



CENTRAL HEALTH

Our Vision

Central Texas is a model healthy community.

Our Mission

By caring for those who need it most, Central Health improves the health of our community.

Our Values

Central Health will achieve excellence through:

Stewardship - We maintain public trust through fiscal discipline and open and transparent communication.

Innovation - We create solutions to improve healthcare access.

Respect - We honor our relationship with those we serve and those with whom we work.

Collaboration - We partner with others to improve the health of our community.

BOARD OF MANAGERS BOARD RETREAT

STAYS IN FILE

Friday, February 7, 2020

1:00 p.m.

**Sustainable Food Center
2921 E 17th Street, Austin, Texas 78702
Building C**

AGENDA*

1. Receive training on Robert's Rules of Order and commonly used motions. (*Informational Item*)
2. Discuss the Code of Conduct & Ethics Policy for Board Members and procedures for requesting (i) information from Central Health employees, including those assigned to Enterprise affiliates, and (ii) the addition of items on Board or Committee meeting agendas. (*Informational Item*)
3. Receive and discuss a presentation regarding the roles and responsibilities of a hospital district's board of managers under Subchapter B of Chapter 281 of the Texas Health & Safety Code and Central Health's Bylaws. (*Informational Item*)
4. Receive and discuss a presentation from Navigant Consulting on the implementation of crucial health care operations functions and steps to ensure long term financial sustainability. (*Informational Item*)
5. Discuss and take appropriate action to identify issues that will be the focus of Board action in FY2020, including actions related to required annual agenda items and Central Health's stated budget priorities. (*Action Item*)

*The Board of Managers may take items in an order that differs from the posted order.

The Board of Managers may consider any matter posted on the agenda in a closed session if there are issues that require consideration in a closed session and the Board announces that the item will be considered during a closed session.

Any individual with a disability who plans to attend this meeting and requires auxiliary aids or services should notify Central Health at least two days in advance, so that appropriate arrangements can be made. Notice should be given to the Board Governance Manager by telephone at (512) 978-8049.

Los servicios de interpretación consecutiva del español al inglés están disponibles para la comunicación de los ciudadanos o cuando se invita al público a hacer comentarios. Si necesita estos servicios, al llegar sírvase notificarle al personal de la recepción.

Came to hand and posted on a Bulletin Board in the Courthouse,
Austin, Travis County, Texas on this the 4th day of
February 2020
Dana DeBeauvoir
County Clerk, Travis County, Texas
By [Signature] Deputy

A. MACEDO



**FILED AND RECORDED
OFFICIAL PUBLIC RECORDS**

Dana DeBeauvoir

**Dana DeBeauvoir, County Clerk
Travis County, Texas**



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Feb 04, 2020 12:30 PM

Fee: \$0.00

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BOARD RETREAT

February 7, 2020

REGULAR AGENDA ITEM 1

Receive training on Robert's Rules of Order and commonly used motions.

Robert's Rules of Order

Robert's Rules of Order is a tool used by representative bodies of all kinds to bring order to meetings and allow the group to take care of business in an efficient and predictable manner. Robert's Rules of Order and other kinds of parliamentary procedures are a proven way of conducting meetings.

Why follow Robert's Rules of Order

You may be wondering why you would want to follow Robert's Rules of Order. The rules provide a procedure that takes up business one item at a time, promotes courtesy, justice, and impartiality. It ensures the rule of the majority while protecting the rights of the minority and absent members. It is a fundamental right of deliberative assemblies that all questions be thoroughly discussed before taking action. Robert's provides common rules and procedures for deliberation and debate that place the entire membership on the same footing and speaking the same language. The rules allow decision makers to make decisions without confusion, and the conduct of the meeting is controlled by the general will of the membership and not any single member. Being knowledgeable about parliamentary procedure helps you focus on the merits of the case before you, instead of how the meeting will be conducted.

How does Robert's Rules work within Boards?

Boards are created through state or federal laws or provisions in the City Charter or City Code. These laws govern the authority and scope of work of boards. City boards are required to create bylaws that define how their body

will be organized, its purpose and duties, and how agendas will be created and standard components for each meeting. Bylaws set the rules for quorum, number of votes for passage, who is eligible to vote and so forth. Robert's Rules are used to supplement any procedures not specifically stated in a board's or commissions' bylaws. Robert's Rules give general procedural guidelines but recognizes bylaws and the Open Meetings Act always take precedent. For example, Robert's Rules allow the chair to change the agenda after the meeting is called to order. The Open Meetings Act has posting requirements that the agenda must be posted 72 hours prior to the start time of the meeting and limits discussion to only the posted items. It is important to keep in mind that Robert's Rules does not know about the City's requirements under the Open Meetings Act, such as posting requirements and limiting discussions to only posted items. Once again, City rules take precedence over Robert's Rules.

How do Robert's Rules work?

Sometimes, Robert's Rules are perceived to be too complex to be realistic. This is due to the fact that to use the rules effectively, there must be a couple of other things in place. First, you must have well written bylaws and enough knowledge about the rules to use them effectively. Second, you should have an agenda that lends itself to orderly conduct of the meeting. And third, someone on your board should be appointed to serve as a procedural expert or parliamentarian, to assist the chair with procedural rulings. The board works through the items on its agenda by discussing each item

posted. The board takes action on an item through a series of motions. Motions are designed to ensure that every item is addressed in an orderly fashion. A motion is a proposal on which the entire membership can take an action or a stand on an issue.

Individual members can participate in a meeting through stating motions, debating motions, amending motions, and voting on motions. There are four basic types of motions: main motions, subsidiary motions, privileged motions, and incidental motions. However, most boards only deal with main motions.

The purpose of the **main motion** is to introduce items to the membership for their consideration. Chairs should not allow discussion of any item until a motion has been brought forward. Also, the chair must insist the main motion makes sense. The chair can help this by restating the motion in the affirmative. For example, a motion like, "The motion is to set the date for the holiday event to December 10th" is in the affirmative. Saying, "The motion is to not set the date for the holiday event to December 10th" is not stated in the affirmative.

It is the responsibility of the chair to make sure any motion is clearly stated for the record. Once a motion has been made and seconded, it no longer belongs to the person who made the motion. It is owned by the entire body. The body can discuss it, amend it, or vote it up or down. The person who made the motion earns the first right to speak to the motion.

There are six steps in handling a motion that is approved without amendments:

- 1) A member seeks to be recognized, and once recognized, states the motion.
- 2) Another member seconds the motion.

- 3) The chair states the motion and that it has been seconded.
- 4) Members discuss the motion (beginning with the person who made the motion).
- 5) The chair calls for a vote after full discussion.
- 6) The chair states the result of the vote.

Here are some additional rules concerning main motions:

- 1) They cannot violate federal, state, or local laws, or your bylaws.
- 2) They cannot present substantially the same question that was rejected earlier in the same meeting or is in conflict with a motion that was passed earlier in the meeting.
- 3) The same is true of an item that was temporarily disposed of earlier in the meeting – one that was postponed or referred.
- 4) No member can make a motion when there is a previous motion under consideration.

Subsidiary Motions change or affect how a main motion is handled and is voted on before the main motion. Some examples are:

- Move to postpone. The motion to **postpone indefinitely** is often used as a parliamentary strategy to kill a motion for the duration of that meeting and maybe permanently. If that is not the intent of the maker, then he or she should postpone to a specific date.
- Refer the main motion to a committee for review.
- Amend a motion.
- Limit debate.
- Call for the question – simply means that a member feels the item has been adequately

discussed and it is time for a vote.

