

**Tomball Hospital Authority DBA Tomball Regional Health Foundation
Board of Directors Special Meeting Minutes – May 29, 2024**

Present: Jim Ross-Chairman, Tom Kikis-Vice Chairman, Christina Nash-Treasurer, Sharon Frank, Bill Hogue, Danny Marburger, TJ Tijerina, Lori Wilson

Present Via Zoom: Margarete Yacoubian

Present Via Phone: Jack Smith

Absent: Vicki Clark-Secretary

Also, Present: Jeffrey Klein-CEO

Also, Present Via Zoom: Robert Spurck-Attorney with Reed Claymon

I. Call to Order: Jim Ross called the meeting to order at 4:02 pm and read the Foundation's Mission Statement.

II. Community Input: None

III. Consider and Take Action:

- A. Investment Advisor-**The board authorized the CEO at the May 22nd meeting to begin contract negotiations with Wells Fargo for treasury services for the Tomball Hospital Authority. The CEO reviewed the negotiated contract with the board and the board was well satisfied with the contract and the way in which the review of financial services firms was conducted. TJ Tijerina thanked the CEO for his leadership and for negotiating a very favorable management fee reduction. *A motion was made by Lori Wilson and seconded by Tom Kikis to accept the contract to retain Wells Fargo as the financial advisor to the Authority. Motion passed unanimously.*
- B. Personnel Policy Handbook-** The CEO, Jim Ross, and legal counsel have been working on updating the Authority personnel policies to conform to current guidelines and best practices. The board received a copy and reviewed prior to the meeting and was afforded the opportunity to ask questions and provide comments. *A motion was made by Danny Marburger and seconded by TJ Tijerina to accept and adopt the policy manual as presented. Motion passed unanimously.*
- C. Employment Contract-** The CEO, Jim Ross, and legal counsel have been working on crafting an employment contract for the CEO. The board received a copy and reviewed prior to the meeting and was afforded the opportunity to ask questions and provide comments. *A motion was made by Danny Marburger and seconded by Sharon Frank to accept and adopt the employment contract as presented. Motion passed unanimously.*

D. Bond Financing- The board discussed the need to sell \$5 million in bonds and to retain a financial advisor and bond counsel to assist in the bond sale to finance the new administrative and learning center building to be built on Medical Complex Drive. Jim Ross has utilized the services of John Robuck and Marcus Deitz in Jim's capacity as CFO of Tomball ISD and found them to be a very effective team.

A motion to hire John Robuck with BOK Financial Securities, Inc. as financial advisor to the board for the sale of \$5 million in bonds and to retain Marcus Deitz with Orrick, Herrington and Sutcliffe, LLP as bond counsel was made by Lori Wilson and seconded by Tom Kikis. Motion passed unanimously.

IV. Adjournment:

A motion was made by Christina Nash to adjourn the meeting at 4:39 p.m. and seconded by Tom Kikis. Motion Carried.



Vicki Clark (Secretary)