

EL PASO MENTAL HEALTH AND MENTAL RETARDATION
BOARD OF TRUSTEES MEETING
December 15, 2011

Present:

Board of Trustees: Micheal Wendt, Chair
Anna Perez, Vice-Chair
Jacob Cintron, Secretary
Rafael Aguirre, Trustee
Dr. Michael Escamilla, Trustee
Lyda Ness-Garcia, Trustee (Not Present)
Rita Ruelas, Trustee

EPMHMR Staff: Gary Larcenaire, CEO
Pauline Motts, Chief Financial Officer
Rene Hurtado, Chief External Affairs Officer
Rosie Garcia, Recording Secretary
Cynthia Moreno, Chief Quality Management Officer
Elsie Puentes, Director of Reimbursement
Christina Calderon, Chief Operations Officer
Kristi Daugherty, Chief Clinical Officer
Marcelo Rodriguez-Chevres, Chief Medical Officer

Guests: Bob Blumenfeld, Legal Counsel
Florence Fowler, PNAC Chair

I. Introductory Items

A. Call to Order and Certification of a Quorum

Certification of a quorum was established.

B. Moment of Silence

II. Preliminary Meeting Items

A. Review of the Minutes from October 27, 2011 Board of Trustees Meeting

A motion was made by Board Vice-Chair Anna Perez and seconded by Trustee Rita Ruelas to approve the October 27, 2011 meeting minutes. The motion carried

B. Citizen Comment

Bill Schlesinger, Project Vida CEO, addressed the Board regarding integrated health care and made a request that the Board take some form of action and reconsider the integrated health care agreement with Project Vida.

Cristina Casillas, Cambridge CEO, thank Mr. Larcenaire and the Board for their continued support and leadership.

III. Update on Sun City Business Plan

A motion was made by Board Vice-Chair Anna Perez and seconded by Board Secretary Jacob Cintron to postpone for one month the agenda item to receive an update on the Sun City Business Plan. The motion carried.

IV. Executive Director's Report

Gary Larcenaire provided brief updates on the budget, activity with the Ad-Hoc Committee, Regulatory Oversight compliance, monitoring of Customer Service, and the last PNAC Meeting.

V. Chairperson's Report

A. Finance Committee

EPMHMR Financials

Complete EPMHMR Financials including variances for the month and twelve months ending October 31, 2011 were provided for review and a financial overview for October 2011 was provided by Pauline Motts, CFO.

Sun City Behavioral Financials:

The complete Sun City Behavioral financials for the month and twelve months ending October 31, 2011 were provided for review.

A motion was made by Jacob Cintron and seconded by Anna Perez to accept the EPMHMR and Sun City Financials for the month of October 2011. The motion carried

B. Human Resources Committee

The HR Committee met this month and reviewed all standing reports.

C. TX Council

Trustee Rita Ruelas attended the last Texas Council Meeting and reported that the main emphasis was on making choice for clients.

D. Public Relations Committee

The following items were discussed at the last PR Committee:

- Fact and Information book
- Budget for rolling out the Name Change

E. Ad-Hoc Committee

Dr. Escamilla provided a brief update. The following items were discussed:

- The extended observation unit at 1600 Montana - Waiting for Dr. Fishkind's recommendations
- The Psych ER – preferably to be located at EPPC
- Working on streamlining EPPC Admissions

F. Executive Committee

Executive Committee reviewed all action items on the agenda.

G. PNAC

Florence Fowler reported that PNAC members expressed concerns at the last meeting regarding Gary's resignation. Members were assured that the agency will continue to move forward.

V. Discussion and Action Items for the Board of Trustees

A. Review and take appropriate action to approve the proposal for shared IT services with the City & County

A motion was made by Jacob Cintron and seconded by Anna Perez to postpone for one month the agenda item to review and take appropriate action to approve the proposal for shared IT services with the City and County. The motion carried.

B. Review and take appropriate action to approve the Policy for Center Policies and Procedures

A motion was made by Anna Perez and seconded by Rafael Aguirre to approve the Policy for Center Policies and Procedures as presented. Motioned carried.

- C. **Discussion and action regarding the resignation of the CEO**
(Closed Executive Session)
 - D. **Discussion and action regarding modification of the CEO's post-employment management consulting agreement**
(Closed Executive Session)
 - E. **Discussion and possible action to develop the framework for the search and selection process for a new permanent CEO**
(Closed Executive Session)
- VI. **Closed Executive Session:**

Board Chair Mike Wendt read the closed executive session statement on the agenda. Then, Board Vice-Chair Anna Perez made a motion to go into executive session. It was seconded by Rita Ruelas. The Board went into executive session at 6:07 p.m. pursuant to Item VI posted on the Agenda.

- A. **Discussion regarding CEO's Resignation and Post-Employment Consulting Agreement (Texas Government Code, Section 551.071 and .074)**
- B. **Discussion regarding appointment of Interim CEO (Texas Government Code, Section 551.071 and .074)**
- C. **Discussion regarding CEO's Evaluation (Texas Government Code Section 551.071 and .074)**

[EXECUTIVE SESSION DISCUSSION]

The Board reconvened at 7:55 p.m.

Item V.C. Discussion and action regarding the resignation of the CEO

A motion was made by Board Vice-Chair Anna Perez and seconded by Board Secretary Jacob Cintron to accept the CEO's resignation effective January 16, 2012. The motion carried unanimously.

A motion was made by Board Vice-Chair Anna Perez and seconded by Board Secretary Jacob Cintron to authorize a cost of living increase of 5% to Mr. Larcenaire's salary effective September 1, 2011. Motion carried unanimously.

A motion was made by Board Vice-Chair Anna Perez and seconded by Board Secretary Jacob Cintron to authorize what would amount to 15% of Mr. Larcenaire's current salary as incentive pay in compliance with section 4.3.8 of his Second Amended Employment agreement signed on October 10, 2011, a payment which was due in September 2011 per the agreement. Motion carried unanimously.

A motion was made by Board Secretary Jacob Cintron and seconded by Dr. Escamilla to appoint Kristi Daugherty as Interim CEO effective January 1, 2012, and to authorize the Executive Committee to work with Bob Blumenfeld in establishing the terms of Ms. Daugherty's agreement as the Interim CEO. Motion carried unanimously.

Item V.D. Discussion and action regarding modification of the CEO’s post-employment management consulting agreement

A motion was made by Board Secretary Jacob Cintron and seconded by Dr. Escamilla to authorize the modification of the CEO’s post-employment contract to be a \$15,000 payment for 90 days of services – and other items that were discussed in Executive Session and agreed by Mr. Larcenaire and his counsel including the removal of the non-solicitation clause and the release and the non-disparagement clause and with clarifications in the scope of services. Mr. Larcenaire was also in agreement to agree to the release to EPMHMR of funds held in escrow for his retention pay, which would not be paid due to Mr. Larcenaire’s decision to voluntarily resign to accept employment elsewhere. Motion carried unanimously.

Item V.E. Discussion and possible action to develop the framework for the search and selection process for a new permanent CEO

At the Board’s request Mr. Rene Hurtado will be setting up a special planning session to include the Executive Committee and Mr. Larcenaire to go over different options regarding the CEO recruitment.

VII. Adjournment

There being no further business, Board Vice-Chair Anna Perez made a motion to adjourn. Board Secretary Jacob Cintron seconded the motion. The motion carried unanimously. The meeting was adjourned at 8:20 p.m.

Approved By:

Jacob Cintron, Board Secretary

Date