- Lay on the table – means that the item will be discussed later in the same meeting. For example, you may be waiting for a particular speaker and you want to withhold discussion until he/she arrives.

Privileged Motions bring up items that are urgent about special or important matters unrelated to pending business. This would be a motion to recess or a motion to adjourn or to “raise a question of privilege” which could be something like a board member asking that the citizen speak into the microphone because the board member cannot hear them.

Incidental Motions provides a means of questioning procedure concerning other motions. It must be considered before the other motion. An example would be that a motion was made and debate started immediately. The member might say, “I would like to call for a Point of Order. I believe the motion that was made is outside the posted agenda.” The chair would have to stop the meeting and rule on the Point of Order before proceeding.

The part of Robert’s Rules that concerns most people is making an amendment to the motion. You should specify exactly what the amendment is. It is an amendment as long as it does not change the entire meaning of the motion. The chair should call for a vote on the amendment first and if it passes, restate the motion, as amended, and then take a vote on the main motion. If a board member wants to change the meaning, he should make a motion to substitute. A full debate on the merits of the original text and the substitute text would be held. The substitute motion can be amended. The chair would ask for a vote on the substitute motion and if

it failed, go back to the main motion. If it passes, then no vote is taken on the main motion.

Boards record agreement on motions by taking a vote of its members. There are four methods to vote.

By Voice – the chair asks those in favor to say “aye”, those opposed “nay.” Any member may move for an exact count if there is any doubt about which side prevailed. For small boards, it is recommended that the chair announce the vote by saying, “The motion carried on a 5 to 2 vote with Ms. Brown and Mr. Smith voting nay.” This helps the membership know what happened because often in small groups votes are by body language.

By Roll Call – each member answers “aye” or “nay” as his or her name is called. This method is used when a record of each person’s vote is required.

By General Consent – when a motion is not likely to be opposed, the chair says, “If there is no objection. . .” The members show agreement by their silence; however, if one member says, “I object” the item must be put to a vote.

By Division – this is a slight verification of a voice vote. Members raise their hands or stand.

Regardless of the method of voting utilized by your board, each vote must be recorded in your meeting minutes.

There is one other critical point which you need to be aware of and that is called Order of Precedence. This tells you two things: when a motion is in order and in what order to vote on the pending motions. The online workbook has a document that outlines the ranking of the motions as well as what

can and cannot be amended and debated, and voting requirements.

Order of precedence means that motions must be considered according to the rank, meaning a lower ranking motion may not be brought before the assembly and considered until a higher ranking motion is resolved. This means that after a motion has been restated by the chair, a new motion that ranks higher may be considered but not a motion that ranks lower. For example, a motion to postpone to a certain time may not be brought forth if a motion for the previous question has not been resolved. But, a motion to postpone to a certain time may be brought even if a motion to postpone indefinitely has not been resolved. All subsidiary motions must be resolved before the group can return to the main motion.

Summary

This training has touched on the basics of Robert's Rules of Order. The purpose of Robert's Rules is to provide guidance to groups as they conduct their business.

Robert's has a couple of wonderful rules to remember:

1. Silence means consent.
2. You can do almost anything you want during a meeting if no one objects. You literally could have no motions or votes. The chair can say, "This meeting is adjourned without objection." However, if one person objects, then the rules need to be followed and someone would have to move to adjourn and a vote taken. We do not recommend you do this on actual motions but it can be done for recess or adjournment.

3. The rules are designed to facilitate full discussion and participation by all members in the assembly.

Quick Reference to Routine Motions

Reminder No. 1: Please wait to be recognized by the chair before making a motion.

Reminder No. 2: If you don't know the proper form of a motion, ask by raising a parliamentary inquiry.

Reminder No. 3: Wait for the motion to be seconded before discussing the motion.

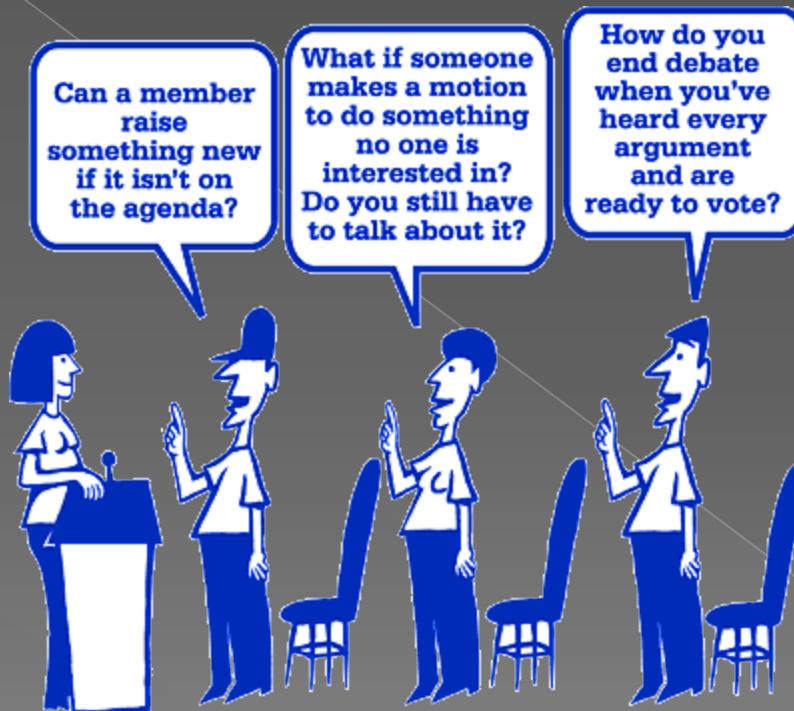
Desired Outcome	Motion Necessary	Motion Language	Debatable	Amendable	Vote Needed
You want to change some of the wording used in a motion	Amend a Motion	Mr. Chair, I move that the motion be amended by _____	Yes	Yes	Majority
You want to change all of the wording used in a motion	Substitute	Mr. Chair, I move to substitute the pending motion with the following motion: _____	Yes	Yes	Majority
You want to take back a motion that you made	Permission to Withdraw a Motion	Mr. Chair, I ask permission to withdraw my motion.	No	No	Majority

Desired Outcome	Motion Necessary	Motion Language	Debatable	Amendable	Vote Needed
You think discussion has gone too long and you want to stop discussion and vote	Previous Question “Call for the Question”	Mr. Chair, I move the previous question	No	No	2/3rds of those present and voting
You think the discussion may go quite long, but you want to give a reasonable length of time for discussion	Limit Debate	Mr. Chair, I move to limit discussion to ___ minutes per speaker OR Mr. Chair, I move to limit discussion to a maximum of ___ minutes	No	Yes	2/3rds of those present and voting
You want to study and perform further investigation of a matter	Refer to a Committee	Mr. Chair, I move that the question be referred to _____ Committee	Yes	Yes	Majority

Desired Outcome	Motion Necessary	Motion Language	Debatable	Amendable	Vote Needed
You think the Chair or member of the Board is not following the proper rules or would like to draw the Board's attention to a personal affront	Point of Order Note: This motion does not need a second.	Without recognition, "I rise to a point of order" or simply state "point of order"	No	No	N/A: Chair rules
You want clarification on a fact under discussion	Point of Information Note: This motion does not need a second.	Without recognition, "Point of information."	No	No	N/A
You want to understand the proper parliamentary procedure	Point of Parliamentary Inquiry	Without recognition, "Point of parliamentary inquiry"	No	No	N/A: The parliamentarian will answer

