



Our Vision

Central Texas is a model healthy community.

Our Mission

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Our Values

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EXECUTIVE COMMITTEE MEETING

Wednesday, January 14, 2026 3:30 p.m.

Or immediately following the Infrastructure Committee Meeting

Videoconference meeting¹

A quorum of the Committee and the presiding officer will be present at:

Central Health Administrative Offices
1111 E. Cesar Chavez St.
Austin, Texas 78702
Board Room

Members of the public may attend the meeting at the address above, or observe and participate in the meeting by connecting to the Zoom meeting link listed below (copy and paste into your web browser):

<https://us06web.zoom.us/j/87159946955?pwd=RbnSLnZzh3oCa7rwQSavbaL7oPx9PD.1>

Meeting ID: 871 5994 6955

Passcode: 909230

Links to livestream video are available at the URL below (copy and paste into your web browser):

<https://www.youtube.com/@tchealthdistrict/streams>

Or to participate by telephone only:

Dial: (346) 248 7799

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The Committee may meet via videoconference with a quorum present in person and will allow public participation via videoconference and telephone as allowed under the Open Meetings Act. Although a quorum of the Committee will be physically present at the location posted in the meeting notice, we strongly encourage all members of the public to observe the meeting virtually and participate in public comment, if desired, through the virtual meeting link or telephone number listed on each meeting notice.

A member of the public who wishes to make comments virtually during Public Communication for the Board of Managers meeting or the Executive Committee meeting must properly register with Central Health **no later than 2:00 p.m. on January 14, 2026**. Registration can be completed in one of three ways:

- Complete the virtual sign-in form at <https://www.centralhealth.net/meeting-sign-up/>;
- Call 512-978-9190. Please leave a voice message with your full name and your request to comment via telephone at the meeting; with the name of the meeting at which you wish to speak; or
- Sign-in at the front desk on the day of the meeting, prior to the start of the meeting.

Individuals who register to speak on the website or by telephone will receive a confirmation email and/or phone call by staff with instructions on how to join the meeting and participate in public communication.

PUBLIC COMMUNICATION

Public Communication rules for Central Health Board and Committee meetings include setting a fixed amount of time per person to speak and limiting Board and Committee responses to public inquiries, if any, to statements of specific factual information or existing policy. The Public Communication portion of the meeting will begin at 3:30 p.m., unless a member of the public wishes to comment on a specific item on this agenda.

REGULAR AGENDA²

1. Approve the minutes of the Central Health Executive Committee December 17, 2025 meeting. (*Action Item*)
2. Receive and discuss the prioritization and tentative scheduling of items for consideration at future Central Health Board and Committee meetings. (*Informational Item*)
3. Review and discuss Central Health Committees, including their scopes of work and membership. (*Informational Item*)
4. Receive and discuss input regarding annual Central Health Board priorities and the process for considering Board member requests. (*Informational Item*)
5. Deliberation and possible action on the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of one or more Central Health employees.^{3,4} (*Action Item*)
6. Receive and discuss a briefing regarding *Travis County Healthcare District d/b/a Central Health v. Ascension Texas f/k/a Seton Healthcare Family*, Cause No. D-1-GN-23-000398.³ (*Informational Item*)
7. Confirm the next regular Executive Committee meeting date, time, and location. (*Informational Item*)

Notes:

- 1 This meeting may include one member of the Executive Committee participating by videoconference. It is the intent of the presiding officer to be physically present and preside over the meeting at Central Health Administrative Offices, 1111 E. Cesar Chavez St., Austin, TX 78702, Board Room. This meeting location will be open to the public during the open portions of the meeting, and any member participating by videoconference shall be both visible and audible to the public whenever the member is speaking. **Members of the public are strongly encouraged to participate remotely through the toll-free videoconference link or telephone number provided.**
- 2 The Executive Committee may take items in an order that differs from the posted order and may consider any item posted on the agenda in a closed session if the item involves issues that require consideration in a closed session and the Committee announces that the item will be considered during a closed session. A quorum of Central Health's Board of Managers may convene or participate via videoconference to discuss matters on the Committee agenda. However, Board members who are not Committee members will not vote on any Committee agenda items, nor will any full Board action be taken. If a quorum of the Executive Committee is not present, the items on this agenda may be taken up by the full Board of Managers in the meeting posted at the same time and location.
- 3 Possible closed session discussion under Texas Government Code §551.071 (Consultation with Attorney).
- 4 Possible closed session discussion under Texas Government Code §551.074 (Personnel Matters).

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.

Cualquier persona con una discapacidad que planea asistir o ver esta reunión y requiera ayudas o servicios auxiliares debe notificar a Central Health con la mayor anticipación posible de la reunión, pero no menos de dos días de anticipación, para que se puedan hacer los arreglos apropiados. Se debe notificar al Gerente de Gobierno de la Junta por teléfono al (512) 978-8049.

Consecutive interpretation services from Spanish to English are available during Public Communication or when public comment is invited. Please notify the Board Governance Manager by telephone at (512) 978-8049 if services are needed.

Servicios de interpretación consecutiva del español al inglés están disponibles durante la Comunicación Pública o cuando se le invita al público a comentar. Notifique al Gerente de Gobierno de la Junta por teléfono al (512) 978-8049 si necesita servicios.



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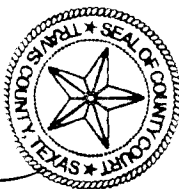
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Came to hand and posted on a Bulletin Board in the
County Recording Office, Austin, Travis County, Texas on this the
8 day of January 2026

Dyana Limon-Mercado
County Clerk, Travis County, Texas

By *[Signature]* Deputy

ARIEL HERNANDEZ



**FILED AND RECORDED
OFFICIAL PUBLIC RECORDS**

[Signature]
Dyana Limon-Mercado, County Clerk
Travis County, Texas



202680034

Jan 08, 2026 01:44 PM
Fee: \$0.00 **HERNANDEZA**



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EXECUTIVE COMMITTEE

January 14, 2026

AGENDA ITEM 1

Approve the minutes of the Central Health Executive Committee December 17, 2025 meeting. (Action Item)

MINUTES OF MEETING – DECEMBER 17, 2025
CENTRAL HEALTH
EXECUTIVE COMMITTEE

On Wednesday, December 17, 2025, a meeting of the Central Health Executive Committee convened in open session at 4:49 p.m. remotely by toll-free videoconference and in person at the Central Health Administrative Offices. Clerk for the meeting was Valerie Guerra.

Committee members present in-person at Central Health: Chair Kitchen, Vice Chair Brinson, and Secretary Martin

Committee members present via video and audio: Treasurer Museitif (joined at 5:16 p.m.)

Board members present via audio and video or in person: Manager Valadez, Manager Rodriguez, Manager Motwani, Manager Jones, Manager May

COMMITTEE AGENDA

1. Approve the minutes of the Central Health Executive Committee January 29, 2025 meeting.

Clerk’s Notes: Discussion on this item began at 4:50 p.m.

Chair Kitchen moved that the Committee approve the minutes of the Central Health Executive Committee January 29, 2025 meeting.

Manager Brinson seconded the motion.

Chairperson Ann Kitchen	For
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	Absent
Secretary Manuel Martin	For

2. Review and take appropriate action on the following:

- a. the prioritization and tentative scheduling of items for consideration at future Central Health Board and Committee meetings; and
- b. the proposed Calendar Year 2026 meeting dates for the Central Health Board of Managers.

Clerk’s Notes: Discussion on this item began at 4:50 p.m. Perla Cavazos, Chief Governance and Government Affairs Officer, shared a proposed calendar for the Board of Managers’ regular meetings, as well as for the Budget and Finance Committee, Strategic Planning Committee, and ad hoc committee meetings.

Chair Kitchen moved that the Committee approve the proposed Calendar Year 2026 meeting dates and times as adjusted in our conversation for the Central Health Board of Managers and the FY2026 Board governance decisions table, as adjusted to add Philanthropy decision, to target date document.

Manager Brinson seconded the motion.

