

**Governing Board Meeting Agenda
April 15, 2020 - Serve Denton Center
Go To Meeting**

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I.	Call to Order	Judge David Garcia	
II.	Consent Agenda	Judge David Garcia	
	*March 2020 Board Minutes		P. 2
	*March 2020 Financial Committee Minutes		P. 6
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	*April 2020 Personnel Committee Minutes		P. 16
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III.	Welcome to New Members	Judge David Garcia	
	Lee Brown		
	Sara Schroeder		
IV.	Annual Stakeholder Report	Teri Johnson	
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	Dashboard		
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	*Ratification of April 1st Action on Sick Leave Policy for COVID 19		P. 32
	Finance Committee	Michael Foster	
	Finance Report		
	* Small Business Loan for Payroll Protection Program		
	Quality Committee	Dr. Howard Shaw	
	Quality Report		
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	*2020 Governing Board Roster and Officers		P. 78
VII.	Old Business/New Business	Newly Elected Board President	
VIII.	Executive Session	Newly Elected Board President	
	Anjanette Lloyd EEOC #'s 450-20109-00076, 450-2019-02768		
	John Moyle Cause # 18-4895-393		
	Sarah Gibbons EEOC # 450-2019-04360		
	Progressive Auto Claim # 19-4874088, Personal Injury File # 260052		
IV.	Important Dates and Adjourn Meeting	Newly Elected Board President	
	May Board Meeting - May 20th @ 6pm - Serve Denton Center		
IIV.	Thank You to Reitring Members	Newly Elected Board President	
	Gloria Herron		
	Clara Sanchez		
	Dr. Derrell Bulls		
	* Items Requiring a Vote		

Called to order at 6:00pm by Judge David Garcia

Attendees: Judge David Garcia, Michael Foster, Dr. Derrell Bulls (Conference Call), Dr. Dean Perkins (Conference Call), Dale Tampke, James Henderson, Dr. Howard Shaw (Conference Call), Hamed Husain (Conference Call)

Absent: Trang Dang-Le, Gloria Herron, Clara Sanchez, Melissa Winans, April Powell

Quorum was met.

Staff: Doreen Rue, Pam Barnes, Larry Bisno

Agenda Item II: Consent Agenda - Approval of February 2020 Board Minutes, February 2020 Financial Committee Minutes, February 2020 Financials, February 2020 Quality Committee Minutes, March 2020 Development Report (including approval of grants)

Motion to approve all consent items: Dale Tampke

Seconded: Michael Foster

Motion Passed Unanimously

Agenda Item III: Board Training

- HRSA Review Areas
 - Accessible Locations and Hours of Operations
 - Coverage for Medical During Emergencies
 - Continuity of Care and Hospital Admitting
- The Governing Board is required to monitor and review these topics by HRSA
 - The board reviewed and approved policies on these topics last year.
 - Please also review attached list and summary of agreements for Coverage for Medical Emergencies and Continuity of Care and Hospital Admitting.
- We expect to see an increase of utilization of these agreements as COVID-19 cases continue to increase.

Agenda Item IV: CEO Report

- Dashboard
 - We are seeing a decrease in operating margin over the last month.
 - Is there an estimate for decreases in patient numbers due to COVID-19?
 - The situation is still evolving.
 - HSNT is not currently accepting new patients for testing.
 - We are able to test current patients if they meet the testing criteria.
 - Conversations are continuing and changing as the availability of resources changes.

- PPE availability is low
- Anticipating reduced staff levels due to illness, need for childcare, ill family members, etc.
 - Are policies in place for employees who will miss work due to COVID-19?
 - Congress passed a relief bill to address sick leave and extended leave for childcare.
 - We will need to review to see the impact this will have on HSNT.
- I-35 Expansion
 - After consulting with Trang Dang-Le, Doreen Rue submitted HSNT's counter offer as authorized by the Governing Board.
 - HSNT has not yet received a response.
- Change in Scope
 - HSNT would like to add intrapartum services to its contracted services in the Scope of Project.
 - This move will allow HSNT to cover Dr. Antonio Asis for the deliveries, etc. he performs for HSNT under FTCA malpractice insurance.
 - Intrapartum care will also be listed as a referral service in the event Dr. Asis is unavailable.

Motion to authorize Change in Scope: *Dale Tampke*

Seconded: *Dr. James Henderson*

Motion Passed Unanimously

Agenda Item VI: Committee Reports

- **Finance Committee – Michael Foster Reporting**
 - Meeting Report
 - Anticipate a continued downturn as the COVID-19 outbreak continues.
 - HSNT has built up reserves for situations like this one.
 - HSNT is working to limit exposure, however circumstances change dramatically from day to day.
 - HSNT is taking a proactive approach to find funding and revenue sources to support HSNT's mission
 - Researching grants
 - Exploring telemedicine opportunities
 - Improving 340B program
- **Quality Committee – Dr. Howard Shaw Reporting**
 - Quarterly Policy Packet

- The committee review and recommend approval of the policies with the exception of CLIN002 – Appointment Scheduling Policy, which needs more time for review.

The Quality Committee recommends the approval of the Quarterly Policy Packet (excluding CLIN002) to the Governing Board.

Seconded: *Michael Foster*

Motion Passed Unanimously

- Meeting Report
 - COVID-19 Response
 - The committee discussed the community response.
 - Testing access and results are still scarce. Through this week all tests must go through the CDC. Hope to see more widespread testing next week.
- **Personnel Committee – James Henderson Reporting**
 - 2020 Governing Board Roster and Officers
 - Please review the draft slate and submit any nominations to James Henderson. The board will vote on the slate next month.
 - Please help identify any possible consumer members and committee members.

Agenda Item VI: Old/New Business

- Old Business – none to report.
- New Business – COVID-19 Supplies
 - HSNT was able to access the National Strategic Stockpile through Denton and Collin County Health Departments
 - Received less than requested, hope to receive more in the future.
 - 60 N95 masks from Stockpile
 - 20 N95s from Dale Tampke
 - Previously HSNT only had 3
 - HSNT received 10 COVID-19 tests
 - Performed 2 tests so far.
 - Tests go through LabCorp, expecting a 3 to 5-day turnaround.

Agenda Item VIII: Executive Session

- Anjanette Lloyd EEOC #'s 450-20109-00076, 450-2019-02768
 - No report at this time.
- John Moyle Cause # 18-4895-393
 - No report at this time.
- Sarah Gibbons EEOC # 450-2019-04360

- No report at this time.
- Progressive Auto Claim # 19-4874088, Personal Injury File # 260052
 - No report at this time.

Agenda Item IX: Important Dates

- The board may require supplemental meetings before the next scheduled board meeting as the situation develops.
- April Board Meeting – April 15th @ 6pm - Serve Denton Center
 - The board will vote on the member slate next month.
 - Dr. Bulls – we appreciate your contribution and will be sad to see you roll off of the board.

Adjourned by Judge David Garcia at 6:33pm.

Board Secretary Approval _____ **Date** _____

Board President Approval _____ **Date** _____



Finance Committee Meeting

Meeting Facilitator: Michael Foster
Meeting Date: March 17, 2020
Time: 7:30 a.m.
Location: HSNT HQ Conference Room

Attendees: Michael Foster, Dr. Bulls, and Dale Tampke
Staff Present: Doreen Rue, Pam Barnes and Debra Layman
Regrets: Humad Hussian

Agenda Item I: Review and Approve February 2020 minutes
Motion to accept: Dale Tampke
Seconded: Michael Foster
Motion Passed 3-0

Agenda Item II: Review and Approve February 2020 Financials
HSNT saw a decline in Medicaid patient visits and an increase in Self Pay patient visit in February compared to January 2020. Additionally, there is an increase in allowance for doubtful self-pay account. The Allowance for Doubtful self-pay are charges we expect to collect older than 121 days in accounts receivable. HSNT health centers have seen a decrease in positive Flu cases this season and new providers are still in a ramp up phase during the month of February. HSNT has an increase in patients asking to be billed for services provided. HSNT Financial Ops Team will revisit the patient account analysis, however, this process is lower on the priority charge during the COVID19 pandemic. HSNT Medical Ops Team is discussing call center procedures with a patient scheduling focus to create greater access to care. The committee noticed increased 340B program income. Pam let the committee know part of the increase in revenue is monthly posting of full revenue including the pharmacy fees. Last year, these fees were reconciled at year end with a net zero affect to financials. This year all fees are posted monthly which appears to have increased the revenue significantly, however, the offset to this increased revenue is increased expense. HSNT is recognizing a slow gain in 340B patient access. 2020 net patient access dollars average to date is \$80,637 and FY2019 average was \$77,230.

Motion to accept: Dale Tampke
Seconded: Dr. Bulls
Motion Passed 3-0

Final Discussion on HSNT COVID19 Response Team:

- Implemented question screen tool before entry into all medical centers. All positive screens will be sent to 4308 Mesa Medical Center.

- Isolate sick visits at one HSNT medical center 4308 Mesa Drive, known as the Triage Center. This staff is equipped with personal protective gear.
- HSNT has ordered supplies through the State Emergency stock and from additional resources identified by TACHC.
- HSNT expedited telehealth training in eCW and has implemented telehealth for certain providers.
- Consolidating resources at L288 (Serve Denton) center to Denton Medical Campus; 4304 and 4308 Mesa.
- L288 closed to patient care; relocated all case management and other support services to L288 where patient can be served over the phone.
- Messages to patients encouraging them to enroll in HSNT Healow Ap to be able to provide telehealth care via the patient's smart phone.
- HSNT COVID19 Team is meeting twice daily.

Agenda Item III: Meeting adjourned at 7:56am

February minutes include notes to the financials.

Board Treasurer Approval:

A handwritten signature in black ink, appearing to read "Michael Foster", written over a horizontal line.

Michael Foster, HSNT Board Treasurer

Health Services of North Texas, Inc.
Statement of Financial Position
As of 3/31/2020

	Current Period	Last Month - Feb 2020	Prior Year End - Dec 2019	\$ Chge	% Chge
ASSETS					
Current Assets					
Operating Cash	<u>1,584,499.46</u>	<u>1,736,409.07</u>	<u>1,925,181.45</u>	<u>(340,681.99)</u>	<u>(0.18)</u>
Total Current Assets	1,584,499.46	1,736,409.07	1,925,181.45	(340,681.99)	(0.18)
Other Current Assets					
Grant Receivables	575,195.42	600,486.43	632,733.32	(57,537.90)	-9.09%
Medical Receivables	331,652.79	365,899.65	396,166.32	(64,513.53)	-16.28%
Prepaid Expenses	50,445.87	53,764.67	20,571.50	29,874.37	100.00%
Deposits	11,429.25	11,429.25	11,429.25	0.00	0.00%
Inventory	<u>9,185.53</u>	<u>9,185.53</u>	<u>9,185.53</u>	<u>0.00</u>	<u>0.00%</u>
Total Other Current Assets	977,908.86	1,040,765.53	1,070,085.92	(92,177.06)	-8.61%
Short Term Investments					
Investment CDs	<u>560,456.84</u>	<u>560,456.84</u>	<u>559,676.71</u>	<u>780.13</u>	<u>0.14%</u>
Total Short Term Investments	560,456.84	560,456.84	559,676.71	780.13	0.14%
Long Term Assets					
Fixed Assets					
Medical Equipment	86,002.95	86,002.95	86,002.95	0.00	0.00%
Building Improvements	92,664.56	92,664.56	92,664.56	0.00	0.00%
4308 Mesa Denton Office	308,335.28	308,335.28	308,335.28	0.00	0.00%
4304 Mesa Medical Center	2,324,761.13	2,324,761.13	2,324,761.13	0.00	0.00%
Software Applications	112,081.41	112,081.41	112,081.41	0.00	0.00%
Telephone Systems	95,499.55	95,499.55	95,499.55	0.00	0.00%
IT Equipment	145,853.15	145,853.15	145,853.15	0.00	0.00%
Vehicles	102,255.00	102,255.00	102,255.00	0.00	0.00%
4304 Land	257,000.00	257,000.00	257,000.00	0.00	100.00%
Accumulated Depreciation	<u>(540,755.19)</u>	<u>(528,680.92)</u>	<u>(504,532.38)</u>	<u>(36,222.81)</u>	<u>7.18%</u>
Total Fixed Assets	<u>2,983,697.84</u>	<u>2,995,772.11</u>	<u>3,019,920.65</u>	<u>(36,222.81)</u>	<u>-1.20%</u>
Total Long Term Assets	<u>2,983,697.84</u>	<u>2,995,772.11</u>	<u>3,019,920.65</u>	<u>(36,222.81)</u>	<u>(0.01)</u>
Total ASSETS	<u>6,106,563.00</u>	<u>6,333,403.55</u>	<u>6,574,864.73</u>	<u>(468,301.73)</u>	<u>-7.12%</u>
LIABILITIES					
Current Liabilities					
Accounts Payable	202,581.32	194,027.38	166,111.92	36,469.40	21.95%
Accrued Payroll	246,132.13	232,484.63	394,494.67	(148,362.54)	-37.61%
Accrued Retirement	66,064.29	151,094.33	123,560.41	(57,496.12)	-46.53%
Payroll Liabilities	(68,278.18)	(4,229.55)	12,244.96	(80,523.14)	-657.60%
Other Current Liability	<u>273,352.35</u>	<u>269,852.35</u>	<u>304,244.42</u>	<u>(30,892.07)</u>	<u>(0.10)</u>
Total Current Liabilities	719,851.91	843,229.14	1,000,656.38	(280,804.47)	-28.06%
Long Term Liabilities					
Capital Loan	1,349,604.38	1,353,670.03	1,361,019.41	(11,415.03)	100.00
Total Long Term Liabilities	<u>1,349,604.38</u>	<u>1,353,670.03</u>	<u>1,361,019.41</u>	<u>(11,415.03)</u>	<u>100.00</u>
Total LIABILITIES	<u>2,069,456.29</u>	<u>2,196,899.17</u>	<u>2,361,675.79</u>	<u>(292,219.50)</u>	<u>-12.37%</u>
NET ASSETS					
Net Assets at Beginning of Year	4,214,048.67	4,214,048.67	4,025,443.39	188,605.28	4.69%
Current Net Assets(Liabilities)	<u>(176,941.96)</u>	<u>(77,544.29)</u>	<u>187,745.55</u>	<u>(364,687.51)</u>	<u>-194.25%</u>
Total NET ASSETS	<u>4,037,106.71</u>	<u>4,136,504.38</u>	<u>4,213,188.94</u>	<u>(176,082.23)</u>	<u>-4.18%</u>
TOTAL LIABILITIES & NET ASSETS	<u>6,106,563.00</u>	<u>6,333,403.55</u>	<u>6,574,864.73</u>	<u>(468,301.73)</u>	<u>-7.12%</u>

Health Services of North Texas, Inc.
Statement of Operations
From 3/1/2020 Through 3/31/2020

	Current Month	Last Month (02/01/2020 - 02/29/2020)	Current YTD	Prior YTD	FY2020 Budget	YTD Difference	Total Budg Percent
Patient Revenue							
Net Patient Rev	1,258,501.33	1,490,078.31	4,392,441.14	2,726,167.64	13,094,374.00	1,666,273.50	33.54)%
Uncollectible	(635,899.40)	(938,364.75)	(2,554,529.38)	(1,200,868.89)	(5,631,071.00)	(1,353,660.49)	15.36)%
Total Patient Revenue	<u>622,601.93</u>	<u>551,713.56</u>	<u>1,837,911.76</u>	<u>1,525,298.75</u>	<u>7,463,303.00</u>	<u>312,613.01</u>	<u>24.63)%</u>
Other Revenue							
Grants	290,428.39	304,494.44	940,549.57	1,031,693.27	4,800,460.00	(91,143.70)	19.59)%
Other	47,822.30	80,744.92	201,032.46	175,922.18	991,299.00	25,110.28	20.27)%
Total Other Revenue	<u>338,250.69</u>	<u>385,239.36</u>	<u>1,141,582.03</u>	<u>1,207,615.45</u>	<u>5,791,759.00</u>	<u>(66,033.42)</u>	<u>19.71)%</u>
TOTAL Revenue	<u><u>960,852.62</u></u>	<u><u>936,952.92</u></u>	<u><u>2,979,493.79</u></u>	<u><u>2,732,914.20</u></u>	<u><u>13,255,062.00</u></u>	<u><u>246,579.59</u></u>	<u><u>22.47)%</u></u>
Expenses							
Personnel	612,223.83	597,784.46	1,813,219.57	1,737,552.82	7,878,425.00	75,666.75	23.01)%
Medical Services	198,227.92	175,900.57	546,807.00	444,469.59	1,466,230.00	102,337.41	37.29)%
Patient Care	26,848.44	38,206.77	103,218.91	142,648.01	560,300.00	(39,429.10)	18.42)%
IT	60,327.75	59,629.56	176,713.84	170,252.44	837,883.00	6,461.40	21.09)%
MarComm	6,294.28	8,878.26	20,772.20	16,392.37	180,330.00	4,379.83	11.51)%
Occupancy	40,052.35	46,772.74	131,221.08	119,031.69	506,182.00	12,189.39	25.92)%
Operating Costs	116,275.72	146,784.90	364,483.15	357,325.25	1,825,712.00	7,157.90	19.96)%
Total Expenses	<u>1,060,250.29</u>	<u>1,073,957.26</u>	<u>3,156,435.75</u>	<u>2,987,672.17</u>	<u>13,255,062.00</u>	<u>168,763.58</u>	<u>23.81)%</u>
Operating Income(Loss)	<u>(99,397.67)</u>	<u>(137,004.34)</u>	<u>(176,941.96)</u>	<u>(254,757.97)</u>	<u>0.00</u>	<u>77,816.01</u>	<u>0.00)%</u>
Net Assets	<u><u>(99,397.67)</u></u>	<u><u>(137,004.34)</u></u>	<u><u>(176,941.96)</u></u>	<u><u>(254,757.97)</u></u>	<u><u>0.00</u></u>	<u><u>77,816.01</u></u>	<u><u>0.00)%</u></u>

Health Services of North Texas, Inc.