Desired Outcome	Motion Necessary	Motion Language	Debatable	Amendable	Vote Needed
You want to postpone discussion on an item to another day	Postpone to a certain time	Mr. Chair, I move that the item be postponed until the next regularly scheduled meeting of the _____	Yes	Yes	2/3rds of those present and voting
You want to reconsider an item that was already voted on	Reconsider Note: This motion must be made by a member who voted with the prevailing side and cannot be made at a subsequent meeting	Mr. Chair, I move to reconsider the vote on the motion related to _____.	Yes	Yes	Majority
You want to repeal or annul an action that was previously taken by the Board or a Committee	Rescind or Amend Something Previously Adopted	Mr. Chair, I move that the resolution relating to _____ and adopted on _____ be [rescinded or amended by]	Yes	Yes	2/3rds of those present and voting or majority of the entire body

Basics of Robert's Rules of Order (RROR)



Central Health Board Retreat
February 7, 2020

Good news

- ◉ You don't have to read ALL of RROR
- ◉ This presentation will help you to understand the basics, to discourage your from...
 - > See cartoon caption



Motions and motion chart

- A motion is a formal call to action
 - > Essentially you are saying "I believe we should do ..."
- Chart provided in Board packet outlines frequently used motions



Requires $> \frac{1}{2}$ (simple majority) to pass



Requires $\frac{2}{3}$ vote to pass



Requires a second for consideration



Not a debatable item

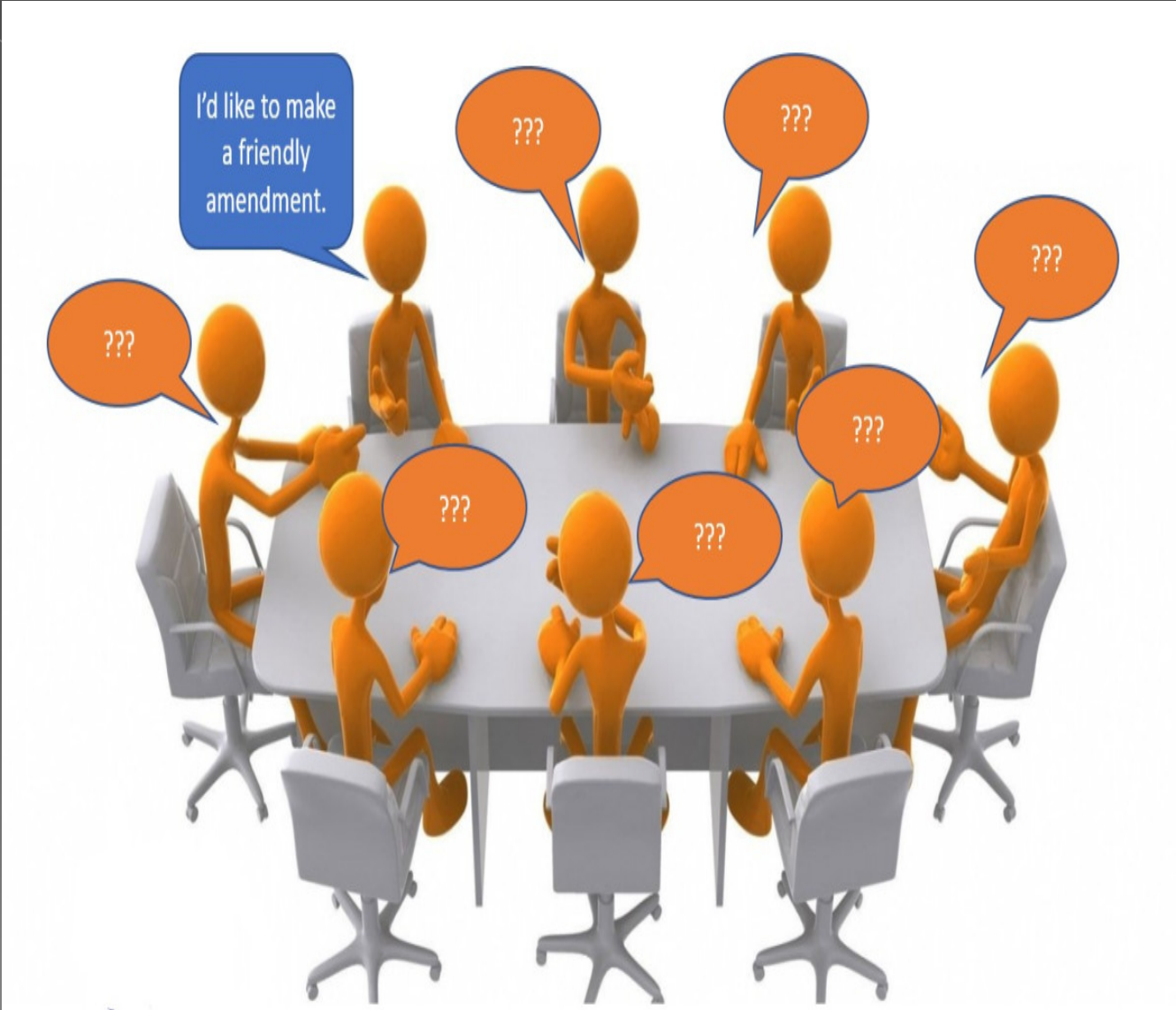


Amendable



The second

- The “second” validates that the motion is important enough to discuss
 - Eliminates unnecessary discussion on a point that only one member believes is worth discussing
 - A second doesn't mean the person seconding agrees with the motion, but feels that it should at least be discussed



Discussion etiquette

- Any discussion limits should be defined and agreed upon by the group
 - › Best for members to wait to speak a second time until all other interested members speak first
- Discussion should be directed towards the chair and not at other members
 - › Reduces assumption of “direct attacks”

Discussion etiquette



- Chair will ensure discussion is orderly and relevant
 - Individuals must be recognized by the chair before speaking
 - Chair will monitor whether discussion is related to the motion and its merits

Amending and withdrawing motions

- Amendments are used to insert, strike out, or both insert and strike out some of the words in a pending motion
 - > **An amendment should not be used to replace an entire motion or when**