Chairperson Ann Kitchen	For
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	For
Secretary Manuel Martin	For

3. Confirm the next regular Executive Committee meeting date, time, and location.

At 5:18 p.m. Manager Brinson moved that the meeting adjourn.

Manager Martin seconded the motion.

Chairperson Ann Kitchen	For
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	For
Secretary Manuel Martin	For

The meeting was adjourned at 5:18 p.m.

ATTESTED TO BY:

Ann Kitchen, Chairperson
Central Health Executive Committee

Manuel Martin, Secretary
Central Health Board of Managers



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EXECUTIVE COMMITTEE

January 14, 2026

AGENDA ITEM 2

Receive and discuss the prioritization and tentative scheduling of items for consideration at future Central Health Board and Committee meetings. (*Informational Item*)



CENTRAL HEALTH

MEMORANDUM

To: Central Health Board of Managers
From: Valerie Guerra, Board Governance Specialist
CC: Perla Cavazos, Deputy Administrator
Date: January 8, 2025
Re: Review prioritization and tentative scheduling of items for consideration at future Central Health Board and Committee meetings.

Overview:

Attached is the February tentative agenda items for your review. To assist with planning of future Board meeting and committee agendas, we will review and discuss these items at Executive Committee on January 14th.

Action Requested:

This is an informational item and requires no action.

January Tentative Schedules

January 14, 2025

Strategic Planning Committee

- Approve minutes
- Discuss and take appropriate action on process and parameters for development of Central Health Strategic Plan, including review of system transformation policy and strategic framework.

Infrastructure Committee

- Approve minutes
- Comprehensive Master Facilities Plan Update

Executive Committee

- Approve minutes
- Tentative schedules
- Review and discuss CH Committees
- Receive and discuss input regarding annual Central Health Board priorities and the process for considering Board member requests
- Personnel issues
- Seton lawsuit update

January 21, 2025

CUC Liaison Committee

- Approve minutes
- Review and take appropriate action on key issues related to the Co-Applicant Agreement between Central Health and Central Texas Community Health Centers d/b/a CommUnityCare.

January 28, 2025

Budget and Finance Committee

- Approve minutes
- CUC financials
- CH financials



- Certificates of Obligation Debt Issuance Update
- Approve agreements with Travis County Appraisal District and other local government entities for auditing of taxable aviation property at ABIA and Austin Executive Airport.

Board of Managers Meeting

Consent items

- Approve minutes
- Approve investments
- Approve agreements with Travis County Appraisal District and other local government entities for auditing of taxable aviation property at ABIA and Austin Executive Airport.
- Approve action on process and parameters for development of Central Health Strategic Plan, including review of system transformation policy and strategic framework.

Standing agenda items

- CEO update
- Legislative update
- Birch lawsuit update
- Seton lawsuit update
- Personnel issues

Regular agenda items

- Dell Medical School/Dean Lucchinetti update (Time certain of 6 pm)
- Board annual compliance training
- Board Governance Consultant Interviews

January 31, 2025- Central Health/CommUnityCare Board Retreat

February Tentative Schedules

February 11, 2025

Strategic Planning Committee

- Approve minutes
- Foundation presentation
- Update on current strategic plan (HEP) and what is left to complete
- Presentation on safety net focused CHNA and Gap Analysis
- TENTATIVE: Awareness survey results (SPC or BOM)

Executive Committee

- Approve minutes
- Tentative schedules
- Update on Chief Legal Officer
- Seton lawsuit update
- Personnel issues

February 18, 2025

**Currently no meetings scheduled*

February 25, 2025

Budget and Finance Committee

- Approve minutes
- CUC financials
- CH financials
- Audit approval

Board of Managers Meeting

Consent items

- Approve minutes
- Approve investments
- Approve audit

Standing agenda items

- CEO update
- Legislative update
- Birch lawsuit update
- Seton lawsuit update
- Personnel issues

Regular agenda items

- TENTATIVE: Awareness survey results (SPC or BOM)

FY 2026 BOARD DECISIONS RELATED TO GOVERNANCE INFRASTRUCTURE

Under Texas Health and Safety Code Chapter 281 and the Central Health ByLaws, the Board of Managers is the governing body of the District and has the responsibility to manage, control, and administer the District. The Board appoints and holds the President and CEO accountable for operational matters specified in the ByLaws

Therefore, the Central Health Board needs to update and/or adopt our Board governance documents, in order to move Central Health forward with transforming the system of care we provide for patients. Our CEO and his team need direction and clarity from the Board in order to successfully implement the complex and ambitious changes Central Health is considering.

This Table is intended to provide a roadmap that will help the Board and CEO understand timing/sequencing and prepare for the major upcoming Board decisions.

The Table lists the final Board decisions related to Central Health governance infrastructure the Board will address in fiscal year 2026. The target dates will likely require adaptability and updating as we proceed, so the Central Health CEO and his team have sufficient time and resources to present documents to the Board for approval. Also, many of these decisions will involve discussions at Committee and/or Board meetings before documents are ready for final approval.

The Board and CEO may also identify over the next year, additional Board governance documents and/or policies that may be necessary.

TABLE OF BOARD DECISIONS RE GOVERNANCE INFRASTRUCTURE

Board Governance Decisions	Committee / Meeting	Target Date
Approve Co-Applicant Agreement revisions	Liaison Committee Board Meeting	1 st Quarter (Oct – Dec 25)
Direction on Ascension litigation	BOM	1 st Quarter (Dec 25)
Direction on Strategic Planning Process and System Transformation/Future State	SPC and BOM	1 st Quarter (Oct-Dec)
Board Training re Governance Responsibilities	Board Meeting	2 nd Quarter (Jan 28)
Approval of Philanthropy Structure	PHIL	2 nd Quarter (Feb)
Approve aligned Strategic Plan and System Transformation Plan with system partners	SPC Board Meeting	2 nd Quarter (Jan – March 26)
Approve Facilities System Plan	Infrastructure Com Board Meeting	3 rd Quarter (April – June 26)
Approve Other Strategic Plans as needed (Ambulatory Access and Quality Plan; Central Health / Integral Care BH System of Care)	Medical Com Board Meeting	3 rd Quarter (April – June 26)
Approve Data Reporting Dashboards	SPC and Medical Com Board Meeting	3 rd Quarter (April – June 26)
Approve CH Policies for Board Governance	ByLaw Com Board Meeting	3 rd Quarter (April – June 26)
Approve CH role in diversion system of care	Budget & Finance Board Meeting	3 rd Quarter (April – June 26)
Approve Facilities Purchases and Agreements to advance System Transformation Plan	Board Meeting	4 th Quarter (July – Sept 26)

Approve 2027 Budget and FY 2027 OKRs	Budget & Finance Board Meeting	4 th Quarter (August 26)
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EXECUTIVE COMMITTEE

January 14, 2026

AGENDA ITEM 3

Review and discuss Central Health Committees, including their scopes of work and membership.
(*Informational Item*)



AGENDA ITEM SUBMISSION FORM

This form is to provide a general overview of the agenda item in advance of posting for the Board meeting. Proposed motion language is a recommendation only and not final until the meeting and may be changed by the Board Manager making the motion. All information in this form is subject to the Public Information Act.

Agenda Item Meeting Date January 14, 2025

Who will present the agenda item? (Name, Title) Chair Rodriguez

General Item Description Review and discuss Central Health Committees, including their scopes of work and membership.

Is this an informational or action item? Informational

Fiscal Impact N/A

Recommended Motion (if needed – action item) N/A

Key takeaways about agenda item, and/or feedback sought from the Board of Managers:

- 1) Committee members will discuss current committee scopes and memberships.
- 2) _____
- 3) _____
- 4) _____

What backup will be provided, or will this be a verbal update? (Backup is due one week before the meeting.) List of Committee scopes and assignments and Amended Bylaws

Estimated time needed for presentation & questions? 10 minutes

Is closed session recommended? (Consult with attorneys.) No

Form Prepared By/Date Submitted: Briana Harris/January 8, 2025

**Managers are blind copied*

Dear Managers,

Per our Central Health Bylaws, this email is to inform you of appointments to the Strategic Planning and Infrastructure Committees for calendar year 2026.