Statement of Cash Flows

As of 3/31/2020

	<u>Current Period</u>	<u>Current Year</u>	<u>Prior Year YTD</u>
Cash Flows from Operating Activities			
Medicaid	284,053.68	1,076,510.26	947,903.58
Medicare	(30,894.74)	146,374.50	193,067.35
Private/Commercial	(49,109.91)	193,908.70	183,495.71
Self Pay	340,591.49	176,498.96	254,452.88
Program Income	130,327.74	327,252.34	171,274.27
Grants	315,158.40	996,404.47	1,079,336.41
Receipts from Contributors	47,822.30	201,032.46	175,922.18
Fundraising Activity	16.33	16.33	0.00
Payments to Employees & Suppliers	<u>(1,173,142.71)</u>	<u>(3,391,890.08)</u>	<u>(3,271,687.59)</u>
Total Cash Flows from Operating Activities	<u>(135,177.42)</u>	<u>(273,892.06)</u>	<u>(266,235.21)</u>
Cash Flows from Capital Activities			
Capital Activity/Disposal of Assets	0.00	0.00	(8,530.53)
Capital Loan	<u>(9,407.35)</u>	<u>(28,222.05)</u>	<u>(28,222.05)</u>
Total Cash Flows from Capital Activities	<u>(9,407.35)</u>	<u>(28,222.05)</u>	<u>(36,752.58)</u>
Change in Medical Liability			
Change in Patient Refunds	<u>1,750.33</u>	<u>(36,141.74)</u>	<u>10,679.79</u>
Total Change in Medical Liability	<u>1,750.33</u>	<u>(36,141.74)</u>	<u>10,679.79</u>
Beginning Cash & Cash Equivalents	<u>2,276,118.38</u>	<u>2,472,037.04</u>	<u>1,586,753.54</u>
Ending Cash & Cash Equivalents	<u><u>2,133,283.94</u></u>	<u><u>2,133,781.19</u></u>	<u><u>1,294,445.54</u></u>

Health Services of North Texas, Inc.
Draft Financial Ratios
March 2020

	FY2020 Goals	Fiscal Year To Date 2020	Fiscal Year End 2019
Quick Ratio Current Assets/Current Liabilities	9:1	4.24 : 1	3.54 : 1
Debt/Equity Total Liabilities/Total Net Assets	13.0%	51.3%	56.1%
Working Capital to Expense Ratio CA/CL divided by Expense/# month in Period	3 : 1	2.28 : 1	2.65 : 1
Long Term Debt to Equity Ratio	25%	33.4%	32.3%
Percentage of Admin & Fundraising <i>included estimate of new accounting standard</i>	25.0%	13.2%	15.5%
Number of Days - Cash	56	56	70
Number of Days - Liquidity	180	82	103
Accounts Receivable Days (Medical AR Collection Period)	50	20	23
Change In Net Assets to Expense (Net Assets/Total Expense)	3.0%	-5.6%	1.6%
Operating Margin (Change in Net Assets/Total Revenue)	0.5%	-5.9%	1.60%
Cash Flow	1.5%	-11.7%	30.5%

	FY2020	FY2019
Cost per Employee this month	\$5,701.14	\$4,394.18
	Rolling 12 Month Data	Fiscal Year End 2019
Cost per Employee R12	\$62,994.71	\$69,027.55
Average Hourly Rate R12	\$30.38	\$36.41
Cost Per Medical Encounter *37,462	\$302.42	\$301.50
Cost Per Medical Patient *13,044	\$914.19	\$900.80
Federal Cost Per Medical Patient	\$127.61	\$130.28

* Cost per Medical Encounter and Cost per Patient calculations updated for 2018 year end financials moving forward.

*Cost per Employee and Hourly Rate updated to a rolling 12 months in August 2019

Governing Board Quality Committee Minutes 3.18.2020

Attendees: Dr. Dean Perkins (Conference Call), Dr. Howard Shaw (Conference Call), Debra Layman, Doreen Rue, Dr. Jason Siegel

Absent: Melissa Winans

Guests: Judge David Garcia

Topic	Roll Call and Acceptance of Minutes	Action	Responsible Party	Follow-Up
Welcome & Roll Call	Called to Order at 5:00pm	Quorum Met		
Approval of minutes	Agency Minutes from February 2020 and Committee Minutes from February 2020: Moved by Dr. Howard Shaw and seconded by Dr. Dean Perkins	Approved		
Quarterly Policy Packet				
	<ul style="list-style-type: none"> • The Appointment Scheduling Policy CLIN002 needs more review and will be pulled from the packet. • The committee reviewed and recommends approval of remaining policies to the Governing Board. 	Recommend Approval of Packet to the Governing Board (Excluding CLIN002)		
Provider Incentive Goals				
	<ul style="list-style-type: none"> • For some metrics there is a distinction between agency and provider goals. <ul style="list-style-type: none"> ○ Provider goals will reflect the difference between what a provider can control and what the agency can do compared to other metrics. ○ Ex. Diabetic Metrics <ul style="list-style-type: none"> ▪ Diabetic foot exam – this is a new metric based on committee recommendations. Currently establishing a baseline and expect the number to go up as the year progresses. 	Reviewed		

COVID-19 Response

	<ul style="list-style-type: none"> ● Medical Ops team is meeting twice a day and making adjustments as the situation develops. ● Changes to Clinic Organization: <ul style="list-style-type: none"> ○ Loop 288 – PSCs, telehealth, BH, Case Management ○ 4304 – Family Practice and Pediatrics ○ 4308 – Triage for Respiratory Sick Visits ● Patient Calls and Walk-Ins are screened for fever, travel, respiratory issues, etc. <ul style="list-style-type: none"> ○ If a patient screens positive they are referred to 4308. ● HSNT needs to be able to provide routine care without compromising care to patients. ● Limited testing is available – focusing on high risk, symptomatic patients. <ul style="list-style-type: none"> ○ Looking at all possibilities for presented symptoms. ● Evaluating the patient flow at WCMC, avoiding exposure of patients. ● HSNT beginning to see a drop in demand, more people are staying home. ● Telemedicine <ul style="list-style-type: none"> ○ HSNT beginning training to serve patients without accelerating the spread. ○ Infectious Disease and Behavioral Health providers are trained. <ul style="list-style-type: none"> ▪ Currently provider will be in clinic and the patients at home. ○ Training for Family Practice prioritized ○ Pediatrics more complex - developmental, well child visits <ul style="list-style-type: none"> ▪ Comfortable with ADHD and BH peds visits through telehealth, will continue to review other areas. 	Reviewed		
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	<ul style="list-style-type: none"> ○ HSNT may need to make decision about providing telemedicine services without reimbursement if some Medicaid and Medicare restrictions aren't removed. ● Many health care organizations are delaying or canceling non-essential procedures. <ul style="list-style-type: none"> ○ Need to balance exposure against repercussions from delaying routine care (vaccines, well child visits, etc.) ● HSNT will begin screening and taking the temperatures of all clinic staff each day. ● Only one parent or caregiver allowed to accompany patients on visits. ● Testing <ul style="list-style-type: none"> ○ Testing resources very scarce. ○ Mixed messaging from health departments and other sources creating confusion. ○ Drive Thru Testing – only known location right now at Parkland ○ 4 to 5-day turnaround for test results ○ Medical City Denton's online testing page can refer patients to free stand ED's with testing capability. ● PPE <ul style="list-style-type: none"> ○ Access to supplies is scarce. ○ Received a shipment today from national stockpile – it was smaller than expected. HSNT hopes to receive more in the future. ● HSNT will help organize a community conversation between keep stakeholders including hospitals, County Health Department, Serve Denton, and others. <ul style="list-style-type: none"> ○ Would like to include primary care practices in this conversation as well. 			
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	○ Need to ensure there is not a disconnect between the county health authority and those providing care.			
Information to Report to the Board				
	<ul style="list-style-type: none"> • Recommend approval of Quality Policy Packet, excluding CLIN002, to the Board. • Report on HSNT's COVID-19 response. 	Report to the Board		

Meeting Adjourned: 5:50pm

Committee Facilitator: Debra Layman

Next Meeting: 4.15.20



Governing Board Personnel Committee Notes

April 9, 2020

Present: James Henderson

Staff: Doreen Rue

Quorum not met.

I. Board Composition and Authority

- Board Composition and Authority are areas required for review by HRSA.
 - i. Both are covered in HSNT's bylaws.
- If any updates are needed the committee can recommend those changes to the board.
- Board Composition
 - i. Demographic requirements are listed in bylaws along with member number requirements.
 - ii. Board Committees
 - 1. Committees will need to be flashed out after the slate of members and officers is approved at the upcoming Annual Board Meeting.
 - 2. Possible committee members:
 - a. Lee Brown – Strategic Planning and Finance
 - b. Sara Schroeder – Personnel
- Board Authority
 - i. Board powers are listed in HSNT's Bylaws.
 - ii. Board Workplan
 - 1. Visualization of board responsibilities throughout the year.
 - iii. Org Chart
 - 1. Some changes have been made to HSNT's structure over the past year
 - a. Dr. Siegel now serving as Medical Director
 - b. Teri Johnson now Director of Marketing and Communications, a new department.
 - 2. The Personnel Committee will recommend approval of the new org chart to the Governing Board.

II. HSNT Bylaws

- Yearly review of HSNT's Bylaws
- Bylaws were revised in August, no updates needed at this time.



III. Conflict of Interest and Confidentiality

- Yearly attestation of conflict of interest and confidentiality is required by all board members.
- Both forms are attached to the Standards of Conduct Policy.
- Conflicts are not necessarily a barrier to board participation, but need to be disclosed to and reviewed by the board.
- Board members will receive the documents via DocuSign after the Annual Meeting.

IV. 2020 Governing Board Roster and Officers

- The committee will ask for any other nominations before the vote, although none have been mentioned so far.
- Vote can be taken on either the slate as a whole or each category.
 - i. The committee will let the Board President make that determination.
- Looking forward to 2022, the committee needs to endure we have board members who will be good fits for officer roles.
- The Board President will recognize outgoing board members at the end of the meeting.

V. Telecommuting Policy

- The policy should be voted on before the Slate is voted on by the board.
- This policy is specific to COVID-19.
 - i. Adapted from a template from TACHC and adjusted to meet HSNT's needs and perspectives.
- This policy may need to be updated as the situation continues to develop and change.
- Can recommend approval to the board if there are no objections.

VI. New Business

- The growth of telemedicine and telecommuting may dramatically change HSNT's business and service model in the future.
 - i. Dramatic shift in Medicaid and Medicare restrictions on how we care for our patients.
 - ii. Telecommuting may reduce the need for office space, etc.
 - iii. This will be a long term cultural shift as COVID-19 continues and the crisis eventually ends.

VII. Reports to the Board

- Recommend Telecommuting Policy for Approval
- Annual Review of Board Composition and Authority
- Recommend Approval of Updated Org Chart



- Annual Review of Bylaws
- Annual Attestation of Conflict of Interest and Confidentiality Along with Review of Standards of Conduct.
- Recommend Approval of Slate of Officers and Members

Grants & MarCom Monthly Report April 2020

Keeping HSNT Top of Mind & Building Relationships

- Messaging regarding HSNT's COVID-19 response has been wide spread with communication efforts focused on telehealth, operational changes for safety and "YES, we are open and caring for patients."
- L. Bisno relationship with the Rotary clubs in Plano brought in a \$4,810 gift.
- The Helpful Honda People Campaign has committed to a \$5,000 gift and will be running a Helpful Honda People story for HSNT.
- Toyota of Denton is supporting patient care as a Business Stakeholder at the \$5,000 level.
- Grant opportunities related to COVID-19 are coming in at a steady pace and HSNT is responding to those and applying.

Digital Marketing and Website

- Google Grant spend in February generated 6.05K impressions and 333 clicks for a spend down of \$1,792 (this is FREE advertising). Prenatal care had 567 impressions
- January website visits reached 7,142 unique visits, a 46% increase year over year
- HSNT is showing on the first page, first result and in Google Map Pack for "Women's Health Center" and "Health Clinic Plano" - this shows the strength of our Social Climb reviews and keyword ads
- Top 5 Website pages: 1) home page 2) DMC 4304 location page 3) CCMC location page 4) WCMC location page 5) DSC Location page. HSNT's patient portal page came in at #8 with 237 sessions.

Key Campaigns

- Telehealth promotion for all service lines other than women's health
- HSNT is open and here for you!
- 2019 Annual Stakeholder Report is complete and we will begin sharing in with all of our Stakeholders after the April Board meeting.
- Primary care in Plano

Up Next

- Website redesign and increased digital marketing efforts
- Telehealth Marketing

268

NEW PATIENTS

325

appointment requests
via website

Patient Comment

"I am so very grateful to have this service while in between jobs and insurance coverage. Janice Hill and the entire office staff as well as the lab technician have been nothing short of amazing! They have gone above and beyond for me to meet all of my healthcare needs. You can tell that they are passionate about what they do. Thank you all so much for your service."

Key Grant Metrics

Total Awarded in March: \$37,750

United Way of Denton County	\$35,000
Walmart on University	\$1,750
Walmart in Wylie	\$1,000

9 Grant Proposals in Process

\$246,000 Value

20 Grant Proposals Awaiting Decision

\$2,389,550 value



Grant proposals/submissions for approval

Sam's Club Plano	Pediatric visits	\$2,500	April
Walmart Wylie 5210	Pediatric visits	\$2,500	April
Women's Health and Family Planning Association of Texas	COVID response	\$105,000	April
North Texas Cares	COVID response	\$40,000	April
Modern Woodmen	Medical visits	\$1,000	April
Bank of America Foundation	COVID response	\$40,000	April
Rees-Jones Foundation	COVID response	\$25,000	April
Broadway Cares	HIV Transportation	\$5,000	May
Texas Women's Foundation	Women's clinical services	\$25,000	April

HSNT COVID-19 Response

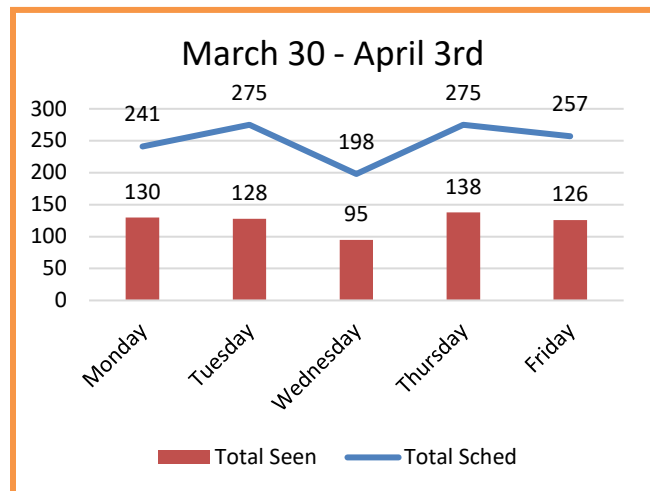
As a recap, last month I reported on HSNT’s emergency response focusing on our staff and supply resources. This included repurposing our Serve Denton location for business activities without patients on-site, procurement of personal protection equipment (PPE) and COVID-19 test kits, safety of our patients and staff by screening patients through the call center and when they present for care, triage and testing according to CDC guidelines, and increased strategies for real time communications to monitor and modify our response.

HSNT is implementing phase two of our contingency plan to retool our business practices to engage new and existing patients in care through telemedicine platforms. Considerable time and resources have been used to develop and deploy the expansion of telemedicine. The current public health emergency and the urgent response needed pushed policy makers to remove the barriers and allow healthcare organizations to connect to patients and deliver care and be reimbursed as if care delivered in person at the health center. Our current focus is on retooling our business practices and operations to continue serving our patients and responding to the growing need due to unemployment and loss of health insurance, all while transforming our service delivery model.

Funding

There are provisions in the most recent federal funding package for Coronavirus (CARES Act) that Community Health Centers can access. These resources can assist in our response and care for people during this public health emergency, maintain our staff, and support the retooling of our service delivery model to reach out to patients to connect or retain them in care.

We received a \$836,248 supplemental grant from HRSA for our FQHC program. See the Notice of Award following this report. This, along with the changes we are making with telemedicine, will help maintain care to our patients. With shelter in place orders we are experiencing a significant decrease in the volume of care we deliver and at the same time our focus has been on keeping our staff and patients safe and responding to COVID-19. This chart is one week’s snapshot showing a 50% decrease. This



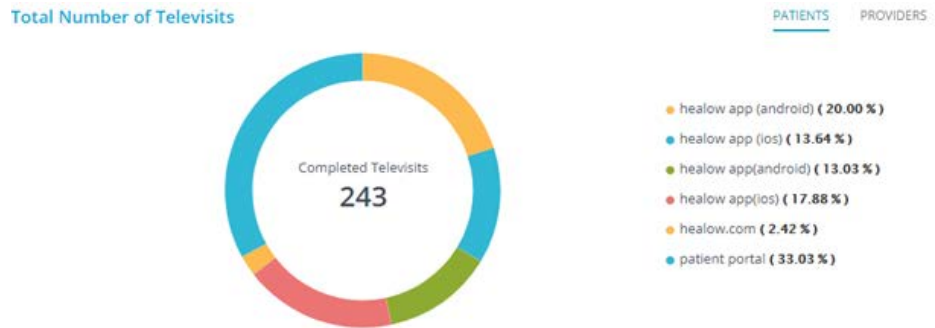
HRSA grant will help bridge the gap between our old business model and quickly evolving new model.

Telemedicine

With an immediate need convert no show, cancelled, and rescheduled appoints to telemedicine as appropriate, all

providers, behavioral health, and case management staff have received training in serving patients with televisits. There is a

high rate of acceptance and adoption of technology by of staff. In the few short weeks since stating the training with our providers, 243 visits have been conducted via technology. Our marketing and communications team is working to adapt our website for on-line scheduling and to assist our patients in using the Healow App to connect to their provider. The call center is also retooling to help walk patients through the process to maximize their experience in a televisit.



Another opportunity is through the Federal Communications Commission (FCC) in a new grant for health care organizations to support the purchase of telecommunications, information services, and connected devices to provide connected care services in response to the Coronavirus pandemic. If funded, this resource will help us through COVID-19 and strengthen the transformation of our operations on the other side of COVID-19.

HSNT has submitted the initial application for the small business loans designed to retain staff by supporting 8 weeks of payroll through the Paycheck Protection Program. We received notice that HSNT is eligible. The finance committee and board will review and approve before moving forward with this option.

HSNT is applying for other emergency COVID-19 response grants such as the Texas Women’s Foundation and Women’s Health and Family Planning of Texas. Ryan White is hosting an all grantee call next week about supporting service providers and we will be on that call!

Communications

The team is participating in numerous communication channels as the situation and resources quickly evolve.

- March 2 – First HSNT COVID Response Meeting
- HSNT twice daily COVID response team huddle
- Daily Conference call with TACHC and Texas FQHC
- Weekly call with Serve Denton partner Nonprofits
- Weekly call with Bureau of Primary Health Care (part of HRSA)
- Weekly communication to HRSA regarding testing, supplies, staffing, and business impact
- HSNT hosted Community Conversation with Key Healthcare Stakeholders
- All Staff Update via conference call on April 2, 2020


At the end of the day there is tremendous response and solidarity by our team. I am proud of their tenacity, resilience, hope, innovation, and cooperation as these attributes will help recover and thrive in a new normal state.

