews seconded to table this item to next meeting.
The motion carried.

XI. ADJOURN

With no further business to discuss Vicki Powers made a motion and Joe McCreary
seconded to adjourn the meeting. The meeting was adjourned at 7:59 p.m.

Jeff Frnka, Vice Chair

Date