Strategic Planning Committee

Chair: Eliza May

Cynthia Brinson

Sedora Jefferson

Cynthia Valdez

Ad Hoc Infrastructure Committee

Chair: Amit Motwani

Maram Museitif

Manuel Martin

Please note, these appointments were made in anticipation of the upcoming committee meetings which are being posted for next week. In addition, the Chair will make additional appointments after next week's Executive Committee meeting.

Briana Harris, MBA

Board Governance Senior Manager

1111 E. Cesar Chavez St., Austin, TX 78702



CENTRAL HEALTH
TRAVIS COUNTY HOSPITAL DISTRICT



2025 Committee Assignments

EXECUTIVE COMMITTEE

Scope: As stated in the ByLaws, comprised of Board officers and responsible for making recommendations concerning the types of appointments described in Article III, candidates for Board officers, the President and CEO's employment, items for future board discussions, and compliance activities. See Amended and Restated ByLaws of the Travis County Healthcare District (ByLaws), Section 7.1

Ann Kitchen: Chair

Cynthia Brinson: Vice Chair

Maram Museitif: Treasurer

Manuel Martin: Secretary

MEDICAL COMMITTEE

Scope: As stated in the ByLaws, responsible for acting as a liaison between the Medical Executive Board (MEB) and the Central Health Board of Managers. ByLaws, Section 7.3

Manuel Martin: Chair

Maram Museitif

Cynthia Brinson

Ann Kitchen

BUDGET & FINANCE COMMITTEE

Scope: As stated in the ByLaws, responsible for assisting the President and CEO in preparing the District's annual budget, reviewing and monitoring financial statements, advising on audit matters, and making recommendations regarding financial transactions. *All non-committee Board members in attendance at a Budget and Finance Committee meeting are automatically appointed as members of the committee and shall have the same voting rights.* ByLaws, Sections 7.0 and 7.8.

Maram Museitif: Chair

Amit Motwani

Manuel Martin

Cynthia Valadez

STRATEGIC PLANNING COMMITTEE

Scope: As stated in the ByLaws, the Strategic Planning Committee shall be responsible for developing the Strategic Plan and performance metrics and dashboards related to the business of the District. ByLaws, Section 7.2.

Cynthia Brinson: Chair

Cynthia Valadez

Shannon Jones

Eliza May



AD HOC COMMITTEES

~~AD HOC APPOINTMENTS COMMITTEE~~

~~Scope: Make recommendations to the Board of Managers for appointments to outside boards and commissions, following Board adopted policy.~~

~~**Manuel Martin: Chair**~~

~~Shannon Jones~~

~~Eliza May~~

~~Cynthia Brinson~~

~~AD HOC INFRASTRUCTURE COMMITTEE~~

~~Scope: Review and provide Board guidance on use and/or development of real estate infrastructure in alignment with the Central Health strategic priorities and Healthcare Equity Plan.~~

~~**Amit Motwani: Chair**~~

~~Maram Museitif~~

~~Manuel Martin~~

~~Shannon Jones~~

~~AD HOC LITIGATION COMMITTEE~~

~~Scope: Responsible for providing guidance on matters related to Ascension litigation~~

~~**Ann Kitchen: Chair**~~

~~Cynthia Brinson: Vice Chair~~

~~Maram Museitif: Treasurer~~

~~Manuel Martin: Secretary~~

~~AD HOC PHILANTHROPY COMMITTEE~~

~~Scope: Review and provide Board guidance on creation of Central Health philanthropy and fundraising strategy to support development of non-tax funded revenue generating opportunities to support Central Health strategic priorities and Health Equity Plan.~~

~~**Eliza May: Chair**~~

~~Cynthia Valadez~~

~~Shannon Jones~~

~~Geronimo Rodriguez~~

ADDITIONAL CENTRAL HEALTH 2025 COMMITTEES JUNE 2025

Board of Managers:

This memo is to make appointments and create one additional ad hoc committees for 2025. The Ad Hoc ByLaws Committee currently exists. As always, thank you to each of you for your agreement to participate – your time and ideas are very much appreciated!

Best

Ann Kitchen

Chair, Central Health Board of Managers

512.228.1645

AD HOC CUC LIAISON COMMITTEE

Scope: Responsible for providing guidance on matters related to the relationship with CommUnityCare and recommendations to the full Central Health Board. Specific tasks include (1) working with committee/task force of CommUnityCare (CUC) Board to develop a liaison structure between the CH and CUC Boards; (2) development of a revised Co-Applicant Agreement; and (3) other activities as needed to improve and strengthen the relationship with CUC. Central Health ByLaws, Section 6.(B) and Section 7.4

Ann Kitchen: Chair

Cynthia Brinson, Vice Chair

Eliza May

Geronimo Rodriguez

AD HOC BY LAWS COMMITTEE

Scope: Review Central Health ByLaws and recommend any proposed revisions to the Board in accordance with ByLaw Section 13.0. Section 13 states that “every two (2) years, the Board shall review these ByLaws. Proposed revisions shall be submitted to the Board at least seven (7) working days prior to the meeting at which a vote to amend the Bylaws is scheduled. The submitted revisions must be in writing and include the exact wording of the existing Bylaws’ language, if any, and the proposed change(s).

Cynthia Valadez: Chair

Shannon Jones

Eliza May

Geronimo Rodriguez

**ADDITIONAL CENTRAL HEALTH 2025 COMMITTEES
NOVEMBER 2025**

Board of Managers:

This memo is to appoint the members of the special ad hoc committee on Nominations per ByLaws section 7.1.1.(A).

This memo also appoints Cynthia Valadez to the Ad Hoc CUC Liaison Committee and clarifies my role as an ex-officio member and Chair of that Committee. (ByLaws Section 7.6)

As always, thank you to each of you for your agreement to participate – your time and ideas are very much appreciated!

Best
Ann Kitchen
Chair, Central Health Board of Managers
512.228.1645

SPECIAL AD HOC NOMINATIONS COMMITTEE

Scope: Responsible for (1) accepting nominations for Board officers; (2) discussing the merits that a particular Board member may bring to the position that he or she has expressed interest in assuming; and (3) making recommendations on candidates for Board officers. (See ByLaws Section 7.1.1(A) and 7.6)

Eliza May, Committee Chair
Cynthia Valadez
Manel Martin, CH Board Secretary
Ann Kitchen, CH Board Chair

CENTRAL HEALTH 2025 COMMITTEES DECEMBER 2025 ADDENDUM

Board of Managers:

This memo is to appoint additional Board members to the Ad Hoc CUC Liaison Committee that the Board created in June 2025, so that all Board members have the opportunity to serve on the Liaison Committee. As a reminder, on December 17th the Board voted to revise our ByLaws to remove the four (4) person limit on the number of members on a Committee. (See ByLaw Section 7.6).

Appointment of additional members:

Maram Museitif
Amit Motwani
Manuel Martin
Sedora Jefferson

I will continue to act as Chair of the CUC Liaison Committee and in January will move from ex officio to member status with a vote on the Committee. Geronimo Rodriguez will move to ex-officio status on the Committee when he takes office as Board Chairperson in January.

As a reminder, the Board voted in June to create the Ad Hoc CUC Liaison Committee for the following purposes:

Scope: Responsible for providing guidance on matters related to the relationship with CommUnityCare and recommendations to the full Central Health Board. Specific tasks include (1) working with committee/task force of CommUnityCare (CUC) Board to develop a liaison structure between the CH and CUC Boards; (2) development of a revised Co-Applicant Agreement; and (3) other activities as needed to improve and strengthen the relationship with CUC.

Thank you and happy holidays to everyone.