Information and Follow Up

- HSNT provided the sublease to RenuRX for review. On-site Pharmacy discussions continue and is still expected to meet the needs of HSNT and our patients.
- Possession and Use Agreement for TX DOT eminent domain issue has been approved but we have not received a response on counteroffer submitted on March 3, 2020.
- New board members Lee Brown and Sara Schroeder completed the board orientation on April 7, 2020.
- Several board members participated in testing Go To Meeting (GTM) platform on March 27, 2020. We will use GTM for the April 15, 2020 Governing Board Meeting. Please send a message to Kelsey if you were unable to join us and want to test your system.
- Received notice of United Way of Denton County grant award for July 2020 start date. See Attached.

Thank you for your support,

Doreen Rue, CEO

1. DATE ISSUED: 04/03/2020		2. PROGRAM CFDA: 93.224		 <p>HRSA Health Resources and Services Administration</p> <p>NOTICE OF AWARD AUTHORIZATION (Legislation/Regulation) Coronavirus Aid, Relief and Economic Security (CARES) Act</p>																																																					
3. SUPERSEDES AWARD NOTICE dated: except that any additions or restrictions previously imposed remain in effect unless specifically rescinded.																																																									
4a. AWARD NO.: 1 H8DCS36492-01-00		4b. GRANT NO.: H8DCS36492	5. FORMER GRANT NO.:																																																						
6. PROJECT PERIOD: FROM: 04/01/2020 THROUGH: 03/31/2021																																																									
7. BUDGET PERIOD: FROM: 04/01/2020 THROUGH: 03/31/2021																																																									
8. TITLE OF PROJECT (OR PROGRAM): Health Center Coronavirus Aid, Relief, and Economic Security (CARES) Act Funding																																																									
9. GRANTEE NAME AND ADDRESS: Health Services of North Texas , Inc. 4401 N. I-35 Denton, TX 76207 DUNS NUMBER: 928920180 BHCMS # 06E00522				10. DIRECTOR: (PROGRAM DIRECTOR/PRINCIPAL INVESTIGATOR) Doreen Rue Health Services of North Texas , Inc. 4401 N Interstate 35 UNIT 312 Denton, TX 76207-3318																																																					
11. APPROVED BUDGET: (Excludes Direct Assistance) <input checked="" type="checkbox"/> Grant Funds Only <input type="checkbox"/> Total project costs including grant funds and all other financial participation				12. AWARD COMPUTATION FOR FINANCIAL ASSISTANCE:																																																					
<table style="width:100%; border-collapse: collapse;"> <tr><td>a . Salaries and Wages :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>b . Fringe Benefits :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>c . Total Personnel Costs :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>d . Consultant Costs :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>e . Equipment :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>f . Supplies :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>g . Travel :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>h . Construction/Alteration and Renovation :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>i . Other :</td><td style="text-align: right;">\$836,240.00</td></tr> <tr><td>j . Consortium/Contractual Costs :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>k . Trainee Related Expenses :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>l . Trainee Stipends :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>m . Trainee Tuition and Fees :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>n . Trainee Travel :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>o . TOTAL DIRECT COSTS :</td><td style="text-align: right;">\$836,240.00</td></tr> <tr><td>p . INDIRECT COSTS (Rate: % of S&W/TADC) :</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>q . TOTAL APPROVED BUDGET :</td><td style="text-align: right;">\$836,240.00</td></tr> <tr><td> i. Less Non-Federal Share:</td><td style="text-align: right;">\$0.00</td></tr> <tr><td> ii. Federal Share:</td><td style="text-align: right;">\$836,240.00</td></tr> </table>				a . Salaries and Wages :	\$0.00	b . Fringe Benefits :	\$0.00	c . Total Personnel Costs :	\$0.00	d . Consultant Costs :	\$0.00	e . Equipment :	\$0.00	f . Supplies :	\$0.00	g . Travel :	\$0.00	h . Construction/Alteration and Renovation :	\$0.00	i . Other :	\$836,240.00	j . Consortium/Contractual Costs :	\$0.00	k . Trainee Related Expenses :	\$0.00	l . Trainee Stipends :	\$0.00	m . Trainee Tuition and Fees :	\$0.00	n . Trainee Travel :	\$0.00	o . TOTAL DIRECT COSTS :	\$836,240.00	p . INDIRECT COSTS (Rate: % of S&W/TADC) :	\$0.00	q . TOTAL APPROVED BUDGET :	\$836,240.00	i. Less Non-Federal Share:	\$0.00	ii. Federal Share:	\$836,240.00	<table style="width:100%; border-collapse: collapse;"> <tr><td>a. Authorized Financial Assistance This Period</td><td style="text-align: right;">\$836,240.00</td></tr> <tr><td>b. Less Unobligated Balance from Prior Budget Periods</td><td></td></tr> <tr><td> i. Additional Authority</td><td style="text-align: right;">\$0.00</td></tr> <tr><td> ii. Offset</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>c. Unawarded Balance of Current Year's Funds</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>d. Less Cumulative Prior Awards(s) This Budget Period</td><td style="text-align: right;">\$0.00</td></tr> <tr><td>e. AMOUNT OF FINANCIAL ASSISTANCE THIS ACTION</td><td style="text-align: right;">\$836,240.00</td></tr> </table>		a. Authorized Financial Assistance This Period	\$836,240.00	b. Less Unobligated Balance from Prior Budget Periods		i. Additional Authority	\$0.00	ii. Offset	\$0.00	c. Unawarded Balance of Current Year's Funds	\$0.00	d. Less Cumulative Prior Awards(s) This Budget Period	\$0.00	e. AMOUNT OF FINANCIAL ASSISTANCE THIS ACTION	\$836,240.00
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13. RECOMMENDED FUTURE SUPPORT: (Subject to the availability of funds and satisfactory progress of project)																																																									
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15. PROGRAM INCOME SUBJECT TO 45 CFR 75.307 SHALL BE USED IN ACCORD WITH ONE OF THE FOLLOWING ALTERNATIVES: A=Addition B=Deduction C=Cost Sharing or Matching D=Other [A] Estimated Program Income: \$0.00																																																									
16. THIS AWARD IS BASED ON AN APPLICATION SUBMITTED TO, AND AS APPROVED BY HRSA, IS ON THE ABOVE TITLED PROJECT AND IS SUBJECT TO THE TERMS AND CONDITIONS INCORPORATED EITHER DIRECTLY OR BY REFERENCE IN THE FOLLOWING: a. The grant program legislation cited above. b. The grant program regulation cited above. c. This award notice including terms and conditions, if any, noted below under REMARKS. d. 45 CFR Part 75 as applicable. In the event there are conflicting or otherwise inconsistent policies applicable to the grant, the above order of precedence shall prevail. Acceptance of the grant terms and conditions is acknowledged by the grantee when funds are drawn or otherwise obtained from the grant payment system.																																																									
REMARKS: (Other Terms and Conditions Attached [X]Yes []No)																																																									
<i>Electronically signed by Elvera Messina , Grants Management Officer on : 04/03/2020</i>																																																									
17. OBJ. CLASS: 41.51		18. CRS-EIN: 1752252866A1		19. FUTURE RECOMMENDED FUNDING: \$0.00																																																					
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HRSA Electronic Handbooks (EHBs) Registration Requirements

The Project Director of the grant (listed on this NoA) and the Authorizing Official of the grantee organization are required to register (if not already registered) within HRSA's Electronic Handbooks (EHBs). Registration within HRSA EHBs is required only once for each user for each organization they represent. To complete the registration quickly and efficiently we recommend that you note the 10-digit grant number from box 4b of this NoA. After you have completed the initial registration steps (i.e., created an individual account and associated it with the correct grantee organization record), be sure to add this grant to your portfolio. This registration in HRSA EHBs is required for submission of noncompeting continuation applications. In addition, you can also use HRSA EHBs to perform other activities such as updating addresses, updating email addresses and submitting certain deliverables electronically. Visit <https://grants3.hrsa.gov/2010/WebEPSExternal/Interface/common/accesscontrol/login.aspx> to use the system. Additional help is available online and/or from the HRSA Call Center at 877-Go4-HRSA/877-464-4772.

Terms and Conditions

Failure to comply with the remarks, terms, conditions, or reporting requirements may result in a draw down restriction being placed on your Payment Management System account or denial of future funding.

Grant Specific Term(s)

1. All post-award requests, such as significant budget revisions or a change in scope, must be submitted as a Prior Approval action via the Electronic Handbooks (EHBs) and approved by HRSA prior to implementation. Grantees under "Expanded Authority," as noted in the Remarks section of the Notice of Award, have different prior approval requirements. See "Prior-Approval Requirements" in the DHHS Grants Policy Statement: <http://www.hrsa.gov/grants/hhsgrantspolicy.pdf>
2. The funds for this award are sub-accounted in the Payment Management System (PMS) and will be in a P type (sub accounted) account. This type of account allows recipients to specifically identify the individual grant for which they are drawing funds and will assist HRSA in monitoring the award. If your organization previously received a grant under this program, it was in a G type (cash pooled) account designated by a PMS Account Number ending in G or G1. Now that this grant is sub accounted the PMS Account Number will be changed to reflect either P or P1. For example, if the prior year grant was in payee account number 2AAG it will now be in 2AAP. Similarly, if the prior year grant was in payee account 2AAG1, the grant will be in payee account 2AAP1. The P sub account number and the sub account code (provided on page 1 of this Notice of Award) are both needed when requesting grant funds. You may use your existing PMS username and password to check your organizations P account access. If you do not have access, complete a PMS Access Form (PMS/FFR Form) found at: <https://pms.psc.gov/grant-recipients/access-newuser.html> and send it to the fax number indicated on the bottom of the form. If you have any questions about accessing PMS, contact the PMS Liaison Accountant as identified at: <https://pms.psc.gov/find-pms-liaison-accountant.html>.
3. As required by the Federal Funding Accountability and Transparency Act of 2006 (Pub. L. 109–282), as amended by section 6202 of Public Law 110–252, recipients must report information for each subaward of \$25,000 or more in Federal funds and executive total compensation, as outlined in Appendix A to 2 CFR Part 170. You are required to submit this information to the FFATA Subaward Reporting System (FSRS) at <https://www.fsr.gov/> by the end of the month following the month in which you awarded any subaward. The FFATA reporting requirements apply for the duration of the project period and so include all subsequent award actions to aforementioned HRSA grants and cooperative agreement awards (e.g., Type 2 (competing continuation), Type 5 (non-competing continuation), etc.). Subawards to individuals are exempt from these requirements. For more information, visit: <https://www.hrsa.gov/grants/ffata.html>.

Program Specific Term(s)

1. This notice of award provides one-time funding to support the detection of coronavirus (SARS-CoV-2) and/or the prevention, diagnosis, and treatment of coronavirus disease 2019 (COVID-19), including maintaining or increasing health center capacity and staffing levels during a coronavirus-related public health emergency, as outlined in the Coronavirus Aid, Relief, and Economic Security (CARES) Act (P.L. 116-136), available at <https://www.congress.gov/116/bills/hr748/BILLS-116hr748enr.pdf>. As provided for in Office of Management and Budget Memorandum M-20-11 - *Administrative Relief for Recipients and Applicants of Federal Financial Assistance Directly Impacted by the Novel Coronavirus (COVID-19)*, available at <https://www.whitehouse.gov/wp-content/uploads/2020/03/M-20-11.pdf>, HRSA authorizes the award recipient to incur allowable pre-award costs before the effective date of a federal award dating back to January 20, 2020. HRSA determined your award amount using the following formula: (1) \$503,000, plus, (2) \$15.00 per patient reported in the 2018 Uniform Data System (UDS), and, (3) \$30.00 per uninsured patient reported in the 2018 UDS.
2. Under existing law, and consistent with Executive Order 13535 (75 FR 15599), health centers are prohibited from using federal funds to provide abortion services (except in cases of rape or incest, or when the life of the woman would be endangered).
3. This award provides flexibility in how you use CARES funding to support the detection of coronavirus and/or the prevention, diagnosis, and treatment of COVID-19, including maintaining or increasing health center capacity and staffing levels during a coronavirus-related public health emergency. Funding may support a wide range of in-scope activities, including but not limited to:

- Ensuring patient and health center personnel safety and otherwise minimize COVID-19 exposure within the health center and in other locations where the health center personnel are delivering in-scope services on behalf of the health center;
- Addressing emergent COVID-19 issues to meet the health needs of the population served by the health center, including expanding the use of telehealth to support virtual assessment and monitoring of COVID-19 symptoms, and testing and laboratory services;
- Restoring, sustaining, and strengthening health center capacity and staffing levels, including hiring new, reemploying and/or contracting personnel, as well as supporting the reassignment of personnel resources;
- Patient and community education;
- Minor alteration and renovation (A/R);
- Equipment purchase, including health information technology and telehealth equipment, vehicles, and mobile medical units; and
- Purchase of supplies.

As provided for in OMB Memorandum M-20-11 - *Administrative Relief for Recipients and Applicants of Federal Financial Assistance Directly Impacted by the Novel Coronavirus (COVID-19)*, available at <https://www.whitehouse.gov/wp-content/uploads/2020/03/M-20-11.pdf>, HRSA may authorize the award recipient to waive the procurement requirements contained in 45 CFR § 75.328(b) regarding geographical preferences and 45 CFR § 75.330 regarding contracting small and minority businesses, women's business enterprises, and labor surplus area firms. This authority is currently valid for the 90-Day Public Health Emergency Declaration (Public Health Emergency Period).

4. You may rebudget CARES funding without prior approval except as noted below, and provided that the proposed use of funding aligns with the CARES funding intent (detection of coronavirus; prevention, diagnosis, and treatment of COVID-19; and/or maintaining or increasing health center capacity and staffing levels during a coronavirus-related public health emergency), avoids ineligible uses of funding as outlined in this notice of award, and complies with 45 CFR Part 75 Uniform Administrative Requirements, Cost Principles, and Audit Requirements for HHS Awards available at <http://www.ecfr.gov/cgi-bin/text-idx?node=pt45.1.75>. If the amount of the costs to be rebudgeted constitute a significant rebudgeting (exceeds 25% of the total Federal budget or \$250,000, whichever is less), you must submit a prior approval request for review and approval by HRSA.
5. New and/or improved space resulting from minor A/R activities may only be used for purposes consistent with Section 330 of the Public Health Service Act (42 U.S.C. § 254b).
6. With receipt of this notice of award, you acknowledge that federal interest exists in real property and equipment which will be maintained in accordance with 45 CFR Part 75 Uniform Administrative Requirements, Cost Principles, and Audit Requirements for HHS Awards available at <http://www.ecfr.gov/cgi-bin/text-idx?node=pt45.1.75>. You must maintain adequate documentation to track and protect the federal interest. For real property, adequate documentation includes communications between the lessor and the lessee related to protecting such interest, in accordance with the standard award terms and conditions. Such documentation should be available for subsequent review by HRSA.
7. You must update or request prior approval from HRSA as appropriate to ensure that your scope of project accurately reflects any changes needed to implement your CARES activities. This includes: (1) Form 5A: Services provided, (2) Form 5B: Service Sites, and (3) Form 5C: Other Activities/Locations. For additional information, see the scope of project resources available at <https://bphc.hrsa.gov/programrequirements/scope.html>, COVID scope of project-related FAQs at <https://bphc.hrsa.gov/emergency-response>, and consult your project officer as needed.
8. You must submit a quarterly progress report into the HRSA Electronic Handbooks (EHBs). Reports will describe the status of the activities and use of funds to detect coronavirus; prevent, diagnose, and treat COVID-19; and/or maintain or increase health center capacity and staffing levels during a coronavirus-related public health emergency. You must also report the number of jobs created or retained as a result of the CARES funding, and include submissions related to the use of CARE funding for minor A/R-related activities, if applicable.
9. You are expected to monitor and use available resources, such as those available from the Centers for Disease Control and Prevention (CDC): <https://www.cdc.gov/coronavirus/2019-ncov/index.html>. Health center-specific resources and more information are available at Emergency Preparedness and Recovery Resources for Health Centers at <https://bphc.hrsa.gov/emergency-response> and through Health Center Program Strategic Partners at <https://bphc.hrsa.gov/qualityimprovement/strategicpartnerships/index.html>.
10. Up to \$500,000 of the funding included in this notice of award may be utilized for minor alteration/renovation (A/R) activities. Minor A/R activities must occur at an in-scope service delivery site and cost less than \$500,000. You must submit the required minor A/R information to HRSA before drawing down funds for minor A/R activities. See the [CARES technical assistance webpage](#) for details regarding required minor A/R project information.
11. You may not use this funding for: purchasing or upgrading an electronic health record that is not certified by the Office of the National Coordinator for Health Information Technology; new construction activities, including additions or expansions; major alteration and renovation (A/R) projects valued at \$500,000 or greater in total federal and non-federal costs (excluding the cost of allowable moveable equipment); installation of a permanently affixed modular or prefabricated building; facility or land purchases; or significant exterior site work such as new parking lots or storm water structures. Additionally, these funds may not be used for costs already supported by Health

Center Program operational grant (H80) or COVID-19 (H8C) funding.

