MINUTES OF MEETING – JANUARY 28, 2026
CENTRAL HEALTH
BOARD OF MANAGERS

On Wednesday, January 28, 2026, a meeting of the Central Health Board of Managers convened in open session at 5:14 p.m. remotely by toll-free videoconference and in person at the Central Health Administrative Offices. Clerk for the meeting was Valerie Guerra.

Board members present at Central Health: Chairperson Rodriguez, Vice Chairperson May, Treasurer Museitif (Departed: 8:52 p.m.), Secretary Martin, Manager Brinson, Manager Kitchen, Manager Jefferson, and Manager Motwani

Absent: Manager Valadez

PUBLIC COMMUNICATION

Clerk's Notes: Public Communication began at 5:30 p.m. Yesenia Ramos introduced 16 speaker(s) for Public Communication.

Members of the Board heard from:

1. Frank Bowers
2. Shannon Taylor
3. Jennifer Johnson
4. Yanis Anderson
5. Emma Kieninger
6. Andria Hill
7. Sandra Boone
8. Colonel Lori Diseati, MD, USAF
9. Robert Mendoza
10. Carvene Joseph Tepsherani – Signed up to speak but unable to attend.
11. Molly Ann Omelchuck
12. David Arroyo
13. Tiago Soromenho
14. Wendy Wampler
15. Bill Hamilton
16. Larry Wallace Sr. – Black Man's Health Clinic

CONSENT AGENDA

C1. Approve the minutes of the Board of Managers December 17, 2025 meeting.

C2. Receive and ratify Central Health investments for December 2025.

C3. Receive the December 2025 financial statements for Central Health.

Manager Museitif moved that the Board approve Consent Agenda Items C1 through C3.

Manager Kitchen seconded the motion.

Chairperson Geronimo Rodriguez	For
Vice Chairperson Eliza May	For
Treasurer Maram Museitif	For
Secretary Manuel Martin	For
Manager Cynthia Brinson	For

Manager Sedora Jefferson	For
Manager Ann Kitchen	For
Manager Amit Motwani	For
Manager Cynthia Valadez	Absent

REGULAR AGENDA

1. **Receive and discuss a report from the President & CEO including:**
   a. **Strategic Board Alignment**
   b. **Clinical Excellence;**
   c. **Financial Sustainability; and**
   d. **People and Community.**

Clerk's Notes: Discussion on this item began at 5:15 p.m. Dr. Lee, President and CEO, provided updates on Sendero enrollment numbers, the Naloxone Community Distribution and Overdose Prevention Program, and the GUIDE with Love Program launch and shared a Mission Moment video. At 6:12 p.m., the discussion resumed to address concerns raised during public comment.

2. **Receive an update on Fiscal Year 2026 Quarter 1 (FY26 Q1) System Objectives and Key Results Performance:**
   a. **Create Simplified Patient Care Journeys**
   b. **Build a Comprehensive, Equitable Health Care System**
   c. **Demonstrate the Value of Community Support**
   d. **Empower and Develop our Team.**

Clerk's Notes: Discussion on this item began at 8:20 p.m. Dr. Lee, President and CEO, provided an update on training around system leaders on Objectives and Key Results.

3. **Discuss and take appropriate action on a resolution providing Board guidance to staff regarding Central Health's System Transformation Strategic Plan, as recommended by the Strategic Planning Committee.**

Clerk's Notes: Discussion on this item began at 7:41 p.m. Monica Crowley, Chief Strategy Officer, presented an updated resolution incorporating substantial Board input, providing guidance to staff on Central Health's System Transformation Strategic Plan, as recommended by the Strategic Planning Committee.

Manager Jefferson moved that the Board approve the resolution providing Board guidance to staff regarding Central Health's System Transformation Strategic Plan as recommended by the Strategic Planning Committee with edits from Board conversation.

Manager Motwani seconded the motion.

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

4. **Discuss and take appropriate action on the objectives and hiring of a Board Governance Consultant.**

Clerk's Notes: Discussion on this item began at 8:01 p.m. Chair Rodriguez stated that it would be beneficial to hire a consultant to advise the Board on best practices in board governance and discussed ways Board members might provide input into the process.

Vice-Chair May moved that the Board delegate to the Chair, Vice-Chair, past Chair, and past Vice-Chair authority to provide guidance to the Central Health Procurement staff on selection of a Board Governance consultant.

Manager Martin seconded the motion.

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

5. **Receive and discuss the Compliance Plan as presented by the Chief Compliance Officer.**

Clerk's Notes: Discussion on this item began at 8:30 p.m. Nakia Smith, Chief Compliance Officer, presented high-level compliance governance updates aligning the Compliance Plan with the Board bylaws and the Office of Inspector General (OIG) Elements of an Effective Compliance Program.

6. **Discuss and take appropriate action on Board compliance policies and procedures, including:**
   a. **CMP-009P Duality and Conflict of Interest Policy; and**
   b. **CMP-009SOP Duality and Conflict of Interest Procedures.**

Clerk's Notes: Discussion on this item began at 8:49 p.m. Nakia Smith, Chief Compliance Officer, briefly discussed Duality and Conflict of Interest Policy and Duality and Conflict of Interest Procedures. She asked Managers to complete and return their annual conflict of interest forms.

7. **Receive and discuss security matters at Central Health System facilities.**

Clerk's Notes: Discussion on this item began at 8:52 p.m.

At 8:52 p.m. Chair Rodriguez announced that the Board was convening in closed session to discuss agenda item 7 under Texas Government Code §551.076 (Deliberation Regarding Security Devices or Security Audits).

At 10:41 p.m. the Board returned to open session.

8. **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.**

Clerk's Notes: Discussion on this item began at 6:24 p.m.

At 6:24p.m. Chair Rodriguez announced that the Board was convening in closed session to discuss agenda item 8 under Texas Government Code §551.071 (Consultation with Attorney).

At 7:39 p.m. the Board returned to open session.

9. Receive and discuss a briefing regarding *Birch, et al. v. Travis County Healthcare District d/b/a Central Health and Dr. Patrick Lee,* Cause No. D-1-GN-17-005824 in the 345th District Court of Travis County and services provided by faculty and residents of The University of Texas at Austin Dell Medical School in support of Central Health's mission.

Clerk's Notes: Discussion on this item began at 6:24 p.m.

At 6:24 p.m. Chair Rodriguez announced that the Board was convening in closed session to discuss agenda item 9 under Texas Government Code §551.071 (Consultation with Attorney).

At 7:39 p.m. the Board returned to open session.

10. Receive and discuss an overview of legislative and regulatory issues impacting the Central Health System.

Clerks Notes: This item was not presented

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

Clerk's Notes: Discussion on this item began at 8:52 p.m.

At 8:52 p.m. Chair Rodriguez announced that the Board was convening in closed session to discuss agenda item 11 under Texas Government Code §551.074 (Personnel Matters) and Texas Government Code §551.071 (Consultation with Attorney).

At 10:43 p.m. the Board returned to open session.

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

Manager Brinson moved that the meeting adjourn.

Manager Motwani seconded the motion.

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

The meeting was adjourned at 10:44 p.m.

ATTESTED TO BY:

Geronimo Rodriguez, Chairperson
Central Health Board of Managers

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