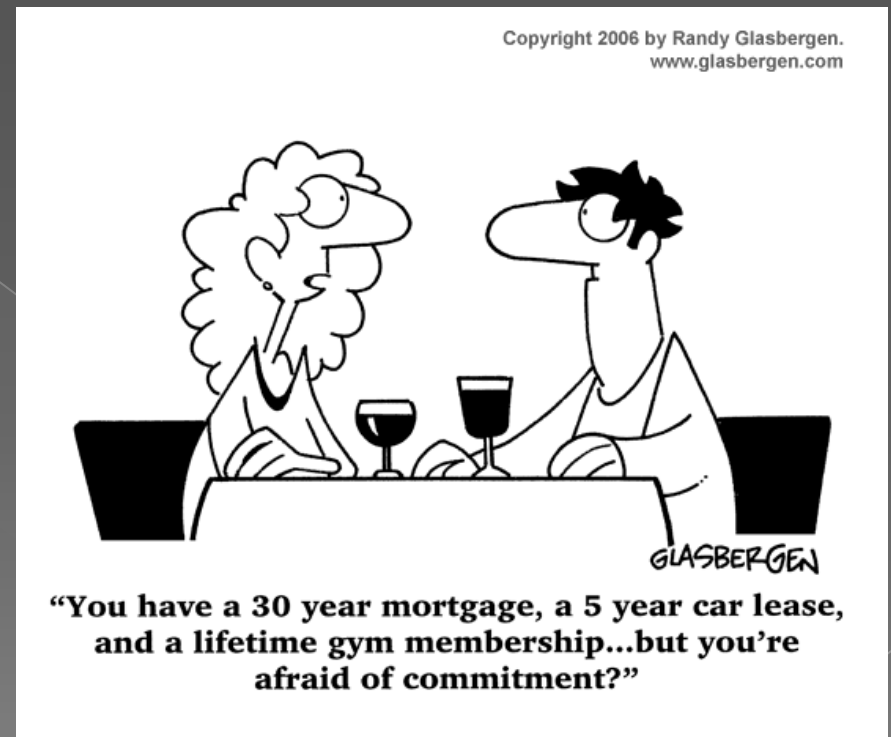
- Withdrawing prevents the need for a "substitute motion"
 - > Can only be done by the person who made the original motion





Commit/refer an issue

- Use the motion to refer when its clear more focused discussion is warranted
- Motion must state the committee to which the motion will be referred and the proposed timeline for investigation
 - Can be one that already exists (preferred)
 - Can be to an ad hoc committee





Postpone or lay on the table

- Postponement be used for multiple reasons
 - Most common reason is that you want to think about the issue more before voting
- Motion to postpone must specify when the item will be discussed again
- The motion to lay on the table allows for an agenda item or motion to be set aside temporarily
- **A motion or item should not be “laid on the table” until the next meeting!**

Motion versus resolution

- A resolution is another type of main motion
- A resolution is most often used when the action to be taken is of great significance and/or the governing body desires to explain the action
- According to RROR, resolutions must be in writing

Voting

- Once the chair has recognized there is no further discussion, they can call the vote
- For most motions, **>50% of those voting** must vote in favor of the motion for it to pass

Types of Votes

- ◉ Voice
 - > Utilized for a vast majority of votes to speed along the meeting
- ◉ Hand or standing vote
 - > Typically utilized for votes requiring 2/3 of those present and voting to vote in favor
- ◉ Roll call

Action following no objection

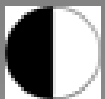


- Chair will ask if anyone objects to an action (e.g., the withdrawal of the motion)
 - If no objections, the action is taken
 - If there is even a single objection, there must be a vote to take action



Reconsider or rescind

- The motion to reconsider can only be made:
 - > at the same meeting as the meeting at which a vote was taken on the motion
 - > by someone on the prevailing side of the original vote on the motion
- Prevents minority from constantly bringing up a dead point
- If a motion to reconsider is approved, the Chapter addresses the previous question as a main motion
- The motion to rescind can be made at a subsequent meeting
- This motion requires the affirmative vote of 2/3 of the members voting and present or a majority of the entire governing body



Summary

- Robert's Rules can be complex, but:
 - › the basics are pretty easy to follow
 - › there are tools and resources to help you
 - Chart
 - Legal Counsel
- Practice makes perfect



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BOARD RETREAT

February 7, 2020

REGULAR AGENDA ITEM 2

Discuss the Code of Conduct & Ethics Policy for Board Members and procedures for requesting (i) information from Central Health employees including those assigned to Enterprise affiliates, and (ii) the addition of items on Board or Committee meeting agendas.



Policy Title: Code of Conduct and Ethics for Board Members
Policy #: CMP-0010
Effective Date: 5/28/2010
Revision Dates: 4/6/2017, 1/30/2019
Board Last Approval Date: 1/30/2019
Policy Owner: Compliance Manager
Executive Sponsor: Chief Executive Officer <i>Mike Caeslin</i>
Attachments: None

I. PURPOSE

This Code of Conduct and Ethics for Board Members is a component of the written compliance policies for the Central Health Compliance Program. The Code of Conduct and Ethics for Board Members is a set of standards for legal and ethical business conduct that requires all Central Health Board members to comply with applicable federal and state laws governing Central Health's governance and to provide guidance to Board members regarding Board conduct and practices. The Code of Conduct and Ethics for Board Members will be distributed to all Board members upon appointment.

II. SCOPE

This Code of Conduct and Ethics for Board Members applies to all Board members in carrying out their duties and authorities pursuant to their constitutional and statutory mandates, as well as those outlined in governing documents and policies.

III. DEFINITIONS

None.

IV. POLICY

1) Be Honest

All Central Health Board members must be honest in the performance of their duties for Central Health.

2) Follow applicable law, policies and procedures

Central Health is committed to complying, and Board members are under an ongoing duty to comply with all applicable state and federal laws, regulations, guidelines, and Central Health policies and procedures, where applicable, including this Code of Conduct and Ethics for Board Members. Noncompliance with Central Health policies, procedures federal or state laws, regulations, guidelines, or any implication or suspicion thereof must be brought to the attention of a Board Chairperson, Legal Counsel or the Compliance Officer.

3) Maintain and protect information

Certain actions and transactions, including compliance-related transactions, must be

accurately documented on a timely basis according to Central Health policy and procedures and in accordance with applicable state and federal laws and regulations. Falsifying a government record may result in criminal liability. Central Health has provided a Record Management Policy that establishes guidance regarding the creation, distribution, retention, storage, retrieval, and destruction of documents. The Record Management policy outlines retention for (i) all records and documentation required by federal or state law for participation in federal health care programs; and (ii) all records necessary to protect the integrity of Central Health's compliance process and confirm the effectiveness of the program, including training records, reports from the Help Line, modifications to the Compliance Program, and the results of auditing and monitoring efforts.

4) Protect Central Health assets

Central Health property, facilities, equipment, supplies, personnel time, and accounts receivable (including monies owed to Central Health) are Central Health assets. Central Health Board members must respect Central Health property and maintain and protect it. Central Health assets and property, including but not limited to computers, supplies, staff time, records, business records and cash, may not be used for personal use or gain. Equipment and supplies removed from Central Health must be accounted for, used for Central Health business and all equipment and unused disposable goods must be returned in good condition.

5) Respect the rights of others

All persons at Central Health should be treated with dignity and respect. Central Health does not tolerate harassment or discrimination of any personnel or member of the public in any manner or form, and specifically, on the basis of sex, race, color, national origin, citizenship status, marital status, sexual orientation, veteran status, religion, age, or disability. Suspected harassment or discrimination shall be reported to the Board Chairperson.

6) Business transactions must be conducted free from offers or solicitation of gifts

Central Health Board members must conduct all Central Health business with honesty and integrity. Central Health Board members are expected to conduct business in a manner that is free from offers or solicitation of gifts, favors, or other improper inducements. Business transactions with outside vendors, contractors and other third parties must be free from offers or solicitation of gifts and favors or other improper inducements in exchange for influence or assistance in a transaction. Central Health Board members cannot accept gifts, favors, services, entertainment, or other things of value to the extent that the decision making of Central Health or a Board member might be influenced. Board members will abide by Local Government Code, Chapter 171 and Chapter 176. If there is any concern about whether a particular gift should be accepted, Board members should consult with Central Health Legal Counsel. Board members should reference CMP-009 and CMP-009 Duality and Conflict of Interest Policy and Standard Operating Procedures for additional information.