Standard Term(s)

1. Recipients must comply with all terms and conditions outlined in their grant award, including grant policy terms and conditions outlined in applicable Department of Health and Human Services (HHS) Grants Policy Statements, and requirements imposed by program statutes and regulations and HHS grant administration regulations, as applicable; as well as any requirements or limitations in any applicable appropriations acts.
2. All discretionary awards issued by HRSA on or after October 1, 2006, are subject to the HHS Grants Policy Statement (HHS GPS) unless otherwise noted in the Notice of Award (NoA). Parts I through III of the HHS GPS are currently available at <http://www.hrsa.gov/grants/hhsgrantspolicy.pdf>. Please note that the Terms and Conditions explicitly noted in the award and the HHS GPS are in effect.
3. "This [project/publication/program/website] [is/was] supported by the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services (HHS) as part of an award totaling \$XX with xx percentage financed with non-governmental sources. The contents are those of the author(s) and do not necessarily represent the official views of, nor an endorsement, by HRSA, HHS or the U.S. Government."
Recipients are required to use this language when issuing statements, press releases, requests for proposals, bid solicitations, and other HRSA-supported publications and forums describing projects or programs funded in whole or in part with HRSA funding. Examples of HRSA-supported publications include, but are not limited to, manuals, toolkits, resource guides, case studies and issues briefs.
4. Recipients and sub-recipients of Federal funds are subject to the strictures of the Medicare and Medicaid anti-kickback statute (42 U.S.C. 1320a - 7b(b) and should be cognizant of the risk of criminal and administrative liability under this statute, specifically under 42 U.S.C. 1320 7b(b) Illegal remunerations which states, in part, that whoever knowingly and willfully: (A) Solicits or receives (or offers or pays) any remuneration (including kickback, bribe, or rebate) directly or indirectly, overtly or covertly, in cash or in kind, in return for referring (or to induce such person to refer) an individual to a person for the furnishing or arranging for the furnishing of any item or service, OR (B) In return for purchasing, leasing, ordering, or recommending purchasing, leasing, or ordering, or to purchase, lease, or order, any goods, facility, services, or itemFor which payment may be made in whole or in part under subchapter XIII of this chapter or a State health care program, shall be guilty of a felony and upon conviction thereof, shall be fined not more than \$25,000 or imprisoned for not more than five years, or both.
5. Items that require prior approval from the awarding office as indicated in 45 CFR Part 75 [Note: 75 (d) HRSA has not waived cost-related or administrative prior approvals for recipients unless specifically stated on this Notice of Award] or 45 CFR Part 75 must be submitted as a Prior Approval action via Electronic Handbooks (EHBs). Only responses to prior approval requests signed by the GMO are considered valid. Grantees who take action on the basis of responses from other officials do so at their own risk. Such responses will not be considered binding by or upon the HRSA.
In addition to the prior approval requirements identified in Part 75, HRSA requires grantees to seek prior approval for significant rebudgeting of project costs. Significant rebudgeting occurs when, under a grant where the Federal share exceeds \$100,000, cumulative transfers among direct cost budget categories for the current budget period exceed 25 percent of the total approved budget (inclusive of direct and indirect costs and Federal funds and required matching or cost sharing) for that budget period or \$250,000, whichever is less. For example, under a grant in which the Federal share for a budget period is \$200,000, if the total approved budget is \$300,000, cumulative changes within that budget period exceeding \$75,000 would require prior approval). For recipients subject to 45 CFR Part 75, this requirement is in lieu of that in 45 CFR 75 which permits an agency to require prior approval for specified cumulative transfers within a grantee's approved budget. [Note, even if a grantee's proposed rebudgeting of costs falls below the significant rebudgeting threshold identified above, grantees are still required to request prior approval, if some or all of the rebudgeting reflects either a change in scope, a proposed purchase of a unit of equipment exceeding \$25,000 (if not included in the approved application) or other prior approval action identified in Part 75 unless HRSA has specifically exempted the grantee from the requirement(s).]
6. Payments under this award will be made available through the DHHS Payment Management System (PMS). PMS is administered by the Division of Payment Management, Financial Management Services, Program Support Center, which will forward instructions for obtaining payments. Inquiries regarding payments should be directed to: ONE-DHHS Help Desk for PMS Support at 1-877-614-5533 or PMSSupport@psc.hhs.gov. For additional information please visit the Division of Payment Management Website at <https://pms.psc.gov/>.
7. The DHHS Inspector General maintains a toll-free hotline for receiving information concerning fraud, waste, or abuse under grants and cooperative agreements. Such reports are kept confidential and callers may decline to give their names if they choose to remain anonymous. Contact: Office of Inspector General, Department of Health and Human Services, Attention: HOTLINE, 330 Independence Avenue Southwest, Cohen Building, Room 5140, Washington, D. C. 20201, Email: Htips@os.dhhs.gov or Telephone: 1-800-447-8477 (1-800-HHS-TIPS).
8. Submit audits, if required, in accordance with 45 CFR Part 75, to: Federal Audit Clearinghouse Bureau of the Census 1201 East 10th Street Jefferson, IN 47132 PHONE: (310) 457-1551, (800) 253-0696 toll free <https://harvester.census.gov/facweb/default.aspx/>.

9. EO 13166, August 11, 2000, requires recipients receiving Federal financial assistance to take steps to ensure that people with limited English proficiency can meaningfully access health and social services. A program of language assistance should provide for effective communication between the service provider and the person with limited English proficiency to facilitate participation in, and meaningful access to, services. The obligations of recipients are explained on the OCR website at [HHS Limited English Proficiency \(LEP\)](#).
10. This award is subject to the requirements of Section 106 (g) of the Trafficking Victims Protection Act of 2000, as amended (22 U.S.C. 7104). For the full text of the award term, go to: <https://www.hrsa.gov/sites/default/files/hrsa/grants/manage/trafficking-in-persons.pdf>. If you are unable to access this link, please contact the Grants Management Specialist identified in this Notice of Award to obtain a copy of the Term.
11. The Further Consolidated Appropriations Act, 2020, § 202, (P.L. 116-94), enacted December 20, 2019, restricts the amount of direct salary that may be paid to an individual under a HRSA grant or cooperative agreement to a rate no greater than Executive Level II of the Federal Executive Pay Scale. Effective January 2020, the Executive Level II salary level is \$197,300. This amount reflects an individual's base salary exclusive of fringe benefits. An individual's institutional base salary is the annual compensation that the recipient organization pays an individual and excludes any income an individual may be permitted to earn outside the applicant organization duties. HRSA funds may not be used to pay a salary in excess of this rate. This salary limitation also applies to sub-recipients under a HRSA grant or cooperative agreement. The salary limitation does not apply to payments made to consultants under this award although, as with all costs, those payments must meet the test of reasonableness and be consistent with recipient's institutional policy. None of the awarded funds may be used to pay an individual's salary at a rate in excess of the salary limitation. Note: an individual's base salary, per se, is NOT constrained by the legislative provision for a limitation of salary. The rate limitation simply limits the amount that may be awarded and charged to HRSA grants and cooperative agreements. For individuals whose salary rates are in excess of Executive Level II, the non-federal entity may pay the excess from non-federal funds.
12. To serve persons most in need and to comply with Federal law, services must be widely accessible. Services must not discriminate on the basis of age, disability, sex, race, color, national origin or religion. The HHS Office for Civil Rights provides guidance to grant and cooperative agreement recipients on complying with civil rights laws that prohibit discrimination on these bases. Please see <http://www.hhs.gov/civil-rights/for-individuals/index.html>. HHS also provides specific guidance for recipients on meeting their legal obligation under Title VI of the Civil Rights Act of 1964, which prohibits discrimination on the basis of race, color or national origin in programs and activities that receive Federal financial assistance (P. L. 88-352, as amended and 45 CFR Part 75). In some instances a recipient's failure to provide language assistance services may have the effect of discriminating against persons on the basis of their national origin. Please see <http://www.hhs.gov/civil-rights/for-individuals/special-topics/limited-english-proficiency/index.html> to learn more about the Title VI requirement for grant and cooperative agreement recipients to take reasonable steps to provide meaningful access to their programs and activities by persons with limited English proficiency.
13. Important Notice: The Central Contractor registry (CCR) has been replaced. The General Services Administration has moved the CCR to the System for Award Management (SAM) on July 30, 2012. To learn more about SAM please visit <https://www.sam.gov/SAM/>. It is incumbent that you, as the recipient, maintain the accuracy/currency of your information in the SAM at all times during which your entity has an active award or an application or plan under consideration by HRSA, unless your entity is exempt from this requirement under 2 CFR 25.110. Additionally, this term requires your entity to review and update the information at least annually after the initial registration, and more frequently if required by changes in your information. This requirement flows down to subrecipients. Note: SAM information must be updated at least every 12 months to remain active (for both grantees and sub-recipients). Grants.gov will reject submissions from applicants with expired registrations. It is advisable that you do not wait until the last minute to register in SAM or update your information. According to the SAM Quick Guide for Grantees (https://www.sam.gov/SAM/transcript/Quick_Guide_for_Grants_Registrations.pdf), an entity's registration will become active after 3-5 days. Therefore, check for active registration well before the application deadline.
14. In any grant-related activity in which family, marital, or household considerations are, by statute or regulation, relevant for purposes of determining beneficiary eligibility or participation, grantees must treat same-sex spouses, marriages, and households on the same terms as opposite-sex spouses, marriages, and households, respectively. By "same-sex spouses," HHS means individuals of the same sex who have entered into marriages that are valid in the jurisdiction where performed, including any of the 50 states, the District of Columbia, or a U.S. territory or in a foreign country, regardless of whether or not the couple resides in a jurisdiction that recognizes same-sex marriage. By "same-sex marriages," HHS means marriages between two individuals validly entered into in the jurisdiction where performed, including any of the 50 states, the District of Columbia, or a U.S. territory or in a foreign country, regardless of whether or not the couple resides in a jurisdiction that recognizes same-sex marriage. By "marriage," HHS does not mean registered domestic partnerships, civil unions or similar formal relationships recognized under the law of the jurisdiction of celebration as something other than a marriage. This term applies to all grant programs except block grants governed by 45 CFR part 96 or 45 CFR Part 98, or grant awards made under titles IV-A, XIX, and XXI of the Social Security Act; and grant programs with approved deviations.
15. **§75.113 Mandatory disclosures.**
Consistent with 45 CFR 75.113, applicants and non-federal entities must disclose, in a timely manner, in writing to the HHS awarding agency, with a copy to the HHS Office of Inspector General (OIG), all information related to violations of federal criminal law involving fraud,

bribery, or gratuity violations potentially affecting the federal award. Sub recipients must disclose, in a timely manner, in writing to the prime recipient (pass through entity) and the HHS OIG, all information related to violations of federal criminal law involving fraud, bribery, or gratuity violations potentially affecting the federal award. Disclosures must be sent in writing to the awarding agency and to the HHS OIG at the following address:

Department of Health and Human Services
Health Resources and Services Administration
Office of Federal Assistance Management
Division of Grants Management Operations
5600 Fishers Lane, Mailstop 10SWH-03
Rockville, MD 20879

AND

U.S. Department of Health and Human Services
Office of Inspector General
Attn: Mandatory Grant Disclosures, Intake Coordinator
330 Independence Avenue, SW, Cohen Building
Room 5527
Washington, DC 20201

Fax: (202)205-0604 (Include: "mandatory Grant Disclosures" in subject line) or Email: MandatoryGranteeDisclosures@oig.hhs.gov

Failure to make required disclosures can result in any of the remedies described in 45 CFR 75.371. Remedies for noncompliance, including suspension or debarment (See 2 CFR parts 180 & 376 and 31 U.S.C. 3321). The recipient must include this mandatory disclosure requirement in all sub-awards and contracts under this award.

Non-Federal entities that have received a Federal award including the term and condition outlined in Appendix XII are required to report certain civil, criminal, or administrative proceedings to www.sam.gov. Failure to make required disclosures can result in any of the remedies described in §75.371, including suspension or debarment. (See also 2 CFR parts 180 and 376, and 31 U.S.C. 3321).

Recipient integrity and performance matters. If the total Federal share of the Federal award is more than \$500,000 over the period of performance, [Appendix XII to CFR Part 200](#) is applicable to this award.

Reporting Requirement(s)

1. Due Date: Within 30 Days of Award Release Date

Within 30 days of award release date, you must submit the following: (1) SF-424A Budget Form, (2) Budget Narrative, (3) Narrative Overview, (4) Equipment List Form (if applicable), and (5) Minor A/R Project Information (if applicable). Instructions to support your submission, as well as details for technical assistance calls to address your submission questions, are available at the [CARES technical assistance webpage](#).

2. Due Date: Annually (Budget Period) Beginning: Budget Start Date Ending: Budget End Date, due 90 days after end of reporting period.

The grantee must submit an annual Federal Financial Report (FFR). The report should reflect cumulative reporting within the project period and must be submitted using the Electronic Handbooks (EHBs). The FFR due dates have been aligned with the Payment Management System quarterly report due dates, and will be due 90, 120, or 150 days after the budget period end date. Please refer to the chart below for the specific due date for your FFR:

- Budget Period ends August – October: FFR due January 30
- Budget Period ends November – January: FFR due April 30
- Budget Period ends February – April: FFR due July 30
- Budget Period ends May – July: FFR due October 30

3. Due Date: Within 90 Days of Project End Date

Within 90 days after the project end date, submit the SF-428 (Tangible Personal Property Report) with the SF-428B (Final Report Attachment) and, if applicable, the SF-428S (Supplemental Sheet). These documents must be completed using the HRSA Electronic Handbooks (EHBs). You must report federally-owned property, acquired equipment with an acquisition cost of \$5,000 or more for which HRSA has reserved the right to transfer title, and residual unused supplies with total aggregate fair market value exceeding \$5,000.

Records for equipment acquired with federal funds shall be retained for three years after final disposal.

Failure to comply with these reporting requirements will result in deferral or additional restrictions of future funding decisions.

Contacts

NoA Email Address(es):

Name	Role	Email
Doreen Rue	Program Director, Authorizing Official, Point of Contact	drue@healthntx.org

Note: NoA emailed to these address(es)

Program Contact:

For assistance on programmatic issues, please contact Carol Odum at:
5600 Fishers Ln
STE 17N58D
Rockville, MD, 20852-1750
Email: codum@hrsa.gov
Phone: (301) 443-7346
Fax: (301) 594-4983

Division of Grants Management Operations:

For assistance on grant administration issues, please contact Vera Windham at:
MailStop Code: MSC10SWH03
HRSA/DGMO/OFAM/HCB
5600 Fishers Ln
Rockville, MD, 20857-0001
Email: vwindham@hrsa.gov
Phone: (301) 443-6859

April 1, 2020

Doreen Rue
Health Services of North Texas
4401 N I-35, Suite 312
Denton, TX 76207

Dear Ms. Rue,

The United Way of Denton County (UWDC) Board of Directors would like to thank **Health Services of North Texas** for another year of partnership and collaboration in serving those in most need in Denton County. These are challenging times for all Denton County non-profits, made even tougher by the current COVID-19 pandemic.

Before we realized the impact COVID-19 would have on our economy, our 2019 campaign was adversely impacted as donations from donors living in Denton County (but working outside the County) were significantly lower in 2019 than the previous year. Our board of directors places our grants to you, our partner agencies, at the top of our budget priorities. To minimize the financial impact to our partner agency grants, in February (ahead of our April 1st fiscal year start) our organization proactively implemented administrative and fundraising expense reductions that resulted in our overhead being cut from 17.1% to 10.6%. This included the elimination of four United Way of Denton County staff positions.

In March the COVID-19 pandemic hit, resulting in the most dramatic economic fallout in modern history. Our board quickly recognized the impact this will have on many donors who pledged support during their 2019 United Way workplace campaign and we anticipate will result in dramatically reduced levels of collected pledges through 2020 payroll deductions from a compromised workforce, some who have lost their jobs, others whose income has been temporarily disrupted. Already this month our largest donor, Peterbilt Motors, has closed their plant operations temporarily due to COVID-19, a profound philanthropic example of the economic impact of COVID-19 on our Denton County non-profit sector. Our post COVID-19 economic reality leads us to believe there is a very high probability that as much as 25% of our 2019 campaign pledges will not be available to grant to our partner agencies in 2020 (a decision that was painfully difficult for our board of directors).

Please know that UWDC continues to work tirelessly to advocate for federal and state dollars to support our local nonprofits during this crisis and recovery and should donor pledge fulfillment exceed our expectations, our board of directors are committed to revisiting 2020 partner agency

grant award levels. We expect that your board of directors are having similar conversations related to COVID-19 and its impact on your organization, your donors and their capacity to give in 2020.

For the 2020-2021 funding year, the UWDC Board of Directors has approved grant funding to your organization in the amount of **\$35,000**. Due to the current uncertainty on pledge fulfillment, we will not be announcing second year funding amounts at this time. Unless you have received written authorization from UWDC stating otherwise, grant funding must be spent in one of the ways specified on the Funding Request Detail tab of your grant application. The amount will be distributed to your agency bi-weekly in equal parts beginning April 15, 2020. Additionally, UWDC would like to see you explore collaboration opportunities with Peditplace.

You will be required to submit a 9-month progress report (due December 31, 2020) to be reviewed by the grant review committee before the funding for Year 2 is announced. You will be contacted in January 2021 if the committee determines a site visit is needed.

Thank you for continuing to submit required board minutes and financial reports to UWDC throughout the year in a timely manner. Please note that submissions must be kept current and on a monthly basis, or your agency may not be given the opportunity to apply for funding next year.

Please review, sign, and return the Memorandum of Agreement (MOA) to UWDC by April 30th, 2020 to assure that there is no interruption in funding. If you have any questions on the MOA, or regarding information provided in this letter, please contact Leah Jordan at leah@unitedwaydenton.org.

Sincerely,



Micah Tannery-Pazourek
2020-2021 Board Chair
UWDC Board of Directors



Sharon Garrett
2020-2021 Community Investment Chair
UWDC Board of Directors

Cc: David Garcia

Enclosure: Memorandum of Agreement attached to email



Paid Sick Leave Due to COVID-19 Policy

Summary:

- HSNT is a health care organization and is exempt from the extended sick leave and EFML provisions included in the Families First Coronavirus Response Act.
- In consideration of HSNT’s ability to maintain service for our patients HSNT will claim the exemption on EFML. HSNT will provide sick leave as described in the policy.
- The Executive Committee reviewed and approved the Paid Sick Leave Due to COVID-19 Policy on April 1st and will be ratified by the full Governing Board.

ACTION:

Reviewed and Approved by:

• Brandi Ruiz, Director of Human Resources _____ Date: _____

• Doreen Rue, CEO _____ Date: _____

Governing Board Executive Committee Approval:

_____ Date: _____

Governing Board Approval:

_____ Date: _____

(President)



Paid Sick Leave Due to COVID-19

HR011

POLICY:

The Paid Sick Leave Due to COVID-19 policy is provided as a means for HSNT staff to take leave for COVID-19 related sickness and to care for sick family members. Employees that are ill with suspected COVID-19 symptoms, and are unable to telecommute, may qualify for paid sick leave if the employee is examined as a patient by a medical provider, is considered presumptive positive, and is pending COVID-19 testing.

Upon receipt of the physician note with specific information (see procedures), employees may be eligible for a one-time, continuous block of up to 80-hours of time off to recover from the COVID-19 virus. Part-time employees will receive the paid sick leave equivalent to the hours they are normally scheduled to work. Paid sick leave will not exceed \$200 per day and \$2000 in total leave. The paid sick leave will run concurrently with existing FMLA policies. Employees that cannot present a complete physician's note (per procedure) will not be eligible for paid sick leave but may be eligible for standard FMLA and/or time off under the established HSNT policies. If an employee is determined to be presumptive positive and receives a negative result, the employee must return to work immediately or use time off under HSNT's standard time off policies.

HSNT may observe paid sick leave for those employees that act as a caregiver to a spouse, child or parent that is presumptive positive and is awaiting results.

While an employee is on paid sick leave, HSNT will continue the employee's health benefits during the leave period at the same level and under the same conditions as if the employee had continued to work. While on paid leave, HSNT will continue to make payroll deductions to collect the employee's share of the premium.

Paid sick leave will be judiciously administered on a case by case basis from April 1, 2020 until CDC guidelines indicate that the COVID-19 virus is no longer a threat or pandemic, or December 31, 2020, whichever is sooner.

