



**Board of Directors**  
**Regular Board Meeting**  
**Monday, January 27, 2025**

**Attendees:**

Morgan Cox, President  
Albert Garza, Vice President - absent  
John Myrick, Secretary  
Terry Franklin, Member  
Clay Parker, Member  
Frances Hernandez, Member  
Brian Jackson, Hospital Attorney  
Mark Salcone, DO - Chief of Staff - absent

Nancy Cooke, CEO  
Tonya Glisan, CFO  
Linda Pierce, CNO  
Tina Columbus, Director Human Resources  
Rebecca Brandon, Director of Rural Clinic  
Amy Miramontes, Director of Quality  
Tamara Sanford, Executive Assistant

**Other Guests:**

Kip Wood, Director EMS  
Joan Harrison, Director Home Health  
Brent Vaughn – Cerris  
Bernadette Granger – NetPower  
Lisa Haley - NetPower

- I. **Call to order:** Mr. Cox called the meeting to order at 11:30am.
- II. **Approval of Minutes: November 25, 2024 – Regular Board Meeting:** Minutes were reviewed. Motion was made by Mr. Myrick, seconded by Mr. Franklin to approve the minutes as presented. Motion carries unanimously.
- III. **Public Comment:** None present.
  - a. **NetPower** – Ms. Granger and Ms. Haley presented the function and benefits of NetPower, a clean energy company owned by Oxy. If the Chapter 312 Guideline is passed by the Martin County Commissioners as a reinvestment fund, NetPower will host public meetings with a more formal presentation. NetPower would like to have a business partnership with our hospital.
  - b. **Cerris** – Mr. Vaughn discussed an outstanding change order on the Medical Office Building project. After lengthy discussion, the item will be added to the March 3, 2025 Board Agenda for Consideration and Action.
- IV. **Medical Staff Report – Board Report – Amy Miramontes:** Ms. Miramontes presented the monthly report from the Medical Staff meeting for review. Motion was made by Ms. Hernandez, seconded by Mr. Parker to approve the Medical Staff Report as presented. Motion carried unanimously.
- V. **Medical Staff Privileges, Resignations and Terminations – Amy Miramontes:** Ms. Miramontes presented the following providers for approval:

**Appointments:**

Darrell Youngblood, PMHNP – Psych Mental Health – Texas Tech Tele-Psych – Consulting  
Duada Griffin, MD – Psych Mental Health – Texas Tech Tele-Psych – Consulting  
Kevin Dowden, MD – Pathology – Midland Pathology – Courtesy  
Adel Abdalla, MD – Teleradiology – Vesta Teleradiology – Consulting  
Wessam Bou-Assaly, MD, - Teleradiology – Vesta Teleradiology – Consulting  
Dennis Burton, MD - Teleradiology – Vesta Teleradiology – Consulting  
Abbas Chamsuddin, MD - Teleradiology – Vesta Teleradiology – Consulting  
Stephen Colvin, MD - Teleradiology – Vesta Teleradiology – Consulting  
Russell Gelormini, DO - Teleradiology – Vesta Teleradiology – Consulting  
Anne Glaser, MD - Teleradiology – Vesta Teleradiology – Consulting  
Rajiv Kumar, MD - Teleradiology – Vesta Teleradiology – Consulting  
Gholamreza Malek, MD - Teleradiology – Vesta Teleradiology – Consulting  
Philip McDonald, MD - Teleradiology – Vesta Teleradiology – Consulting  
Bina Mustafa, MD - Teleradiology – Vesta Teleradiology – Consulting  
Justin Pham, MD - Teleradiology – Vesta Teleradiology – Consulting  
John Pohl, MD, MS - Teleradiology – Vesta Teleradiology – Consulting  
Roberto Rivera- Morales, MD - Teleradiology – Vesta Teleradiology – Consulting  
Amit Sanghi, MD - Teleradiology – Vesta Teleradiology – Consulting  
Walter Uyesugi, DO - Teleradiology – Vesta Teleradiology – Consulting  
Elliott Wagner, MD - Teleradiology – Vesta Teleradiology – Consulting