7) Do not offer, solicit, or accept bribes, kickbacks, or rebates

Offering, soliciting, or accepting a bribe, kickback, or rebate for any good or service associated with Central Health is inappropriate, illegal, unethical, and strictly prohibited by Central Health. A "bribe" is money or other thing of value, including a favor, given or promised in order to influence the judgement or conduct of another person. A "kickback" is the return of a part of a sum or other thing of value received, often because of a confidential agreement or coercion. A "rebate" is the return of part of a payment. If there are any questions concerning a potential offer, solicitation, or other arrangement, contact Legal Counsel. Board members should reference CMP-009 and CMP-009 Duality and Conflict of Interest Policy and Standard Operating Procedures for additional information.

8) Lead by example

It is incumbent upon Central Health Board members to provide leadership that is ethical and lawful to Central Health and to assure that adequate systems, policies and procedures are in place to promote and ensure ethical and legal conduct.

9) Fiduciary Duties

Under Texas law and Central Health policy, Board members owe a fiduciary duty to Central Health. A Board member's fiduciary duty includes the duty to act in the best interests of Central Health, including placing the public interest and Central Health's interests above personal conflicts or conflicting loyalties. A Board member's fiduciary duty includes but is not limited to avoiding conflicts of interest. A Board member's fiduciary duty to Central Health precludes a Board member from appearing before the Central Health Board or lobbying Central Health staff as an advocate for Central Health funding to outside persons, groups, or interests.

10) Use of Central Health staff and resources

Official requests for staff time or resources

Board members making use of Central Health staff time or resources should specify whether the request is made in an official capacity regarding Board policy or potential Board policy, or individual capacity. Requests from board members not expressed during a board or committee meeting should be directed to Central Health's President and CEO or designee. If the request is made in an official capacity, the Board member should first discuss the request with the Chairperson. Board members shall be respectful of Central Health staff time and duties and avoid unduly burdensome and/ or unreasonably repetitive requests. Requests for staff time or resources shall not be unreasonably withheld.

Information requests for staff time or resources

Information requests made by a Board member in a personal capacity should utilize the process establish by Central Health for receiving Texas Public Information Act requests, including the submission of the request in writing. Board members who request information in their personal capacity should not seek special or expedited treatment.

Before making requests for information retained by Central Health, that may be confidential or protected by law, Board members may consult with Legal Counsel.

11) Appointments

A Board member appointed by Central Health to another board or organization, including affiliated entities of Central Health, should remain aware, in consultation with Central Health's President and CEO and Legal Counsel, that the Board member's duty is to represent Central Health. If a conflict of interest arises between Central Health and the entity to which the Board member is appointed, the Board member should recuse himself or herself from any discussion, consideration, or action that presents a conflict of interest. A member of the Board of Managers appointed to another entity shall protect from unauthorized disclosure all confidential information that may be orally presented or come into the physical possession of the Board member, concerning Central Health, the other organization, or entity.

12) Public Appearances

A Board member appearing in a public forum or making a public statement should make it clear whether the Board member is speaking in a personal capacity or as a representative for Central Health. A Board member appearing in a public forum or making public statements should not purport to speak on behalf of Central Health or the Board of Managers unless authorized to do by the Board or Board Chairperson. A Board member may communicate publicly concerning official Board policy positions or an approved Central Health initiative or activity. A Board member appearing at a public forum or making public statements or communications in any capacity should be cognizant of his or her fiduciary duty to Central Health.

13) Record Retention

Board members will comply with Central Health policies on record retention. Board members will be cognizant that communications in their official capacities or concerning Central Health business made using personal email, text messaging or any electronic media may be subject to public disclosure under the Texas Public Information Act. Board members shall retain personal Central Health and Board related electronic correspondence and other communications on personal devices and systems in a manner that complies with Central Health's record retention policy and applicable law. Board members will cooperate fully with Central Health staff and Legal Counsel in responding to information requests that seek official Central Health communications maintained by a Board member in private email or on other private electronic communication systems. Board members should avoid making statements in an official capacity by emails or any electronic media that, if disclosed, could reasonably cause negative public perceptions of Central Health or the Board of Managers.

14) Ethics

Board members will:
Listen carefully to fellow Board Members;
Respect the opinion of fellow Board Members;

Respect and support the majority decisions of the Board or Board Committee;
Bring to the attention of the Board any issue the Board member has reason to believe will adversely affect Central Health or the Board of Managers;
Not discuss the confidential business or proceeding of Central Health or the Board of Managers outside the boardroom or confidential and privileged setting; and not interfere with the duties of the President and CEO.

15) Compliance

Violations of this Code of Conduct and Ethics for Board members shall be reviewed by the Chairperson, who may and in consultation and with the approval of the Board officers, may take reasonable action that is intended to correct the violation and encourage compliance. Any such action may include a verbal discussion with the Board member, written documentation of the violation, making or changing committee assignments, or other action that may be deemed appropriate as determined by the Board.

V. RELEVANT STATUTES, REGULATIONS OR GUIDANCE

United States Sentencing Guidelines, Chapter 171 and 176, Texas Local Government Code.

VI. RELATED POLICIES AND PROCEDURES

CMP-001, CMP-006, CMP-008, CMP-009, CMP-009P

VII. PROCESS

None.

A Guide for Effective Board Manager Communication

1. Requests Arising Outside of Meetings

a. Administrative/Informational

- i. **Board Governance Manager.** Generally, all communication should be routed through the Board Governance Manager, Briana Yanes.
- ii. **Backup:** If the Board Governance Manager is not available, contact the Deputy Administrator, Perla Cavazos, or the President and CEO, Mike Geeslin.
- iii. **For example:**

1. Questions/responses about posted agendas, meeting logistics, or meeting or event scheduling
2. Copies of board meeting materials and official documents
3. Request for staff to contact the Manager regarding an agenda item or board backup
4. Request for discussion on a matter related to Central Health or the Enterprise. These requests will be routed through the Deputy Administrator or CEO.

b. Adding an Agenda Item (Example: Update on Hornsby Bend Home Visits)

- i. **Committee Meetings.** Contact the Committee Chair. The Chair will decide and inform the assigned staff; staff will coordinate requisite internal notices. The Chair will communicate with the requesting member.
- ii. **Board Meetings.** Contact the Board Chair. The Chair will decide and inform the Board Governance Manager. The Chair will communicate with the requesting member.

**** There is no wrong door: The Chair and Governance Team will coordinate on the response to your request.**

2. Requests Arising During Meetings – Informational or Future Agenda Item

- a. **Direct the request to the Chair.** The Board or Committee Chair will exercise their discretion in disposing of the request according to Bylaws and parliamentary procedure.
- b. **Possible Actions.** Direct the staff to provide immediate feedback, if able, or entertain a motion to direct future action. Examples of future action may include:
 - i. Direct staff to provide information or recommendation on a future date
 - ii. Add an item to a future agenda¹

3. Requests Made in a Personal Capacity – Regardless of Place

- Information requests made by a Board member in a personal capacity should utilize the Texas Public Information Act process. These requests will be handled accordingly.

¹ Note: The Board Chair can add agenda items to the Board agenda. A Committee is typically limited to its own agenda; however, it can move to recommend an item for consideration to the full Board.



CENTRAL HEALTH

Central Health Board Retreat

Code of Conduct and Board Ethics

February 7, 2020



Working Together

Purpose: Create simple pathways for effective board communications and alignment of work effort



What to do?