Ann Kitchen
Chair, Central Health Board of Managers
512.228.1645

**AMENDED AND RESTATED BYLAWS OF THE
 TRAVIS COUNTY HEALTHCARE DISTRICT
 EFFECTIVE DECEMBER 17, 2025
 BOARD OF MANAGERS**

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**AMENDED AND RESTATED BYLAWS
OF THE
BOARD OF MANAGERS**

**TRAVIS COUNTY HEALTHCARE DISTRICT
D/B/A CENTRAL HEALTH**

PREAMBLE

The Travis County Healthcare District d/b/a Central Health (“District”) Board of Managers hereby adopts these Amended and Restated Bylaws to provide a framework for self-government of the District. This framework permits the District to operate pursuant to the Constitution and governing statutes of the State of Texas, including Chapter 281 of the Texas Health and Safety Code. Portions of these governing laws are included in these Bylaws for the purpose of clarification.

DEFINITIONS

“Deputy Administrator” means the Assistant Administrator as described in Section 281.027, Texas Health and Safety Code.

“Board” means the Board of Managers of the District. The term “Board” shall have the same meaning as the term “board” under Chapter 281 of the Texas Health and Safety Code.

“Board Member” means a person appointed to serve on the Board and duly qualified. Board Members are Public Officers. Members may also be referred to as Managers.

“Commissioners Court” means the members of the Commissioners Court of Travis County, Texas, being the elected officials of Travis County who are responsible for appointing certain Board Members.

“District” means the Travis County Healthcare District d/b/a Central Health.

“Duly Qualified” means that a Public Officer has satisfied all legal prerequisites to serve in the appointed office including completing and filing all legally required papers or bonds and swearing and recordation of all necessary oaths.

“Medical Executive Board” means a board created by Texas Health and Safety Code §281.02815 which is independent of the Board and is charged with adopting, maintaining, and enforcing policies to ensure that a physician employed by the District exercises the physician’s independent medical judgment in providing care to patients.

“Municipality” means the municipality with the largest population in Travis County.

“President and Chief Executive Officer (CEO)” means the individual appointed by the Board to perform the duties described in Article IX. The term “President and CEO” shall have the same meaning as the term “administrator” under Chapter 281 of the Texas Health and Safety Code.

“Program Budget” means a budget designed to reflect the costs of activities (programs) that are undertaken to achieve specific goals and objectives.

“Public Officer” means a person who is appointed or elected to a public office created by law, where the office has duties which involve the person exercising discretion over some sovereign function of government for the public.

“Travis County” means the Texas political subdivision that is surrounded by Williamson, Bastrop, Caldwell, Hays, Blanco, and Burnet Counties. Travis County is comprised of 1,023 square miles and its territory fully encompasses nine municipalities: Bee Cave, Creedmoor, Jonestown, Lago Vista, Lakeway, Manor, Rollingwood, Sunset Valley, and Westlake Hills. Portions of seven municipalities, most notably Pflugerville and Austin, extend outside of Travis County’s boundaries.

ARTICLE I

VISION

1.0 Central Texas is a model healthy community.

MISSION

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

PURPOSE

1.2 The purpose of the District is to provide hospital and medical care to the extent required by law and to fulfill any other lawful purpose.

ARTICLE II

RESPONSIBILITIES AND POWERS OF THE DISTRICT

2.0 It is the responsibility of the District to seek to meet the requirements imposed upon it by Texas law.

2.1 Notwithstanding anything herein to the contrary, the District shall have all powers and rights that have been granted under Article IX, Section 9 of the Texas Constitution, Chapter 281 of the Texas Health and Safety Code, and all other applicable laws.

ARTICLE III

DUTIES AND AUTHORITIES OF THE BOARD

- 3.0 To the extent not prohibited or limited by law, the Board shall:
- (A) be the governing body of the District;
 - (B) approve the annual budget for the District;
 - (C) manage, control, and administer the hospital or hospital system of the district;
 - (D) retain independent auditors to make an annual audit of the fiscal records of the District;
 - (E) accept the annual audit at an open meeting and make the annual audit publicly available;
 - (F) select the depository for the funds of the District;
 - (G) hire and oversee the President and CEO of the District, appoint the Compliance Officer for the District, and appoint a District employee as Deputy Administrator;
 - (H) approve, adhere to, and enforce the policies developed for the operation of the District, unless otherwise delegated to the President and CEO;
 - (I) seek approval from the Commissioners Court on matters as required by law;
 - (J) approve, modify, or deny contracts, unless otherwise delegated to a committee or the President and CEO;
 - (K) develop a philosophy and strategic goals for the District to be reflected in a comprehensive, coordinated strategic plan (“Strategic Plan”);
 - (L) serve as an advocate for the District;
 - (M) appoint members to the governing boards of affiliated entities or other entities as provided by law, agreement, or other mechanism;
 - (N) develop and maintain collaborative relationships with the governing bodies of key affiliated entities, including CommUnityCare and Sendero, and the governing bodies of partnering entities such as Integral Care;
 - (O) The Chief Compliance Officer shall report matters directly to the Board in accordance with Board approved policies, procedures, and processes in accordance with Office of Inspector General Guidance and other laws and regulations related to ensuring compliance; and
 - (P)_ meet other requirements imposed by law upon the Board.

ARTICLE IV

APPOINTMENT OF THE BOARD

- 4.0 The Commissioners Court shall appoint four (4) members to the Board. The governing body of the Municipality shall appoint four (4) members to the Board, and the Commissioners Court and the Municipality shall jointly appoint one member to the Board. In selecting the members of the Board, the Board shall encourage the Commissioners Court and the Municipality to consider the duties of the Board, the candidates' interests, availability, skills, and reputation for objectivity and fairness, as well as any legal conflicts that may impact the candidate's ability to effectively engage as a Board member.
- 4.1 The members of the Board serve staggered four-year terms, with as near as possible to one-fourth of the members' terms expiring each year.
- 4.2 Subject to agreement by the Commissioners Court and the governing body of the Municipality, appointments shall take place each December, with terms beginning on January 1.
- 4.3 Members of the Board shall serve the length of their term and are eligible for re-appointment.
- 4.4 If a member resigns or is otherwise incapable of fulfilling his or her term, the Commissioners Court and/or the Municipality, as applicable, shall appoint an interim member to the Board to serve until the permanent member's term expires.
- 4.5 In accordance with Article XVI, Section 17 of the Texas Constitution, members of the Board shall continue to perform the duties of their offices until their successors are duly qualified for the office.

ARTICLE V

CONFLICT OF INTEREST

- 5.0 The requirements in this Article V are in addition to all requirements the Board members may be subject to under any policies adopted by the Board.
- 5.1 Members of the Board shall comply with Chapter 171 of the Texas Local Government Code by recusing themselves from any vote or decision and abstaining from participation in discussions on matters in which they have a substantial interest.

ARTICLE VI

OFFICERS OF THE BOARD

CHAIRPERSON

- 6.0 The Chairperson of the Board serves as the chief officer of the Board and shall have responsibility and authority for:
- (A) enforcing compliance with standards of ethical conduct and professional demeanor by the Board in their relations with each other, District staff, and the community that the District serves;
 - (B) appointing Board members to serve on Board committees and the chair of ad hoc committees;
 - (C) presiding over Board and Executive Committee meetings and, in the absence of another committee's chair, either presiding over the committee meeting or appointing another member of the committee to do so; and
 - (D) performing such other duties as are assigned by statute, these Bylaws, or other action of the Board.

VICE-CHAIRPERSON

- 6.1 The Vice-Chairperson of the Board shall have responsibility and authority for:
- (A) serving as chair of the Strategic Planning Committee unless the Board votes otherwise;
 - (B) assisting the Chairperson as requested;
 - (C) in the case of absence, death, resignation, disability, refusal to serve, removal, or disqualification of the Chairperson, perform the duties of the Chairperson until the Chairperson shall resume his or her office or until the expiration of the Chairperson's term as Chairperson; and
 - (D) performing such other duties as are assigned by statute, these Bylaws, or other action of the Board.