**Re-Appointments:**

Foad Farahmand, MD – Emergency Medicine – Concord – Active  
Latisha Ward, FNP-C – Family Medicine – MCHD - Active

**Expired:**

Grady Yoder, MD - Teleradiology – Abilene Radiology  
Jon Anderson, MD - Teleradiology – Abilene Radiology  
Kimberly Kirschner, MD - Teleradiology – Abilene Radiology  
Lulu Tenorio, MD - Teleradiology – Abilene Radiology  
John Hays, MD - Teleradiology – Abilene Radiology  
Douglas Hayes, MD - Teleradiology – Abilene Radiology  
Kelly Cole, MD - Teleradiology – Abilene Radiology  
James Rittmann, MD - Teleradiology – Abilene Radiology  
Bradley Nowack, MD - Teleradiology – Abilene Radiology  
Sandra Mun, MD - Teleradiology – Abilene Radiology  
Himansu Patel, MD - Teleradiology – Abilene Radiology

Motion was made by Mr. Franklin, seconded by Mr. Myrick to approve the Medical Privileges for January as presented. Motion carried unanimously.

- VI. Annual Adoption of Code of Conduct – Nancy Cooke:** Ms. Cooke stated this is the Annual review of this policy. No changes were made.

Motion was made by Mr. Parker, seconded by Ms. Hernandez to approve the Code of Conduct as presented. Motion carried unanimously.

**VII. Strategic Initiatives – Nancy Cooke:**

- a. Update on Plans to Construct New Clinic and Other Space as needed for Hospital District growth -**  
Ms. Cooke gave an update on the projects.

### **Medical Office Building**

- Still on target for completion date
- Have requested a change order for requested changes to one exam room to accommodate mental health provider
- I met with County Judge and Commissioner's Court to review requested changes to driveway. Judge Cox contacted TxDot and they have made alternate suggestions. One of them is what we had originally requested, the addition of a drive close to the jail entrance. We are going back to TxDot to confirm that we will be allowed to build the entrance as requested.
- 1<sup>st</sup> Floor interior framing is 90% complete. Have begun 2<sup>nd</sup> Floor.
- Roofing consultant agreement to Board on January 27.
- Have added \$50,000 contingency from window project to contingency fund.

### **Window Project**

- Have received notice from State of final approval

### **EMS Barn**

- Project still on target. Had been waiting on door frames to continue framing and dry wall. Some were damaged when delivered so may delay project slightly.

- b. Agreement with Armko, Industries, Inc. – Nancy Cooke:** Ms. Cooke stated Armco is the roofing consultant that was used for the hospital reroofing project in 2021. He has also performed services for Martin County as well as many other entities and comes highly recommended. The cost for him to oversee the MOB roofing project is \$18,000 plus reimbursable expenses.

Motion was made by Mr. Franklin, seconded by Mr. Myrick to approve the Agreement with Armco Industries, Inc. as presented. Motion carried unanimously.

- c. Updates on other initiatives –** None to report.

- VIII. Quality Assurance – Amy Miramontes:** Ms. Miramontes presented the 2025 Quality Dashboard for review. She reviewed new measures that will be reported and the goals of each.

Motion was made by Mr. Myrick, seconded by Mr. Franklin to approve the Quality Assurance Report as presented. Motion carried unanimously.

### **IX. Departmental Reports –**

- a. Quarterly EMS Report (Q4) – Kip Wood:** Mr. Wood presented the quarterly report for review. Increase in calls was discussed.

Motion was made by Ms. Hernandez, seconded by Mr. Myrick to approve the Quarterly EMS Report as presented. Motion carried unanimously.

- b. Quarterly Family Clinic Report (Q4) – Rebecca Brandon:** Ms. Brandon presented the quarterly report for review. Increase in clinic visits, staffing needs, community outreach and other projects were discussed.

Motion was made by Mr. Franklin, seconded by Mr. Parker to approve the Quarterly Family Clinic Report as presented. Motion carried unanimously.

- c. Quarterly Home Health Report (Q4) – Joan Harrison:** Ms. Harrison presented the quarterly report for review. Ms. Harrison discussed census, marketing efforts and total visits for 2024.