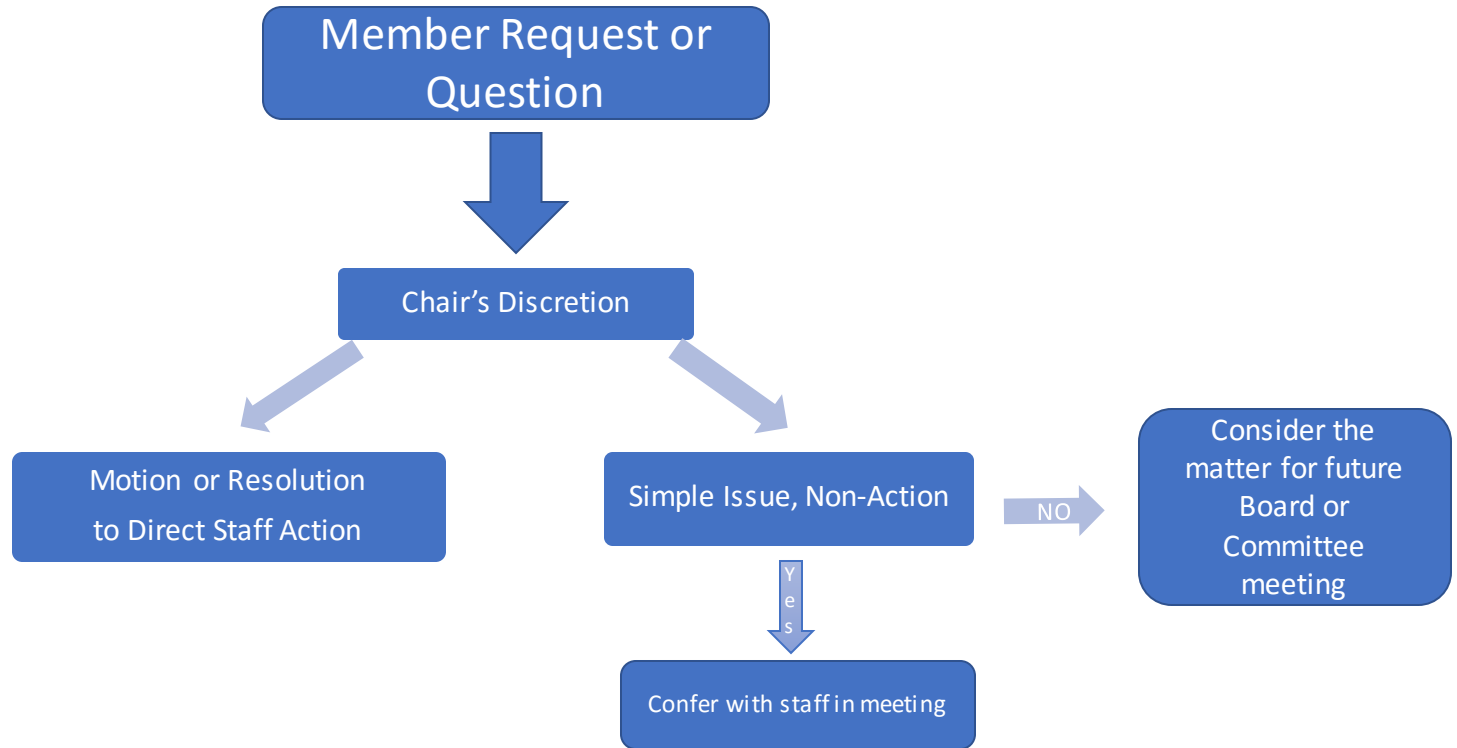
- In a meeting?
- Outside of a meeting?

AND...

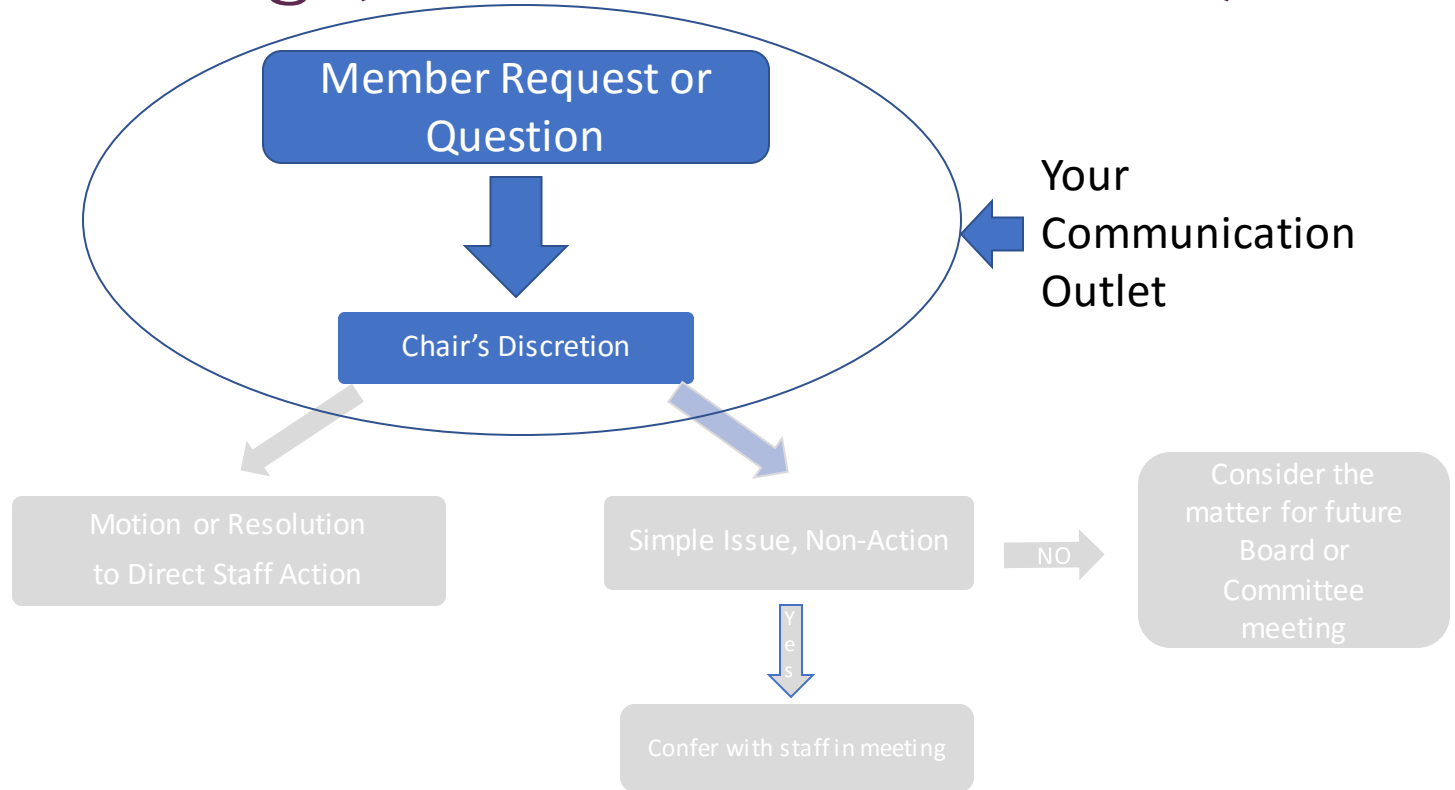
- You have an idea, question, or want to advocate for a course of action.