Chief Executive Officer

Date

Board of Directors Representative

Date

Revision to Policy:

Board approved revision:

PROCEDURE:

1. Employees must notify their manager and the HR Director of the need and specific reason for leave under this policy. In order to qualify for paid sick leave an employee must provide a note from a physician that indicates:
 - Employee's name
 - Qualifying reason for requesting leave
 - Statement that employee is unable to work, including telework, due to suspected COVID-19
 - Date(s) for which leave is requested
2. Once paid sick leave has begun, the employee and his or her manager must determine reasonable procedures for the employee to report periodically on the employee's status and intent to continue to receive paid sick time.
3. Manager will track all paid sick leave taken in Paylocity to insure that time taken off is tracked appropriately and that the salary caps are applied.
4. Upon return from paid sick leave, the employee will need to submit a release from his or her physician.



Telehealth During COVID-19 Emergency Policy

Summary:

Due to the emergence of the SARS-CoV-2 virus causing the disease COVID-19, there is an urgency to expand the use of technology to help people who need routine care, and keep vulnerable patients and patients with mild symptoms in their homes while maintaining access to the care they need. Limiting community spread of the virus, as well as limiting the exposure to other patients and staff members will slow viral spread.

Roles include the following:

- Physicians and Mid-Level Providers (MD, DO, APRNS, PAs) may use telemedicine to see their usual patients for preventive care, counseling, and medication adjustment for chronic diseases
- Screening for patients suspected of COVID-19
- Telepsychiatry and behavioral health counseling

ACTION:

Reviewed and Approved by:

• Debra Layman, COO _____ Date: _____

• Doreen Rue, CEO _____ Date: _____

Governing Board Quality Committee Approval:

_____ Date: _____

Governing Board Approval:

_____ Date: _____

(President)



TELEHEALTH DURING COVID-19 EMERGENCY

CLIN021

POLICY:

I. Background

Due to the emergence of the SARS-CoV-2 virus causing the disease COVID-19, there is an urgency to expand the use of technology to help people who need routine care, and keep vulnerable patients and patients with mild symptoms in their homes while maintaining access to the care they need. Limiting community spread of the virus, as well as limiting the exposure to other patients and staff members will slow viral spread.

Roles include the following:

1. Physicians and Mid-Level Providers (MD, DO, APRNS, PAs) may use telemedicine to see their usual patients for preventive care, counseling, and medication adjustment for chronic diseases
2. Screening for patients suspected of COVID-19
3. Telepsychiatry and behavioral health counseling

II. Policy

It is the policy of HSNT to appropriately use technology to both help address COVID-19 and help health center patients needing care unrelated to COVID-19 to continue to have access to needed primary medical, and behavioral health care. Additionally, patients will continue to have access to our Prescription Assistance Program. Care will be coordinated with support from Medical Records/Referral Coordinators, Medical Assistants, LVNS, Patient Service Coordinators, Case Managers, and other support staff functions.

Chief Executive Officer

Date

Board of Directors Representative

Date

Revision to Policy:

Board approved revision:

PROCEDURE:

HSNT will utilize current Electronic Medical Record (EMR) EClinical Works (ECW) as the platform for implementing and documentation of all care delivered by televisits and telephone encounters. All staff and Providers will be trained according to current methods of documentation, including ordering of all necessary tests and interventions prescribed, the documentation of the interaction by telephone or virtual are on the ECW medical record. The documentation of this training by the HSNT Clinical Informatics Professional will be maintained in the HR permanent personnel folder. All support staff, including Call Center scheduling staff, that assist with implementation of our televisit/telephone encounters will similarly be trained in the components of the ECW platform to support patient care, schedule the appropriate visit types, conduct needed interventions just as in face to face patient care.

Attachments:

A: Visits Suitable for Telemedicine

B: Workflow

C: Telehealth Training Power Point

ATTACHMENT A: Visits Suitable for Telemedicine

Provider Type	Conditions	Consideration
Medical – Physicians, PAs, APRNs	Acute Conditions	Allergies, asthma, chronic bronchitis, conjunctivitis, low back pain, rashes, upper respiratory infections including COVID-19.
	Chronic Conditions	Accidents/generic injury, advance care, anxiety, arthritis, asthma, COPD, depression, emphysema, eye infections, low back pain, medication management and adjustment, obesity, preventative counseling, rashes, sprains/strains, thyroid disease, TOC/stable ER follow ups, URI/COVID screenings, UTI
MDs, PAs, APRNs	Pediatrics	ADHD/Behavioral Health visits, ADHD/Behavioral Health (Depression) follow ups, chronic disease management, developmental follow ups for speech/motor/delayed social skills, developmental follow ups of stable, older, medical complex children, share testing results, ER/diagnosis follow up where symptoms have completely resolved, acne concerns, warts, diagnosed fracture needing referral to specialist
MDs, PAs, APRNs,	Preventive Counseling	Advance care planning, alcohol misuse screening and counseling, cancer screening and preventive care counseling with referral (i.e., lung cancer screening), high intensity counseling to prevent STI/STD with risk assessment and behavior modification counseling, smoking cessation, medical nutrition counseling, transitional care management, comprehensive care planning
Behavioral Health Psychiatrists, Psychologists, LBSWs, LMSWs, LCSWs, LPCs, LFMTs, PAs	Counseling & Management	Anxiety, Depressions screening, individual psychotherapy (using a variety of interventions), neurobehavioral status examination, psychiatric medication management (ADD/ADHD, SSRI/SNRIs, etc.), stress management, substance misuse screening and counseling, risk assessment, behavioral modification counseling

Prescribers	*Prescribing Controlled Substances	https://www.deadiversion.usdoj.gov/coronavirus.html
-------------	------------------------------------------	-----------------------------------------------------------------------------------------------------------------------

*The DEA has issued new guidance to allow DEA-registered telehealth practitioners to issue prescriptions for controlled substances to patients for whom they have not conducted an in-person medical evaluation, for the duration of the public health emergency. All of the following conditions must be met: (1) The prescription is issued for a legitimate medical purpose by a practitioner acting in the usual course of his/her professional practice (2) The telemedicine communication is conducted using an audio-visual, real-time, two-way interactive communication system and (3) The practitioner is acting in accordance with applicable Federal and State law

ATTACHMENT B: Workflow

Workflow

Procedures for Established patient visits:

1. At initial patient contact, schedule appointment on provider's schedule
2. Verify insurance
 - a. If sliding fee scale has expired, implement extension of sliding fee scale
3. Provide and received back signed consent to treat (updated with telemedicine letter and acknowledgement if you have not provided that before)
 - a. Via portal
 - b. Via email
 - c. Via text
 - d. Via fax
 - e. If no electronic means available, review whether telehealth will work for that patient since they do not have access to technology; if it will, and only consents need to be handled on paper, consider asking patients to stop by and have them sign paperwork.
4. Inform patient that all relevant patient responsibility will be billed at completion of visit.
 - a. If patient expresses unable to pay:
 - i. Implement payment plan or
 - ii. Apply waiver policy
 - b. Document in chart.
5. At time of appointment:
 - a. Verify patient identity by asking them to take a picture of their photo identification.
 - i. Copy by email or text.
 - b. Verbally confirm no change in insurance/status, or else get another picture of the updated insurance.
 - c. Provide care according to health center telehealth location requirements, technology requirements and clinical protocols.
6. After visit:

- a. Ensure patient chart is complete and closed.
- b. Bill insurances and patient responsibility.

Procedures for New patient visits:

1. At initial contact:
 - a. Collect patient demographics:
 - i. Name
 - ii. Address
 - iii. Phone Number
 - iv. Email address
 - v. Gender
 - vi. Insurance information
 - b. Verify insurance
 - i. If uninsured: complete presumptive eligibility form with self-declaration
 - ii. If insured: request copy of insurance card (front and back) either via text or email.
7. Schedule appointment on provider's schedule.
8. Provide Patients' Rights and Responsibilities, telehealth letter and acknowledgment and other new patient paperwork via email. If email unavailable, mail the paperwork that does not require signature.
 - a. Via portal
 - b. Via email
 - c. Via text
 - d. Via fax
 - e. If no electronic means available, review whether telehealth will work for that patient since they do not have access to technology; if it will, and only consents need to be handled on paper, consider asking patients to stop by and have them sign paperwork with gloves on or else using the mail.
9. Inform patient that all relevant patient responsibility will be billed at completion of visit.
 - a. If patient expresses unable to pay:

- i. Implement payment plan or
 - ii. Apply waiver policy.
- b. Document in chart.

10. At time of appointment:

- a. Verify patient identity by asking them to take a picture of their photo identification.
 - i. Copy by email or text.
- b. Verbally confirm no change in insurance/status.
- c. Provide care according to health center telehealth location requirements, technology requirements and clinical protocols.

11. After visit:

- a. Ensure patient chart is complete and closed.
- b. Bill insurances and patient responsibility.



Telecommuting Policy

Summary:

Due to the emergence of the SARS-CoV-2 virus causing the disease COVID-19, there is an urgency to expand the use of technology to staff to protect employees, minimize exposure, and still serve patients. Limiting community spread of the virus, as well as limiting the exposure to other patients and staff members will slow viral spread. In response to the COVID-19, pandemic, HSNT has implemented the below policy regarding telecommuting.

ACTION:

Reviewed and Approved by:

• Brandi Ruiz, Director of Human Resources _____ Date: _____

• Doreen Rue, CEO _____ Date: _____

Governing Board Personnel Committee Approval:

_____ Date: _____

Governing Board Approval:

_____ Date: _____

(President)



Telecommuting Policy

HR012

POLICY:

Due to the emergence of the SARS-CoV-2 virus causing the disease COVID-19, there is an urgency to expand the use of technology to staff to protect employees, minimize exposure, and still serve patients. Limiting community spread of the virus, as well as limiting the exposure to other patients and staff members will slow viral spread. In response to the COVID-19, pandemic, HSNT has implemented the below policy regarding telecommuting.

Before entering into any telecommuting agreement, the employee and manager, with the assistance of the human resource department, will evaluate the suitability of such an arrangement, reviewing the following areas:

1. Employee suitability. The employee and manager will assess the needs and work habits of the employee, compared to traits customarily recognized as appropriate for successful telecommuters.
2. Job responsibilities. The employee and manager will discuss the job responsibilities and determine if the job is appropriate for a telecommuting arrangement.
3. Equipment needs, workspace design considerations and scheduling issues. The employee and manager will review the physical workspace needs and the appropriate location for the telework. The employee will be responsible for maintaining their own equipment and utilities, such as Internet or Wi-Fi, electricity and other Internet services necessary to work/communicate from home.
4. Tax and other legal implications. The employee must determine any tax or legal implications under IRS, state and local government laws, and/or restrictions of working out of a home-based office. Responsibility for fulfilling all obligations in this area rests solely with the employee.
5. If the employee and manager agree, and the human resource department concurs a telecommuting agreement will be prepared and signed by all parties.

Evaluation of telecommuter performance will include regular interaction by phone and e-mail between the employee and the manager to discuss work progress and issues. The manager and telecommuter will communicate at a level consistent with employees working at the office or in a manner and frequency that is appropriate for the job and the individuals involved.



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Equipment

On a case-by-case basis, HSNT will determine, with information supplied by the employee and the supervisor, the appropriate equipment needs (including hardware, software, modems, phone and data lines and other office equipment) for each telecommuting arrangement. The human resource and information system departments will serve as resources in this matter. Equipment supplied by the organization will be maintained by the organization. Equipment supplied by the employee, if deemed appropriate by the organization, will be maintained by the employee. HSNT accepts no responsibility for damage or repairs to employee-owned equipment. HSNT reserves the right to make determinations as to appropriate equipment, subject to change at any time. Equipment supplied by the organization is to be used for business purposes only. The telecommuter must sign an inventory of all HSNT property received and agree to take appropriate action to protect the items from damage or theft. Upon termination of employment, all company property will be returned to the company, unless other arrangements have been made.

HSNT will supply the employee with appropriate office supplies (pens, paper, etc.) as deemed necessary. HSNT will also reimburse the employee for increased business-related expenses, such as phone calls and shipping costs, that are specifically related to working from home, and reasonably incurred in carrying out the employee's job.

The employee will establish an appropriate work environment within his or her home for work purposes. HSNT will not be responsible for costs associated with the setup of the employee's home office, such as remodeling, furniture or lighting, nor for repairs or modifications to the home office space.

Security

Consistent with the organization's expectations of information security for employees working at the office, telecommuting employees will be expected to ensure the protection of proprietary company and customer information accessible from their home office. Steps include the use of locked file cabinets and desks, regular password maintenance, and any other measures appropriate for the job and the environment.

Safety

Employees are expected to maintain their home workspace in a safe manner, free from safety hazards. Injuries sustained by the employee in a home office location and in conjunction with his or her regular work duties are normally covered by the company's workers' compensation policy. Telecommuting employees are responsible for notifying the employer of such injuries as soon as practicable. The employee is liable for any injuries sustained by visitors to his or her home worksite.

Telecommuting is not designed to be a replacement for appropriate childcare. Although an individual employee's schedule may be modified to accommodate childcare needs, the focus of the arrangement must remain on job performance and meeting business demands.

Time Worked

Telecommuting employees who are not exempt from the overtime requirements of the Fair Labor Standards Act will be required to accurately record all hours worked using Paylocity. Hours worked in excess of those scheduled per day and per workweek require the advance approval of the telecommuter's supervisor. Failure to comply with this requirement may result in the immediate termination of the telecommuting agreement.

Ad Hoc Arrangements

Temporary telecommuting arrangements may be approved for circumstances such as inclement weather, special projects or business travel. These arrangements are approved on an as-needed basis only, with no expectation of ongoing continuance.

Other informal, short-term arrangements may be made for employees on family or medical leave to the extent practical for the employee and the organization and with the consent of the employee's health care provider, if appropriate.

All informal telecommuting arrangements are made on a case-by-case basis, focusing first on the business needs of the organization.

Reminders

A key factor in the Telecommuting process is to ensure HSNT is not sacrificing cybersecurity while implementing Telecommuting workflows and configurations. It will always be the responsibility of the employee to be mindful of patient privacy and security. HSNT will provide the employee with guidance and process to keep all regulatory guidelines and processes within compliance.

Employees should keep the following in mind:

6. For employees who do not have laptops/tablets they can take home, HSNT may be able to provide remote options that will enable those users to securely access their work desktops at the office from their personal machines at home.
7. Users may access all Office 365 resources (email, Microsoft Teams, etc.) via portal.office.com.
8. Employees must avoid transferring files between work and personal devices.
9. Employees may not join personal devices to the corporate VPN.
10. Employees must minimize all interaction between corporate (secure) and personal (not secure) devices.
11. Employees should consider Microsoft Teams for internal communication (including audio calls and video chat).
12. While portions of HIPAA have temporarily been waived, the bulk of HIPAA is still being enforced. HIPAA Privacy and Security procedures still apply, and it is recommended that employees take advantage of the temporary HIPAA exemptions only when it is absolutely necessary and after all other avenues have been completely explored/implemented.
13. Employees cannot print to a home printer due to HIPAA but can print to their usual printer at HSNT.

The following scenarios determine the ability to set up a telecommuting arrangement based on the equipment and devices that the employee currently utilizes and has available at home:

- 1) (BEST) Employee has a HSNT mobile device to take home.
 - a. Do you have WIFI at home?
 - b. Do you require a second monitor? (either yes or no are okay)
 - c. Do you need to make patient facing phone calls?

- 2) (OKAY) Employee has a HSNT desktop but has a computer at home to use.
 - a. Can you check to make sure your home computer is update with Antivirus and Microsoft or Macintosh updates and patches?
 - b. Do you have stable Internet at home?
 - c. Do you require an additional monitor to perform your job? (either yes or no are okay)
 - i. If YES: Does, your computer support an additional monitor?
 - d. Do you need to make patient facing phone calls?
 - i. If YES: Would you allow EON to install some TELEPHONE software on your home computer?
 - e. Would you allow EON to install some REMOTE ACCESS software on your home computer?

- 3) (LAST RESORT) Employee has an HSNT Desktop but has no computer at home.
 - a. Do you have an Internet Modem at home?
 - b. Do you have stable Internet at home?
 - c. Do you require Two monitors to perform your job? (either yes or no are okay)
 - d. Do you need to make patient facing phone calls?
 - e. Do you have a clean, dry, safe space that you can setup at home for your work computer to be installed?

Conclusion

Telecommuting allows employees to work at home, on the road or in a satellite location for all or part of their workweek. HSNT considers telecommuting to be a viable, flexible work option when both the employee and the job are suited to such an arrangement. Telecommuting may be appropriate for some employees and jobs but not for others. Telecommuting is not an entitlement, it is not a companywide benefit, and it in no way changes the terms and conditions of employment with HSNT. As a reminder, this policy was designed to meet the challenges of the COVID-19 challenges with the intent of keeping employees and patients safe and minimize exposure. HSNT reserves the right to ask employees to return to work at any time, within observance of CDC guidelines, existing HSNT policies, and/or reasonable and customary requests.

Chief Executive Officer

Date

Board of Directors Representative

Date

Revision to Policy:

Board approved revision:



HSNT Telecommuting Agreement

Telecommuting is a voluntary agreement between the manager/supervisor and the HSNT employee, also referred to as telecommuter. This agreement is between _____, an HSNT employee, and begins on _____ and continues until _____. This agreement can be discontinued at any time by HSNT. Please note that the HSNT Telecommuting Agreement was created and implemented in response to the COVID-19 pandemic and is designed to be a temporary arrangement.

1. The telecommuter will telecommute to the following alternative worksite (i.e., home address) _____, and agrees to establish a dedicated, private workspace free from distractions or interruptions and maintain privacy and protection of PHI and abide by established HIPAA policies and procedures.
2. Days on which to Telecommute are: __M __Tu __W __Th __F __Sa __Su.
Days on which to work at an HSNT Site are: __M __Tu __W __Th __F __Sa __Su.
3. The telecommuter agrees to be available and productive during the assigned business hours of ___ AM / PM to ___ AM / PM for communication through such methods as dedicated phone line, voice mail, modem, fax, email, etc., and agrees to respond as soon as possible but no later than 24 hours to any work requests, barring extenuating circumstances. Hourly employees must have advance approval by the manager for any schedule changes. Exempt employees are expected to be available during business hours and adjust working hours based on business need.
4. The duties, obligations, responsibilities and conditions of the telecommuter's employment with the HSNT remain unchanged and employee will comply with all HSNT rules, policies, practices, and instructions that would apply if the employee was working at a work location. The employee's salary, retirement, PTO and personal leave benefits, and insurance coverage shall remain the same.
5. Work hours, overtime compensation, use and approval of time off will conform to HSNT policies and procedures, departmental guidelines, and to the terms otherwise agreed upon by the employee and the supervisor. Nonexempt employees will record all hours worked and meal periods taken in accordance with regular timekeeping practices. The telecommuter agrees to seek advance approval by the supervisor to use PTO or other time off. Any overtime must be approved in advance by the supervisor for hourly staff.
6. The telecommuter agrees to maintain a safe and ergonomically sound work environment, to report work-related injuries to the supervisor at the earliest opportunity, and to hold HSNT harmless for injury to others at the telecommuting location.
7. The telecommuter agrees to provide a secure location for HSNT-owned equipment and materials, and will not use, or allow others to use, such equipment for purposes other than HSNT business. All equipment, records, and materials provided by the HSNT shall remain HSNT property. The telecommuter agrees to allow HSNT reasonable access to its equipment and materials.