Motion was made by Mr. Myrick, seconded by Mr. Parker to approve the Quarterly Home Health Report as presented. Motion carried unanimously.

- X. Discussion and Possible Action on Policies - Amy Miramontes:** Ms. Miramontes presented the Policy Log for approval. SWB 023, Suicide Protocol and Stroke Protocol were presented for reviewed.

Motion was made by Mr. Franklin, seconded by Ms. Hernandez to approve the Policy Log as presented. Motion carried unanimously.

- XI. Discussion and Possible Action on Donation of Used Ambulance to Martin County – Nancy Cooke:** Ms. Cooke stated the Ackerly VFD has requested the donation of the 2012 Dodge Ram 4500 Ambulance. This unit was going to be sold/and or traded for a new model. The Ackerly VFD does not have their 501(c)(3), so the County has agreed to accept the ambulance and they donate it to Ackerly. This unit will be decommissioned and will be used for non-medical purposes.

Motion was made by Mr. Franklin, seconded by Ms. Hernandez to approve the Ambulance Donation as presented. Motion carried unanimously.

- XII. Approve updated Organizational Chart – Nancy Cooke:** Ms. Cooke presented the updated Organizational Chart for approval. Positions filled Controller, Director Nutritional Services and Director of Imaging. Open positions Director of Business Office and Director of Pharmacy.

Motion was made by Mr. Myrick, seconded by Ms. Hernandez to approve the Updated Organizational Chart as presented. Motion carried unanimously.

**XIII. Contracts –Nancy Cooke:**

- a. Office Lease to Scenic Mountain –** Ms. Cooke stated Scenic Mountain would like to lease office space.
- b. Melencio Juan, MD – PRN Contract -** Ms. Cooke stated Dr. Juan would like to keep a PRN contract after his retirement.
- c. Hima Parchuri, DO – Medical Directorships –** Ms. Cooke stated with Dr. Juan's retirement, Dr. Parchuri will become Director of Home Health, Infection Control and Pharmacy.
- d. Jackson Physician Search –** Ms. Cooke stated that with the MOB completion date this year. We will need to recruit a new provider, not sure what discipline yet. Some searches could take 18 – 24 months so we wanted to start looking.

Motion was made by Mr. Parker, seconded by Mr. Franklin to approve the Contracts as presented. Motion carried unanimously.

**XIV. Equipment –**

- a. Ambulance – Nancy Cooke:** Ms. Cooke stated we have two ambulances on order, but the delivery time is some time in 2026 for each of them. One is the remount of Unit 5, and one is the purchase from Siddons Martin that was approved in November. This leaves us with 5 units, plus the gas unit that is not 4 wheel drive. Siddons Martin does have some units available that are not custom orders. The pricing will be similar to that on the unit approved in November - \$366,000. They will not give a final quote until we order.

Motion was made by Mr. Franklin, seconded by Ms. Hernandez to approve the purchase of an ambulance. Motion carried unanimously.

b. **Replace Roof on Home Health Building located at 508 Lamesa Highway** – Tabled.

c. **Oracle – Establish Second Clinic Build – Nancy Cooke:** This is to build a second clinic entity in CERNER for the Specialty Clinic. This would allow us to separate the billing for the Specialty Clinic from the RHC billing. Currently, the Specialty Clinic is Dr. Salcone, Dr. Brantly and Keith Gist. RHC's are limited to the types of providers they can bill for. This change will allow for more flexibility within the RHC. There are multiple reasons to perform this build. (1) The billing would be like a regular clinic and not the all-inclusive RI-IC reimbursement rate. This would allow us to bill for and be reimbursed for in-office procedures and receive additional reimbursement. (2) Performing simple procedures in the clinic will lead to increased patient satisfaction as they will not receive a second statement from the hospital for the services.