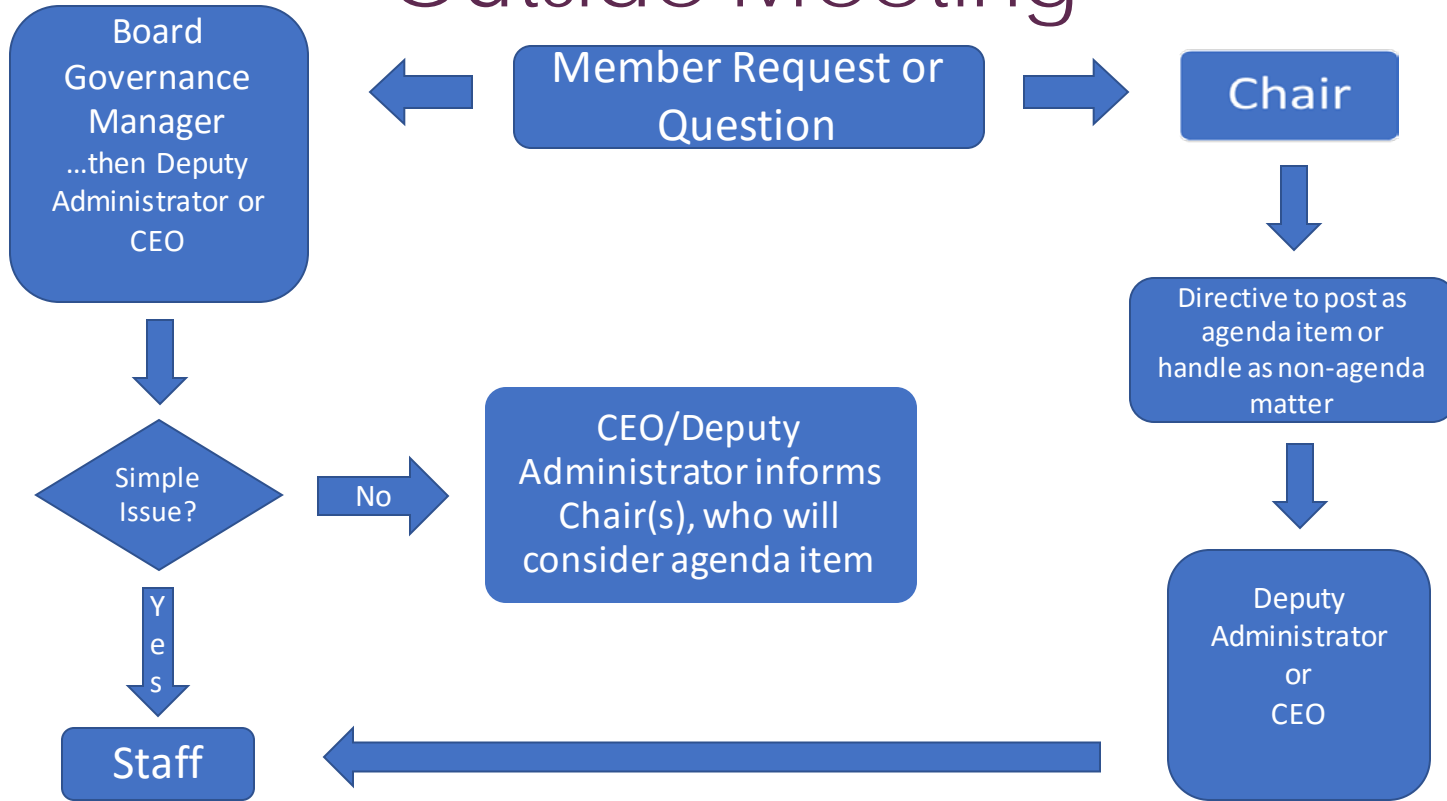
In Meeting (Board or Committee)



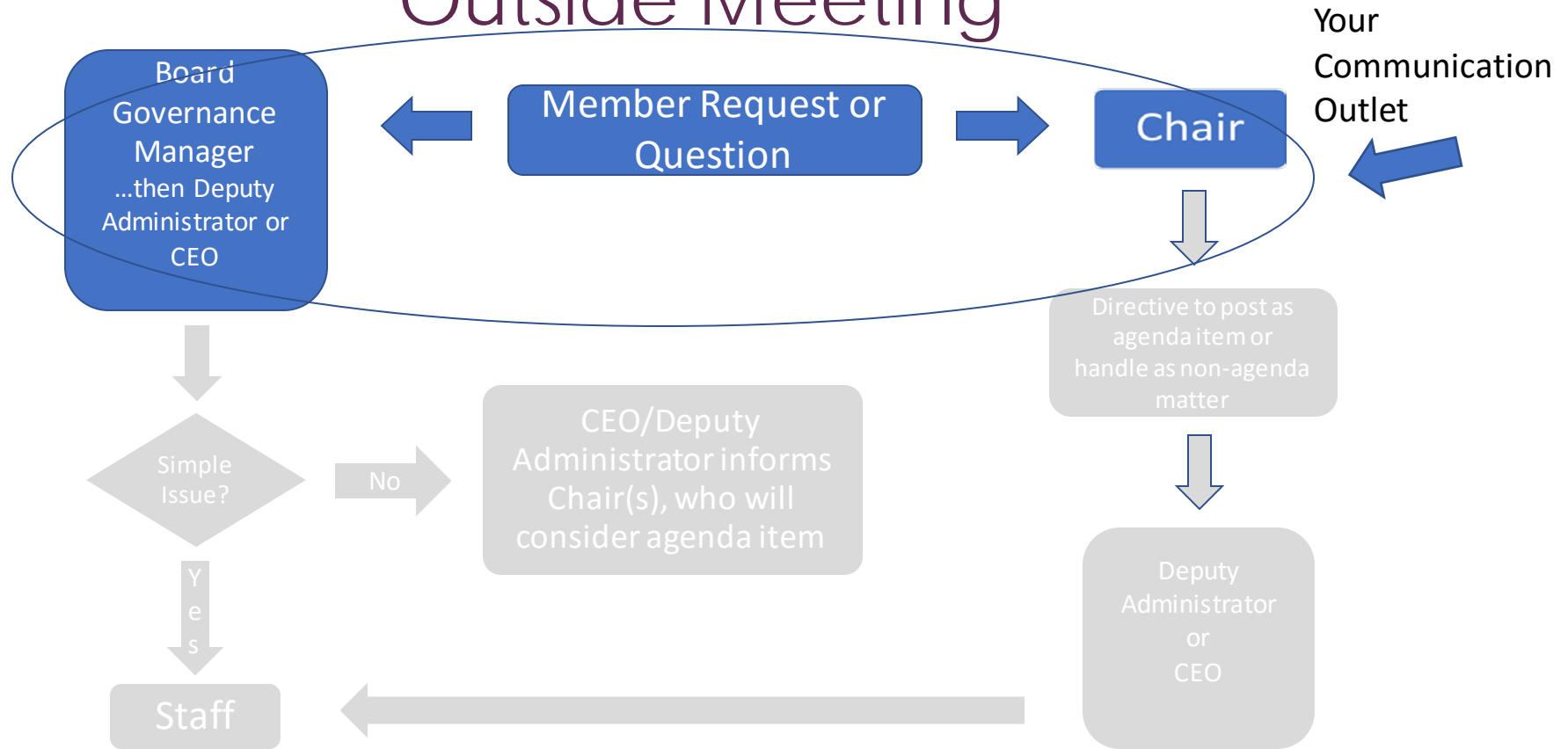
In Meeting (Board or Committee)



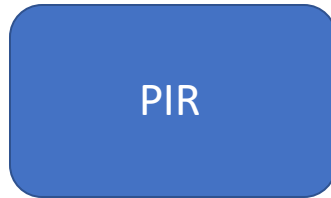
Outside Meeting



Outside Meeting



Personal (Not Official Capacity)





CENTRAL HEALTH

Thank You...
For your service to
those we serve



CENTRALHEALTH.NET



@CentralHealthTX

Blank



OPTIONAL Working Together

- Reality:
 - Board members have **ideas, questions, and priorities**
 - Board members need **access to resources** to develop ideas, answer questions, and advance priorities
 - *Organizations* work best when its resources are **dedicated to planned objectives**...though **opportunities and risks arise** along the way that might require previously dedicated resources





CENTRAL HEALTH

Our Vision

Central Texas is a model healthy community.

