

MINUTES OF MEETING – DECEMBER 3, 2025  
CENTRAL HEALTH  
BOARD OF MANAGERS

On Wednesday, December 3, 2025, a meeting of the Central Health Board of Managers convened in open session at 5:23 p.m. remotely by toll-free videoconference and in person at the Central Health Administrative Offices. Clerk for the meeting was Valerie Guerra.

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**Board members present at Central Health:** Chairperson Kitchen, Vice Chairperson Brinson, Treasurer Museitif (departed at 8:18 p.m.), Secretary Martin, Manager Jones (departed at 9:02 p.m.), Manager May, Manager Motwani, Manager Rodriguez, and Manager Valadez (departed at 9:07 p.m.).

**PUBLIC COMMUNICATION**

**Clerk’s Notes:** No public comment.

**CONSENT AGENDA**

- C1. Approve the minutes of the Board of Managers October 22, 2025 meeting.**
- C2. Receive and ratify Central Health Investments for October 2025.**
- C3. Ratify staff’s execution of Central Health’s participation in the MiCTA Purchasing Organization, a telecommunications group purchasing cooperative established by Michigan public universities, and authorize continued participation.**
- C4. Approve the amendments to the Interlocal Agreement with Travis County for cash and investment management, risk and claim management, legal services, and television broadcasting.**

Manager Valadez moved that the Board approve items C1 through C4.

Manager Brinson seconded the motion.

Chairperson Ann Kitchen	For
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	Absent
Secretary Manuel Martin	For
Manager Shannon Jones	For
Manager Eliza May	For
Manager Amit Motwani	For
Manager Geronimo Rodriguez	For
Manager Cynthia Valadez	For

**REGULAR AGENDA**

- 1. Approve the creation of a Special Ad Hoc Nominations Committee.**

**Clerk’s Notes:** Discussion on this item began at 8:30 p.m.

Manager Valadez moved that the Board approve the formation of a special ad hoc committee for the election of Central Health Board officers.

Manager Brinson seconded the motion.

Chairperson Ann Kitchen	For
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	Absent
Secretary Manuel Martin	For
Manager Shannon Jones	For
Manager Eliza May	For
Manager Amit Motwani	For
Manager Geronimo Rodriguez	For
Manager Cynthia Valadez	For

**2. Approve the appointment of the Central Health Chief Compliance Officer.**

**Clerk's Notes:** Discussion on this item began at 5:26 p.m.

At 5:26 p.m. Chairperson Kitchen announced that the Board was convening in closed session to discuss agenda item 2 under Texas Government Code §551.074 (Personnel Matters).

At 5:52 p.m. the Board returned to open session. Jeannie Virden, Chief People Officer, addressed the Board's questions in open session regarding direct supervision and the Compliance Officer's overall performance review. Ms. Virden explained that the CEO will serve as the direct supervisor for this role. The Board will not oversee day-to-day performance or provide feedback on routine duties; instead, it will offer input specifically related to the Chief Compliance Officer's relationship with the Board, which will be incorporated into the overall performance review conducted by the CEO.

Manager Brinson moved that the Board approve the appointment of Nakia Smith as the Central Health Chief Compliance Officer.

Manager Valadez seconded the motion.

Chairperson Ann Kitchen	For
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	For
Secretary Manuel Martin	For
Manager Shannon Jones	For
Manager Eliza May	For
Manager Amit Motwani	For
Manager Geronimo Rodriguez	For
Manager Cynthia Valadez	For

**3. Receive and take appropriate action on the Sendero Health Plans, Inc. budget for Calendar Year 2026.**

**Clerk's Notes:** Discussion on this item began at 6:26 p.m.

At 6:26 p.m. Chairperson Kitchen announced that the Board was convening in closed session to discuss agenda item 3 under Texas Government Code §551.085 (Governing Board of Certain Providers of Health Care Services).

At 6:56 p.m. the Board returned to open session.

Manager Valadez moved that the Board approve the Sendero Health Plans, Inc. budget for Calendar Year 2026.

Manager Brinson seconded the motion.

Chairperson Ann Kitchen	For
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Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	For
Secretary Manuel Martin	For
Manager Shannon Jones	For
Manager Eliza May	For
Manager Amit Motwani	For
Manager Geronimo Rodriguez	For
Manager Cynthia Valadez	For

**4. Receive, discuss, and take appropriate action on the alignment of the CEO benefits package and the implementation of the recommended benefits changes.**

**Clerk's Notes:** Discussion on this item began at 8:41 p.m.

At 8:41 p.m. Chairperson Kitchen announced that the Board was convening in closed session to discuss agenda item 4 under Texas Government Code §551.074 (Personnel Matters) and Texas Government Code §551.071 (Consultation with Attorney).