Motion was made by Mr. Parker, seconded by Ms. Hernandez to approve the purchase of Oracle Second Clinic Build as presented. Motion carried unanimously.

d. **Oracle – Interface for Imaging Services – Nancy Cooke:** Ms. Cooke stated this interface will be used to transmit images and information between MCHD and Garvish Radiology. Currently, staff is having to do a "manual push" to transmit images as well as enter patient specific data that is already in CERNER. This interface will automate this process and eliminate that manual intervention which can lead to errors and delays. The Cost is \$49,296.50. Due to the time sensitive nature of this project, I have already executed this proposal and request that the Board ratify it.

Motion was made by Mr. Franklin, seconded by Mr. Myrick to approve the purchase of Oracle for Imaging Services as presented. Motion carried unanimously.

e. **ActZero – Nancy Cooke:** Ms. Cooke stated the Texas Hospital Association has chosen Act Zero as their endorsed vendor for detection software. Today, all organizations are vulnerable to outside hackers trying to access data. Everyone must take safeguards against such an attack. We have been using Darktrace for this for several years. The annual renewal cost on it was \$71,014. Act zero is \$30,376.

Motion was made by Mr. Myrick, seconded by Mr. Parker to approve the purchase of ActZero Managed Detection and Response Software as presented. Motion carried unanimously.

**XV. CFO Report – Tonya Glisan:**

**Financial Report** - Ms. Glisan presented the Financial Statements for the months ending November 30, 2024 and December 31, 2024 for review.

**November Cash Disbursement** – Ms. Glisan stated the cash disbursements totaled \$4,676,170.74, and credit card charges \$25,458.80.

**December Cash Disbursement** – Ms. Glisan stated the cash disbursements totaled \$5,952,812.71, and credit card charges \$28,307.35.

Motion was made by Mr. Franklin, seconded by Ms. Hernandez to approve the CFO Report as presented. Motion carried unanimously.

**XVI. Administrative Report – Nancy Cooke:**

1. Managers have completed the Highly Effective Managers training with Tim Nolan, Ed.D. Program was well received by staff. This program was very informative and educational. It is good to see how staff has embraced portions of the training and implemented it in their departments.
2. We have reached back out to Texas A&M University for implementation of the Medical School student rotation program. No start date has been established, but look to implement soon.
3. The Rural Health Clinic has joined a cohort collaboration with TAMU on claims denials. The kickoff call with staff was held on January 16. They will help to review our data and processes and help to implement strategies for improvement. There is no cost for this program.
4. TAMU offers several programs at no cost to the facility. A meeting was held on November 22 with one of their representatives. We will be participating in several of them over the next few months.
5. The Rural Health Clinic is also participating in a program to optimize our existing CCM/PRM program. They can also give support for implementing a remote patient monitoring program.
6. Transition to Garvish Imaging/Vesta has been challenging. While Garvish is reading during the day, turn-around times on reports are acceptable. Vesta times have been extended. Both groups were adding multiple clients during the time period. Not having the interface in place has also slowed the process. Implementing the interface will improve things greatly. Linda Pierce and the Imaging Staff have done an excellent job managing this transition.
7. Please join us for Dr. Juan's retirement reception Wednesday from 3:00 to 5:00.
8. Opioid funds (\$324,000) have been received. We are working with staff to explore what programs we can develop and implement to help our community.
9. I want to thank Sharma Vaughn for coordinating and hosting the Merritt training for the radiological decontamination training. This was a great opportunity for both our staff and the community to learn new skills and processes. There is always the possibility of such an accident happening in Martin County and we will now be better prepared to respond.
10. I want to thank Linda Pierce for the establishment of the DAISY program at our facility. She has spent a lot of time and thought implementing the great program that will recognize our nurses. Also, thank you to Kaitlin Jones who designed the link on our website. The national DAISY organization was so impressed with it that they have requested to be able to use it in their campaigns.

**XVII. Adjourn to Executive Session: 1:38pm**

**XVIII. Return to Open Session: 2:16pm.**

**XIX. Adjourn Meeting:** Motion was made by Ms. Hernandez, seconded by Mr. Myrick to adjourn meeting at 2:18pm. Motion carried unanimously.

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**Morgan Cox, Board President**

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**Date**

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**John Myrick, Board Secretary**

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**Date**