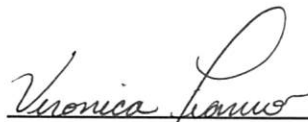


Governance Committee Meeting
March 19, 2024
8:30 am

- I. DECLARATION OF QUORUM**
- II. PUBLIC COMMENTS**
- III. APPROVAL OF MINUTES**
 - A. Approve Minutes of the Board of Trustees Meeting Held on Tuesday, January 23, 2024
(EXHIBIT G-1)
- IV. REVIEW AND TAKE ACTION**
 - A. Representation Policy
(EXHIBIT G-2 Wayne Young)
- V. EXECUTIVE SESSION**
 - As authorized by §551.071 of the Texas Government Code, the Board of Trustees reserves the right to adjourn into Executive Session at anytime during the course of this meeting to seek legal advice from its attorney about any matters listed on the agenda.
- VI. RECONVENE INTO OPEN SESSION**
- VII. CONSIDER AND TAKE ACTION AS A RESULT OF THE EXECUTIVE SESSION**
- VIII. ADJOURN**



Veronica Franco, Board Liaison
Jim Lykes, Chair, Governance Committee
The Harris Center for Mental Health and IDD



EXHIBIT G-1

**BOARD OF TRUSTEES
THE HARRIS CENTER *for*
MENTAL HEALTH AND IDD
GOVERNANCE COMMITTEE MEETING
TUESDAY, JANUARY 23, 2024
MINUTES**

CALL TO ORDER

Mr. Jim Lykes, Chairman called the meeting to order at 8:38 a.m. in Conference Room 109, 9401 Southwest Freeway, noting a quorum of the Committee was present.

RECORD OF ATTENDANCE

Committee Members in Attendance: Dr. R. Gearing, Dr. G. Santos, Mr. G. Womack

Committee Member Absent: Mr. J. Lykes, Mrs. N. Hurtado

Other Board Member Present: Dr. L. Moore, Mrs. B. Hellums

1. DESIGNATION OF BOARD MEMBERS AS VOTING COMMITTEE MEMBERS

Dr. R. Gearing designated Dr. L. Moore and Mrs. B. Hellums as voting members of the committee.

2. DECLARATION OF QUORUM

The meeting was called to order at 8:38 a.m.

3. PUBLIC COMMENTS

There were no Public Comments.

4. APPROVAL OF MINUTES

Minutes of the Board of Trustees Governance Committee meeting held on Tuesday, November 14, 2023

**MOTION: WOMACK SECOND: HELLUMS
The Motion passed with unanimous affirmative votes**

BE IT RESOLVED, Minutes of the Board of Trustees Governance Committee meeting held on Tuesday, November 14, 2023 EXHIBIT G-1 has been approved and recommended to the Full Board.

5. REVIEW AND TAKE ACTION

A. POLICY UPDATES/SUBSTANTIAL CHANGES

- 1. The Harris Center System Quality, Safety and Experience Performance Improvement Plan FY2024

MOTION: Dr. Santos motioned to table the agenda item and present it in February.

SECOND: Mr. Womack seconded the motion.

The Motion passed with unanimous affirmative votes

B. NO/MINOR CHANGES

- 1. All Contracts

MOTION: WOMACK SECOND: HELLUMS

The Motion passed with unanimous affirmative votes

BE IT RESOLVED, All Contracts EXHIBIT G-3 has been approved and recommended to the Full Board.

- 2. Corporate Compliance Documentation and Claims Integrity Plan

MOTION: WOMACK SECOND: HELLUMS

The Motion passed with unanimous affirmative votes

BE IT RESOLVED, Corporate Compliance Documentation and Claims Integrity Plan EXHIBIT G-4 has been approved and recommended to the Full Board.

- 3. Financial Assessment

MOTION: WOMACK SECOND: HELLUMS

The Motion passed with unanimous affirmative votes

BE IT RESOLVED, Financial Assessment EXHIBIT G-5 has been approved and recommended to the Full Board.

- 4. Licensure Certification and Registration

MOTION: WOMACK SECOND: HELLUMS

The Motion passed with unanimous affirmative votes

BE IT RESOLVED, Licensure Certification and Registration EXHIBIT G-6 has been approved and recommended to the Full Board.

5. Mailing Services

MOTION: WOMACK SECOND: HELLUMS
The Motion passed with unanimous affirmative votes

BE IT RESOLVED, Mailing Services EXHIBIT G-7 has been approved and recommended to the Full Board.

6. Medical Peer Review Policy

MOTION: WOMACK SECOND: HELLUMS
The Motion passed with unanimous affirmative votes

BE IT RESOLVED, Medical Peer Review Policy EXHIBIT G-8 has been approved and recommended to the Full Board.