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8. The telecommuter agrees not to use his/her personal vehicle for HSNT business unless specifically authorized by the supervisor. Commuting to and from the telecommuter's primary office back and forth to home is considered commute time and not considered worked time. Commute time is non-compensable.
9. The telecommuter agrees to return HSNT equipment, records, and materials within 5-days of termination of this agreement and/or separation of employment.
10. Upon request by the IT department, all HSNT equipment will be returned by the employee for purposes of inspection, repair, replacement, or repossession within 3-days of a written request.
11. The employee and manager will review the physical workspace needs. The employee will be responsible for maintaining their own equipment and utilities, such as Internet or Wi-Fi, electricity and other Internet services necessary to work/communicate from home. HSNT will not be responsible for maintenance or repairs of privately-owned equipment or utility costs associated with the use of the computer or occupation of the home.
12. The telecommuter agrees to make regular dependent care arrangements during telecommuting periods. In pandemic circumstances, exceptions may be made for employees with caregiving responsibilities.
13. The telecommuter will implement the steps for good information security in the home-office setting and will check with his/her supervisor when security matters are an issue. The telecommuter has a copy of the HSNT's telecommuting and security requirements and procedures and agrees to abide by all HSNT policies.
14. Management retains the right to modify the agreement as a result of business necessity (for example, the employee may be required to come to the office on a particular day), or as a result of an employee request supported by the supervisor.
15. The telecommuter understands that he or she is responsible for tax and insurance consequences, if any, of this arrangement, and for conforming to any local zoning regulations.

Telecommuting allows employees to work at home, on the road or in a satellite location for all or part of their workweek. HSNT considers telecommuting to be a viable, flexible work option when both the employee and the job are suited to such an arrangement during the COVID-19 pandemic. Telecommuting may be appropriate for some employees and jobs but not for others. Telecommuting is not an entitlement, it is not a companywide benefit, and it in no way changes the terms and conditions of employment with HSNT.

I have read this Telecommuting Agreement and agree to its terms.

Telecommuter Signature & Date _____

Supervisor Signature & Date _____

Human Resources Signature & Date _____



Summary of Board Composition and Authority

Board Composition:

- **HSNT Bylaws** – Article II, Section 2.2
- **Board Roster**
- **Board Member Conflict of Interest Disclosures**
- **HRSA Compliance Manual Chapter 20**

Continuity of Care and Hospital Admitting:

- **HSNT Bylaws** – Article II, Section 2.1
- **HSNT Workplan**
- **HSNT Org Chart**
- **HRSA Compliance Manual Chapter 19**



Updates to HSNT Organizational Chart

Summary of Changes:

- Overall streamlined to a higher-level view.
- Addition of Dr. Jason Siegel as Medical Director.
- Creation of Marketing and Communication Department with Teri Johnson as Director of Marketing and Communications.

ACTION:

Reviewed and Approved by:

- Doreen Rue, CEO _____ Date: _____

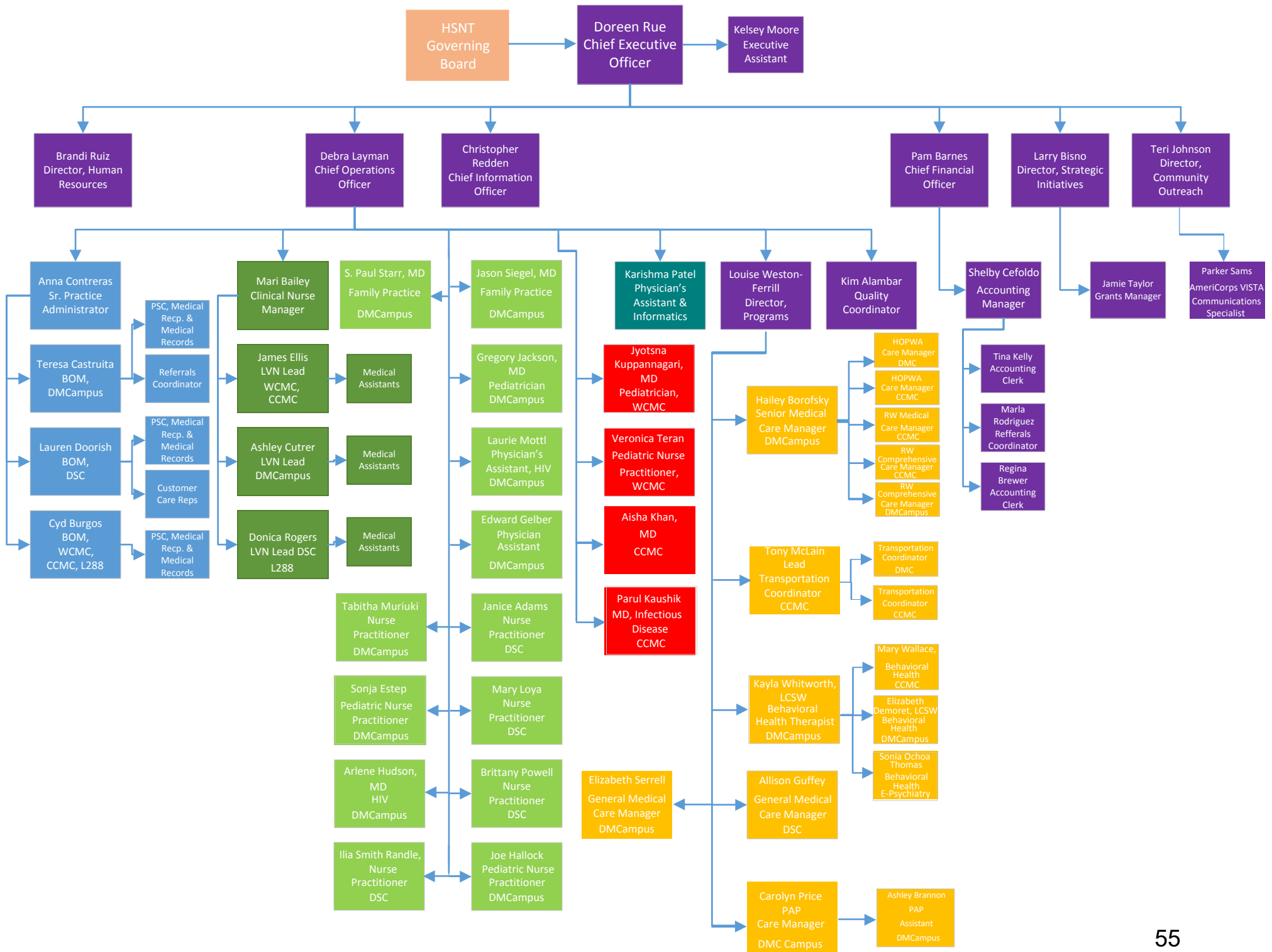
Governing Board Personnel Committee Approval:

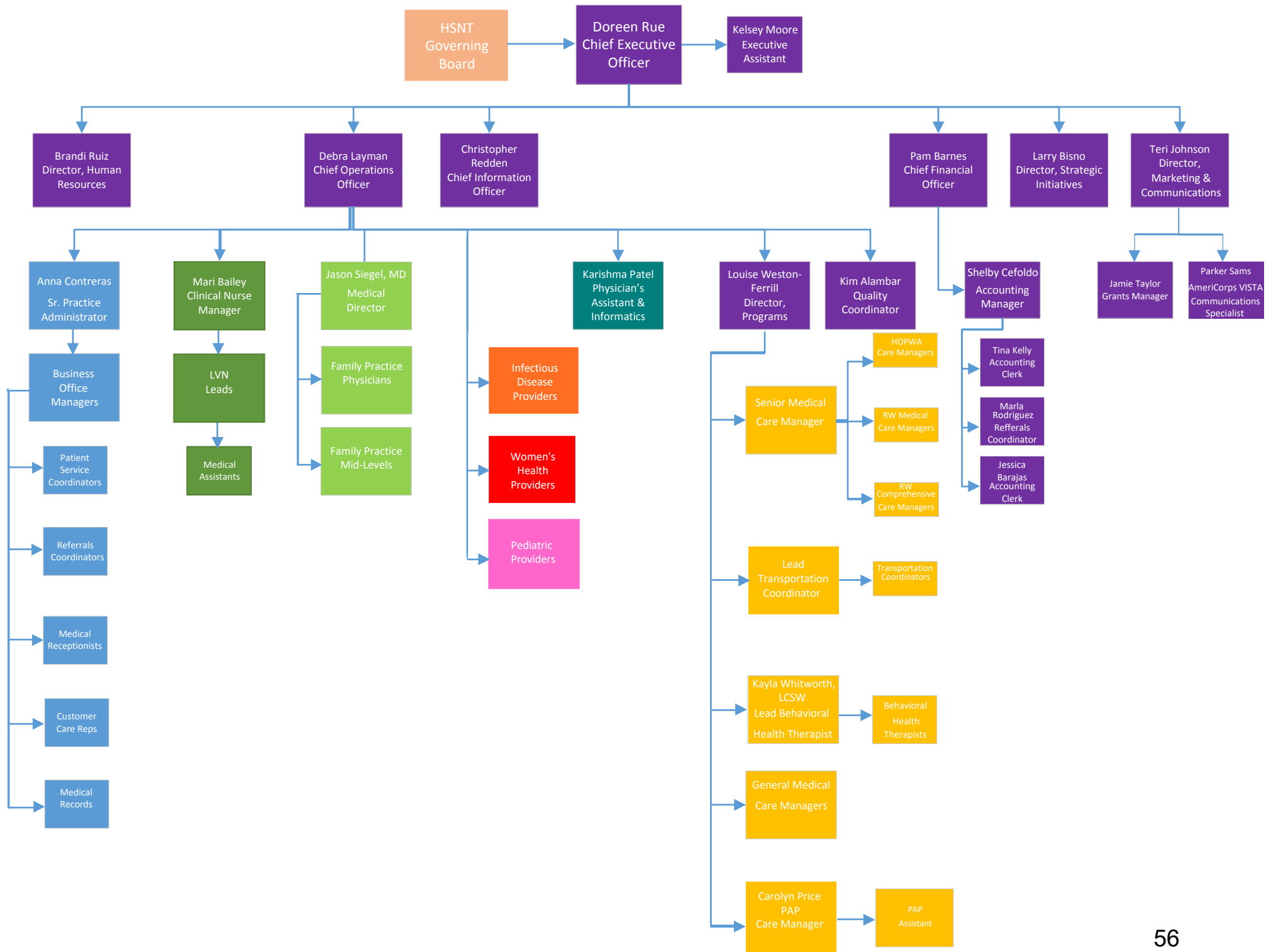
_____ Date: _____

Governing Board Approval:

_____ Date: _____

(President)





HSNT Annual Board Work Plan

January	Last Reviewed/Approved	Action Taken January 2020	February	Last Reviewed/Approved	Action Taken February 2020	March	Last Reviewed/Approved	Action Taken March 2020
Monthly Reports:			Monthly Reports:			Monthly Reports:		
Patient Satisfaction and Quality Summary	ongoing	Reviewed	Patient Satisfaction and Quality Summary	ongoing	Reviewed	Patient Satisfaction and Quality Summary	ongoing	Reviewed
Monthly Financials and Summary	ongoing	Reviewed	Monthly Financials and Summary	ongoing	Reviewed	Monthly Financials and Summary	ongoing	Reviewed
HRSA Compliance/ Board Training:			HRSA Compliance/ Board Training:			HRSA Compliance/ Board Training:		
2020 Workplan		Reviewed	Sliding Fee Discount Program	2019 October	Approved	Accesible Locations and Hours of Operations	2019 March	Reviewed
Risk Management Review	2018 December	Reviewed	Financial Management and Accounting Systems	2019 July	Reviewed	Coverage for Medical Emergencies During and After Hours		Reviewed
Quality Improvement / Assurance	2019 May	Deferred - May 2020	Billing and Collections	2019 January	Reviewed	Continuity of Care and Hospital Admiting	2019 June	Reviewed
Assigned Functions:			Assigned Functions:			Assigned Functions:		
Annual Board Assesment	2019 January	Reviewed	Quality Incentive Goal	2018 December	Approved	Quarterly Policy Packet	Ongoing	Approved - 1 policy deffered
Incentive Payout	2018 December	Approved				Change in Scope		Approved
Annual CEO Performance Review	2018 December	Approved						
Employee Handbook	2018 November	Approved						
Quality Incentive Goal	2018 December	Deferred - Feb 2020						
Release of 403b Retirement Plan Matching Funds	2019 March	Approved						
April	Last Reviewed/Approved	Action Taken April 2020	May	Last Reviewed/Approved	Action Taken May 2020	June	Last Reviewed/Approved	Action Taken June 2020
Monthly Reports:			Monthly Reports:			Monthly Reports:		
Patient Satisfaction and Quality Summary	ongoing		Patient Satisfaction and Quality Summary	ongoing		Patient Satisfaction and Quality Summary	ongoing	
Monthly Financials and Summary	ongoing		Monthly Financials and Summary	ongoing		Monthly Financials and Summary	ongoing	
HRSA Compliance/ Board Training:			HRSA Compliance/ Board Training:			HRSA Compliance/ Board Training:		
Board Authority	2019 April		Health Center Program Oversight	2019 May		Clinical Staffing (Credentialing)	2019 June	
Board Composition	2019 April		Required and Additional Health Services	2019 May		Key Management Staff	2019 June	
Conflict of Interest	2019 April		Quality Improvement / Assurance	2019 May		FTCA Deeming Requirements	2019 May	
Assigned Functions:			Assigned Functions:			Assigned Functions:		
Slate of Officer and Members	2019 April					Quarterly Policy Packet	Ongoing	
Bylaws	2019 August							
Compliance Report								
RW Policy Packet								
July	Last Reviewed/Approved	Action Taken July 2020	August	Last Reviewed/Approved	Action Taken August 2020	September	Last Reviewed/Approved	Action Taken Spetmeber 2020
Monthly Reports:			Monthly Reports:			Monthly Reports:		
Patient Satisfaction and Quality Summary	ongoing		Patient Satisfaction and Quality Summary	ongoing		Patient Satisfaction and Quality Summary	ongoing	
Monthly Financials and Summary	ongoing		Monthly Financials and Summary	ongoing		Monthly Financials and Summary	ongoing	
HRSA Compliance/ Board Training:			HRSA Compliance/ Board Training:			HRSA Compliance/ Board Training:		
Health Center Program Eligibility	2019 July		Program Monitoring and Data Systems	2019 May		Contracts and Subawards	2019 June	
						Collaborative Relationships	2019 June	
Assigned Functions:			Assigned Functions:			Assigned Functions:		
Audit Results and Form 990	2019 July		Review of Retirement Plan Documents and Program			Quarterly Policy Packet	Ongoing	
Compliance Report								
October	Last Reviewed/Approved	Action Taken October 2020	November	Last Reviewed/Approved	Action Taken November 2020	December	Last Reviewed/Approved	Action Taken December 2020
Monthly Reports:			Monthly Reports:			Monthly Reports:		
Patient Satisfaction and Quality Summary	ongoing		Patient Satisfaction and Quality Summary	ongoing		Patient Satisfaction and Quality Summary	ongoing	
Monthly Financials and Summary	ongoing		Monthly Financials and Summary	ongoing		Monthly Financials and Summary	ongoing	
HRSA Compliance/ Board Training:			HRSA Compliance/ Board Training:			HRSA Compliance/ Board Training:		
			Needs Assesment	2019 April				
			Budget	2019 November				
Assigned Functions:			Assigned Functions:			Assigned Functions:		
Strategic Plan	2019 Ocotber		Legislative Mandate Review	2019 November		Employee Handbook	2020 January	
Staff Satisfaction	2019 May		Incentive Goals	2019 December		Incentive Payout	2020 January	
Compliance Report			Employee Benefits Summary	2019 November		HRSA SAC Application	2017	
						Quarterly Policy Packet	Ongoing	

- Other Duties to be Performed as Needed:**
- Approval of Change in Scope
 - Approval of Grant Opporunities
 - Legal Matters
 - Capital Expenditures
 - Budget Revisions
 - Compliance
 - HRSA Application Approvals

- Informational Functions:**
- Program Audit Reports
 - Trainings
 - Events
 - Outreach Activities
 - State and Federal Policy Updates

The HSNT Annual Board Workplan will serve as a guideline for the performance of required board functions. The timeline for performance of these functions may change based on the business needs of HSNT.

Finance
Personnel/Nominating
Quality Assurance
Strategic Planning
Executive Committee

Bylaws of Health Services of North Texas, Inc.

Health Services of North Texas, Inc., hereinafter referred to as HSNT, an existing Corporation incorporated under the laws of the State of Texas, pursuant to the provisions of the Texas Nonprofit Corporation Act, adopts the following By-Laws for such Corporation, and these restated By-Laws are to supersede all existing By-Laws and amendments thereto:

ARTICLE I – PURPOSES

Section 1.1 Mission and Purpose

Mission: Improving the quality of life for all North Texans through medical care, support services and advocacy.

The purpose of Health Services of North Texas, Inc. is to provide comprehensive, coordinated primary health care services that may include: assisting residents in accessing existing health care services in the community, including medical, behavioral, pharmaceutical, and dental care; individual patient education and advocacy; facilitating coordination of health-related providers and services in the community to improve their accessibility and effectiveness; working toward eliminating health care disparities; and reducing the economic burden of health care for low-income, underserved and uninsured residents in the community. The organization will seek to provide these community-based primary care services in an effective, efficient, dignified and personal manner regardless of the patient's ability to pay.