SECRETARY

- 6.2 The Secretary shall have responsibility and authority for:
- (A) ensuring the adequacy and accuracy of minutes taken or recordings of the Board meetings;

- (B) keeping a suitable record of each Board meeting and the Official Seal of the District, or delegating the keeping of such record and/or the Seal of the District to the President and CEO;
- (C) in the case of the absence, death, resignation, disability, refusal to serve, removal, or disqualification of the Chairperson and Vice-Chairperson, perform the duties of the Chairperson until the Chairperson and/or , Vice-Chairperson shall resume his or her office or until the terms of the elected Chairperson, and Vice-Chairperson have expired; and
- (D) performing such other duties as are assigned by statute, these Bylaws, or other action of the Board.

TREASURER

6.3 The Treasurer shall have responsibility and authority for:

- (A) serving as chair of the Budget and Finance Committee unless the Board votes otherwise;
- (B) in the case of the absence, death, resignation, disability, refusal to serve, removal, or disqualification of the Chairperson, Vice-Chairperson, and Secretary, exercising the duties of the Chairperson, as Acting Chairperson, until the Chairperson, Vice-Chairperson, or Secretary shall resume his or her office or the terms of the Chairperson, Vice-Chairperson, and Secretary have expired; and
- (C) performing such other duties as are assigned by statute, these Bylaws, or other action of the Board.

ELECTIONS AND APPOINTMENTS

- 6.4 Every two (2) years, unless two-thirds of the Board vote to accept nominations for Board officers prior to the second year of the current Board officer's term, the members shall elect from among themselves a Chairperson, Vice-Chairperson, and Treasurer, and shall appoint a Secretary.
- 6.5 Nominations for the position of Chairperson, Vice-Chairperson, Treasurer, and any other position that requires election or appointment may be made by a Board member at a Board meeting or by a special ad hoc committee established pursuant to Section 7.1.1(A). Board members may nominate themselves for any Board officer position.
- 6.6 Elections or appointments conducted at Board meetings shall be conducted in an open meeting. Unless a different number is required by law, a majority vote of a quorum is required to elect a nominee for each position set forth in this Article VI.
- 6.7 When a Board officer position other than Chairperson becomes vacant, an election or appointment for the position shall take place at the next meeting of the Board, or as soon thereafter as practicable.

- 6.8 No Board member may hold the same office for more than two (2) terms, unless two-thirds of the Board vote to suspend the term limits imposed by these Bylaws.
- 6.9 Board Officer elections shall be held at the annual meeting as described in Section 8.3(A). Officers shall take office as of the first day of the next year, unless the annual meeting and elections are delayed, in which case the newly elected officers shall take office the first day of the month following the annual meeting.

REMOVAL AND RESIGNATIONS

- 6.10 A Board member may be removed from office pursuant to Chapter 87 of the Texas Local Government Code or other Texas law. Additionally, a Board member may resign at any time by giving written notice to the Board Chairperson or Secretary and to the governmental entity that appointed the member (i.e., the Travis County Commissioners Court and/or the governing body of the Municipality). Any such resignation shall take effect as soon as a replacement is appointed and qualified to serve in the office.

ARTICLE VII

COMMITTEES

7.0 *BUDGET AND FINANCE COMMITTEE*

The Budget and Finance Committee shall be responsible for assisting the President and CEO in preparing the District's annual budget, reviewing, and monitoring financial statements, advising on audit matters, and making recommendations regarding financial transactions. The Budget and Finance Committee shall meet as deemed necessary by the Treasurer.

7.0.1 The Budget and Finance Committee shall also:

- (A) advise on financial policies of the District, as necessary;
- (B) assist in the selection of an external independent auditor; and
- (C) review the annual audit report prepared by the independent auditor.

7.0.2 The Budget and Finance Committee shall have standing authority to act on behalf of the Board with respect to the following:

- (A) approve the expenditure of funds for goods and services at any meeting of the committee at which at least seven (7) members of the committee are present, and with respect to such expenditure, at least five (5) of the committee members vote for approval at such meeting in a session that is open to the public;
- (B) approve the appointment of depositories;

- (C) ratify investments and take appropriate action on cash management, borrowings, and other District financial transactions; and
- (D) receive financial information from affiliated organizations.

7.1 ***EXECUTIVE COMMITTEE***

The Executive Committee shall be comprised of Board officers and the immediate past Chair of the Board if that person is still on the Board (who shall serve ex-officio, without vote, and not counting to quorum) and shall be responsible for making recommendations concerning the types of appointments described in Article III, candidates for Board officers, the President and CEO's employment, items for future Board discussions, and compliance activities.

7.1.1 **The Executive Committee shall:**

- (A) ensure the formation of a special ad hoc committee comprised of two (2) Executive Committee members, one of whom must be the outgoing Board Chairperson, and two members of the Board who are not members of the Executive Committee for the purpose of (i) accepting nominations for Board officers; (ii) discussing the merits that a particular Board member may bring to the position that he or she has expressed interest in assuming; and (iii) making recommendations on candidates for Board officers. As outlined in Section 7.5, the outgoing Chairperson shall appoint the members of such special ad hoc committee, and he or she shall do so at least one (1) month prior to the date on which Board officers are set to be elected or appointed;
- (B) present the Board with nominations for candidates to the governing boards of affiliated entities or other entities who have contracts with or are under the oversight of the District. Appointed candidates shall receive no compensation for their services and shall represent the District in their service on the entity board;
- (C) conduct and make recommendations to the Board concerning the President and CEO's evaluation process and compensation;
- (D) review policies and other documentation related to the District's compliance program;
- (E) monitor and advise on compliance investigations and corrective action plans; and
- (F) seek input from District staff and Board members on governance processes, including the development of Board agendas under Section 8.18.

7.2 ***STRATEGIC PLANNING COMMITTEE***

The Strategic Planning Committee shall be responsible for developing the Strategic Plan and performance metrics and dashboards related to the business of the District.

7.2.1 **The Strategic Planning Committee shall:**

- (A) develop and present the Strategic Plan to the Board;
- (B) monitor the implementation of the Strategic Plan;
- (C) recommend interim updates to the Strategic Plan whenever such updates are, in the opinion of the committee, necessary to reflect the District's current operating environment or shifting priorities, such as new strategic initiatives;
- (D) assist in evaluating service delivery methods in relation to the implementation of the Strategic Plan;
- (E) develop and recommend communication strategies that align with the Strategic Plan and promote District initiatives;
- (F) develop and recommend community engagement strategies that align with the Strategic Plan and promote District initiatives; and
- (G) receive reports from District staff on the progress and results of communications and community engagement initiatives.

7.3 ***MEDICAL COMMITTEE***

The Medical Committee shall act as a liaison between the Medical Executive Board (MEB) and the Central Health Board of Managers. The Medical Committee has no supervisory authority over the Medical Executive Board and their activities. Any conflicts shall be resolved via the process developed in 7.12.

7.3.1 **The Medical Committee shall:**

- (A) receive reports and information from the Chair of the MEB on activities of the MEB as outlined in the bylaws Section 7.11;
- (B) provide pertinent information and reports to the full Board as necessary; and
- (C) review, consider, and make recommendations to the Board on policy matters related to quality, scope of medical services, relationships with the UT Dell Medical School, and other related services and matters not involving the practice of medicine.

SPECIAL COMMITTEES AND SUBCOMMITTEES

- 7.4 Special ad hoc committees may be created by the Chairperson of the Board to perform specific tasks or to address specific issues. The formation of a special ad hoc committee must be approved by the Board, unless another section of these Bylaws gives a different person or body the ability to approve of the committee's creation. All special ad hoc committees are accountable to the Board.
- 7.5 Any committee may elect to perform any of its designated advisory functions by constituting any two of its members as a subcommittee for that purpose and reporting such action to the Board. Any such subcommittee may include non-board members in addition to members of the committee.