At 9:27 p.m. the Board returned to open session.

Manager May moved that the Board approve alignment of the CEO benefits package and the implementation of the recommended benefit changes as discussed in closed session.

Manager Brinson seconded the motion.

Chairperson Ann Kitchen	For
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	Absent
Secretary Manuel Martin	For
Manager Shannon Jones	Absent
Manager Eliza May	For
Manager Amit Motwani	For
Manager Geronimo Rodriguez	For
Manager Cynthia Valadez	Absent

**5. 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.**

**Clerk's Notes:** Discussion on this item began at 8:25 p.m.

Manager May moved that the Board accept the recommendation of the CommUnityCare Liaison Committee.

Manager Brinson seconded the motion.

Chairperson Ann Kitchen	For
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	Absent
Secretary Manuel Martin	For
Manager Shannon Jones	Abstain
Manager Eliza May	For
Manager Amit Motwani	Abstain
Manager Geronimo Rodriguez	For
Manager Cynthia Valadez	For

**6. Confirm the next regular Board meeting date, time, and location.**

Manager Brinson moved that the meeting adjourn.

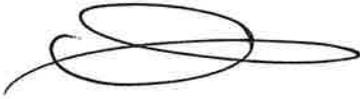
Manager May seconded the motion.

Chairperson Ann Kitchen	For
Vice Chairperson Cynthia Brinson	For
Treasurer Maram Museitif	Absent
Secretary Manuel Martin	For
Manager Shannon Jones	Absent
Manager Eliza May	For
Manager Amit Motwani	For
Manager Geronimo Rodriguez	For
Manager Cynthia Valadez	Absent

The meeting was adjourned at 9:24 p.m.

ATTESTED TO BY:

  
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Ann Kitchen, Chairperson  
Central Health Board of Managers

  
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Manuel Martin, Secretary  
Central Health Board of Managers

**RESOLUTION  
OF  
THE TRAVIS COUNTY HEALTHCARE DISTRICT  
D/B/A CENTRAL HEALTH**

**PROVIDING GUIDANCE REGARDING CENTRAL HEALTH'S SYSTEM  
TRANSFORMATION STRATEGIC PLAN**

**IT IS HEREBY:**

**RESOLVED**, that this resolution constitutes the formal guidance of the Board of Managers (the "Board") of the Travis County Healthcare District (the "District"), d/b/a Central Health, to staff regarding a system transformation strategic plan and authorizes the Central Health President and CEO (the "CEO") to proceed with developing the plan for Board approval consistent with the terms deliberated and approved by the Central Health Board of Managers on January 28, 2026.

**RESOLVED**, that the Board hereby adopts the Central Health System Transformation Strategic Plan Resolution (the "Resolution"), which will guide the development and contents of the System Transformation Strategic Plan (the "System Transformation Strategic Plan" or the "Strategic Plan"). The Board will review, amend, and adopt a new or updated System Transformation Strategic Plan, which will advance and complete the original Healthcare Equity Plan. The CEO will endeavor to present the draft Plan to the Board for approval by the end of calendar year 2026. The CEO is authorized to hire consultants as needed to complete the Strategic Plan.

The Board of Managers will actively direct the system transformation by exercising its governing responsibilities focused on these areas: system governance structure, strategic and policy direction, fiscal authorization, and performance oversight. The Board will approve the System Transformation Strategic Plan and the system components, scope, and standards of the comprehensive continuum of care, including the system governance, infrastructure, financing, services, and partnerships required to close the long-standing gaps identified through the 2022 Community Health Needs Assessment ("CHNA"), as amended from time to time.

Through adoption of the System Transformation Strategic Plan aligned with the guidance in this Resolution, the Board will establish the policy boundaries and success criteria for transformation, ensure prudent use of public resources, and hold the CEO accountable for measurable progress toward a fully realized local payer-provider public system that delivers timely, equitable, and high-quality care for all eligible residents.