ARTICLE II – BOARD of DIRECTORS

Section 2.1 General Powers

All corporate powers shall be exercised by or under the authority of the Governing Board of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors formed in accordance with the federal rules for governance of federally funded community health centers as set forth in CFR Title 42 Section 51c. The Board of Directors shall be specifically responsible for:

1. Developing, adopting, and periodically updating the Corporation's personnel policies, including selection and dismissal policies, salary and benefit scales, employee grievance policies, and equal opportunity practices;
2. Developing, adopting, and periodically updating the Corporation's policies for financial management practices, including a system to assure accountability for corporate resources and solvency, and long-range financial planning;
3. Developing, adopting, and periodically updating the Corporation's health care policies, including scope and availability of services, location and hours of services, and quality of care audit policies;
4. Approving the annual project budget and related operational and capital budgets, major capital expenditures, fiscal priorities, and determining eligibility for services, including the criteria for partial payment schedules;
5. The development of mechanisms that provide for a systematic review of the quantity and

quality of the services provided, including service utilization patterns, productivity, patient satisfaction, and achievement of project objectives, and developing a process for hearing and resolving patient grievances;

6. Hiring, annually evaluating, and dismissing a full-time Chief Executive Officer (CEO) who is an employee of, and accountable to, the Board;
7. Evaluating the Corporation's achievements at least annually, and using the knowledge gained to revise its mission, goals, objectives, plans, and budgets as may be appropriate and necessary;
8. Periodically evaluating itself for compliance with all requirements imposed upon federally qualified health centers ("FQHCs") as set forth in Section 330 of the Public Health Service Act, 42 u.s.c. § 254b;
9. Assuring that the Corporation's activities are conducted in compliance with applicable federal, state, and local laws; and
10. Selecting an independent auditor and officially accepting the annual audit report.

Section 2.2 Number, Tenure, and Qualifications of Directors

The number of directors of the Corporation shall be no less than nine (9) and no more than seventeen (17). A majority (51%) of the Board members shall be individuals who are patients/consumers of the Corporation services, or whose dependent immediate family members are patients/consumers of the Corporation services. As a group, the consumer-member directors must reasonably represent the individuals served by the Corporation in terms of factors such as race, ethnicity, sex, age and economic status. Patient/Consumer members must receive at least one service that generates a health center visit within a 24 month period. A legal guardian of a user who is a dependent child or adult, or a legal sponsor of an immigrant, may also be considered a user. The remaining non-user directors shall be representative of the community served by the Corporation, and shall be selected for their expertise in health care delivery, community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial and industrial concerns, or social service agencies within the community. No more than half of the non-consumer directors may earn more than ten percent (10%) of their annual income from the health care industry.

The directors shall be elected at the Annual Meeting of the Board of Directors of overlapping three-year terms and shall take office immediately upon election. No person may serve more than two consecutive three-year terms except if elected mid-year to fill a vacancy or after the absence from the Board of Directors of one year. Term limit for Board membership is two, 3 years terms or a total of 6 years or until removed in accordance with Section 2.4.

A health center Board member may not be an employee of the center, or spouse or child, parent, brother or sister by blood or marriage of such an employee. Each director shall have one vote on any matter that comes before the Board.

Section 2.3 Conflict of Interest

Each director is required to fully disclose any business or professional activity or other interest that could form or have the appearance of forming the basis for a conflict of interest in their position on the Board of Directors. The Board of Directors shall consider such disclosures and take appropriate actions, as required. Failure of a director to fully disclose as required under this Section 2.3 may, at the Board's

discretion, be cause for immediate removal from office. In addition, the Board of Directors shall establish, adopt, and periodically update a written corporate policy that establishes procedures for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by Board members, officers, employees, consultants, and/or agents who provide services or furnish goods to the Corporation, and for maintaining confidentiality of the Corporation's proprietary information.

Section 2.4 Removal of Directors

At a duly constituted regular or special meeting, a director who has missed three (3) consecutive meetings, without good cause, may be removed by resolution of the majority (51%) of directors. In addition, a director may be removed by a two-thirds (2/3) majority vote of the directors at a duly constituted meeting whenever the Board, in its judgment, believes the best interest of the Corporation will be served by the removal of a director. Likewise, the directors must acquire a two-thirds (2/3) majority vote present at a duly constituted meeting to remove the entire Board. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all directors that the purpose of the meeting is removal of a director.

Section 2.5 Board of Director Vacancies

If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the directors may fill the vacancy at the earliest possible opportunity. The nomination of board members is the responsibility of the Personnel/Nominating Committee pursuant to Section 2.15.3 of these Bylaws. If the directors remaining in office constitute less than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. A director may resign by submitting a written resignation which will be presented at the next regular Board meeting.

If a director resigns effective at a specific later date, the directors may fill the vacancy before the vacancy occurs, but the new director may not take office until the vacancy actually occurs. When the directors elect a director to fill a vacancy during the calendar year, the director's term expires at the next annual meeting at which directors are elected. At that time, the director may request reappointment to the Board for an initial term of three years.

Section 2.6 Ex-Officio Member of the Board

The Chief Executive Officer (CEO) of the Corporation shall serve as a non-voting ex-officio member of the Board.

Section 2.7 Regular Meetings of the Board of Directors

The Board of Directors shall hold regular monthly meetings at a date, time and place designated by the President of the Board of Directors. Notice of such regular monthly meetings shall be made by the Secretary of the Corporation, no less than 5 days prior to said meeting, by any one of the following means: mail, email, fax or telephone call. Minutes shall be maintained of all meetings of the Board of Directors, and of all committees thereof. Minutes shall include: (i) the names of the members of the Board or committee who were present at such meeting; (ii) the names of those members who made and

seconded any motion to approve an action of the Board or committee; (iii) all material terms of any contract, transaction or compensation arrangement that was approved and the date it was approved; (iv) the number of members who voted in favor and against approval of an action of the Board or committee or who abstained; and (v) the actions taken with respect to consideration of a contract or transaction in which one or more of the directors or committee members may be deemed to have a financial or personal interest in accordance with these By-Laws or the Corporation's Policy Regarding Conflicts of Interest. Minutes shall be prepared prior to the succeeding meeting of the Board or committee after which formal action with regard to an action is taken by the Board or committee. Such minutes shall be submitted for review and approval by the Board or committee as being accurate and complete at such immediately succeeding meeting of the Board or Committee and, following such approval, shall be signed by the Secretary, or the Secretary's designee, and retained in the Corporation as a permanent record.

Section 2.8 Special Meetings of the Governing Board of Directors

The President, or a majority of the directors then in office, may call and give notice of special meetings of the Governing Board of Directors. Special Board meetings may be held by conference telephone, or other electronic means of communication if convened in accordance with Section 2.9.

Section 2.9 Governing Board of Director Meetings by Conference Telephone or other Electronic Device

Board members, or members of any designated committee of the Board, may participate in a Board or committee meeting by means of a conference telephone or similar electronic communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting (see Section 2.10), and provided all persons participating in the meeting can hear each other at the same time. A director participating in a conference telephone meeting is deemed present in person at the meeting. The President of the meeting may establish reasonable rules as to conducting the meeting by phone.

Section 2.10 Notice of and Waiver of Notice for Special Director Meetings

1. Notice. The Corporation's Secretary shall give, or direct support staff to give, either oral or written notice of any special director meeting at least 2 days before the meeting. The notice shall include the meeting place, day and hour. If the meeting is to be held by conference telephone, or other electronic communication device (regardless of whether it is regular or special), the Secretary must provide instructions for participating in the telephone meeting.

Section 2.11 Director Quorum

A majority (51%) of the number of directors shall constitute a quorum for the transaction of business at any Board of Director meeting.

Section 2.12 Directors, Manner of Acting

1. Required Number to Constitute Act. Unless otherwise specified, the act of a majority of the

directors present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the Governing Board of Directors. If no quorum is present at a meeting of directors, the directors may not take action on any Board matter other than to adjourn the meeting to a later date.

2. Director Approval. The Corporation shall deem a director to have approved of an action taken if the director is present at a meeting of the Board unless:
 - a. The director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or
 - b. The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
 - c. The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 2.13 Conduct of Board of Director Meetings

The President, or in the President's absence, the Vice-President, or in their absence, any person chosen by the directors present shall call the meeting of the directors to order and shall act as the President of the meeting. The President, or the President's designee, shall establish rules of the meeting that will freely facilitate debate and decision making. The President will indicate who may speak when and when a vote will be taken. The Secretary of the Corporation shall act as the Secretary of all meetings of the directors, but in the Secretary's absence, the presiding officer may appoint any other person to act as the Secretary of the meeting.

Section 2.14 Executive Session

The Board of Directors may conduct all or any part of a meeting in executive session for such purposes as it deems necessary, including, but not limited to, discussion of litigation (actual or threatened), evaluation of personnel or discussion of personnel issues, or receipt of the results of an annual audit. The Board may invite the Chief Executive Officer and such other persons as it deems appropriate to attend an executive session. The public and staff personnel are excluded from Executive Sessions except when invited to give testimony or advice, after which they will be excused.

Section 2.15 Director Committees

The standing committees shall be the Executive Committee, Personnel/Nominating Committee, Finance Committee, Strategic Planning Committee and Quality Assurance/Quality Improvement Committee, and such other ad hoc committees as shall be established as by the Board of Directors from time to time.

Each committee shall meet at such time and place as it may determine and may act by a majority of those present at any meeting at which a quorum is present, a quorum being majority of the members selected to serve on each such committee.

Required Procedures. Sections 2.7, 2.8, 2.9, 2.10, 2.11, 2.12, 2.13 and 2.14 of this Article II, which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the Board of Directors, and action without meetings apply to committees and their members. In addition, the committees shall keep regular minutes of their proceedings and report the same to the Board of Directors. The committees are subject to all the procedural rules governing the operation of the Board itself.

1. **Executive Committee** shall be comprised of the Board officers, the President, the Vice-President, the Secretary, the Treasurer and the immediate past-President (if he/she remains a current Board member). The Executive Committee shall convene as necessary and, under the direction of the full Board, shall act for the Corporation in all matters during the interim periods between meetings of the Board of Directors. Unless restricted by the Board of Directors, the Executive Committee shall, in case of an emergency, between meetings of the Board, have all the power and authority of the Board of Directors except that it shall not have the authority to approve the annual budget or to employ, evaluate or discharge the Chief Executive Officer. The Executive Committee will bring its decisions back to the full Board for ratification. The Executive Committee shall conduct the preliminary evaluation of the CEO and shall make recommendations to the full Board accordingly. The CEO shall be an ex-officio, nonvoting member of the Executive Committee.
2. **Finance Committee** shall consist of three (3) members of the Board of Directors, who shall be appointed by the Treasurer. The Treasurer will be the chair. The CFO of HSNT will be expected to attend all meetings but will not be a voting member of the committee. The Finance Committee shall be responsible for monitoring and making recommendations to the Board regarding the financial status and policies of the Corporation, including fiscal planning, budgeting, policy development, and financial performance. The Finance Committee shall present the Annual Budget for approval to the Board of Directors, to include any federal grant budgets. The committee will oversee the Corporation's annual audit and 990 preparation, representing the Governing Board of Directors in this process. A part of this process is to be involved in the selection of the CPA firm that does the audit. The committee will review the finished audit and 990 before it is presented to the Board of Directors.
3. **Personnel/Nominating Committee** shall consist of up to five (5) members of the Board of Directors. Not more than two (2) members of the Executive Committee shall be eligible to serve on the Personnel Committee. They shall make its report of nominations for officers and members of the Board at the regular monthly meeting of the Board of Directors which is held one month before the Annual Meeting of the Board of Directors. It shall report to the Board of Directors from time to time as required, its nominations to replace any vacant seat on the Board of Directors including officer's position. Additionally, the committee will provide Board training, development and orientation for new members to ensure that members have the knowledge and information necessary to make informed decisions regarding the strategic direction, general policies and financial position of the organization.

The Personnel Committee is charged with developing, adopting, and periodically updating the Corporation's personnel policies, including selection and dismissal policies, salary and benefit scales, employee grievance policies, and equal opportunity practices. The Committee is also

responsible for screening, interviewing and recommending candidates for the position of Chief Executive Officer to the Board of Directors.

4. **Quality Assurance/Quality Improvement Committee** is comprised of three (3) Board members. The Quality Assurance/Quality Improvement Committee monitors compliance, risk management, utilization, performance improvement, and quality of services provided by the Corporation. The Board shall receive reports and recommendations from assessments, quality studies and program audits to systematically review the quantity and quality of the services provided, including service utilization patterns, productivity, patient satisfaction, and achievement of project objectives, and develop a process for hearing and resolving patient grievances. The Committee shall be responsible for developing, reviewing, and periodically recommending changes to health center policies, including scope and availability of services, location and hours of services, and quality of care audit policies. Recommendations may concern compliance with the federal and state laws and regulations, professional standards, and the credentialing process. The Committee and its representatives are required to maintain all committee information and documents as confidential and to maintain patient protected health information as private and confidential. Any member of the Board found to have violated the confidentiality and privacy provisions shall be removed from the Board immediately.

5. **Strategic Planning Committee** is comprised of three (3) Board members and is responsible for demonstrating a thoughtful and systematic review and analysis of key environmental trends, organizational performance indicators, and strategic options. In addition, it will also be grounded in a periodic review of the organization's mission and the long-term vision that guides strategic decision-making. This committee measures and evaluates the organization's progress in meeting its annual and long-term programmatic and financial goals, and develops a plan for the long-range viability of the organization by engaging in strategic planning. Board Members should be engaged in the planning process in a manner that helps them understand both the environmental context for the organization's strategy as well as the rationale for each strategic initiative. Most importantly, it should be designed in such a manner as to ensure that the Board Members within the organization are aligned with one another related to future strategic directions. The Strategic Plan will be revised as appropriate to include changes in community needs.

Section 2.16 Compensation, Loans to, or Guarantees for Directors

Director Compensation. The Board of Directors may, upon approval of the majority of that Board, pay each director reasonable expenses, if any, incurred in attending a Board meeting or committee meeting of the Board. The directors shall not be paid a salary or fee for attending the meeting.

Loans to or Guarantees for directors. The Corporation may not lend money to or guarantee the obligation of a director of the Corporation.

Section 2.17 Powers of Individual Directors

No individual director shall act for the Board of Directors except as may be specifically authorized by the Board. Directors (other than Chief Executive Officer) shall refrain from giving personal advice or directives to any personnel of the Corporation.

ARTICLE III – OFFICERS

Section 3.1 Number of Officers

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors shall appoint each of these officers from its membership.

Section 3.2 Appointment and Term of Office

The Board of Directors shall appoint officers of the Corporation for a term of two years or, until they resign, die or are removed in a manner provided in Section 3.3 of Article III. The Board's appointment of an officer or agent shall not of itself create contract rights, and the Board by a majority vote can remove the officer at any time prior to the termination of the designated term.

Section 3.3 Removal of Officers

The Board of Directors may remove by majority vote any officer or agent at any time, with or without cause.

Section 3.4 President

The President shall preside at all meetings of the Board, be an ex-officio member with voting powers on all committees of the Board, and have and exercise such other powers and duties incident to such office and as assigned by the Board of Directors or required by law. The President may sign, with the Secretary or any other proper officer of the Corporation that the Board has authorized, corporation deeds, mortgages, bonds, contracts, or other Board authorized instruments, except where the signing of such document or instrument is expressly delegated by the Board of Directors to another officer or agent of the Corporation or as otherwise required by law or these By- Laws.

Section 3.5 Vice President

The Vice President shall perform, in good faith, the President's duties if the President is absent, dies, is unable or refuses to act. If the Vice President acts in the absence of the President, the Vice President shall have all presidential powers and be subject to all the restrictions upon the President. (If the Vice President is unable or refuses to act, then the Secretary shall perform the President's duties) The Vice President is the liaison to the Board for grant and fundraising activities and shall perform any other duties that the President or Board may assign to the Vice President.

Section 3.6 Secretary

The Secretary shall in good faith: (1) create or ensure that minutes are recorded and maintained of the proceedings of the members and of the Board of Directors; (2) provide that all notices are served in accordance with these by-laws or as required by law; (3) be custodian of the corporate records; (4) when requested or required, authenticate any records of the Corporation; (5) ensure there is a current roster and post office address of each director; and (6) in general perform all duties incident to the office of Secretary and any other duties that the President or the Board may assign to the Secretary

Section 3.7 Treasurer

The Treasurer shall: (1) oversee the fiscal affairs of the Corporation; (2) report on the financial condition of the Corporation to the Board of Directors at its regular meetings, the annual meeting and at such other times as the Board may require; (3) function as chair of the Finance Committee; (4) ensure that all funds of the Corporation shall be deposited to the credit of the Corporation in such banks and depositories and under such terms and conditions as may be determined by the full Board; and (5) in general perform all of the duties incident to the office of Treasurer and any other duties that the President or Board may assign to the Treasurer.

Section 3.8 Chief Executive Officer (CEO)

The Board shall appoint a Chief Executive Officer (CEO) who shall perform such duties, exercise such authority and receive such compensation as the Board determines. The Chief Executive Officer, subject to the oversight of the Board of Directors, shall have responsibility for the general care, supervision, and direction of its affairs in furtherance of the policies and programs established by the Board of Directors. The Chief Executive Officer shall have the authority to employ, supervise, and discharge all personnel in accordance with the policies established by the Board of Directors. The Chief Executive Officer or his/her designee shall attend all meetings of the Board of Directors and the Executive Committee, unless the Board requests the Chief Executive Officer's absence during evaluation of the CEO's performance. The Chief Executive Officer shall present to the Board or its committees, periodic reports and such special reports, as may be required by the Board, regarding the professional services and financial position of the Corporation. The Chief Executive Officer shall perform such other duties and exercise such other powers as may be assigned by the Board of Directors.

ARTICLE IV – DISSOLUTION

Section 4.1

No part of the net earnings of this Corporation shall inure to the benefit of any individual. The property of this Corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501c (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue law, as that Board of Directors shall determine.

ARTICLE V – CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 5.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the Corporation and such authorization may be general or confined to specific instruments.

Section 5.2 Loans

The Corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board of Directors authorizes such a contract by resolution. The Corporation shall not allow anyone to issue evidence of the Corporation's indebtedness unless the Board of Directors authorizes the issuance by resolution. The authorization may be general or specific.

Section 5.3 Checks, Drafts, etc.

The Board of Directors shall authorize by resolution which officer(s) or agent(s) may sign and issue all Corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The Board of Directors shall also determine by resolution the manner in which these documents will be signed and issued.

Section 5.4 Deposits

The Treasurer of the Corporation shall deposit all funds of the Corporation, that are not being used, in banks and other depositories; the Board of Directors shall authorize by Board resolution the exact location of the banks and depositories.

ARTICLE VI - FISCAL YEAR

Section 6.1

The fiscal year of the Corporation shall be from January 1 to December 31.

ARTICLE VII – NONDISCRIMINATION

Section 7.1

The officers, directors, committee members, employees, volunteers and persons served by this Corporation shall be selected entirely on a non-discriminatory basis with race, color, national or ethnic origin, age, religion, disability, sex, sexual orientation, gender identity and expression, veteran status or any other characteristic protected under applicable federal or state law.

