

**MINUTES OF A SPECIAL JOINT MEETING
OF THE BOARD OF DIRECTORS OF THE
MONTGOMERY COUNTY HOSPITAL DISTRICT AND
THE MONTGOMERY COUNTY PUBLIC HEALTH DISTRICT**

The special joint meeting of the Board of Directors of Montgomery County Hospital District (MCHD) and the Montgomery County Public Health District (MCPHD) was duly convened at 3:00 p.m., July 26, 2022, in the Administrative offices of the Montgomery County Hospital District, 1400 South Loop 336 West, Conroe, Montgomery County, Texas.

1. Call to Order

Meeting called to order at 3:00 p.m.

Invocation and Pledges given by Mr. Randy Johnson, Hospital District CEO.

2. Roll Call

MCHD Board Members present

Georgette Whatley
Brent Thor
Sandy Wagner
Brad Spratt
Justin Chance
Bob Bagley

MCHD Board Member not present

Chris Grice

MCPHD Board Members present

Judge Mark Keough, Montgomery County Judge, Chairman
Dr. Curtis Null, Conroe Independent School District, Vice Chairman
Justin Chance, MCHD Board of Directors, Secretary/Treasurer
Dr. Richard Calvin, City of Conroe

MCPHD Board Member not present

Mayor Lynn Scott, City of Panorama Village

Non-Voting members present:

Randy Johnson, Montgomery County Public Health District, Executive Director

Non-Voting members not present:

Dr. Charles Sims, MD, Local Health Director for Public Health District

Others participating in the meeting:

Larry Foerster, General Counsel for MCHD

B D Griffin, Montgomery County Attorney
Leonard Schneider, Acting Counsel for MCPHD
Jason Millsaps, Chief of Staff for County Judge Mark Keough
Melissa Miller, MCHD Chief Operating Officer
Brett Allen, MCHD Chief Financial Officer

3. Discuss, consider and act on the MCHD termination of the Interlocal Agreement to manage the MCPHD. (Mr. Bagley, Vice-Chairman- MCHD Board)

Larry Foerster advised both boards that as the general counsel for the Hospital District, he has from time to time provided legal assistance to the MCPHD board. Since he was concerned that any member of either board may find that his participation might pose a conflict of interest, he invited any board member to express that member's concern. None did.

Mr. Foerster suggested that attorney Leonard Schneider was very qualified to serve as acting counsel for the Public Health District as it relates to the current management agreement between MCHD and MCPHD. Mr. Foerster introduced Leonard Schneider, a partner with the law firm of Parker PLLC. Mr. Schneider, who had met that morning with Judge Keough, Mr. Foerster and B D. Griffin, introduced himself and described his legal experience to the board members. He also noted that he has on occasion been asked to temporarily act as counsel for the Hospital District when Mr. Foerster had a conflict on any matter. Judge Keough confirmed that he had visited Mr. Schneider and was comfortable with him representing the MCPHD board. No MCHD board member or MCPHD board member raised an objection to Mr. Foerster continuing to serve in the meeting as the attorney for the MCHD and Mr. Schneider serving as the attorney for the MCPHD.

Mr. Randy Johnson, Mrs. Melissa Miller and Mr. Brett Allen then made a presentation to the two boards on the history of the Public Health District and the circumstances leading to the Hospital District issuing its 90-day notice of termination of its management agreement with MCPHD as authorized in the Interlocal Agreement.

Open discussion followed by MCPHD and MCHD board members, legal counsel, Jason Millsaps and Randy Johnson concerning the 90-day notice of termination of the management agreement by the Hospital District. Judge Keough expressed his concern that if the County were to assume the management of the MCPHD and the public services it provides, 90 days' notice was not sufficient time for the County to budget and prepare. He requested at least one year for the County to conduct an audit and hire the necessary staff preliminary to assuming the management.

After further discussion, Mr. Spratt moved that Montgomery County Hospital District extend its withdrawal from management of the Montgomery County Public Health District with the understanding that the Public Health District and Montgomery County will put together a transition plan to shift everything over either into managing the Public Health District by the County or the creation of a new County department to oversee Public Health with a final termination date on or before September 30, 2023. Mr. Bagley offered a second. Mr. Spratt clarified that the Public Health District and Montgomery County will establish that plan. After board discussion, motion passed unanimously.

Following discussion, Mr. Chance made a motion for the Public Health District board to accept the extension of management as offered by Montgomery County Hospital District for the Public Health District and also to appoint Jason Millsaps to be the contact individual between the two entities to help coordinate the management transition of the Public Health District and functions from MCHD to Montgomery County. Dr. Null offered a second and the motion passed unanimously.

Mr. Larry Foerster suggested that one set of minutes could be prepared for the joint meeting of the

two boards. The minutes will be prepared and then approved at each board's upcoming meeting.

4. If necessary:

Convene into executive session pursuant to the Texas Open Meetings Act to deliberate in closed session on the following matters authorized under the Texas Open Meetings Act:

- 1. To confer with legal counsel for the District concerning confidential legal matters authorized under Section 551.071 of the Texas Government Code. (Mr. Bagley, Vice-Chairman- MCHD Board)**

Not applicable.

5. Reconvene into open session and act, if necessary, on matters discussed in closed executive session. (Mr. Bagley, Vice-Chairman- MCHD Board)


Not applicable.

6. Discuss, consider and act on search for contracted management options for the Montgomery County Public Health District. (Mr. Bagley, Vice-Chairman- MCHD Board)

Mr. Chance made a motion that the Public Health District to instruct the management team to cease communications with outside entities until further instructions are given by the Public Health District board. Judge Keough offered a second and motion passed unanimously.

7. Adjourn

Meeting adjourned at 3:56 p.m.


Sandy Wagner, Secretary MCHD Board


Justin Chance, Secretary MCPHD Board