COMPOSITION AND TERM

- 7.6 Except as otherwise specified herein, committees shall be composed of Board members, each of whom shall be appointed by, and may be removed by, the Chairperson of the Board. The Chairperson of the Board shall be an ex-officio member, without vote, of all committees, provided, however, that the Chairperson shall be automatically appointed as a temporary committee member, with the right to vote, whenever such appointment is necessary to achieve a quorum of a committee.
- 7.7 Committee members are appointed for a term of one (1) year and shall serve until the end of this period or until the member's successor is appointed, unless the member shall resign or be removed from the committee. The Chairperson may appoint an interim successor to the committee for a member whose Board term has expired and who is holding over as a Board member but who has resigned his or her committee position. Any such interim successor may serve until the meeting of the Board at which the Board votes to consent to the appointment of a new committee member.

QUORUM AND VOTING

- 7.8 Committees are advisory in nature and, unless they have been given authority to act on behalf of the Board under these Bylaws or through Board action, may not take action on their own other than to make recommendations to the Board. To the extent that committees are authorized to develop strategies and make recommendations, committee members have voting privileges.
- 7.8.1 Quorum Generally. A majority of the voting members of a committee shall constitute a quorum.
- 7.8.2 Quorum of the Budget and Finance Committee. A quorum of the Budget and Finance Committee shall consist of a majority of the Board.

AGENDAS

- 7.9 The committee Chair shall have final approval of items to be placed on a committee agenda.

ADVISORY AND AUXILIARY COMMITTEES

7.10 If authorized or required by state law or Board policy, the Board shall appoint advisory or auxiliary committees of non-Board members to assist the District. These committees may be composed of volunteers, independent contractors, or employees. The terms, qualifications, and methods of appointment of these committees shall be governed by relevant state law, Board policy, and the Bylaws. The Board shall designate the chair and vice-chair, if any, of each such committee.

MEDICAL EXECUTIVE BOARD INTERACTION AND AUTHORITY

7.11 The Medical Executive Board (“MEB”) shall oversee, on behalf of the District, all aspects of the practice of medicine as defined by state law, including peer review, credentialing, and the oversight of the safety, quality, and appropriateness of the care, treatment, and services provided to patients (“Practice of Medicine”). The Board shall not supervise or control the Practice of Medicine, as prohibited by Texas Occupations Code Title 3, Subtitle B.

7.12 In cooperation with the District’s Medical Executive Board, the Board shall develop and implement a conflict management process to resolve any conflict between a policy adopted by the Medical Executive Board and a policy of the District.

7.13 For all matters relating to the Practice of Medicine, each physician employed by the District shall ultimately report to the chair of the Medical Executive Board. For all standards of conduct or employee policies not involving the Practice of Medicine that apply to all employees of the District, each physician employed by the District shall ultimately report to the President and CEO.

7.14 In matters that may raise mixed issues involving the Practice of Medicine and standards of conduct applicable to all District employees, the District’s President and CEO and the Chair of the MEB shall resolve such issues through the District’s conflict management process.

ARTICLE VIII

MEETINGS OF THE BOARD

GENERAL PROVISION

8.0 All regular, annual, special, and emergency meetings of the Board shall be held in accordance with the Texas Open Meetings Act, Chapter 551 of the Texas Government Code, and District policy.

REGULAR MEETINGS

8.1 Regular meetings of the Board shall be held at least once a month at the District headquarters, 1111 E. Cesar Chavez, Austin, Texas, unless another location is specified. The date and time of all regular meetings to occur during a calendar year will be established

by the Chairperson and adopted at the annual Board meeting. When necessary, the Board may add or cancel a regular meeting or change the date of a regular meeting by motion adopted at a meeting of the Board. Regular meetings shall begin at a time designated by the Chairperson.

ANNUAL MEETINGS

- 8.2 The Board will conduct an annual meeting in December of each year or at another regular meeting designated by the Chair.
- 8.3 The following activities should occur at the annual meeting:
- (A) election and appointment of officers of the Board, if appropriate that year;
 - (B) review of the Bylaws, if appropriate that year;
 - (C) disclosure of conflict-of-interest statements by Board members; and
 - (D) address such other matters as may come to the attention of the Board.

SPECIAL MEETINGS

- 8.4 Special meetings of the Board may be held on any date that permits the President and CEO to provide notice of the meeting in compliance with Chapter 551 of the Texas Government Code and may be called by: (A) the Chairperson; (B) the written request of at least four (4) Board members to the President and CEO; or (C) a motion adopted at a meeting of the Board. Special meetings shall begin at a time designated by the Chairperson or a time specified by motion of the Board. The business to be discussed and acted upon at the special meeting shall be confined to the purpose or purposes for which the meeting was called.

EMERGENCY MEETINGS

- 8.5 Emergency meetings of the Board may be called by the Chairperson or the Vice-Chairperson after receiving confirmation from legal counsel that an emergency or urgent public necessity exists and if there are issue(s) whose consideration cannot be postponed until a special or regular meeting. Posting of notice for emergency meetings shall be done in accordance with the requirements set forth in the Open Meetings Act, Chapter 551 of the Texas Government Code. An emergency or urgent public necessity exists only if immediate action is required by the Board because of (A) an imminent threat to public health and safety; or (B) a reasonably unforeseeable situation. At an emergency meeting, the Board may only deliberate and take action on matters directly related to responding to the emergency or urgent public necessity identified in the notice of the meeting, or other matters for which normal notice has been given under the Open Meetings Act.

ORDER OF BUSINESS

- 8.6 The order of business at Board meetings shall be determined by the Chairperson. The agenda may include reports from Board committees.

CLOSED SESSION

- 8.7 The Board may enter a closed session after establishing a quorum, calling the meeting to order, and announcing, in open session, that a closed session will be held in accordance with the policies and procedures of the Board and in compliance with the requirements set forth in the Open Meetings Act, Chapter 551 of the Texas Government Code.

QUORUM

- 8.8 The presence of the majority of the Board shall constitute a quorum for the transaction of business, but if a meeting must cease due to the lack of a quorum, the meeting chair may announce a later specified date when the meeting will be rescheduled with a quorum present. A quorum of the Board must be physically present at the main meeting location.

MANNER OF ACTION

- 8.9 Except as otherwise specified, the action of a majority of the members present and voting at a meeting at which a quorum is physically present shall be the action of the group. Board members participating via videoconference will be considered as present and voting in accordance with applicable laws, rules, and District policy.
- 8.10 No final action, decision, or vote shall be taken while the Board is convened in closed session, and any motion to adjourn must be made after the Board has reconvened in an open meeting.

NOTICE OF MEETING

- 8.11 Board meetings will be posted pursuant to the requirements set forth in the Open Meetings Act, Chapter 551 of the Texas Government Code.
- 8.12 Board members shall be notified of regular and special meetings at least seventy-two (72) hours prior to the scheduled time of the meetings.
- 8.13 Board members shall be notified of emergency meetings called under Section 8.5 above at least two hours prior to the time of the meeting.

RECORD OF MEETINGS

- 8.14 The Board shall either (A) prepare or direct the President and CEO to prepare minutes or (B) make a recording of each open meeting. The recording or minutes of meetings shall contain each subject of discussion and deliberation, all motions, seconds, and the vote, if any, on such motions. Minutes shall be signed by the presiding officer and attested to by the Secretary. The Board shall maintain records of closed session meetings in accordance with policies established by the Board and in compliance with applicable legal requirements.

CONDUCT OF MEETINGS

- 8.15 The most recent edition of *Robert's Rules of Order Newly Revised*, when not in conflict with other Board-adopted rules of procedure, these Bylaws, or applicable law, shall be the rules of parliamentary procedure and order for the Board and its committees, except that there shall be no requirement to read the minutes and the chair of any meeting may (A) vote and (B) establish time limits for discussion of each agenda item without the necessity of receiving a two-thirds vote of the Board.