7. Pharmaceutical Representative Policy

MOTION: WOMACK SECOND: HELLUMS
The Motion passed with unanimous affirmative votes

BE IT RESOLVED, Pharmaceutical Representative Policy EXHIBIT G-9 has been approved and recommended to the Full Board.

8. Pharmacy and Unit Medication/Drug Inventory

MOTION: WOMACK SECOND: HELLUMS
The Motion passed with unanimous affirmative votes

BE IT RESOLVED, Pharmacy and Unit Medication/Drug Inventory EXHIBIT G-10 has been approved and recommended to the Full Board.

9. Plan of Care

MOTION: WOMACK SECOND: HELLUMS
The Motion passed with unanimous affirmative votes

BE IT RESOLVED, Plan of Care EXHIBIT G-11 has been approved and recommended to the Full Board.

10. Reporting Automobile Accidents

MOTION: WOMACK SECOND: HELLUMS
The Motion passed with unanimous affirmative votes

BE IT RESOLVED, Reporting Automobile Accidents EXHIBIT G-12 has been approved and recommended to the Full Board.

11. Supervision of Peer Specialists

MOTION: WOMACK SECOND: HELLUMS
The Motion passed with unanimous affirmative votes

BE IT RESOLVED, Agency Abbreviations EXHIBIT G-13 has been approved and recommended to the Full Board.

6. **EXECUTIVE SESSION** –Dr. Gearing announced the Board would convene into Executive Session at 8:52 a.m.

- **In accordance with §551.074 of the Texas Government Code, Discussion of Personnel Matters related to the Nomination of Individual Board members as Board Officers and Committee appointments. Mr. James Lykes, Chair of Governance Committee and Dr. R. Gearing, Chair of the Harris Center Board of Trustees**

7. **RECONVENED INTO OPEN SESSION AT 9:01 AM**

8. **CONSIDER AND TAKE ACTION AS A RESULT OF THE EXECUTIVE SESSION**

9. **ADJOURN**

MOTION: WOMACK SECOND: HELLUMS
The meeting was adjourned at 9:01 A.M.

Respectfully submitted,

**Veronica Franco, Board Liaison
Jim Lykes, Chairman
Governance Committee
THE HARRIS CENTER for Mental Health and IDD
Board of Trustees**

DRAFT

EXHIBIT G-2

HARRIS CENTER EMPLOYEE CONSULTATION POLICY

Basic Principles

The Board of Trustees of the Harris Center for Mental Health and IDD is dedicated to providing the best care to its clients, as well as providing support, education and services to their families and communities. To that end, the Board supports collaboration between employees and Executive Management to improve and maintain strong employer-employee relationships. The Board acknowledges that promoting employee morale, retention, sense of responsibility, and high professional standards is best accomplished through open and constructive communication with employees and organizations that represent employees. The primary purpose of this consultation policy is to establish, maintain and facilitate meaningful communication with employees.

Therefore, the Board recognizes that:

1. By law, the Board has the final authority for establishing policies for Harris Center.
2. The Chief Executive Officer and his or her staff have the final responsibility for carrying out policies established.
3. The Board recognizes that by law, public employees in Texas have the right to associate with and form unions and other labor organizations to protect themselves in their personal labor. TEX. LABOR CODE § 101.001. An individual may not be denied public employment because of the individual's membership or non-membership in a labor organization. TEX. GOV'T CODE § 617.004. Public employees have the right to present grievances concerning their wages, hours of employment, or conditions of work either individually or through a representative that does not claim the right to strike. TEX. GOV'T CODE § 617.005. The Board will not interfere with these rights.
4. The Board further recognizes that by law, an official of a political subdivision of the state may not enter into a collective bargaining contract with a labor organization regarding wages, hours, or conditions of employment. An official of a political subdivision of the state may not recognize a labor organization as the bargaining agent for a group of public employees. TEX. GOV'T CODE § 617.002.
5. The Harris Center Consultation Committee ("HCCC") is recognized as the official body for employee consultation with non-Executive Management personnel.
6. This consultation policy does not preclude the right of individuals or groups to make presentations to the Board.

Scope of HCCC Consultation

The scope of HCCC consultations shall include wages, hours, working conditions and all matters covered by personnel policies of Harris Center.

Definitions

The following definitions shall apply:

1. "Consultation" shall mean advice, counsel, and exchange of information.
2. "Board" shall mean the Board of Trustees of Harris Center.
3. "CEO" shall mean the Chief Executive Officer of Harris Center.