ARTICLE VIII – DIRECTOR LIABILITY

Section 8.1

The agency at all times will provide directors and officers insurance to cover Board and staff liability. However, the Board can be held personally liable for damages of the Corporation in cases of gross negligence or fiscal malfeasance.

ARTICLE IX – INDEMNIFICATION

Section 9.1

The Board of Directors, in its sole discretion, shall have the power, on behalf of the Corporation, to indemnify all persons for whom indemnification is permitted by Article 1396-2.22A, as amended, of the Texas Non-Profit Corporation Act up to the fullest extent permissible under such Act, and to purchase such liability, indemnification, and/or other similar insurance as the Board from time to time shall deem necessary and appropriate, in its sole discretion.

Section 9.2

The Corporation may purchase and maintain liability, indemnification and/or other similar insurance on behalf of itself and/or for any person who is or was an officer, director, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, trustee, employee, agent or similar functionary of another foreign or domestic Corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against and/or incurred by the Corporation or persons serving in such a capacity or arising out of his/her/its status as such a person or such entity, whether or not the Corporation would have the power to indemnify such person against that liability.

ARTICLE X – AMENDMENTS

Section 10.1

The Board of Directors shall have the power to alter, amend or repeal the bylaws of this Corporation at any meeting of the Board of Directors at which a quorum is present, provided that a written copy of the proposed changes be provided to Board members thirty days prior to scheduled meeting. Any amendments, alterations, changes, additions or deletions from these bylaws shall be consistent with the laws of this state which define, limit or regulate the powers of this Corporation or the directors of this Corporation.

September 19, 2018
Date revised by the Board

Signature of Approval

David Garcia
Board President

Date



Health Services of North Texas Standards of Conduct

I. Statement of Purpose.

Health Services of North Texas (HSNT) is in a position of trust with respect to many external organizations and agencies, as well as its patients and the community at large. Accordingly, HSNT, its Board Members, officers, employees, interns, volunteers, contractors and agents have a responsibility to the Government, other sources of funds, its patients and its community to use such funds prudently, ethically, and for the purposes for which they are designated. Ethical conduct must be at the very foundation of HSNT.

The primary purposes of these Standards of Conduct are to provide safeguards to prevent employees, contractors, agents, officers and members of the Board of Directors of HSNT from:

- Using their positions for purposes that are, or give the appearance of being, motivated by a desire for private financial or other gain for themselves or others such as those with whom they have family, business or other ties; and,
- Violating their duty to HSNT by inappropriately disclosing confidential information about the organization.

II. General Responsibilities of HSNT.

HSNT recognizes that it must earn and maintain a reputation for integrity that includes, but is not limited to, compliance with applicable Federal, State and local laws and regulations, as well as its contractual obligations. Even the appearance of misconduct or impropriety can be very damaging to HSNT. HSNT must strive at all times to maintain the highest standards of ethics, quality and integrity.

A. Individual Responsibility.

Ethics and integrity are the responsibility of each individual. Therefore, every employee, student, intern, volunteer, contractor, agent, officer and member of the Board of Directors of HSNT is responsible for ethical conduct consistent with these Standards of Conduct and with HSNT's policies.

HSNT's Board and employees in supervisory positions must assume responsibility for ensuring that their conduct and the conduct of those they supervise (including contractors) complies with these Standards of Conduct.

B. Business Activities.

Business activities undertaken on behalf of HSNT with the public, the Government, and suppliers must reflect the highest standards of honesty, integrity, and fairness. These business activities must be conducted so that they avoid even the appearance of misconduct or impropriety.

III. Private Financial or Other Interests: Prohibition on Conflicts of Interest.

A. General Principles Prohibiting Conflicts.

No employee, student, intern, volunteer, contractor, agent, officer or member of the Board of Directors of HSNT will participate in the selection, award, or administration of a contract or grant (supported by Federal funds) if a real or apparent conflict of interest would be involved. Such a conflict would arise when the Board Members, officers,



employees, interns, volunteers, contractors and agents, or any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in the firm selected for the contract or award.

A “*financial or other interest*” includes not only personal and pecuniary (monetary) advantage, but also situations in which there is a duality or diversity of interests between the HSNT and another organization with which the employee, student, intern, volunteer, contractor, agent, officer or Board Member, or relative of any of these individuals, also is associated. In these situations, it is typically not enough for an individual to be aware of the conflict and to attempt to act in the HSNT’s best interest despite the conflict. HSNT requires full disclosure of conflicts of interest consistent with this Policy, as further explained below.

NOTE: For serious, visible, continuing or pervasive conflicts, an individual may be required to withdraw from his or her position with HSNT or from the outside position that causes the conflict.

B. Conflicts of Interest and Disclosure Requirements.

No Board Members, officers, employees, interns, volunteers, contractors, or agents will have a direct or indirect financial interest in, or receive any compensation or other benefits as a result of, transactions between HSNT and any individual or business firm from which HSNT purchases supplies, services, materials or property which renders any service to HSNT, including the leasing of office space to which HSNT provides any services or materials, or which has any other contractual relations or business dealings with HSNT except with the prior written approval of the Chief Executive Officer (or, if such person is a Board member or officer, of the Board of Directors), upon complete disclosure of the facts and after completion of an arms-length procurement that is consistent with HSNT’s Procurement Policy and OMB Circular A-122 cost principles (if federal funds will be used), and in the best interests of HSNT. In the event the Chief Executive Officer has a conflict, the Chief Executive Officer will disclose such conflict to the Chair of the Board who will, in turn, be responsible for advising the Board. (The financial interests mentioned above do not include interests in corporations listed on a national stock exchange or traded over the counter, providing the financial interest is less than one percent of the corporation’s outstanding shares.)

As stated in Section III.A. above, no employee, student, intern, volunteer, contractor, agent, officer, or member of the Board of Directors may participate in the selection, award, or administration of a contract or grant in which Federal funds are used, if he or she, or his or her immediate family, or his or her partner, or an organization with whom he or she is negotiating or has any arrangement concerning prospective employment, has a financial or other interest in the firm selected for the contract or award. If an employee, contractor, agent, officer, or member of the Board of Directors believes that one of the aforementioned conflicts actually or potentially exists, he or she must immediately disclose this information in writing to the Chief Executive Officer. Disclosures by members of the Board of Directors must also be made to the Chair of the Board of Directors (and if it is the Chief Executive Officer or the Chair who has such a financial interest, he or she must make disclosure to the Chair or Vice President, respectively).

HSNT requires that all employees, contractors, agents, officers and members of the Board of Directors and candidates for Board membership disclose in writing (and update at least annually): All business and family relationships which create an actual or potential a conflict of interest, and where applicable, provide a statement suggesting how such conflict could be avoided or mitigated.

In order to facilitate such full disclosure, HSNT requires employees, contractors, agents, officers and Board Members to complete a Disclosure Form annually (Exhibit A). Completion of a Disclosure Form does not relieve individuals of the obligation to comply with these Standards of Conduct with regard to conflicts that occur after the filing of the Disclosure Form.



In addition, employees, contractors and agents who have other employment arrangements must disclose any conflict of interest to the Chief Executive Officer (and the Chief Executive Officer must disclose to the Chair of the Board) in writing. Supplemental outside employment must not impose a conflict of interest to HSNT.

No member of the Board of Directors may vote on any matter which may directly or indirectly result in financial or other gain to that member, or which may conflict with that member's obligations to another organization's Board of Directors or to his or her employer. Provided that the member of the Board of Directors has first disclosed a conflict or potential conflict, and abstains from voting in that regard, he or she may participate in discussions relating to that matter.

C. Compensation to Members of the Board of Directors.

Within the limits of available funds, HSNT may reimburse members of the Board of Directors for reasonable expenses actually incurred by reason of their participation in Board activities, e.g. travel expenses, meals and incidentals.

HSNT will not compensate members of the Board of Directors for services rendered in the ordinary course of service as members of the Board of Directors. However, if a member of the Board of Directors who is not an officer is qualified to perform professional services for HSNT, HSNT may consider contracting with that member of the Board of Directors for such professional services, provided that the affected member of the Board of Directors does not participate in discussions (except to the extent other bidders are invited to do so) or vote on his or her selection and the procurement is in all respects an "arms-length" transaction (and, preferably, the result of a competitive bid process), consistent with HSNT's Procurement Policy and OMB Circular A-122 cost principles (if federal funds will be used), and in the best interests of HSNT.

D. Prohibition Against Certain Gifts/Gratuities.

The employees, students, interns, volunteers, contractors, agents, officers and members of the Board of Directors of HSNT may not solicit or accept gifts, gratuities, favors or anything of value from contractors or potential contractors of HSNT, or from parties or potential parties to sub-agreements (e.g., subcontracts and sub-grants).

A "gift" means anything offered directly by or on behalf of a contractor or potential contractor, other than promotional materials of little or nominal value such as pens, calendars, mugs, and other items intended for wide distribution and not easily resold. Gifts include (but are not limited to): personal gifts, such as sporting goods, household furnishings and liquor; social entertainment or tickets to sporting events; personal loans or privileges to obtain discounted merchandise, and the like.

Any employee, student, intern, volunteer, contractor, agent, officer or member of the Board of Directors will decline or return any gift and notify the Chief Executive Officer of such gift.

E. Prohibition Against Bribery.

HSNT will immediately dismiss any employee, student, intern, and/ or volunteer, remove any officer or member of the Board of Directors, and terminate the contract of any contractor/agent found to have offered or accepted a bribe to secure funding from HSNT.

IV. Procurement Standards.

HSNT has developed Procurement Standards that are separately set forth and govern the conduct of HSNT's procurements. As those Procurement Standards state, it is the policy of HSNT to conduct all procurement transactions in a manner to provide, to the maximum extent practical, open and free competition. Other important procurement considerations include the following:



HEALTH SERVICES OF NORTH TEXAS Medical Care for You

- HSNT will be sensitive to, and seek to avoid, organizational conflicts of interest or non-competitive practices among contractors. Consultants who want to bid for a contract from HSNT are prohibited from drafting the contract's specifications, request for proposals and the like.
- Awards will be made to the bidder whose bid is responsive to the solicitation and most advantageous to HSNT, in terms of price, quality and other factors. HSNT retains the right to reject any and all bids or offers when it is in HSNT's interest to do so.

V. Confidential Information.

A. General Principles.

Employees, students, interns, volunteers, agents, contractors, officers, and members of the Board of Directors of HSNT may acquire confidential information by virtue of their affiliation with HSNT. It is the HSNT's policy that information (including paper and electronic documents containing such information) that HSNT deems to be confidential may not be intentionally disclosed outside of HSNT. In addition, employees, students, interns, volunteers, contractors, agents, officers, and members of the Board of Directors will not disclose information that is not designated as confidential in instances where the individual should reasonably know that HSNT would not wish to have the information released to a third party, and should exercise reasonable care to avoid the inadvertent disclosure of confidential information.

B. Covered Information.

It is the policy of HSNT that all information communicated at executive sessions or other closed sessions of the Board of Directors is confidential information. In addition, the Board of Directors or Chief Executive Officer may determine that other information is confidential on a case-by-case basis taking into account HSNT's best interests. Information may be designated as confidential in various ways. Documents may be marked confidential (e.g., confidential minutes of executive sessions, financial reports, documents that contain attorney-client communications or an attorney's legal opinion or factual research, which may be designated "attorney work product"). Information that is communicated orally also may be designated as confidential information either prior to or immediately after it is communicated.

C. Policy.

Employees, students, interns, volunteers, contractors, agents, officers and Board members of HSNT are required to sign an appropriate Confidentiality Agreement that specifically limits the context in which, and persons to whom, confidential information may be communicated. The form of such agreement is attached hereto as Exhibit B.

Employees, students, interns, volunteers, contractors, agents, officers and members of the Board of Directors may not communicate HSNT's confidential information to anyone who is not an employee, contractor, agent, officer, or member of the Board of Directors without the explicit authorization of the Board of Directors. The Board of Directors will have discretion on a case-by-case basis to limit access to certain confidential information only to members of the Board of Directors and officers. No employee, student, intern, volunteer, contractor, agent, officer, or member of the Board of Directors of HSNT will make use of or disclose confidential information learned as a result of his or her affiliation with HSNT for personal or any other person's gain. Employees, contractors, agents, officers and members of the Board of Directors will at all-time exercise reasonable care to avoid the inadvertent disclosure of HSNT's confidential information and will be bound by (and required to comply with) the confidentiality provisions contained in agreements executed between HSNT and other organizations.

Employees, students, interns, volunteers, contractors, agents, officers and Board Members are required to maintain the confidentiality of HSNT's information, consistent with this Confidentiality Policy, for an indefinite period of time after their term of employment, contract, office or other affiliation with HSNT ends.



VI. Political Activities and Lobbying.

A. Political Activities.

No employee, student, intern, volunteer, contractor or agent to HSNT may engage in political or political campaign activities (typically involving election for public office) during business hours, unless on leave. No employee, student, intern, volunteer, contractor, agent, officer or member of the Board of Directors may use HSNT's name, facility, or resources in connection with political or campaign activities.

Employees, students, interns, volunteers, contractors, agents, officers and members of the Board of Directors may not solicit political support in any manner that might suggest that HSNT supports any political party or candidate. No employee, student, intern, volunteer, contractor, agent, officer or member of the Board of Directors will, in any manner, solicit financial assistance or subscription for any political party, candidate, fund, publication, or for any other political purpose from HSNT employees in the workplace or otherwise in an employment-related setting.

B. Lobbying.

No Federal grant or related funds may be used to support the costs, if any are incurred, of prohibited lobbying activities as defined variously in 45 CFR Part 75 – Uniform Administrative Requirements, Cost Principles and Audit Requirements

, Department of Health and Human Services (“DHHS”) rules implementing the Byrd Amendment and DHHS appropriations riders. Lobbying is generally defined as a communication (written or oral) that is an attempt to influence (for or against) specific legislation. No lobbying activities will be conducted by employees, students, interns, volunteers, contractors, agents, officers and/or members of the Board of Directors, on behalf of HSNT, without the prior written approval of the Chief Executive Officer (or, if such person is the Chief Executive Officer, or an officer or member of the Board, of the Board of Directors).

VII. Violations of Standards of Conduct.

A. Reporting of Suspected Violations.

1. Employees.

Employees should promptly report suspected violations of applicable laws, regulations, government contract and grant requirements or these Standards of Conduct. This reporting should normally be made initially through standard management channels, beginning with the immediate supervisor. Alternatively, employees may go to the Compliance Officer. Such reports may be made confidentially, and even anonymously; however, HSNT cannot guarantee anonymity. Raising such concerns is a service to HSNT and will not jeopardize the employment of the reporting individual. All Employees should cooperate fully in the investigation of any alleged misconduct.

2. Others.

Other individuals should promptly report suspected violations of applicable laws, regulations, government contract and grant requirements or these Standards of Conduct to the Chief Executive Officer or Compliance Officer. If an individual has reason to believe that the Chief Executive Officer has violated the standards, notice must be given to the Chair of the Board of Directors.

B. Consequences of Violations.

Board Members, officers, employees, interns, volunteers, contractors and agents who violate these standards are subject to punitive action up to and including termination, in addition to legal penalties that may apply.

Officers and members of the Board of Directors who violate these standards may, depending on the severity of the violation, be subject to oral admonishment or removal from the Board, in addition to legal penalties that may apply.



HEALTH SERVICES
— OF NORTH TEXAS —
Medical Care for You

Chief Executive Officer

Date

Board of Directors Representative

Date

This model policy was prepared for the National Association of Community Health Centers, Inc. (“NACHC”) by attorneys with the law firm of Feldesman Tucker Leifer Fidell LLP. Further, NACHC would like to acknowledge the Bureau of Primary Health Care (“BPHC”), whose funding helped to make this document possible. Although this document was prepared with the financial assistance of BPHC, please note that such assistance does not indicate an endorsement from BPHC, or any other governmental agency.

While based on principles of Federal law and sound business guidelines, this model policy does not constitute, and is not a substitute for, legal advice. If legal advice or other expert assistance is required, the services of a competent professional should be sought. In particular, a health center with questions regarding the legality of specific terms of its “Procurement Policy” should consult with competent legal counsel



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Exhibit A
DISCLOSURE CONCERNING CONFLICT OF INTEREST

STATEMENT OF PURPOSE:

As an employee, student, intern, volunteer, contractor, agent, officer or Board member of HSNT, I understand that I owe certain duties to HSNT including, but not limited to, the duty to avoid causing unjustifiable risk or harm to HSNT. I understand that one aspect of fulfilling my duties to HSNT is to avoid conflicts of interest in which my allegiance might be split between positions of responsibility to HSNT, and another professional, personal, business, or volunteer position or responsibility. To help avoid actual or potential conflicts of interest, I am disclosing other responsibilities and situations in which I have, or may have, a conflict with regard to my duties to HSNT; including those which may give the appearance that I have conflicting duties to another organization. I invite any further inquiry by HSNT that it deems appropriate.

AGREEMENT AND DISCLOSURE:

I have read HSNT's Standards of Conduct and agree to comply with the terms of the policy. I agree to supplement this Disclosure Form in the event an additional conflict, or potential conflict, arises, but in no event less than annually.

1. Professional, business, or volunteer positions that might give rise to conflicts:
2. Situations in which I am serving as a vendor, or am employed by or consulting with a vendor, to HSNT or its clients:
3. Family relationships that create or appear to create a conflict:
4. Suggested means of mitigating any of the situations identified in Items 1 through 3 above:
5. I know of no professional, business, or volunteer position or responsibility, including vendor situations, that might give rise to conflicts (check here): _____

Signature

Date

Position with HSNT

Standards of Conduct
HSNT June 2019



Exhibit B

CONFIDENTIALITY AGREEMENT

I have reviewed HSNT's Confidentiality Policy and agree to comply with the policies stated therein.

Name (printed)

Date

Name (signed)



**2020 – Governing Board
Proposed Slate of Officers and Members**

Below are the nominations of officers for Health Services of North Texas – April 2020 Annual Meeting, Article II, Section 2.2 & Article III

Reconfirm Mid-Year Memberships:

*April Powell

*M. Hamed Husain

First 3 Year Membership Term:

Lee Brown

Sarah Schroeder

Second 3-year Membership Term:

*Dale Tampke

Proposed Slate of Officers:

*President: Michael Foster
(First 2-year Term)

*Vice President: Trang Dang-Le
(Second 2-year Term)

*Secretary: James Henderson
(First 2-year Term)

*Treasurer: Dale Tampke
(First 2-year Term)

Past President: Judge David Garcia

Board Members Terminations:

*Gloria Herron – term limits

*Derrell Bulls – term limits

*Clara Sanchez – term limits

*Changes to Governing Board Roster requiring approval of the HSNT Governing Board.