PUBLIC PARTICIPATION AT MEETINGS

- 8.16 Members of the public who desire to deliver oral comments at a Board or Committee meeting must complete the required sign-in form before the time set by the Board or Committee for public comment registration. The Board may develop a policy addressing how public comment will be received, including specifying the number of speakers allowed and the length of time each speaker may speak. Persons wishing to speak before the Board shall provide the following information:
- (A) name and address;
 - (B) the name of the person or group, if any, the speaker is representing;
 - (C) the agenda item upon which the person wishes to speak, if any; and
 - (D) if the matter does not relate to an agenda item, a brief description of the nature of the matter to be addressed by the speaker.
- 8.17 If a member of the public enquires about a subject for which notice has not been given as required by the Open Meetings Act, Chapter 551 of the Texas Government Code, the Board or Committee may provide a statement of specific factual information or a recitation of existing policy in response to the enquiry by the speaker. Any deliberation of or decision about the subject of the speaker's enquiry shall be limited to a proposal to place the subject on the agenda for a subsequent meeting.

AGENDAS

- 8.18 The Chairperson shall have final approval of items to be placed on Board meeting agendas. The Vice-Chairperson may approve the Board agenda if the Chairperson of the Board is, or appears to be, unable to approve the agenda in time to allow the President and CEO to post the agenda in compliance with the Open Meetings Act, Chapter 551 of the Texas Government Code. The President and CEO shall be responsible for preparing, posting, and distributing the meeting agenda and any associated written materials to the Board.
- 8.19 The Chairperson may direct the President and CEO to add one or more agenda items to a posted agenda if there is time to post a revised agenda or supplement in compliance with the Open Meetings Act, Chapter 551 of the Texas Government Code.

ARTICLE IX

PRESIDENT AND CEO

- 9.0 The Board shall appoint a President and CEO who is qualified by training and experience. The President and CEO shall be held accountable for the management of the District and shall ensure that the District's activities are within the limits prescribed by law and the policies adopted by the Board. Except as limited by law, District policy, or action of the Board, the President and CEO or designee shall, at a minimum:
- (A) advise and assist the Board in managing, controlling, and administering the District's business;
 - (B) administer and enforce the policies, procedures, and rules necessary for the operation of the District;
 - (C) employ, evaluate, and discharge all employees of the District, subject to an annual approved budget;
 - (D) develop and maintain personnel policies and practices of the District;
 - (E) prepare, revise, and recommend an annual budget that reflects expected revenues and expenditures to the Board and the Commissioners Court for approval;
 - (F) spend budgeted funds in accordance with District policies and procedures in order to accomplish the strategic goals of the District;
 - (G) make budget transfers between line items within the same Program Budget;
 - (H) supervise the District's business affairs to ensure that funds are collected and used to the best possible advantage;
 - (I) supervise the purchase of supplies, services, and equipment in accordance with District policies and procedures;
 - (J) attend all meetings of the Board and committees thereof;
 - (K) execute contracts, amendments, and renewals as directed by the Board;
 - (L) execute documents on behalf of the Board which do not require individual discretion and are carried out as the result of statutory or regulatory mandates, or established procedures, including but not limited to, the execution of tax resale deeds and license agreements;
 - (M) perform such other duties as may be delegated by the Board to serve the best interests of the District;

- (N) make an annual report to the Board, Commissioners Court, the Texas Health and Human Services Commission or its successor, and the comptroller as soon as practicable after the close of the fiscal year as required by Section 281.092 of the Texas Health and Safety Code;
 - (O) perform duties as required by Section 281.071, Texas Health and Safety Code, concerning payment and support, as necessary;
 - (P) serve as the agent for service of process on behalf of the District;
 - (Q) oversee and make timely decisions on litigation matters in which the District is or may become named in a legal action, with the exception that the President and CEO may not accept or reject any settlement offer or initiate any legal action without Board approval;
 - (R) inform the Board in the most appropriate manner of material operational or financial issues as identified by the Board;
 - (S) identify threats and opportunities and make recommendations to the Board; and
 - (T) meet such other requirements imposed by law or the Board upon the President and CEO.
- 9.1 The President and CEO serves at the will of the Board and for terms of not more than four (4) years. Before assuming duties, the President and CEO shall execute a bond payable to the District in the amount of not less than \$10,000, which bond is conditioned on the faithful performance of the President and CEO's duties and any other requirements determined by the Board. The President and CEO shall be entitled to compensation as determined by the Board.
- 9.2 If the President and CEO is incapacitated, absent for a period of more than 72 hours, or unable to perform his or her duties, the Deputy Administrator as described in Section 281.027, Texas Health and Safety Code, who is the same individual that holds the title of Deputy Administrator at the District, shall perform any or all of the duties of the President and CEO necessary for the operation of the District. The President and CEO shall involve the Deputy Administrator in all District operational and other matters necessary (as determined by the CEO) to prepare the Administrator to take on these functions and shall communicate the Deputy Administrator's responsibilities to District staff.
- 9.3 Notwithstanding the foregoing, the Board reserves its right to manage, control, and administer the District.

ARTICLE X

PUBLIC STATEMENTS AND PRONOUNCEMENTS

- 10.0 The Chairperson, after conducting reasonable due diligence, may make, or authorize his or her designee to make, public statements and pronouncements on behalf of the Board.

ARTICLE XI

INDEMNITY AND INSURANCE

- 11.0 If, as, upon such conditions, and to the extent permitted or required by Texas law, the District shall indemnify any member of the Board and the President and CEO against all costs and expenses reasonably incurred or imposed upon the same in connection with any action, suit, or proceeding that results from the Board member or President and CEO's service, regardless of whether the action, suit, or proceeding is based on actions that occurred prior to or subsequent to the adoption of these Bylaws. The costs and expenses for which such persons shall be indemnified include attorney's fees and all amounts paid or payable by any Board member or the President and CEO (other than amounts paid or payable to the District itself), pursuant to any judgment or any reasonable settlement agreement.
- 11.1 The District may also, to the extent expressly permitted by Chapter 102 of the Texas Civil Practice and Remedies Code and any other applicable Texas laws, indemnify any other officer or employee of the District against all costs and expenses reasonably incurred or imposed upon the same in connection with any action, suit, or proceeding that results from the officer or employee's service to the District. Notwithstanding the foregoing, the District makes no express or implied guaranty or promise that it will indemnify an officer or employee in a particular situation, and no officer or employee of the District shall be entitled to rely upon this section for that purpose.
- 11.2 The District shall acquire liability insurance if, in the opinion of the Board, that insurance is reasonably affordable and, among other things, provides indemnity and/or defense of any member of the Board for claims or expenses, except to the extent prohibited by Texas law.
- 11.3 Nothing in Article XI is intended to, or should be construed to, require the District to indemnify any of the persons identified in Sections 11.0 and 11.1 above against the costs and expenses of any action, suit, or proceeding if:
- (A) no law expressly permits the District to provide such indemnity; or
 - (B) such person(s) shall be finally adjudged in said action, suit, or proceeding or, in the event of a settlement, determined by the Board to have been guilty of violations of law, acting in bad faith, or exhibiting reckless or grossly negligent behavior in the performance of their duties to the District.
- 11.4 Additionally, any grant or denial of indemnity under this Article XI represents an exercise of discretionary functions of the Board.

ARTICLE XII

CONFLICT OF BYLAWS

- 12.0 If any provision of these Bylaws is now or hereinafter becomes in conflict with any federal or state statute, regulation, or any other law relating to the operation of the District, such statute or other law, as long as it is in effect, shall take precedence over these Bylaws.

ARTICLE XIII

AMENDMENTS AND ALTERATIONS TO BYLAWS

- 13.0 Every two (2) years, the Board shall review these Bylaws. Proposed revisions shall be submitted to the Board at least seven (7) working days prior to the meeting at which a vote to amend the Bylaws is scheduled. The submitted revisions must be in writing and include the exact wording of the existing Bylaws' language, if any, and the proposed change(s).
- 13.1 Specific provisions of these Bylaws may be overridden on a case-by-case basis by Board vote if all Board members have been given at least three business days prior notice of the proposed override vote proposal, and the vote to override receives either a two-thirds majority of the members present, or a majority of the entire Board (whichever is less).