Our Mission

By caring for those who need it most, Central Health improves the health of our community.

Our Values

Central Health will achieve excellence through:

Stewardship - We maintain public trust through fiscal discipline and open and transparent communication.

Innovation - We create solutions to improve healthcare access.

Respect - We honor our relationship with those we serve and those with whom we work.

Collaboration - We partner with others to improve the health of our community.

BOARD RETREAT

February 7, 2020

REGULAR AGENDA ITEM 3

Receive and discuss a presentation regarding the roles and responsibilities of a hospital district's board of managers under Subchapter B of Chapter 281 of the Texas Health & Safety Code and Central Health's Bylaws.



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BOARD RETREAT

February, 2020

REGULAR AGENDA ITEM 4

Receive and discuss a presentation from Navigant Consulting on the implementation of crucial health care operations functions and steps to ensure long term financial sustainability.



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BOARD RETREAT

February 7, 2020

REGULAR AGENDA ITEM 5

Discuss and take appropriate action to identify issues that will be the focus of Board action in FY2020, including actions related to required annual agenda items and Central Health's stated budget priorities.

Central Health Board of Managers Schedule of Yearly Agenda Items

Required Annual Agenda Items (at Central Health and Travis County Commissioners Court)

1. Central Health Financial Audit (must be completed by 2/28)
2. Central Health Board Committee appointments
3. Central Health Annual Report
4. Central Health 5-7 budget year forecast
5. Travis County Commissioners Court (TCCC) - Review Property Tax exemptions
6. FY21 Budget Priorities Discussion
7. Presentation of Central Health FY21 proposed budget
8. Central Health tax rate presentation
9. 2nd presentation of Central Health FY21 proposed budget
10. Vote on max tax rate (8/19)
11. TCCC - Presentation of proposed budget (9/25)
12. Two public tax rate hearings (9/2 & 9/9)
13. CH BOM Vote on FY21 budget (9/16)
14. CH BOM vote on tax rate
15. TCCC – Approval of budget & tax rate (9/22)
16. Central Health Policies and procedures updates
17. Review Bylaws
18. Vote on 2021 BOM Calendar
19. Open Government Training
20. Conflict of Interest Training
21. Vote on FY21 Sendero Budget
22. Vote on LPPF rate

Monthly Routine Agenda Items

1. Minutes Approval
2. Central Health Investment and Financial Reports
3. CCC Financial Report

Budget Resolution Agenda Items

1. Periodic updates on budget priorities
2. Action items related to budget priorities

**TRAVIS COUNTY HEALTHCARE DISTRICT D/B/A CENTRAL HEALTH
BOARD OF MANAGERS
RESOLUTION ADOPTING THE FISCAL YEAR 2020 BUDGET**

The Travis County Healthcare District d/b/a Central Health Board of Managers (the “Board”) hereby adopts the Central Health Fiscal Year 2020 Budget, which:

- (i) consists of the Central Health Fiscal Year 2020 Budget Sources and Uses Summary (attached as Attachment A) and the Central Health Fiscal Year 2020 Budget Uses Detail (attached as Attachment B), both of which are incorporated herein by reference as if set out in full, and
- (ii) directs the President and CEO to give priority to work that advances access to care and aligns with the following Strategic Goals and Objectives:
 - Develop and execute health care delivery based on people and place,
 - Implement patient-focused and coordinated health care, and
 - Implement sustainable financial model for health care delivery, including optimizing the Brackenridge Campus redevelopment to fund Central Health’s Mission.

Further, the Board hereby identifies the following activities as important sources and uses within the Fiscal Year 2020 Budget, supporting the aforementioned Strategic Goals and Objectives:

- Increasing access to primary, specialty, and other forms of care through contracted partners in the Health Care Delivery budget and extending the Medical Access Program (MAP) eligibility from six months to twelve months, including amounts delineated in Attachment B for primary, specialty, post-acute, pharmacy, and reproductive care for the people served by Central Health programs.
- Continuing completion of short-term projects, and commencing long-term projects, estimated at \$7.7 million, for clinical expansion projects in Eastern Travis County, including but not limited to, capital acquisitions or related work for establishing services for Austin’s Colony/Hornsby Bend, Colony Park, and the areas inclusive of the communities in Southeast Travis County (generally, Creedmoor, Elroy, and surrounding communities). An additional \$1.15 million is budgeted for establishment of a clinical facility currently under development through an interlocal agreement with the University of Texas at Austin and Travis County Emergency Services District No. 11.
- Continuing to identify and offer high-risk Travis County residents enrolled in MAP or MAP Basic the option of establishing health coverage through Sendero Health Plans, Inc., utilizing \$7 million from the budget line item associated with the Central Health Premium Assistance Program to better leverage the Affordable Care Act and increase the health of the people enrolled.

- Maintaining sufficient reserves to ensure that emergency and total reserves, as projected in the process for development and approval of this Budget, are not materially affected by unplanned expenditures, unless such expenditures are otherwise approved by the Board of Managers.


In addition to the Strategic Goals and Objectives, the Board hereby expresses support for expenditures that facilitate the following operational priorities, which will improve the efficiency and efficacy of Central Health and its affiliates (the “Central Health Enterprise”):

- Acquisition of more efficient information technology and implementing a new Electronic Health Record system to be used by the Central Health Enterprise to increase provider productivity, enhance care coordination and improve patient experience, utilizing \$8 million in the capital budget.
- Coordination between the entities comprising the Central Health Enterprise for improving access to care, including the assessment of patient need and service line capacity planning.

Pursuant to Chapter 281 of the Texas Health & Safety Code, the Central Health Fiscal Year 2020 Budget Sources and Uses Summary and any amendments thereto must be approved by the Travis County Commissioners Court before the budget becomes effective. Moreover, any expenditures incurred or paid pursuant to this Central Health Fiscal Year 2020 Budget shall be controlled by the Travis County Healthcare District Financial Policies, and any policies adopted by the Board related to Reserves and Investments. The acquisitions and services funded by Central Health will, to the greatest extent possible, be predicated on the submission of service or business plans that prove viability, sustainability for the intended term, and value to Central Health’s mission.

ADOPTED at an open meeting of the Central Health Board of Managers held on the 18th day of September 2019.

TRAVIS COUNTY HEALTHCARE DISTRICT BOARD OF MANAGERS



Guadalupe Zamora, Chair
Central Health Board of Managers