The System Transformation Strategic Plan will include components that align with and operationalize the following guidance:

- A. The Board-adopted Strategic Plan will direct the CEO to establish, within five years, a comprehensive, coordinated continuum of care spanning primary through tertiary services that ensures all Travis County residents who need our services have timely and equitable access to high-quality, affordable, whole-person care. This care will be patient-centered, ambulatory-driven, trusted, and designed to measurably reduce disparities in access, experience, and health outcomes across geography and demographics. The CEO will collaborate with the CEOs of CommUnityCare and Sendero Health Plans on the joint planning, design, and implementation of the care continuum.
- B. To achieve this objective, the CEO shall actively engage and communicate relevant updates to patients, community organizations, neighborhood associations, advocacy groups, and clinical and academic partners in the design and implementation of the system, ensuring that those most affected

have a voice in shaping how care is delivered. The CEO will develop draft communication and community engagement strategies for review by the Board Strategic Planning Committee and approval by the Central Health Board.

- C. The CEO shall prioritize direct delivery of clinical services by the Central Health system entities, while cultivating high performing partnerships and avoiding duplication to promote a seamless, high-quality patient experience across the continuum of care . The CEO shall do so through, shared accountability, aligned incentives, performance on Board-approved benchmarks, and clear Board-approved governance structures. Benchmarks will be evidence-based and grounded in the joint Central Health and CommUnityCare CHNA and will include a geographic equity lens (e.g., zip codes/precincts/jurisdictions) to track changing needs and disparities over time. The Board will approve the benchmarks, targets, baseline measures, and reporting cadence used to track progress on access, equity, and quality.
- D. Transformation cannot happen in isolation. The CEO shall engage key partners—including Integral Care, the University of Texas at Austin, the City of Austin, Travis County, and many healthcare and social service organizations across the community—in co-designing and implementing the system. Partnerships will be structured with shared goals, clear roles, and aligned incentives to achieve the Board’s defined outcomes. The CEO shall continue to develop, in collaboration with Integral Care, a system of care to provide behavioral/mental health services for Central Health patients (MAP and MAP Basic), inclusive of funding mechanisms.
- E. The CEO shall leverage the District’s statutory powers and financial capacity, emphasizing infrastructure ownership, prudent management of reserves, transparent reporting, diversified public and private funding sources, and the strategic use of debt to achieve Board-approved benchmarks for access, equity, and quality. The system shall be designed for long-term sustainability and to promote financial and operational efficiency, maximizing available federal, state, and local funding to minimize the financial burden on Travis County taxpayers while ensuring that every public dollar delivers lasting community value. The Board must approve capital and financing decisions, which will be presented as distinct Board agenda items with clear options, tradeoffs, and alignment with the Strategic Plan.
- F. The Strategic Plan will include a joint safety net focused CHNA with CommUnityCare, Sendero, and a new service delivery capacity and gap analysis. The CHNA study scope will be presented to the Central Health, CommUnityCare, and Sendero boards. The updated CHNA will revisit the findings of the 2022 CHNA through the updated 2026 CHNA while addressing needs related to closing identified persistent deficiencies across all domains of care, including acute hospital capacity and post-acute recovery services that were not addressed in the first phase of the Healthcare Equity Plan. Community engagement will be a key component of these assessments.
- G. The Strategic Plan proposed service delivery locations and identified capacity and gap analysis will be based on a demographic analysis that identifies the current and future locations and healthcare needs of the population Central Health serves. The Board will consider the greatest needs of the most needy and vulnerable populations when setting priorities for service delivery. The CEO will also consider analyses of city, county, and other relevant governmental bodies, in completing the demographic analyses.
- H. The Board will approve the Central Health Comprehensive Facilities Plan, ensuring that capital investments, siting decisions, and operational sequencing align with the system’s clinical aims, access standards, and equity benchmarks, which the Board shall approve.

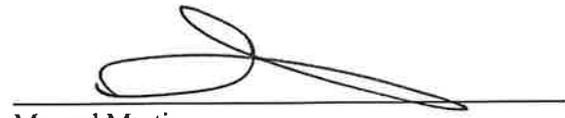


- I. The Board will approve additional strategic plans, including those identified in the Board adopted Table of Board Governance Decisions, for the purpose of aligning these plans with the System Transformation Strategic Plan. These additional plans include, but are not limited to, the Ambulatory Access and Quality Plan, Central Health / Integral Care Behavioral Health System of Care, Diversion System of Care, and Philanthropy Strategic Plan.

RESOLVED, that the Strategic Plan shall be financially and operationally balanced, ensuring that available fiscal resources and physical infrastructure are aligned to sustain current services without compromising quality, access, or long-term sustainability and is aligned with Central Health's mission.

**ADOPTED THIS 28TH DAY OF JANUARY 2026.**

  
Geronimo Rodriguez  
Chair, Central Health Board of Managers

  
Manuel Martin  
Secretary, Central Health Board of Managers