ARTICLE XIV

MISCELLANEOUS ORGANIZATIONAL PROVISIONS

- 14.0 The District fiscal year shall begin October 1 and shall end the following September 30.
- 14.1 The form of the official seal of the District shall consist of two hands shaking with a stethoscope superimposed over an outline of the State of Texas surrounded by two concentric circles with the name "Travis County Healthcare District" displayed in the space between the two circles. The seal may be either embossed or stamped. The Secretary has the responsibility of retaining the seal, but may delegate the retention of the seal to the President and CEO. Affixing the seal is not necessary to authenticate or attest a document unless the seal is required by applicable law.

ARTICLE XV

ADOPTION

- 15.0 These Amended and Restated Bylaws shall become effective immediately upon their acceptance and adoption and shall supersede all previous Bylaws heretofore adopted by the Board of the District.

Accepted and adopted by the Board of the Travis County Healthcare District at Austin, Travis County, Texas, on the 17th day of December , 2025.

Ann Kitchen
Chairperson, Board of Managers
Travis County Healthcare District

Manuel Martin
Secretary, Board of Managers
Travis County Healthcare District



Our Vision

Central Texas is a model healthy community.

Our Mission

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EXECUTIVE COMMITTEE

January 14, 2026

AGENDA ITEM 4

Receive and discuss input regarding annual Central Health Board priorities and the process for considering Board member requests. (*Informational Item*)



AGENDA ITEM SUBMISSION FORM

This form is to provide a general overview of the agenda item in advance of posting for the Board meeting. Proposed motion language is a recommendation only and not final until the meeting and may be changed by the Board Manager making the motion. All information in this form is subject to the Public Information Act.

Agenda Item Meeting Date January 14, 2025

Who will present the agenda item? (Name, Title) Chair Rodriguez

General Item Description Receive and discuss input regarding annual Central Health Board priorities and the process for considering Board member requests.

Is this an informational or action item? Informational

Fiscal Impact N/A

Recommended Motion (if needed – action item) N/A

Key takeaways about agenda item, and/or feedback sought from the Board of Managers:

- 1) Chair Rodriguez will discuss with the Committee Board priorities and the process for considering Board member requests.
- 2) _____
- 3) _____

What backup will be provided, or will this be a verbal update? (Backup is due one week before the meeting.) Verbal update

Estimated time needed for presentation & questions? 10 minutes

Is closed session recommended? (Consult with attorneys.) No

Form Prepared By/Date Submitted: Briana Harris/January 8, 2025

FY 2026 BOARD DECISIONS RELATED TO GOVERNANCE INFRASTRUCTURE

Under Texas Health and Safety Code Chapter 281 and the Central Health ByLaws, the Board of Managers is the governing body of the District and has the responsibility to manage, control, and administer the District. The Board appoints and holds the President and CEO accountable for operational matters specified in the ByLaws

Therefore, the Central Health Board needs to update and/or adopt our Board governance documents, in order to move Central Health forward with transforming the system of care we provide for patients. Our CEO and his team need direction and clarity from the Board in order to successfully implement the complex and ambitious changes Central Health is considering.

This Table is intended to provide a roadmap that will help the Board and CEO understand timing/sequencing and prepare for the major upcoming Board decisions.

The Table lists the final Board decisions related to Central Health governance infrastructure the Board will address in fiscal year 2026. The target dates will likely require adaptability and updating as we proceed, so the Central Health CEO and his team have sufficient time and resources to present documents to the Board for approval. Also, many of these decisions will involve discussions at Committee and/or Board meetings before documents are ready for final approval.

The Board and CEO may also identify over the next year, additional Board governance documents and/or policies that may be necessary.

TABLE OF BOARD DECISIONS RE GOVERNANCE INFRASTRUCTURE

Board Governance Decisions	Committee / Meeting	Target Date
Approve Co-Applicant Agreement revisions	Liaison Committee Board Meeting	1 st Quarter (Oct – Dec 25)
Direction on Ascension litigation	BOM	1 st Quarter (Dec 25)
Direction on Strategic Planning Process and System Transformation/Future State	SPC and BOM	1 st Quarter (Oct-Dec)
Board Training re Governance Responsibilities	Board Meeting	2 nd Quarter (Jan 28)
Approval of Philanthropy Structure	PHIL	2 nd Quarter (Feb)
Approve aligned Strategic Plan and System Transformation Plan with system partners	SPC Board Meeting	2 nd Quarter (Jan – March 26)
Approve Facilities System Plan	Infrastructure Com Board Meeting	3 rd Quarter (April – June 26)
Approve Other Strategic Plans as needed (Ambulatory Access and Quality Plan; Central Health / Integral Care BH System of Care)	Medical Com Board Meeting	3 rd Quarter (April – June 26)
Approve Data Reporting Dashboards	SPC and Medical Com Board Meeting	3 rd Quarter (April – June 26)
Approve CH Policies for Board Governance	ByLaw Com Board Meeting	3 rd Quarter (April – June 26)
Approve CH role in diversion system of care	Budget & Finance Board Meeting	3 rd Quarter (April – June 26)
Approve Facilities Purchases and Agreements to advance System Transformation Plan	Board Meeting	4 th Quarter (July – Sept 26)

Approve 2027 Budget and FY 2027 OKRs	Budget & Finance Board Meeting	4 th Quarter (August 26)
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EXECUTIVE COMMITTEE

January 14, 2026

AGENDA ITEM 5

Deliberation and possible action on the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of one or more Central Health employees.^{3,4} (*Action Item*)



AGENDA ITEM SUBMISSION FORM

This form is to provide a general overview of the agenda item in advance of posting for the Board meeting. Proposed motion language is a recommendation only and not final until the meeting and may be changed by the Board Manager making the motion. All information in this form is subject to the Public Information Act.

Agenda Item Meeting Date January 14, 2025

Who will present the agenda item? (Name, Title) _____

General Item Description Deliberation and possible action on the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of one or more Central Health employees.

Is this an informational or action item? Action

Fiscal Impact _____

Recommended Motion (if needed – action item) As needed

Key takeaways about agenda item, and/or feedback sought from the Board of Managers:

- 1) This item will be taken up in closed session.
- 2) _____

What backup will be provided, or will this be a verbal update? (Backup is due one week before the meeting.) Verbal update

Estimated time needed for presentation & questions? TBD

Is closed session recommended? (Consult with attorneys.) Yes

Form Prepared By/Date Submitted: Valerie Guerra/ January 8, 2025



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EXECUTIVE COMMITTEE

January 14, 2026

AGENDA ITEM 6

Receive and discuss a briefing regarding *Travis County Healthcare District d/b/a Central Health v. Ascension Texas f/k/a Seton Healthcare Family*, Cause No. D-1-GN-23-000398.³ (*Informational Item*)



AGENDA ITEM SUBMISSION FORM

This form is to provide a general overview of the agenda item in advance of posting for the Board meeting. Proposed motion language is a recommendation only and not final until the meeting and may be changed by the Board Manager making the motion. All information in this form is subject to the Public Information Act.

Agenda Item Meeting Date January 14, 2026

Who will present the agenda item? (Name, Title) _____

General Item Description Receive and discuss a briefing regarding *Travis County Healthcare District d/b/a Central Health v. Ascension Texas f/k/a Seton Healthcare Family*, Cause No. D-1-GN-23-000398.

Is this an informational or action item? Informational

Fiscal Impact _____

Recommended Motion (if needed – action item) N/A

Key takeaways about agenda item, and/or feedback sought from the Board of Managers:

- 1) Brief update in closed session.
- 2) _____

What backup will be provided, or will this be a verbal update? (Backup is due one week before the meeting.) Verbal update

Estimated time needed for presentation & questions? 10 minutes

Is closed session recommended? (Consult with attorneys.) Yes

Form Prepared By/Date Submitted: Briana Harris/ January 9, 2026



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EXECUTIVE COMMITTEE

January 14, 2026

AGENDA ITEM 7

Confirm the next regular Executive Committee meeting date, time, and location. (*Informational Item*)