4. "HCCC" shall mean the Harris Center Consultation Committee.
5. "Employee labor organization" shall be defined consistent with TEX. GOV'T CODE § 617.001, that is, any organization in which employees participate and that exists in whole or in part, to deal with Harris Center concerning grievances, labor disputes, wages, hours of employment, working conditions and that does not claim the right to strike.
6. "Qualified employee labor organization" means an employee labor organization that, on or before the last day of the month following adoption of this agreement of each year, presents to the CEO a showing that it has a membership equal to or greater than 5% of the total number of front-line employees employed by Harris Center as of the 1st day of month preceding adoption of this agreement of the same year. This membership threshold shall be established through documentation of signed membership authorizations by eligible employees to the employee labor organization. Each employee labor organization that meets the threshold membership shall be considered a "qualified employee labor organization" under this policy.
7. "Employee representatives" shall mean the representatives of the qualified employee labor organizations.
8. "Front-line employees" means all Harris Center employees holding positions at or below the level of a first-line supervisor.
9. "First-line supervisor" means any Harris Center supervisor who doesn't supervise another supervisor.
10. "Committee Chairperson" means the member of the HCCC chosen by vote of the HCCC to facilitate meetings. The person designated as Committee Chairperson shall rotate on a yearly basis, alternating each year between an Executive Management representative and an employee representative.

Composition of HCCC

The HCCC shall be composed of the following:

1. Up to five representatives from each qualified employee labor organization as designated by the organization; and
3. The CEO and/or up to four Harris Center executive management representatives designated by the CEO.

Meetings

A minimum of one consultation meeting per month shall be held. Any member of the HCCC may request items to be placed on the monthly meeting agenda for discussion. Proposed agenda items must be submitted, in writing, to the CEO at least two days prior to the scheduled consultation meeting. The agenda for any meeting shall be included with the notification of the meeting. Additional meetings may be held as needed if requested in writing by the CEO or the employee representatives. If an additional meeting is requested, the requestor shall provide in writing the reason for the meeting request. The meeting shall be scheduled as soon as possible after the request is received. The agenda for the meeting shall be included with the request. At all meetings, discussion shall be limited to items on the agenda. Members of the HCCC will designate a note taker for each meeting to record the minutes of the meeting. Copies of the minutes will be provided to each HCCC attendant within 5 days of the meeting.

Schedules

Best efforts will be made to schedule meetings without conflict with the employment duties of employees serving on the ICCC. When a scheduled meeting conflicts with any ICCC participant's work duties, the CEO's applicable management representative will, to the extent client services are not adversely impacted, arrange for that participant to be released from normal work duties in order to attend the meeting. If 2 or more representatives from an employee labor organization cannot attend the meeting due to work responsibilities, the meeting will be rescheduled.

Exchange of information

No later than April 1 of each year, Harris Center shall furnish each employee labor organization that requests it a complete list of the names of all employees, job title, job assignment, salary, and work location.

Harris Center will also furnish each employee labor organization that requests it with this information as requested, at most once a month.

The CEO's executive management representative shall furnish the members of the consultation committee, upon reasonable request by the employee representatives, pertinent information needed in making recommendations on matters being considered in consultation.

Consultation goals

The goal of the HCCC is to allow employee organizations to collaborate, address employee concerns, provide input/feedback, receive important Harris Center information, and to present proposals to executive management on issues of concern to employees. The CEO shall report to the Board the items that were discussed at any HCCC meeting(s) held in the month preceding the monthly meeting of the Board of Trustees.

The goal of consultation is to reach consensus; however, in cases where consensus is not reached, the Committee Chairperson shall take a vote to determine the position of employee organization(s), executive management representatives, and the CEO. The CEO is not bound by the outcome of such votes.

The membership of the HCCC shall work cooperatively to formulate any recommendations to the Board based on the items discussed in consultation. HCCC recommendations shall be forwarded to the Board by the CEO within 30 days after the HCCC determines that a recommendation should be made. On recommendations to the Board, the CEO shall present them to the Board along with an account of the discussions that have taken place in consultation meetings. After the CEO's presentation, members of the HCCC shall have an opportunity to present additional information to the Board. The Board's decision on any recommendations shall be final.

Consultation with employees

Consultation with Harris Center employees by employee representative(s) before or after those employees' shifts or during those employees' breaks or lunch hour may be held in or on Harris Center's facilities, provided that the employee representative(s) coordinate with the appropriate supervisor at the work location and that such consultation does not interfere with work duties or client care. Such Consultation may include the sharing of printed materials.

Front-line employees may consult with and designate an employee representative to represent them in any disciplinary or termination meeting with a supervisor or any meeting with Harris Center Human Resources.

Report to board

The CEO or designee shall report to the Board the items that were discussed at any HCCC meeting(s) held after the most recent Board meeting at which an HCCC meeting report was given. The CEO or designee will include copies of the minutes of each HCCC meeting in each Board member's Board packet so that each Board member receives copies of the minutes prior to the next scheduled Board meeting.

Effective date

This policy shall be effective as of the adoption date.